

THE CONSTITUTION
of
THE GRENADA INSTITUTE OF PROFESSIONAL ENGINEERS

1. The name of the institute is the Grenada Institute of Professional Engineers.
2. The office of the institute will be in Grenada.
3. The objects for which the institute is established are:
 - (a) To safeguard the life, health and welfare of the public by ensuring that the practice of engineering is restricted to properly qualified persons.
 - (b) To advance the status of the engineering profession by the establishment and observance of high ethical standards of conduct.
 - (c) To promote the advancement of the engineering sciences.
 - (d) To advance and protect the interest of professional engineers.
 - (e) To subscribe to, become a member of and co-operate with any other association, whether incorporate or not, whose objects are altogether or in part similar to those of the Institute.
 - (f) To apply for, acquire and hold any charters, Act of Government, or any other rights or powers from Government.
 - (g) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit members of the Institute.
 - (h) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Institute.

MEMBERSHIP AND QUALIFICATION FOR MEMBERSHIP

1. The membership of the institute shall consist of Fellow, Corporate Members, Graduate Members, Student Members, Affiliate Members and Honorary Members.
2. Honorary Members shall be chosen from those who have become eminent in engineering or kindred sciences.
3. The Fellow shall have no direct admission to the institute in this grade. Admission shall be only by transfer from the grade of Member. To be eligible for transfer to the grade of Fellow, a Member shall have important contributions to and have had responsible charge for not less than ten (10) years in the grade of member of, either important engineering works or important industrial, business construction, educational, editorial, research or engineering institution activity requiring the knowledge and background gained from engineering training and experience.

Once each year the Executive Council shall transfer to the grade of Fellow those members who are eligible and shall so notify them.

4. A Corporate Member shall; (a) possess a degree from a University or School of Engineering recognized by the Institute; (b) have not less than four years approved experience in engineering subsequent to obtaining his qualifications and (c) at the time of his application for membership be actually engaged in professional engineering works.
5. A Graduate Member shall at the time of his application for membership possess a degree from a University or School of engineering recognized by the Institute or shall possess some equivalent qualification recognized by the Institute.
6. A Student Member shall at the time of his application be actually pursuing a course of study which leads to an academic qualification recognized by the Institute.
7. An Affiliate Member shall be one who does not qualify for membership under any of the foregoing subsections of Article 1, but who holds a position of responsibility in engineering acceptable to the Committee and whose pursuits and practical experience are in the opinion of the Committee likely to enable him to contribute to the advancement of engineering knowledge.
8. An Honorary Member shall be entitled to the use after his name the designation "MGIPE (Hon.)"; a Fellow the designation "MGIPE (Fel.)"; a Corporate member the designation "MGIPE"; an Affiliate the designation "Affiliate MGIPE".

2. ADMISSION TO MEMBERSHIP AND TRANSFER

- 2.1 Nominations for Honorary membership shall be made by the Committee and such nominee shall become an Honorary member on approval by a simple majority of those present and voting at any General Meeting of the institute.
- 2.2 Application for admission to membership other than Honorary Membership or for transfer from one grade of membership to another shall be made on the prescribed forms, and the admission or transfer of any candidate shall be subject to the approval of a majority of the Committee and in accordance with the requirements of Article 1.
- 2.3 A Graduate Member shall apply for membership under Article 1 (.5) as soon as he fulfills the requirements of Engineering Experience.

3. ENTRANCE FEES AND SUBSCRIPTIONS

The entrance fees, annual subscriptions payable by members, the dates and time for payment of the same, the penalties (if any) for late payment of the same and all other administrative matters relative to the payment of entrance fees and subscriptions shall be determined by the Committee from time to time.

4. RIGHTS OF MEMBERSHIP

Members from all classes of membership shall be entitled to attend, speak and vote at all Ordinary Meetings, Annual General Meetings and Extraordinary General Meetings of the Institute but only Corporate members and Fellow admitted under Article 1 (.4) shall be entitled to vote on resolutions for altering, amending, or adding to the Articles of the Institute or be eligible for elections to the Committee.

5. SUSPENSION, EXPULSION AND READMISSION OF MEMBERS

- 5.1 Any member who shall be in arrears with the payment of any subscription for a period in excess of nine (9) months from the time when the same first became due and owing shall, 14 days after notification by the Secretary of the Institute of the fact of his being in arrears still being outstanding, cease to be a member of the Institute and his name shall forthwith be removed from the register of Members.
- 5.2 Any Member who has been removed from membership under the foregoing subsection may apply to the Committee for readmission and such member may be readmitted on payment of all arrears of subscription and with or without payment of an Entrance fee as the Committee may decide.
- 5.3 Entrance fees payable at the time of admission to the institute to be as follows:-
 - Students - \$20.00
 - All other Grades - \$50.00
- 5.3.1 Annual Subscription:-
 - Student - \$120.00
 - All other grades - \$240.00 (payable monthly by equal installments)

6. Any member who has resigned from membership may at the discretion of the Committee be readmitted without payment of an entrance fee.

