

BYLAW NO. 2

Article #1 – Definitions, Interpretation & Non-Discrimination

1.1 Definitions

- (a) **“Assembly”** – Shall herein refer to the General Assembly of the Society as described in section 8.2.
- (b) **“Board”** – Shall herein refer to the board of directors of the Society.
- (c) **“Business Days”** – Shall herein refer to a day other than a Saturday, a Sunday or a statutory or civic holiday in the Province of Ontario.
- (d) **“Bylaws”** – Shall herein refer to any bylaw of the Society from time to time in force and effect.
- (e) **“CEAB”** – Shall herein refer to Canadian Engineering Accreditation Board.
- (f) **“Corporations Act”** – Shall herein refer to the Corporations Act (Ontario), and any regulations under this Act, and any successor legislation thereto.
- (g) **“Letters Patent”** – Shall herein refer to the letters patent and any supplementary letters patent of the Society.
- (h) **“member”** – Shall herein refer to an individual who, regardless of member category, has paid the applicable dues to the Society and is considered to be a member of the Society.
- (i) **“PEO”** – Shall herein refer to the Professional Engineers Ontario, which is the licensing and regulating body for the practice of engineering in the province of Ontario.
- (j) **“PEO Act”** – Shall herein refer to the Professional Engineers Act (Ontario) and any regulations under this Act, and any successor legislation thereto.
- (k) **“resident in the Province of Ontario”** – Shall mean living in the Province of Ontario for a period of at least 183 cumulative days in a calendar year.
- (l) **“Society”** – Shall herein refer to the Ontario Society of Professional Engineers.

1.2 Interpretation

Unless the context otherwise requires, words importing the singular shall include the plural and words importing the masculine gender shall include the feminine and neuter genders, as the case may be, and vice versa, and references to persons shall include firms, associations and corporations.

1.3 Non-Discrimination

Qualification for membership and for holding office will be defined without regard to sex, race, religion, national origin or other factors prohibited by law.

1.4 Governing Documents

The Letters Patent set out the name and objects of the Society and contain powers and special provisions which give the Society the capacity to carry out its objects. The Bylaws set out the everyday rules governing the operation of the Society. The Letters Patent supersede all of the other rules and policies of the Society including the Bylaws. The Bylaws supersede all of the other rules and policies of the Society except the Letters Patent.

Article #2 – Objects

2.1 Principal Object

The principal object of the Society is to represent the interests of professional engineers in Ontario.

2.2 Additional Objects

The following are additional objects of the Society:

- (a) to provide a representative voice for professional engineers in Ontario;
- (b) to strive to make registration as a professional engineer more meaningful in Ontario;
- (c) to propagate and promote, through its members, the use of professional engineering services;
- (d) to assist Ontario's professional engineers to achieve and maintain the highest possible standards in the practice of professional engineering
- (e) to encourage the application of engineering and science in Ontario;
- (f) and such other complementary purposes not inconsistent with these objects.

Article #3 – Offices

3.1 Head Office

The head office of the Society shall be located in Toronto, Ontario in a location determined from time to time by the Board.

Article #4 – Membership

4.1 Application for Membership

Applications for membership shall be made in writing to the Society in such form as the Board may, from time to time prescribe, including, without limitation, online applications. The Chief Executive Officer of the Society or his or her designate or such other persons duly authorized by the Board shall approve those applicants who are qualified for membership in accordance with the membership categories set out in section 4.2 and whose payment of membership fees has been verified by the Society.

