



Annual General Meeting

Package

May 9, 2022

ANNUAL GENERAL MEETING

Monday May 9, 2022

Via Webinar

AGENDA

6:00 p.m. ANNUAL GENERAL MEETING

Call to Order

Motion to approve the minutes of the Annual General Meeting of May 8, 2021

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

Presentation of the 2022-2025 Strategic Plan

Members' Questions

Presentations

Closing Remarks

8:00 p.m. CONCLUSION OF ANNUAL GENERAL MEETING

Annual General Meeting (Virtual)

Monday May 9, 2022

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 **RAISE HAND** button located at the bottom of your screen.

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:

To ask a question, you can either use the **RAISE HAND** button to ask your question verbally or enter your question in the **Q&A BOX** located in the control panel. 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:

- Either **RAISE HAND** to ask verbally or enter it in the **Q&A BOX**
- 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 webinar?

To register for the AGM, please complete the registration form here:

<https://ospe.on.ca/register/?type=event&id=2756>

You will be emailed a link to connect to the event from GetQuorum – our virtual meeting and electronic voting platform. They will email in the week leading up to May 9, as well as 30mins before the start time. Please check your spam folder if the email isn't in your inbox.

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

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

3. How can I connect?

Via Web browser

Click the 'GO TO MY MEETING PORTAL' button in the email from GetQuorum.

If you'll be using a computer or tablet, we strongly recommend that you join us via the latest version of Google Chrome. Mozilla Firefox, Microsoft Edge and Safari can also work, but the best meeting experience is through Google Chrome.

The portal will open in your browser. Click to join the meeting. You'll join with your microphone and camera off.

Press "Allow" when prompted to enable microphone and video permissions.

Dial in by phone

By dialing in by phone, you will be able to hear the meeting and ask questions. However, you will not be able to see the presentation or speakers, or submit your vote. If you'd like to dial in and have your vote counted, please submit a paper proxy to OSPE by May 5.

From Canada, dial 877-853-5257 (Toll Free). Following the prompt, enter the credentials below:

Webinar code: 97904932561

Passcode: 327476

4. What if I have technical difficulties?

Support will be available by using the Q&A button.

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 by using the "Q&A" button in the control panel.

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 by raising your hand using the “Raise Hand” button in the control panel.

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 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.

11. 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.

Minutes: Annual General Meeting May 8, 2021

MINUTES of the Annual General Meeting (AGM) of the Ontario Society of Professional Engineers held virtually on the 8th day of May 2021 at the hour of 9:30 in the morning.

PRESENT:

Approximately 66 Professional, Honourary, and Associate members of the society attended virtually.

Items

1.0 Call to order

The Chair, Réjeanne Aimey, P.Eng. welcomed those present, thanked the sponsors and introduced the current Board of Directors. The meeting was called to order at 9:37a.m.

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. She 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 6th, 2020 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 6th, 2020 be taken as read.

MOVED: Sue Tessier; **SECONDED:** Bruce Matthews; **MOTION CARRIED.**

3.0 Report of the Chair and CEO

The Chair and the CEO, Sandro Perruzza presented their report. They noted that 2020 was the year OSPE positioned engineers as leaders, rising to the challenge of addressing the impacts of COVID-19. OSPE volunteers remained committed to achieving the goals of our Strategic Plan, which include:

- To be a place where engineers gather, share expertise, and provide recommendations on issues facing the profession and society.
- To elevate the awareness of the role engineers play in making the world a better place; and
- To strengthen and grow OSPE's equitable, diverse, and inclusive engineering community.

The Chair's proudest accomplishment as President was bringing OSPE members together to create a COVID-19 Economic Recovery Working Group. This was a historic opportunity to showcase our skills that can solve many of society's challenges. From transforming engineering education, to developing our intellectual property framework, OSPE pushed for advances in reclamation work in mining, electrification of the transportation system, and implementation of inclusive design principles to get Canada back on track. We heard back

from several Federal Ministers who recognized engineers' impact on the Canadian economy and committed to implement and further discuss many of our ideas.

OSPE members also worked with the Ministries of Infrastructure, Labour & Skills Development, Municipal Affairs & Housing, Transportation, and the Attorney General's Office, to convene a COVID-19 Infrastructure Working Group, along with other stakeholders. New health and safety protocols were created to protect workers and sort through project delays and disruptions.

OSPE also presented to the Standing Committee on Finance and Economic Affairs regarding the Economic Fiscal Update Act, 2020 and the impacts of the COVID-19 crisis on engineers and the economy. Engineers stressed the importance of supporting our profession in order to capitalize on recovery efforts, as well as create new funding for talent development and retention.

OSPE and its partners also conducted industry-wide research, funded by NSERC, and led by the University of Toronto, to manage future pandemics in Ontario's construction sector. OSPE called on the government to focus efforts on dealing with the airborne transmission of COVID-19, particularly in schools.

In terms of events, 2020 started off normally for OSPE. Our Research and Innovation Task Force hosted a roundtable on Remotely Piloted Aircraft Systems. They released a 'Growing the Drone Industry' report, and led a discussion on regulation, public perception, and industry outlook. OSPE also hosted 'How to Change the World', a two-day experiential education program that brought engineers together with business leaders and students. Attendees brainstormed solutions to improve health and education, reduce inequality, spur economic growth and tackle climate change.

By March, the pandemic hit Ontario and caused widespread changes to procedures at OSPE. Our biggest shift was moving from in-person to virtual-only events and meetings. Our major launch for the year, the Ontario Engineering Academy, had to scale back its offerings with virtual-only sessions. Now in 2021, our Academy will be ramping up to ensure its offerings include everything engineers will need when continued professional development becomes mandatory. Our Engineering Employment Events have gone virtual, now "VE3s" – allowing jobseekers to consider questions from employers before recording their candidate video.

In 2020, we introduced ENGTalks, a video series featuring OSPE members and partners presenting topics of interest for engineers. ENGTalks has been one of the most visited areas of our website since launching. We hosted Virtual Town Halls with Réjeanne in July, August, and September, as well as virtual Trivia Nights for engineers to meet peers and complete puzzles together. Our annual Diversity & Inclusion conference saw more attendance than ever, bringing 1,500 attendees from across the country together online. We also held our first fully virtual AGM in OSPE's history last May. Lastly, we launched the ENGage Forum, a members-only discussion platform where you can post your work and share messages with your fellow OSPE members online.

OSPE also worked to address issues within the profession. After consultation with members around the misuse of an engineer's seal, a CBC News investigation uncovered forged engineering documents for 12 large scale construction projects across southern Ontario. OSPE continued to call for the regulator to focus on its primary objective of protecting the public, to uphold the reputation of our profession.

The dedicated members of OSPE's Energy Task Force worked to release their yearly report identifying the amount of clean electricity curtailed in Ontario. After a detailed analysis of year-end data provided by the IESO and OPG, the Task Force found that the province wasted enough electricity to power 720,000 homes in 2019. These findings were picked up by dozens of news outlets, including Global News, the Financial & National Post, the Toronto Sun, and affiliate newspapers across the country.

We launched Engineering for Change, a campaign solidifying our commitment to diversity & inclusion in engineering. We are tackling bias and discrimination through a four-point action plan:

- 1 Reaffirming that D&I remains one of our core values through our communications, procedures, and events.
- 2 Offering regular D&I training through our DiversifySTEM app, and by recommending expert consultants
- 3 Launching a D&I Award to honour OSPE members who are making real change.
- 4 Convene a summit with all Ontario engineering leaders to develop an industry-wide action plan.

We also continued to advance the position of women in engineering by meeting with the federal Department of Women and Gender Equality Canada to highlight potential funding opportunities and points of collaboration. We hosted a women in engineering virtual panel in partnership with U of T, SpinMaster and the OSPE Exchange Hubs, which focused on inspiring stories of three leaders who have overcome barriers in their careers. OSPE continued work on its DiversifySTEM app, adding 16 new lessons, with 2,000 unique logins and 9,000 page views.

In 2020, OSPE was awarded more than \$600,000 in government funding to support research and programs for engineers.

Through OSPE's magazine, blog, videos, social media channels and more, we continued to celebrate the impressive achievements of the engineering community throughout 2020. We recorded a series of video testimonials from our members, new and old, about the value that they receive through membership.

The CEO thanked OSPE's dedicated members and ambassadors who contribute their time and expertise.

In 2021 OSPE launched the official OSPE podcast, Engineering the Future. This podcast is all about engineers talking to each other about the topics that matter most to them.

It was noted that OSPE will be hosting their first annual Engineering Conference on October 6th and 7th. This conference will feature presentations from engineers and other exciting keynotes, as well as panel discussions with subject matter experts.

4.0 Report of the Nominations Committee

The Chair welcomed Anna Gkalimani, Chair of the Nominations Committee to provide her report. A. Gkalimani thanked fellow committee members, Dave Carnegie, P.Eng., Ron Clifton, P.Eng., Shelly Deitner, P.Eng. and Christina Visser, P.Eng. 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 this year there were four open Board positions due to normal rotation for a 3-year term, as well as one open position for a 1-year term.

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

Three-year term:

Jerome James, P.Eng.
Peter Marcucci, P.Eng.
Dr. Marilyn Powers, P.Eng.
Irene Sterian, P. Eng

One-year term:

Stephanie Holko, P.Eng.

