

**CONSTITUTION AND BY-LAWS OF THE IRANIAN MEMBERS
CHAPTER OF ENGINEERS GEOSCIENTISTS MANITOBA**

WHEREAS:

- A. There is established hereby a chapter of Engineers Geoscientists Manitoba which chapter is established pursuant to the authority of Engineers Geoscientists Manitoba, the self-regulating body governing the practice of professional engineering and geoscience in the Province of Manitoba.
- B. The name of the chapter shall be “The Iranian Chapter of Engineers Geoscientists Manitoba” (hereinafter referred to as the “**Chapter**”).
- C. The Chapter shall operate in a manner consistent with the policies of Engineers Geoscientists Manitoba, and shall serve as a forum for Members to collaborate, exchange knowledge, and contribute to the advancement of the profession in Manitoba. The Association retains full authority and control over the Chapter, and all activities of the Chapter are subject to approval and oversight by the Association unless otherwise stipulated herein.

ARTICLE 1 – INTERPRETATION

1.1 Definitions. Unless the context otherwise requires:

- (a) “Act” means *The Engineering and Geoscientific Professions Act*, CCSM c E120, and its amendments;
- (b) “Associates” has the meaning set out in Section 5.6;
- (c) “Association” means Engineers Geoscientists Manitoba;
- (d) “by-laws” means, where the context permits, such other by-laws of the Chapter other than this Constitution and By-laws, as may be enacted by the Chapter and approved by the Chapter Members, together with any amendments or replacements thereof;
- (e) “Chapter Members” means members of the Chapter;
- (f) “Constitution and By-laws” means this Constitution and By-laws;
- (g) “Council” means the council of the Association;
- (h) “Executive” has the meaning set out in Section 7.1;
- (i) “Executive Committee” has the meaning set out in Section 7.1; and
- (j) “Members” means members of the Association.

1.2 Preamble. The preamble forms an integral part of this Constitution and By-laws.

1.3 **Headings.** The headings used in this Constitution and By-laws are inserted for reference purposes only and shall not affect the Constitution and By-laws or interpretation of this Constitution and By-laws.

ARTICLE 2 – FOCUS

2.1 **Focus of the Chapter.** The Chapter shall focus on the practice of engineering and geoscience by practitioners who have an interest in, or connections to, professionals with Iranian backgrounds in Manitoba, including both internationally educated applicants and Canadian-educated graduates. For clarity, the Chapter is strictly professional in nature and not political or religious. (the “**Chapter Focus**”).

ARTICLE 3 – PURPOSE

3.1 **Purpose of the Chapter.** The purpose of the Chapter is to support the Association in achieving its objectives as they relate to the Chapter Focus.

3.2 **Achieving Purpose.** To achieve this purpose, the Chapter shall endeavor to:

- (a) encourage and assist in the registration and licensing of individuals within the Chapter Focus;
- (b) support professional development for Chapter Members; and
- (c) increase engagement between Chapter Members and the Association.

ARTICLE 4 – CONTINUANCE

4.1 **Continuance of the Chapter.** The continuance of the Chapter is subject to the authority of the Association’s council (the “**Council**”). The Council may declare the Chapter inactive, suspend its operations, or dissolve the Chapter for any of the following reasons:

- (a) failure to achieve its Purpose (Article 3);
- (b) failure to abide by this Constitution and By-laws, or any by-laws implemented by the Chapter;
- (c) contravention of the *Act*, or the Association’s by-laws or policies;
- (d) failure to provide annual reports in accordance with Article 14 and Article 15; or
- (e) the number of Chapter Members falls below twenty (20).

4.2 **Suspension of the Chapter.** In the event of suspension, the Chapter shall temporarily cease its activities and operations. During suspension:

- (a) the Chapter shall not hold meetings, enter into agreements, or undertake initiatives without the prior approval of the Association’s Council;
- (b) all Chapter funds and assets shall be safeguarded and accounted for; and
- (c) the Chapter Executive shall continue to maintain records and communicate with the Association as required.

Suspension may be lifted by the Council upon satisfaction that the reasons for suspension have been addressed, as the Council may determine.

4.3 **Dissolution.** Upon dissolution of the Chapter, all monies and assets held by the Chapter must be returned to the Association, and any accounts maintained in the name of the Chapter shall be closed.