4.2 Membership Categories and Designations

4.2.1 There shall be the following categories of membership in the Society, namely:

- (a) “**Professional**” – An individual who is resident in the Province of Ontario and who holds a licence issued under the PEO Act (excluding a limited licence, a temporary licence and a provisional licence).
- (b) “**Associate-Member**” – An individual who has met the admissions criteria approved by the OSPE Board of Directors, which could include but are not limited to the following:
 - (i) holds a professional engineering licence in a Canadian jurisdiction other than Ontario; or
 - (ii) is a graduate of a CEAB accredited program or holds an engineering degree from a university that has a CEAB accredited program or holds an engineering degree from a program offered in a country where an Engineers Canada agreement applies or where PEO and/or OSPE has recognized his/her educational credentials (as established by the OSPE Board of Directors); or

- (iii) holds a temporary licence, a limited licence or a provisional licence issued under the PEO Act.
- (c) “**Intern**” – An individual who is a resident of the Province of Ontario and who is registered in the Engineering Intern Program of the PEO.
- (d) “**Student**” – A student enrolled in an engineering program at a Canadian university that either has or is seeking CEAB accreditation or enrolled in an accredited or recognized engineering program offered in a country where an Engineers Canada agreement applies.
- (e) “**Honorary**” – An individual who has made an outstanding contribution towards advancing the objects of the Society, as approved by the Board; provided that the Board may only grant a maximum of three (3) Honorary memberships per year and further provided that the Board is not required to grant any such memberships in any year.
- 4.2.2 **Fee Reduction** – A member of the Society or applicant who meets the criteria for membership who has reached the age of 65 at the time of renewal or application will be entitled to a reduction of fees, as set by the Board from time to time.
- 4.2.3 **Change in Category** – In the event that during a membership year an individual ceases to meet the qualifications for membership of the category in which he or she is a member but meets the qualifications of another category of membership, he or she shall become a member of such other category of membership at the time that the Society becomes aware of such event. A member whose category of membership changes during a membership year shall not be required to pay any additional fees nor shall he or she be entitled to a refund of fees if there is a difference in the membership fees between the two (2) categories of membership.
- 4.3 Rights, Privileges and Obligations
- 4.3.1. All members shall be entitled to notice of and to attend and participate in all meetings of members organized by the Society.
- 4.3.2. All members shall be entitled to be on committees organized by the Society.
- 4.3.3. Members of the Professional and Associate-Member membership categories, being a resident in the Province of Ontario, are entitled to be eligible to serve on the Board.
- 4.3.4. Members of the Professional, Associate-Member membership and Honorary membership categories shall have full voting rights, including the right to nominate and vote for the election of Professional and Associate-Member members to the Board.
- 4.3.5 Members of the Professional, Associate-Member, Intern and Honorary membership categories shall be entitled to vote for the election of directors.
- 4.3.6. All members must abide by the standards and/or requirements established from time to time, by the Society, including, without limitation, the Code of Conduct and all policies of the Society established from time to time.
- 4.3.7. The rights and privileges of members shall be suspended if the member is in default of the payment of his or her annual dues or any other amount owing to the Society. The rights and privileges shall resume upon payment being verified by the Society.

4.4 Resignation

A member may resign membership in the Society by serving written notice to the Society which resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later.

4.5 Termination of Membership

Membership in the Society may be terminated in accordance with policies established by resolution of the Board from time to time.

Article #5 – Dues and Assessments

5.1 Amount of Dues

The annual membership fees payable to the Society by each category of members shall be those fixed from time to time by a resolution passed by a two-thirds (2/3) affirmative vote of the Board.

5.2 When Due

Annual membership fees shall become due and payable by a member on the first day of the calendar month in which the member was first accepted for membership in the Society.

5.3 Special Assessments

If additional fees are required to carry on the operations and affairs of the Society or for any special purpose, the Board may pass a resolution to levy special assessments in such amounts and by each class of members as shall be determined by the Board. Such resolution must be ratified by a majority vote of the Professional, Associate and Honorary members at a meeting of members duly called for such purpose upon a minimum of ten (10) days advance written notice. Any such special assessments shall be payable forthwith by the members following the ratification of the resolution by the Professional, Associate and Honorary members.

5.4 Delinquency

A member who fails to pay his or her annual dues or a special assessment within sixty (60) days of the date when such dues or assessment first become payable shall cease to be a member and shall be so notified by the Chief Executive Officer or his or her designate by ordinary mail, telephone or email.