A. Gkalimani thanked all candidates who took time out of their busy schedules to run in this year's election.

5.0 Report of the Treasurer

The Treasurer, Ron Clifton, P.Eng. summarized the auditors' report and presented the audited financial statements for the fiscal year ended December 31st, 2020.

6.0 Report of the Audit and Finance Committee

The Treasurer provided the Audit and Finance Committee report on behalf of his fellow committee members, Nick Burgwin, P.Eng., David Carnegie, P.Eng. and Mark Frayne, P.Eng. He noted that the committee was pleased with the professional and efficient manner in which the auditors, BDO Canada LLP, carried out their work and recommended retaining them for 2021.

UPON MOTION duly made, seconded, and carried, **IT WAS RESOLVED** that BDO Canada, LLP, 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:** Bruce Matthews; **MOTION CARRIED.**

7.0 Members Questions

The meeting was opened for general questions from the membership. Pre-submitted questions included:

Who does OSPE represent? OSPE is the voice of the engineering profession in Ontario. We represent the entire engineering community, including professional engineers, engineering graduates and students who work or will work in several of the most strategic sectors of Ontario's economy.

How can OSPE work with PEO? PEO and OSPE are separate organizations with distinct mandates. PEO regulates and OSPE advocates. This division of mandates is used by several professions. OSPE and PEO share information and work together in an official capacity at the Board of Directors/Council level through the OSPE-PEO Joint Relations Committee (JRC). OSPE also works cooperatively with PEO at the staff level, sharing information and resources that can help each of us achieve our distinct mandates. As a member-driven professional association, OSPE's goal is to bring engineers together to contribute knowledge, skills, and leadership to create a better future for the profession and society at large.

How will OSPE deal with declining membership? Although there was an initial decrease in membership at the beginning of the pandemic, we have seen a steady increase in membership numbers since September 2020. Throughout the pandemic, we have seen increased engagement online due to the launch of monthly advocacy webinars, trivia and

ENGgames nights, launch of our ENGTalks video series and the Engineering the Future podcast.

How will OSPE support young engineers? OSPE's career services offer specific tools to help individuals obtain employment. Our Virtual Engineering Employment Events connect engineering employers with the profession's top talent. Our Career Centre is the premier resource for engineers and engineering graduates who are looking to find a job, advance their career or looking for engineers to fill a role in your company. Whether you are a student looking for an internship, a young professional looking for your first engineering job or a seasoned engineer looking to breathe new life into your career, the OSPE Career Centre offers a variety of options to help guide you.

What is OSPE's plan for the Ontario Engineering Academy? The Ontario Engineering Academy (OEA) framework is structured into three defined Pillars that connect an ecosystem and industry segments to deliver educational offerings as courses, programs, and certificates: Engineering Essential, Engineering Technology and Engineering for Society. In February of 2021, an in-depth needs analysis was conducted for the OEA. There were two surveys sent out: one to organizations and one individuals (both OSPE members and non-members). The findings of the need's analysis are the basis of future OEA learning and development offerings. In 2021, we are partnering with industry experts to launch certifications programs in Health and Safety, Emotional Intelligence and Project Engineering. In addition, there will be a focus on developing technical workshops and courses by leveraging our members who are subject matter experts in their respective fields. OSPE will also be launching a learning management system for e-learning to complement our current instructor-led training in various topics including leadership, management, communications, and essential skills, etc. The OEA's goal is to become the go-to place for life-long learning for engineers & engineering graduates across Ontario.

The Chair answered questions from the audience with respect to working with PEO, membership, revenue, continued professional development, and the industrial exception.

8.0 Presentations

The Annual University Student Challenge sponsored by the Ontario Society of Professional Engineers takes place during National Engineering Month every March. Teams of up to 5 university students work together to host one or more public outreach events in their local community. The Chair announced this year's winners.

In first place was the team from the University of Waterloo: Yashashwini Hamal, Jahanvi Desai, Krystal Yee and Maria Fraser Semenoff. In second place was the team from Carleton University: Mili Patel, Cornelius Liburd, Isaac Sanderson, and Macie Orrell and in third place was the team from McMaster University: Sheridan Fong, Maya Phangsoa, Terrel Marshall, and Damilola Fadiya.

The next presentation was for OSPE President's Volunteer Award, in the categories of Professional and Young Professional.

The Professional Engineers category recognizes exceptional OSPE volunteers who have served as advocates for the engineering community through various roles in committees, task forces, and boards for the betterment of engineers across the province. The Chair was pleased to announce that the 2021 Professional Engineers Award, in the Professional Category was awarded to two outstanding volunteers: Emily Thorn Corthay and Emanuel Corthay. Remarks were given by both recipients.

The Young Professionals category recognizes an exceptional OSPE volunteer who has contributed well beyond the normal level of effort and has served as an advocate for the engineering community through various roles during academic studies and immediately following graduation. This individual has volunteered their time for the betterment of engineering students and young professionals across the province. For the 2021 Young Professionals category, the honour was given to Vanessa Raponi. Remarks were given by the recipient.

The Chair thanked outgoing Board Directors, Dr. Tibor Turi, P.Eng., Angela Wojtyla, P.Eng. and Laura Yu, P.Eng.

The Chair thanked her fellow Board Directors, the staff and the members noting it has been a challenging year, but she was very proud of what we have been able to accomplish.

The Chair introduced OSPE's Vice Chair and incoming President and Chair Mark Frayne, P.Eng. He thanked Réjeanne Aimey, P.Eng., and congratulated her on the job she had done over the last year as President and Chair of OSPE.

The Chair asked that all 2021-2022 Board Members login immediately following the close of the AGM to attend the first meeting of the OSPE Board.

TERMINATION

UPON MOTION duly made, seconded, and carried, **IT WAS RESOLVED** to adjourn the 2021 Annual General Meeting.

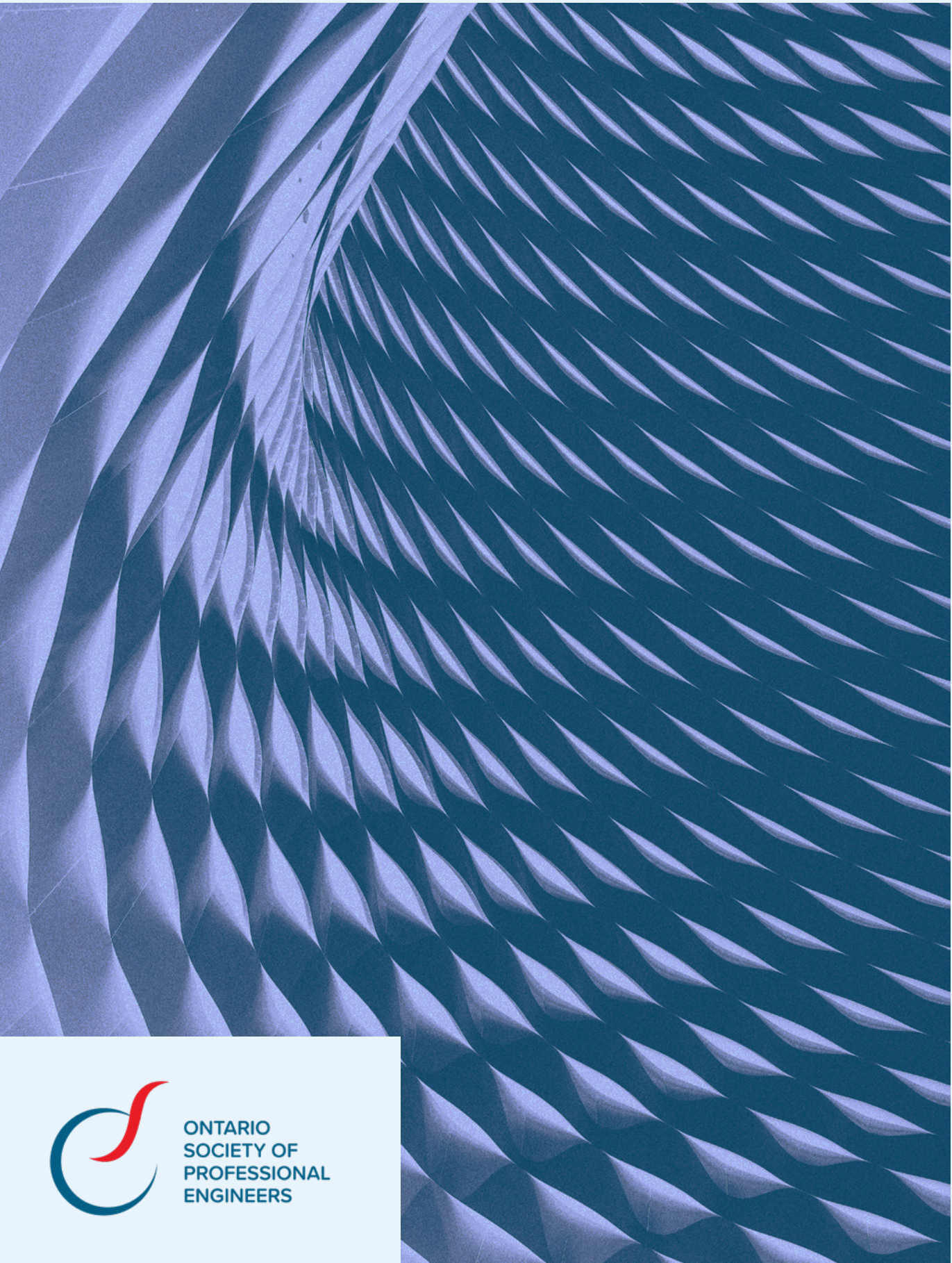
MOVED: Réjeanne Aimey; **SECONDED:** Jerome James; **MOTION CARRIED.**

Réjeanne Aimey, P.Eng.
President and Chair

Mark Frayne, P.Eng.
Vice Chair

2021

ANNUAL REPORT



ONTARIO
SOCIETY OF
PROFESSIONAL
ENGINEERS

About

The Ontario Society of Professional Engineers 2021 Annual Report

The Ontario Society of Professional Engineers (OSPE) is the voice of the engineering profession in Ontario. We represent the entire engineering community, including professional engineers, engineering graduates and students who work or will work in several of the most strategic and influential sectors of Ontario's economy.

