

AGM BRIEFING NOTE

Proposed By-law Change re: Admission to be a Member

Background

The current version of Section 2.02 of the CEO By-law allows a firm that is applying for membership to be granted membership status before their dues have been paid. However, the By-law does not provide a mechanism to terminate that membership if the dues are not received. The proposed By-law change will address this gap. The new Section 2.02 makes it clear that an applicant is not a member until such time as their dues have been paid, and provides a 60-day window for payment of dues after the application is considered by the Board.

The By-law change also deletes the requirement for applicant firms to provide three letters of reference from existing members or other approved sources. The Board considers this requirement to be antiquated and elitist, serving no useful purpose, and it may be limiting membership growth. All applicants are already required to commit to furthering the objects of CEO and agree with the provisions of the Letters Patent, By-laws and policies of CEO. Applicants must sign the Members' Charter, confirming that commitment. The By-law contains provision for terminating the membership of a firm that does not honour that commitment.

Current wording:

2.02 Admission to be a Member

- (a) Applications for Firm Membership in the Corporation shall be made in such form, in such manner, and according to such procedures as the Board may from time to time determine. An application to become a Firm Member shall be signed and submitted to the Board and must be accompanied by three (3) satisfactory letters of references from existing Firm Members of the Corporation or from other approved sources as determined by the Board in its sole discretion. Proof of the qualifications of an applicant shall be made and established in such time as determined by the Board.
- (b) If the Board is satisfied that the applicant satisfies all of the qualification requirements as set out in Section 2.01(b), the Board may, in its sole discretion, admit the applicant to be a Firm Member of the Corporation. All applicants shall be advised in writing by the Corporate Secretary whether the application has been accepted or rejected. All decisions by the Board shall be final and binding without the need to give any reasons for the acceptance or rejection of any application. The Corporation may issue a certificate of membership under the seal of the Corporation and the signatures of the Chair and Corporate Secretary to all Firm Members so admitted.

Proposed wording:

2.02 Admission to be a Member

(a) Applications

- (i) Applications for Firm Membership in the Corporation shall be made in such form, in such manner, and according to such procedures as the Board may from time to time determine. Proof of the qualifications of an applicant shall be made and established in such time as determined by the Board.

(b) Admission and Dues Payment

- (i) If the Board is satisfied that the applicant satisfies all of the qualification requirements as set out in Section 2.01(b), the Board may, in its sole discretion, admit the applicant to be a Firm Member of the Corporation subject to the payment of the required dues within 60 days of the Board's decision to admit the applicant.
- (ii) All applicants shall be advised in writing by the Corporate Secretary as to the decision of the Board and the due date for the dues payment, as applicable. All decisions by the Board shall be final and binding without the need to give any reasons.
- (iii) An applicant is not a Firm Member until the required dues payment has been received. Once the dues have been paid, the Corporation may issue a certificate of membership under the seal of the Corporation and the signatures of the Chair and Corporate Secretary to all Firm Members so admitted.

AGM BRIEFING NOTE

Confirmation of Board Resolution for a Name Change

Background

Consulting Engineers of Ontario has operated under the same name since our inception 45 years ago. Our visual branding has changed very little over the years.

As an association, however, we have evolved significantly since our inception. CEO membership used to consist of over 300 firms, with the majority being very small. If you go back about 20 years, CEO had twice the number of member firms it does today, but the total number of employees represented among those firms was only two-thirds of today's number. Acquisitions and consolidation have had a major impact on our industry for the past couple of decades, but the overall size of the sector has grown.

The business environment for consulting engineering has also changed significantly since CEO was established in 1975. Over the past 15-plus years, CEO made a series of strategic and operational decisions to focus on the business interests of engineering firms in Ontario. In 2011, for example, by-law changes were made so that membership could include engineering firms that chose not to use the regulated "consulting engineers" title or employ designated consulting engineers.

The CEO By-law requires member firms to be private-sector entities "involved in the business of offering independent engineering, geoscientific or other technology-based intellectual services", and to hold a current Certificate of Authorization under the Professional Engineers Act or the Professional Geoscientists Act, and to carry professional liability insurance. The Board believes that this properly captures the essence of our member base and no changes are planned for these requirements.

Our national-level association used to be known as the Association of Consulting Engineers of Canada. They became the Association of Consulting Engineering Companies – Canada in 2009. Of the other 11 provincial/territorial associations across Canada, nine use the name Association of Consulting Engineering Companies - <province/territory> (or its equivalent in French).

In the United States, from 1973 to 2000 the national association had been known as the American Consulting Engineers Council. They then changed their name to the American Council of Engineering Companies to "reflect both its firm-based membership and the increasingly diversified and multi-disciplinary nature of engineering practices".

The Problem

The name "Consulting Engineers of Ontario" inherently conveys a group of individuals, not companies. This has fostered confusion regarding our role and the respective roles of the

Ontario Society of Professional Engineers and Professional Engineers Ontario (PEO). We need an identity and branding that better differentiates us from those organizations and reflects our proper constituency. Further, the current name does not clearly identify us as an association. CEO is often mistaken by the public as a direct provider of consulting engineering services.

PEO's continued regulation of the "consulting engineer" designation for individual professional engineers, and use of the "consulting engineers" title by engineering firms also creates challenges for our current identity and branding. No other jurisdiction in Canada or the U.S. regulates these titles.

The Board believes that these issues may be limiting the growth of the association. Membership growth and retention had been identified as a significant issue and in early 2019 the Board formed a Membership Growth & Retention Strategy Task Force. CEO's "identity" was identified as an issue by the Task Force.

These issues are a factor in the decision made by potential member firms whether or not to join. Identity and brand are directly connected to the "relevance" issue that we have heard raised by member firms choosing not to join or choosing not to renew their membership. A renewed and refreshed identity and brand, clearly connected to our membership base and supporting the new mission and vision, would be one piece of the puzzle in addressing the growth and retention concerns.

Many of our member firms offer and provide technical services that are outside of what has been the traditional realm of the consulting engineer. The work isn't only about advising and design – it's planning, analysis, test, evaluation, project management, contract administration and more, all predicated on engineering principles and executed from an engineering perspective. Our firms employ a range of technical professionals, not just professional engineers.

Lastly, it was determined in 2018 that nearly half of our member firms do not self-identify as being "consulting engineers". This finding is consistent across firms of every size and area of practice. Instead, the marketing by these firms makes reference to "engineering services", "engineering solutions" or "engineers and _____", with the blank being any number of other service areas such as architects or geoscientists.

Why now?

Given the facts and issues identified above, and with the commencement of a new strategic planning cycle, the time was right for CEO to explore its identity and brand with a view to establishing a new name and refreshed branding for the association.

At its strategic planning session in November 2019, a new mission and vision were articulated for CEO. The new mission and vision create an ideal opportunity to develop an updated identity and brand for the association.

The CEO 2020 – 2023 Strategic Plan, approved by the Board in March, includes “strengthen our identity and branding” as a priority area, and sets a new name and branding as a specific objective. A rebranding can assist an organization in many ways – it can reposition the organization to become more appealing to its target audience, and it can refresh an image that may be outdated and out of touch relative to its target market.

Why this name?

The Board began examining the question of identity at its meeting in December 2019. Choosing an appropriate name for an industry association with a fixed geographic jurisdiction is not terribly difficult. There are limited combinations and permutations of “Ontario”, plus a collective noun (e.g., “Association”, “Society”, “Council”), plus a descriptor of the membership (e.g., “Engineering Firms”, “Consulting Engineering Companies”). The challenge is to identify a name that results in a satisfactory acronym and, given today’s technology and social media focus, for which an appropriate internet domain and social media handles are available.

A long list of 10 options was presented to the Board in January. Discussion at that time narrowed the list to five and staff undertook additional research to assess acronym conflicts and domain availability. The final selection was made by the Board at the March meeting and the choice of “Association of Consulting Engineering Companies – Ontario” (ACEC-Ontario) was unanimous.

ACEC-Ontario better reflects the current and future membership base, clearly differentiating us from other engineering associations. It is unmistakably the name of an industry association of engineering firms. Further, this name provides alignment with ACEC-Canada and the bulk of the other provincial/territorial associations across the country, which was a significant consideration for the Board. Harmonizing the names of the national and provincial/territorial associations conveys unity and strength to government and stakeholders, and it eliminates potential confusion.

Next Steps

Once the name change resolution has been confirmed by the CEO membership, staff will address the various legal requirements – such as applying for Supplementary Letters Patent to register the new name. The new name and branding will be rolled out over the subsequent days and weeks on our website and through social media.

ASSOCIATION OF CONSULTING ENGINEERING COMPANIES – ONTARIO

GENERAL OPERATING BY-LAW NO. 3

Original Issue: June 2011

Revised: September 2020

Previous Revisions: June 2012, June 2013, 2016, September 2018, September 2019

GENERAL OPERATING BY-LAW NO. 3

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

ASSOCIATION OF CONSULTING ENGINEERING COMPANIES – ONTARIO (the “Corporation”)

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GENERAL OPERATING BY-LAW NO. 3

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

ASSOCIATION OF CONSULTING ENGINEERING COMPANIES – ONTARIO (the “Corporation”)

WHEREAS the Corporation was granted Letters Patent by the Ontario Government under the *Corporations Act* (Ontario) on the 19th day of March, 1975;

AND WHEREAS the current General Operating By-law No. 1 was enacted on the 19th day of March, 1975, and was revised over the years in 1977, 1978, 1979, 1986, 1989, 1999, 2003 and 2005;

AND WHEREAS the current borrowing By-law No. 2 was enacted on the 19th day of March, 1975;

AND WHEREAS it is determined necessary to replace both By-law No. 1, and By-law No. 2 with General Operating By-law No. 3 herein;

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of the Association of Consulting Engineering Companies – Ontario as follows:

SECTION I INTERPRETATION

1.01 Definitions

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

- (a) “Act” means the *Corporations Act* (Ontario), R.S.O. 1990, Ch. C.38, including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time.
- (b) “Affiliated Organization” means an organization that is affiliated with the Corporation referred to in Section 3.01.
- (c) “ACEC” means the Association of Consulting Engineering Companies – Canada referred to in Section 14.01.
- (d) “Board” means the board of directors of the Corporation.
- (e) “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.
- (f) “Chapter” means a chapter of the Corporation referred to in Section 10.01.
- (g) “Chapter Executive” means the executive members of a Chapter referred to in Section 10.05(e).

