

A by-law relating generally to the conduct of the affairs of

The Canadian Institute of Marine Engineering | L'Institut canadien de genie maritime

(the "Institute")

BE IT ENACTED as a by-law of the Institute as follows:

1. Definitions

In this by-law and all other by-laws of the Institute, unless the context otherwise requires:

"Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Active Roll" means the membership listing of the Institute for members in good standing;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Institute;

"Council" and "National Council" means the board of directors of the Institute with that meaning defined or otherwise prescribed in the Act;

"by-law" means this by-law and any other by-law of the Institute as amended and which are, from time to time, in force and effect;

"Institute", "The Canadian Institute of Marine Engineering" and the "CIMarE", mean the Corporation as defined or otherwise prescribed in the Act;

"director" means a member of the Council;

"Inactive Roll" means the membership listing of the Institute for members for whom all practical services and voting privileges have been withheld.

"meeting of members" includes an annual meeting of members or a special meeting of members;

"special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Institute that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate,

partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Corporate Seal

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Institute. The secretary of the Institute shall be the custodian of the corporate seal, or to such person as the Council may delegate custody.

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Institute may be signed by any two (2) of its officers or directors. In addition, the Council may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Institute to be a true copy thereof.

5. Financial Year End

The financial year end of the Institute shall be December 31.

6. Banking Arrangements

The Institute's banking business shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Council may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Institute and/or other persons as the Council may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

The directors of the Institute may, without authorization of the members,

- (a) borrow money on the credit of the Institute;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Institute;
- (c) give a guarantee on behalf and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Institute, owned or subsequently acquired, to secure any debt obligation of the Institute.

8. Annual Financial Statements

The Institute may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Institute and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

9. Membership Conditions

Subject to the articles, there shall be four classes of members in the Institute, namely, Members, Associate Members, Student Members and Corporate Members. The Council may, by resolution, approve admission of members into the Institute. Members may also be admitted in such other manner as may be prescribed on resolution by the Council. The following conditions of membership shall apply:

- (a) MEMBERS. Candidates for election or transfer to the class of Member shall be persons who, in the opinion of the Council, are in a position to further the objects and purposes for which the Institute is constituted and shall either:
- (i) hold a Transport Canada issued Certificate of Competency as a First Class Marine Engineer or as a Second Class Marine Engineer, or the equivalent as determined by the Council; or
 - (ii) hold the Royal Canadian Navy Engineering MARE Marine Systems officer Head of Department Qualification, or the equivalent as determined by the Council; or
 - (iii) hold a recognized degree in engineering or naval architecture from an accredited Canadian university or equivalent, and have held for not less than three years a position of responsibility in marine engineering or a related field; or
 - (iv) hold the Royal Canadian Navy Certificate 4 or Certificate 3 for Marine Engineering Technicians, or the equivalent as determined by the Council; or
 - (v) have held for not less than three years a position of senior professional responsibility in marine engineering or in any branch of the engineering profession which has an application in the design, building or operation of ships or their machinery or contributes in any way to marine technology.
- (b) ASSOCIATE MEMBERS. Candidates for election or transfer to the class of Associate Member shall be persons who, in the opinion of the Council are in a position to further the objects and purposes for which the Institute is constituted and shall either:
- (i) hold a Transport Canada issued Certificate of Competency as a Third Class Marine Engineer or Fourth Class Marine Engineer, or the equivalent as determined by the Council; or
 - (ii) hold the Royal Canadian Navy MARE Marine Systems Officer 44B qualification, or hold a Naval Marine Engineering Technician Certificate 2 or Certificate 1, or equivalents as determined by the Council; or
 - (iii) currently hold or be eligible for a position of responsibility in marine engineering or in the Canadian marine industry contributing to the operation, design, maintenance, supply, and shore support of ships and marine technology; or
 - (iv) be a graduate of a marine related degree or diploma program, who, in the opinion of the Council, has an interest in, and is likely to contribute to, the activities of the Institute.

(c) STUDENT MEMBERS. Candidates for election to the class of Student Member shall be persons who, in the opinion of the Council, are likely to have an interest in the Institute and are enrolled or intend to be enrolled in marine engineering, mechanical engineering and technology or naval architecture studies or training. A Student Member shall generally be required to qualify for another class of membership after five years as a Student Member.

(d) CORPORATE MEMBERS. Corporations, societies, professional associations and other organizations seeking election as a Corporate Member shall have an interest in and support the Institute, and be Canadian entities involved in the marine industry, engineering and technical professional associations, marine engineering education institutions, or government.