OSPE elevates the profile of the profession by advocating to government, offering valued member services, and providing opportunities for ongoing

OSPE's 2021 Annual Report provides an overview of the association's work and impact on behalf of Ontario's engineering community from January 1 through December 31, 2021. This report was prepared for OSPE's Annual General Meeting on May 9, 2022 and outlines how the organization's initiatives and activities met the tactical goals laid out in Engineering the Future Together, our 2019-2022 Strategic Plan.



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Message from the CEO

Last year was our second year living with COVID-19 and engineers continued to innovate solutions despite the emergence of new variants. With distanced collaboration and exemplary work, engineers have built a multitude of solutions as well as a pathway for continued advocacy for public safety and a thriving community. OSPE is proud to be a platform for engaging discourse and a gateway for effective advocacy.

Our signature events, including the Engineering Conference and the Ontario Professional Engineers Awards ceremony, remained virtual but the connections made among the attendees exceeded expectations. The Engineering Conference attracted over 2,000 likeminded professionals, interested in advancing engineering in Ontario. Also, to replicate the conversations between engineers, OSPE launched our Engineering The Future podcast, with OSPE Board Member Jerome James, P. Eng., as the host. This podcast hosted amazing conversations about engaging topics including engineering innovation, new emerging research, diversity and allyship, and it found ways to encourage our members, as well as the broader engineering community, to get involved in these important conversations.

The engineering community's longstanding history of evidence-based action and practical problem solving allowed the industry to continue to adapt to the rapid changes of COVID-19-related restrictions. Within the engineering community, brilliant minds came together for the safety of our children, teachers, elders, medical professionals and staff by advocating for proper ventilation in schools and long-term care homes. Engineers have proven themselves to be vital in combatting not only the spread of COVID-19, but proactively protecting communities against emerging threats.

As our members have focused on what they could contribute to the community, they have often ignored the importance of their own mental health and the need for allyship, education and a sense of community. OSPE's response was to host a panel discussion that gave engineers the opportunity to pause and reflect on their own personal health. OSPE has always, and will continue to, advocate for the health and well-being of our members. On top of our advocacy efforts to achieve an equitable future for all engineers, OSPE also created a platform to highlight the remarkable engineering community and the talent that lies within it. Our ENGpath career portal, launched this year, creates a space for engineers to connect with industry leaders and potential employers. It also provides access to career-related interactive programs and virtual workshops. Our Ontario Engineering Academy (OEA) supplements this offering with defined learning streams that allow our members to develop and grow, both personally and professionally.

Of course, none of this would have been possible without the valued contributions and support of our volunteers, members, staff and partners. I can't thank you enough for believing in our mission and working with us. I am excited to ring in 2022 with a dynamic new Strategic Plan, developed in consultation with you, our members, and with the oversight of our elected Board of Directors. Stay tuned!

A handwritten signature in black ink that reads "Sandro Perruzza". The signature is fluid and cursive.

Sandro Perruzza, B.Sc., CRSP
Chief Executive Officer



Message from the President & Chair

Reflecting on the accomplishments engineers achieved in 2021 during these trying times is inspirational. Globally, engineers used their skills and creative minds to problem solve and come up with solutions for schools, hospitals, workplaces, and communities. In doing so, our chosen profession continues to demonstrate that we are leaders in the actions to mitigate and adapt to the impact of COVID-19 on society.

OSPE members perpetually show their passion for the work they do, and our advocacy and engagement efforts expanded in 2021. Engineers in Ontario strive to solve problems and improve circumstances for everyone, and they need an environment that enables these efforts. In recognition of that, OSPE members and staff collaborated to author a letter to the Attorney General with recommended changes to the Professional Engineer's Act. The recommended changes advocated for engineers through every career stage and included international engineering graduates. In 2021, we celebrated that Ontario has proposed legislation to make the licensing process less strenuous and more inclusive. Our team has made the greatest effort in keeping the advocacy energy alive and, despite the uncertainty of these times, OSPE continues to make beneficial impacts in advocacy spheres for our profession and society.

Engineers at the start of their career or nearing retirement are inspiring individuals and show what it is to be a Navigator instead of a victim. Our focus this year included our push for officials in Queen's Park to adopt a Qualifications Based Selection (QBS) framework, providing better opportunity to all engineering firms to be selected to execute quality projects based on credentials, ability, and capacity, instead of the lowest price. In line with our vision, OSPE continues to push for an equitable and inclusive future for all engineers.

Serving as OSPE's President these past months has provided me with a learning experience that I will cherish. I encountered diverse opinions. I enjoyed numerous arguments and debates. I experienced so many "WoW" moments. I felt elation when successes were celebrated, exhaust after a long meeting, and deep sorrow when death impacted my family and friends. The spectrum of emotions that I felt and encountered with others at OSPE as we brainstormed, solved problems, advocated for each other, and lived our lives, showed me that the faith I put in humanity is not misplaced. My closing words for 2021 is that at OSPE I have found a place where I feel I belong. Come join me.

A handwritten signature in black ink that reads "Mark Frayne". The signature is fluid and cursive.

Mark Frayne , P. Eng.
President and Chair

OSPE's 2021-2022 Board of Directors

OSPE could not reach its strategic goals without the continued support of our Board of Directors.
Thank you for committing so much time and energy to advocating for and giving back to your profession.



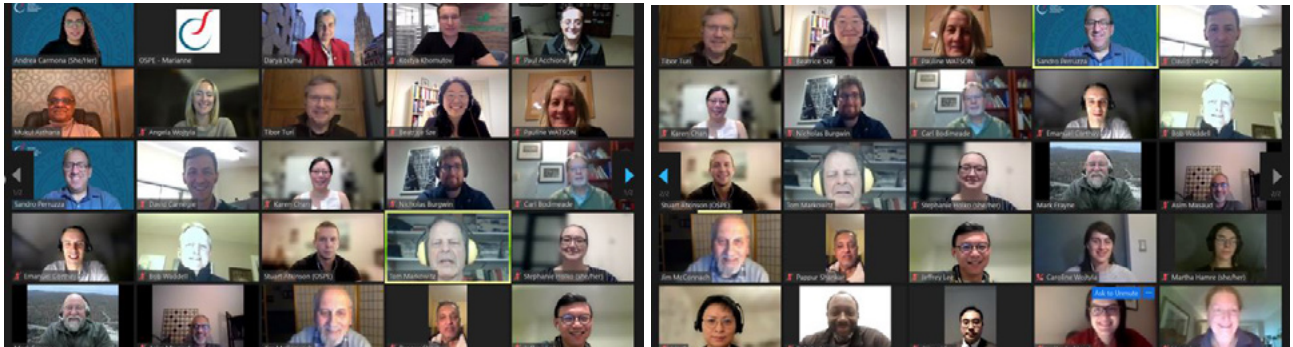
Top row: Réjeanne Aimey, P.Eng. (Past Chair), Mark Frayne, P.Eng. (President and Chair), Peter Marcucci, P.Eng., David Carnegie, P.Eng.

Middle row: Jerome James, P.Eng., Nicholas Burgwin, P.Eng. (Treasurer), Anna Gkalimani, P.Eng., Dr. Marilyn Powers, P.Eng. (Vice Chair)

Bottom row: Irene Sterian, P.Eng., Sue Tessier, P.Eng. (Secretary), Stephanie Holko, P.Eng., Ron Clifton, P.Eng.

OSPE Volunteers

Thank you to our dedicated members who contribute their time and expertise to volunteer with OSPE. Your camaraderie and collaboration make this engineering community so welcoming and impactful.



2021 President's Award Winners



Emanuel Corthay, P.Eng.
Professional Engineer Category,
2021



Emily Thorn Corthay, P.Eng.
Professional Engineer Category,
2021



Vanessa Raponi, EIT
Young Professional Category,
2021

OSPE Committees

Audit and Finance Committee

Chair

Nicholas Burgwin, P.Eng., Treasurer

Members

David Carnegie, P.Eng.

Ron Clifton, P.Eng.

Anna Gkalimani, P.Eng.

Stephanie Holko, P.Eng.

Board Development and Strategic Planning Committee

Chair

Dr. Marilyn Powers, P.Eng.

Members

Réjeanne Aimey, P.Eng.

David Carnegie, P.Eng.

Peter Marcucci, P.Eng.