- (h) “Chapter Member” means a member of a Chapter referred to Section 10.05(b).
- (i) “Consulting Engineer” means a Professional Engineer who has been designated a consulting engineer by the Association of Professional Engineers of Ontario as provided in the regulations under the *Professional Engineers Act*.
- (j) “Director” means a member of the Board and may refer to an Ex Officio Director or an Elected Director.
- (k) “Elected Director” means a Director of the Corporation elected by the Members referred to in Section 5.02.
- (l) “Ex Officio Director” means a Director of the Corporation by virtue of office but not elected by the Members referred to in Section 5.02.
- (m) “Firm Member” means a Member of the Corporation that is an engineering firm referred to in Section 2.01(b).
- (n) “Firm Member Representative” means a representative appointed by a Firm Member referred to in Section 2.04.
- (o) “Individual Member” means a Member of the Corporation who are Directors of the Corporation referred to in Section 2.01(c) and meet the qualifications set out in Section 5.03(a) and 5.03(b).
- (p) “Letters Patent” means the letters patent of the Corporation as amended from time to time including any letters patent of continuance in the event of subsequent substitution of the Act.
- (q) “Member” means a member of the Corporation and shall include both Firm Members and Individual Members.
- (r) “Members” or “Membership” means the collective membership of the Corporation.
- (s) “Members’ Charter” means the members’ charter of the Corporation adopted by the Board referred to in Section 13.02.
- (t) “Professional Engineer” means a person who holds a licence or a temporary licence to practice Professional Engineering under the *Professional Engineers Act*.
- (u) “Professional Engineering” means the practice of professional engineering licensed under the *Professional Engineers Act*.
- (v) “Professional Engineers Act” means *Professional Engineers Act*, R.S.O. 1990, Chapter P. 28, including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time.
- (w) “Professional Geoscientists Act” means the *Professional Geoscientists Act, 2000*, S.O. 2000, Chapter 13, , including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time.
- (x) “Officer” means an officer of the Corporation.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his/her capacity as trustee, executor, administrator, or other legal representative;
- (d) words importing the masculine gender include the feminine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) the By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the objects contained in the Letters Patent of the Corporation, which objects for purposes of this By-law are incorporated by reference and made a part hereof; and
- (g) if any of the provisions contained in the By-laws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

SECTION II **MEMBERS**

2.01 Membership Classes and Qualification Requirements

- (a) There shall be two (2) classes of Members in the Corporation consisting of Firm Members and Individual Members.
- (b) Firm Members

Firm Membership is available to any business that meets all of the following qualification requirements:

- (i) it is a business that is a sole practitioner, a partnership or a corporation;
- (ii) it is wholly-owned within the private sector involved in the business of offering independent engineering, geoscientific and other technology-based intellectual services to the public or a third party for the built and natural environment, but does not include municipalities, crown corporations or in-house engineering departments of manufacturing or resource companies;

- (iii) it holds a current certificate of authorization to practice professional engineering prescribed by the *Professional Engineers Act* or a current certificate of authorization to practice professional geoscience prescribed by the *Professional Geoscientists Act*;
- (iv) it has obtained and maintains in good standing professional liability insurance coverage required under each of the *Professional Engineers Act* or *Professional Geoscientist Act* for which the business holds a certificate of authorization;
- (v) it does not provide any independent engineering and other technology-based intellectual services without insurance coverage, notwithstanding the permission under the *Professional Engineers Act* and the *Professional Geoscientist Act*, as applicable, allowing the business to provide services without insurance by obtaining consents from persons they serve;
- (vi) it has one or more permanent places of business in Ontario, excluding post office boxes or similar addresses; and
- (vii) it has accurately and truthfully completed a membership application in order to apply for membership in the Corporation to evidence:
 - (1) its commitment to furthering the objects of the Corporation as contained in the Letters Patent; and
 - (2) its agreement with the provisions in the Letters Patent, By-laws and policies of the Corporation.
- (c) Individual Members

Individual Members shall consist of the Directors of the Corporation from time to time. All Directors shall, effective upon their election, appointment or taking office, be deemed to be Individual Members of the Corporation.

2.02 Admission to be a Member

- (a) Applications
 - (i) Applications for Firm Membership in the Corporation shall be made in such form, in such manner, and according to such procedures as the Board may from time to time determine. Proof of the qualifications of an applicant shall be made and established in such time as determined by the Board.
- (b) Admission and Dues Payment
 - (i) If the Board is satisfied that the applicant satisfies all of the qualification requirements as set out in Section 2.01(b), the Board may, in its sole discretion, admit the applicant to be a Firm Member of the Corporation subject to the payment of the required dues within 60 days of the Board's decision to admit the applicant.
 - (ii) All applicants shall be advised in writing by the Corporate Secretary as to the decision of the Board and the due date for the dues payment, as applicable. All

decisions by the Board shall be final and binding without the need to give any reasons.

- (iii) An applicant is not a Firm Member until the required dues payment has been received. Once the dues have been paid, the Corporation may issue a certificate of membership under the seal of the Corporation and the signatures of the Chair and Corporate Secretary to all Firm Members so admitted.
- (c) There is no application process for Individual Members. Upon a person taking office as a Director, he/she shall be deemed to be an Individual Member of the Corporation.

2.03 Duties and Rights of Members

(a) Firm Members

Each Firm Members shall have the following duties and rights:

- (i) the duty to further the objects for the Corporation as contained in the Letters Patent;
- (ii) the duty to respect and submit to the procedures of the Corporation;
- (iii) the duty to continue to meet all qualification requirements for Firm Members as set out in Section 2.01(b);
- (iv) the duty to strive to comply with the Corporation's Members' Charter in place from time to time;
- (v) the right to receive notice of meetings of Members;
- (vi) the right to appoint a Firm Member Representative to attend, speak, participate and vote at meetings of Members, as more particularly provide in Section 2.04;
- (vii) the right to cast such number of votes in accordance with the table below, based on the number of employees resident in Ontario involved in the Firm Member's business (but not any of its subsidiaries) listed in the Firm Member's statement referred to in Section 2.06(a)(i):

| Number of Employees Resident in Ontario of a Firm Member | Number of Votes |
|--|-------------------|
| Up to 4 | 1 |
| 5 to 20 | 2 |
| 21 to 50 | 3 |
| 51 to 100 | 4 |
| 101 to 200 | 5 |
| 201 to 300 | 6 |
| 301 to 400 | 7 |
| 401 to 600 | 8 |
| 601 to 1000 | 9 |
| For each 500, or part thereof, employees over 1,000 | 1 additional vote |

- (viii) the right to appoint any number of non-voting participants from among the Firm Member's employees resident in Ontario to attend, speak and participate at meetings of Members, but not the right to vote;
 - (ix) the right to have its employees resident in Ontario be eligible to serve as Officers, Directors, committee members and other capacities in the Corporation, provided that the applicable qualification requirements for such positions set out in the By-laws or policies of the Corporation or as determined by the Board are also met;
 - (x) the right to represent itself to the public as a "Member of the Association of Consulting Engineering Companies – Ontario" or any appropriate variation thereof approved by the Board; and
 - (xi) such additional rights and privileges as determined by the Board from time to time.
- (b) Individual Members

Individual Members shall have the following duties and rights:

- (i) the duty to further the objects for the Corporation as contained in the Letters Patent;
- (ii) the duty to respect and submit to the procedures of the Corporation;
- (iii) the right to receive notice of, attend, speak and participate at all meetings of Members, but not the right to vote thereat; and
- (iv) such additional rights and privileges as determined by the Board from time to time.

2.04 Firm Member Representatives

- (a) Each Firm Member shall designate in writing one (1) Firm Member Representative to act on behalf of the Firm Member at meetings of Members, provided that such Firm Member Representative is present in person at the said meeting of Members.
- (b) Each Firm Member Representative must be an individual resident in Ontario and is an employee of the Firm Member he/she represents.
- (c) A Firm Member Representative who has the right to cast more than one (1) vote must cast all of his/her votes in the same manner at a meeting of Members. For greater certainty and by way of example, a Firm Member Representative who has the right to cast eight (8) votes must cast all eight (8) votes either in favour of or in opposition to a motion, but cannot cast some of his/her votes in favour of a motion and the balance in opposition to the motion or in abstention.
- (d) A Firm Member Representative who cannot attend a meeting of Members may not appoint a designate to act on his/her behalf. However, the appointing Firm Member may appoint a proxyholder to act on its behalf in accordance with Section 4.13.
- (e) The appointing Firm Member may instruct the Firm Member Representative in relation to the manner and the extent in which the Firm Member Representative may vote or act on

behalf of the Firm Member at meetings of Members of the Corporation. Lacking such specific instructions, the Firm Member Representative may act and vote in his/her discretion with respect to any and all matters which may properly come before the meeting of Members or any adjournments thereof.

- (f) Process for Appointment and Notification of the Corporation
 - (i) Each Firm Member Representative must be duly appointed by the Firm Member. The Firm Member shall notify the Corporation in writing of such appointment as soon as possible.
 - (ii) A Firm Member may not appoint alternate persons to be a Firm Member Representative.
 - (iii) All written appointments shall become effective on the latter of the effective date specified on the written appointment, if any, or the date when the written appointment is received by the Corporation.
 - (iv) Once the Corporation is notified of the appointment of the Firm Member Representative, such appointment on record with the Corporation shall be valid until the appointment is changed or revoked in writing by the Firm Member.
 - (v) In the event that a Firm Member wishes to change the appointment of its Firm Member Representative, the Firm Member may do so at any time, but not within seventy-two (72) hours prior to a meeting of Members.
 - (vi) In the event that no written appointment is filed with the Corporation by a Firm Member, the rights of the Firm Member at Members' meetings shall be suspended until a written appointment has been filed with the Corporation, unless the Firm Member appoints a proxyholder in accordance with Section 4.13.
 - (vii) The Corporation may from time to time prescribe the form of written appointment to be completed by Firm Members.

2.05 Term and Renewal of Membership

- (a) The term of Firm Members shall be in effect for a period of one year from the 1st day of April to the 31st day of March in the immediately following year.
- (b) All Firm Members shall be required to renew their annual membership by paying the applicable membership dues and completing the membership renewal process as determined by the Board. The membership status of a Firm Member may be renewed if the Board is satisfied that:
 - (i) the Firm Member has paid all applicable membership dues and assessments as determined in the discretion of the Board; and
 - (ii) the Firm Member continues to meet all of the qualification requirements set out in Section 2.01(b).

- (c) Individual Members do not have a membership term. For greater certainty, each Director will automatically be deemed to be an Individual Member when he/she is elected/appointed to the Board pursuant to Section 5.03(g) and will automatically cease to be an Individual Member when he/she leaves the Board pursuant to Section 5.08(c).

