



Annual General Meeting

Package

May 6, 2020

ANNUAL GENERAL MEETING

Wednesday May 6, 2020

Via Webcast

AGENDA

6:00 p.m. **Guest Speaker:** Dr. Chris Bart, FCPA, F.CIoD, C.Dir
Competency Based Board

6:30 p.m. **ANNUAL GENERAL MEETING**

Call to Order

Motion to approve the minutes of the Annual General Meeting of May 8, 2019

Report of the Chair and CEO

Report of the Nominations Committee

Report of the Treasurer

Report of the Audit and Finance Committee and Appointment of Auditors

Motion to amend: Bylaw No. 2

Members' Questions

Closing Remarks

8:30 p.m. **CONCLUSION OF ANNUAL GENERAL MEETING**

Annual General Meeting (Virtual)

Wednesday May 6, 2020

Rules of Order

QUORUM:

The Society's Bylaw No. 2 states that quorum at a meeting of members consists of 25 members of the Society who are eligible to vote at the meeting and who are present in person (via web conference) or by proxy.

MOTIONS:

If members have been given advance notice of the terms of a motion it should be approved or rejected without amendment. The only permissible amendment in these circumstances would be the adoption of wording to clarify, without altering, the intent of the motion. The inclusion of substantial new items without prior notice to members is considered unfair to the members present at the meeting in person and, especially, to those represented by proxy or not represented at all.

MOVE OR SECOND A MOTION:

To move or second a motion, click on the **BLUE HAND BUTTON** located at the top of your screen. Enter your name and whether you **MOVE** or **SECOND**.

VOTING:

Votes may be cast in person (via web conference) or by proxy. A proxy is the authority to vote given by one person to another. Those wishing to vote by proxy at a Society members' meeting must submit their proxy in writing to the CEO or his or her designate 2 business days before the meeting is to take place.

When the Chair calls for a vote on a motion, a **polling pop up** will appear on your screen to either vote **IN FAVOUR** of the motion or **OPPOSED** to the motion.

General Motions:

Motions shall be determined by a simple majority vote (fifty per cent (50%) plus one (1)). All members of the Society may vote for most motions.

Bylaw Amendment & Auditor Motions:

Motions shall be determined by a vote of **Professional, Associate and Honorary** members at which two-thirds (2/3) of those casting a vote approve the decision of the Board.

Members' Questions:

All questions will be answered through the web chat function **BLUE HAND ICON**. The moderator will retrieve all questions and announce them to Chair. The Chair will either answer the question directly or will defer to the appropriate person. Questions can be asked prior to the vote of a motion as well as during the question period.

When asking a question, members are asked to:

- Pose your question through the **BLUE HAND ICON** via a text box located at the top of your screen
- Enter your name and the question
- Pose the question succinctly
- Respect that there are others in attendance who wish to be heard and ask only one question at a time
- Questions should be in good taste, be incapable of being misinterpreted and should give offence to no one

AGM Frequently Asked Questions

1. How do I login to the AGM webcast?

To login to the meeting click on the link, <https://www.meetview.com/OSPE20200506>

You will scroll down the page and enter your email address under the **EVENT LOGIN and then click LOGIN.**

2. What time does the meeting start and when should I login?

The meeting officially starts at 6:00pm We recommend you launch the webcast up to 30 minutes prior to the scheduled start time in order to test your system.

3. Can I test my system ahead of the meeting?

Yes, please click here to test your system, https://testtool.meetview.com/blank_html5/
Please note that you cannot watch on Internet Explorer

4. What if I have technical difficulties?

When you log in to the meeting, if you are not seeing a video or hear music, or if you require technical assistance at any time please:

- Click the "Technical Support" icon on the Lobby page.
- Email webcast@meetview.com and a technician will respond back to you

5. Will the presenters see or hear me?

No, you will be able to view and listen to the meeting, but **YOU will not be SEEN or HEARD.**

6. Can I ask questions during the meeting?

You will be able to ask questions of the presenter, move or second a motion and ask questions during the voting of motions via the **BLUE HAND ICON.**

Do not use the BLUE HAND ICON for technical issues. There is a separate **TECH SUPPORT ICON.**

7. How will I be able to vote for motions?

Voting will be conducted by a **polling pop up**. Once a vote is called a polling pop up will appear and you will vote either IN FAVOUR of the motion or OPPOSED to the motion. Once you vote the polling pop up will disappear.

8. How do I move or second a motion?

You can move or second a motion using the **BLUE HAND ICON** located at the top of your screen.