5.5 Debts of Members

A member who has resigned or ceased to be a member of the Society, for whatever reason, shall remain liable for any debt due or owing to the Society on the date his or her membership ceased.

5.6 User Fees

The Society may administer programs and services for which it may establish a “user fee” charge for participation. Participation by non-members may be accepted, and if accepted, a premium charge may be assessed.

Article #6 – Governance

6.1 Board of Directors

The affairs of the Society shall be governed by the Board which shall supervise, control and direct all activities of the Society, its committees and publications, the disbursements of its funds and the determination of its policies. The Board shall actively pursue the objects of the Society and may adopt such rules and regulations for the conduct of its affairs as may be deemed advisable. The Board may delegate to any committee or officer any power, duty and authority of the Board which may be lawfully delegated.

6.2 Composition of Board

The Board shall be composed of twelve (12) voting directors of which, at least seven (7) must be Professional members. If the immediate Past Chair of the Society is not elected as a director, he or she shall be an ex officio non-voting director on the Board. The Chief Executive Officer of the Society shall also be an ex officio non-voting director on the Board.

6.3 Board Terms of Office

6.3.1 The term for a directorship shall be three (3) years.

6.3.2 A retiring director remains in office until the dissolution or adjournment of the meeting at which his or her successor is installed.

6.4 Eligibility to Serve

6.4.1 Only a person who is a Professional or Associate member and a resident in the Province of Ontario is eligible to serve on the Board.

6.4.2 No person is eligible to serve more than two (2) consecutive terms on the Board, including part terms. After serving consecutive terms, a person is not eligible to serve on the Board until a period of two (2) full years has elapsed.

6.4.3 At no time may a person serve on the Board who is either a current officer or Councillor, or staff member of PEO, or an employee of the Society, except the Chief Executive Officer of the Society who shall be an ex officio non-voting director on the Board.

6.4.4 At no time may a person simultaneously seek election to the Board of the Society and to the Council of PEO.

6.5 Nominations and Elections

6.5.1 Candidates for election to the Board may be nominated ~~either by the signatures of six (6) Professional, Associate or Honorary members, or~~ by the Nominations Committee, according to the policies and rules established by the Board from time to time, provided that:

~~Subject to paragraph (b) below, there shall be no qualifications for nomination other than being eligible to serve on the Board as set out in section 6.4.~~

(a) All directors are directors-at-large and there shall be no constituencies for elections to the Board but in order to avoid unbalanced participation, no member may be nominated if they are counted as a member of either a geographic or sector division, as determined under Article 9 of these Bylaws, that has at the time one third (1/3) or more members serving on the Board who will be continuing their existing term in office after the conclusion of the election being called.

(b) A director shall be deemed to reside throughout his or her term on the Board (excluding any terms for which he or she may be re-elected) in the geographic region in which he or she resided at the time that he or she was nominated to the Board, regardless of whether or not he or she moves during such term.

(c) A director's sector affiliation throughout his or her term on the Board (including any terms for which he or she may be re-elected) shall be deemed to be the sector with which he or she was affiliated at the time that he or she was nominated to the Board, regardless of whether or not he or she changes his or her employment or area of practice during such term.

