

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.