9. Can I make changes to the proposed motion or enter a new motion?

If members have been given advance notice of the terms of a motion it should be approved or rejected without amendment. The only permissible amendment in these circumstances would be the adoption of wording to clarify, without altering, the intent of the motion. The inclusion of substantial new items without prior notice to members is considered unfair to the members present at the meeting in person and, especially, to those represented by proxy or not represented at all.

10. Who can vote for Bylaw Changes?

Bylaw motions shall be determined by a vote of **Professional, Associate and Honorary** members at which two-thirds (2/3) of those casting a vote approve the decision of the Board.

11. Who can vote for the Appointment of Auditors?

Appointment of Auditors motion shall be determined by a vote of **Professional, Associate and Honorary** members at which two-thirds (2/3) of those casting a vote approve the decision of the Board.

12. What are General motions and who can vote?

General motions are approval of minutes and adjourning the meeting. They shall be determined by a simple majority vote (fifty per cent (50%) plus one (1)). All members of the Society may vote for general motions.

13. Are you able to hold an AGM online?

OSPE is incorporated under the Ontario Corporations Act. There was an emergency order posted on April 24th with respect to the Corporations Act allowing corporations to hold meetings online regardless of what is stated or not stated in the bylaws.

KEYNOTE SPEAKER

Dr. Chris Bart, FCPA, F.CIoD, C.Dir



Dr. Chris Bart, FCPA is the world's leading expert on organizational mission statements (the most widely used management tool in the world) and how companies can use them more effectively to become a "mission driven" organization. He is currently the CEO of Corporate Missions Inc – an international consulting firm dedicated to helping organizations excel in their governance and the execution of their business strategies. He is also the Founder of The Directors College where from its inception in 2003 to 2013, he served as its inaugural Principal and Lead Professor. He now assists the College as its Lead Faculty and pursues his passion for good governance globally as the Executive Chairman of the Caribbean Governance Training Institute, the Caribbean Institute of Directors and the Corporate Governance Institute.

Dr. Bart has authored the 10 year Canadian business best seller (2003-2013), *"A Tale of Two Employees and the Person Who Wanted to Lead Them"* as well as the widely acclaimed publications: "20 Essential Questions Corporate Directors Should Ask About Strategy (2013) – 3rd Edition" and "20 Essential Questions Directors of Not-For-Profit Organizations Should Ask About Strategy (2009)". He also has several others, including: "Achieving the Execution Edge: 20 Essential Questions Corporate Directors Need to Get Answered About Strategy Execution" (with E.S. Schreiber); and "The Mission Driven Hospital: Turning Noble Aspirations into Accountability and Action".

Through his pioneering research and teachings, Dr. Bart has become highly sought after by organizations seeking to develop vision and mission statements that get results. His practical approach for bringing mission statements to life has inspired business leaders and audiences around the world. He is currently listed by SSRN (the Social Sciences Research Network) as being in the Top 10% of author downloads.

A retired Professor of Strategy and Governance from McMaster University (1981-2013), Dr. Bart has published over 180 articles, cases and reviews. He currently serves as Associate Editor of the International Journal of Business Governance & Ethics and he continues as a Research Fellow of the Asian Institute of Corporate Governance at Korea University. Previously, he helped establish the Management of Innovation and New Technology Research Centre (MINT~RC) at McMaster and was named its first Director.

Dr. Bart has been awarded the Ontario Chamber of Commerce "Outstanding Business Achievement Award for Corporate Governance", the Hamilton Chamber of Commerce "HR Hero Award", the United Way "Chairman's Award", the HRPA 2011 "Summit Award for Corporate Governance & Strategic Leadership", and McMaster's "Innovation Award". For his research, he has received both the McMaster Research Recognition Award and its Theory to Practice Award. A highly regarded lecturer, Dr. Bart has received both the "Outstanding Undergraduate Business Professor" and "MBA Professor of the Year" awards on multiple occasions. He has also won "The President's Award for Teaching Excellence", McMaster's highest teaching award – which made him the most decorated professor at the DeGroote School. In 2009, his CPA designation was elevated to FCPA (Fellow of the Institute of Chartered Professional Accountants). In 2012, Dr. Bart was the recipient of the Queen Elizabeth II Diamond Jubilee Medal for his service to Canada. And in December 2018, he was given an honorary Chartered Director designation (the first of its kind) by The Directors College.

Over the years, Dr. Bart has been invited to lecture at numerous institutions throughout the world, including the USA, South Africa, Egypt, Greece, the Caribbean, Switzerland, the United Kingdom, Australia, the Czech Republic and China.

