



ONTARIO  
SOCIETY OF  
PROFESSIONAL  
ENGINEERS

# **Annual General Meeting**

## **Package**

**May 7, 2024**



# OSPE VIRUTAL ANNUAL GENERAL MEETING

Tuesday May 7, 2024

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## AGENDA

**6:00 p.m.**

### **ANNUAL GENERAL MEETING**

#### **Call to Order**

Motion to approve the minutes of the Annual General Meeting of May 8, 2023

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 approve Special Resolution #1

Motion to approve Bylaw No. 1-2023

Motion to approve Special Resolution #2

Motion to approve Special Resolution #3

Motion to approve Special Resolution #4

Member Questions

Presentations

Closing Remarks

**8:00 p.m.**

### **CONCLUSION OF ANNUAL GENERAL MEETING**

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## Annual General Meeting (Virtual)

Tuesday May 7, 2024

### 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 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 designated 2 business days before the meeting is to take place.

When the Chair calls for a vote on a motion, please navigate to the Secure Voting section and click NEXT VOTE. There will be support information posted in the chat box. **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 **chat box** located in the Zoom meeting controls. The moderator will retrieve all questions and announce them to the 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 **Chat 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 register for the AGM?

To register for the AGM, please complete the registration form here by **May 2**.  
<https://ospe.on.ca/event/agm-2024/>

You will be emailed a link to connect to the event from Data on The Spot – our virtual meeting and electronic voting platform. They will email in the week leading up to May 7 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 30 minutes prior to the scheduled start time to test your system.

### 3. How can I connect?

#### Via Web browser

Open the email from Data on the Spot. Therein, you will find a link that will take you to an integrated website that contains the Zoom meeting, Voting section, and Documents section.

If you're 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. To join the meeting, please enter your full first and last name and click "Join Meeting". You'll join with your microphone and camera off.

If you wish to use a second device for voting, the email will contain a separate direct link to the SimplyVoting website (<https://ospe.simplyvoting.com>)

#### 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 Thursday, May 2**.

### 4. What if I have technical difficulties?

Support will be available by using the chat box. You can also email [credentials@dataonthespot.com](mailto:credentials@dataonthespot.com), or call 1-833-DOTS-123

### 5. Will the presenters see or hear me?

No, you will be able to view and listen to the meeting.

### 6. Can I ask questions during the meeting?

You will be able to ask questions by using the "chat box" button in the control panel.

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

When a vote is called, click “Secure Voting”, or scroll down on the website and **enter your unique ID/password**. If you are already logged on, **click Next Vote**, and the active ballot will appear as a clickable link.

If voting **by phone**, please call the phone number, **1-833-DOTS-123, (1-833-368-7123)**, a live support person will record the vote and confirm with the voter. Please have your ID/Password ready to provide to the support person.

## 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, under “Reactions” in the Zoom meeting controls.

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

Members have been given advance notice of the terms of a motion and 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, Bylaw Changes and Special Resolutions?

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

## 11. 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, 2023

**MINUTES** of the Annual General Meeting (AGM) of the Ontario Society of Professional Engineers (OSPE) held virtually on the 8<sup>th</sup> day of May 2023 at the hour of 6:00 in the evening.

**PRESENT:**

Approximately 50 Professional, Honorary, and Associate members of the society attended virtually.

**Items**

**1.0 Call to Order**

The Chair, Dr. Marilyn Powers, P.Eng. began the meeting with a land acknowledgement, followed by a review of housekeeping items. She then thanked OSPE's valued partners and introduced the current Board of Directors. The meeting was officially called to order at 6:10 p.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 9, 2022, 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 9, 2022, were approved.

**MOVED:** Sandra Ausma; **SECONDED:** Rakesh Shreewastav; **MOTION CARRIED.**

Before moving forward, the Chair thanked OSPE's partners from the engineering community for joining us here this evening, Professional Engineers Ontario, Engineers Canada, Engineers Nova Scotia, The Association of Consulting Engineering – Ontario, The Ontario Association of Engineering Technicians and Technologists and the Ontario Association of Architects. OSPE looks forward to continued collaboration for many years to come.

**3.0 Report of the Chair and CEO**

The Chair and the CEO, Sandro Perruzza presented their report, highlighting OSPE's progress and achievements we have made in serving our members and the engineering community in 2022. The past year has been one of reopening and renewing our activities. To achieve success in 2022 we continued to use some of the activities and tools that enabled us to thrive when operating virtually, while also returning to in-person events like the Engineering Conference hosted in Ottawa.

In this new era of work, we also began implementing our new strategic plan focused on the core principles that OSPE exists to help Engineers to Lead, Grow, Care, and Prosper.

OSPE's enduring goals are to serve the needs of members by providing programs and services that enable engineers to begin and to build meaningful careers. OSPE continues its work to place the expertise of engineers as a resource for economic development and public safety in Ontario.

It is OSPE's role to be the voice of the profession and the engineering community and to create a platform for engineers to gather, share expertise, and provide recommendations on issues facing the profession and society. We need to state clearly that our volunteers on our various committees, task forces and working groups are truly amazing! Without their selfless commitment and dedication, none of this work could have been done. As members, you can be very proud of how collectively we have actioned our intent to be a leader and trusted source for policymakers over the past year.

Leading many important conversations and initiatives, such as the Ultra Low-Cost Energy Pricing Model introduced by the Minister of Energy that he singled out OSPE's direct involvement in developing. One of the highest-profile achievements within this pillar came late in the year when the Indoor Air Quality (IAQ) Working Group released a series of reports and recommendations. Based on a true understanding of how buildings operate and based on the determination that COVID-19 droplets can be airborne, these vital reports and advocacy gained significant attention within the engineering community and from the mass media, across the country. The impact has been so great that recently a legislative measure has been tabled both here in Ontario, Quebec and in New Brunswick that could permanently and positively improve indoor air quality at common-use buildings like schools and hospitals. While the findings of the IAQ Working group gained a lot of attention, there were other outputs that also got the attention of policymakers.

Some areas of significant activity have been with data governance, where OSPE published a 5-part series of member-led white papers, and a release of three reports that examined how to utilize sustainable procurement as a means of increasing employment opportunities for equity-seeking groups. We are thrilled to give a platform to the many engineers in any discipline looking to make sure our futures are secure, profitable, and bright for everyone. These efforts continue to demonstrate the intelligence and breadth of our diverse members.

While producing content is valuable, OSPE is also committed to developing the right relationships to assure the insight of our members and experts may influence public policy in a meaningful way through our advocacy efforts. OSPE is committed to engaging governments at the federal, provincial, and municipal level, in addition to other stakeholders, in order to ensure the specific insights that only engineers can make are a part of the policy conversations. If we don't, then who will steer the conversations that need to take place to ensure Ontario continues to grow smartly and safely. On the slide is a very small sample of our full engagement efforts, you can find more information about these efforts in the Annual Report and online on the OSPE site.

It is also OSPE's role to become the trusted resource for Ontario engineers to grow professionally and personally, a role that continues to expand due to requirements from our regulator at the beginning of the year. Here is a brief look at activity and success in this area in 2022.

OSPE is always looking to expand its offerings to meet the professional development needs of engineers. In 2022 we offered a collection of certificate programs, including a new partnership with WatSpeed from the University of Waterloo, to deliver a comprehensive

program in Digital Transformation. Other certificate programs offered engineers the principles of technical writing, project management, and tech stewardship.

One of the great joys of 2022 was our Engineering Conference in Ottawa. It had been a number of years since we had a gathering like that in person and it was a delight to see so many members and critical stakeholders in person. #EngCon helps OSPE deliver on a number of our strategic pillars – to give engineers a space to demonstrate their leadership, to grow through learning from their peers, to shine a light on our values of true equity, diversity, inclusion, and accessibility, and to all prosper in moving our careers forward.

We were delighted to deliver four distinct learning streams including technical presentations and panel discussions, on topics from the climate crisis to equity, diversity, and inclusion. The Conference is a one-stop shop for what OSPE does best, bringing the engineering community together to learn, connect and engage with each other for the benefit of Ontario.

The mission of OSPE is to support the entire engineering community. While recent changes have increased the focus on broad professional development delivery, our Journey to P.Eng. Pathway is still a critical offering. OSPE is very proud of the hundreds of future professional engineers we are helping prepare for licensure. Throughout 2022, nearly 300 candidates participated in OSPE prep courses.

OSPE is committed to elevating awareness of the role that a diverse and inclusive engineering community plays in making the world a better place. We are proud of our efforts in this area over the past few years. Last year, there was a coordinated effort to align our advocacy focus with our vision of creating a more diverse, and as a result, more robust engineering industry in Ontario. One of those initiatives was to collaborate with Woman and Gender Equity Canada to better understand how we can create more opportunities for women and other equity-seeking groups in engineering in order to expand the career opportunities for members in these groups. The results of these efforts were a series of reports that tell us one important thing, real change comes from understanding the drivers and making systemic improvements. With that in mind, OSPE is championing Sustainable Procurement initiatives, helping employers, like governments and other public institutions, see the merits in the short and long term, of insisting on diversity programs as part of the procurement process.

Combined with Qualifications Based Selection system (or QBS), which encourages buyers of engineering services to look past low-price bidders for complete solutions. By focusing on procurement practices of some of the largest investors in engineering services, more can be done than with simple pledges and tokenism. Increased diversity is proven to be a driver of value and we can embed these in the system with willing partners.

While OSPE is plugged into a lot of sources of information, as engineers, you know there is always great value in doing your own research. With that in mind, OSPE conducted a study across all industries and sectors and in November of 2022, we released the benchmarking report “Ontario’s Engineering Community in Transition”. Hearing that title, you may think this is just another report about how an aging population is changing the workplace for engineers, and it is... but it was so much more than that. Through this research, we were able to dig deeper into the experiences of men, women, internationally trained engineers, and other distinct groups to hear more about their perceptions and concerns of this evolving profession.

These are some of many groups we know we can better support in the years to come and we are committed to doing so, not just through the work of our Equity, Diversity, Equity and Accessibility Committee...Yes, you heard that right, this group has recently expanded to better understand and support engineers and engineering employers who have accessibility

needs, while also continuing to support our current EDI initiatives. To see real change, we need to continue to be vigilant on many fronts and OSPE remains committed to doing so.

A core objective for OSPE is to continually expand opportunities for engineering jobs in Ontario and protect the practice rights of engineers so that both our members and Ontario can prosper. For many, that means access to meaningful employment in the sectors they are passionate about. In 2022, OSPE hosted Virtual Engineering Employment Events – E3s. Those events connected over 800 engineers with close to 50 employers in the sector. The virtual format worked well, and we are reviewing how to create the right schedule and balance for 2023. In case you were wondering we are off to a good start with over 200 registrants for our E3 in Mississauga just a couple of weeks ago. The appetite for this support and its targeted nature is of great value. OSPE also offers 24/7 access to our job board and mentoring services plus job search workshops. No matter the stage of your engineering career we can help you find the next opportunity and help you advance.

In closing, the Chair thanked the CEO for joining her to deliver this report as well as thanking the dedicated members and ambassadors, who contribute their time and expertise. Please continue to show up, voice your needs and concerns and help OSPE advocate for the profession you chose.

#### **4.0 Report of the Nominations Committee**

The Chair welcomed Stephen Pepper, P.Eng., Chair of the Nominations Committee, to provide his report. S. Pepper thanked fellow committee members, Stephanie Holko P.Eng., Matthew Mairinger, P.Eng., Emily Pepper, P.Eng. and James Wheeler P.Eng. He 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. He further noted that this year there were four open Board positions due to normal rotation for a 3-year term.

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

David Carnegie, P.Eng.  
Meggen Janes, P.Eng.  
Mark Emmanuel, P.Eng.  
Caroline Wojtyla, P. Eng

He 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, Nicholas Burgwin, P.Eng. summarized the auditors' report and presented the audited financial statements for the fiscal year ended December 31, 2022.

#### **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, Sandra Ausma P.Eng., Mark Frayne, P.Eng. and Raymond Mantha, P.Eng. He noted that the Committee issued an RFP, request for proposal, to various audit firms in 2021 for the 2022 audit and the next 5 years. This was conducted as a matter of good business practice and due diligence. As a result of this review, as well as the professional and efficient delivery of high-quality service, the Committee and the OSPE Board recommends that BDO Canada, LLP, be appointed as auditors for 2023.

**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:** Rex Camit; **SECONDED:** James Burns; **MOTION CARRIED.**

## 7.0 Members Questions

The meeting was opened for general questions from the membership.

### **What is OSPE doing to strengthen its relationship with PEO?**

OSPE currently works cooperatively with PEO at the staff level, sharing information and resources that can help each of us achieve our distinct mandates. Moving forward, we will be holding a yearly Leadership Summit where Executive members of PEO Council and the OSPE Board, along with the senior management leaders of both organizations will meet to discuss and resolve issues in an open forum as well as where we can work together.

### **What are OSPE Plans to provide CPD Education for P.Eng. s?**

OSPE's Engineering Academy (EA) framework is structured into three defined Pillars that connect an eco-system and industry segments to deliver educational offerings such as courses, programs, and certificates.

In February of 2021, an in-depth needs analysis was conducted for OSPE's Engineering Academy. There were two surveys sent out: one to organizations and one individuals (both OSPE members and non-members). The findings of the needs analysis are the basis of the future of the Engineering Academy's learning and development offerings.

We have partnered 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. In 2022, OSPE launched a learning management system for e-learning to complement our current instructor-led training in assorted topics including leadership, management, communications, and essential skills, etc. The Engineering Academy's goal is to become the go-to place for life-long learning for engineers & engineering graduates across Ontario. This is even more critical now since PEO has announced the new Regulation that ensures that Mandatory CPD came into effect on January 1st, 2023.

### **What can OSPE do to further lobby and inform industry and government bodies on the instrumental role engineers hold in climate change mitigation?**

Protecting the environment is essential to promoting a sustainable and healthy lifestyle for current and future generations. As problem solvers, engineers provide important insights on system planning, efficiencies and integration, total lifecycle costing and scenario analysis for sound policy making when it comes to combating climate change and mitigating its impact.

The advocacy process is one that requires thoughtful reasoning, strategic direction, and critical analysis. Before moving forward with any issue, these skills are put into practice by OSPE's Task Forces, Working Groups, Advisory Groups and Committees made up of engineers who are subject matter experts in their field. A clear advocacy plan will outline the key stakeholders OSPE must interact with to achieve change. These will include government (municipal, provincial, or federal), as well as industry partners or academia, depending on the issue at hand. In early 2023, OSPE formed a Climate Crisis Task Force, which is focused on supporting sustainable infrastructure solutions and green initiatives in Ontario's long-term energy plan (including electric vehicle adoption, green power grid infrastructure, and sustainable nuclear power options.)