2.06 Membership Dues and Assessments

(a) Determination of Membership Dues

Annual membership dues for Firm Members will be set by the Board from time to time. Firm Members shall be notified in writing of the membership dues and the time the membership dues will be payable. Membership dues shall be determined as follows:

- (i) Every Firm Member shall, on or before February 28th in each year, file with the Corporate Secretary, a statement setting out the average number of employees resident in Ontario involved in the Firm Member's business (but not any of its subsidiaries) during the preceding calendar year.
- (ii) Prior to the beginning of each fiscal year of the Corporation, the Board shall prepare a budget estimating the amount of money required to carry on the business affairs of the Corporation during such fiscal year and shall fix the annual membership dues to be collected from Firm Members of the Corporation.
- (iii) The amount of the annual membership dues for each Firm Member shall be determined by the Board in its sole discretion, based upon the average number of the Firm Member's employees as reported to the Corporation under Section 2.06(a)(i). The amount so determined by the Board shall be final and binding on the Firm Member.

(b) Assessments

From time to time, if additional funds are required to carry on the business and affairs of the Corporation or for any special purpose, the Board upon resolution passed by two-thirds (2/3) of the votes cast at a Board meeting, may levy special assessments which shall be payable by the Firm Members in such amounts for each Firm Member and by such deadline date as may be determined by the Board. The amount so determined by the Board shall be final and binding on the Firm Member.

(c) Payment of Membership Dues and Assessments

- (i) Firm Membership dues are due on such date as determined by the Board, which shall not be later than May 15th in each year. Firm Members shall have until June 30th to make payment.
- (ii) A Firm Member that has paid its membership dues and all outstanding assessments in full on or before the deadline set by the Board in accordance with Section 2.06(c)(i) will be eligible for membership renewal in accordance with Section 2.05.
- (iii) The membership status of a Firm Member that has not paid its membership dues and all outstanding assessments in full on or before the deadline set by the Board

in accordance with Section 2.06(c)(i) shall automatically be extended until June 30th.

- (1) If the Firm Member pays its membership dues and all outstanding assessments in full by June 30th, it will be eligible for membership renewal in accordance with Section 2.05.
 - (2) If the Firm Member does not pay its membership dues and all outstanding assessments in full by June 30th, its membership shall automatically be terminated effective July 1st.
- (iv) A Firm Member whose membership status is terminated for failure to pay membership dues by June 30th, but pays its membership dues and all outstanding assessments in full between July 1st and September 30th, inclusive, is eligible for membership renewal in accordance with Section 2.05 and upon renewal, its membership status shall be reinstated effective on the date when original payments (including those sent by mail, facsimile transfer or electronic means) are received by the Corporation.
- (v) After September 30th, a Firm Member whose membership status has been terminated for failure to pay membership dues by June 30th must reapply for membership in accordance with Section 2.02 together with full payment of all outstanding membership dues and assessments in full.
- (vi) Payment of membership dues and assessments shall be deemed to have been paid upon the delivery, prepaid post-marked mailing, or the sending of a facsimile transfer of cash, cheque, money order, certified cheque, credit card payment, or electronic transfer of monies if then in effect, or other electronic means as may be implemented, such as through a posting on the Corporation's website or via e-mail, for the full amount addressed to the head office of the Corporation by no later than 11:59 p.m. on the applicable due date, provided that the original payment sent by mail, facsimile transfer or electronic means is received at the head office of the Corporation by no later than 4:59 p.m. fifteen (15) days later.

2.07 Resignation and Termination of Members

- (a) The interest of a Member in the Corporation is non-transferable.
- (b) Firm Members may resign at any time from membership in the Corporation by delivering a written notification of their resignation to the Chair, Chair Elect or Corporate Secretary of the Corporation. A resignation shall be effective the latter of the date specified in the resignation or the date when the notification is received by the Corporation. The Firm Member shall remain liable for payment of any membership dues and assessments due and payable by such Firm Member prior to the effective date of the resignation.
- (c) A Firm Member's membership shall automatically terminate upon occurrence of any of the following:
 - (i) the effective date of the written resignation referred to in Section 2.07(b);
 - (ii) the expiry of the term of membership and the Firm Member does not apply for renewal;

- (iii) a Firm Member's application for membership renewal in Section 2.05 is rejected;
 - (iv) a Firm Member failing to pay in full the membership dues and all outstanding assessments in accordance with Section 2.06;
 - (v) a Firm Member failing to maintain all of the applicable qualifications of Membership set out in Section 2.01(b) as determined in the sole discretion of the Board;
 - (vi) if at a meeting of Members of the Corporation called for that purpose, the Members determine by two-thirds (2/3) of the votes cast that a Firm Member is to be removed as a Member of the Corporation; or
 - (vii) on dissolution of the Corporation.
- (d) An Individual Member's membership shall automatically terminate upon occurrence of any of the following:
- (i) the Individual Member ceasing to be a Director;
 - (ii) on the death of the Individual Member; or
 - (iii) on dissolution of the Corporation.
- (e) Where a person is no longer an Individual Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as a committee member if the Board deems it appropriate in the circumstances.

2.08 Membership in ACEC

- (a) Upon admission of an applicant to be a Firm Member, it shall automatically become a member of ACEC at the discretion of ACEC's board of directors. However, in the event that membership in ACEC is terminated for any reason, it does not affect the Membership status of the Firm Member with the Corporation.
- (b) Upon termination of a Firm Member with the Corporation, its membership in ACEC shall automatically be terminated.

SECTION III AFFILIATED ORGANIZATIONS

3.01 Classes of Affiliated Organizations and Qualification Requirements

- (a) The Board may from time to time admit any organization that meets all of the following qualification requirements as an Affiliated Organization of the Corporation:
 - (i) it is a sole proprietorship, a partnership or a corporation;
 - (ii) it is either a for profit business or a not-for-profit organization;

- (iii) it is not eligible for admission as a Firm Member;
- (iv) its interests are seen as being consistent with the interests of Ontario's consulting engineering industry, and: 1) it provides products or services in support of Ontario's consulting engineering industry, or 2) it is viewed as a stakeholder organization to Ontario's consulting engineering industry;
- (v) it does not hold a current certificate of authorization to practice professional engineering prescribed by the *Professional Engineers Act* or a current certificate of authorization to practice professional geoscience prescribed by the *Professional Geoscientists Act*;
- (vi) it has accurately and truthfully completed an application to be an Affiliated Organization to evidence:
 - (1) its commitment to furthering the objects of the Corporation as contained in the Letters Patent; and
 - (2) its agreement with the provisions in the Letters Patent, By-laws and policies of the Corporation.
- (b) The Board may from time to time adopt policies to establish different categories of Affiliated Organizations and the qualification requirements thereof.

3.02 Admission to be an Affiliated Organization

Applications to be an Affiliated Organization in the Corporation shall be made in such form, in such manner, and according to such procedures as the Board may from time to time determine. Proof of the qualifications of an applicant shall be made and established in such time as determined by the Board. If the Board is satisfied that the applicant satisfies all of the qualification requirements as set out in Section 3.01(a), the Board may, in its sole discretion, admit the applicant to be an Affiliated Organization of the Corporation and designate the category of the Affiliated Organization in accordance with the categories that may be established by the Board referred to in Section 3.01(b). All applicants shall be advised in writing by the Corporate Secretary whether the application has been accepted or rejected. All decisions by the Board shall be final and binding, without the need to give any reasons for the acceptance or rejection of any application. The Corporation may issue a certificate of affiliation to all Affiliated Organizations so admitted.

3.03 Duties and Rights of Affiliated Organizations

- (a) Affiliated Organizations shall have the following duties and rights:
 - (i) the duty to respect the objects of the Corporation as contained in the Letters Patent;
 - (ii) the duty to respect and submit to the procedures of the Corporation;
 - (iii) the duty to continue to meet all qualification requirements for Affiliated Organizations as set out in Section 3.01(a);
 - (iv) its employees resident in Ontario shall be eligible to serve as Directors, committee members and other capacities in the Corporation, provided that the applicable

qualification requirements for such positions set out in the By-laws or policies of the Corporation or as determined by the Board are also met;

- (v) the right to represent itself to the public as an “Affiliated Organization of the Association of Consulting Engineering Companies – Ontario” or any appropriate variation thereof approved by the Board; and
 - (vi) such additional rights and privileges as determined by the Board from time to time.
- (b) For greater certainty, Affiliated Organizations are not Members of the Corporation.

3.04 Term and Renewal of Affiliated Organizations

- (a) The term for affiliation status shall be in effect for a period of one year from the 1st day of April to the 31st day of March in the immediately following year.
- (b) All Affiliated Organizations shall be required to renew their affiliation status by paying the applicable affiliate dues and completing the renewal process as determined by the Board. The affiliation status may be renewed if the Board is satisfied that:
- (i) the Affiliated Organization has paid all applicable affiliate dues and assessments as determined in the discretion of the Board; and
 - (ii) the Affiliated Organization continues to meet all of the qualification requirements set out in Section 3.01(a)

3.05 Affiliate Dues

- (a) Affiliate Dues

Annual affiliate dues for Affiliated Organizations will be set by the Board from time to time. Affiliated Organizations shall be notified in writing of the affiliate dues, if any, and the time the affiliate dues will be payable. The amount so determined by the Board shall be final and binding on the Affiliated Organization.

- (b) Payment of Affiliate Dues

- (i) Affiliate dues are due on such date as determined by the Board, which shall not be later than May 15th in each year. Affiliated Organizations shall have until June 30th to make payment.
 - (ii) An Affiliated Organization that has paid its affiliate dues in full on or before the deadline set by the Board in accordance with Section 3.05(b)(i) will be eligible for affiliation status renewal in accordance with Section 3.04.
 - (iii) The affiliation status of an Affiliate Organization that has not paid its affiliate dues in full on or before the deadline set by the Board in accordance with Section 3.05(b)(i) shall automatically be extended until June 30th.
- (1) If the Affiliated Organization pays its affiliate dues in full by June 30th, it will be eligible for affiliation status renewal in accordance with Section 3.04.

- (2) If the Affiliated Organization does not pay its affiliate dues in full by June 30th, its affiliation status shall automatically be terminated effective July 1st.
- (iv) After June 30th, an Affiliated Organization whose affiliation status has been terminated for failure to pay affiliate dues must reapply for affiliation status in accordance with Section 3.02, together with full payment of all outstanding affiliate dues.
- (v) Payment of affiliation dues shall be deemed to have been paid upon the delivery, prepaid post-marked mailing, or the sending of a facsimile transfer of cash, cheque, money order, certified cheque, or electronic transfer of monies if then in effect, or other electronic means as may be implemented, such as through a posting on the Corporation's website or via e-mail, for the full amount addressed to the head office of the Corporation by no later than 11:59 p.m. on the applicable due date, provided that the original payment sent by mail, facsimile transfer or electronic means is received at the head office of the Corporation by no later than 4:59 p.m. fifteen (15) days later.