Dr. Bart is listed in Canadian Who's Who. He is currently a Director of Terra Firma Capital Corporation (TII.V) where he serves on the firm's Audit Committee and chairs the Governance, Compensation and Nominating Committee. He is a past Trustee of the Committee for Economic Development of the United States and a former Director of St. Joseph's Hospital, the Harshman Foundation, The Canadian Foundation for Education and Research on Finance, the United Way of Burlington and Greater Hamilton and Eagle Precision Technologies (a former TSE listed company) where he chaired its Compensation Committee. He is also a member of the Scholarship Committee for the Bill 7 Award.

Minutes: Annual General Meeting May 8, 2019

MINUTES of the Annual General Meeting of the Ontario Society of Professional Engineers held at the Ambassador Hotel and Conference Centre, Kingston, Ontario on the 8th day of May 2019 at the hour of 6:30 in the evening.

PRESENT:

Approximately 45 Professional, Honourary, and Associate members of the society attended in person.

Items

1.0 Call to order

The Chair, Jonathan Hack, P.Eng. welcomed those present, thanked the sponsors and introduced the current Board of Directors. The meeting was called to order at 6:30 p.m.

Ron Clifton P.Eng., OSPE Board Director, acted as scrutineer for the meeting.

The Chair noted that a notice of the meeting had been duly sent to all members of the Society, and there was a quorum present. He declared that the meeting was properly constituted for the transaction of business. A copy of the notice of the meeting will be kept with the minutes of the meeting.

2.0 Approval of Minutes

The minutes of the Annual General Meeting of May 8th, 2018 were submitted for approval.

UPON MOTION duly made, seconded and carried, **IT WAS RESOLVED** that the minutes of the last meeting of members held on May 8th, 2018 be taken as read.

MOVED: Karen Chan; **SECONDED:** Tibor Turi; **MOTION CARRIED.**

The Chair introduced Nancy Hill, P.Eng., President, Professional Engineers Ontario (PEO); Annette Bergeron, President, Engineers Canada; Bruce Matthews, CEO, Consulting Engineers Ontario; Rosanna Baggs, President-Elect, Ontario Association of Certified Technicians and Technologists and Marisa Sterling, P. Eng., Chair of the Professional Engineers Foundation for Education who all brought greetings.

The Chair acknowledged and thanked all special guests in attendance from various stakeholders and associations. He also acknowledged past Presidents of OSPE, Paul Acchione, Annette Bergeron and Karen Chan, as well as former Board Director, Clare Morris.

3.0 Report of the Chair and CEO

The Chair and CEO began their report noting that OSPE reached a very important milestone this year – the successful completion of our 2015-2019 Strategic Plan.

Four years ago, we set ambitious goals to *engage* our members, *amplify* their voices, and ultimately, ensure that all members of the engineering community have access to the opportunities and support they need to *excel* in their chosen profession. It was noted that we not only met our goals, but we exceeded them across all facets of the organization. They thanked each member for working with OSPE to the push boundaries of what it means to be an engineer, innovator and problem-solver in our society.

Over the last four years, OSPE carefully aligned campaigns, projects and events with the four pillars laid out in our 2015-2019 Strategic Plan. Each initiative has kept OSPE en route to becoming an increasingly impactful, inclusive and issues-oriented organization that is well positioned to speak to those challenges that will truly impact the future direction of the engineering profession. Countless examples from 2018 confirm that OSPE is recognized by the media, government and public as a trusted resource for sound policy recommendations. Rather than approaching decision-makers with a laundry list of criticisms, we come bearing evidence-based and actionable solutions that will strengthen Ontario's economy and improve our quality of life. OSPE members are leading the advocacy charge on substantive issues that impact us all. Whether it comes to energy policy, innovation investment or pay equity, we strive to highlight the issues that matter most to *you*. By working together, we succeed together.

We continue to broaden our definition of "diversity in engineering," under the guidance of our Equity, Diversity and Inclusion Committee. Over the past year, the Committee has made it a priority to increase our advocacy outreach on behalf of internationally trained engineering graduates, so that they are empowered to contribute their expertise to the profession and province.

In November, OSPE ambassadors met with Ontario Minister of Labour Laurie Scott, to discuss the negative impacts that restrictive regulation has on today's internationally educated engineers. Based on our recent analysis of Census data, OSPE stressed the need to reduce red tape when it comes to job creation and to create more work-integrated learning opportunities for engineering students. OSPE has continued to invest in our Bridging Program for international engineering graduates. In 2018, we introduced a new course stream designed to help international graduates adapt their employment skills to pursue work in Ontario's environment sector. As of 2018, we also offer free one-hour webinars and online career fairs, moderated by OSPE staff, to familiarize international engineering graduates with the many ways we can support their journeys to licensure.

To gain a clearer picture of the needs and priorities of our *student members*, OSPE signed a formal partnership with the Engineering Student Societies Council of Ontario in 2018. In August, OSPE and ESSCO launched a survey of engineering students from across the province – the results of which form the basis of a soon-to-be-released report on tuition trends, job prospects and internships.