**What is OSPE doing to advocate for the value of the P.Eng. license and exclusive rights to practice, such as, engineers taking accountability with other qualified professionals for carbon calculations?**

OSPE, as well as other organizations, has been calling on PEO to eliminate all non-regulatory activities, so that they marshal all their available resources and efforts to solely focus on regulating the evolving practice of professional engineering. OSPE is concerned that after an initial focus on improving the operations and eliminating a number of non-regulatory activities, PEO is starting to again be expanding their reach in areas they initially agreed to stay out of. For example, PEO recently announced that they are now engaged in offering affinity programs to licence holders, despite the OSPE-PEO Accord that we believed still existed between our two organizations. The results of the recent environmental scan conducted for PEO in 2022 for their new Strategic Plan, demonstrates that much more needs to be done by PEO to both clarify their role as the engineering regulator and to win back the trust of its strategic partners. OSPE will continue to support the work of PEO CEO/Registrar, who is continuing to identify and rectify the deficiencies identified by the External Regulatory Review, the Anti-Racism and Anti-Discrimination Report, and the additional ones identified in the 2022 Environmental Scan.

**How many OSPE members are there?** Currently we have approximately 10,000 members.

**Do we have mobility agreements with other provincial professional engineering associations like APEGBC, APEGA, APEGSK, etc.?** Mobility agreements are established between licensing bodies, not member organizations. PEO currently has mobility agreements in place with other provincial licensing bodies.

**Do we have a recent survey / statistics of unemployed and employed professional engineers in Ontario?** We work closely with Canadian census data to generate as full a picture as possible of employment rates for Ontario's engineering graduates.

**What percentage of professional engineers are members of OSPE, and what action is being taken to strengthen OSPE and increase its membership?** Approximately 10%. We are continually working to enhance the value of membership; for example, by expanding our CPD offerings as well as encouraging companies that hire professional engineers to provide memberships for the engineers on their staff.

**Is there anything that OSPE might consider assisting in educating and potentially promoting Limited Licensees as it appears that many are not aware of this license category nor the responsibilities etc.** The limited licence is expected to grow following the recent FARPACTA changes at PEO. OSPE will continue supporting engineering graduates on the path to licensure and will work with PEO to promote the limited licence to those who qualify.

**Are OSPE's professional development courses free to OSPE members, or do members need to pay a fee?** OSPE offers a number of webinars and learning opportunities to members at no additional cost. Other offerings (for example, our Digital Transformation certificate program) have a fee attached. This fee includes a significant discount available exclusively to members.

**Can you share additional examples of how we have worked with political decision makers to influence public policy?**

Recent examples of our advocacy work include the following:

- We collaborate with fellow associations (such as Construction and Design Alliance of Ontario and Ontario Association of Architects) to share our expertise and support their advocacy efforts.

- We have been lobbying government partners to implement a Qualifications-Based Selection framework for procurement of engineering services.
- We are currently meeting with public agencies (including National Defence, Federal Ministry of Transportation, City of Toronto, and City of Ottawa) to educate them on the value of sustainable procurement.
- Our Energy Task Force has worked closely with government leaders to help implement a net-zero energy system by 2050. The province of Ontario recently implemented the ultra-low overnight pricing model that OSPE first recommended six years ago.

## 10.0 Presentations

The University Student Challenge, sponsored by the Ontario Society of Professional Engineers, is held annually during National Engineering Month. Teams of up to 5 students work together to host one or more public outreach events in their local community. Getting involved in public outreach is a great way to strengthen communication and organization skills – something future employers will be keen to see.

The Chair announced this year's winners.

In first place was the team from The University of Ottawa, led by Leah Kristufek. In second place was the team from The University of Ottawa, led by Didem Cicek Simsek and in third place was the team from the McMaster University, led by Olivia Wiper, Joseph D'Angelo, Jonathan Sukhu, Abdul Basith Siddiqui and Oluwadayomi Kehinde.

The Chair then took a moment to acknowledge and thank outgoing Board Directors, Réjeanne Aimey P.Eng., Nicholas Burgwin, P.Eng. and Mark Frayne, P.Eng.

The Chair introduced OSPE's Vice Chair and incoming President and Chair, Stephanie Holko, P.Eng. The Vice Chair thanked Dr. Marilyn Powers, P.Eng., for her leadership throughout the year and congratulated her on her many accomplishments.

The Chair returned to the podium and asked that all 2023-2024 Board Directors join the pre-arranged teleconference meeting, 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 2023 Annual General Meeting.

**MOVED:** Marilyn Powers; **SECONDED:** James Burn; **MOTION CARRIED.**

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Dr. Marilyn Power, P.Eng.  
President and Chair

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Stephanie Holko, P.Eng.  
Vice Chair

# ANNUAL REPORT

2023

Engineers **Lead**  
Engineers **Grow**  
Engineers **Care**  
Engineers **Prosper**



ONTARIO  
SOCIETY OF  
PROFESSIONAL  
ENGINEERS

# About

## The Ontario Society of Professional Engineers

The Ontario Society of Professional Engineers (OSPE) is the home of the entire engineering community in Ontario, a place where engineers come together to realize their full potential. OSPE engages, educates, and enables the engineering community to lead in order to create a better future for our profession and society at large.

## 2023 Annual Report

OSPE's 2023 Annual Report provides an overview of the association's work and impact on behalf of our members and Ontario's engineering community from January 1 through December 31, 2023. This report was prepared for OSPE's Annual General Meeting on May 7, 2024 and outlines how the organization's initiatives and activities met the tactical goals laid out in *Engage, Educate, and Enable: Empowering The Engineering Community*, our 2022-2025 Strategic Plan.



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# Message from the CEO



It is with great pleasure and pride that I address you in our 2023 Annual Report. OSPE has once again had a very prosperous year and we are very excited about our future.

2023 was a year of great achievement, yet it is difficult to summarize a year of activity and progress into just one page. In the spirit of engineering efficiency, I will do my best so that you, our valued members, can appreciate all we have done to serve our members and the engineering community better.

Here are some of the highlights (in no particular order)

***The Voice Magazine Goes Digital (and back to 4x per year)*** – After much debate, we had a couple of choices, sunset our internal magazine or commit to going digital. We went with the latter, launching the digital version of our signature publication last

March, and have continued to deliver valued content on target and on time. Going digital means the news and articles you read are as fresh as possible, and we are following through on our commitments to be more sustainable. It also means more opportunities for members and partners to reach audiences, as we are unconstrained by traditional publishing and distribution costs, making it a true win-win.

***The Largest Engineering Conference Ever*** – 2022 marked the return of our in-person conference. We loved being in the nation's capital and it was a very successful event. Last year, we rotated the event to Toronto and quite simply had our largest, most successful conference ever with more than 5200 participants. They came to see 50+ subject matter experts and more than 120 employers actively targeting engineering professionals. If we weren't sure we could do it, there is no doubt left. It will be a little while until we are back in TO as we want to bring this signature event to more communities to highlight regional engineering innovation across the province. Next up, Windsor in 2024.

***A New Association Management System featuring our EngLearn Platform*** – To serve you better, OSPE upgraded its backend membership management technology last summer. Central to this broad update is the inclusion of our video learning library, **EngLearn**, where you can find recordings from past conferences, our Thought Leadership Thursday series, and so much more. All with the ease of navigation we are accustomed to from YouTube. This new platform will make it easy to find and access what you need, when you need it to satisfy your professional development requirements.

***Exciting Advocacy Wins*** – OSPE's advocacy remains committed to two platforms, doing right for engineering professionals, and doing right for the community of Ontario. In both areas, we have had a measurable impact in 2023. On the former, we were thrilled to see PEO initiate a professional development program for license holders and eliminate the Canadian experience component to make it easier for internationally trained engineers to use their skills in the workforce faster. No matter your station within the profession, from student to experienced professional engineer, OSPE is your greatest advocate. As for impacting Ontario, OSPE was active on the critical files of energy management, housing development, infrastructure renewal, and of course public safety (Indoor Air Quality anyone?). We are blessed to have so many members willing to volunteer their expertise to ensure the growth that Ontario needs is smart and sustainable. Due to the amazing work of our volunteers, we have realized a 37% increase in meetings with government policy makers, and an increase of policy papers and reports published by 60% over 2022 levels.

***The Return of the Annual Holiday Celebration*** – I know this is hardly a monumental success, but I close with it because it is the beginning of getting back to being more physically present for you, our members. This is a priority from your Board and in 2024, we will be hosting a series of member engagement events across the province. Look for an event in your community soon.

That was 2023 in summary, a year of growth and expansion of OSPE's capacity and legacy. On behalf of the rest of the OSPE staff, and our Board of Directors, it was a pleasure serving you, and our community, and we will enthusiastically continue to do so.

Sincerely,

A handwritten signature in black ink that reads "Sandro Perruzza". The signature is fluid and cursive, with the first name being the most prominent.

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

# Message from the Chair



My fellow Engineers,

As you read this, my time as Chair at OSPE will be coming to an end. It has been a true delight to serve the organization and you, our valued members, as Chair for 2023-2024.

Being the Chair of OSPE for the past year has been a gift, as much as a responsibility. The reason I say that is because I have enjoyed working with our conscientious staff and dedicated volunteers to represent our members and the interests of Ontario.

Just a few weeks ago, I spent a Tuesday at Queens Park, meeting with elected officials to advance the interests of our members and the engineering community. It was an honour to do so with the confidence of knowing our profession and association have so much to offer to those making critical decisions about our future.

Every three years OSPE commits to a strategic plan and my year of service was in the middle of a plan focused on leadership and learning. If you follow OSPE on social media, you will see a lot of posts conclude with #OSPELeads & #EngineersLead. That is because of our members' belief that the value of what engineers can contribute to society must be shared.

As many other OSPE leaders have said before: problem-solving is an engineer's greatest skill, and it is wonderful to see how many engineers consistently stepped forward with meaningful and actionable suggestions so that our elected officials have the right information to inform their policies. We never come from the position that we are the smartest, only that engineers have something to contribute that must not be kept in the shadows. Thank you again to my fellow volunteers who joined me at Queens Park. The path to impact is one of patience and commitment and it was why OSPE was created.

The other tags you will see in a lot of our social media are #OSPECares and #EngineersCare. When we use this phrasing, we are signaling the Association's commitment to improving the conditions for engineers so that whatever you look like, whatever your beliefs, or orientation, no matter where you were born or trained, you can start and grow an engineering career here in Ontario. That is also why OSPE was created.

OSPE is fully committed to an engineering profession that is more equitable, diverse, inclusive, and accessible. Not just because it is the right thing to do—which it is—but because our community needs more engineers deployed to solve the most challenging problems of our world. In many cases, it has been a narrowness in approach that has created some of these challenges to begin with, and only through diversity, respect, and collaboration might the best solutions be found.

As I get close to my final signoff I also want to touch briefly on the notion of life-long learning, and how critical it is to being successful in this profession. Within the pages of this annual report, you will see references to the new requirements for engineers to maintain their licenses and how OSPE has been available to support them with a library of course offerings. OSPE has long championed this, as a simple measure to make sure the engineering profession stays current and maintains the confidence of the communities we serve.

I encourage all of you to not just meet these requirements but go beyond. Keep learning about new technologies and how they might be deployed. Explore how we can all be a little more thoughtful with our peers and neighbors so that everyone thrives. Perhaps even jump into a volunteer opportunity like I did, where your growth is not measured by a certificate, but by the long-term impact of contributing to solutions that truly will enrich the future.

Being an engineer is about processing new information towards real progress. I am very excited about my own learning journey (Hello new master's program!) and I hope you are too.

Sincerely,

A handwritten signature in black ink that reads "S. Holko".

**Stephanie Holko, P.Eng.**  
Chair

# 2023-2024 Board of Directors

## OSPE's 2023-2024 Board of Directors

OSPE meets its strategic goals through the dedicated leadership of our Board of Directors. Thank you for committing your time and energy to supporting Ontario's engineering community.



**(From left to right) Back row:** Meggen Janes, P.Eng. (Secretary), Sandra Ausma, P.Eng., Stephanie Holko, P.Eng. (Chair), Dr. Marilyn Powers, P.Eng. (Past Chair), Caroline Wojtyla, P.Eng.

**Front Row:** Stephen Pepper, P.Eng. (Treasurer), Jerome James, P.Eng., Dave Carnegie, P.Eng. (Vice Chair), Mark Emmanuel, P.Eng., Peter Marcucci, P.Eng., Raymond Mantha, P.Eng., FEC

**Not Pictured:** Jane Ravenshaw, P.Eng.

# OSPE Committees

## Audit and Finance Committee

### Chair

Stephen Pepper, P.Eng. (Treasurer)

### Members

Mark Emmanuel, P.Eng.  
Raymond Mantha, P.Eng.  
Dr. Marilyn Powers, P.Eng.  
Jane Ravenshaw, P.Eng.

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## Board Development and Strategic Planning Committee

### Chair

David Carnegie, P.Eng.

### Members

Sandra Ausma, P.Eng.  
Dr. Marilyn Powers, P.Eng.  
Jane Ravenshaw P.Eng.

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## Canadian Society of Professional Engineers

### Representatives

Sue Tessier, P.Eng. (President)  
Daniel Young, P.Eng. (Vice President / Secretary)  
Jonathan Hack, P.Eng. (Treasurer)

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## Executive Committee

### Chair

Stephanie Holko, P.Eng. (Chair, OSPE Board of Directors)

### Members

David Carnegie, P.Eng. (Vice Chair)  
Meggen Janes, P.Eng. (Secretary)  
Stephen Pepper, P.Eng. (Treasurer)  
Dr. Marilyn Powers, P.Eng. (Past Chair)  
Sandro Perruzza (CEO)

## Hamilton Halton Engineering Committee

### Chair

Sandro Perruzza (CEO)

### Members

Jennifer Clarke, P.Eng.  
Frank Lasowski, P.Eng.  
Umar Malik, P.Eng.  
Gary Moore, P.Eng.  
Ron Schekenberger, P.Eng.  
Ian Shaw, P.Eng.  
Anita Sparre, C.E.T.

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## Human Resources Committee

### Chair

Stephanie Holko, P.Eng.

### Members

David Carnegie, P.Eng.  
Mark Emmanuel, P.Eng.  
Peter Marcucci, P.Eng.

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## Engineers Foundation for Education

### Representatives

Baijul Shukla, MBA, CM (OSPE Staff)  
Jamie Gerson, P.Eng. (OSPE Staff)

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## Ontario Engineering Academy Steering Committee

### Chair

Laura Yu, P.Eng.

### Members

Nick Burgwin, P.Eng.  
Dave Carnegie, P.Eng.  
Dr. Marilyn Powers, P.Eng.

## OSPE Awards Committee

### Chair

Kadra Branker, P.Eng.

### Members

Carmine Ciriello, P.Eng.  
Florin Corcoz, P.Eng.  
Brad DesRochers, P.Eng.  
Jerome James, P.Eng.  
Justin O'Brien, P.Eng.  
Manraj Pannu, P.Eng.  
Rakesh Shreewastav, P.Eng.  
Fanny Wong, P.Eng.  
Oliver Xiao, P.Eng.

