

To: The Minister of Consumer and Corporate Affairs of Canada

1. The undersigned hereby apply to the Minister of Consumer and Corporate Affairs for the grant of a charter by letters patent under the provisions of Part 11 of the Canada Corporation Act constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of

The Royal Canadian Electrical and Mechanical Engineers Association

2. The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

3. The applicants are individuals of the full age of eighteen years with power under law to contract. The name and address and the calling of each of the applicants are as follows:

Clifford Farmer	31-541 College St. Kingston, Ontario	(retired)
Gordon Turcotte	RR #2 Kingston, Ontario	(retired)
Len Chambers	127 Morenz Crescent Kingston, Ontario	(retired)
Robert Smith	81 Oakridge Avenue Kingston, Ontario	(Civil Servant)
John Barr	72 Abbeydale Crescent Kingston, Ontario	(retired)
Russ Clooney	73 Sunset Boulevard Kingston, Ontario	(Civil Servant)
James Levesque	RR #2 Napanee, Ontario	(Civil Servant)
Gerald Apps	5 Clubhouse Drive Kingston, Ontario	(retired)

4. The said person as so designated above will be the first Directors (Executive Committee) of the Corporation.

The Objectives of the Corporation are:

- a. to commemorate the formation of The Royal Canadian Electrical and Mechanical Engineers and the accomplishments of it's members; and
- b. to annually re-unite former members of The Royal Canadian Electrical and Mechanical Engineers in the spirit of comradeship and goodwill that prevailed throughout the existence of The Corps.

5. The operations of the Corporation may be carried on throughout Canada and elsewhere as presently Members are located in all parts of Canada, the U.S.A. and some Commonwealth Countries.

6. The head office of the Corporation shall be located in Kingston, Ontario

7. It is specially provided that in the event of dissolution or winding-up of the Corporation, all it's remaining assets after payment of liabilities shall be distributed to one or more organizations in Canada having cognate or similar objects. All real property such as Memorabilia shall be given to The RCEME School Museum for future use in the training of Electrical and Mechanical Engineers of the Canadian Armed Forces located at The RCEME School, Camp Borden, Ontario.

8. The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

9. The Corporation is to carry on it's operations without pecuniary gain to it's members and any profits or other accretions to the Corporation are to be used in promoting it's objectives.

BY-LAW NO. 1

ROYAL CANADIAN ELECTRICAL AND MECHANICAL ENGINEERS ASSOCIATION

CORPORATE SEAL

1. The Seal of the Corporation shall be in such form as shall be prescribed by the directions of the Corporation and shall bear the Insigne of the Association.

CONDITIONS OF MEMBERSHIP

2. Membership in the Corporation shall be limited to persons interested in furthering the objectives of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the "Board of Directors" of the Corporation.

3. There shall be no membership fees or dues unless otherwise directed by the "Board of Directors".

4. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.

5. Any member may be required to resign by a vote of three - quarters of the membership at an annual general meeting.

HEAD OFFICE

6. The Head office of the Corporation shall be in the City of Kingston, P.O. Box 1661, K7L 5C8.

7. The property and business of the Corporation shall be managed by six (6) directors of whom four (4) may constitute a quorum. The "Board of Directors" may on literature of the Corporation be designees as a Board of Governors.

8. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the "Board of Directors" shall be for two years.

9. Successors to the first directors shall be elected for a term of one year by the members at an annual general meeting of members.

10. The office of director shall be automatically vacated:
 - a. If a director shall resign his office by delivery of a written resignation to the Secretary of the Corporation;
 - b. If he is found to be mentally or physically incapacitated, and unable to perform his duties;
 - c. If he becomes bankrupt or suspends payment or compounds with his creditors;
 - d. If at a special general meeting of members a resolution is passed by three-quarters of the members present at the meeting that he be removed from office;
 - e. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the "Board of Directors" by majority vote, may, by appointment, fill the vacancy with a member of the Corporation.

11. Meetings of the "Board of Directors" may be held at any time and place to be determined by the directors provided that seven clear days notice of such meetings shall be sent in writing to each director, provided there shall be at least one meeting per year of the "Board of Directors". No error or omission in giving notice of any meeting of the "Board of Directors" or any adjourned meeting of the "Board of Directors" of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

12. Directors and executive committee members, as such, shall not receive any stated remuneration for their services, but, by resolution of the "Board of Directors", expenses of their attendance may be allowed for their attendance at each regular or special meeting of the "Board of Directors". Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties; and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business

required to be done in connection with the administration of the affairs of the Corporation.

13. A retiring director shall remain in office until the dissolution or adjournment of the meeting in which his retirement is accepted and his successor is elected. A director shall hold office until the next annual general meeting of members following his election or appointment.

14. At the first meeting of members, the "Board of Directors" then elected shall replace the provisional for in paragraph 8 hereof.

15. The "Board of Directors" may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the "Board of Directors" at the time of such appointment.