4.4 **Records and Documentation.** Upon dissolution, all records, files, correspondence, and other documentation of the Chapter, whether physical or electronic, shall be delivered to the Association.

ARTICLE 5 – MEMBERSHIP

5.1 **Membership.** Membership in the Chapter is open to individuals who meet the criteria established in this Constitution and By-laws. Two categories of participation are recognized:

- (a) Chapter Members, who meet the full requirements for membership set out in Section 5.2 and enjoy all rights and privileges, including the right to vote and hold office; and
- (b) Associates (as defined in Section 5.6), who may be connected to the Chapter but do not meet the full requirements of Chapter Membership. Associates may participate in Chapter activities to the extent permitted by the Chapter Constitution and By-laws, but do not have voting privileges and are not included in membership counts for Chapter funding.

5.2 **Chapter Members.** Chapter Members shall be professional Members, interns, or licensees of the Association.

5.3 **Determination of Membership.** Association staff shall be responsible for,:

- (a) reviewing applications for membership; and
- (b) maintaining the official roster of Chapter Members.

5.4 **Admission to Membership.** Any individual who requests membership in the Chapter and meets the criteria set out in Section 5.2 shall be admitted as a Chapter Member. No fees or dues shall be charged for Chapter membership.

5.5 **Membership Rights.** Only Chapter Members shall have the right to vote at Chapter meetings, to stand for election to the Chapter Executive, and to hold office within the Chapter.

5.6 **Associates.** The Chapter may, by additional by-law, establish one or more categories of associate members (“**Associates**”). Associates are individuals who do not meet one or both of the criteria for Chapter membership set out in Section 5.2. The criteria for Associates, as well as their privileges and responsibilities, shall be defined by the Chapter within its additional by-law(s).

5.7 **Associate Rights.** Associates shall not have voting privileges and shall not be included in the membership total used to calculate Chapter funding from the Association (see Section 14.1). Associates may, subject to the provisions of the Chapter by-laws, attend Chapter meetings, participate in Chapter activities, and volunteer on Chapter committees.

5.8 **Alignment with the Association.** All Chapter Members and Associates are expected to conduct themselves in accordance with the policies of the Association.

5.9 Resignation and Termination.

- (a) **Resignation.** A Chapter Member or Associate may resign from membership at any time by providing written notice to the Chapter Secretary. Such resignation shall be effective upon receipt by the Secretary or on a later date specified in the notice.
- (b) **Termination by Chapter.** The Chapter may terminate the membership of any Chapter Member or Associate for cause, including but not limited to:
 - (i) Conduct that is materially inconsistent with the Chapter Constitution and By-laws, any by-laws of the Chapter, or policies of the Association;
 - (ii) Failure to meet the criteria for membership as set out in Sections 5.2 or 5.6; or
 - (iii) Conduct that brings the Chapter or the Association into disrepute.

Termination for cause shall be carried out only after:

- (i) Providing the member with written notice of the proposed termination, including the reasons for the action; and
 - (ii) Providing the member an opportunity to respond in writing or in person to the Chapter Executive or a designated committee before a final decision is made.
- (c) **Termination by Association.** Notwithstanding any provisions in this Constitution and By-laws, the Association retains the authority to terminate the membership of any Chapter Member at any time and in its sole discretion. Termination of a Chapter Member by the Association shall automatically result in the immediate termination of that Chapter Member's membership in the Chapter. Such termination by the Association is final and binding on the Chapter.
 - (d) **Effective Date.** Termination shall take effect on the date determined by the Chapter Executive, its designated committee, or, in the case of termination by the Association, on the date specified by the Association.
 - (e) **Notification to Council.** The Chapter shall promptly notify the Association Council of any termination of membership for cause by the Chapter, including a brief explanation of the reasons, in accordance with Association policies.

ARTICLE 6 – MEETINGS AND VOTING

6.1 **Meetings.** Meetings of the Chapter shall be called by the Chapter Executive. The Chapter Executive may also call special meetings as deemed necessary to conduct the business of the Chapter.

6.2 **Frequency of Meetings.** The Chapter shall hold no fewer than two meetings each year, one of which shall be designated as the Chapter Annual General Meeting (the "**AGM**"). Additional meetings may be held at the discretion of the Chapter Executive.