Canadian Society of Professional Engineers Representatives

Sue Tessier, P.Eng., President

Daniel Young, P.Eng.,

Vice President/Secretary

Jonathan Hack, P.Eng., Treasurer

Executive Committee

Chair

Mark Frayne, P.Eng., President and Chair

Members

Dr. Marilyn Powers, P.Eng., Vice Chair

Nicholas Burgwin, P.Eng., Treasurer

Sue Tessier, P.Eng., Secretary

Réjeanne Aimey, P.Eng., Past Chair

Sandro Perruzza, CEO

Hamilton Halton

Engineering Week Committee

Chair

Sandro Perruzza

Members

Anthony Chryssafis

Jennifer Clarke, P.Eng.

Frank Lasowski, P.Eng.

Umar Malik, P.Eng.

Gary Moore, P.Eng.

Ron Scheckenberger, P.Eng.

Ian Shaw, P.Eng.

Anita Sparre, C.E.T.

Human Resources Committee

Chair

Mark Frayne, P.Eng.

Members

Peter Marcucci, P.Eng.

Dr. Marilyn Powers, P.Eng.

Joint Relations Committee

Representatives

Réjeanne Aimey, P.Eng.

Mark Frayne, P.Eng.

Jerome James, P.Eng.

Dr. Marilyn Powers, P.Eng.

Sandro Perruzza

Engineers Foundation For Education

Representatives

Jonathan Hack, P.Eng.

Baijul Shukla

Membership Advisory Committee

Co-Chair

Nicholas Burgwin, P.Eng.

Baijul Shukla

Members

Behrooz Abbaszadeh, EIT

Eman Al-Ali, P.Eng.

Nicholas Burgwin, P.Eng.

David Carnegie, P.Eng.

Lawrence Chen, P.Eng.

Charles Chettiar, EIT

Jonathan Hack, P.Eng.

Siva Kanaganathan, P.Eng.

Arvin Fradly Lobo, EIT

Shahan Shaikh, P.Eng.

David Wong, P.Eng.

Nominations Committee

Chair

David Carnegie, P.Eng.

Members

Ron Clifton, P.Eng.

Jonathan Hack, P.Eng.

Christina Visser, P.Eng.

Ontario Engineering Academy Steering Committee

Chair

Laura Yu, P.Eng.

Members

Nick Burgwin, P.Eng.

Dave Carnegie, P.Eng.

Dr. Marilyn Powers, P.Eng.

Irene Sterian, P.Eng.

OSPE Task Forces & Working Groups

Energy Task Force

Chair

Steve Pepper, P.Eng.

Members

Matthew Cable, P.Eng.
Emily Thorn Corthay, P.Eng.
Brent DeBow, P.Eng.
Anita Eisakhani, P.Eng.
Ali Hoss, P.Eng.
Frank Lasowski, P.Eng.
Michael Loken, P.Eng.
Jim McConnach, P.Eng.
Pappur Shankar, P.Eng.
Handan Tezel, P.Eng.
Bob Waddell, P.Eng.

Subject Matter Experts

Paul Acchione, P.Eng.
Ismail Barakat, P.Eng.
Kostyantyn Khomutov, MASc
Tugrul Kodaz, EIT
Sushma Narisetty, P.Eng.
Ramtin Rasoulnezhad

Environment Task Force

Chair

David Carnegie, P.Eng.

Members

Bob (Robert) Awharen, EIT
Carl Bodimeade, P.Eng.
Jeffrey Lee, P.Eng.
Tom Markowitz, P.Eng.
BR Ravishankar (Ravi), P.Eng.
Pauline Watson, P.Eng.
Caroline Wojtyla

Subject Matter Experts

Vera Belousova, P.Eng.
Franco DiGiovanni, LL
Martha Hamre, EIT

Infrastructure Task Force

Chair

Oliver Xiao, P.Eng.

Members

Veronica Bergs, P.Eng.
Darya Duma, P.Eng.
Stephanie Holko, P.Eng.
Dan Lahey, EIT
Cassandra Lee Taha, P.Eng.
Asim Masaud, P.Eng.
So Ming Chiang, P.Eng.
Nelson Su, EIT

Research and Innovation Task Force

Chair

Nicholas Burgwin, P.Eng.

Members

Mukul Asthana, P.Eng.
Eric Blaise
Emanuel Corthay, P.Eng.
Duncan Stewart
Jeremy Wang, EIT
Laura Yu, P.Eng.

Subject Matter Experts

Sujoy Chatterjee
Gustav Rodricks, P.Eng.
Beatrice Sze, P.Eng.
Dr. Tibor Turi, P.Eng.
Ivette Vera-Perez
John Wang, P.Eng.

Professional Engineers Act Working Group

Chair

Mark Frayne, P.Eng.

Members

Réjeanne Aimey, P.Eng.
Annette Bergeron, P.Eng.
David Brown, P.Eng.
Bernard Ennis, P.Eng.
Jerome James, P.Eng.
Bruce Matthews, P.Eng.

Diversity and Inclusion Task Force

Chair

Angela Wojtyla, P.Eng.

Members

Jenan Abderrahman
Réjeanne Aimey, P.Eng.
Lauren Anne Briens, P.Eng.
Joy Chianu, EIT
Anna Gkalimani, P.Eng.
Janelle Hinds
Tiffany Joseph
Nazli Kaya
Shivani Nathoo, EIT
Manraj Pannu, P.Eng.

Subject Matter Experts

Karen Chan, P.Eng.
Shelly Deitner, P.Eng.
Nigel Fung, P.Eng.

Critical Minerals Working Group

Chair

Mark Frayne, P.Eng.

Members

Nigel Fung, P.Eng.
Ken Kopechanski, P.Eng.
Pierre Labrecque, P.Eng.
Marilyn Spink, P.Eng.
Sue Tessier, P.Eng.
Troy Williams, P.Eng.

We would also like to extend a
special thanks to all the OSPE members
who presented at our 2021 Engineering Conference.

The knowledge and leadership you shared
with the rest of your profession is inspiring.

Paul Acchione, P.Eng.
Peter Darveau, P.Eng.
Arun Dixit, P.Eng.
Dr. Thomas Duever, Ph.D., P.Eng.
Chelsea Elliot, P.Eng.
Phil Fung, P.Eng.
Akira Jones, P.Eng.
Dr. Kim Jones, Ph.D., P.Eng.
Yousef Kimiagar, P.Eng.
Bruce Matthews, P.Eng.

Nick Mocan, P.Eng.
Dr. Emily Moore, Ph.D., P.Eng.
Dr. Marilyn Powers, Ph.D., P.Eng.
Jennifer Quaglietta, P.Eng.
Dr. Farzad Rayegani, Ph.D., P.Eng.
Dr. Douglas Reeve, Ph.D., P.Eng.
Pete Samson, P.Eng.
Wayne Shaefer, P.Eng.
Marilyn Spink, P.Eng.

Partners

Thank you to our dedicated partners for helping us lead critical conversations and shape public policy that will impact the future of the engineering profession.

OSPE Partners

President's Circle



Director's Circle



Influencer's Circle



Leader's Circle



Supporter's Circle



OSPE Event Partners



Government of Canada / Gouvernement du Canada Agriculture and Agri-food Canada / Agriculture et Agroalimentaire Canada	Government of Canada / Gouvernement du Canada Canada Coast Guard / Garde côtière canadienne	Government of Canada / Gouvernement du Canada Canada Border Services Agency / Agence des services frontaliers du Canada	Government of Canada / Gouvernement du Canada Canadian Nuclear Safety Commission / Commission canadienne de sûreté nucléaire
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Government of Canada / Gouvernement du Canada National Research Council Canada / Conseil national de recherches Canada	Government of Canada / Gouvernement du Canada Public Services and Procurement Canada / Services publics et Approvisionnement Canada	Government of Canada / Gouvernement du Canada Transport Canada / Transports Canada	Government of Canada / Gouvernement du Canada Treasury Board of Canada Secretariat / Secrétariat du Conseil du Trésor du Canada



Engineering the Future Together

Through another year of the COVID-19 pandemic, OSPE members remained steadfast in achieving the three strategic pillars of the 2019-2022 Strategic Plan.

Engineers Lead

Solidify OSPE's position as "the voice" of the profession and its reputation as the association where engineers gather, share expertise and provide recommendations on issues facing the profession and society.

Engineers Care

Elevate awareness of the role engineers play in making the world a better place and deepen respect for the engineering profession in Ontario

Engineers Unite

Strengthen and grow OSPE's equitable, diverse and inclusive engineering community and deliver unparalleled value at every stage of our members' careers



Mobilizing to Combat COVID-19

Engineers Advocated for Proper Ventilation in Schools and Long-Term Care Homes to Prevent COVID-19

Ahead of children returning to the classroom in March and September, OSPE called on the government to consult with engineers, scientists, HVAC specialists and other experts to adequately address the airborne transmission of COVID-19, particularly in indoor settings where people gather for long periods of time, such as schools.

OSPE was featured on CTV News, CP24 and CBC News regarding its calls for the government to improve school and long-term care ventilation systems.



“Engineers know that air quality is bigger than COVID-19. Indoor Air Quality (IAQ) affects how many sick days Ontarians take off work, how happy we are and how long we live. Ontario has the opportunity and technology to make the air in buildings where we live and work cleaner than the air outside...The cost of investment is small compared to the benefits we will reap in finance, health and wellness.”