- i) Each Corporate Member shall nominate one person, a representative to act on behalf of the organization in its business with the Institute and have all the privileges of an individual member. Such person shall be eligible for membership in the Institute as a Member or Associate member.
- ii) The representative of the Corporate Member shall, on behalf of such company or organization, submit to the Institute on a yearly basis the names of its employees belonging to the Institute under its Corporate membership.
- iii) Employees of the Corporate Member applying to join the Institute shall meet in their own right the membership criteria of either Member or Associate member.
- iv) An employee will lose Corporate membership privileges should anyone of the following situations arise:
 - (a) The business entity either cancels or fails to pay its annual membership fees;
 - (b) The member is no longer an employee of the Corporate Member.
- v) In either instance, the employee has the option to reclassify as a regular Member or Associate member and be subject to revised membership fees.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10. Membership Transferability

A membership may only be transferred to the Institute. For greater certainty, members may only transfer a membership back to the Institute. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

11. Notice of Members' Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the

notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Institute to change the manner of giving notice to members entitled to vote at a meeting of members.

12. Members Calling a Members' Meeting

The Council shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

13. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Institute has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Institute without it being possible for the Institute to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Institute to change this method of voting by members not in attendance at a meeting of members.

14. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them. If any member shall allow their dues to fall six months in arrears, the Council shall notify him or her of the same. If such member does not pay his or her dues within the space of six months from the date of notification, the Council may delete his or her name from the Active Roll, placing such name on the Inactive Roll and generally ceasing services, including the privilege of voting rights, to the member. The member's name shall remain on the Inactive Roll until he or she seeks a return to the Active Roll by payment of dues or requests withdrawal from the Institute.

The Council will routinely review the Active Roll of the Institute to ensure its accuracy, including member contact information. The Council will periodically review the Inactive Roll, including for the purposes of inviting members to return to participation in the Institute.

15. Termination of Membership

A membership in the Institute is terminated when:

- (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;

- (c) the member resigns by delivering a written resignation to any member of the Council or to the Council's delegate in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- (e) the member's term of membership expires; or
- (f) the Institute is liquidated or dissolved under the Act.

16. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Institute, automatically cease to exist.

17. Discipline of Members

The Council shall have authority to suspend or expel any member from the Institute for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Institute;
- (b) carrying out any conduct which may be detrimental to the Institute as determined by the Council in its sole discretion;
- (c) for any other reason that the Council in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Institute.

In the event that the Council determines that a member should be expelled or suspended from membership in the Institute, the chair, or such other officer as may be designated by the Council, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the chair, or such other officer as may be designated by the Council, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the chair, or such other officer as may be designated by the Council, the Council may proceed to notify the member that the member is suspended or expelled from membership in the Institute. If written submissions are received in accordance with this section, the Council will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Council's decision shall be final and binding on the member, without any further right of appeal.

18. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

19. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

20. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Council or, if all of the members entitled to vote at such meeting so agree, outside Canada.

21. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Institute are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

22. Chair of Members' Meetings

In the event that the chair of the Council and the vice-chair of the Council are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

23. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be five (5) percent of the members entitled to vote at the meeting, including one member from each of the Institute's Branches. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

24. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

25. Participation by Electronic Means at Members' Meetings

If the Institute chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Institute has made available for that purpose.

26. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Institute call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or

other communication facility that permits all participants to communicate adequately with each other during the meeting.

27. Number of Directors

The Council shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the Council shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Council. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Institute or its affiliates.

28. Term of Office of Directors

Members of the Council shall be elected annually in a meeting of the members of the Institute, on nomination by Branches of the Institute or the Council or any other person. No Council member will be eligible for election to the Council for more than six (6) successive annual terms.

29. Calling of Meetings of Council

Meetings of the Council may be called by the chair of the Council, the vice-chair of the Council or any two (2) directors at any time.

30. Notice of Meeting of Council

Notice of the time and place for the holding of a meeting of the Council shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Institute not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

31. Regular Meetings of the Council

The Council may appoint a day or days in any month or months for regular meetings of the Council at a place and hour to be named. A copy of any resolution of the Council fixing the place and time of such regular meetings of the Council shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

32. Votes to Govern at Meetings of the Council

At all meetings of the Council, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original

vote shall have a second or casting vote.

33. Committees of the Council

The Council may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Council shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Council may from time to time make. Any committee member may be removed by resolution of the Council.

34. Appointment of Officers

The Council may designate the offices of the Institute, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Institute. A director may be appointed to any office of the Institute. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

35. Description of Offices

Unless otherwise specified by the Council (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Institute, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) Chair of Council – The chair of the Council, if one is to be appointed, shall be a director. The chair, if any, shall, when present, preside at all meetings of the Council and of the members. The chair shall have such other duties and powers as the Council may specify.
- (b) Vice-Chair of Council – The vice-chair of the Council, if one is to be appointed, shall be a director. If the chair is absent or is unable or refuses to act, the vice-chair of the Council, if any, shall, when present, preside at all meetings of the Council and of the members. The vice-chair shall have such other duties and powers as the Council may specify.
- (c) Treasurer – The treasurer, if one is to be appointed, shall be a director. The treasurer shall have such powers and duties as the Council may specify.
- (d) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the Council, members and committees of Council. The secretary shall enter or cause to be entered in the Institute's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Institute.