6.3 **Notice of Meetings.** Notice of all meetings, including the date, time, and location, shall be provided to all Chapter Members at least [14] days in advance. Notices may be delivered by email or any other method approved by the Chapter Executive.

6.4 **Quorum.** Quorum for any general meeting of the Chapter shall be the lesser of fifty percent (50%) of the Chapter Membership or ten (10) Chapter Members present in person or virtually. No business shall be conducted at a meeting unless a quorum is present.

6.5 **Chairing Meetings.** The Chair, or the Vice Chair in the Chair's absence, shall preside at any General Meeting. If neither is present, the Chapter Members present shall elect one of their numbers to preside over the meeting.

6.6 **Conduct of Meetings.** All meetings shall be conducted in accordance with Robert's Rules of Order, except where otherwise provided in this Constitution and By-laws.

6.7 **Agenda and Minutes.** The Chapter Executive shall prepare an agenda for each meeting and ensure that accurate minutes are recorded. Minutes of each meeting shall be made available to all Chapter Members within a reasonable time following the meeting.

6.8 **Virtual Participation.** Subject to any applicable laws or Association policies, Chapter Members may participate in meetings by electronic means, including video or teleconference, and such participation shall be deemed equivalent to attendance in person for the purposes of quorum and voting.

6.9 **Voting at Meetings.**

- (a) Each Chapter Member present at a meeting, either in person or virtually, shall be entitled to one vote on any motion. Associates and non-members shall not have voting privileges.
- (b) Resolutions put to a vote at any meeting shall be decided by a show of hands. There shall be no right to vote or be represented by proxy.
- (c) Decisions shall be made by a majority of votes cast, unless otherwise required by this Constitution and By-laws, by-laws of the Chapter, or applicable law. In the event of a tie, the Chair (or acting Chair) shall have a casting vote.
- (d) Motions may be proposed by any Chapter Member and must be seconded by another Chapter Member before being put to a vote.
- (e) For matters requiring more formal approval, including but not limited to establishment of and amendments to Chapter by-laws or recommendations to the Association, notice of the motion must be given to all Chapter Members in advance, as specified in Section 6.3.

6.10 **Voting by Email Ballot.**

- (a) Any matter may be voted on by email ballot if initiated by the Chapter Executive.
- (b) An email ballot shall have the same force and effect as if the vote had been taken at a meeting.
- (c) When using an email ballot, the ballot shall be provided to all Chapter Members at least fourteen (14) days in advance of the voting deadline.

6.11 **Resolutions for Council.** Any resolution passed by the Chapter for submission to the Association's Council is not binding on Council but shall be considered by Council.

6.12 **Financing of Meetings.** All meetings of the Chapter shall be self-financed. Costs associated with hosting or participating in meetings shall not be borne by the Association unless expressly authorized in writing by the Association in advance of the meeting.

ARTICLE 7 – EXECUTIVE

7.1 **Composition of the Executive.** The Executive of the Chapter shall consist of the following officers, who collectively form the “**Executive**” or the “**Executive Committee**”:

- (a) Chair
- (b) Vice Chair
- (c) Past Chair (if applicable)
- (d) Secretary
- (e) Treasurer
- (f) A maximum of [4] additional Chapter Members.

7.2 **Combined Offices.** The offices of Secretary and Treasurer may be combined into a single position at the discretion of the Chapter Executive.

7.3 **Election of the Executive.** The Executive of the Chapter shall be elected at the Chapter AGM in accordance with Article 8.

7.4 **Term.**

- (a) Except for the Past Chair, the term of office for all officers of the Executive shall be two (2) years. To ensure continuity, elections shall be conducted on a staggered basis so that approximately one-half of the Executive positions are filled each year. In order to implement this staggered schedule, the Chapter shall, at the first election, designate certain positions to serve an initial one-year term. Thereafter, all terms shall be for two (2) years.
- (b) The Past Chair shall serve a one (1) year term as an ex officio member of the Executive Committee.
- (c) Terms of office shall begin immediately following the Chapter AGM at which the officers are elected.

7.5 **Eligibility.** All individuals serving as members of the Chapter Executive, including officers and additional members, must be Members or Intern Members in good standing with the Association.

7.6 **Ex Officio Role of Past Chair.** The Past Chair shall serve as an ex officio member of the Executive Committee, providing guidance and continuity to the incoming Executive.