(d) A director must reside in the Province of Ontario

- 6.5.2 The directors shall be elected by a vote of the Professional, Associate, Intern and Honorary members.
- (a) Terms shall be staggered so that one third (1/3) of the directors are elected each year.
 - (b) If elections are not held in any year, for whatever reason, elections may be held in the following year for the unexpired portion of the terms that were not elected previously.
 - (c) Election material that is to be delivered to eligible voting members of the Society shall be delivered personally or sent by regular, registered, certified or electronic mail or by prepaid courier or other electronic transmission to any such member.
- 6.5.3 If the number of people nominated for election as directors is equal to or less than the number of vacancies on the Board, an election will be held at the annual meeting of the Society. Nominations from the floor at a meeting of the members for the election of directors shall not be permissible or accepted.
- 6.5.4 If the number of people nominated for election as directors is greater than the number of vacancies on the Board, an election shall be held by ballot by mail, electronically or in such other format as may be determined by the Board from time to time and shall be concluded before the date of the annual meeting of the members. The candidates who receive such number of votes that are greater than the number of votes received by other candidates on the same ballot shall be elected.
- 6.6 Board Vacancies
- 6.6.1 Subject to the provisions of section 6.7, provided that a quorum of the Board remains in office, any vacancies which from time to time may occur on the Board may be filled for the remainder of the term by the Board in office from among the eligible Professional and Associate members of the Society. If there is no quorum of directors in office, the remaining directors shall forthwith call an election to fill the vacancies.
- 6.6.2 Should the office of Chair become vacant, it shall be filled by the Vice Chair for the balance of the Chair's term after which the Vice Chair shall fill his or her term as Chair.
- 6.6.3 Should the office of Vice Chair become vacant, the Board shall appoint one of its number to fill the vacancy.
- 6.7 Removal of Directors
- 6.7.1 The Professional, Associate, Intern and Honorary members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a members' meeting of which at least ten (10) days prior written notice specifying the intention to pass such resolution has been given, remove any director before the expiration of that director's term of office and may, by a majority of the votes cast at that meeting, elect any eligible member in the director's stead for the remainder of the director's term.
- 6.7.2 If a director does not attend three (3) consecutive Board meetings or does not attend at least fifty percent (50%) of the Board meetings in any given year of his or her term on the Board without a "valid reason", he or she shall automatically cease to be a director. "**Valid reason**" means an illness of the director or a death or serious illness in the director's family.
- 6.7.3 If a director ceases to reside in the Province of Ontario, he or she shall become disqualified as a Professional member and thus as a director and shall automatically cease to be a director of the Society.

6.7.4 **If a director violates the OSPE Code of Conduct and/or Workplace Violence Policy**

6.8 Remuneration

Board members may receive remuneration for duties performed on behalf of the Society in amounts and according to policy established by the Human Resources Committee and approved by the Board from time to time and as ratified by a vote of the Professional, Associate and Honorary members at a special meeting duly called for such purpose.

6.9 Committees of the Society

6.9.1 There shall be the following standing committees of the Society, namely:

- (a) **Executive Committee** – In accordance with the provisions of the Corporations Act, there shall be an Executive Committee comprised of five (5) voting directors, being the officers of the Society who are also voting directors on the Board and such other voting directors of the Society as determined by the Board. If the Past Chair is an ex officio non-voting director of the Board, he or she shall also be an ex officio non-voting member of the Executive Committee. In addition, the Chief Executive Officer shall be an ex officio non-voting member of the Executive Committee. The Chair of the Society shall be the chair of the Executive Committee. The Board may delegate to the Executive Committee any of the powers of the Board, subject to the restrictions, if any, contained in the Bylaws or imposed from time to time by the Board.
- (b) **Audit and Finance Committee** – There shall be an Audit and Finance Committee, consisting of the Treasurer of the Society, who shall be the chair of this Committee, and two (2) other directors appointed by the Board. This Committee shall review the results of the external audit of the Society's finances and monitor the Society's internal financial control procedures, reserves and investments. The further duties of the Audit and Finance Committee shall be established from time to time by the Board.
- (c) **Human Resources Committee** – There shall be a Human Resources Committee, consisting of the Chair, who shall be the chair of this Committee, and two (2) other directors appointed by the Board. This Committee shall monitor the compensation structure, including benefits, for employees of the Society and the compensation of the Chief Executive Officer. The further duties of the Human Resources Committee shall be established from time to time by the Board.
- (d) **Nominations Committee** – There shall be a Nominations Committee, consisting of a director who is not up for re-election, who shall be the chair of this Committee, and four (4) Professional and Associate members appointed by the chair of this Committee, subject to approval by the Board. No member of this Committee may be nominated for election as a director. This Committee shall be responsible for preparing a slate of candidates for election to the Board in any given term according to the principle that those candidates selected must effectively represent the broad interests and regions of the Society. It shall be the express mandate of the Nominations Committee to ensure that a full slate of candidates are nominated, ~~to fill the exact number of available positions on the Board which are greater than the number of available positions to make certain of an election of directors.~~ The further duties of the Nominations Committee shall be established from time to time by the Board.