16. The remuneration of all officers, agents and employees and committee members shall be fixed by the "Board of Directors" by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such meeting of members.

INDEMNITIES TO DIRECTORS AND OTHERS

17. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

- a. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any liability;

- b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

EXECUTIVE COMMITTEE

18. The "Board of Directors" may, for administrative purposes only, provided for the creation of an executive committee. Such committee to be comprised of members of the Corporation only and will consist of a President, 1st and 2nd Vice Presidents, the Immediate Past President, the Secretary, the Treasurer or (Secretary/Treasurer. The executive committee shall exercise such powers that are authorized by the "Board of Directors" and during their term of office shall be recognized as officers of the Corporation. Any executive member may be removed by a majority vote of the "Board of Directors".

19. Meetings of the executive committee may be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours notice of such meeting shall be sent in writing to each member of such committee. Members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

POWERS OF DIRECTORS

20. The directors of the Corporation may administer affairs of the Corporation in all things and make or cause to be made for the Corporation, in it's name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by it's charter or otherwise authorized to exercise and do.

21. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have, the power to make expenditures for the purposes of furthering the objectives of the Corporation. The directors shall have the power to enter into a trust arrangement with a trust company for the

purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of The RCEME Association in accordance with such terms as the "Board of Directors" may prescribe.

22. The officers of the Corporation shall be a President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and Immediate Past President and any such other officers as the "Board of Directors" may by by-law determine.

23. The President shall be elected at the Annual Meeting of the members. Officers other than President of the Corporation shall be appointed by resolution of the "Board of Directors" at the first meeting of the "Board of Directors" following each annual meeting of the members.

24. The officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead.

DUTIES OF OFFICERS

25. All officers shall be directors of the Corporation and they shall cease to be officers if they cease to be directors or if they are removed by a majority of the "Board of Directors".

26. The President shall be the Chief Executive Officer of the Corporation. He shall preside at all meetings of the Corporation and of the "Board of Directors". He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the "Board of Directors" are carried into effect.

27. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the "Board of Directors".

28. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all of assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the "Board of Directors" from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the

President and directors at the regular meeting of the "Board of Directors", or whenever they may require it, an accounting of all the transactions and a statement of the financial position, or the Corporation. He shall also perform such other duties as may from time to time be directed by the "Board of Directors".

29. The Executive Secretary may be empowered by the "Board of Directors" upon resolution of the "Board of Directors", to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for the purpose. He shall give or cause to be given notice of all meetings of the members and of the "Board of Directors", and shall perform such other duties as may be prescribed by the "Board of Directors" or President, under whose supervision he shall be. He shall be custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the "Board of Directors" to do so and to such person or persons as may be named in the resolution.

30. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for to the "Board of Directors" required of them.

EXECUTION OF DOCUMENTS

31. Contracts, documents, or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the "Board of Directors".

MEETINGS

32. The annual or any other general meeting of the members shall be held at the Head Office of the Corporation or at any place as

the "Board of Directors" may determine and on such day as the said directors shall appoint.

33. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a "Board of Directors" elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The "Board of Directors", the President or Vice President shall have power to call, at any time, a general meeting to the members of the Corporation.

34. Fourteen days, prior written notice shall be given to each member of any annual, or special general meeting of members. Members present in person at a meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise one vote.

35. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meetings and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.

MINUTES OF "BOARD OF DIRECTORS" AND "EXECUTIVE COMMITTEES"

36. The minutes of the "Board of Directors" or the minutes of the "Executive Committee" shall not be available to the general membership of the Corporation but shall be available to the "Board of Directors", each of whom shall receive a copy of such minutes.

VOTING OF MEMBERS

37. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by a statute or by these by-laws.

FINANCIAL YEAR

38. Unless otherwise ordered by the "Board of Directors" the fiscal year end of the Corporation shall be the 31 August to 29 August.

39. The "Board of Directors" may appoint committees whose members will hold their offices at the will of the "Board of Directors".

AMENDMENT OF BY-LAWS

40. The by-laws of the Corporation may be repealed or amended by by-laws enacted by a majority of the directors at a meeting of the "Board of Directors" and sanctioned by an affirmation vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer & Corporate Affairs has been obtained.

AUDITORS

41. The members shall at each annual general meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the "Board of Directors".

BOOKS AND RECORDS

42. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

43. The "Board of Directors" may prescribe such rules and regulations not within these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

INTERPRETATION

44. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number of the feminine gender as the case may be, and

vice versa, and references to persons shall include firms and Corporations.

45. All former by-laws, rules and regulations of The Association are hereby repealed and the foregoing by-laws when passed by the members and confirmed by the Minister of Corporate Affairs shall from the date thereof, be the by-laws of The Association passed this _____ day _____ of _____ 19 ____.

President RCME Association

Secretary RCME Association

IN WITNESS WHEREOF we have hereunto set our hands at

_____ on the _____ date of
_____ 19 ____.