3.06 Resignation and Termination of Affiliated Organizations

- (a) The interest of an Affiliated Organization in the Corporation is non-transferable.
- (b) Affiliated Organizations may resign at any time from affiliation status in the Corporation by delivering a written notification of their resignation to the Chair, Chair Elect or Corporate Secretary. A resignation shall be effective the latter of the date specified in the resignation or the date when the notification is received by the Corporation. The Affiliated Organization shall remain liable for payment of any affiliate dues and assessments due and payable by such Affiliated Organizations prior to the effective date of the resignation.
- (c) An Affiliated Organization's affiliation status shall automatically terminate upon occurrence of any of the following:
 - (i) the effective date of the written resignation referred to in Section 3.06(b);
 - (ii) the expiry of the term of affiliation status and the Affiliated Organization does not apply for renewal;
 - (iii) an Affiliated Organization's application for renewal of affiliation status in Section 3.04 is rejected;
 - (iv) an Affiliated Organization failing to pay in full the affiliation dues and all outstanding assessments in accordance with Section 3.05;
 - (v) an Affiliated Organization failing to maintain all of the applicable qualifications of affiliation set out in Section 3.01 as determined in the sole discretion of the Board;
 - (vi) if at a Board meeting called for that purpose, the Directors determine by two-thirds (2/3) of the votes cast that an Affiliated Organization is to be removed as an Affiliated Organization of the Corporation; or

- (vii) on dissolution of the Corporation.

SECTION IV

MEETINGS OF MEMBERS

4.01 Meeting of Members

A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members and a special meeting of Members. For greater certainty, although only Firm Members (but not Individual Members) have voting rights and are included in the quorum requirement, a general Members’ meeting (regardless of whether it is a annual Members’ meeting or a special Members’ meeting) will require the holding of a meeting of all classes of Members, such that both Firm Members and Individual Members are entitled to attend. Where Members’ meeting by class is to be held, then the calling and holding separate meetings for Firm Members and for Individual Members will be required.

4.02 Annual Meetings

Subject to the By-laws, the Board shall call, at such date and time as it determines, an annual meeting of Members for the purpose of considering the financial statements and reports of the Corporation pursuant to the Act, electing Directors, appointing the auditor and transacting such other business as may properly be brought before the meeting, provided that the annual meeting of Members shall be held within fifteen (15) months from the holding of the last annual meeting of Members.

4.03 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special general meeting of Members on written requisition of not less than ten percent (10%) of the Firm Members of the Corporation entitled to vote.

4.04 Place of Meetings

Meetings of Members may be held at any place within Ontario as the Board may determine.

4.05 Special Business

All business transacted at a special meeting or an annual meeting of Members, except consideration of the minutes of an earlier meeting, the financial statements and the auditor’s report, election of Directors and reappointment of the incumbent auditor, constitutes special business.

4.06 Notice of Meetings

- (a) Notice of the time and place of a meeting of Members shall be provided in the manner provided in Section 12.01 of this By-law by mail sent to each Firm Member and Individual Member to the address shown on the books of the Corporation not less than thirty (30) days before the meeting of Members is to take place
- (b) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned

judgment on the business. Notice of a meeting of Members must remind Firm Members that they have the right to vote by proxy.

4.07 Waiving Notice

A Member and any other persons entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is 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.

4.08 Persons Entitled to be Present

- (a) The persons entitled to be present and vote at a meeting of Members are:
 - (i) Firm Member Representatives; and
 - (ii) proxyholders duly appointed by Firm Members;
- (b) The persons entitled to be present but not vote at a meeting of Members are:
 - (i) non-voting participants appointed by Firm Members;
 - (ii) participants appointed by Affiliated Organizations;
 - (iii) Individual Members (who are one and the same as the Directors) (if an Individual Member is also a Firm Member Representative, then he/she shall have the right to vote in his/her capacity as a Firm Member Representative, but not as an Individual Member/Director);
 - (iv) four (4) directors from the board of ACEC who are appointed by the Corporation pursuant to Section 14.03 (if a director is also a Firm Member Representative, then he/she shall have the right to vote in his/her capacity as a Firm Member Representative, but not as a director of ACEC);
 - (v) the chair of each Chapter of the Corporation, or their designate (if a Chapter chair or his/her designate is also a Firm Member Representative, then he/she shall have the right to vote in his/her capacity as a Firm Member Representative, but not as a Chapter chair or his/her designate);
 - (vi) the Executive Director;
 - (vii) the auditor of the Corporation; and
 - (viii) such other persons who are entitled or required under any provision of the Act, the Letters Patent or By-laws of the Corporation to be present at the meeting.
- (c) Other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

4.09 Chairperson of the Meeting

The chairperson of Members' meetings shall be the Chair of the Board, or the Chair Elect if the Chair is absent or unable to act, or the Corporate Secretary if neither the Chair nor Chair Elect is present or able to act. In the event that none of the above listed individuals are present or able to act as chairperson of the meeting, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.10 Quorum

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be ten percent (10%) of the Firm Members represented by either Firm Member Representatives or proxyholders constituting at least ten percent (10%) of the total number of votes that can be cast by all Firm Members. Individual Members shall not be counted towards meeting quorum. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.11 Votes to Govern

Each Firm Member Representative is entitled to cast the number of votes on behalf of the appointing Firm member as set out in Section 2.03(a)(vii). At all meetings of the Members, every question shall be determined on a show of hands by a majority of votes cast unless otherwise specifically provided by the Act or by this By-law. In case of an equality of votes, the chairperson of the meeting in addition to an original vote, if any, shall have a second or casting vote.

4.12 Voting Procedure

- (a) Every question submitted to any meeting of the Members, with the exception of the election of Directors, shall be decided in the first instance by a show of hands of Firm Member Representatives, each of whom shall be entitled to cast one (1) vote irrespective of the fact that some Firm Member Representatives may have the right to cast more than one (1) vote in accordance with Section 2.03(a)(vii).
- (b) After a show of hands, the chair of the meeting or any Firm Member Representatives present may demand a poll. Unless a poll be so demanded, a declaration by the chair of the meeting that a resolution has been carried or not carried shall be a sufficient determination of the matter and an entry to that effect in the minutes of the meeting shall be evidence of the fact without proof of the number or proportion of votes cast in favour of or against the motion.
- (c) A demand for a poll may be withdrawn at any time prior to the taking of the poll. If a poll is demanded on any question, it shall be taken in such manner as the chair of the meeting directs. Upon a poll, each Firm Member Representative present, including valid proxies, shall be entitled to cast the number of votes as set out in Section 2.03(a)(vii). and the result of the poll on the question shall be the decision of the Corporation at any meeting of Members.

4.13 Voting by Proxy

- (a) Subject to compliance with the Act, every Firm Member may vote at a meeting of Members by appointing in writing one (1) proxyholder; or an alternate proxyholder (instead of by a Firm Member Representative), as the Firm Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy.
- (b) A proxyholder must be an individual who is at least eighteen (18) years or older, and need not be a Member of the Corporation or an employee of the Firm Member he/she represents.
- (c) The instrument appointing a proxyholder must be filed with the Corporate Secretary before any vote is cast. The instrument appointing a proxy shall be in writing and shall be dated and signed by an authorized officer of the appointing Firm Member or by his/her duly authorized attorney, and shall cease to be valid after the expiration of one (1) year from its date. The chair of the meeting shall be the sole judge as to adequacy and validity of an instrument of proxy.
- (d) A proxyholder is entitled to cast the number of votes that the Firm Member he/she represents is entitled to pursuant to Section 2.03(a)(vii).
- (e) If a Firm Member appoints both a Firm Member Representative under Section 2.04 and a proxyholder pursuant to this Section 4.13, the proxy shall be deemed to be revoked and the proxyholder may not act on behalf of the Firm Member at the meeting if its Firm Member Representative attends the meeting.

4.14 Appointment of Scrutineers

At any meeting of Members, one or more scrutineers may be appointed by resolution of the meeting, or by the chairperson of the meeting with the consent of the meeting to serve at that meeting.

4.15 Adjournment

The chairperson of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given. 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.

4.16 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by such rules and regulations as may be adopted by the Board from time to time.

SECTION V **DIRECTORS**

5.01 Powers

Subject to the Act and the Letters Patent, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number and Class

- (a) There shall be thirteen (13) Directors.
- (b) There shall be two classes of Directors, namely one (1) Ex officio Director and twelve (12) Elected Directors.

5.03 Qualifications and Composition

- (a) Each Elected Director must meet all of the following qualification requirements at the time of election:
 - (i) an individual who is not less than 18 years of age;
 - (ii) is an employee of either a Firm Member or an Affiliated Organization, provided that he/she is resident in Ontario and has obtained advance permission from his/her Firm Member or Affiliated Organization for him/her to act as a Director of the Corporation;
 - (iii) has the power under law to contract;
 - (iv) has not been found by a court in Canada or elsewhere to be mentally incompetent;
 - (v) does not have the status of a bankrupt;
 - (vi) is in full agreement with the governing documents of the Corporation; and
 - (vii) meets such other qualifications as determined by policies adopted by the Board from time to time.
- (b) The Officer of the Corporation who holds the position of Past Chair shall be an Ex Officio Director of the Corporation and shall also meet all of the qualification requirements for an Elected Director set out in Section 5.03(a).
- (c) At any time, not more than one (1) Director can be from the same Firm Member or Affiliated Organization. In the event the respective Firm Member or Affiliated Organization of two (2) Directors were amalgamated during their term of office, the amalgamated firm shall decide by the first annual meeting of Members next following which employee shall continue to serve as a Director until the end of his/her term, with the term of office of the other Director to terminate at the end of that annual meeting of Members leaving one (1) vacancy on the Board to be filled in accordance with Section 5.11. In the event that the amalgamated firm did not inform the Board of that decision prior to the said annual meeting of Members, then both Directors' term of office shall terminate at the end of that annual meeting of Members leaving two (2) vacancies on the Board to be filled in accordance with Section 5.11.
- (d) At any time, not more than one (1) Elected Director shall be from Affiliated Organizations.
- (e) The Board may adopt policies from time to time to govern the composition of the Board, including the percentage of the Directors who are Professional Engineers and/or Consulting Engineers.

- (f) A copy of the policies adopted by the Board referred to in Section 5.03(a) and Section 5.03(e) shall be available to Firm Members and Affiliated Organizations upon request free of charge.
- (g) Upon taking office, a Director shall be deemed to be an Individual Member of the Corporation.