Stemming from this research, we have already started approaching government with our strategic recommendations. Our pre-budget submission, for example, recommended that government address today's skills gap by creating accessible and predictable funding opportunities for companies looking to hire interns and early career professionals.

OSPE strives to provide members at all stages of their careers with meaningful opportunities to diversify their skillsets and stay connected to the engineering community. Launched in 2018, our new volunteer program or "Ambassador Hub," allows OSPE volunteers to create personalized profiles that filter volunteer opportunities catered to their interests. Members can track their volunteer hours and collect redeemable points as a thank-you for helping us carry out our work in their communities.

We recognize that our success is not possible without the benign support of the members we serve, so we have introduced “OSPE Fellowships” to honour engineers and engineering graduates who have donated their time and expertise to the engineering community for more than 10 years. Members who have been accepted as a Fellow of the Society will be presented with a volunteer service pin at our annual Ambassador Appreciation Events and will be able to use the abbreviation FOS – Fellow of the Society – after their names.

OSPE is also strengthening our online community by collaborating with many of our preferred partners, including The Personal, BMS Group, GHD, Corestone Law, and our newest affinity partner National Bank, to share informative blog posts that answer member-submitted questions on everyday topics from insurance needs, to legal matters. OSPE successfully increased our member satisfaction rate to an industry-leading 86% in 2018.

We’ve revamped our reports, so that our committees’ findings are increasingly visual and digestible for readers without technical backgrounds. Infographics, animated videos, summary reports and one-page briefing notes are just some of the innovative tactics we’re employing to deliver our message.

Between 2015 and 2019, OSPE’s media coverage grew steadily year-over-year. Our members and advocacy work were featured in 115 media stories. What’s most notable is that in many of these cases, our members were proactively sought out by media outlets for comment as subject matter experts.

To reach even broader audiences, our 2018 ‘OSPE Supports Remarkable’ public awareness campaign, utilized video for the first time in the organization’s history. Each video told the inspiring story of a professional engineer whose work is changing the world for the better. More than 4,300 people visited the campaign website to watch our five OSPE videos, and as it turns out, many were eager to learn more about who OSPE is and what we do. Almost 30% of all traffic to our main website arrived via the ‘Remarkable’ collateral throughout the duration of the campaign. The ‘Remarkable’ campaign also harnessed several new types of media to raise awareness about the many sectors in which engineers work. The campaign was featured in the ON-the-GO commuter magazine, video ads throughout Toronto’s downtown PATH system, Gateway Newsstands and billboards across the province. Altogether, these assets garnered about 19.5 million impressions.

OSPE’s online public awareness campaign, #AnEngineerWasHere, made its return to social media in 2018. On September 19th, Ontarians used our signature yellow tags to share photos of anything designed or created by an engineer. Participants’ photos were uploaded to an interactive map on the campaign website to give visitors a preview of the engineering innovation taking place across Ontario. To date, the #AnEngineerWasHere hashtag has garnered almost 1 million online impressions, and has achieved international reach, with activity in countries as far as the United States, the United Kingdom, Brazil and China.

Before the 2018 Ontario general election, OSPE also took to social media to highlight major issues impacting the engineering community. OSPE’s Engineering Ally campaign asked political candidates to ‘Take the Pledge’ to show their support for Ontario’s engineers and the issues they care about most. The online campaign, and supplementary outreach from our Political Action Network, fostered closer relationships with elected officials and engineering champions from all parties. In total, 39 candidates took OSPE’s pledge – 8 of whom were elected to Queen’s Park and 6 of whom are members of the Official Opposition.

Between 2015-2019 OSPE has received over \$2.2 million dollars in funding from the federal and provincial government to support programs for Ontario’s engineering community. Status

of Women Canada, funded OSPE's three-year 'Breaking Barriers' project, which included a grassroots survey and a 2018 report that identifies systemic barriers contributing to the underrepresentation of women in STEM. OSPE is now developing micro-learning digital resources for employers who want practical tips and tools for attracting, retaining, supporting and advancing women in STEM careers.

Between 2015 and 2019, OSPE worked diligently to increase our number of published reports, policy papers, position statements and earned consultation invitations – reaching a total of 235. That's a 122% increase over the last four years. Three substantial recommendations from OSPE's pre-budget submission were reflected in the final 2018 Provincial Budget, including funding allocated to extend the Career Ready Fund to 2021, and to strengthen partnerships between post-secondary institutions, employers and key industries to provide more experiential learning opportunities for students.