— OSPE letter to the Hon. Stephen Lecce, Minister of Education

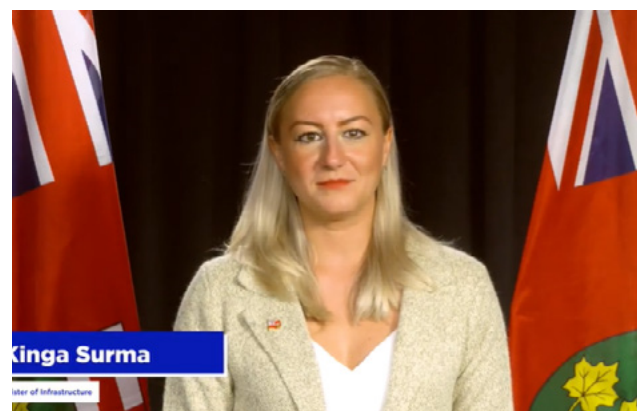
Engineers Call for the Adoption of Qualifications Based Selection as a Post-COVID-19 Economic Recovery Tool

OSPE renewed its focus on pushing government officials at Queen's Park to be aware of the benefits of a QBS framework for the procurement of engineering services in Ontario. By adopting QBS as a best practice, the government will select engineering firms based on their credentials, previous performance, and availability to do a project, over low-fee bidding structures.



In May 2021, OSPE hosted a virtual panel discussion introducing the basic processes, mechanisms, benefits and challenges associated with QBS.

In October, engineers, technologists, and architects, discussed the benefits, opportunities, and challenges of implementing QBS in Ontario. The role professional engineers and the engineering community will have in the implementation of this framework was discussed at OSPE's 2021 Engineering Conference. OSPE also had the opportunity of meeting with senior policy advisors from the Ministry of Infrastructure to reiterate the numerous benefits QBS would have for the engineering community and all taxpayers.



Engineers Use Wastewater to Detect COVID-19

One of the ways that engineers made their mark in Ontario last year was through discovery. In Ottawa, it was learned that sewage systems – the arteries under every city, ensuring the steady flow of wastewater to treatment plants – contained ribonucleic acid (RNA) fragments allowing researchers to discover levels of COVID-19. This simple discovery may have long-standing repercussions for pandemic preparation across the globe.

OSPE member Michael Loken, P.Eng., along with the municipalities of Ottawa and Waterloo, are leading the way in this new research.



Engineers Discuss Opportunities and Challenges for Hydrogen in Ontario to Rebuild from the Impacts of COVID-19

In March 2021, OSPE welcomed the Honourable Jeff Yurek, then Minister of the Environment, Conservation and Parks for a keynote address on the development of the government's hydrogen strategy, along with leaders from OSPE's Energy Task Force, including Emily Thorn Corthay, P.Eng., and Bob Waddell, P.Eng.

The virtual event also featured a panel discussion with Rob Harvey, P.Eng., Director of Energy Infrastructure in the Fuel Cells and Hydrogen Technologies group at Cummins, and Andrew Stuart, P.Eng., Co-Founder of Hydrogen Optimized. OSPE's Energy Task Force is focused on Ontario's key technology, regulatory and business opportunities in developing low-carbon hydrogen, the potential for hydrogen to contribute to Ontario's 2030 greenhouse gas emission reduction target, and actions Ontario can take to help local companies get ready to meet expected international demand.

OSPE Receives Funding for Research Projects and Supports for Underrepresented Groups and Women in Engineering to Recover from the impacts of COVID-19

In 2021, OSPE was successfully approved for funding by various agencies for several exciting initiatives.

Leveraging Public Sector Procurement Policies to Expand Opportunities for Women in Engineering

Funded by: Women and Gender Equality Canada

This 30-month project will support a feminist response and recovery from the current impacts of COVID-19 through systemic change. OSPE will achieve this by developing and promoting inclusive language for public sector procurement of engineering services, thereby fundamentally expanding career opportunities for diverse women in engineering and the attractiveness of an engineering career to young women.

New Barriers in Engineering and Technology Jobs: The Uneven Impact of Working-at-Home on Recent Graduates, Women and Newcomers

Funded by: Future Skills Centre

This project will study the impact of working-from-home on new graduates, women, and newcomers to Canada in engineering and technology jobs.

Bringing Engineers Together

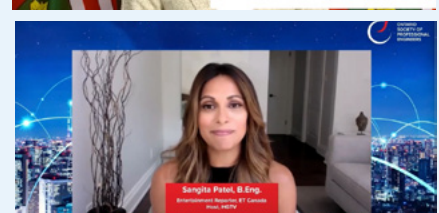
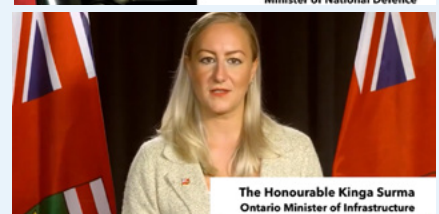
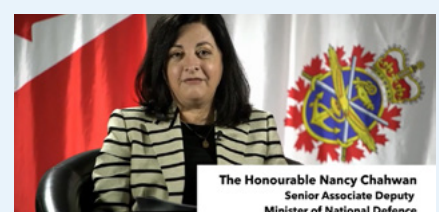
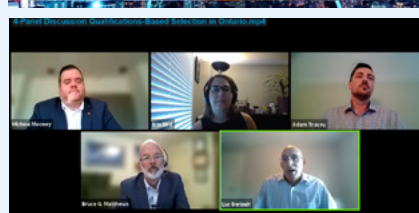
The 2021 Future of Engineering Conference October 6 & 7, 2021

Canada's largest engineering, recruitment and professional development conference.

2000+
Registrants

52
Virtual Booths

80+
Conference Partners



OSPE launches new ENGpath career portal to connect engineers with industry leaders

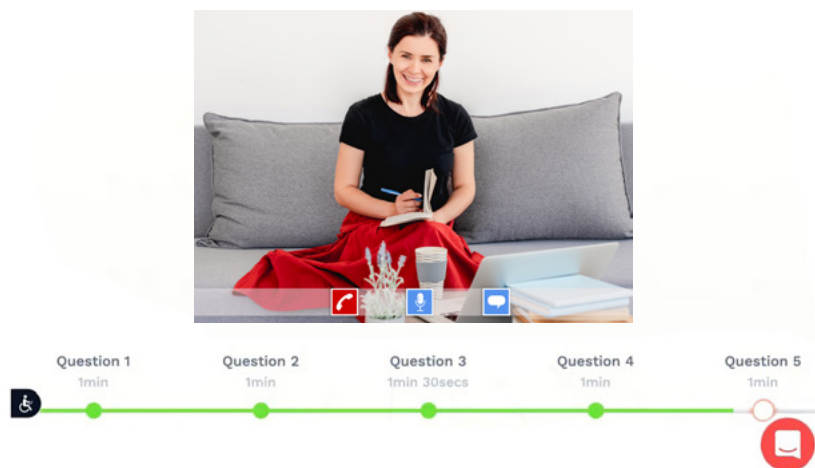
As the pandemic continued into 2021, Ontarians needed to adapt to a new way of navigating the labour market. To fulfill this need, OSPE developed a new series of virtual events and resources to connect engineering talent with some of the top employers in the industry. OSPE's ENGpath career portal ensures Ontario's best and brightest have all the tools to make their mark, and engineering employers have access to a relevant pool of qualified candidates to hire.

In addition, as part of OSPE's commitment to creating a diverse and inclusive profession, the new ENGpath career portal provides engineers and engineering

graduates with a number of fully accessible and interactive programs to connect with some of the best employers in Canada. OSPE has instituted three virtual projects to connect skilled engineers and employers.

They are:

- Virtual Employment Events (VE3s) - applicant screening and interviewing
- Virtual Interview Simulator (VIS) - applicant interview training for video interviewing
- Virtual Job Search Workshops (VJSW)



**Record and submit your answer
to each employer question**

**VIRTUAL ENGINEERING
EMPLOYMENT EVENTS VE3s**

OSPE expands its online network to reach more members of the engineering community province-wide



OSPE launches Engineering the Future podcast with host Jerome James, P.Eng., OSPE Board member.

- Launched in March 2021
- 16 episodes with professional engineers and OSPE members, thought leaders and collaborators about the latest in engineering in Ontario and Canada
- More than 1,000 downloads

Engineers continue to share expertise online through OSPE's ENGTalks

20+
videos
2000+
views



OSPE hosts Conceptualizing Black Experiences virtual panel during Black History Month



In partnership with the University of Toronto and Spin Master, OSPE generated awareness of the barriers facing Black individuals in engineering spaces and challenged the audience to participate in the cultural shift needed to create an inclusive profession.

OSPE Engages On Mental Health

As a profession, engineering has always been characterized by its rigour, emphasis on productivity, resiliency and hard work. Only in recent years, after seeing the impact of this on engineering students and graduates, have institutions acknowledged the importance of mental health.

In collaboration with Spin Master and the University of Toronto, OSPE hosted a virtual panel discussion focused on mental health in engineering, its importance, and the challenges of addressing it in workplace settings or institutions. Shivani Nathoo, EIT, who served as moderator, was joined by Dr. Alison Olechowski, PhD, Assistant Professor, Mechanical Engineering at the University of Toronto, Herman Chan, P.Eng., Director, Product Development at SpinMaster, and Laura Milsom, Director, People and Culture and Modern Niagara Group Inc.