5.04 Election and Term

- (a) Subject to the provisions of this By-law, Elected Directors shall be elected by the Members at an annual meeting.
- (b) The Elected Directors' term of office shall be three (3) years calculated from the date of the meeting at which they are elected until the third annual meeting next following or until their successors are elected. Notwithstanding the foregoing:
 - (i) a Director who has been appointed as the Chair Elect/Chair pursuant to Section 7.04(b) in the third (3rd) year of his/her term, shall have his/her term of office for directorship automatically extended for one (1) further year to allow this person to complete Chair Elect/Chair as an Officer while being a Director;
 - (ii) a Director who has completed his/her term as Chair Elect/Chair at the end of his/her second (2nd) year term as a Director, shall have his/her term as Director terminate at the same time upon termination of his/her Officer position to allow such person to assume the Officer position as Past Chair in the following year and become an Ex Officio Director of the Corporation in that year.
- (c) The Ex Officio Director shall hold office ex officio during the term of his/her position as Past Chair for a term of one (1) year until his/her successor is appointed to the said office position.
- (d) Directors shall be elected to three year terms and may be re-elected for one successive term. Upon completion of one year's absence from the board of directors, the individual may seek re-election.

5.05 Procedures for the Election of Directors

- (a) The Board, from time to time, shall establish procedures regarding the election of Directors. Such procedures may allow for the mailing of ballots. Notwithstanding the authority of the Board to establish election procedures, Firm Member Representatives are entitled to cast the number of votes as set out in Section 2.03(a) (vii) for each vacancy. Election procedures shall be made available to all candidates upon request.
- (b) In the event there shall be more candidates for election as Director than available positions to be filled, the Corporate Secretary shall make the election procedures available to all candidates and to all Firm Member Representatives within one (1) week of the closing of nominations. The vacancies shall be filled by the candidates with the most votes and a majority is not required.

5.06 Nomination of Candidates

- (a) Candidates for election to the Board shall be nominated by the Nominating Committee, which is to nominate at least one (1) qualified person to fill each vacancy on the Board by notice in writing to the Chair of the Board at least ninety (90) days prior to the meeting of Members called for the purpose of electing Directors, in accordance with Section 8.04(b). The Chair of the Board shall cause the nominations made by the Nominating Committee be sent to Firm Members, Individual Members and Affiliated Organizations as soon as possible thereafter.
- (b) After the receipt of the aforementioned nominations made by the Nominating Committee and up to forty-five (45) days before the meeting of Members called for the purpose of electing Directors, Firm Members and Affiliated Organizations may nominate additional nominees, provided that each nomination is signed by the Firm Member Representative of at least three nominating Firm Members, together with the consent of the nominee, and the signed nomination is filed with the Chair of the Board. All nominations shall be subject to the approval of the Board for the sole purpose of ensuring that the requirements in Section 5.03(a) have been met.
- (c) The Corporate Secretary shall, give notice to the Members and Affiliated Organizations of the persons nominated for election to the Board.
- (d) If there are vacancies on the Board, the Board may request the Nominating Committee to nominate candidates for appointment to the Board to fill the vacancies in such manner and by such time as may be determined by the Board.

5.07 Consent

A Director who is elected or appointed must consent to hold office as a Director by:

- (a) not refusing to hold office if such person is present at the meeting when the election or appointment takes place,
- (b) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after it if such person is not present at the meeting, or
- (c) by acting as a Director pursuant to such person's election or appointment.

5.08 Vacation of office

- (a) A Director ceases to hold office upon the occurrence of any of the following:
 - (i) the Director dies;
 - (ii) the Director resigns;
 - (iii) the Director is removed from office by the Members;
 - (iv) the Director acquires the status of a bankrupt;
 - (v) the Director becomes mentally incompetent;

- (vi) the Director fails to attend three (3) Board meetings between any two annual meetings of the Members, except for health reasons and such other extraordinary reasons which have been communicated to and approved by the Board;
 - (vii) the Director is no longer an employee of a Firm Member or an Affiliated Organization for whatever reason, including but not limited to loss of employment, retirement, the employer Firm Member or Affiliated Organization losing its membership or affiliation status with the Corporation, change of employment to work for an employer that is not a Firm Member or an Affiliated Organization;
 - (viii) the Director becomes an employee of another Firm Member or Affiliated Organization different from the one that provided permission at the time of election of the Director referred to in Section 5.03(a)(ii) and the Director fails to obtain permission from the new Firm Member or Affiliated Organization for him/her to act as a Director of the Corporation; and
 - (ix) the Director is no longer resident in Ontario.
- (b) An Ex Officio Director ceases to be a Director if he/she no longer holds the Past Chair Officer position.
 - (c) Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Individual Member, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as a committee member if the Board deems it appropriate in the circumstances.

5.09 Resignation

A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

5.10 Removal

Subject to the Act, the Members may, by two-thirds (2/3) of the votes cast at a meeting of Members, remove any Elected Director from office before the expiration of the Elected Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Elected Director so removed, failing which such vacancy may be filled by the Board. A Director shall be automatically removed from his/her office if he/she no longer fulfils all of the qualifications to be a Director in Section 5.03 as determined in the sole discretion of the Board.

5.11 Filling Vacancies

- (a) Subject to Section 5.10 above and to the provisions of the Act, a vacancy on the Board may be filled for the remainder of its term by a qualified individual by resolution of a quorum of the Board. If there is not a quorum of Directors, the Directors then in office shall forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

- (b) If a vacancy of an Ex Officio Director occurs at any time, such vacancy shall continue until the Office of Past Chair is filled, at which time the person who holds such office will be deemed to be an Ex Officio Director.

5.12 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefor.

SECTION VI MEETINGS OF DIRECTORS

6.01 Place of Meetings

Meetings of the Board may be held at the head office of the Corporation or at any other place in Ontario, as the Board may determine.

6.02 Calling of Meetings

Meetings of the Board may be called by the Chair, the Chair Elect or any two (2) Directors at any time.

6.03 Number of Meetings

The Board shall meet at least four (4) times each year, other than a Board meeting that may be held immediately after an annual meetings of the Members.

6.04 Notice of Meeting

Notice of meetings of the Board shall be provided to Directors by any of the following means:

- (a) by mail, electronic notice (including facsimile transfer or e-mail), or personal service sent to each Director not less than seven (7) days before the Board meeting is to take place; or
- (b) in the event of an emergency, as determined by the Chair or Chair Elect, by telephone or electronic notice to each Director not less than twenty-four (24) hours before the Board meeting is to take place.

Notwithstanding the foregoing, notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.05 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

6.06 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting.

6.07 Quorum

A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors then in office, provided that vacancies on the Board shall not be included when establishing the requisite quorum; but in no case shall the quorum be less than 6 Directors of the Board. Only those Directors present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.

6.08 Participation at Meeting by Telephone or Electronic Means

If a majority of the Directors consent, either at a Board meeting by resolution or by consents signed individually by a majority of the Directors, a meeting of the Board of Directors may be held using telephonic, electronic or other means permitting all participants to communicate adequately with each other during the meeting provided that:

- (a) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; and
- (b) each Director has equal access to the specific means of communication to be used.

A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A written consent pursuant to this Section may be given before or after the meeting to which it relates and may be a “blanket” consent, relating to all meetings of the Board and/or committees of the Board.

6.09 Persons Entitled to be Present

- (a) The only persons entitled to be present at a Board meeting shall be:
 - (i) Directors;
 - (ii) the Executive Director, save and except when the Board is discussing the position, salary or benefits of the Executive Director; and
 - (iii) such other persons who are entitled or required under any provision of the Act, the Letters Patent or By-laws of the Corporation to be present at the meeting.
- (b) Other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting, for example:
 - (i) four (4) directors from the board of ACEC who are appointed by the Corporation pursuant to Section 14.03;
 - (ii) the chair of each Chapter of the Corporation, or their designate; and

- (iii) a person appointed by the Board from the Corporation's Young Professional Group.
- (c) Where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera, so that only Directors may attend the Board meeting, provided that other persons may be admitted on the invitation of the chair of the meeting or with the consent of the meeting. Minutes of Board meetings held in camera shall be kept and maintained in accordance with the policies of the Corporation in place from time to time.

6.10 Chairperson of the Meeting

The chairperson of Board meetings shall be the Chair, or the Chair Elect if the Chair is absent or unable to act, or the Treasurer if neither the Chair nor Chair Elect is present or able to act. In the event that none of the above listed individuals are present or able to act as chairperson of the meeting, the Directors who are present shall choose one of their number to chair the meeting.

6.11 Votes to Govern

- (a) Each Director is authorized to exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.
- (b) At all meetings of the Board, every question shall be decided by a show of hands unless a secret ballot on the question is required by the chairperson of Board meetings or by any Director. A declaration by the chairperson of Board meetings that a resolution has been carried and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number of proportionate votes recorded in favour or against the resolution. There shall be no proxy voting at any meeting of the Board.

6.12 Disclosure of Interest

- (a) Disclosure

Any Director who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Corporation, shall declare their interest therein at the first opportunity at a meeting of the Board.

- (b) Material Interest

Notwithstanding the provisions in this Section herein, no disclosure or prohibition of involvement is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Corporation unless the direct or indirect personal interest, gain or benefit of the Director in such contract, business transaction, financial arrangement or other matter is of a material nature. The phrase "material nature" shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of "material nature" in such circumstances to be determined by the Board.

from time to time, subject to the overriding compliance with the common law concerning conflict of interest of Directors as fiduciaries and the provisions of the Act.

(c) **Procedure Where Disclosure**

The chair of Board meetings shall request any Director who has declared a direct or indirect (i.e. through his/her family members) personal interest, gain or benefit in any proposed contract, business transaction, financial arrangement, or other matter with the Corporation, to absent himself during the discussion of and vote upon the matter, with such action being recorded in the minutes.

6.13 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.

6.14 Remuneration of Officers, Agents, Employees

The remuneration of Officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the Board by resolution provided that the Board may delegate this function to an Officer or Officers of the Corporation.

**SECTION VII
OFFICERS**

7.01 Appointment

The Officers of the Corporation shall include:

- (a) two Chair Elect/Chair (subject to Section 7.02(a));
- (b) a Treasurer
- (c) a Chair of the Governance Committee;
- (d) a Past Chair; and
- (e) an Executive Director who is also the Corporate Secretary

The Board may appoint any such other Officers as the Board determines appropriate.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith and such other duties as may be determined by the Board from time to time. The duties of other Officer positions shall be determined at the discretion of the Board from time to time.