The powers and duties of all other officers of the Institute shall be such as the terms of their engagement call for or the Council requires of them. The Council may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

36. Vacancy in Office

In the absence of a written agreement to the contrary, the Council may remove, whether for cause

or without cause, any officer of the Institute. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed,
- (b) the officer's resignation,
- (c) such officer ceasing to be a director (if a necessary qualification of appointment) or such officer's death.

If the office of any officer of the Institute shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

37. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Council, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Council or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Institute or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Institute in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Council in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Institute to any notice or other document to be given by the Institute may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

38. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

39. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a

committee of the Council or public accountant, or the non-receipt of any notice by any such person where the Institute has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

40. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Institute are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

41. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Institute arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Institute is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Institute as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Council) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Institute is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

42. By-laws and Effective Date

Subject to the articles, the Council may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Institute . Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it

may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

43. Branches

The Council may establish, continue, suspend and dissolve local Branches of the Institute, which may be situated inside and outside of Canada. Members of the Institute who reside near local Branches and are identified as Branch members shall annually elect Members and Associate Members of the Institute as officers of their Branch, including a Branch Chair, Secretary, Treasurer, and such other officers as they may require for the efficient business of the Branch.

44. Status of Branches

Branches are an integral part of the Institute, without separate or individual legal personality.

45. Branch Administration

Branches will conduct their business and administration in accordance with the *Canada Not-for-Profit Corporations Act* and regulations, these Bylaws, *Robert's Rules of Order* and generally accepted accounting principles.

46. Branch Banking

Branches may establish and continue bank accounts in the name of the Institute.

47. Branch Financial Administration

Branches have the same financial year as the Institute. Branch officers must annually present financial information to Branch members and the Council within 60 days following the end of a financial year. The information to be presented shall include a balance sheet, and a profit and loss (or revenue-expense) statement. Branch officers must provide a copy of bank account records on the request of a Branch member or a director of the Institute. Branches shall create and maintain a scheme or system of payments requiring prior approval by the Branch Treasurer and the signatures or other actions of no less than two (2) Branch members to effect payment.

48. Branch Grants, Financial Liability of the Institute for Branches

The Council may establish a standing or annual scheme of monetary contributions for the development and work of Branches, in particular to promote membership and to increase the industry and public profile of Branches and the Institute. No financial liability in excess of the grant provided will fall upon the Institute for additional expenditures not specifically authorised by the Council.

49. Branches and the Institute Annual General Meeting

From time to time, Branches will be called upon to host the Institute's annual general meeting (annual meeting of members). The obligations of a host Branch include physical arrangements for the meeting, but not the issue of notice or advertising the fact of such meeting.

50. Conferences

From time to time Branches will be called on to host technical conferences and industry expositions, including the annual Mari-Tech event. The Council shall provide continuing support for such events, and stipulate requirements for the administration, financial accountability, cost-sharing and revenue distribution of them.

51. Appointments

The Council may create and continue honorary offices and appointments in the Institute, establishing as necessary terms of reference for the selection and appointment of persons to them. Such offices and appointments may include, but are not limited to, Patron of the Institute, Honorary President of the Institute, Fellows of the Institute, and Honorary Life Members of the Institute. For greater certainty, the designations of Fellow, Honorary Life Member and Retired Member are not classes of membership but rather are descriptors of privileges within the Institute including, in the case of Retired members, reduced annual dues.

52. Honorary President

The Honorary President shall be entitled to attend meetings of the Council and members of the Institute. The Honorary President will be a person of considerable recognition in Canadian society with experience in marine engineering or the marine industry.

53. Fellows of the Institute

The appointment of persons as Fellows of the Institute shall be generally on the basis of distinguished service to marine engineering in Canada or to the Institute, or both. A person shall become a Member of the Institute on their appointment, being deemed to meet the qualification for election as a Member.

54. Honorary Life Members

The conferral of an Honorary Life membership shall be awarded generally on the basis of leadership in the Institute and its Branches. A person qualifying as an Honorary Life Member will ordinarily be a Member or Associate Member. Honorary Life Members shall be exempt from payment of annual dues. Honorary Life Members shall enjoy the rights and privileges accorded to Fellows of the Institute.

55. Membership Designation

Individual members shall be entitled to use the post-nominal letters MCIMarE in the case of Members and Associate Members, and FCIMarE in the case of Fellows of the Institute and Honorary Life Members.

56. Rules

The Rules of the Institute, prescribed pursuant to the 2010 By-Laws of the Institute, are repealed.

* * *