7.

7.1 Any member who is deemed to have committed a breach of discipline or who has otherwise acted in a manner which is prejudicial to the interests of the Institute may be expelled from the Institute by the Committee on a two-thirds majority vote.

7.2 Any member whose conduct or action is to be made the subject of an enquiry with a view to expulsion as aforesaid shall be served notice by the Secretary by registered letter to his last known place of residence specifying the nature of the charge against him and before any decision is taken by the Committee such member shall be given an opportunity of being heard by the Committee either appearing in person before the Committee or, at the discretion of the Committee, by submitting a signed written statement addressed to the Secretary of the Institute.

7.3 If, after due enquiry as aforesaid, a decision is taken by the Committee to expel a member, such member shall be so notified in writing by the Secretary of the Institute who shall also cause the member's name to be removed from the Register of Members.

8. MEETINGS

Ordinary Meetings of the Institute shall be called at such place and time as the Committee may direct to consider such matters as may be placed before the Meeting by the Committee.

9.

9.1 Annual General Meetings shall be held once at least in every year at such time and place as may be prescribed by the Committee and not more than fifteen months shall elapse between the date and one Annual Meeting and that of the next.

9.2 The agenda for any Annual General Meeting shall include the following:-

(a) to receive from the Committee a report, Balance Sheet and Statement of Account for the preceding financial year ending 30th September;

(b) to elect the officers of the institute and other members of the Committee for the ensuing year;

(c) to appoint an Auditor.

10.

10.1 A special General Meeting of the Institute shall be summoned by the Secretary:-

(a) whenever so directed by the Committee;

(b) whenever so requested by a requisition signed by not less than ten members of the institute, in which case the meeting shall take place upon such date as the Committee shall appoint being not more than twenty-one days after the date upon which the requisition reaches the Secretary.

10.2 Any such requisition shall specify the business it is proposed to place before the meeting and no other business shall be considered.

11.

- 11.1 For all General Meetings of the Institute fourteen (14) clean days notice specifying the place, day and hour of such meeting shall be sent by post or otherwise served as hereinafter provided.
 - 11.2 For the Annual General Meeting the notice of the meeting shall be accompanied by a copy of the President's report to the Committee and a copy of the audited Balance Sheet and Statement of Account.
 - 11.3 In the case of Extra Ordinary General Meetings the notice shall specify the general nature of the business to be discussed.
12. When it is proposed to pass a special resolution the two meetings may be convened by one and the same notice, and it shall be no objection to such notice that it only convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

The accidental omission to give any such notice to any of the members shall not invalidate any resolution passed at any such meeting.
13.
 - 13.1 A notice required by these Articles be served by the institute upon any member, either personally or by sending through the post in a prepaid envelope or wrapper addressed to the registered place of address of each member or by the manner herein set out, or in the manner required by the rules.
 - 13.2 Any notice sent by post shall be deemed to have been served on the same day following that on which the envelope or wrapper containing the same is posted, and in proving such service, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put in the post office, and a certificate in writing signed by the President, Secretary or other officer of the Institute, that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.
14. The signature to any notice to be given by the institute may be written or printed.
15. Where a given number of days notice, or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.
16. The quorum for Annual General Meetings shall be 15% Corporate Members and Fellow. The quorum for all other General Meetings shall be 10% Corporate members and Fellow ordinary resident in Grenada which ever be the smaller number.
17. If at any General Meeting a quorum shall not have assembled within thirty minutes after the time appointed for the meeting, such meeting shall stand adjourned to the same place, the same hour of the day the week following or to such other place, day and hour as the Committee shall determine.

PROCEDURE AT GENERAL MEETINGS

- 18.

- 18.1 At all General Meetings the President, or in his absence the Vice President or in the absence of both of them, a member of the Committee selected by the Corporate member of the Institute present at the meeting, shall preside.
- 18.2 Every member present at a General Meeting, shall, subject to the provisions in Article 7, be entitled to one vote on every motion and in the case of an equality of votes, the member presiding shall have a second a casting vote.
- 18.3 At all meetings, if there is no quorum then notice shall be sent at least 14 days before the appointed date convening another meeting. There shall be no quorum requirement for this meeting.