OSPE has also made significant headway laying the foundations for fruitful relationships with Premier Doug Ford's government. Given the transition in leadership in 2018, OSPE carefully adapted our messaging to better resonate and align with the new government's priorities, allowing OSPE to continue conversations on issues important to our members. In November, OSPE met with Minister of Education Lisa Thompson to highlight the general lack of digital and financial literacy skills in Ontario and the need to better educate parents and students in these areas so that youth are equipped for the jobs of the future. In June, our members also engaged with Premier Doug Ford directly on climate change, expressing concerns about the government's decision to cancel the GreenON program. OSPE volunteers shared alternative strategies for responsibly reducing carbon emissions in Ontario – a conversation that we continued with Minister of the Environment Rod Phillips in October. OSPE presented findings from our newly published report on electricity price reform and asked that the government ensure an engineer serves on both the Ministry of Environment, Conservation and Parks' advisory panel on climate change and the Mining Working Group. We were pleased to see the working group does, in fact, include two professional engineers and two engineering graduates.

OSPE also obtained recognition from government that engineers are essential in the design and approval of infrastructure asset management plans. Ontario's new Construction Act, effective as of July 1st, 2018, incorporates OSPE's recommended changes, including the need to expand natural gas and broadband internet access to northern communities. When government makes smart investments in infrastructure by spending more on engineers, it promotes long-term cost savings through proper design.

OSPE volunteers met with Minister of Infrastructure Monte McNaughton to advocate for alternative funding options for infrastructure projects and improvements to the bidding process, particularly through qualifications-based selection. OSPE also suggested several infrastructure priorities, including the need to expand natural gas and broadband internet access to northern communities.

In the interests of strengthening the reputation and effectiveness of the engineering profession, OSPE and Consulting Engineers Ontario formally called for Professional Engineers Ontario to cease all non-regulatory activities. Since December 2018, all three organizations have been working together under the specific direction of the Attorney General to develop a consensus plan that will help delineate each organization's distinct mandate in a manner that successfully achieves the objectives of the Professional Engineers Act. We look forward to continued collaboration in this regard.

In a similar spirit of collaboration, OSPE has started bringing together our dedicated Committee and Task Force volunteers for annual workshops and planning sessions to help establish a unified vision that will empower each committee to better align its goals and advocacy efforts with our Strategic Plan. OSPE has continued to foster strategic partnerships with educational institutions, innovation hubs, like-minded organizations and firms seeking to hire engineers. OSPE launched 284 new community initiatives and partnerships between 2015 and 2019. There is no doubt that this 360% increase in community engagement has enhanced the breadth and depth of the work we are able to carry out as your advocacy body.

In September, OSPE signed an agreement with Canadian Urban Transit Innovation Consortium to collaborate on initiatives to develop the next generation of mobility and transportation technology for Canadians. The first outcome of this partnership was the development of the Propel Us website, which provides students and recent graduates with job search resources and information on the trends reshaping the smart mobility sector. In December, OSPE met with Metrolinx executives to discuss their plans for the expansion of the GO Transit Lines.

Last year, another OSPE initiative – the Engineering Professional Success Mentorship Program – made the successful transition from a pilot program to a permanent membership benefit. Thanks to new partnerships with Hydro One and Transport Canada, OSPE mentors can continue to provide recent engineering graduates with licensure, career planning, entrepreneurship and networking support.

In December 2018, OSPE, alongside our friends at OACETT, made another public commitment to promote equity, diversity and inclusion by signing the Leadership Accord on Gender Diversity, developed by Electricity Human Resources Canada. As a signatory, OSPE agreed to a range of governance, recruitment, retention and workplace readiness initiatives to promote and safeguard equal opportunities in the workplace.

The 16th Annual Claudette-MacKay Lassonde Fall Forum: It's Time We Act, welcomed over 800 enthusiastic engineers, engineering graduates, students, public figures and thought-leaders to discuss strategies for supporting and encouraging women to join and remain in the engineering profession. More than 70 partners supported the event and more than 24 speakers shared their knowledge and experiences during the day's plenary sessions and panel discussions. The 'It's Time We ACT' event hashtag ensured these conversations extended well beyond the walls of the Shaw Centre in Ottawa. The hashtag was used 833 times and garnered approximately 9,000 online impressions.

In 2018, OSPE also introduced several new types of community events. We hosted our first summer boat cruise, which proved to be a fun social networking opportunity for members. Building on the success of our annual EIT Summit, OSPE hosted its first Young Professionals' Night at Dave and Busters to bring engineering students and recent graduates together for an entertaining and informative event. Attendees had professional headshots taken and received personalized advice from our preferred partners about money management, resume-writing, interview skills and crafting a successful elevator pitch.