7.7 **Reporting to the Association.** The Chair shall ensure that the names and positions of the Executive Committee are maintained with the Association and kept up to date. The Executive

is also responsible for providing any information required by the Association for governance, reporting, or regulatory purposes, as the Association may direct.

7.8 Removal of Executive Members. An Executive member may be removed from office for failure to fulfill their duties, misconduct, or violation of this Constitution and By-laws, by-laws of the Chapter, or Association policies. Removal shall require a resolution passed by a two-thirds (2/3) majority of the Executive Committee, or as directed by the Association, in accordance with its oversight authority.

ARTICLE 8 – NOMINATIONS & VACANCIES

8.1 Nomination Process. The Secretary of the Chapter shall compile a slate of nominees to fill the available positions on the Executive. Any Chapter Member in good standing may nominate one candidate for each open position.

8.2 Submission of Nominations. Written nominations must be submitted to the Secretary at least fourteen (14) days prior to the Chapter AGM. Each written nomination must include:

- (a) the written consent of the nominee, confirming their willingness to serve; and
- (b) the signatures of at least three (3) other Chapter Members endorsing the nomination.

Additional nominations may also be made from the floor at the AGM, provided the nominee is present or has submitted prior written consent to stand for election.

8.3 Vacancies. The office of any Executive officer shall be considered vacant upon occurrence of any of the following:

- (a) receipt in writing of the officer's resignation by the Secretary;
- (b) the officer ceasing to be a member of the Chapter in accordance with Article 5;
- (c) the officer being absent for three (3) consecutive meetings of the Executive without valid justification; or
- (d) the officer being removed from office in accordance with Article 7.8.

8.4 Filling Vacancies. In the event of a vacancy under Section 8.3, the Executive shall have the authority to appoint a qualified Chapter Member to the vacant position. Such an appointment shall remain in effect until the conclusion of the original term.

8.5 Eligibility and Good Standing. As stipulated in Section 7.5, only Chapter Members in good standing shall be eligible to nominate, be nominated, or be appointed to any Executive position.

8.6 Initial Chapter Formation. Upon the establishment of this Chapter, and until the first Executive has been formally elected, the founding Members shall assume the responsibilities of the Secretary and other officers for the purpose of collecting and processing nominations. The founding members shall ensure that the nomination and election process is conducted in accordance with Sections 8.1 through 8.5, so that the first Executive is duly elected at the Chapter's inaugural meeting.

ARTICLE 9 – DUTIES OF EXECUTIVE OFFICERS

9.1 **General Responsibilities.** The Executive Officers shall perform the duties described in this Article 9, except where the Executive Committee determines otherwise. All Officers are expected to act in the best interests of the Chapter, exercise reasonable diligence, and uphold the policies of the Association.

(a) Chair

- (i) The Chair shall, when in attendance, preside at meetings of the Chapter and of the Executive, shall be an ex-officio member of all committees and shall cause an annual report on the activities of the Chapter to be prepared for submission to the Chapter Annual General Meeting, to Council, and to the Annual General Meeting of the Association.
- (ii) The Chair, or a designate, shall, at the invitation of Council, attend one meeting of the Council annually, to report on the activities of the Chapter.
- (iii) The Chair, or a designate, shall attend the Annual General Meeting of the Association.
- (iv) The Chapter shall make Council aware of any items with regards to the Chapter Focus that may improve or hinder the professions' ability to self-regulate.

(b) Vice-Chair

- (i) The Vice-Chair shall assist the Chair in carrying out activities of the Executive and shall act as chair in the event of the absence of the Chair at meetings of the Chapter.

(c) Past-Chair

- (i) The Past-Chair shall assist the Chair as requested, and shall convene and chair the first Executive Meeting following the Chapter Annual General meeting.

(d) Secretary

- (i) The Secretary shall have charge of all papers and digital files, carry on all correspondence directed by the Executive, cause a record to be made of all Executive and General Meetings, keep such records, make such reports and perform such other duties as are incidental to that office and properly required by the Chapter and the Association.
- (ii) The Secretary shall maintain the Roster of Chapter Members. The roster shall list the names, email addresses, and professional status of each of the Chapter Members.
- (iii) The Secretary shall notify the Chapter Members of all Chapter meetings and assist the Chair in the preparation of the Annual Reports.