# OSPE Task Forces and Working Groups

## Climate Crisis Task Force

### Chair

Geoff Sheffrin, P.Eng.

### Members

Andrew Arizaga  
Kadra Branker, P.Eng.  
Kevin Joseph  
Kenzie Lewis, P. Eng.  
Kirsten Macmillan, EIT  
Tom Markowitz, P.Eng.  
Michael Pathak, P.Eng.  
Marilyn Spink, P.Eng.

---

## Energy Task Force

### Chair

Stephen Pepper, P.Eng.

### Members

Paul Acchione, P.Eng.  
Ismail Barakat, P.Eng.  
Matthew Cable  
Emily Corthay Thorn, P.Eng.  
Anita Eisakhani, P.Eng.  
Mark Emmanuel, P.Eng.  
Mohammad Rasoul Golkaramnay, P.Eng.  
Ali Hoss  
Kostyantyn Khomutov, MASc  
Tugrul Kodaz, P.Eng.  
Frank Lasowski, P.Eng.  
Matthew Mairinger, P.Eng.  
Jim McConnach, P.Eng.  
Sushma Narisetty, P.Eng.  
Pappur Shankar, P.Eng.  
Ramtin Rasoulnezhad, Ph.D.  
John Rathbone  
Bob Waddell, P.Eng.  
James Wheeler, P.Eng.  
Michael Wiggin, P.Eng.

## Equity, Diversity, Inclusion & Accessibility Task Force

### Chairs

Michelle Liu, P.Eng.  
Shivani Nathoo, P.Eng.

### Members

Rejeanne Aimey, P.Eng.  
Hamza Alami  
Lauren Briens, P.Eng.  
Joy Chinau, EIT  
Jillian Davis  
Janelle Hinds  
Zubair Hossain  
Tiffany Joseph  
Kimberley Paradis  
Jasmine Shaw, P.Eng.  
Manraj Singh Pannu, P.Eng.  
Angela Wojtyla, P.Eng.

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## Indoor Air Quality Advisory Group

### Chair

Joseph Fox, P.Eng.

### Members

James Andrew Smith, P.Eng.  
Stephane Bilodeau, P.Eng.  
Gerald Catt, P.Eng.  
David Elfstrom, P.Eng.  
Sandra Dedesko, P.Eng.  
Azadeh Ghadimi, P.Eng.  
Amy Katz, CHI, ROH  
Victor Leung, MD, FRCPC  
Marianne Levitsky, CIH, ROH, Ph.D.  
Amy Li, Ph.D., P.Eng.  
Martin Luymes  
Ted Mao, P.Eng.  
Duncan Phillips, P.Eng., Ph.D.  
Hans Schleibinger  
Tomer Zarhi, P.Eng.

## Research and Innovation Task Force

### Chair

Beatrice Sze, P.Eng., J.D.

### Members

Adetunji Abraham Adeniran  
Ahmed Amer  
Mukul Asthana, P.Eng.  
Andrew Arizaga  
Nicholas Burgwin, P.Eng.  
Michelle Charlotte Liu, P.Eng.  
Daniel Cooperman, P.Eng.  
Emmanuel Corthay, P.Eng.  
Tina Dekker, LLB  
Phil De Luna  
Hanaa Diwan, EIT  
Feyisayo Enuiyin  
James Hotchkies  
Ryder Leblanc, B.Sc.  
Cassandra Lee Taha, P.Eng.  
Safayat Moahamad, LL.B  
Kimberley Paradis, P.Eng.  
Jane Ravenshaw, P.Eng.  
Chloe Richard, B.Eng.  
Duncan Stewart  
Tibor Turi, P.Eng.  
Lucy Ukpung, P.Eng.  
Jason Vanderheyden  
John Wang, P.Eng.  
John Weilenmann

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## Sustainable Cities Task Force

### Chair

Carl Bodimeade, P.Eng.

### Members

Mukul Asthana, P.Eng.  
Veronica Bergs, P.Eng.  
Chris Crozier, P.Eng.  
Mehdi Mirzazadeh, P.Eng.  
Emily Pepper, P.Eng.  
Chloe Richard, P.Eng.  
Pauline Watson, P.Eng.

# Volunteers

## OSPE Volunteers

OSPE's work depends on the contributions of volunteers across the province. In 2023, our volunteers helped execute major events, developed leading-edge research reports, and moved our organization forward. Thank you for your service to Ontario's engineering community.

We would like to extend a special thanks to all OSPE members who presented at our 2023 Engineering Conference in Toronto. Thank you for sharing your knowledge and expertise with your peers from across Ontario.

Dr. Andrea Chan	Katy Kwong, BASc, PMP
Anna Desjardine	Kelly Grieves, P.Eng.
Anthony E. Pasteris, MBA, P.Eng.	Kimberley Paradis
Arun Gowtham, P.Eng., CRE, CMRP	Mandy Weigensberg, P.Eng., PMP
Beatrice Sze, P.Eng., J.D.	Michael Monette, P.Eng., MBA
Brian Harrigan, P.Eng., MBA	Michelle Folliott
Carina Cautillo	Michelle Liu, P.Eng., PhD Candidate
Carlos Perez Chalico	Nick Copeland, P.Eng., C.Eng., MICE
Cheryl Young	Nirav Patel
Chloé Richard	Nour Hachem-Fawaz
Christa Bedwin	Paul Acchione, P.Eng., FCAE
Cindy Rottmann	Phil Fun, P.Eng.
Darya Duma, P.Eng.	Robby Sohi, P.Eng.
David Garzon	Ryder Leblanc, M.Eng.
Delina Gebrezghi, P.Eng.	Sandro Perruzza, OSPE CEO
Dr. Alexander Wong, P.Eng.	Sanjeev Gill
Dr. Jeffrey Griffin	Sara Dolatshahi, P.Eng., M.Eng.
Dr. Omar Badreldin, P.Eng.	Sawsan Abdul-Majid, P.Eng., SMIEEE
Dr. Ron Dembo	Shivani Nathoo, P.Eng., BASc
Elise Croll, P.Geo.	Stephanie Bleker, P.Eng.
Elissa Lansdell	Stephanie Smith, P.Eng.
Emanuel Corthay, P.Eng.	Sushma Narisetty, P.Eng.
Emily Moore, P.Eng.	Dr. Thomas Triplet, P.Eng.
Erin Jaggard	Tiffany Joseph
Jasmine Shaw, P.Eng., MASc	Tim Spadzinski
Joel Kimelman, P.Eng.	Tracy Leung, P.Eng.
Judith Bennett, P.Eng., PMP	Vanessa Raquel Raponi, P.Eng., PMP
Dr. Juliet Turpin, CCIP, CDE	Wes Johnsen, MBA, CFA
Kadra Branker, P.Eng.	Yash Vyas, PhD Candidate
Katrina Williams, P.Eng.	

# Annual Partners

## Annual Partners

OSPE's Annual Partners equip us to lead critical conversations and shape the future of the engineering profession.

### President's Circle



### Director's Circle



### Influencer's Circle



### Leader's Circle



# Annual Partners

## Supporter's Circle



Pros&Babes  
Where careers and families grow together



# 2022-2025 Strategic Plan

## Empowering the Engineering Community

In 2022, OSPE released our new Strategic Plan, *Engage, Educate, and Enable: Empowering the Engineering Community*. This document sets out the Society's key priorities through to 2025, and is built on four strategic pillars:

### 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 Grow

Become the trusted resource for Ontario engineers to grow professionally and personally, delivering continuing education and value at every career stage.

### Engineers Care

Elevate awareness of the role that a diverse and inclusive engineering community plays in making the world a better place and deepen respect for the engineering profession in Ontario.

### Engineers Prosper

Expand opportunities for engineering jobs in Ontario and protect the practice rights of engineers, so that both our members and Ontario can prosper.



# The Engineering Academy



## Providing Life-Long Learning

In 2023 OSPE's Engineering Academy continued to offer best-in-class professional development programs for the engineering community. We introduced **Thought Leadership Thursdays**, a series of 1-hour weekly webinars focused on technical content as a way for members to earn their CPD hours.

Some stand-out sessions were:

- Presentations for Engineers Do NOT Begin with PowerPoint
- Understanding the Challenges Facing the Ontario Electrical System
- Reducing Canadians' Exposure to Air Pollution

## By the Numbers

In 2023 Engineering Academy delivered...

To a total of...



**40+**  
Technical Prep  
Courses



**35**  
Webinars



**3084**  
Learners  
*Over seven times the  
number of learners reached  
in 2022!*

## Strategic Partnerships

OSPE's Engineering Academy worked on expanding offerings with our current partners. Our partners include:



Christa Bedwin



## Specialized Training Programs

In addition to the Engineering Academy's suite of programming, OSPE worked with non-profit and government partners to deliver programs for specialized groups within the engineering community.

### Employment Skills Training for International Engineering Graduates and Internships for Neurodiverse Engineering Graduates

This program ran from In April 2022 to March 2023. OSPE received this funding from the **Ministry of Labour, Immigration, Training and Skills Development (MLITSD)** to deliver workforce development programs for job seekers with engineering and technology backgrounds. Specifically, these programs targeted newcomers (especially women and racialized groups) and new engineering graduates with neurodiversities.

For newcomers, OSPE delivered the **Engineering Employment Readiness (EER)**, an innovative career development program designed for **International Engineering Graduates (IEGs)**. The six-week program, delivered to eight cohorts of 12 participants each, prepared learners to navigate post-pandemic workplace culture and succeed in the Canadian job marketplace.

At the end of the program on March 31, 2023, of the 95 participants from all 8 sessions, **82 (86%)** were employed, including those in college and university programs, which come with paid internships or work as teaching assistants.

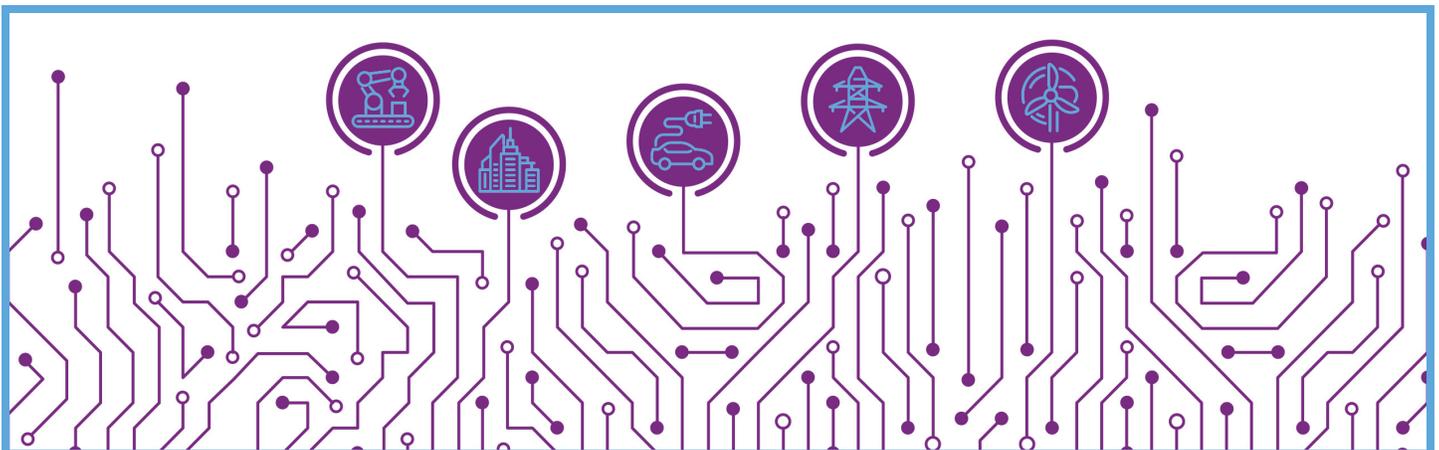
Through our partner, **Specialisterne**, a total of 13 neurodiverse engineering graduates were placed in long term internships or permanent employment.



### AM301 Asset Management for Climate Resilience - Focus on Buildings

### AM302 Developing a Decision - Making Framework for Incorporating Climate Change into Asset Management Plans

With funding from the Canadian Federation of Municipalities, OSPE delivered 6 sessions each of these two workshops throughout 2022 and 2023. Developed for municipal employees, the workshops focused on gaining awareness of effective Asset Management when preparing for climate change impacts. The program ended in November 2023 with 174 participants in total from 36 municipalities and 70% reporting receiving a greater awareness of Asset Management.



## Supporting Ontario's Engineering Workforce

In 2023, OSPE continued to offer a full suite of services for employers and job seekers, including job search workshops, interview simulations, and an engineering job board with openings from top employers.

We also continued our **Engineering Employment Events**, which allow job seekers from across the province to make face-to-face impressions with recruiters from leading companies.

### Thank You to Our 2023 Engineering Employment Event Partners

ALSTOM Transport Canada Inc  
APAG cosyst  
Belanger Engineering  
Bombardier  
Bruce Power  
Canadian Armed Forces  
Canadian Nuclear Laboratories  
City of Windsor  
Clearway Group  
CNA Financial  
Communications Security Establishment (CSE)  
Corrosive Service  
DataRealm  
Design Systems Inc  
Give & Go Prepared Foods Corp  
Hepburn Engineering  
IPEX  
Litens Automotive Partnership  
MEDA Engineering & Technical Services Windsor  
Metso Outotec

Morson Talent  
Orica Group  
Reko International Group Inc.  
Rogers  
RV Anderson  
Safran Electronics and Defence Systems  
Seneca College, School of Software Design & Data Science  
SNC Lavalin  
Stubbe's Precast  
Summer Fesh  
Toyota  
TRQSS  
Vistaprint  
WalterFedy  
Weekes Engineering  
Windsor-Detroit Bridge Authority  
Worley  
York1



# Events

## OSPE Classic Golf Tournament

May 31, 2023

Angus Glen Golf Club (Markham, ON)

On May 31, OSPE members and partners gathered at Angus Glen Golf Club for the **2023 OSPE Classic Golf Tournament**. In addition to a round of golf on a world-class course, the event featured a silent auction, helicopter ball drop, and mulligan sale that raised over \$15,000 for the **Ontario Professional Engineers Foundation for Education**.



## 2023 Tournament Partners



# Events



## The Engineering Conference

November 2, 2023

Metro Toronto Convention Centre (Toronto, ON)

In 2023 Canada's largest engineering event was well received by its attendees, many of whom were grateful for the chance to learn, network, and make connections with other engineers in the community. This edition of OSPE's signature event featured 59 speakers and panelists, over 20 breakout sessions across several learning streams, and trade show booths from over 100 corporate partners. OSPE welcomes thousands of guests for the day's trade show and learning sessions.