OFFICERS OF THE INSTITUTE

19. The officers of the Institute shall be:-

- (a) The President
- (b) President Elect
- (c) Immediate Past President
- (d) Vice President 1
- (e) Vice President 2
- (f) Secretary
- (g) Assistant Secretary
- (h) Treasurer
- (i) Assistant Treasurer
- (j) 4 floor members

20.

- 2 fields*
— 2 young graduates
- 20.1 Nominations to be solicited from amongst members and submitted to nominations committee. In the case of absentee nominations the proposer must produce written evidence of the members willingness to accept.
 - 20.2 The Chairman has the power to close nominations after three (3) proposals or at his discretion.

EXECUTIVE COMMITTEE

21. The management of the business of the Institute shall be vested in the Executive Committee, who, in addition to the powers and authorities hereby expressly conferred upon them, may exercise all such powers and do all such acts as may be exercised or done by the institute and are not hereby or by statute expressly directed or required to be exercised or done by the Institute in General Meeting, but subject nevertheless to the provisions of the statutes and of these Articles and to any rules from time to time made by the Institute in General Meetings, provided that no rules so made shall invalidate any prior act of the Committee which would have been valid if such rule had not been made.
22. The Committee shall consist of the officers of the Institute and two other members, who shall be as representative as possible of the various branches of engineering.

23. The first Committee shall be the present Executive Committee of the unincorporated institute known as "The Grenada Institute of Professional Engineers".

24.

24.1 All members of the Committee shall be elected by secret ballot at each Annual General Meeting and shall retire at the next Annual General Meeting, but shall be eligible for re-election.

24.2 The President, Vice President and Treasurer shall not hold the same office for more than two years consecutively, and the members of the Committee who are not officers of the Institute shall not hold office on the Committee for more than three years consecutively.

24.3 In the case of two or more candidates for a seat on the Committee receiving an equal number of votes the Chairman of the meeting shall have a second or casting vote.

VACANCY ON EXECUTIVE COMMITTEE

25.

25.1 A member of the Executive Committee shall automatically cease to hold office if:-

(a) he ceases to be a member of the Institute;

(b) he is founded lunatic or becomes of unsound mind;

(c) he is absent from three consecutive meetings of the Committee without an excuse in writing acceptable to the Committee;

(d) by notice in writing to the Institute he resigns his office.

25.2 The Committee shall have power to appoint a member to fill any casual vacancy in the Committee until the next Annual General Meeting of the Institute and the member so appointed shall retire at the next Annual General Meeting but shall be eligible for re-election at such meeting.

GENERAL POWERS OF COMMITTEE

26. The Committee, in addition to any other powers conferred upon it by or under these rules or otherwise, shall manage the affairs of the Institute and without prejudice to the generality of the foregoing provisions shall have power to:-

(a) authorize the expenditures of the Institute in such manner as they consider proper in furtherance if the objects of the Institute;

(b) take such administrative action as may be necessary for properly carrying out the objects of the Institute.

27. The Committee may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and condition in all respects as they think fit, and in particular by Mortgage or charge upon its real and personal property and/or by the issue of debentures charged (or not charged) upon all or any part of the property of the Institute both present and future.

28.

- (a) Debentures and other securities may be made assignable free from any equities between the Institute and the person to whom the same may be issued.
- (b) Any debentures or other securities may be issued at a discount, premium, or otherwise, and with any special privileges as to redemption, surrender, drawings, attending and voting at General Meetings of the Institute or otherwise.

29.

29.1 The Committee shall have power to co-opt additional members for specific purposes, but such co-opted members shall not be entitled to vote at any meetings of the Committee.

29.2 The Committee shall have the power to appoint sub-committees (from among members of the Institute) for such purposes as it shall see fit from time to time, and such subcommittees shall have the power to co-opt additional members for specific purposes, and any such additional members shall have the right to vote on any matter for which he was co-opted.

30. The Committee may from time to time employ any member of the Committee to perform any work or labour, or to supply any goods required by the Institute in a professional capacity or in any other capacity or character, and may remunerate him for such work or labour or goods or services as the Committee may think proper, and may enter into contracts with him for the purposes aforesaid, but no member of the Committee shall vote at any meeting upon any question affecting his own employment as aforesaid or any contract relating thereto. A member of the Committee shall not be accountable for any profit arising from such employment.

MEETINGS OF THE EXECUTIVE COMMITTEE

31. Procedures outlined and specified in Article 18 apply.

32.

32.1 The Committee shall meet for the transaction of business whenever so summoned by the Secretary at the direction of the President, or upon a requisition in writing signed by at least three members of the Committee.