6.9.2 The Board shall create terms of reference for each standing committee of the Society from time to time. Each standing committee of the Society shall report to the Board at each regular meeting of the Board and otherwise as necessary, from time to time.

- 6.9.3 Ad hoc committees and task forces of the Society may be established by the Board to conduct such business and perform such duties, as may from time to time be determined, and shall report directly to the Board on a regular basis.
- 6.9.4 The Board may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The Board may remove any committee member at any time in its sole discretion.
- 6.9.5 The Chair of the Society shall appoint chairs of all ad hoc committees and task forces of the Society to serve for the duration of that committee's or that task force's deliberations and submission of its report.
- 6.9.6 The Board may from time to time appoint a director of the Society as a "Project Monitor" to oversee a project of the Society on behalf of the Board where the appointment of a committee or task force is not warranted.
- 6.9.7 Any ad hoc committee or task force established by the Board or a Project Monitor appointed by the Board for a specific project shall be dissolved or excused, as applicable, once the project in question has been completed or abandoned.
- 6.10 Conflict of Interest
- 6.10.1 A director who is in any way directly or indirectly interested in a contract or proposed contract with the Society shall make the disclosure required by the Corporations Act and the policies of the Society as established from time to time by the Board. Except as provided by the Corporations Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by Section 71 of the Corporations Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Society or under any corporation in which the Society shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Society as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Society in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Corporations Act, no contract or arrangement entered into by or on behalf of the Society in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to the Society or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.
- 6.10.2 The Board in its discretion may submit any contract, act or transaction with the Society for approval or ratification at any meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 71 of the Corporations Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Corporations Act or by the Letters Patent) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified or confirmed by every member of the Society.
- 6.10.3 The Board shall establish, from time to time, a conflict of interest policy for the Society. Such a document shall be in writing and shall be available to the members.

6.11 Indemnification

Subject to the provisions of the laws of Canada and Ontario, all directors and officers, and all members of standing committees, ad hoc committees and task forces of the Society, and their heirs or legal representatives, shall, from time to time, be indemnified and saved harmless by the Society from and against all costs charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or an officer, or a member of a standing committee, an ad hoc committee or a task force, provided that:

- (a) they acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

Article #7 – Officers

7.1 Principal Officers

The officers of the Society shall be the Chair, Vice Chair, Past Chair, Treasurer, Secretary and Chief Executive Officer and such other officer or officers as the Board may appoint. One person may hold more than one position provided that the Chair may not hold the positions of Past Chair or Vice Chair, the Vice Chair may not hold the positions of Past Chair or Chair and the Past Chair may not hold the positions of Chair or Vice Chair. The duties of the officers shall be as required by the Bylaws, and as specified or assigned to them from time to time by the Board.

7.2 Election and Term

Subject to section 7.5, all officers, except the Chief Executive Officer, shall be elected annually by the Board for a term of one (1) year each and, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time. Each officer of the Society shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Society or at the time specified in the resignation, whichever is later;
- (b) the election of a successor;
- (c) that officer ceasing to be a director if such is a necessary qualification of election;
- (d) the meeting at which the directors annually elect the officers of the Society;
- (e) that officer's removal;
- (f) that officer's death.

7.3 Vacancies

If the office of any officer of the Society shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board may by resolution appoint a person to fill such vacancy.

7.4 Inability to Act

In case of the absence or inability to act of any officer of the Society or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

7.5 Chair

The Vice Chair shall automatically become the Chair following his or her term as Vice Chair. If there was no Vice Chair of the Society in the immediate previous year, or if the Vice Chair in the immediate previous year is no longer a director or is no longer eligible to be a director, or if such Vice Chair chooses not to be the Chair, the Chair shall be elected by the Board from amongst its directors provided that he or she must have been on the Board for the previous year to be so elected. The Chair shall be the President of the Society and shall be an ex officio member of all standing and ad hoc committees and task forces of the Society. The Chair may be re-elected for a second term at the discretion of the Board.