We will remain vigilant and focused on assessing and embracing opportunities to build new partnerships and mobilize the entire engineering community to influence sound policymaking. We need to ensure that the expertise of the engineer is front and centre, so that each of you can continue innovating and delivering solutions to society's complex challenges.

It was asked that members update their OSPE profile and communications preferences so that they never miss an important policy win or OSPE event. Create a profile on Ambassador

Hub to find volunteer opportunities that speak to you. Tell a colleague about OSPE and ask them to join you for one of your next OSPE initiatives.

The Chair thanked the CEO, OSPE's Board of Directors and the whole OSPE staff for their hard work and unstinted support and collaboration. The CEO thanked the Chair for his kind words. He noted that he valued working together during his terms as President. OSPE is well-positioned to continue to prosper into the future

4.0 Report of the Nominations Committee

The Chair of the Nominations Committee, Laura Yu. delivered the Nominations Committee report. The Nominations Committee included Isi Caulder, Wes Leewis, Grant Walsom, Kevin Wright and herself. She noted that the key duty of the committee was to ensure that the slate of candidates presented to the Board represented the interests, sectors, and regions of the Society. She further noted that four Board positions were open as a result of the normal rotation.

The four successful candidates elected to the Board of Directors were announced as follows:

Three-year term:

Ron Clifton, P.Eng.
Anna Gkalimani, P.Eng.
Tom Murad, P.Eng.
Tyler Schierholtz, P. Eng

5.0 Report of the Treasurer

The Treasurer, Réjeanne Aimey summarized the auditors' report and presented the audited financial statements for the fiscal year ended December 31st, 2018.

6.0 Report of the Audit and Finance Committee

Réjeanne Aimey provided the Audit and Finance Committee report on behalf of her fellow committee members, Emily Thorn Corthay and Ron Clifton. She noted that the committee was pleased with the professional and efficient manner in which the auditors, BDO Canada LLP, carried out its work this past year and recommended their appointment for 2019.

UPON MOTION duly made, seconded and carried, **IT WAS RESOLVED** that BDO Canada LLP, Chartered Accountants be appointed auditors of the Society to hold office until the next annual meeting or until their successors are appointed, and that the Board of Directors of the Society be authorized to fix the auditors' remuneration.

MOVED: Réjeanne Aimey; **SECONDED:** Emily Thorn Corthay; **MOTION CARRIED.**

7.0 Members Questions

The meeting was opened for general questions from the membership. It was noted that holding the AGM in Kingston was long overdue. It was asked if OSPE had plans to hold the meeting in other cities. It was noted that OSPE will look at moving the event though out the province moving forward.

8.0 Presentations

The Chair, Jonathan Hack invited Karen Chan, CSPE trustee and Past OSPE President, to make a presentation to OSPE to support their new Student Ambassador Program.

The next presentation was the Personal Scholarship. Due to the generosity of The Personal, OSPE was able to award two individual scholarships of \$2,500 for senior undergraduate and graduate students of engineering in Ontario. This scholarship awards student members of OSPE who demonstrate not only outstanding academic achievement but also demonstrated

community leadership and commitment to the engineering profession. Two undergraduates and two graduate students of engineering received this award. The two scholarship recipients were Liza Anastasia DiCecco and Carmen Bracho.

The next presentation was the Annual University Student Challenge sponsored by OSPE and initiated by the National Engineering Month Ontario Steering Committee. The competition provides students with opportunities to work together to host one or more public outreach events in their local community. The first-place team was Philip Lu, Henry Zhang, Jennie Hu and Morris Huang from the University of Toronto. The second-place team included Afifa Saleem, Ipsita Bhargava, Negar Balaghi and Matthew Choi from the University of Toronto. And the third-place team included Rachel Cohen, Allison Tolgyesi, Hunter Marriott, Alexandra Johnson and Khatra Badreldin from the University of Ottawa.

The next presentation was the OSPE President's Volunteer Award. This unique award of recognition for volunteers going above and beyond in effecting positive change for the engineering profession in Ontario was presented to Shelly Deitner. The Professional Engineers category recognizes an OSPE volunteer who has served as an advocate for the engineering community through various roles in committees, task forces, and boards for the betterment of engineers across the province.

The Chair thanked outgoing Board members Shelly Deitner and Emily Thorn Corthay for their considerable contributions to OSPE.

Tibor Turi, OSPE Vice Chair presented the Chair, Jonathan Hack with a token of appreciation for his service and contributions as President and Chair for the 2018 – 2019 term.

The Chair asked that all 2019-2020 Board Members stay behind for a brief meeting.

TERMINATION

There being no further business, **UPON MOTION** duly made, seconded and unanimously carried, **IT WAS RESOLVED** that the meeting be terminated.