**59**  
Subject Matter Experts



**20+**  
Breakout Sessions



**100+**  
Corporate Partners



**5000+**  
Attendees



## 2023 Conference Partners



**Atura Power**

**BOMBARDIER**

**BrucePower**  
Innovation at work



**CIMA+**



**ENBRIDGE**



**hydro one**



**notarius**

**nwmo**  
NUCLEAR WASTE MANAGEMENT ORGANIZATION  
SOCIÉTÉ DE GESTION DES DÉCHETS NUCLÉAIRES

**ONTARIO POWER GENERATION**

**randstad**

**TELUS**

**TROJAN technologies**

**VALE**

## Ontario Professional Engineers Awards Gala (OPEA)

November 3, 2023

Metro Toronto Convention Centre (Toronto, ON)

OSPE was pleased to honour the province's finest engineers at the 2023 Ontario Professional Engineers Awards Gala. This event – celebrated annually since 1947 – recognizes engineering excellence from across government, industry, and academia.

In 2023, we welcomed hundreds of guests to celebrate the following honourees:

Professional Engineers Gold Medal

- **Dr. John McPhee, P.Eng.**

Engineering Medal – Engineering Excellence in Industry

- **Dr. Aleksander Czekanski, P.Eng.**
- **Pathipan Sivarasa, P.Eng.**

Engineering Medal – Research and Development

- **Dr. Amir Fam, P.Eng.**
- **Dr. Marianna Kontopoulou, P.Eng.**

Engineering Medal – Management

- **Dave Crocker, P.Eng.**

Engineering Medal – Entrepreneurship

- **Dr. Alexander Wong, P.Eng.**

Citizenship Award

- **Karen Webb, P.Eng.**

Project or Achievement of the Year

- **EngiQueers Canada**
- **Vanessa Raponi, P.Eng.**
- **Alexander Dow, P.Eng.**

Distinguished Lifetime Achievement Award

- **Daniel J. Young, P.Eng.**



# Events

## 2023 OPEA Gala Partners



## National Engineering Month

In March 2023, OSPE organized the Ontario edition of National Engineering Month (NEM). This province-wide initiative enables students, professionals, and educators to highlight the role engineers play in society. The month kicked off on March 1 with a kick-off event at the Ontario Science Centre. This event gathered faculty from Humber College, McMaster University and Lakehead University for a discussion on the future of engineering education.

Over 30 events followed throughout March, including student competitions, site tours, workshops, seminars, and social events.



## Canadian National Exhibition

In August 2023, OSPE was privileged to host a booth at the **Canadian National Exhibition** – Canada’s largest community event. We welcomed hundreds of visitors and entertained curious young minds with educational crafts, STEM activities, and live demonstrations of what engineers do.

## Frosh Week

At the start of the 2023-2024 academic year, OSPE visited 16 campuses across Ontario to meet the province’s newest engineering students. We learned about the hopes and expectations of incoming engineering classes, while students learned about the important work of OSPE. Our OSPE representative engaged hundreds of students while on campuses which led to an increase in student memberships.



## OSPE Holiday Party

OSPE capped off the year by welcoming the engineering community to an in-person holiday party at Hazelton Manor in Vaughan, ON.

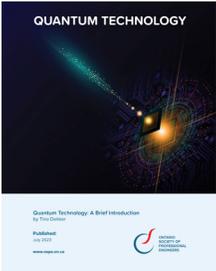
With over 100 people in attendance, holiday spirits were high. People enjoyed spending time together, playing games, and having delicious food and drinks with fellow engineers. The event marked a return to in-person holiday events which was a refreshing return to normal for everyone who participated.



# Research

## Leading the Way with Cutting-Edge Research

In 2023, OSPE worked with our members and partners to publish research on critical issues facing the province and the profession. We published for the following studies:



### Quantum Technology: A Brief Introduction and Engineers for Canada's Quantum Workforce

By: *Tina Dekker*

This two-part paper series introduces the core concepts of quantum technologies and provides an outlook on the role engineers will play in contributing to quantum technology development.



### Decentralized and Distributed Wastewater Management

By: *James Hotchkies, M.Eng., P.Eng.*

This paper outlines the benefits and potential applications of Decentralized Wastewater Treatment (DWWT) facilities and identifies challenges and best practices for deploying a decentralized treatment model.



### Engineering a Sustainable Future: Privacy and Security in the Age of Smart Technology

By: *Safayat Moahamed, LL.B., CIPP/C, CIPM, FIP*

This paper outlines the personal and societal risks posed by the rise of smart technologies and identifies how engineers can foster a culture of responsible innovation.



### Sustainable Cybersecurity

By: *Changiz Sadr, P.Eng., FEC, CISSP*

This paper advocates for those who retain information security service providers, to consider looking for those who not only provide robust cybersecurity services but also those who do so in an energy-efficient and climate-conscious manner.



### Accessibility for Train Infrastructure

By: *Cassandra Lee Taha, P.Eng., PMI-RMP, PMP*

This paper includes a comparative analysis of relevant existing codes, standards, guidelines, studies and wide-reaching peer-reviewed publications, as well as recommendations on an allowable horizontal and vertical gap at the train-platform interface to ensure accessibility.

## The Voice of Ontario's Engineering Community

In 2023, OSPE continued our advocacy efforts on behalf of Ontario's engineering community.

### Policy Wins

2023 was a year of big strides and political wins for OSPE in the Energy and Indoor Air Quality sectors.

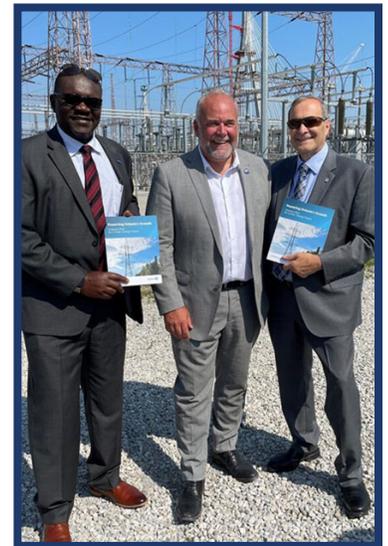
#### Private-Members Bill

OSPE's Indoor Air Quality reports were instrumental in the creation of Bill 86, Advisory Committee to Protect Ontario's People and Economy from Airborne Pandemics Act, 2023, a Private Members' Bill introduced by MPP Kristyn Wong-Tam and endorsed by MPP Jill Andrews, MPP Wayne Gates, and MPP Jamie West. This bill proposes the creation of an advisory committee to protect Ontario's people and economy from airborne diseases.



#### Ministry of Energy Ultra-Low Pricing Option

Ontario's Ministry of Energy announced the launch of a new Ultra-Low Overnight Electricity Price Plan. Starting May 1, 2023 the optional electricity plan became available to customers of seven energy distributors in Ontario, including Toronto Hydro and London Hydro.



#### Air Quality – ASHRAE Standard 241

On July 7, 2023, ASHRAE published ASHRAE Standard 241, Control of Infectious Aerosols which established minimum requirements aimed at reducing the risk of disease transmission through exposure to infectious aerosols. The Indoor Air Quality group consulted on the development of the regulation and several of their recommendations were ultimately incorporated.

#### Release of the Powering Ontario's Growth Plan

On July 10, 2023, the Province released the plan for power generation in Ontario over the next 10 years. It is great to see the plan includes several initiatives OSPE advocated for, including a plan to install three new Small Modular Reactors (SMRs) at Darlington.

#### Release of Air Quality Private Members Bill

MPP Chandra Pasma announced the official release of her private members' bill on air quality in schools. Joey Fox, P.Eng. and Chair of the Indoor Air Quality (IAQ) Advisory Group, delivered a speech in support of the Bill. The IAQ Advisory Group was instrumental in the development of the Bill.



## Presentations

### **Internationally Educated Professionals (IEP) Conference**

OSPE participated in a discussion panel at the Internationally Educated Professionals Conference and spoke about what OSPE offers to internationally trained engineers.

### **First Year Integration Conference (FYIC)**

OSPE held a session with approximately 80 first-year engineering students to discuss membership and advocacy with OSPE.

### **Ontario Network of Women in Engineering (ONWiE) Summit**

Sandro presented our WAGE (Women and Gender Equality Canada) sponsored project on increasing women in engineering through procurement policies to around 200 conference attendees.

### **Presentation to the Standing Committee on Justice Policy**

The Bill 139 – Less Red Tape, More Common-Sense Act, was referred to the Standing Committee on Justice Policy for debate. Paola Cetares presented to the members on behalf of OSPE. We offered our support to this Bill as it affects the Professional Engineers Act, and advocated for further changes to the Professional Engineers Act that would increase the regulatory performance of Professional Engineers Ontario (PEO).

## Submissions

In 2023 OSPE issued several letters and submissions to government officials and agencies, stating our positions and offering guidance on critical issues.

- Ontario Pre-Budget Consultation
- Assessing Regulatory and Policy Impacts on Canada's Electricity Grid Modernization
- Draft Guidance on Improving Indoor Air Quality in Office Buildings
- Pathways to Decarbonization Study
- ASHRAE Standard 241P Advisory Public Review Draft Control of Infectious Aerosols
- The Electrification and Energy Transition Panel (EETP)
- ERO 019-7196 Proposal to Update the Statement of Environmental Values (SEV)
- ERO 019-6767 - Proposed changes to the Aggregate Resources Act, Ontario Regulation 244/97
- Submission to Consultation on the development of a federal Safe Long-Term Care Act
- Submission to Consultation on Poor Outdoor Air Quality and Workplace Health and Safety
- Submission to the Standing Committee on Justice Policy - Bill 139 – Less Red Tape, More Common-Sense Act
- Submission to Ministry of Energy – Proposed changes to the Industrial Conservation Initiative (ICI) program
- Submission to Cleaner Transportation Fuels Regulation Consultation
- Submission to Consultation on the 2025 National Construction Codes



# Advocacy

## 2023 Letters

- Letter to Minister for Energy (Todd Smith) – Pickering Nuclear Station
- Letter to Health Canada – Request for regulation of air cleaning equipment
- Letter to the Ontario Fairness Commissioner – International Engineering Graduates
- Letter to Minister of Finance – ISSB Standards
- Letter to Ministry of Energy and CEO, OEB (Ontario Energy Board) - Power Advisory Study
- Letter to Minister of Energy and CEO, OEB (Ontario Energy Board) – Ultra-Low Overnight Rate Plan
- Letter to the Health Canada, Water and Air Quality Bureau - fine particulate matter (PM2.5) exposure limits
- Letter to Hon. Paul Calandra – Decentralized Wastewater Treatment Systems (DWWT)
- Letter to Independent System Electricity Operator (IESO) - Thermal Networks as Critical Energy Infrastructure
- Letter to Chief Medical Officer of Health (CMOH) Ontario – Clean Indoor Air Act



# Marketing & Communications

## Expanding Our Community's Online Footprint

Throughout 2023, OSPE maintained an active presence on digital platforms. As we shared highlights from Ontario's engineering community, our audience continued to grow.

From January 1 to December 31, OSPE:

- Published a total of **1,483** social media posts
- Generated a total **2,795,367** views on all posts
- Drove a total of **65,499** engagements on all posts.
- Earned a total of **6,721 New Followers** across our four channels (33.5% growth)
  - 774 New Facebook Followers (6.4% growth) (Total Followers: 12,947)
  - 180 New Instagram Followers (8% growth) (Total Followers: 2,428)
  - 459 New X (Twitter) Followers (6.8% growth) (Total Followers: 7,281)
  - 5,308 New LinkedIn Followers (29.1% growth) (Total Followers: 21,440)

## Top Posts Included:

**Ontario Society of Professional Engineers**  
Apr 2

When nearly 1/3 of Ontario's working engineering graduates are 50+, what does the future of the profession look like? We asked. You answered.



**29%**  
of Ontario's

OSPE.ON.CA/WEAREENGINEERING  
**Engineering in Transition**  
Read the report

Like Comment Share

**Facebook:**

- Report on the Future of Engineering
- 364,294 Impressions
- 4,614 Engagements

**Ontario Society of Professional Engineers**  
Apr 2

The CN Tower / Tour CN was lit purple yesterday to celebrate **#PEngDay** in Ontario! This iconic Canadian landmark is a testament to the hard work of **#engineers**.

From March 13-17, **#OSPE** will be at the **#CNTower** host

[Show More](#)



**LinkedIn:**

- Celebrating P.Eng. Day
- 55,001 Impressions
- 3,220 Engagements

**OSPE @O\_S\_P\_E** · Apr 2

Washing your hands and limiting physical touch can help you avoid germs. But how do you protect yourself from an airborne disease?

Rethink your approach to COVID-19. Get the facts from OSPE's Indoor Air Quality Advisory Group: [t.co/Du74iVrTto](https://t.co/Du74iVrTto)

**#OSPELEADS**  
**#EngineersLead**



**HOW COVID SPREADS**

Comment Retweet Like

**Twitter:**

- Facts on COVID-19
- 54,334 Impressions
- 2,121 Engagements

# Marketing & Communications

## ENG Branding

At the end of 2023, OSPE introduced several new brands that fall under the parent brand, OSPE. All OSPE's member benefits and offerings now fall under one of these nine sub-brands, each with the prefix Eng, followed by a descriptor of the OSPE benefit.

For example, OSPE's original recorded content falls under EngTalks, and OSPE events, for both members and non-members, fall under EngConnect.

The inclusion of Eng in every sub-brand unifies OSPE's offerings by emphasizing that advancing the engineering profession and serving Ontario's engineers is at the heart of everything OSPE does.



The home of OSPE's Equity, Diversity, Inclusion and Accessibility Initiatives and more.



EngCon encompasses everything to do with OSPE's annual Engineering Conference.



OSPE's in-person and virtual events that bring the engineering community together.



EngLead includes all OSPE's advocacy activities stemming from an engineer's ethical duties to do no harm.



EngLearn is home for all of the learning opportunities that OSPE offers for members and non-members.



All of OSPE's courses, workshops, and career services are intended to help people get their engineering licenses.



All OSPE's original recorded content including seminars, Thought Leadership Thursdays, and episodes of Engineering the Future for example.



OSPE's newest member benefit is a dedicated custom travel agent service for members.



OSPE's collection of career services, like workshops, job boards, and career counseling.

# Marketing & Communications

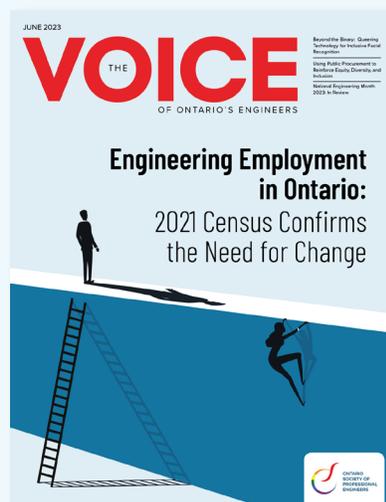
## The Voice Magazine

In 2023, OSPE published four issues of our signature publication, *The Voice*. These four issues highlighted new reports from our Research and Innovation Task Force, insights into the future of the engineering profession in Ontario, cutting-edge research on autonomous vehicle technology, and more.