- (a) Chair Elect/Chair – The Chair Elect/Chair shall be a Director. This is a two (2) year term position. The person shall serve in the capacity as Chair Elect during the first (1st) year, and as Chair in the second (2nd) year, with the following respective duties:
 - (i) Chair - The Chair shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members. The Chair of the Board shall be deemed to be the president of the Corporation for purposes of the Act.
 - (ii) Chair Elect- If the Chair is absent or is unable or refuses to act, the Chair Elect shall, fulfill the duties of the Chair.
- (b) Chair of the Governance Committee – The Chair of the Governance Committee shall be responsible to the Board of Directors for reporting on the actions and decisions of the Governance Committee. The Chair of the Governance Committee is responsible to provide all committee documentation and decisions to the Corporate Secretary.
- (c) Corporate Secretary - The Executive Director shall be the Corporate Secretary. - The Corporate Secretary, when in attendance, shall be the secretary of all meetings of the Board, Members and committees of the Board and, whether or not the Corporate Secretary attends, the Corporate Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Corporate Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of committees; the Corporate Secretary shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) Treasurer - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.
- (e) Past Chair – The Past Chair shall provide advice to the Board on matters affecting the Corporation, and shall perform such other duties as may be determined by the Board.
- (f) Executive Director - The Executive Director shall, subject to the authority of the Board, be responsible for the direct and actual supervision and charge over the day-to-day operations of the Corporation. The Executive Director shall be entitled to receive notice of, attend and speak at Board meetings and Members meetings, save and except when the Board is discussing the position, salary or benefits of the Executive Director.

7.03 Qualifications for Officers

- (a) All Officers, except the Executive Director, must be Directors of the Corporation and are employees of Firm Members, but not employees of Affiliated Organizations.
- (b) The Executive Director must not be a Director of the Corporation.
- (c) The Board may adopt policies from time to time to govern additional qualifications for Officers. A copy of the said policies shall be available to Firm Members upon request free of charge.

- (d) The person who has served as Chair Elect/Chair and fulfilled his/her duties as Chair in the second year in office in the immediately preceding year shall serve as Past Chair ex officio.

7.04 Election, Appointment and Term of Officers

- (a) In each year, the Directors shall elect from among themselves the Officer positions of Chair Elect/Chair, Chair of the Governance Committee and Treasurer.
- (b) The Chair Elect/Chair has a two (2) year term to hold office until the first meeting of the Board immediately following the second annual general meeting next following. The Chair Elect/Chair shall serve in the capacity as Chair Elect during the first (1st) year, and as Chair in the second (2nd) year, with the respective duties as set out in Section 7.02(a). For greater certainty, in any one year, there shall be two Chair Elect/Chair, with one Chair Elect/Chair who serves as Chair Elect in that year and one Chair Elect/Chair who serves as Chair in that year.
- (c) All other Officers shall have a one (1) year term, except the Executive Director, to hold office until the first meeting of the Board immediately following the first annual general meeting next following.
- (d) The Executive Director shall be appointed and hold office at the discretion of the Board.
- (e) The Past Chair is for a one (1) year term to hold office until the first meeting of the Board immediately following the first annual general meeting next following.
- (f) There is no maximum term of office, except for Chair Elect/Chair and Past Chair.

7.05 Vacancy in Office

- (a) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation.
- (b) Unless a Director is removed, an Officer shall hold office until the earlier of:
 - (i) the expiry of the then current term of office;
 - (ii) the Officer's successor being appointed;
 - (iii) the Officer's resignation;
 - (iv) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
 - (v) such Officer's death,whichever shall first occur.
- (c) If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy, save and except that:
 - (i) If the Past Chair position becomes vacant, it shall remain vacant until the end of the term and be filled at the next annual meeting of the Members by the Director

who has completed his/her term as Chair Elect/Chair in the immediately preceding year.

- (ii) If the Chair Elect/Chair becomes vacant in the first year of office, the Board may appoint a person to fill such vacancy.
- (iii) If the Chair Elect/Chair becomes vacant in the second year of office,
 - (1) the other Chair Elect/Chair then in office who serves the duties of a Chair Elect shall also fulfill the duties of the Chair; or
 - (2) if the other Chair Elect/Chair does not or cannot fulfill such duties, the Board may appoint another Director to fulfill duties of the Chair and designate such a Director as the “Acting Chair”.

7.06 Remuneration of Officers

The remuneration of all Officers appointed by the Board shall be determined from time to time by resolution of the Board except that no Officer who is also a Director shall be entitled to receive remuneration for acting as such. All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer’s duties.

7.07 Delegation of Duties of Officers

Unless otherwise provided for by the Board of Directors, the Officers of the Corporation shall be responsible for the duties but are not necessarily required to perform such duties personally, and as such may delegate to other persons the performance of any or all of such duties, provided that such Officer remains accountable to the Board in relation to the duties that have been so delegated.

7.08 Agents and Attorneys

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

7.09 Disclosure (Conflict of Interest)

An Officer shall have the same duty to disclose such Officer’s interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws.

SECTION VIII **COMMITTEES**

8.01 Establishment of Committees

The Board shall establish the following three (3) Standing Committees:

- (a) Governance Committee;
- (b) Nominating Committee;

- (c) Audit and Finance Committee; and

In addition, the Board may from time to time appoint additional committees or other advisory bodies, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit.

8.02 Terms of Reference

The following terms of reference shall apply to all committees of the Corporation, except Joint Liaison Committees and Chapter Executive, unless otherwise provided in the By-laws or policies of the Corporation.

- (a) The Executive Director shall be an ex officio member of all committees. He/she shall not be included in the calculation of the authorized number of committee members, and shall not have the right to vote but may otherwise participate in all committee meetings. He/she may appoint a designate to act on his/her behalf if he/she is not available to attend committee meetings.
- (b) Half of the currently appointed committee members constitutes a quorum for the transaction of business at any meeting of such committee.
- (c) Notice of meetings of the committee shall be provided to committee members (1) by mail, electronic notice (including facsimile transfer or e-mail), or personal service sent to each committee member not less than seven (7) days before the committee meeting is to take place; or (2) in the event of an emergency, as determined by the committee chair, by telephone or electronic notice to each committee member not less than twenty-four (24) hours before the meeting is to take place.
- (d) Each committee shall ensure that minutes are kept of all committee meetings. Draft minutes that have been reviewed and approved by the committee shall be provided to the Corporate Secretary. In addition, the committee shall provide to the Corporate Secretary at least one (1) week before each Board meeting a status report using a template provided by the Corporate Secretary.
- (e) Committee members are appointed by the Board and subject to removal by the Board. Committee chairs are appointed by the Board. Committees may make recommendations to the Board regarding membership of the committee. Any such recommendations shall be provided to the Corporate Secretary at least one (1) week before each Board meeting. The Board may fix any remuneration for committee members who are not also Directors of the Corporation.
- (f) Committees may formulate their own rules of procedure that are not inconsistent with these terms of reference, the By-laws or policies of the Corporation, subject to such regulations or directions as the Board may from time to time make.

8.03 Governance Committee

- (a) There shall be a Governance Committee consisting of the, the Officers of the Corporation, as well as one Director appointed by the Board of Directors, save and except that the Executive Director, as the Corporate Secretary shall be an ex officio, non-voting committee member in accordance with the standard terms of reference set out in Section 8.02

- (b) The Chair of the Governance Committee shall be the Director elected by the Board to this position as an Officer of the Board of Directors.
- (c) The Governance Committee is responsible for providing oversight of the Board's governance practices with the objective of ensuring good governance, accountability and transparency. The Principal Duties and Responsibilities of the Governance Committee are:
 - (i) Governance – The Governance Committee shall review and recommend action to the Board as to the Corporation's overall approach to governance and shall undertake such governance initiatives to ensure that the appropriate processes structures and information necessary for effective direction and oversight are in place to contribute to the success of the Corporation. The Governance Committee shall keep abreast of current developments in governance best practices.
 - (ii) Director Nominations – the Governance Committee shall design and through the Nominating Committee, execute an intentional process to recruit and retain Directors to best achieve the Corporation's mission.
 - (iii) Orientation and Training – The Governance Committee shall oversee the development and implementation of the Director's orientation program. The Governance Committee shall review, monitor and make recommendations to the Board regarding the orientation, training, ongoing development of Directors and conduct regular board assessments of its performance.
 - (iv) By-laws – the Committee shall conduct regularly scheduled re-examination of the Corporation's By-laws.
 - (v) To study, advise and make recommendations to the Board on any matter directed by the Board.
 - (vi) To perform such other duties as may be determined by the Board from time to time.

8.04 Nominating Committee

- (a) There shall be a Nominating Committee consisting of the current Past Chair of the Board, or if not available to serve, a person who had previously served as Past Chair, and at least one (1) but no more than three (3) additional committee members appointed by the Board from among the Directors or employees of the Firm Members; provided that:
 - (i) at all times, the Nominating Committee must consist of at least one (1) member who is not a Director; and
 - (ii) in the event that any of the additional committee members appointed by the Board are from among employees of the Firm Members, such employees must be resident in Ontario and have obtained advance permission from their respective Firm Member consenting to him/her acting as a committee member.
- (b) The Chair of the Nominating Committee shall be the current Past Chair of the Board, or if not available to serve, a person who had previously served as Past Chair,

- (c) The Nominating Committee shall be a sub-committee of the Governance Committee.
- (d) The duties of the Nominating Committee are:
 - (i) to consider candidates for election to the Board and nominate at least one (1) qualified person to fill each vacancy by notice in writing to the Chair of the Governance Committee at least ninety (90) days prior to the annual meeting of Members called for the purpose of electing Directors; and
 - (ii) if requested by the Board, to consider candidates for appointment to the Board to fill vacancies on the Board in such manner and by such time as may be determined by the Board; and
 - (iii) to perform such other duties as may be determined by the Board from time to time;

provided that the Nominating Committee shall ensure that all qualification requirements and Board composition set out in the By-laws and policies adopted by the Board are complied with.
- (e) The Immediate Past Chair of the Board shall be the chair of the Nominating Committee, unless another committee member is appointed by the Board to be chair.