Jonathan Hack, P.Eng.
President and Chair

Ron Clifton, P.Eng.
OSPE Board Director



ONTARIO
SOCIETY OF
PROFESSIONAL
ENGINEERS

2019

Annual Finance Report

2019 Financial Review

Report Of The Independent Auditor On The Summary Financial Statement

Opinion

The summary financial statements, which comprise the summary statement of financial position as at December 31, 2019, and the summary statement of operations, changes in net assets and cash flows for the year ended, and related notes, are derived from the audited financial statements of the Ontario Society of Professional Engineers for the year ended December 31, 2019.

In our opinion, the accompanying summary financial statements are a fair summary of the financial statements, in accordance with the criteria disclosed in Note 1 to the summary audited financial statements.

Summary Financial Statements

The summary financial statements do not contain all disclosures required by Canadian accounting standards for not-for-profit organizations. Reading the summary financial statements and the auditor's report thereon, therefore, is not a substitute for reading the Society's audited financial statements and the auditor's report thereon.

The summary financial statements and the audited financial statements do not reflect the effects of events that occurred subsequent to the date of our report on the audited financial statements.

Management's Responsibility for the Summary Financial Statements

Management is responsible for the preparation of the summary financial statements in accordance with the criteria disclosed in Note 1 to the summary financial statements.

Auditor's Responsibility

Our responsibility is to express an opinion on whether the summary financial statements are a fair summary of the audited financial statements based on our procedures, which were conducted in accordance with the Canadian Auditing Standards (CAS) 810, Engagements to Report on Summary Financial Statements.

BDO CANADA LLP

Chartered Professional Accountants, Licensed Public Accountants
Burlington, Ontario
March 26, 2020

Summary Statement of Financial Position

For the Year Ended December 31

	2019 (\$)	2018 (\$)
ASSETS		
Current		
Cash	1,322,807	1,024,301
Short-term investment	634,877	572,923
Accounts receivable	90,371	259,555
Prepaid expenses	72,323	47,321
	<u>2,120,378</u>	<u>1,904,100</u>
 Long-term investments	 730,726	 766,150
Capital assets	21,899	20,676
Intangible assets	139,857	70,569
	<u>3,012,860</u>	<u>2,761,495</u>
 LIABILITIES AND NET ASSETS		
Current		
Accounts payable and accrues liabilities	363,500	390,930
Deferred revenue-government projects	377,048	253,938
Deferred revenue	835,044	807,064
	<u>1,575,592</u>	<u>1,451,932</u>
 Deferred lease incentive	 7,950	 7,341
	<u>1,583,542</u>	<u>1,459,273</u>
 NET ASSETS		
Invested in capital assets and intangible assets	161,863	80,520
Internally restricted	1,012,186	1,012,186
Unrestricted	255,269	209,516
	<u>1,429,318</u>	<u>1,302,222</u>
	<u>3,012,860</u>	<u>2,761,495</u>

Summary Statement of Operations

For the Year Ended December 31

	2019 (\$)	2018 (\$)
REVENUE		
Membership fees	1,251,642	1,261,155
Royalties	1,579,320	1,405,673
Government projects	674,696	664,837
Sponsorship	643,057	552,018
Professional development	220,089	313,810
Advertising	51,932	53,045
Career Services	148,380	178,029
Other revenue	46,707	20,066
Investment income	84,408	31,616
	4,700,231	4,480,249
EXPENSES		
Advertising and promotion	149,956	223,822
Amortization - capital assets	13,021	14,328
Amortization - intangible assets	32,666	26,520
Annual general meeting and general assembly	20,468	13,219
Audit, legal and professional services	45,355	30,480
Bank charges	86,247	85,895
Consulting	197,300	117,571
Elections	5,348	5,520
Event production	593,442	564,040
Government projects	674,696	664,837
Insurance	119,907	118,885
Meetings	304,277	208,073
Office and general	156,643	115,786
Postage	31,698	32,808
Publications	88,264	67,649
Rent	162,784	161,738
Sponsorship	76,786	57,290
Telecommunication	29,806	31,272
Travel and volunteer expenses	228,726	181,560
Wages and benefits	1,555,745	1,459,596
	4,573,135	4,180,889
	127,096	299,360

Summary Statement of Changes in Net Assets

For the Year Ended December 31

	Invested in capital and intangible assets (\$)	Internally restricted (\$)	Unrestricted (\$)	2019 total (\$)	2018 total (\$)
Balance, beginning of year	80,520	1,012,186	209,516	1,302,222	1,002,862
Excess (deficiency) of revenue over expenses	(34,856)	-	161,952	127,096	299,360
Purchase of capital and intangible assets	116,199	-	(116,199)	-	-
Balance, end of year	161,863	1,012,186	255,269	1,429,318	1,302,222

Note to summary financial statements

The summary financial statements are derived from the complete audited financial statements, prepared in accordance with Canadian accounting standards for not-for-profit organizations, as at December 31, 2019 and December 31, 2018 and for the years then ended.