March 2023

- The Potential of Artificial Intelligence
- Civil Liberties and Data



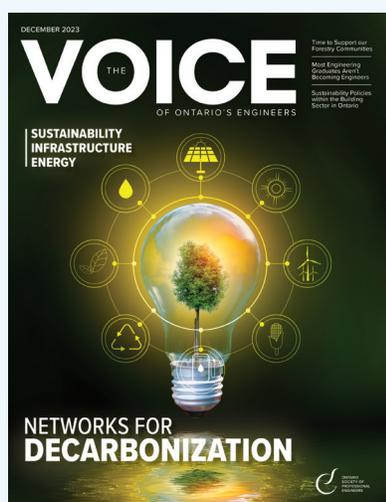
June 2023

- Beyond the Binary: Queering Technology for Inclusive Facial Recognition
- Using Public Procurement to Reinforce Equity, Diversity, and Inclusion



September 2023

- #EngCon 2023 – Everything you need to know



December 2023

- Articles on thermal networks, sustainable construction, forestry, and employment trends

# Financial Statements

## **Ontario Society of Professional Engineers Summary Financial Statements For the year ended December 31, 2023**

# Financial Statements

## **Ontario Society of Professional Engineers Summary Financial Statements For the year ended December 31, 2023**

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# Financial Statements



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Fax: 905 845 8615  
www.bdo.ca

BDO Canada LLP  
360 Oakville Place Drive, Suite 500  
Oakville ON L6H 6K8 Canada

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## Report Of The Independent Auditor On The Summary Financial Statement

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### Opinion

The summary financial statements, which comprise the summary statement of financial position as at December 31, 2023, 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, 2023.

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

### Summary Financial Statements

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

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

### Management's Responsibility for the Summary Financial Statements

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

### Auditor's Responsibility

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

*BDO CANADA LLP*

Chartered Professional Accountants, Licensed Public Accountants  
Oakville, Ontario  
April 9, 2024

# Financial Statements

## Ontario Society of Professional Engineers Summary Statement of Financial Position

December 31	2023	2022
<b>Assets</b>		
<b>Current</b>		
Cash	\$ 359,629	\$ 1,297,089
Short-term investment	-	793,498
Accounts receivable	706,322	850,210
Prepaid expenses	153,206	215,863
	<u>1,219,157</u>	<u>3,156,660</u>
<b>Long-term investments</b>	<b>1,399,403</b>	<b>359,982</b>
<b>Capital assets</b>	<b>14,826</b>	<b>21,073</b>
<b>Intangible assets</b>	<b>177,056</b>	<b>57,756</b>
	<u>\$ 2,810,442</u>	<u>\$ 3,595,471</u>
<b>Liabilities and Net Assets</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 271,690	\$ 603,419
Deferred revenue - government projects	157,871	342,451
Deferred revenue	660,579	830,995
Deferred lease incentives	8,534	8,534
	<u>1,098,674</u>	<u>1,785,399</u>
<b>Net Assets</b>		
Invested in capital assets and intangible assets	191,882	78,829
Internally restricted	1,287,186	1,287,186
Unrestricted	232,700	444,057
	<u>1,711,768</u>	<u>1,810,072</u>
	<u>\$ 2,810,442</u>	<u>\$ 3,595,471</u>

# Financial Statements

## Ontario Society of Professional Engineers Summary Statement of Operations

For the year ended December 31	2023	2022
<b>Revenue</b>		
Membership fees	\$ 1,179,977	\$ 1,197,219
Royalties	1,744,814	1,650,609
Government projects	475,505	883,285
Sponsorship	935,603	714,410
Professional development	292,914	263,049
Advertising	16,029	16,442
Career services	88,746	129,860
Other revenue	68,633	47,126
Investment income (loss)	107,893	(5,453)
	<u>4,910,114</u>	<u>4,896,547</u>
<b>Expenses</b>		
Advertising and promotion	175,563	209,762
Amortization - capital assets	11,162	12,105
Amortization - intangible assets	36,551	32,322
Annual general meeting and general assembly	5,674	1,402
Audit, legal and professional services	61,941	53,239
Bank charges	96,120	84,372
Consulting	225,200	393,276
Elections	9,479	10,758
Event production	953,579	839,388
Government projects	475,505	883,285
Insurance	135,455	126,667
Meetings	250,243	107,526
Office and general	210,964	229,804
Postage	8,883	31,290
Publications	23,668	44,725
Rent	170,169	176,889
Sponsorship	72,740	78,643
Telecommunication	20,508	19,165
Travel and volunteer expenses	172,647	162,145
Wages and benefits	1,892,367	1,729,925
	<u>5,008,418</u>	<u>5,226,688</u>
<b>Deficiency of revenue over expenses for the year</b>	<b>\$ (98,304)</b>	<b>\$ (330,141)</b>

# Financial Statements

## 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	2023 Total	2022 Total
Balance, beginning of year	\$ 78,829	\$ 1,287,186	\$ 444,057	\$ 1,810,072	\$ 2,140,213
Deficiency of revenue over expenses	(47,711)	-	(50,593)	(98,304)	(330,141)
Purchases of capital and intangible assets	160,764	-	(160,764)	-	-
<b>Balance, end of year</b>	<b>\$ 191,882</b>	<b>\$ 1,287,186</b>	<b>\$ 232,700</b>	<b>\$ 1,711,768</b>	<b>\$ 1,810,072</b>

## Ontario Society of Professional Engineers Note to Summary Financial Statements

**December 31, 2023**

### 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, 2023 and December 31, 2022 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.

# Looking Ahead

## Looking Ahead

OSPE continues to plan events for the engineering community in 2023 and beyond.



### OSPE Classic Golf Tournament 2024

May 23, 2024

Angus Glen Golf Club (Markham, ON)

[ospe.on.ca/event/ospe-classic-golf-tournament](https://ospe.on.ca/event/ospe-classic-golf-tournament)



### The Engineering Conference 2024

October 29, 2024

Caesars Windsor (Windsor, ON)

[engineeringconference.ca](https://engineeringconference.ca)



### Ontario Professional Engineers Awards Gala 2024

November 15, 2024

Paramount Event Space (Vaughan, ON)

[opeaawards.ca](https://opeaawards.ca)



### National Engineering Month 2024

March 1 – March 31, 2024

Provincewide (Virtual and In-Person)

[nemontario.ca](https://nemontario.ca)

Visit [ospe.on.ca](https://ospe.on.ca) for more information.



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ospe.on.ca

2023



ONTARIO  
SOCIETY OF  
PROFESSIONAL  
ENGINEERS



ONTARIO  
SOCIETY OF  
PROFESSIONAL  
ENGINEERS

# **INFORMATION AND MOTIONS**

**DRAFT ONCA-COMPLIANT BYLAW 1-2023  
and Special Resolutions**



## Background

The Ontario government proclaimed the Ontario Not-for-Profit Corporations Act (**ONCA**) in the fall of 2021. Not-for-profit organizations covered by **ONCA** (including OSPE) have until October 2024 to amend their By-laws and Letters Patent to be compliant with this new legislation. Experts in the field have called this a positive modernization as this critical sector has continued to expand, and OSPE volunteer and staff leadership has been proactive in monitoring its development.

In early 2022, OSPE engaged in legal assistance to help update our By-laws in order to maintain compliance with the updated requirements. The goal was to have **ONCA**-compliant By-laws and Articles of Amendment (for the Letters Patent) ready for approval by the membership at the 2024 OSPE AGM. Our law firm, Iler Campbell, LLP, worked with OSPE to develop an entirely new By-law. This new By-law incorporates the elements of the current By-law Number 2 that are unique to OSPE. This required new By-law Number 1- 2023 would repeal and replace By-law Number 2 in its entirety. Minor changes were made to reflect Board structure and nature of operations, which have changed slightly since we were incorporated in 2000.

These changes, which will be officially voted on at our Annual General Meeting on May 7, 2024, do not disrupt our mandate or any member service offerings, nevertheless, we wanted you, our valued members to be aware of the need for the change and encourage you to participate in the process of ratification at the AGM. The **Special Resolutions** and draft **ONCA**-compliant By-law Number 1-2023 can be found in this package.

## **Special Resolution #1: To amend the Letters Patent and apply for Articles of Amendment**

This is the **Special Resolution** for the amendment of the Letters patent.

Paragraph 1 a) Section 4 of the Letters Patent, which sets out the objects of the Corporation has gone unchanged since the formation of OSPE in April 2000. The reality of what the OSPE actually does, however, has evolved over the years and the Board has determined that the purposes should be restated to reflect that reality. The principal object of OSPE is to represent the interests of professional engineers, engineering graduates and the wider community of engineers, in each case in Ontario.

Paragraph 1 b) is with respect to the provisions in the Letters patent with respect to the Power Clauses. The reason for their deletion is that they are unnecessary and include references to legislation that no longer applies to OSPE –*Corporations Act* – and so it is recommended by legal that these deletions be made as a matter of housekeeping.

Paragraph 1 c) is the new “dissolution clause”, which is language from **ONCA**.

Paragraphs 1 d) contains the provisions establishing the range of Directors (minimum of 9 Directors and maximum number of 12 Directors).

Paragraph 1 e) We have streamlined the membership categories into three classes of membership, combining the current Professional, Associate and Intern categories into one class, Regular Member, and noting that only **Regular Members shall have voting rights and be able to run for the Board of Directors**. The other two classes of membership, one will be for Corporations, our partners that support the mission and purpose of our corporation, and one for Affiliated Members who are admitted as Affiliated Members by resolution of the Board and who are enrolled in an engineering program at a Canadian institution 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.

The detailed **Special Resolution #1** wording is provided below.

### **Motion to Approve Special Resolution #1 (2/3 majority required to pass):**

Be it resolved that the Special Resolution #1 be approved as presented.

**SPECIAL RESOLUTION OF THE MEMBERS OF  
ONTARIO SOCIETY OF PROFESSIONAL ENGINEERS  
(the Corporation)**

**WHEREAS** the Corporation was incorporated by letters patent dated 5 April, 2000 and issued under the laws of the Province of Ontario (the **Letters Patent**);

**AND WHEREAS** the Corporation is now subject to the *Not-for-Profit Corporations Act, 2010* (Ontario) (the **Act**);

**AND WHEREAS** it is in the interest of the Corporation to make application for the issue of articles of amendment pursuant to the *Act* to amend the Letters Patent.

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The Letters Patent be amended as follows:

- a) Section 4 of the Letters Patent, which sets out the objects of the Corporation, is amended by deleting clause “A.”, which reads,

“A. The principal object of OSPE is to represent the interests of professional engineers in Ontario.”

and replacing it with the following:

“A. The principal object of OSPE is to represent the interests of professional engineers, engineering graduates and the wider community of engineers, in each case in Ontario.”

- b) To delete in its entirety all of the clauses set out under paragraph “(A) POWER CLAUSES” in Section 5 (the Special provisions) of the Letters Patent.

- c) To delete in its entirety clause in paragraph “(B) DISSOLUTION” under the heading “Special Provisions for Charities” set out in the Letters Patent, which reads as follows:

“(B) DISSOLUTION

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the corporation shall be distributed to a corporation without share capital with similar objects.”

and replacing it with the following:

“(B) DISSOLUTION

If, at the time of the winding up and dissolution of the Corporation, the Corporation is, or is deemed to be, a public benefit corporation within the meaning of the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.5, then upon the dissolution of the Corporation and after the payment of all of its debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to one or more

than one Canadian body corporate that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to its own, which carry on their work in Canada and either wholly or in part in Ontario, or the Crown in right of Ontario, or the Crown in right of Canada, or an agent of either of those Crowns, or a municipality or more than one municipality in Canada, and otherwise, the remaining property of the Corporation shall be distributed to a body corporate without share capital with similar purposes to those of the Corporation.”

- d) By establishing that the number of directors of the Corporation shall be a minimum of nine (9) and a maximum of twelve (12).
  - e) By providing that the Corporation is authorized to establish, and shall have, three classes of members, namely, Regular Members, Corporate Members, and Affiliated Members, as follows:
    - (i) Regular Members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Regular Member shall have one vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class;
    - (ii) Corporate Members shall be entitled to receive notice of to attend and to speak, but, except as otherwise provided by the *Not-for-Profit Corporations Act, 2010*, S.O. 2010 c.15, shall not be entitled to vote, at meetings of the members of the Corporation ;
    - (iii) Affiliated Members shall be entitled to receive notice of, to attend, and to speak, but, except as otherwise provided by the *Not-for-Profit Corporations Act, 2010*, S.O. 2010 c.15, shall not be entitled to vote, at meetings of the members of the Corporation.
2. The Corporation is hereby authorized to apply to the Ministry of Government and Consumer Services for the Province of Ontario, or, if applicable, any successor ministry or agency of the government of the Province of Ontario with jurisdiction (the **Approval Authority**), for the issuance of articles of amendment for the purpose of amending the Letters Patent in accordance with the provisions of paragraph 1 of this special resolution (the **Articles of Amendment**).
  3. Any two directors or officers of the Corporation are authorized to execute an application for articles of amendment to be submitted to the Approval Authority, and to take any additional and ancillary action necessary to give effect to this resolution, including signing other documents and instruments, and approving such amendments to the application for articles of amendment as required by the Approval Authority in order for the articles of amendment to be issued.

## **Draft ONCA COMPLIANT BY-LAW NUMBER 1-2023**

Below you will find the draft **ONCA** Compliant By-law Number 1-2023, which will replace the current By-law Number 2. The draft **ONCA**-compliant By-law Number 1-2023 has been approved by the OSPE Board of Directors.

### **Motion to Approve By-law Number 1-2023 (Majority of members present to pass):**

Be it resolved that the By-law Number 1-2023 be approved as presented and that By-law Number 1-2023 will replace By-law Number 2.