Addressing Challenges within the Profession

Engineers Recommend Changes to the Professional Engineers Act

In 2021, OSPE reinstated its Professional Engineers Act Working Group (PEAWG) to create an initial list of proposed changes to submit to the Ministry of the Attorney General for consideration, as part of the Ontario government's Red Tape Reduction Bill.

Throughout the summer, the PEAWG met to discuss and draft an initial submission for government. The first submission from the group, sent to the Attorney General, the Honourable Doug Downey, as well as Professional Engineers Ontario (PEO), Engineers Canada, the Association of Consulting Engineering Companies-Ontario (ACEC-Ontario), the Attorney General Critics and the Fairness Commissioner on October 4, 2021, included recommended changes to the Act in the following areas:

1. Regulatory Focus
2. Cease Regulating the Consulting Engineer Title
3. Backstopping PEO Accountability through Ministerial Action
4. Time Limits for Licence Application Processing
5. Eliminate the Requirement for 12 Months of Canadian Experience for Licensure
6. Grants, Scholarships, Bursaries and Prizes
7. Employment Advisory Service / Voluntary Retirement Savings Plan
8. Provide a Single Type of Certificate of Authorization (C of A)
9. Joint Practice Board

OSPE also held a virtual panel discussion with members of the PEAWG and member consultation on changes to the Act in November.



Supporting International Engineering Graduates

OSPE has long advocated for removal of barriers that prevent many International Engineering Graduates (IEGs) from practicing their profession in Canada. Barriers to licensure keeps many talented engineering graduates from contributing to the Ontario and Canadian economies, and this impacts innovation and economic progress. In 2021, the Ontario government announced it is proposing legislation that would, if passed:

- Eliminate Canadian work experience requirements for professional registration and licensing
- Reduce burdensome duplication for official language proficiency testing, so people would not have to complete multiple tests for purposes of immigration and professional licensing
- Allow applicants to register faster in their professions when there are emergencies (such as a pandemic)
- Ensuring the licensing process is completed in a timely manner



Developing Solutions for Ontario

Combating the Climate Crisis

1 Calling for Radical Change to Ontario's Long-Term Energy Planning Framework

Engineers on OSPE's Energy Task Force met with the Minister of Energy and staff throughout 2021 to reiterate that:

- The current framework is not suited to the new paradigm, structure, technology developments, interdependencies, and market trends happening throughout the energy industry – radical change is required.
- Government must review and change the roles, responsibilities, and accountabilities

of the Ministry of Energy, the Independent Electricity System Operator (IESO), and the Ontario Energy Board (OEB) to address the shortcomings of the current framework.

- Long-term planning for the energy industry in Ontario must provide a clean, reliable, resilient, affordable, and sustainable, supply of energy to all customers—residential, commercial, and industrial.

2 Pushing for the Electrification of the Transportation Sector

Engineers on OSPE's Infrastructure Task Force worked with the Ontario government to advocate that the Ministry of Transportation should:

- Work with the federal and municipal governments to allocate specific resources to the electrification of the public transportation system.
- Develop and implement an incentive program for electric vehicles, until a mass adoption "tipping point" is achieved.
- Permit free or discounted access for EVs to all tolled highways in Ontario.
- Establish a robust network of electric vehicle charging stations across Ontario.

3 Ensuring All Infrastructure Projects Are Sustainable

In 2021, OSPE urged the Ontario Government to answer the concerns raised through its plan to build the Bradford Bypass, which would run through Ontario's Greenbelt, as well as cancel its plan to build Highway 413, and maintained:

- All levels of government should retain expert engineering input on transportation infrastructure to guarantee short and long-term planning that best serves the needs of the Greater Toronto Area for the upcoming years.

Response from government regarding the Bradford Bypass:

"The Ontario Ministry of Transportation (MTO) will continue to consult and engage with the public, key stakeholders, regulatory agencies and Indigenous communities to discuss the project and solicit feedback on the design and EA study. The results of these consultation efforts will be taken into consideration in the evaluation of the selection of the technically preferred design and will be presented to the public at the second Public Information Center in the fall of 2022."

- Jennifer Graham Harkness, P.Eng., Assistant Deputy Minister / Chief Engineer

4 Advocating for a Sustainable Minerals sector in Ontario

Engineers have been a key stakeholder group engaged in the development of Ontario's first ever Critical Minerals Strategy.

Engineering input was clear:

- Each step in the supply chain, including exploration, construction, mining and

manufacturing must be a sustainable practice.

- Ontario can play a leading role in supplying leading industries and supporting the low-carbon transition through its critical minerals.

5 Ensuring Engineers Have the Skills Required to Succeed in the Energy Efficiency and Green Building Sectors

Throughout 2021, OSPE called on the Ontario government to invest in green jobs. Engineers maintained that as Ontario and Canada transition towards a low-carbon future, the energy efficiency and building sectors will be at the forefront of change. To accelerate this, it is important to strengthen the capacity of the existing workforce and attract more people to work in these sectors,

especially engineers.

In the next 10 years, targeted investment and policies in support of green buildings can lead to 626,080 direct green building jobs in Canada. Engineers are key to planning and executing the green projects that will provide these jobs. Without engineers these sectors will not flourish.

6 Calling for Ontario's Building Code to be Net-Zero

The building sector accounts for about 22 per cent of Ontario's total greenhouse gas (GHG) emissions. Reducing this sector's carbon footprint is key in achieving Ontario's and Canada's climate targets. The National Building Code (NBC 2020) and the National Energy Code for Buildings (NECB 2020) contain new guidelines for energy efficiency in homes, small buildings, and commercial and institutional buildings.

Provinces have the option to adopt these provisions. Ontario should adopt these sections of the NBC 2020 into the Ontario Building Code O.Reg. 332/12 and define clear steps and deadlines to achieve a Net-Zero Energy Ready (NZER) code by 2030. By doing so, not only would Ontario decrease its carbon footprint, but would also create jobs moving forward, especially under the lens of more energy efficient buildings and retrofits.



Engineers Call on Government to Address Curtailed Energy in Ontario

OSPE's Energy Task Force released updated data on curtailed energy, revealing that Ontario wasted a total of 7 terawatt-hours (TWh) of clean electricity in 2020, enough to power 780,000 homes. OSPE's findings represent a consistent upward trend in curtailed clean electricity, with an 8 per cent increase from 2020 and 94 per cent increase

from 2014. Engineers have been reporting these numbers for seven years, and since that time, little has been done to mitigate this important issue. OSPE met with the Ministry of Energy to share these findings and continue discussions on solutions for Ontario.



Celebrating Engineering Excellence

Engineers gather to celebrate the 2021 Ontario Professional Engineers Awards

Since 1947, the Ontario Professional Engineers Awards (OPEA) have recognized professional engineers in Ontario who have made outstanding contributions to their profession and their community.

In 2021, OSPE proudly honoured the OPEA winners with an in-person awards dinner at the Eglinton Grand in Toronto, in addition to the virtual awards ceremony streamed live for the entire profession to tune in.



Sharing Engineers' Accomplishments Through Storytelling

231

Engineers and EITs featured on OSPE's Society Notes blog

47

Engineers and their perspectives or profiles featured in The Voice magazine

19

Engineers featured on OSPE's Engineering the Future podcast

21


Engineers and EITs featured in OSPE's ENGTalks

#IAmAnOSPEMember




"...because OSPE does important work. It focuses on other aspects of engineering besides the technical component."


- Ashley McKenzie




Jerome James, P.Eng.



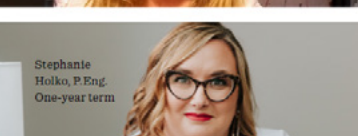
Peter Marcucci, P.Eng.



Dr. Marilyn Powers, Ph.D., P.Eng.




Irene Sterian, P.Eng.




Stephanie Holko, P.Eng.
One-year term

for Artificial Intelligence




Of particular interest to risk management professionals, leaders in STEM and all those with ties to the healthcare industry, will be **Dr. Jeanette Quaglieria, P.Eng.**'s presentation titled "How Organizations Can Prepare Their Leaders, Boards, and Risk Managers for Artificial Intelligence." Dr. Quaglieria works as Digital Innovation Strategist at the Health Insurance Reciprocal of Canada (HIROC) and brings a passion for improving healthcare systems for the benefit of all users. Quaglieria too works at HIROC, as Vice President of Performance Excellence and Information Services. With over 20 years of experience, Quaglieria has developed vast leadership experience in the healthcare sector, working in pharma, Ontario Public Service, acute care, academia, and consulting. In addition to her considerable responsibilities at HIROC, including the management of their cyber security portfolio and advancing HIROC's digital and data analytics capabilities, she is also a proud member of the Board of Trustees for Holland Bloorview Kids Rehabilitation Hospital and the recipient of the 2020 Top 10 Women Leaders in Digital Health Award, Digital Health Canada.



Jeanette Quaglieria, P.Eng.

Audience members will gain practical guidance in the development and implementation of AI applications in healthcare, with a focus on risk identification, management, and mitigation. Engineers know that AI is being increasingly relied upon in healthcare systems to increase safety, improve quality and reduce the burden on increasingly strained systems. This presentation is an opportunity for attendees to learn how AI may be best incorporated into healthcare systems and the impact that AI tools will have on the growing number of patients and families, and potential biases that may be introduced by the way an AI platform was developed and built.


at 2021 Water's Next Awards



Every year, Water Canada's Water's Next awards program honours the innovative achievements and ideas of individuals and companies that successfully work to make a positive change in the water industry in Canada and abroad.