The preparation of these summary financial statements requires management to determine the information that needs to be reflected so that they are consistent in all material respects with the audited financial statements.

Management prepared these summary financial statements using the following criteria:

- (a) the summary financial statements include the summary statement of financial position, summary statement of operations and summary statement of net assets;
- (b) management determined that the statements of cash flows do not provide additional useful information and as such, have not included them as part of the summary financial statements;
- (c) information in the summary financial statements agrees with the related information in the complete audited financial statements including comparative information and all major subtotals and totals; and
- (d) in all material respects, the summary financial statements contain the information necessary to avoid distorting or obscuring matters disclosed in the related complete audited financial statements, including significant accounting policies and the notes thereto.

The complete audited financial statements of Ontario Society of Professional Engineers are available upon request by contacting the management of Ontario Society of Professional Engineers.



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BYLAW AMENDMENT PACKAGE

The following items are included in this package:

- Bylaw Amendments: Wording
- Bylaw Amendments: Rationale
- Full Bylaw No. 2 with proposed amendments

OSPE BYLAW NO. 2 AMENDMENTS

Article 6 – Committees of the Society, 6.9.1 (d) Nominations Committee

Updated to make certain that it is the mandate of the Nominations Committee to ensure an election of directors.

Will now read:

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.

Article 6 – Removal of Directors, 6.7

Updated to note that a Board Director can be removed for violating the OSPE Code of Conduct. Added item 6.7.4.

Will now read:

6.7.4 If a director violates the OSPE Code of Conduct and/or Workplace Violence policy.

Article 6 – Governance, 6.5, Nominations and Elections, 6.5.1,

Updated to remove the option to be nominated by six signatures.

Will now read:

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.~~

BYLAW CHANGE RATIONALE

As part of OSPE's obligation to its members, we have reviewed and revised the language of three bylaws to closely reflect their original intent. While very little in practice has changed, we believe the revision closely aligns us with the original spirit in which these bylaws were created.

We wish for the OSPE bylaws to emphasize the value of a competency matrix when selecting a nomination slate. The original purpose of the nominations process is to choose a qualified, competent, and certified board that respects OSPE's goals. Key to this process is ensuring that the candidates selected for nomination are able to meet minimum requirements that ensure future success. As such, we have eliminated the provision that allows for a nomination to occur with only six signatories, choosing instead to value a competency matrix that promotes a meritocracy. The OSPE Board, requires additional areas of expertise such as; Finance, Marketing, Communications, IT, Governance, Membership and Associations experience, Legal, to name a few.

Keeping with the spirit of alignment, we have altered the language to make clear that all members of OSPE must be represented. The change to our bylaw language will guide this, by ensuring that nominations must come from all geographic areas of Ontario, and all sectors of the engineering community. This is vital to ensure the OSPE mandate of representation. Further in line with this, a bylaw change will ensure that we reserve a maximum of five spots for Associates, in order to maintain a representative ratio that involves at least seven Professional Engineers.

To confirm:

- There will still be a Call for Nominations
- The Call for Nominations will clearly note the competencies, regions, sectors that the Board needs
- Members will always have the opportunity to submit a cover letter and resume for consideration
- The Nominations Committee is Chaired by a member of the Board, the other 4 individuals are also OSPE members and are recruited based on their region and sector
- There will still be an election. The Board of Directors are now and will continue to be voted upon by the membership.

We believe these slight changes allow us to sharply focus on OSPE goals: to provide comprehensive representation, to guarantee that there is a level of excellence that our leaders adhere to and to provide equal balance within the board.

In addition, we have clarified the wording of the mandate of the Nominations Committee to ensure that there is an election of directors, by the OSPE membership every year.

Lastly, after some discussion with legal counsel, we wish to note that a Board Director can be removed for violating the OSPE Code of Conduct by the OSPE Board of Directors.

To note, Membership in the Society may be terminated in accordance with policies established by resolution of the Board from time to time. Given that, a Board Director is a member and their membership can be revoked for breaching the Code of Conduct, which would then make them ineligible to sit on the Board.

The membership elects a director to lead, to represent their interests. We expect all our members to abide by the OSPE Code of Conduct and we must also ensure consistency and compliance with the OSPE Code of Conduct for our Board Directors. This addendum spells it out quite clearly.

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.

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