8.05 Audit and Finance Committee

- (a) There shall be an Audit and Finance Committee consisting of the Treasurer and at least two (2) but no more than four (4) additional committee members appointed by the Board from among the Directors or employees of the Firm Members or Affiliated Organizations; provided that:
 - (i) at all times, the Audit and Finance Committee must consist of at least one (1) member who is not a Director; and
 - (ii) in the event that any of the additional committee members appointed by the Board are from among employees of the Firm Members or Affiliated Organizations, such employees must be resident in Ontario and have obtained advance permission from their respective Firm Member or Affiliated Organization consenting to him/her acting as a committee member.
- (b) The duties of the Audit and Finance Committee are:
 - (i) to review the auditor's plan to review the system of internal controls and to receive a report from the auditor on the results of such review;
 - (ii) to review the annual financial statements of the Corporation, together with the auditor's report thereon, and to discuss those financial statements and the auditor's report with the Treasurer and the auditor; and
 - (iii) to make recommendations to the Board with respect to the financial statements of the Corporation and the fees, if any, paid for audit services; and
 - (iv) to perform such other duties as may be determined by the Board from time to time.

- (c) The Treasurer of the Board shall be the chair of the Audit and Finance Committee, unless another committee member is appointed by the Board to be chair.

8.06 Other Standing Committees

- (a) The Board may establish such other Standing Committees as it determines necessary from time to time. Standing Committees are expected to have a continuing existence from year to year but the Board may from time to time review the continuing need for each Standing Committee.
- (b) There shall be at least three (3) and no more than ten (10) committee members as may be specified by the Board from time to time. Committee members shall be appointed by the Board from among the Directors or employees of the Firm Members or Affiliated Organizations; provided that:
 - (i) at least one (1) committee member must be a Director who shall serve as the Board Liaison to the committee;
 - (ii) at least one (1) committee member must not be a Director;
 - (iii) all committee members must be resident in Ontario and have obtained advance permission from their respective Firm Member or Affiliated Organization consenting to him/her acting as a committee member; and
 - (iv) the chair of a Standing Committee may be selected by the committee members, subject to ratification by the Board, and shall not be an employee of an Affiliated Organization.
- (c) Each Standing Committee's mandate shall be determined by the Board from time to time. The specific duties of each Standing Committee arising from the mandate given by the Board shall be determined by such Standing Committee in writing and approved by the Board.

8.07 Task Force Committees

- (a) The Board may establish such Task Force Committees as it determines necessary from time to time. Task Force Committees are not expected to have a continuing existence from year to year but the Board may from time to time review the continuing need for each Task Force Committee. Task Force Committees shall cease to exist when they have achieved their mandate in the sole discretion of the board.
- (b) There shall be at least three (3) committee members with the maximum number to be specified by the Board from time to time. Committee members shall be appointed by the Board from among the Directors or employees of the Firm Members or Affiliated Organizations; provided that:
 - (i) at least one (1) committee member must be a Director;
 - (i) at least one (1) committee member must not be a Director; and

- (ii) the chair of a Task Force Committee is to be appointed by the Board, but need not be a Director.
- (c) Each Task Force Committee's mandate shall be determined by the Board from time to time. The specific duties of each Task Force Committee arising from the mandate given by the Board shall be determined by such Task Force Committee in writing and approved by the Board.

8.08 Joint Liaison Committees

- (a) Joint Liaison Committees are committees that work in conjunction with other organizations. Joint Liaison Committees are sometimes also referred as "Liaison Committees".
- (b) The Board may participate in such Joint Liaison Committees as it determines necessary from time to time. The Corporation shall only be involved in a Joint Liaison Committee if the Corporation is permitted to appoint one representative to act as chair or co-chair of such committee. The representative shall be appointed from among the Directors or employees of the Firm Members or Affiliated Organizations, provided that the employee is resident in Ontario and has obtained advance permission from his/her Firm Member or Affiliated Organization consenting to him/her acting as a committee member. The Corporation may appoint additional representatives to the committee if permitted by the Joint Liaison Committee.
- (c) All representatives appointed to a Joint Liaison Committee shall represent the interest of the Corporation, rather than the interest of the Firm Members or Affiliated Organizations to which the representatives belong. The representative who acts as chair or co-chair of such a committee shall keep minutes of all committee meetings and report to the Board in the same manner as a committee secretary provided in Section 8.02(d).

SECTION IX **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

9.01 Limitation of Liability

Except as otherwise provided in the Act, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or acquired for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wilful neglect or default.

9.02 Indemnity of Directors and Officers

Subject to the Act, the Corporation may indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if,

- (a) he/she acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

9.03 Advances

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to this By-law, the Corporation may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

SECTION X **CHAPTERS**

10.01 Purpose, Geographic Area and Existing Chapters

Chapters may be established from time to time in order to facilitate the work of the Corporation in different geographic regions in Ontario. The geographic area of each Chapter shall be determined by the Chapter, subject to approval by the Board. The Board shall ensure that the geographic areas of the Chapters do not overlap. Where necessary, the Board may, after consultation with the affected Chapters, align or re-assign the geographic area of the Chapters.

10.02 Internal Divisions of the Corporation

All Chapters are internal operating divisions of the Corporation and, as such, do not have legal standing outside of the Corporation. All Chapters are accountable to the Board.

10.03 Establishment of New Chapters

- (a) New Chapters may be established at the initiative of the Board.
- (b) Alternatively, upon application by a minimum of five (5) Firm Members in a particular geographic location and subject to their written agreement to be subject to the requirements imposed on Chapters in accordance with the By-laws, the Board may approve the application to establish a new Chapter.
- (c) Upon the decision of the Board of Directors to establish a Chapter, all Firm Members in the geographic area of the Chapter, including the Firm Member applicants in Section 10.03(b), shall be immediately deemed to become members of that Chapter.

10.04 Delegation to Chapters

Subject to the Act, the Board may delegate certain of its powers and/or duties in a particular geographic area to the Chapter Executive in that area, provided that such Chapter Executive remains at all times accountable to the Board in relation to the powers and/or duties that have been so delegated.

10.05 Required Governance for Chapters

Chapters shall be operated in accordance with the following provisions:

- (a) Chapter name, objective and activities
 - (i) Subject to the written consent of the Board, a Chapter's operating name shall be one of the following: "Association of Consulting Engineering Companies – Ontario - _____ Chapter" or "the _____ Chapter of the Association of Consulting Engineering Companies – Ontario." Each Chapter shall clearly indicate on all of their publications and any documentation in the public domain that it is a division of the Corporation.
 - (ii) The objectives of a Chapter shall be the same as the objects of the Corporation as set out in its Letters Patent.
 - (iii) The programs and activities undertaken by the Chapter in furtherance of its objectives must not be contrary to the Letters Patent, By-laws or policies of the Corporation in place from time to time. If a Chapter intends to carry on any activity that is outside of the policies of the Corporation, advance permission from the Board must be obtained prior to the conduct of the activity.
- (b) Chapter Members
 - (i) Members of a Chapter shall consist of the following:
 - (1) all Firm Members having an office in the geographic area of the Chapter; and
 - (2) any Firm Member having an office outside of the geographic area of the Chapter that currently has, or has had within the past 12 months, one or more clients within the geographic area of the Chapter.

- (ii) A Firm Member may not opt out of membership of the Chapter.
 - (iii) Each Firm Member that is a member of a Chapter shall have the right to:
 - (1) have an unlimited number of its employees participate in activities of the Chapter; and to attend and participate at Chapter Members' meetings;
 - (2) cast one (1) vote at Chapter Members' meetings; and
 - (3) have its employees who are resident in Ontario be eligible to serve as a Chapter Executive member, provided that the applicable qualification requirements for such positions are also met.
 - (iv) The Corporate Secretary shall notify the Chapter Executive of up-dated information on Chapter Members from time to time.
- (c) Chapter affiliates
- (i) An Affiliated Organization of the Corporation may participate in activities of the Chapter.
 - (ii) For greater certainty, Affiliated Organizations are not members of a Chapter.
 - (iii) The Corporate Secretary shall notify the Chapter Executive of up-dated information on the Chapter's Affiliated Organizations from time to time.
- (d) Chapter meetings
- (i) The Chapter shall hold a minimum of two (2) meetings of Chapter Members per year, one of which shall be held for the purpose of electing the Chapter Executive in accordance with Section 10.05(e).
 - (ii) The quorum at Chapter meetings shall be ten percent (10%) of the Firm Members of that Chapter represented by the attendance of at least one employee referred to in Section 10.05(d)(iii)
 - (iii) Each Firm Member that is a member of a Chapter shall have one (1) vote at any Chapter meeting at which a vote is required. The vote may be cast by an employee resident in Ontario designated by the Firm Member.
 - (iv) Only the following persons are entitled to be present at a Chapter meeting:
 - (1) one designated employee from each Chapter Member referred to in Section 10.05(d)(iii), who shall have the right to vote;
 - (2) other employees of Chapter Members, other than the designated employee referred to in Section 10.05(d)(iii), as observers;
 - (3) employees of Affiliated Organizations, as observers;
 - (4) the Executive Director of the Corporation or his/her designate;
 - (5) the Chair of the Board of the Corporation or his/her designate; and
 - (6) such other persons who may be invited by the chair of the meeting or with the consent of the meeting.

- (v) The chairperson of Chapter meetings shall be the Chapter Chair, or the Chapter Vice Chair (where one exists) if the Chapter Chair is absent or unable to act, or any other member of the Chapter Executive if neither the Chapter Chair nor Chapter Vice Chair is present or able to act. In the event that none of the above listed individuals are present or able to act as chairperson of the meeting, the Chapter Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
 - (vi) At all meetings of the Chapter Members, every question shall be determined on a show of hands by a majority of votes cast unless otherwise specifically provided by the By-laws or a ballot is demanded. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.
- (e) Chapter Executive
- (i) The Chapter shall establish a Chapter Executive to be responsible for the day to day management of the Chapter, subject to the general oversight of the Board. The Chapter Executive shall consist of a minimum of two (2) to a maximum of eight (8) persons as determined by Chapter Members. For greater certainty, the Committee terms of reference set out in Section 8.02 do not apply to the Chapter Executive.
 - (ii) Chapter Executive members shall be elected by Chapter Members.
 - (iii) All Chapter Executive members must be employees of Chapter Members having an office in the geographic area of the Chapter, be resident in Ontario, and have obtained advance permission from his/her Firm Member consenting to him/her acting as a Chapter Executive member.
 - (iv) At any time, not more than one (1) Chapter Executive member can be from the same Firm Member. In the event that the respective Firm Member of two (2) Chapter Executive members were amalgamated during their term of office, the amalgamated firm shall decide by the first annual meeting of Chapter Members next following which employee shall continue to serve as a Chapter Executive member until the end of his/her term, with the term of office of the other Chapter Executive member to terminate at the end of that annual meeting of Chapter Members leaving one (1) vacancy on the Chapter Executive to be filled in accordance with Section 10.05(e)(x). In the event that the amalgamated firm did not inform the Chapter Executive of that decision prior to the said annual meeting of Chapter Members, then both Chapter Executive members' term of office shall terminate at the end of that annual meeting of Chapter Members leaving two (2) vacancies on the Chapter Executive to be filled in accordance with Section 10.05(e)(x).
 - (v) Each Chapter Executive shall consist of a Chapter Chair and at least one other position (e.g., a Chapter Secretary or a Chapter Vice Chair). The Chapter Chair is responsible for the general supervision over the day to day business of the Chapter, subject to the control of the Chapter Executive. The Chapter Chair shall, when present, preside at all meetings of the Chapter and be an ex officio member of all Chapter committees. The Chapter Chair or his/her designate shall have the right to

receive notice, attend and participate at the Corporation's Members meetings. The Chapter Chair or his/her designate may, upon invitation pursuant to Section 6.09(b), attend the Corporation's Board meetings. If the Chapter Chair is absent or is unable or refuses to act, the Chapter Vice Chair, where one exists within the Chapter Executive, shall fulfill the duties of the Chapter Chair.