7.6 Vice Chair

The Vice Chair shall be elected by the Board from amongst its directors and shall automatically become the Chair of the Society unless:

- (a) the Board elects the previous Chair for a second term in which case the Board may, in its discretion, re-elect the Vice Chair for a second term; or
- (b) the Vice Chair is no longer eligible to be a director of the Society; or
- (c) the Vice Chair chooses not to serve as Chair following his or her term as Vice Chair.

If the Chair is absent or unable or refuses to act, the duties and powers of that office shall be exercised by the Vice Chair.

7.7 Past Chair

The Chair shall automatically become the Past Chair following his or her term as Chair. If the Board re-elects the Chair for a second term, the Board may, in its discretion, reappoint the Past Chair for a second term. The Past Chair shall advise and assist the Chair and the Board generally on all matters which are presented to the Past Chair.

7.8 Treasurer

The Treasurer shall be elected by the Board from amongst the directors and, subject to the provisions of any resolution of the Board, shall have the care and custody of all the funds and securities of the Society and shall deposit or cause to be deposited the same in the name of the Society in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records.

7.9 Secretary

The Secretary shall be elected by the Board from amongst the directors and shall give or cause to be given notices for all meetings of the Board, the Executive Committee of the Society and the members when directed to do so and shall have charge of the corporate seal and the minute books of the Society.

7.10 Chief Executive Officer

The Chief Executive Officer shall be the chief operating officer of the Society and shall be responsible for the direction of the day-to-day activities conducted by the Society and the facilitation of long-term strategic planning. The Chief Executive Officer shall have charge of all matters as may be prescribed by the Board from time to time. The Chief Executive Officer shall be an ex officio non-voting member of the Board and of all committees except the Audit and Finance Committee and the Nominations Committee. He or she shall act as advisor to the Society and to generally advise in the conduct of its affairs. The Chief Executive Officer shall also ensure the proper implementation and communication of all Board policies and resolutions which may be passed from time to time. He or she shall be empowered by the Board, acting pursuant to the policy thereof, to employ staff and suitable outside advisors, consultants and legal counsel as may be required to conduct the affairs of the Society.

Article #8 – Member Consultation and General Assembly

8.1 Annual Survey of the Members

There shall be an annual survey of members, by method and format as determined by the Board, to provide the members with the opportunity to express their individual opinion on the following general subjects, and according to the following guidelines:

- (a) The satisfaction of the members regarding the progress and status of the Society; and
- (b) The issues of concern to the engineering profession in Ontario, and the actions that the Society might take in respect of such issues.

The results of the annual survey shall be made available to the members upon request.

8.2 General Assembly

8.2.1 There shall be a General Assembly of randomly selected and invited members held not less than every two (2) years to assist the Board to identify and interpret the important issues (both current and future) of concern to the members. The Assembly may make non-binding recommendations to the Board regarding the general policy and direction of the Society, and regarding the priority of issues that have been identified. The further duties of the Assembly shall be established from time to time by the Board.

8.2.2 Each Assembly shall be held in Ontario at such time and place as may be designated by the Board.

8.2.3 Prior to each Assembly, the Society shall give notice to the members requesting that those members who wish to attend the Assembly should submit their names with their geographic regions and sectors affiliations. The Society will randomly select members from those names submitted by geographic region and sector affiliation who will be invited to attend the Assembly. A member's geographic region or sector affiliation for purposes of determining attendance at an Assembly shall be as of the date that the random lottery selection is made. The Board may, in its discretion, invite additional people to attend an Assembly.

8.2.4 The number of invited members from each geographic or sector division shall be such as the Board may from time to time prescribe subject to the following conditions:

- (a) The number prescribed shall be according to a formula for geographic divisions and a formula for sector divisions (which formulas may be different), and such formulas shall be applied uniformly to all respective divisions;
- (b) At least one (1) participant from each geographic and sector division shall be invited to attend an Assembly; and
- (c) The total number of participants from all sector divisions shall not be less than the total number of invited participants from all geographic divisions.