OSPE would like to congratulate **Indra Mahajan, P.Eng.**, on winning the Government Leader award at this year's awards ceremony. Indra is a great example of how engineers care for the environment around them and how engineers can lead within their industry to make impactful change.

Jeanette Southwood, P.Eng., named Honorary Captain by Royal Canadian Navy



OSPE would like to congratulate member, **Jeanette Southwood, P.Eng.**, on being named an Honorary Captain (Navy) of the Fleet Maintenance Facility Cape Scott by the Royal Canadian Navy (RCN). Canadians who receive this an honorary designation are appointed by the Minister of National Defence and are leaders in their respective fields and take on the role of ambassador for the RCN to the Canadian people as a whole.

Dr. Bert Wasmund, P.Eng., receives the Selwyn Blaylock Canadian Mining Excellence Award



OSPE would also like to congratulate **Dr. Bert Wasmund, P.Eng.**, for receiving this year's Selwyn Blaylock Canadian Mining Excellence Award. This award celebrates an individual's distinguished service to Canada through exceptional achievement in the field of mining, metallurgy, or

OSPE Celebrates International Women in Engineering Day

On June 23, OSPE presented a live podcast episode of Engineering the Future featuring the remarkable talents and insights of three OSPE members:

- **Dr. Marilyn Powers, Ph.D., P.Eng., OSPE's Vice Chair**
- **Beatrice Sze, P.Eng., J.D., OSPE Research & Innovation Task Force member**
- **Dr. Lauren Briens, Ph.D., P.Eng., OSPE Diversity & Inclusion Task Force member**



L to R: Marilyn Powers, Ph.D., P.Eng., Beatrice Sze, P.Eng., Lauren Briens, Ph.D., P.Eng.

Pursuing Excellence & Lifelong Learning



Throughout 2021, OSPE continued to develop the Ontario Engineering Academy (OEA) to be a go-to source for engineers in their journey of lifelong learning.

OSPE defined the following learning streams to guide curriculum development:

- Technical Learning

- Leadership & Management
- Project Management
- Business Acumen
- Equity, Diversity, and Inclusion

OSPE is actively working on offerings in each of these learning streams and members can look forward to a robust buildout in the coming months and years.

Thank you to the OEA's 2021 Partners



Ontario Engineering Academy Partnerships Support Life-Long Learning for Engineers

2021 was a year of substantial growth for the OEA. With new certifications and micro credentials, OSPE members can access robust professional development more easily than ever before.



OSPE has partnered with University of Waterloo to help engineers remain agile as the world of work changes.

WatSPEED, the Faculty of Engineering, and OSPE have collaborated to launch an innovative new series of professional development courses designed to help engineering professionals compete in an increasingly digital landscape. These courses will enable engineers, technicians, technologists, leaders, and managers to navigate industry disruption and adapt to rapid changes in technology.

The first offering in this series of professional development courses, Digital Transformation, will begin in the Fall of 2022, and is designed to address the impact that information technology is having on the field of engineering.

During the eight-week course, engineers and those who influence or lead change within their organizations will discover new technologies and plan for their integration into the workplace.

Industry Partners

OEA is working with many industry partners to bring members relevant training across all our learning streams. Examples from 2021 include:

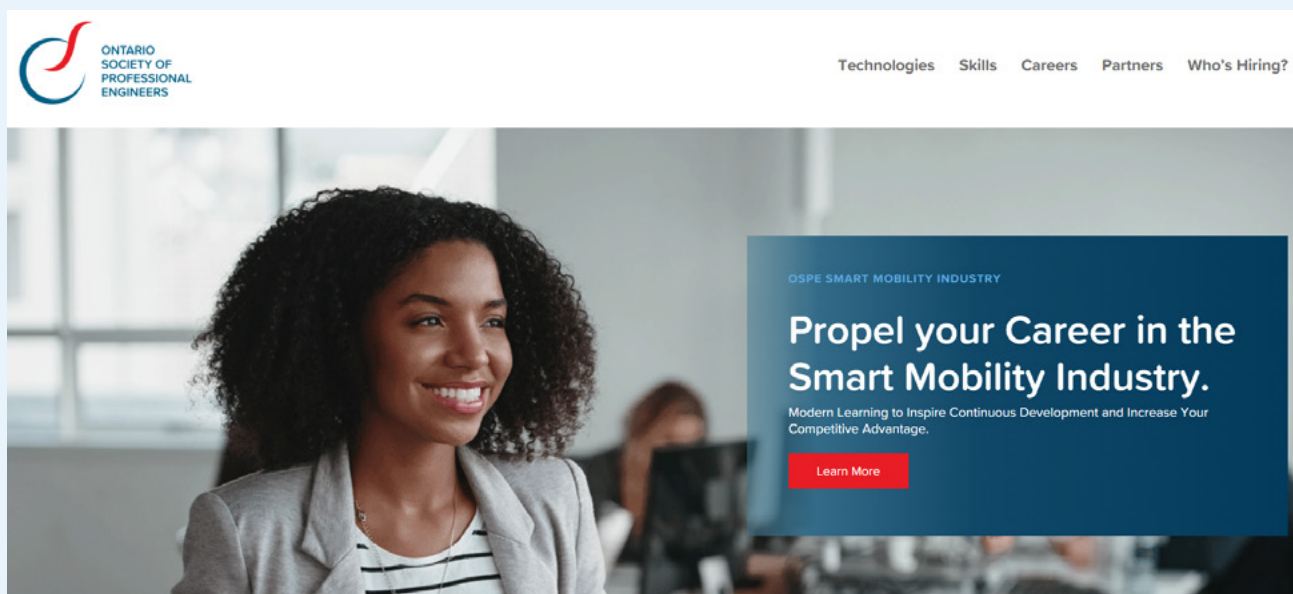
- Emerging Leaders Certificate Program and other leadership & management courses in partnership with Rzultz
- Risk Management from our partners at Procept
- Health and Safety from our partners at Minerva
- Preparatory courses to help individuals in their journey to P.Eng.
- Writing that Sells: Technical Proposals & Pitches Certificate Course in partnership with Christa Bedwin at Sola Rosa

DiversifySTEM

Our DiversifySTEM curriculum was redesigned and updated in 2021, including the addition of new content addressing topics like microaggressions, parental leave, and challenges facing women Engineering Technologists and Technicians. In keeping with OSPE's commitment to promoting diversity in the profession, there's more to come in 2022, so keep checking back.

Propel your Career in the Smart Mobility Industry

Focusing on the technology, skills, and careers in the smart mobility sector, the updated PropelUs site has become one of our most popular resources for engineering professionals starting out, as well as those looking to keep up with this fast-moving industry.

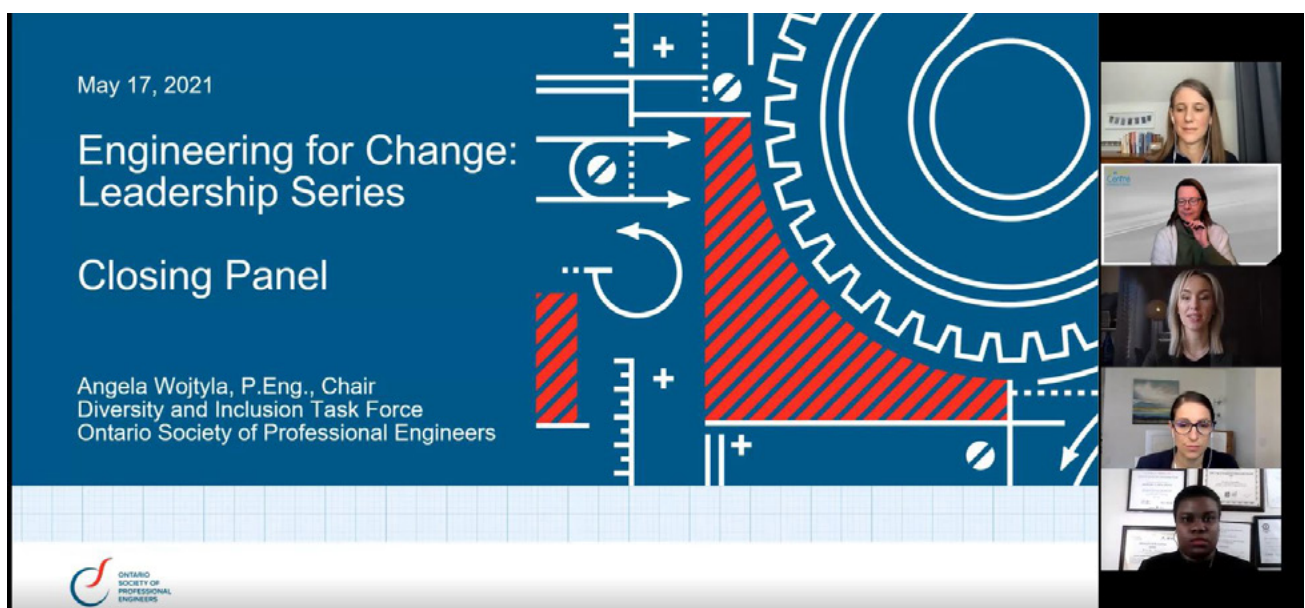


Facing the Future

OSPE hosts Engineering for Change Virtual Leadership Series

Curated by OSPE's Diversity & Inclusion Task Force, this virtual event series provided early to mid-career professionals with tips and strategies on a variety of leadership-related topics. Designed to help OSPE members develop relationships, network, and share knowledge, participants were asked to watch a weekly video and attend a group discussion. The videos covered a wide range of important topics, including building confidence

and influence, negotiation, navigating biases and their resulting barriers, and understanding your identity and approaching balance. The series was followed by a live webinar on May 17, 2021 where all speakers came together for a panel discussion. The series was an excellent example of the engineering community coming together to learn, connect, share and support each other.