32.2 The quorum shall be made up of four members which shall include two officers.

32.3 The President, may in his discretion, circulate matters to members of the committee for their information or decision so taken shall have the same force and effect as if taken at a meeting of the Committee.

Provided that:-

(a) No decision shall be taken upon any matter circulated if any member of the Committee requests that it shall be considered at a Meeting.

(b) No decision taken on a matter circulated shall have any force or effect unless it has been circulated to at least four members which shall include two officers.

32.4 (a) At all meetings of the Committee the proceedings shall not be invalidated by reason solely of any vacancy in the membership thereof.

(b) At all meetings of the Committee, the President, Vice President or other members presiding, as the case may be, shall, in the case of an equality of votes, have a second or casting vote.

32. All acts done by any meeting of the Committee or by a Committee appointed by the Committee, or by any person acting as a member of the Committee shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such committee members or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee and the Institute shall indemnify members of the Committee or persons acting as aforesaid, and all persons relying on the validity of such acts, from all liability or losses incurred in connection with such acts.

MINUTES OF MEETINGS

34.

- 34.1 The Committee shall cause minutes to be duly entered in books provided for the purpose:-
- (a) Of all the resolutions and proceedings of General Meetings and of meetings of the Committee and committees appointed by the Committee.
 - (b) Of all appointments of Officers.
 - (c) Of the names of the members of the Committee present at each meeting of the Committee and of any Committee appointed by the Committee.
 - (d) Of all orders made by the Committee and Committees appointed by the Committee.
- 34.2 And any such minutes of any meeting of the Committee, or of any Committee or of the Institute if purported to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be receivable as prime facie evidence of the matters stated in such minutes.

DUTIES OF SECRETARY

35. The Secretary shall perform such duties as the Committee shall determine and shall:-
- (a) keep a Register of all members of the Institute;
 - (b) as far as possible attend all General Meetings and meetings of the Committee;
 - (c) keep the minutes of the proceedings at all General Meetings and meetings of the Committee;
 - (d) file with the Registrar of Friendly Societies notice as to the names of members of the Committee and of any changes in membership of the Committee and other requirements of the Ordinance.

ACCOUNTS

36.

- (a) The Committee shall cause true accounts to be kept of the sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditures take place, and of the assets, credits and liabilities of the Institute.

(b) The books of account shall be at the Office or at such other place or places as the Committee think fit.

37. The Committee shall from time to time determine whether and to what extent, and at which times and places and under what conditions or regulations, the accounts and books of the Institute or any of them shall be open to the inspection of members, and no member shall have any right of inspecting any account or book or document of the Institute, except as conferred by statute or authorized by the Committee or by a resolution of the Institute in General Meeting.
38. At every Annual General Meeting, the Committee shall lay before the Institute a Statement of Account and a Balance Sheet, containing a summary of the property and liabilities of the Institute for the preceding financial year ended the 30th day of September, and every such Balance Sheet shall be accompanied by a report of the Committee as to the state and condition of the Institute and the account, report and Balance Sheet shall be signed by the Treasurer of the Committee and countersigned by the Secretary.

AUDIT

39. Once at least in every year, the accounts of the Institute shall be examined, and the correctness of the Statement of Account and Balance Sheet ascertained by an Auditor.
40. The Institute at each Annual General meeting shall appoint an Auditor or Auditors to hold office until the next Annual General Meeting, and their appointment remuneration rights and duties shall be regulated by the Ordinance.
41. Every account of the Committee when audited and approved by a General Meeting, shall be conclusive, except as regards any error discovered therein within six (6) months next after the approval thereof. Whenever any error is discovered within that period the account shall forthwith be corrected, and thenceforth shall be conclusive.

INTERPRETATION AND AMENDMENT OF CONSTITUTION

42. The Committee shall be the sole authority for the interpretation of the Constitution; and the decision of the Committee upon any question of interpretation or upon any matter affecting the Institute and not provided for by these articles shall be final and binding on the members.
43. The Constitution may be added to, amended or revoked by special resolution

CODE OF ETHICS

44. All members of the Institute shall be bound by the Code of Ethics approved by the Committee and the breach by any member of any of the articles of the Code of Ethics may, at the discretion of the committee, constitute sufficient grounds for expulsion of such members under Article 7 of the Constitution.

WINDING UP

45. Upon a winding up of the Institute, the property of the Institute shall be sold and out of the moneys derived from such sale and out of the Institute's ready money the Committee shall discharge all the current liabilities of the Institute and donate the balance, if any, to any person, company, firm or organization having objects the same or similar to the objects of the Institute or to any Charity of the Committee for the time being.