**ONTARIO SOCIETY OF PROFESSIONAL ENGINEERS**

**BY-LAW NUMBER 1-2023**

**ONTARIO SOCIETY OF PROFESSIONAL ENGINEERS**

**BY-LAW NUMBER 1-2023**

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## BY-LAW NUMBER 1-2023

A by-law relating generally to the conduct of the affairs of

### ONTARIO SOCIETY OF PROFESSIONAL ENGINEERS (the Corporation)

#### Section 1. General

##### 1.1 Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

- a. **Act** means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. **Affiliated Member -- Organization** has the meaning given to it in Section 11.1b of this By-law;
- c. **Affiliated Member -- Student** has the meaning given to it in Section 11.1c of this By-law;
- d. **APEO** means the Association of Professional Engineers of Ontario, a body corporate continued under the PEO Act, and includes its successor;
- e. **articles** means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special statute;
- f. **Board** means the board of directors of the Corporation;
- g. **By-laws** means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- h. **CEAB** means Canadian Engineering Accreditation Board.;
- i. **Chair** means the chair of the Board as described in Section 7.1a.i of this By-law;
- j. **Chief Executive Officer** or **CEO** means the Officer described in Section 7.1b of this By-law;
- k. **Committees** means such committees as are established in accordance with Section 8 of this By-law, and includes the Executive Committee, the Nominating Committee, the Audit and Finance Committee and the Human Resources Committee;
- l. **Corporation** means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;

- m. **Director** means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- n. **Engineers Canada** means the body corporate continued under the *Canada Not-for-profit Corporations Act* and includes its successors;
- o. **entity** means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- p. **Executive Committee** means the committee established in accordance with Section 8.2 of this By-law;
- q. **former By-law** means By-law No. 2 of the Corporation, and repealed by Section 15.1 of this By-law;
- r. **Engineering Intern** as defined by the PEO Act.
- s. **Member** means a person who has become a member of the Corporation pursuant to Section 11.1 of this By-law and includes, for certainty, any person who, pursuant to Section 11.2, is confirmed to be a member of the Corporation, and any one of a Regular Member, Affiliated Member - Organization and Affiliated Member - Student, and **Members** means the collective membership of the Corporation;
- t. **Nominating Committee** means the committee established in accordance with Section 8.3 of this By-law;
- u. **Officer** means an officer of the Corporation;
- v. **Ordinary Resolution** means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a resolution in writing of the Members entitled to vote;
- w. **Past Chair** the past chair of the Board as described in Section 7.1a.iii of this By-law;
- x. **PEO Act** means the *Professional Engineers Act*, R.S.O. 1990, c.P.28, as amended or replaced, and includes the regulations thereunder;
- y. **Regular Member** has the meaning given to it in Section 11.1b of this By-law;
- z. **Regulations** means the regulations made under the *Act*, as applicable, as amended, restated or in effect from time to time;
- aa. **resident of Ontario** means a Canadian citizen or a person lawfully admitted to Canada for permanent residence, who is ordinarily resident in Ontario;
- bb. **Secretary** means the Officer described in Section 7.1a.iv of this By-law;
- cc. **Treasurer** means the Officer described in Section 7.1a.v of this By-law;
- dd. **Special Resolution** means a resolution submitted to a special meeting of Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to in writing by each Member of the

Corporation entitled to vote at a meeting of the Members or by the Member's attorney; and

- ee. **telephonic or electronic** means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks, including in accessible formats.

## **1.2 Interpretation**

Other than as specified in Section 1.1, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## **1.3 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

## **1.4 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

## **1.5 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

## **Section 2. Directors**

### **2.1 Board**

The activities and affairs of the Corporation shall be managed by a Board consisting of the number of directors specified in the articles or such other number as determined in accordance with the *Act*. If the Articles provide for a minimum and maximum number of directors, the Board shall be comprised of the fixed number of directors as determined from time to time in accordance with the *Act*.

### **2.2 Qualifications of Director**

Each Director shall:

- a. be an individual who is at least 18 years of age;

- b. be a Regular Member as of the date of his or her election or appointment or become a Regular Member within 10 days after his or her election or appointment;
- c. not have the status of bankrupt;
- d. not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- e. not be a person who has been declared incapable by any court in Canada or elsewhere or not currently serving a criminal sentence;
- f. consent in writing to hold office as a Director within 10 days after his or her election or appointment, provided that where a Director consents in writing more than 10 days after election or appointment, it shall not invalidate his or her election or appointment as a Director;
- g. not be an employee of the Corporation;
- h. not be a director or employee of any association or organization in competition or conflict with the Corporation; and
- i. not be a member of the Council or an employee of the APEO within the meaning of the PEO Act.

If a person ceases to be qualified as provided in this Section 2.2, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by Section 2.10.

### **2.3 Limitation on Length of Service**

- a. No Director shall serve as a director of the Corporation for more than two consecutive full or part terms, except as provided in Section 2.4 below.
- b. For greater certainty, a Director who has served as a director of the Corporation for nine consecutive years (or, in the case of a Director who has served as a director of the Corporation for a third consecutive term pursuant to the exception in Section 2.4), such Director is, if otherwise qualified, eligible for election or appointment to the Board if a period of 24 months has elapsed from the date of retirement of such Director.

### **2.4 Limitation on Length of Service - Exception**

If the Directors determine it to be in the interest of the Corporation, the Directors may, at or before the end of the second term as a Director of any one or more of the Chair, Vice-Chair, Secretary or Treasurer, pass a resolution to allow such Officer to be a candidate for re-election to the office of Director for a further term of one year, provided that such Officer is otherwise qualified to be a Director.

### **2.5 Election, Term and Nominations Process**

- a. At each annual meeting at which an election is required, the Directors shall be elected by the Members entitled to vote.

- b. Directors shall be elected for a term from the date of the annual meeting at which they are elected until the end of the third annual meeting that immediately follows their election, or until their successors are elected.
- c. The Nominating Committee shall be responsible, and shall have full authority, to develop such processes, timelines and related procedures for the nomination of candidates for election or appointment to the office of director of the Corporation, provided that the Nominating Committee first consults with the Board (the **Nomination and Election Policy**).
- d. All nominations of individuals for election or appointment to office of director of the Corporation after the date that this By-law is confirmed by the Members shall be made in accordance with this By-Law and subject to the Nomination and Election Policy; provided that the Nominating Committee shall seek to balance the skills, experience, diversity, and qualities of directors, including special requirements of the Corporation from time to time, and in doing so, Nominating Committee shall consult with the Board.

## 2.6 Election of Directors – Balloting Procedure

- a. Subject to paragraph “b.” immediately following, the election of Directors will take place by ballot at the annual meeting at which an election is required.
- b. The Board may, by resolution in advance of the annual meeting, decide to conduct the voting for the election of the Directors exclusively by electronic ballot or mail ballot, or a combination of electronic ballot and mail ballot, in each case to be cast in advance of the date of the annual meeting (referred to as **Advance Balloting**), in which case the following will apply:
  - i. The Board shall, by resolution, determine the procedures for conducting the Advance Balloting.
  - ii. In order for an election of Directors by Advance Balloting to be valid, at least 25 Regular Members entitled to vote must participate in the Advance Balloting, failing which the election shall take place by ballot at the annual meeting. For greater certainty, all ballots, whether cast electronically or by mail or both (depending the nature of the Advance Balloting determined by the Board), which are submitted shall count towards determining the 25 Regular Member participation threshold.
  - iii. The results of the Advance Balloting in which there was participation by at least 25 Regular Members entitled to vote will be announced at the annual meeting.
  - iv. The results of the Advance Balloting in which there was participation by at least 25 Regular Members entitled to vote will be confirmed at the annual meeting by casting a single ballot by the Secretary or, in the absence of the Secretary, by such other Regular Member entitled to vote in attendance at the annual meeting as designated by the chairperson of the meeting.

## **2.7 Nominations Process – Transitional Provision**

With respect to the election of Directors at the first annual meeting that immediately follows the enactment of this By-law by the Board, the process for nominating candidates for the election of Directors at that annual meeting, if an election is required, shall be in accordance with the provisions of the former By-law.

## **2.8 Removal of Directors**

The Members entitled to vote may, by Ordinary Resolution at a general meeting of the Members of the Corporation of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any qualified person in his or her stead for the remainder of the term of the removed Director. A Director is entitled to give the Corporation a statement opposing his or her removal.

## **2.9 Vacancies**

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. if, at a meeting of the Members, the Members entitled to vote, by Ordinary Resolution, remove the Director before the expiration of the Director's term of office.

## **2.10 Filling Vacancies**

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members entitled to vote may fill the vacancy by an Ordinary Resolution;
- b. if a Directors resigns or dies before the end of the Director's term of office, a quorum of Directors may by appointment fill the vacancy to hold office for the remainder of the Director's unexpired term of office;
- c. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and

- d. except as provided for in the foregoing clauses, a quorum of Directors may fill a vacancy among the Directors.

#### **2.11 Remuneration of Directors**

Board members may receive remuneration for duties performed on behalf of the Corporation 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 the members entitled to vote at a special meeting duly called for such purpose.

### **Section 3. Board Meetings**

#### **3.1 Calling of Meetings**

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by this By-law.

#### **3.2 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

#### **3.3 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 13 of this By-law to every Director of the Corporation not less than five days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

#### **3.4 Quorum**

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than majority of the Directors. No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting.

#### **3.5 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair and the Vice-Chair, the Directors present shall choose one of their number to act as the chair of the meeting.

#### **3.6 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes cast. In case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the chair or

requested by any Director. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

### **3.7 Participation by Telephonic or Electronic Means**

If all of the Directors of the Corporation consent generally or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by telephonic or electronic means or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by such means or device is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

### **3.8 Adjournments**

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

## **Section 4. Financial**

### **4.1 Banking**

The Board shall by resolution from time to time designate the bank or other financial institution in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.2 Financial Year**

The financial year of the Corporation ends on the last day of December in each year or on such other date as the Board may from time to time by resolution determine.

## **Section 5. Auditor**

### **5.1 Annual Appointment**

- a. Subject to the *Act* and the Regulations, the Members entitled to vote at each annual meeting shall appoint an auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next annual meeting, or pass an extraordinary resolution to dispense with an auditor or to have a review engagement, as applicable.
- b. If an appointment is not made and the Members entitled to vote do not pass an extraordinary resolution to have a review engagement or dispense with an audit, then the incumbent auditor continues in office until a successor is appointed.

## **5.2 Removal of Auditor**

- a. The Members may by Ordinary Resolution at a special meeting of Members, remove any auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the *Act*, and may elect a replacement to fill such vacancy. Where the Members entitled to vote do not fill the vacancy, the Directors may do so in accordance with Section 5.3.
- b. The Corporation shall give the auditor at least two days to prepare a statement giving reasons opposing the auditor's removal. The auditor shall provide any such statement to the Board. Any such statement provided by the auditor shall be included in the notice of the special meeting of Members called to remove the auditor.

## **5.3 Vacancy in the Office of Auditor**

Subject to the articles, the Board shall fill any vacancy in the office of auditor or a person appointed to conduct a review engagement.

## **5.4 Remuneration of Auditor**

The remuneration of an auditor may be fixed by the Members entitled to vote by Ordinary Resolution, or if the Members entitled to vote do not do so, then the remuneration shall be fixed by the Directors.

## **Section 6. Borrowing by the Corporation**

### **6.1 General Borrowing Authority**

Subject to the limitations set out in the By-laws or in the articles of the Corporation, the Directors may, without authorization of the Members:

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, a Committee, or Officer.

## **Section 7. Officers**

### **7.1 Officers**

- a. The Directors may elect or appoint, as applicable, the following Officers, each of whom, unless otherwise provided in the By-Laws, shall be elected or

appointed at the first meeting of the Board following an annual meeting of Members:

- i. a chair of the Board, who shall be appointed by the Board from among the Directors, and the appointment shall be for a period of one year with the option to run again for a second one year term (the **Chair**);
  - ii. a vice-chair of the Board, who shall be appointed by the Board from among the Directors (the **Vice-Chair**);
  - iii. a past-chair of the Board who shall be appointed by the Board (the **Past Chair**);
  - iv. a secretary of the Corporation, who shall be appointed by the Board from among the Directors (the **Secretary**); and
  - v. a treasurer of the Corporation, who shall be appointed by the Board from among the Directors (the **Treasurer**).
- b. The Directors may appoint an executive director of the Corporation (the **CEO**) upon such terms and conditions as the Directors shall determine, and the CEO shall be an Officer.
- c. There may be such other Officers appointed by the Board in accordance with Section 7.10.

## 7.2 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation,
- c. such Officer's death, or
- d. if the Officer is an employee of the Corporation, he or she shall hold office at the pleasure of the Board, or pursuant to terms of employment.

## 7.3 Duties of the Chair of the Board

The Chair, subject to the authority of the Board, provides leadership to the Corporation, is one of two primary spokespersons for the Corporation (along with the CEO), and when present shall preside at all meetings of the Board and Members. The Chair shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board, that may be required by law or as the Board may determine from time to time.

## 7.4 Duties of the Vice-Chair

The duties and powers of the Chair may be exercised by the Vice-Chair when the Chair is absent or unable to act. If the Vice-Chair exercises any of those duties or powers, the Chair's absence or inability to act shall be referenced in the minutes. The

Vice-Chair shall also perform the other duties prescribed by the Board or incident to the office.

#### **7.5 Duties of the CEO**

The CEO shall be the chief executive officer of the Corporation and shall, subject to the direction of the Board, supervise and control the operations of the Corporation. The CEO shall have the right to receive notice of, to attend and to speak at, but not to vote (unless otherwise also a Director) at, all meetings of the Board, any Committee, and any meeting of the Members, except those meetings where the terms of employment, compensation or performance of the CEO are discussed. The CEO shall also be one of two primary spokespersons for the Corporation (along with the Chair).

#### **7.6 Duties of the Treasurer**

The Treasurer shall, subject to such specific directions of the Board from time to time by resolution of the Directors, have the care and custody of all the funds and securities of the Corporation, and shall deposit, or cause to be deposited, same in the name of the Corporation 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.

#### **7.7 Duties of the Secretary**

The Secretary shall:

- a. when in attendance, act as secretary of each meeting of the Corporation and the Board;
- b. attend all meetings of the Corporation, and the Board, or ensure the attendance at any such meeting of the Secretary's delegate, to record all facts and minutes of those proceedings in the books kept for that purpose;
- c. give all notices required to be given to the Members and to the Directors;
- d. be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation; and
- e. perform the other duties prescribed by the Board.

#### **7.8 Duties and Qualifications of the Past Chair**

- a. The appointment of a Past Chair will be made by resolution of the Board, at the discretion of the Board.
- b. No person will be appointed to the office of Past Chair unless, at the time of the appointment, the person is the one who most recently occupied the office of Chair.
- c. The Past Chair shall work in close co-operation with the Officers and will provide continuity from the previous to the present group of Officers, and

advise and assist the Chair and the Board generally on all matters which are presented to the Past Chair.

#### **7.9 Delegation of Duties**

Except when otherwise required by law, any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out.

#### **7.10 Establishment of other Offices and Appointment of other Officers**

The Board may from time to time establish other offices of the Corporation and appoint such other Officers to hold such other offices as it considers expedient, and may specify the term of such Officers as well as their duties and remuneration (if any).

#### **7.11 Holding more than One Office**

Except for the office of Chair, a person may be nominated or selected for, elected or appointed to, and hold, more than one office.

#### **7.12 Removal from Office**

An Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

### **Section 8. Committees**

#### **8.1 Standing Committees**

There may be such standing committees, for such purposes and comprised of such members, as the Board may determine from time to time by resolution.