(e) Treasurer

- (i) The Treasurer shall account for all monies received and expended by the Chapter and shall maintain adequate records of the same.
 - (ii) The Treasurer shall pay all accounts approved by the Executive and shall conduct all bank transactions.
 - (iii) The Treasurer shall keep a regular account of all transactions for examination by the Executive, present a statement of Revenue and Expenditures to the Annual Meeting of the Chapter, and forward the statement to Council upon its acceptance by the Chapter.
- (f) Additional Roles
- (i) The Executive may assign additional duties or create specific roles as required to fulfill the objectives of the Chapter.

ARTICLE 10 – CHAPTER COMMITTEES

10.1 Establishment of Committees. The Executive Committee may establish one or more committees to assist in carrying out the activities and objectives of the Chapter. Each committee shall have clearly defined terms of reference, including its purpose, responsibilities, reporting requirements, and duration.

10.2 Appointment of Committee Members. The Executive Committee shall appoint the Chair and members of each committee. Committee members shall serve for the term specified in the committee's terms of reference or until their successors are appointed.

10.3 Committee Responsibilities. Each committee shall:

- (a) conduct its activities in accordance with its terms of reference and any directives from the Executive Committee;
- (b) provide regular updates and reports to the Executive Committee on progress, findings, and recommendations; and
- (c) ensure that decisions and actions taken by the committee are consistent with the policies and objectives of the Chapter and the Association.

10.4 Committee Meetings. Committees may meet as often as necessary to fulfill their responsibilities. The Chair of each committee shall be responsible for convening meetings, preparing agendas, and maintaining accurate minutes of proceedings.

10.5 Accountability. All committees are accountable to the Executive Committee. Any recommendations, proposals, or decisions of a committee shall be submitted to the Executive for approval before implementation, unless otherwise delegated by the Executive.

ARTICLE 11 – MINUTES

11.1 Recording of Minutes. The Executive shall ensure that accurate minutes are recorded for each Executive Committee meeting and each General Meeting of the Chapter. The minutes shall include, at minimum:

- (a) all appointments to offices made by the Executive;

- (b) the names of all officers present and the number of Chapter Members in attendance; and
- (c) all resolutions passed, motions made, and proceedings conducted by the Executive and of any Committee.

11.2 **Distribution of Minutes.** The Executive shall forward minutes of the Chapter AGM to Council.

11.3 **Record Retention.** The Chapter's Secretary shall maintain a record of all minutes, whether in paper or digital form, in accordance with this Constitution and By-laws, any by-laws of the Chapter, and the policies of the Association. Minutes shall be accessible to Chapter Members upon request, subject to any confidentiality requirements.

ARTICLE 12 – CHAPTER SUPPORT

12.1 **Funding.** The Association shall provide funding to the Chapter based upon the number of Chapter Members for a given year, which funding amount will be determined annually by the Association in accordance with its policies. The Chapter membership total shall be based on the official roster of Chapter Members , which is maintained by Engineers Geoscientists Manitoba's Registrar.

12.2 **Conditions for Funding.** Funding from the Association shall be contingent upon the Chapter's compliance with all of its annual reporting obligations, as set out in Article 14 and Article 15.

12.3 **Travel and Attendance Expenses – Chair.** The Association shall cover the reasonable expenses of the Chapter Chair, or a designated representative, to attend Council meetings at Council's request, and to attend the Annual General Meeting of the Association as required by Article 9.

12.4 **Travel and Attendance Expenses – Chapter Representative.** The Association shall cover the reasonable expenses of a Chapter Member and guest, designated by the Chapter Executive, to attend the Annual Association Gala event, if such attendance is requested to by the Chapter.

12.5 **Special Event Funding.** The Chapter may submit requests to the Association for funding of special events, initiatives, or programs that advance the objectives of the Chapter and the Association. All requests shall be reviewed and approved at the discretion of the Association.

12.6 **Council Liaison.** The President (or President-Elect, as the case may be) of the Association may serve as the primary point of contact for the Chapter in its communications with Council.

12.7 **Digital Support.** The Association shall provide the Chapter with a sub-domain or sub-page of the Association's website as well as an email account for use by the Chapter. The Chapter shall ensure these digital resources are used in accordance with Association policies and for purposes consistent with Chapter activities.