OSPE Member Dr. Emily Moore, Ph.D., P.Eng. leads research on Engineering Leadership, sharing insights at OSPE's Engineering Conference

In recent years there has been a call to action for engineers to lead. But what does this really mean? Do engineers feel prepared to lead? Do they even want to? What is standing in their way?

In January 2021 as part of funding received through a grant from the Social Sciences and Humanities Research Council (SSHRC), OSPE members were surveyed to try to answer these questions. The response was fantastic; more than 1,300 individuals responded with good

representation from different disciplines, age groups and industries. Of the respondents, 75% were OSPE members, and 87% had a P.Eng. or EITs.

Those who have always embraced the idea of engineering as a leadership profession saw the technical and leadership aspects as inherently intertwined, while those who resisted the relationship viewed engineering and leadership as mutually exclusive domains.



Strengthening the Engineering Community Through Mentoring

OSPE creates opportunities for members to share expertise and experiences with each other through our mentorship program. In 2021, the redesigned program was updated to connect engineers and engineering graduates in the early stages of their careers with senior engineers who possess the skills and expertise they are interested in honing.

Unlike traditional mentoring relationships that develop over time, OSPE created a “Drop-In Mentoring” system to accelerate the mentoring process.

Mentees can book a 30-minute session with as many mentors as they’d like, which provides access to a much wider knowledge base. OSPE’s many talented mentors are excited to meet and help young OSPE members grow and succeed.



**Michael Liu,
P.Eng.**

Michael Liu is a professional engineer working in the water industry. His focus is on the design and construction of infrastructure projects for municipalities in Ontario. His role as a Regional Discipline Lead for Electrical and I&C allows him to help his clients plan, design, maintain and protect their plants, facilities and personnel.

As a lifelong learner, he has been involved in mentorship activities since university. He knows the value of having proper guidance for professionals on their journeys in becoming the best versions of themselves. He strives to be the help and support that he wishes he had.

“Mentorship is important for all professionals because it is the guidance we need in our careers. There are many lessons from the working world after school, but they are not taught in the classroom setting. Mentorship is the compass and lighthouse as we navigate through our lives. It benefits everyone involved and it helps facilitate life-long learning, relationships, and growth. Mentorship on a person’s journey in becoming the best version of themselves is invaluable, and in turn, it helps in making positive impacts on our world.”

– Michael Liu, P.Eng.



Emily Sabo, P.Eng.

Emily is a Civil Engineer, specializing in transportation planning and engineering. She has worked in BC, Ontario, and Alberta in consulting and at all levels of government. In addition, she worked at PEO, in the EIT Programs department, providing recent graduates and newcomers to Canada guidance on how to meet the requirements for licensure in Ontario. Emily is an avid traveller, and in 2014 took a year off to travel the world. She’s navigated job changes, relocations and returning to work after parental leave. Emily loves to meet new people and, as a mentor, help them attain their professional goals.

OSPE Analyzes Data to Identify What Engineering Disciplines are Most Common at Entry Level Positions

To offer a snapshot of where the jobs are, OSPE analyzed data from the 2019 OSPE/Mercer salary survey containing data from 210 companies representing more than 9,400 engineers and engineering graduates. OSPE broke down data from 10 specific disciplines and produced a report that looks at what types of engineering employs the highest proportions of professionals at an entry level position.

While many factors are at play when deciding which discipline and career to pursue in engineering, the report provides useful observations about the most common engineering positions amongst Ontario companies. With this analysis, OSPE is providing insights for young people in deciding which engineering program to choose, while outlining skill sets needed to show what new graduates should prepare for when pursuing engineering as a career.



Financial Statements

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, 2021, 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, 2021.

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*.



Chartered Professional Accountants, Licensed Public Accountants
Oakville, Ontario
April 4, 2022

Summary Statement of Financial Position

Ontario Society of Professional Engineers Summary Statement of Financial Position

December 31	2021	2020
Assets		
Current		
Cash	\$ 1,050,587	\$ 924,481
Short-term investment	1,177,969	714,866
Accounts receivable	689,074	720,883
Prepaid expenses	99,100	39,542
	<u>3,016,730</u>	<u>2,399,772</u>
Long-term investments	435,630	628,139
Capital assets	13,882	15,634
Intangible assets	65,077	93,729
	<u>\$ 3,531,319</u>	<u>\$ 3,137,274</u>
Liabilities and Net Assets		
Current		
Accounts payable and accrued liabilities	\$ 539,867	\$ 408,600
Deferred revenue - government projects	54,879	13,853
Deferred revenue	787,826	783,550
Deferred lease incentives	8,534	8,163
	<u>1,391,106</u>	<u>1,214,166</u>
Net Assets		
Invested in capital assets and intangible assets	78,959	109,469
Internally restricted	1,287,186	1,287,186
Unrestricted	774,068	526,453
	<u>2,140,213</u>	<u>1,923,108</u>
	<u>\$ 3,531,319</u>	<u>\$ 3,137,274</u>

Summary Statement of Operations

Ontario Society of Professional Engineers Summary Statement of Operations

For the year ended December 31	2021	2020
Revenue		
Membership fees	\$ 1,218,720	\$ 1,223,821
Royalties	1,667,016	1,565,338
Government projects	1,081,840	799,145
Sponsorship	426,656	256,540
Professional development	183,134	143,650
Advertising	21,185	31,791
Career services	100,418	85,287
Other revenue	19,411	78,202
Investment income (loss)	(3,510)	53,997
	4,714,870	4,237,771
Expenses		
Advertising and promotion	142,990	64,819
Amortization - capital assets	10,437	10,830
Amortization - intangible assets	28,652	46,128
Annual general meeting and general assembly	2,104	9,953
Audit, legal and professional services	33,388	63,002
Bank charges	77,581	75,865
Consulting	450,060	328,198
Elections	11,052	5,282
Event production	461,180	451,968
Government projects	1,081,840	799,145
Insurance	122,956	121,609
Meetings	18,739	84,618
Office and general	162,948	135,557
Postage	30,151	30,856
Publications	36,482	52,678
Rent	133,634	140,749
Sponsorship	46,666	63,296
Telecommunication	20,854	25,596
Travel and volunteer expenses	51,274	82,435
Wages and benefits	1,574,777	1,151,397
	4,497,765	3,743,981
Excess of revenue over expenses for the year	\$ 217,105	\$ 493,790

Summary Statement of Changes in Net Assets

Ontario Society of Professional Engineers Summary Statement of Changes in Net Assets

For the year ended December 31

	Invested in capital and intangible assets	Internally restricted	Unrestricted	2021 Total	2020 Total
Balance, beginning of year	\$ 109,469	\$ 1,287,186	\$ 526,453	\$ 1,923,108	\$ 1,429,318
Excess (deficiency) of revenue over expenses	(39,195)	-	256,300	217,105	493,790
Purchases of capital and intangible assets	8,685	-	(8,685)	-	-
Balance, end of year	\$ 78,959	\$ 1,287,186	\$ 774,068	\$ 2,140,213	\$ 1,923,108

Ontario Society of Professional Engineers Note to Summary Financial Statements

December 31, 2021

1. 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, 2021 and December 31, 2020 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.

2022 Event Dates

OSPE Annual General Meeting

Monday, May 9, 2022

Virtual

OSPE's Golf Tournament

Wednesday, May 18, 2022

Angus Glen Golf Club

Markham, Ontario

OSPE's Annual Engineering Conference

Thursday, November 3, 2022

The Shaw Centre

Ottawa, Ontario

Ontario Professional Engineers Awards Gala

Friday, November 18, 2022

Universal Event Space

Vaughan, Ontario

Visit www.ospe.on.ca for more information

www.ospe.on.ca



ONTARIO
SOCIETY OF
PROFESSIONAL
ENGINEERS



OSPE BYLAW NO. 2 AMENDMENT

The following proposed revision will be voted on at the May 9, 2022, OSPE Annual General Meeting.

There are two updates to this section, the first is a housekeeping item to add “**President and**” in front of Chair as the Chair is the President of the Society, as per our bylaws.

The second update is to formally add the participation of the Vice Chair. As the President and Chair of OSPE is also the chair of the HR Committee we feel that it is important for continuity that the Vice Chair participate as a member of the committee for one year before taking on the role as Chair. Also, the Board Director and Officer terms do not coincide with the CEO performance evaluation. This ensures that the incoming Chair will be involved in the entire evaluation process.

Article 6 – Governance, 6.9, Committees of the Society, 6.9.1 (c),

will now read:

Human Resources Committee – There shall be a Human Resources Committee, consisting of the **President and** Chair, who shall be the chair of this Committee, **the Vice Chair** 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.

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 by the Nominations Committee, according to the policies and rules established by the Board from time to time, provided that:

(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 President and Chair, who shall be the chair of this Committee, the Vice Chair 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, 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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