#### **8.2 Executive Committee**

There shall be an executive committee whose membership shall consist of the Chair, the Vice-Chair, the Past Chair, the Secretary and the Treasurer. The Executive Committee shall have the following duties and authority:

- a. During intervals between the meetings of the Board, the CEO shall report to and consult with the Executive Committee on contentious issues that are time-sensitive and where it is in the interest of the Corporation to deal with such issues before the next Board meeting.
- b. During intervals between the meetings of the Board, the Executive Committee shall have the authority to exercise the decision-making powers of the Board (subject to any regulations which the Board may from time to time impose and to the *Act*) in the management and direction of the affairs and activities of the Corporation, in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board.

- c. The Executive Committee shall review and finalize the draft agenda for each meeting of the Board before the draft agenda is circulated to the Directors in advance of the meeting.
- d. The Executive Committee shall report all decisions back to the Board at the next regular meeting of the Board.
- e. A quorum for a meeting of the Executive Committee shall be a majority of the members of the Executive Committee.
- f. Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place within or outside Ontario.

### **8.3 Nominating Committee**

The Board shall appoint a nominating committee which shall:

- a. prepare a slate of one or more candidates for each office which will be vacant and for which an election is to be held at or after the annual meeting;
- b. accept any additional written nominations for elected office any time prior to the holding of annual elections, but this does not preclude the chair of the annual meeting from accepting further nominations from the floor at the time of election; and
- c. make recommendations to the Board of names of people to fill vacancies in office or on the Board or on committees that occur throughout the year.

### **8.4 Audit and Finance Committee**

There shall be an Audit and Finance Committee, consisting of the Treasurer of the Corporation, who shall be the chair of this Committee, and at least two other Directors appointed by the Board. This Committee shall review the results of the external audit of the Corporation's finances and monitor the Corporation'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.

### **8.5 Human Resources Committee**

There shall be a Human Resources Committee, consisting of the Chair, who shall be the chair of this Committee, the Vice-Chair and at least two other Directors appointed by the Board. This Committee shall monitor the compensation structure, including benefits, for employees of the Corporation 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.

### **8.6 Rules Governing Standing Committees**

Except as otherwise provided by By-law, all Committees are subject to the following:

- a. the Board shall by resolution appoint the chair and the members of the Committee;

- b. a member of a Committee shall serve for a term ending at the annual meeting of Members following appointment, and is eligible for reappointment for one or more additional terms;
- c. each Committee shall meet at least annually, and more frequently at the call of its chair or as required by its terms of reference, and as requested by the Board;
- d. each Committee shall be responsible to, and report after each meeting to, the Board;
- e. if all of the members of a Committee consent generally or in respect of a particular meeting of the Committee, any person entitled to attend a meeting of the Committee may participate in a meeting by telephonic or electronic means or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by such means or device is deemed to be present at that meeting; and
- f. subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint sub-committees.

#### **8.7 Terms of Reference of Standing Committees**

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

#### **8.8 Ad Hoc Committees**

- a. Ad hoc committees and task forces of the Corporation 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 or such other person designated by resolution of the Board on a regular basis.
- b. The Chair or such other person designated by the Chair shall appoint chairs of all ad hoc committees and task forces of the Corporation to serve for the duration of that committee's or that task force's deliberations and submission of its report.
- c. 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.

#### **8.9 Restrictions on Authority of Committees**

No Committee has authority to:

- a. submit to the Members any question or matter requiring approval of the Members;
- b. fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;

- c. appoint additional Directors;
- d. issue debt obligations except as authorized by the Board;
- e. approve any financial statements of the Corporation;
- f. adopt, amend or repeal any By-Law; or
- g. establish contributions to be made, or dues to be paid, by Members.

**Section 9. Protection of Directors and Others**

**9.1 Directors and Officers – Exclusion of Liability**

No Director, Officer or Committee member is liable:

- a. for the acts, neglects or defaults of any other Director, Officer, Committee member or employee of the Corporation ,or
- b. for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board, or
- c. for or on behalf of the Corporation, or
- d. for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested, or
- e. for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or
- f. for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust,

provided that they have:

- g. complied with the *Act* and the Corporation's articles and By-laws; and
- h. exercised their powers and discharged their duties in accordance with the *Act*.

**9.2 Insurance**

- a. The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, Officer or any other capacity

at the request of or on behalf of the Corporation, which insurance shall include:

- i. property and public liability insurance;
- ii. directors' and officers' insurance;

and may include

- iii. such other insurance as the Board sees fit from time to time, with coverage limits in amounts per occurrence, with an aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.

- b. The Corporation shall ensure that each Director and Officer is added as a named insured to any policy of directors' and officers' insurance maintained by the Corporation.
- c. No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- d. It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to cooperate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

### **9.3 Indemnification**

- a. Every person (in this Section referred to as a "protected person"), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:
  - i. is a Director; or,
  - ii. is an Officer; or
  - iii. is a member of a Committee; or
  - iv. has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any corporation controlled by the Corporation, whether in the person's personal capacity or as a director or officer or employee or volunteer of such corporation,

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

- v. in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in

respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or

vi. in relation to the affairs of the Corporation generally, except for such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of his or her office.

- b. Such indemnity will only be effective:
- i. upon the exhaustion of all available and collectible insurance provided to protected persons by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
  - ii. providing the protected person has carried out all duties assigned to him or her which are subject of the claim in good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

## **Section 10. Conflict of Interest**

### **10.1 Conflict of Interest**

A Director or Officer who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

## **Section 11. Members**

### **11.1 Members**

Subject to the articles, there shall be three classes of Members in the Corporation, consisting of the following:

- a. Regular Members, which shall consist of such individuals who are admitted as Regular Members by resolution of the Board and who, in the case of each such individual:

- i. is 18 years of age or older;
  - ii. supports the mission and purpose of the Corporation;
  - iii. has submitted an application to become a Member in a form approved from time to time by the Board; and
  - iv. satisfies one or more of the following conditions:
    - A. holds a license to engage in the practice of professional engineering in any jurisdiction in Canada; or
    - B. holds a limited license to engage in the practice of professional engineering in any jurisdiction in Canada; or
    - C. holds a provisional license to engage in the practice of professional engineering in any jurisdiction in Canada; or
    - D. held a license to engage in the practice of professional engineering in any jurisdiction in Canada, and has retired from the practice of professional engineering; or
    - E. is a graduate of a CEAB accredited program; or
    - F. holds an engineering degree from an academic institution that has a CEAB accredited program; or
    - G. holds an engineering degree from a program recognized by the Corporation as determined by the Board.
- b. Corporate Members, which shall consist of such entities who are admitted as Corporate Members by resolution of the Board and, in the case of each such entity:
- i. supports the mission and purpose of the Corporation;
  - ii. has submitted an application to become a Member in a form approved from time to time by the Board; and
  - iii. engages in activities that promote the practice of professional engineering, including professional ethics in such practice.
- c. Affiliated Members, which shall consist of such individuals who are admitted as Affiliated Members by resolution of the Board and who, in the case of each such individual:
- i. is 18 years of age or older;
  - ii. supports the mission and purpose of the Corporation;
  - iii. has submitted an application to become a Member in a form approved from time to time by the Board; and
  - iv. enrolled in an engineering program at Canadian institution 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.

An entity may be a Member of the Corporation.

## **11.2 Transitional Provision Regarding Classes of Members**

Despite any other provision in the By-laws, as of the date that the amendment to the articles comes into effect establishing the three classes of Members referred to in Section 11.1:

- a. each individual who is then either:
  - i. a member of the Corporation within the category of Professional membership within the meaning of the former By-law, or
  - ii. a member of the Corporation within the category of Associate-Member within the meaning of the former By-law, but is not a Student within the meaning of the former By-law, or
  - iii. a member of the Corporation within the category of Intern membership within the meaning of the former By-law, or
  - iv. a member of the Corporation within the category of Honorary membership within the meaning of the former By-law,shall be, in each case, a Regular Member until such time as he or she ceases to be a Regular Member in accordance with the By-laws; and
- b. each individual who is then a member of the Corporation and is a Student within the meaning of the former By-law shall be an Affiliated Member - Student until such time as he or she ceases to be an Affiliated Member - Student in accordance with the By-laws.

## **11.3 Qualifications of Members**

The following individuals are disqualified from being a Member:

- a. anyone who has not paid the membership dues, assessments and similar obligations (“assessments”) levied pursuant to Section 11.7; and
- b. anyone who is less than 18 years of age.

## **11.4 No Right of Appeal**

Those individuals whose application for membership in the Corporation has been denied by the Board shall not be entitled to appeal from the decision of the Board.

## **11.5 Membership Term**

- a. The membership of a Member shall terminate upon the expiry of the Member’s specified term. If otherwise qualified and subject to complying with the application requirements established by the Board and paying any

membership dues that may be required, a Member's membership that has expired or is expiring may be renewed.

#### **11.6 Members' Rights**

Subject to the articles and the *Act*,

- a. each Regular Member shall be entitled to receive notice of, attend, and speak and vote at all meetings of the Members;
- b. each Affiliated Member - Organization shall be entitled to receive notice of, attend, and speak at all meetings of the Members; and
- c. each Affiliated Member - Student shall be entitled to receive notice of, attend, and speak at all meetings of the Members.

#### **11.7 Membership Dues**

- a. The amount of annual dues for membership in the Corporation may be established from time to time by the Board.
- b. Despite paragraph 11.7a, a Member who is 65 year of age or older is entitled to a reduction of membership dues, the amount of such reduction to be determined by the Board from time to time.
- c. An assessment levied on a Member is due and payable within 60 days following the date of a notice of the assessment given to the Member. If a Member's assessment is not paid within 60 days following the date of such notice, the Member is in default and shall automatically cease to be a Member of the Corporation.

#### **11.8 Membership – Not Transferable Between Classes or Otherwise**

- a. A membership in the Corporation is not transferable, including between classes of Members, and automatically terminates if the Member resigns or dies or such membership is otherwise terminated in accordance with the *Act*.
- b. A Member may withdraw from membership in a class of Members by notice in writing to the Secretary or such other Officer or person designated by the Board, in which case the Member's membership will cease as of the date the notice is received by the Secretary or such other Officer or person designated by the Board or the date specified in the notice, whichever is later.

#### **11.9 Disciplinary *Act* or Termination of Membership for Cause**

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws or policies of the Corporation.
- b. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15-day period. The Board shall

consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

- c. Except as otherwise permitted under the *Act*, the decision of the Board with respect to disciplinary action against a Member or the termination of a Member's membership in the Corporation is final and there shall be no appeal from the Board's decision.

## **Section 12. Members' Meetings**

### **12.1 Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board, and where necessary, will be conducted using accessible formats. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in Regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

### **12.2 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

### **12.3 Meetings by Electronic Conference**

- a. A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person

participating by electronic conference is deemed to be present at that meeting for all purposes, including, without limitation, for the purpose of determining quorum for the meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

- b. The Directors or, as the case may be, the Members entitled to vote may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

#### **12.4 Notice of Members' Meetings**

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any Special Resolution to be submitted to the meeting.

#### **12.5 Quorum**

- a. Subject to paragraph "c." of this Section 12.5, a quorum for the transaction of business at a Members' meeting is 25 Members entitled to vote at the meeting who are present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members entitled to vote who are present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- b. Notwithstanding paragraph "a." of this Section 12.5, where a quorum of Members is not in attendance at the scheduled time for the commencement of a meeting of the Members, but where two or more Members are present in person one-half hour after the scheduled commencement time for the meeting, such two or more persons shall be considered a quorum for the purposes of such meeting and the business transacted at such meeting shall be limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting without specifying a date, time and place for the resumption of the meeting.
- c. Quorum for the transaction of business at the continuation of a meeting of members that is adjourned pursuant to paragraph "b." of this Section 12.5 shall be the lesser of:
  - i. the smallest whole number that is equal to 10% of the Members entitled to vote at the meeting who are present in person or by proxy; and

- ii. 15 Members entitled to vote at the meeting who are present in person or by proxy.

## **12.6 Chair of the Meeting**

The Chair shall be the chair of the Members' meetings. In the absence of the Chair of Board and the Vice-Chair, the Members present at any Members' meeting shall choose another Director as chair of the meeting, and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

## **12.7 Voting of Members**

Business arising at any Members' meeting shall be decided by Ordinary Resolution unless otherwise required by the *Act* or the By-law, provided that:

- a. each Member entitled to vote shall be entitled to one vote on each question raised at any meeting of the Members;
- b. votes shall be taken by a show of hands among all Members present unless otherwise required by a By-Law of the Corporation or the *Act*, or unless a ballot is required by the chair of the meeting or requested by any Member, and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written or electronic ballot. A written or electronic ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall not have a second or casting vote and the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **12.8 Proxies**

- a. Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner set out in the proxy, to the extent and with the power conferred by the proxy and the Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- b. A proxy shall be executed by:
  - i. the Member entitled to vote; or
  - ii. the attorney of the Member entitled to vote authorized in writing under a valid power of attorney.

- c. A proxy is valid only at the meeting for which it is given or at the continuation of that meeting after an adjournment.
- d. Subject to the Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- e. A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.
- f. The Board may set a deadline to deposit proxies, such deadline shall not exceed 48 hours, excluding Saturdays, Sundays and holidays before the meeting.

#### **12.9 Mail Ballots**

A Member entitled to vote at a meeting of Members may vote by mail-in ballot if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Subject to the foregoing, the conduct of voting by mail-in ballot will be in accordance with the policies and procedures determined from time to time by the Board.

#### **12.10 Electronic Ballots**

A Member entitled to vote at a meeting of Members may vote by telephonic or electronic means if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Subject to the foregoing, the conduct of voting by telephonic or electronic means will be in accordance with the policies and procedures determined from time to time by the Board.

#### **12.11 Adjournments**

The chair of the Member's meeting may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **12.12 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

## **12.13 Meeting Rules**

Subject to this By-law, all meetings of Members shall be conducted in accordance with "Bourinots Rules of Order". The chairperson at any meeting of Members may appoint one or more persons (who need not be Members) to act as scrutineer(s) at such meetings.

## **Section 13. Notices**

### **13.1 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or telephonic or electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

### **13.2 When Notice Considered Given**

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- a. if given by telephone, notice is deemed given at the time of the telephone call;
- b. if given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
- c. if given in writing by courier or personal delivery, notice is deemed given when delivered;
- d. if given by e-mail, notice is deemed given when sent; and
- e. if provided by other electronic means, notice is deemed given when transmitted.

### **13.3 Declaration of Notice**

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

### **13.4 Computation of Time**

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

### **13.5 Error or Omission in Giving Notice**

- a. The accidental omission to give any notice to any Member, Director, Officer, member of a Committee or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
- b. Any Director, Member, Officer, member of a Committee or auditor or person conducting a review engagement or other person entitled to notice may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

### **13.6 Waiver**

Where a notice or document is required to be sent pursuant to the By-Laws or the *Act*, as applicable, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

## **Section 14. By-laws and Effective Date**

### **14.1 Effective Date**

Except as provided for in Section 14.2, this By-Law shall come into force when enacted by the Board in accordance with the *Act*.