12.8 **Accountability and Reporting.** The Chapter shall maintain proper records of the use of Association funding and resources in accordance with Article 14 and shall report on such usage in accordance with the Association's policies.

ARTICLE 13 – CHAPTER EVENTS

13.1 **Minimum Events.** The Chapter shall plan and organize a minimum of [two] events each year.

13.2 **Participation by Members.** All Chapter Members and Members of the Association are eligible and encouraged to participate in Chapter events.

13.3 **Public Events.** Where events are intended for public purposes, participation shall be open to all interested individuals without restriction.

ARTICLE 14 – FINANCES

14.1 **Financial Records.** The Executive shall cause true accounts to be kept of all monies received and expended by the Chapter and of the assets and liabilities of the Chapter. All financial records shall be kept in accordance with generally accepted accounting principles and any requirements of the Association.

14.2 **Fiscal Year.** The fiscal year of the Chapter shall coincide with the fiscal year of the Association (June 30th).

14.3 **Budget Submission.** The Chapter shall submit a budget to the Council no later than two (2) months before the end of the Association's fiscal year (June 30th). The budget shall outline anticipated revenues, expenses, and planned initiatives for the upcoming fiscal year.

14.4 **Annual Financial Report.** The Chapter shall submit a financial report for the preceding year to Council at the beginning of each fiscal year of the Association. This report is due by August 15th and shall provide a comprehensive summary of all revenues, expenditures, assets, and liabilities of the Chapter.

14.5 **Use of Association Funds.** Funds granted to the Chapter by the Association shall be used primarily to offset costs not readily recovered through normal fundraising or other revenue-generating activities. All expenditures shall align with the Chapter's objectives and the purposes for which funding was provided.

14.6 **Fundraising Activities.** The Chapter may raise funds (e.g., donations, sponsorships, admission fees to events, etc.), provided that:

- (a) the purpose of all fundraising is clearly communicated;
- (b) funds are used to support the Chapter's Purpose; and
- (c) all fundraising activities and use of funds comply with the Association's by-laws and policies, including the Sponsorship Policy.

14.7 **Deposits and Bank Accounts.** All monies received by the Chapter shall be deposited in the name of the Chapter in a deposit-gathering institution which is a member of the Canadian Deposit Insurance Corporation. The Association's Director of Finance shall be provided signing authority for the account.

14.8 **Ownership of Assets and Funds.**

- (a) The Chapter acknowledges that despite the fact that all monies received by the Chapter will be held in a deposit-gathering institution in the name of the Chapter, all monies so received and held are the property of the Association.
- (b) All funds, records, property, and other assets held by or on behalf of the Chapter, whether tangible or intangible, are and shall remain the property of the Association.

14.9 **Contracts and Commitments.** Should the Chapter seek to commit to a contract (e.g., venue rental), it must do so in compliance with the Association's by-laws and policies, including the Execution of Instruments Policy. Any contractual obligations must be properly reviewed and approved by the Executive and by the Association.

14.10 **Payments and Authorization.** All payments shall be made by either e-transfer with supporting documents such as a printout of the e-transfer transaction, or by cheque in the name of the Chapter and shall require the signature of any two (2) of the following officers:

- (a) Treasurer;
- (b) Chair;
- (c) Secretary.

14.11 **Record Retention.** All financial records, including receipts, invoices, and bank statements, shall be retained for a minimum of seven (7) years or as otherwise required by law or the Association's policies. These records shall be made available to the Association upon request.

ARTICLE 15 – REPORTING

15.1 In addition to the financial reporting required in Article 14, the Chapter shall provide the following reports to the Council annually:

- (a) list of all Assets owned or controlled by the Chapter;
- (b) summary of activities and initiatives undertaken in the previous year, and activities planned for the upcoming year;
- (c) the current composition of the Executive Committee, including officer roles and contact information.

15.2 **Reporting Deadlines and Format.** Except as set out elsewhere in this Constitution and By-laws, or by-laws of the Chapter, reports shall be provided annually by August 15, using the reporting template established by the Association.