8.2.5 One (1) Student member from the student bodies of each of the CEAB accredited university engineering programs in Ontario shall be invited to attend the Assembly.

Article #9 – Member Participation and Organization

9.1 Geographic Participation

9.1.1 There shall be participation of the members in the Assembly according to geographic divisions in Ontario.

9.1.2 There shall be six (6) geographic divisions: Northern Ontario; Toronto; Golden Horseshoe; Eastern Ontario; Southwestern Ontario; and Central Ontario. The Board will allocate all of the electoral ridings in Ontario into these geographic regions. The boundaries of the geographic regions will change in accordance with federal redistribution of the electoral ridings.

9.1.3 Members' primary residence addresses will determine the geographic division to which they will be assigned.

9.2 Sector Participation

9.2.1 There shall be participation of the members in the Assembly by sectors of common interest.

9.2.2 There shall be five (5) sector divisions: Technical Services/IT; Consulting/Construction; Public Sector; Industry (manufacturing/resources); and General.

9.2.3 Members may choose their sector division affiliation and may alter their choice once within any given year, unless they are a director, by giving written notice to the Society. Directors may not alter their sector division affiliations while they are serving on the Board.

9.2.4 Members who do not wish to be affiliated with an available sector division, or who do not make known their wishes in this regard, shall be designated into the "General" sector division.

9.3 Alliances and Partnerships

9.3.1 The Society will seek to establish alliances or contractual or partnership arrangements with external groups and will encourage the formation of local independent engineering associations.

Article #10 – Meetings

10.1 Board Meetings

10.1.1 There shall be a minimum of four (4) meetings of the Board annually, at such times and places as the Chair shall designate. Except as otherwise provided in the Bylaws, written notice of not less than twenty (20) days will be required when calling a meeting of the Board.

10.1.2 The Chair may call, upon a minimum of two (2) Business Days notification, a special meeting of the Board at any time and place in Ontario. The Chair shall be required to call a special meeting, upon written request by three (3) directors. The business to be transacted at such special meeting shall be stated in the notice thereof, and no other business may be considered at the meeting.

10.1.3 If all the directors present at or participating in a meeting consent, a meeting of directors or of a committee of directors may be held or a director may participate in a meeting of the Board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board held while a director holds office. The Secretary of the Society shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by a verbal roll call conducted by the Secretary of the Society at the beginning of each particular meeting. Each vote cast by a director participating by telephone, electronically or by other communication facilities shall be recorded in the minutes by the Secretary of the Society.

10.1.4 At any meeting of the Board, a quorum shall consist of a simple majority (fifty percent (50%) plus one (1)) of those eligible to be present and to vote. Provided a quorum is present at the beginning of a meeting, the meeting may continue even though directors leaving reduce the number to less than a quorum. Directors who have declared a conflict of interest shall be counted in determining a quorum.

10.1.5 Only directors present at any meeting of the Board may vote. The Chair of the Society shall have one (1) vote. In the event of a tie vote, the motion shall be rejected. In all matters pertaining to meetings of the directors which are not addressed in the Bylaws or the policies of the Society, the procedure shall be in accordance with Bourinot's Rules of Order.

10.2 Member Meetings

10.2.1 There shall be two (2) types of member meetings, annual meetings and special meetings. The Assembly shall not be a meeting for purposes of passing resolutions.

10.2.2 The annual meeting of the Society shall be held in Ontario each year at such time and place as may be designated by the Board.

10.2.3 Special meetings of the Society may be held at the call of the Board or at the request of ten percent (10%) of the Professional, Associate and Honorary members. A special meeting shall be held at such time and place in Ontario as the Board may designate. The business to be transacted at such meetings shall be stated in the notice thereof, and no other business may be considered at those meetings.

10.2.4 Except as otherwise provided in the Bylaws, at least thirty (30) days notice for meetings of members shall be given. Failure of a member to receive notification of a meeting will not invalidate any proceedings taken thereat.