### **14.2 Effective Date of Sections 11.8 and 12.4**

Sections 11.8 (Membership – Not Transferable) and 12.4 (Notice of Members' Meetings) shall only be effective upon approval of the Members by Special Resolution, with or without amendment.

### **14.3 By-laws and Amendments**

- a. Subject to the *Act* or the articles, as applicable, the Board may from time to time in accordance with the *Act* make, amend or repeal and replace this By-law or any other By-law. Subject to the *Act* or the articles, as applicable, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.
- b. For greater certainty, despite the last sentence in Section 14.3a. above, Section 14.2 shall apply with respect to the coming into effect of Sections 11.8 (Membership – Not Transferable) and 12.4 (Notice of Members’ Meetings) of this By-law.
- c. If the By-Law, the amendment or the repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

## **Section 15. Repeal of Prior By-laws**

### **15.1 Repeal**

Subject to Sections 15.2 and 15.3 of this By-law:

- a. all prior By-Laws, including the former By-law, and
  - b. all resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law,
- are repealed.

### **15.2 Section 10.3 of the former By-law**

Despite Section 15.1, the repeal of the notice provisions for members meetings set out in section 10.3 of the former By-law shall only be effective upon approval of Section 12.4 of this By-law by the Members by Special Resolution as provided for in Section 14.2 above.

### **15.3 Prior Acts**

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment, and all officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law, and for greater certainty, the President appointed under any By-law so repealed shall continue in the office of the Chair until replaced in accordance with this By-law.

## **Special Resolution #2: (Section 11.8 of By-law 1-2023)**

This **Special Resolution** deals with Section 11.8 – Membership not being Transferable between classes. **ONCA** provides that if there is more than one class of members, then the By-laws must provide for the manner of withdrawing from a class or group or transferring membership to another class or group and any conditions of transfer; and the conditions on which membership in a class or group ends. **Special Resolution #2**, therefore, is intended to enact section 11.8 of By-law Number 1-2023 to provide that a person's membership cannot be transferred to another person or exchanged between classes, and also stipulates the circumstances under which the membership is automatically terminated (resignation, death, dissolution of an organizational member).

The detailed **Special Resolution #2** wording is provided below.

### **Motion to Approve Special Resolution #2 (2/3 majority required to pass):**

Be it resolved that the Special Resolution #2 be approved as presented.

**SPECIAL RESOLUTION OF THE MEMBERS OF  
ONTARIO SOCIETY OF PROFESSIONAL ENGINEERS  
(the Corporation)**

**WHEREAS** the board of directors of the Corporation has enacted By-law Number 1-2023 (**By-law 1-2023**);

**AND WHEREAS** a section of By-law 1-2023 requires approval by special resolution of the members of the Corporation in order to be effective;

**NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. Section 11.8 of By-law 1-2023, which reads as follows:

“11.8 Membership – Not Transferable Between Classes or Otherwise

- a. A membership in the Corporation is not transferable, including between classes of Members, and automatically terminates if the Member resigns or dies or, in the case of an organizational Member, the Member is dissolved or otherwise wound-up, or such membership is otherwise terminated in accordance with the *Act*.
- b. A Member may withdraw from membership in a class of Members by notice in writing to the Secretary or such other Officer or person designated by the Board, in which case the Member’s membership will cease as of the date the notice is received by the Secretary or such other Officer or person designated by the Board or the date specified in the notice, whichever is later.”

is hereby approved as a by-law of the Corporation.

2. The board of directors of Corporation is hereby authorized and directed to cause Section 11.8 as approved by this special resolution to be incorporated into and to form part of By-law 1-2023.

3. The board of directors of Corporation is hereby authorized and directed to cause the publication of By-law 1-2023, with Section 11.8 as approved by this special resolution included in By-law 1-2023, with such stylistic changes as may be necessary and appropriate.

4. Upon the publication of By-law 1-2023, with Section 11.8 as approved by this special resolution included in it, the Chair of the Board and the Secretary are authorized and directed to sign it.

**Special Resolution #3: (Section 12.4 of By-law 1-2023)**

This **Special Resolution** deals with Section 12.4 – Notice of Member Meetings.

The detailed **Special Resolution #3** wording is provided below.

**Motion to Approve Special Resolution #3 (2/3 majority required to pass):**

Be it resolved that the Special Resolution #3 be approved as presented.

**SPECIAL RESOLUTION OF THE MEMBERS OF  
ONTARIO SOCIETY OF PROFESSIONAL ENGINEERS  
(the Corporation)**

**WHEREAS** the board of directors of the Corporation has enacted By-law Number 1-2023 (**By-law 1-2023**);

**AND WHEREAS** a section of By-law 1-2023 requires approval by special resolution of the members of the Corporation in order to be effective;

**NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. Section 12.4 of By-law 1-2023, which reads as follows:

“12.4 Notice of Members’ Meetings

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members’ meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any Special Resolution to be submitted to the meeting.”

is hereby approved as a by-law of the Corporation.

2. The board of directors of Corporation is hereby authorized and directed to cause Section 12.4 as approved by this special resolution to be incorporated into and to form part of By-law 1-2023.
3. The board of directors of Corporation is hereby authorized and directed to cause the publication of By-law 1-2023, with Section 12.4 as approved by this special resolution included in By-law 1-2023, with such stylistic changes as may be necessary and appropriate.
4. Upon the publication of By-law 1-2023, with Section 12.4 as approved by this special resolution included in it, the Chair of the Board and the Secretary are authorized and directed to sign it.

## **Special Resolution #4: Number of Directors of the Corporation**

This **Special Resolution** establishes the number of positions on the Board.

The detailed **Special Resolution #4** wording is provided below.

### **Motion to Approve Special Resolution #4 (2/3 majority required to pass):**

Be it resolved that the Special Resolution #4 be approved as presented.

**SPECIAL RESOLUTION OF THE MEMBERS OF  
ONTARIO SOCIETY OF PROFESSIONAL ENGINEERS  
(the Corporation)**

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. The number of directors of the Corporation is fixed at 12; and
2. The directors of the Corporation are hereby authorized to determine by resolution, from time to time hereafter, the number of directors of the Corporation.

## 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 at least 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.

\* \* \*

CANADA ) TO ALL WHOM THESE PRESENTS  
          ) )  
PROVINCE OF ONTARIO ) )  
          ) )  
TO WIT ) MAY COME, BE SEEN OR KNOWN

I, Linda Joan Godel, of the City of Toronto, in the Province of Ontario, a notary public in and for the Province of Ontario by royal authority duly appointed,

**Do Certify and Attest** that the paper-writing hereto annexed is a true copy of a document produced and shown to me and purporting to be the **Letters Patent for ONTARIO SOCIETY OF PROFESSIONAL ENGINEERS** certified effective April 5, 2000, the said copy having been compared by me with the said original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

**In Testimony Whereof I** have hereto subscribed my name and affixed my Notarial Seal of Office at the City of Toronto, this 12<sup>th</sup> day of June, 2002.



\_\_\_\_\_  
**LINDA JOAN GODEL**

A Notary Public in and for the Province of Ontario.



1406161



Ministry of  
Consumer and  
Ontario Commercial Relations

Ministère de  
la Consommation  
et du Commerce

**LETTERS PATENT**

This application constitutes the charter  
of the corporation which is issued by  
these Letters Patent dated this

**LETTRES PATENTES**

La présente requête forme la charte de la  
compagnie constituée en personne morale  
par lettres patentes datées du

**APRIL 05 AVRIL, 2000**

Minister of Consumer  
and Commercial Relations

Le Ministre de la  
Consommation et du Commerce

*John D. Ellis*  
Director / Directeur

per/par

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL  
REQUÊTE EN CONSTITUTION D'UNE PERSONNE MORALE SANS CAPITAL ACTIONS**

Form 2  
Corporations  
Act

Formule 2  
Loi sur les  
personnes  
morales

1. The name of the corporation is/Dénomination sociale de la personne morale :

O	N	T	A	R	I	O	S	O	C	I	E	T	Y	O	F	P	R	O	F	E	S	S	I	O	N	A
L	E	N	G	I	N	E	E	R	S																	

2. The address of the head office of the corporation is/Adresse du siège social:

203 College Street, Suite 303

(Street & No., or R.R. No., or Lot & Concession No., or Lot & Plan No., Post Office Box No. not acceptable; if Multi-Office Building give Room No.)

(Rue et numéro, ou R.R. et numéro, ou numéro de lot et de concession, ou numéro de lot et de plan; numéro de boîte postale inacceptable; s'il s'agit d'un édifice à bureaux, numéro du bureau)

City of Toronto

(Name of Municipality)  
(Nom de la municipalité)

M 5 T 1 P 9

(Postal Code/Code postal)

3. The applicants who are to be the first directors of the corporation are:

Requérants appelés à devenir les premiers administrateurs de la personne morale :

Name in full, including all first, middle names  
Nom et prénoms au complet

Address for service, giving Street & No., or R.R., No. or Lot & Concession No.,  
or Lot & Plan No., and Postal Code (Post Office Box No. not acceptable)

Domicile élu y compris la rue et le numéro ou la R.R. et le numéro, ou le numéro  
de lot et de concession, ou le numéro de lot et de plan, ainsi que le code postal (Numéro  
de boîte postale inacceptable)

Jeremy P. Cook

32 Major William Sharpe Drive  
Brampton, Ontario L6X 3J2

Stewart W. Crampton

9 Mill View Court  
Caledon East, Ontario L0N 1E0

Robert A. Goodings

294 Douglas Drive  
Toronto, Ontario M4W 2C2

Maximus H. Perera

383 Banbury Road  
North York, Ontario M2L 2V2

C. Todd Springer

46 Beatty Road  
Ajax, Ontario L1S 1Y9

4. The objects for which the corporation is incorporated are:  
Objets pour lesquels la personne morale est constituée:

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

B. The following are additional objects of OSPE:

- (i) to encourage the application of engineering and science in Ontario;
- (ii) to provide a representative voice for professional engineers in Ontario;
- (iii) to strive to make registration as a professional engineer more meaningful in Ontario;
- (iv) to propagate and promote, through its members, the use of professional engineering services;
- (v) to assist Ontario's professional engineers to achieve and maintain the highest possible standards in the practice of professional engineering;

and such other complementary purposes not inconsistent with these objects.

5. The special provisions are/Dispositions particulières:

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects.

La personne morale doit exercer ses activités sans rechercher de gain pécuniaire pour ses membres, et tout bénéfice ou tout accroissement de l'actif de la personne morale doit être utilisé pour promouvoir ses objets.

**(A) POWER CLAUSES**

For the above objects and incidental and ancillary to those objects, to exercise any of the powers prescribed by the *Corporations Act* or by any other statute or law, from time to time applicable, except where such power is contrary to the statutes or law, and in particular, without limiting the generality of the foregoing:

Power to Accumulate:

- (a) to accumulate from time to time part of the fund or funds of the corporation and income therefrom, subject to any statutes or laws from time to time applicable;

Power to Invest:

- (b) to invest funds of the corporation in such manner as the directors may determine;

Power to Receive Personal Property:

- (c) to acquire by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as the directors may consider advisable;

Power to Hold and Dispose of Real Property:

- (d) to acquire by purchase, lease, devise, gift, or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the corporation or for carrying on the corporation's activities, and when no longer so necessary, to sell, dispose of and convey the same or any part thereof;

Power to Hire:

- (e) to employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary;

Power to Co-operate with Other Organizations:

- (f) to co-operate, liaise, and contract with other organizations, institutions and agencies which carry on similar objects to that of the corporation;

Power to Co-operate with Governments:

- (g) to enter into any arrangements, agreements or contracts that are consistent with the corporation's objects with any ministries of the Government of Ontario, departments of the Government of Canada, municipal governments, local authorities or federal or provincial agencies, boards and commissions or similar authorities, that the directors consider desirable to obtain, further or carry out the objects of the corporation;

Power to Sue and Compromise Claims:

- (h) to demand and compel payment of all sums of money and claims to any real or personal property in which the corporation may have an interest and to compromise or settle any such claims and to sue and be sued;

Power to Negotiate and Issue Instruments:

- (i) to draw, make, set, endorse, execute, issue, negotiate or otherwise deal with negotiable or transferable instruments;

Incidental Powers:

- (j) to do all such acts and things which are necessary or incidental for the attainment of the objects of the corporation.

**(B) DISSOLUTION**

Upon the dissolution of the corporation and after the payment of all of its debts and liabilities, the remaining property of the corporation shall be distributed to a corporation without share capital in Ontario with similar objects.

**(C) BORROWING POWERS**

The board may:

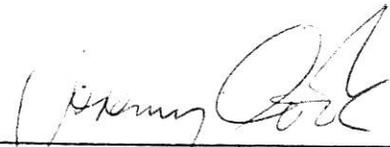
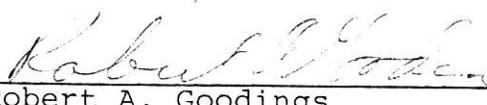
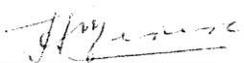
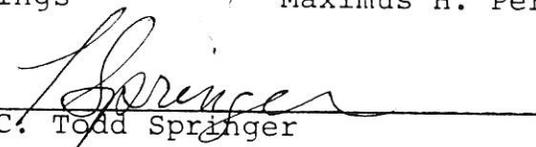
- (i) borrow money on the credit of the corporation;
- (ii) issue, sell or pledge securities of the corporation;
- (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the corporation;
- (iv) delegate the powers under this clause to an officer or officers of the corporation as the board considers appropriate.

6. The names and address for service of the applicants:  
 Nom et prénoms et domicile élu des requérants :

Name in full, including all first, middle names Nom et prénoms au complet	Address for service, giving Street & No., or R.R., No. or Lot & Concession No., or Lot & Plan No., and Post-Code (Post Office Box No. not acceptable) Domicile élu y compris la rue et le numéro ou la R.R. et le numéro, ou le numéro de lot et de concession ou le numéro de lot et de plan, ainsi que le code postal (Numéro de boîte postale inacceptable)
Jeremy P. Cook	32 Major William Sharpe Drive Brampton, Ontario L6X 3J2
Stewart W. Crampton	9 Mill View Court Caledon East, Ontario L0N 1E0
Robert A. Goodings	294 Douglas Drive Toronto, Ontario M4W 2C2
Maximus H. Perera	383 Banbury Road North York, Ontario M2L 2V2
C. Todd Springer	46 Beatty Road Ajax, Ontario L1S 1Y9

This application is executed in duplicate.  
 La présente requête est faite en double exemplaire.

Signatures of applicants/Signature des requérants

 <hr/> Jeremy P. Cook	 <hr/> Stewart W. Crampton
 <hr/> Robert A. Goodings	 <hr/> Maximus H. Perera
 <hr/> C. Todd Springer	