15.3 **Additional Reporting Requirements.**

- (a) The Executive may be required to provide interim or *ad hoc* reports to Council as requested, particularly regarding special projects, funding usage, or other matters of interest to the Association.
- (b) The Chapter shall promptly report any significant changes in the Executive, activities, or financial position outside the regular reporting cycle, ensuring transparency and ongoing communication with Council.

ARTICLE 16 – AMENDMENTS

16.1 Amendments to Constitution and By-laws.

- (a) The Chapter may propose amendments to this Constitution and By-laws which shall be subject to approval by Council.
- (b) Amendments to the Chapter Constitution and By-laws shall become effective when approved by Council and shall be binding on all Chapter Members.

16.2 Creation and Amendment of Chapter by-laws.

- (a) The Chapter may establish, modify, or repeal any Chapter by-laws, provided that such by-laws are consistent with this Constitution and By-laws, the *Act*, and the Association's By-laws and policies.
- (b) Amendments to the Chapter by-laws shall become effective when approved by the Chapter. The Chapter shall notify Council of any approved by-laws or by-law changes.

16.3 **Notice of Meetings for Amendments.** Notice in writing of any meeting of the Chapter at which any amendments to the Chapter Constitution and By-laws, or any by-laws of the Chapter, are to be considered, shall be given to the Chapter Members at least fourteen (14) days before the date of such meeting. Such notice shall include the full text of the proposed amendments.

16.4 **Voting Requirements for Amendments and Implementation.** Changes to the Constitution and By-laws, and implementation of any by-laws or changes to by-laws shall require the support of a simple majority (>50%) of total votes cast by Chapter Members entitled to vote.

16.5 **Authority of the Association.** Notwithstanding anything in this Article 16 or elsewhere in this Constitution and By-laws, the Association shall have full power and discretion, at any time and from time to time, to amend, modify, repeal, or replace this Constitution and By-laws, and any by-laws or other governing documents of the Chapter, in whole or in part, as it deems appropriate in its sole discretion. Any such amendments, modifications, repeals, or replacements made by the Association shall be final, binding, and effective upon notice to the Chapter, without the need for further approval by the Chapter or the Chapter Members.

[Signature page follows.]

<hr/> Mike Houvardas, P.Eng. President Engineers Geoscientists Manitoba	<hr/> Shahram Nami, P.Eng. Chair Iranian Members Chapter
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[Signature Page to Constitution and By-laws.]

SUPPLEMENTARY BY-LAWS OF THE IRANIAN MEMBERS CHAPTER OF ENGINEERS GEOSCIENTISTS MANITOBA

1. Purpose

The purpose of the Chapter is as laid out in the Chapter Constitution and By-laws. The purpose of these by-laws is to supplement and clarify, but not to supersede, the Chapter Constitution and By-laws of, and the By-laws and policies of the Association, and those documents shall govern.

2. Associate Category

2.1 The Chapter recognizes Associates as non-voting participants who support Chapter activities but are not EGM members or interns in good standing.

2.2 Associates may attend events and volunteer on committees at the Executive's discretion.

3. Executive Portfolios

3.1 In addition to the officers in Article 7, the Executive may assign portfolios to its four (4) additional members, such as Mentorship & Licensure Support, Events & CPD, Communications & Outreach, and Sponsorships.

4. Quorum & Virtual Participation

4.1 Quorum for Executive meetings is majority of Executive members.

4.2 Executive meetings may be held virtually; decisions taken are valid if quorum is met.

5. Election Staggering (Initial Implementation)

5.1 To implement staggered terms, at the first election: Chair and Treasurer serve two-year terms; Vice-Chair and Secretary serve one-year terms. Thereafter, all officer terms are two years.

6. AGM Agenda Minimums

6.1 AGM shall include: approval of minutes; Chair's report; Treasurer's financial report; activity plan; election of officers; confirmation of by-laws (if any).

7. Financial Controls

7.1 All expenditures require pre-approval by the Executive and two (2) authorized signatories per Constitution Article 14.10.

7.2 Reimbursements require receipts and a brief purpose statement.

8. Code of Conduct

8.1 All Chapter activities are professional, inclusive, and apolitical; conduct must align with the Association's Code of Ethics.

Once approved by the membership in accordance with the Constitution and By-laws of the Chapter dated Oct 10, 2025, these by-laws shall govern.

As approved by a majority vote of the Chapter Members entitled to vote at the meeting held on Oct 10, 2025.