10.2.5 In all matters pertaining to meetings of the members which are not addressed in the Bylaws or the policies of the Society, the procedure to be followed shall be in accordance with Bourinot's Rules of Order.

10.2.6 At any meeting of the members, a quorum shall consist of twenty-five (25) members eligible to vote at such meetings present in person or by proxy. Provided a quorum is present at the beginning of a meeting, the meeting may continue even though members leaving reduce the number to less than a quorum.

10.2.7 Motions shall be determined by a simple majority vote (fifty percent (50%) plus one (1)), unless otherwise specifically provided for by a statute or by the Bylaws.

10.2.8 Voting by proxy shall be permitted when written notification is given to the Chief Executive Officer, or his or her designate, at least two (2) Business Days prior to the meeting. A proxy shall be in writing and shall be signed by the member. A person appointed by proxy need not be a member. The Board may from time to time make regulations regarding the lodging and form of proxies.

10.3 Notice of Meetings

10.3.1 Any notice or other document required by the Corporations Act, the Regulations, the Letters Patent or the Bylaws to be sent to any member, director or officer or to the auditor shall be delivered personally or sent by regular, registered, certified or electronic mail or by prepaid courier or by facsimile or other electronic transmission to any such member, director or officer at their latest address as shown in the records of the Society, or if no address be given therein then to

the last address of such member, director or officer known to the Secretary of the Society, and to the auditor at its business address.

- 10.3.2 Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to such notice. Attendance of any such person at a meeting shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 10.3.3 With his or her consent, the signature of any director or officer of the Society on any notice or document to be given by the Society may be printed or otherwise mechanically produced, in whole or in part.
- 10.3.4 Where a given number of days notice or notice extending over a period is required to be given under the Bylaws or Letters Patent, calendar days shall be used unless Business Days are specified and the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period but the day of the meeting, if applicable, shall be included.
- 10.3.5 No immaterial error or omission in giving notice of any meeting of members or directors of the Society or any adjourned meeting shall invalidate such meeting or make void any proceedings taken at such meeting.

Article #11 – Finances

11.1 Financial Year

The financial year of the Society shall commence on the first day of January in each year.

11.2 Signing Authority

All cheques and contractual obligations issued or endorsed in the name of the Society shall be signed by such officers, employees or agents of the Society in such manner as shall be determined, from time to time, by resolution of the Board in accordance with the financial control policies of the Society in effect from time to time.

11.3 Banking

The banking business of the Society or any part thereof, shall be transacted with such bank or trust company as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Society by such officers and other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided.

Article #12 – Auditors

- 12.1 The Professional, Associate and Honorary members shall at each annual meeting of the members appoint an independent auditor to audit the accounts of the Society for reporting to the members who shall hold office until the next following annual meeting; provided, however, that the Board may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the Professional, Associate and Honorary members or by the Board if it is authorized to do so by the Professional, Associate and Honorary members and the remuneration of an auditor appointed by the directors shall be fixed by the directors. The Professional, Associate and Honorary members may by resolution passed by at least two-thirds (2/3) of the votes cast at a special meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

Article #13 – Seal and Certification of Documents

13.1 Seal

The seal of the Society shall be in such form as shall be prescribed by the Board and shall have the legal name of the Society inscribed therein. The custody of the seal shall be entrusted to the Secretary of the Society.

13.2 Certification of Documents

The Chair, Vice Chair, Chief Executive Officer or another individual whom the Board may designate, shall have the authority to certify documents on behalf of the Society.

Article #14 – Amendments

14.1 The Board may pass bylaws not contrary to the Corporations Act or to the Letters Patent and may repeal or amend the Bylaws from time to time by a majority vote of the Board. Any such new bylaws or any repeal or amendment of the Bylaws must be confirmed by a vote of the Professional, Associate and Honorary members at the next annual meeting of the members or at a special meeting duly called for such purpose at which two-thirds (2/3) of those casting a vote approve the decision of the Board.

* * *