- (vi) The Chapter Executive may designate additional positions as it determines appropriate and may set out the duties for those positions.
 - (vii) The Chapter Executive shall provide to the Corporate Secretary at least one (1) week before each Board meeting a status report using a template provided by the Corporate Secretary.
 - (viii) The term of office of Chapter Executive members shall be two (2) years, calculated from the date of the annual meeting of the Chapter at which their election takes place until the first annual meeting of the Chapter next following or until their successors are appointed. Chapter Executive members may serve a maximum of five (5) consecutive terms, and the position of Chapter Chair may not be held by the same person for more than three (3) consecutive terms.
 - (ix) The quorum at Chapter Executive members meetings shall be a majority of the Chapter Executive members then in office.
 - (x) If a vacancy occurs in any Chapter Executive member position for any cause, the Chapter Executive shall appoint a person to fill the vacancy for the duration of the unexpired term of such office or alternatively, the Chapter Executive shall call a special meeting of Chapter Members to elect a qualified person to fill the vacancy for the duration of the unexpired term of such office.
- (f) Financial matters
- (i) All Chapters are internal operating divisions of the Corporation.
 - (ii) Each Chapter shall submit an annual budget request to the Executive Director at a time and in a format determined by the Executive Director. The budget request of the Chapter shall be subject to review and alteration by the Executive Director, and subject to review, alteration and approval by the Board.
 - (iii) Chapter expenses shall be incurred and paid in accordance with policies established by the Executive Director and/or the Board.
- (g) All Chapter Executive members, officers and members of a Chapter shall serve as such without remuneration from the Chapter, provided that they may be reimbursed for reasonable expenses incurred in the performance of such services.
- (h) Chapters may formulate their own rules of procedure that are not inconsistent with the By-laws or policies of the Corporation, subject to such directions as the Board may from time to time make.

10.06 Winding Up of Chapters

- (a) A Chapter may be wound up upon the occurrence of any of the following:
 - (i) a Chapter no longer has a minimum of five (5) Firm Members;
 - (ii) a Chapter fails to hold meetings over a period of 12 months;
 - (iii) a Chapter does not comply with, as may be determined in the sole discretion of the Board, the By-laws or policies of the Corporation, or regulations or directions by the Board, and the Board determines by majority resolution to wind up the Chapter;
 - (iv) the Directors determine by a two-third (2/3rds) resolution that a Chapter is to be wound up for any reason; or
 - (v) on the approval of a request from the Chapter Executive.
- (b) The decision of the Board in relation to the winding up of a Chapter shall be final and binding. In such event, the said Chapter shall cease to be a Chapter and it shall be deemed to have been wound up upon the date that the decision of the Board is made or on such other date as determined by the Board.
- (c) Notwithstanding that a Chapter may have assets in its possession and control at the time of winding up, those assets are property of the Corporation as a result of the Chapter's status as an internal operating division of the Corporation. As such, the balance of the said assets in the possession and the control of the Chapter at the time of its winding up shall, after payment of all of its debts and liabilities, be immediately transferred by the Chapter to the head office location of the Corporation, with the said transfer to be completed prior to the winding up of the Chapter.

SECTION XI GENERAL

11.01 Registered Office

The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario or such other municipality in Ontario as determined by two-thirds (2/3) of the votes cast at a meeting of the Members duly called for the purpose of considering same.

11.02 Corporate Seal

Until changed in accordance with the Act, the seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

11.03 Fiscal Year

Unless otherwise changed by resolution of the Board, the fiscal year end of the Corporation shall be the 31st day of March in each year.

11.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed, including authorizing the execution of a document by only one (1) Officer instead of two (2). Any person authorized to sign any document may affix the corporate seal thereto.

11.05 Banking

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part thereof shall be transacted by any two (2) Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

11.06 Auditors

The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to Members to hold office until the next following annual meeting provided, however, the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. The auditor may not be a Director, Officer or employee of the Corporation, unless the consent of all Members has been obtained.

11.07 Borrowing

(a) Borrowing Authority

Subject to the limitations set out in the Act, the Letters Patent of the Corporation and this By-law, the Board may:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, sell or pledge securities of the Corporation; or
- (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.

(b) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

11.08 Investments

The Board may adopt an investment policy and such other policies from time to time to govern the manner in which investments may be held by the Corporation.

SECTION XII NOTICES

12.01 Method of Giving Notices

Any notice, communication or other document required to be given by the Corporation to a Member, Director, Officer, or auditor of the Corporation pursuant to the Act, the Letters Patent or By-laws or otherwise shall be sufficiently given to such person if:

- (a) delivered personally, in which case it shall be deemed to have been given when so delivered,
- (b) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered,
- (c) mailed to such person at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box, or
- (d) delivered to such person by electronic means such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification,

at such person's latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Corporate Secretary.

12.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

12.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person 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, provided that no Member objects in writing to the Chair of the Board of such omission or irregularity within thirty (30) days after the date of such meeting.

12.04 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or

abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION XIII

POLICIES AND MEMBERS' CHARTER

13.01 Policies

The Board may adopt, amend, or repeal by resolution such policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

13.02 Members' Charter

The Corporation's Members' Charter sets out the Corporation's values and the suggested conduct of Members of the Corporation. All amendments to the Members' Charter must be approved by two-third (2/3) of the votes cast at a meeting of the Members.

SECTION XIV

ASSOCIATION OF CONSULTING ENGINEERING COMPANIES – CANADA

14.01 Relationship

The Corporation is a member organization of ACEC.

14.02 Membership

Firm Members of the Corporation shall automatically become members of ACEC as more particularly described in Section 2.08.

14.03 Representation

The Board shall appoint such number of persons as required by ACEC's by-law to sit on their board of directors. Only persons who are employees of the Firm Members are eligible for appointment by the Board, provided that the employee is resident in Ontario, is not a Director of the Corporation, and has obtained advance permission from his/her Firm Member for him/her to act as a director of ACEC.

SECTION XV

AMENDMENTS

15.01 Amendment of Letters Patent

Notwithstanding the Act, the Letters Patent of the Corporation may only be amended by seventy-five percent (75%) of the votes cast at a Board meeting called for that purpose and sanctioned by

an affirmative seventy-five percent (75%) of the votes cast at a Members' meeting duly called for the purpose of considering the said amendment, provided that notice of such Members meeting state the proposed amendment and the purpose thereof.

15.02 Amendment of By-laws

The Board may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, and may from time to time amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the Members duly called for the purpose of considering same.

SECTION XVI **TRANSITIONAL**

16.01 Effective Date of General Operating By-law No. 3

This By-law, after enactment by the Board of Directors, shall become effective upon confirmation by the Members.

16.02 Members and Affiliated Organizations

- (a) Upon this By-law coming into effect, all "members" and "associates" of the Corporation as defined in By-law No. 1 shall be deemed to be "Firm Members" of the Corporation as defined in this By-law No. 3 until September 30, 2011, notwithstanding that, at the time this By-law comes into effect, these entities may not have met the qualification requirements set out in Section 2.01(b) or may not have paid in full all applicable membership dues and assessments. All such Firm Members shall have until September 30, 2011 to provide, in the manner as may be determined by the Board, satisfactory evidence to the Board to demonstrate compliance with all such qualification requirements and have paid in full all applicable membership dues and assessments. Any Firm Member that fails to meet these requirements, or fails to provide satisfactory evidence of its compliance with these requirements or has not paid in full all applicable membership dues and assessments, shall have its Membership in the Corporation terminated as of September 30, 2011. In unusual circumstances, the Board may, at its sole discretion and on a case by case basis, extend the September 30, 2011 deadline up to a maximum of three (3) months. In the event that membership is terminated, the organization may subsequently reapply for membership.
- (b) Upon this By-law coming into effect, all Directors of the Corporation then in office shall be deemed to be Individual Members of the Corporation.
- (c) Upon this By-law coming into effect, all "affiliates" of the Corporation as defined in By-law No. 1 shall be deemed to be "Affiliated Organizations" of the Corporation as defined in this By-law No. 3 until September 30, 2011, notwithstanding that, at the time this By-law comes into effect, these entities may not have met the qualification requirements set out in Section 3.01(a) or may not have paid in full all applicable affiliate dues and assessments. All such Affiliated Organizations shall have until September 30, 2011 to provide, in the manner as may be determined by the Board, satisfactory evidence to the Board to demonstrate compliance with all such qualification requirements and have paid

in full all applicable affiliate dues and assessments. Any Affiliated Organization that fails to meet these requirements, or fails to provide satisfactory evidence of its compliance with these requirements or has not paid in full all applicable affiliate dues and assessments, shall have its affiliation status in the Corporation terminated as of September 30, 2011. In unusual circumstances, the Board may, at its sole discretion and on a case by case basis, extend the September 30, 2011 deadline up to a maximum of three (3) months. In the event that affiliation status is terminated, the organization may subsequently reapply to become an Affiliated Organization.

16.03 Directors and Officers

- (a) Upon this By-law coming into effect, the Directors and Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of his/her term until their successors are elected in accordance with this By-law, except hereinafter provided in this Section.
- (b) The Officer of the Corporation who holds the position as Chair immediately prior to the annual meeting of Members at which this By-law No. 3 is confirmed by the Members shall automatically take office as Past Chair of the Corporation after the meeting and be deemed to be the Ex Officio Director of the Corporation as defined in this By-law No. 3.
- (c) All other Directors of the Corporation shall be deemed to be Elected Directors of the Corporation as defined in this By-law No. 3.
- (d) The Officer of the Corporation who holds the position as Vice Chair immediately prior to the annual meeting of Members at which this By-law No. 3 is confirmed by the Members shall automatically be deemed to take office as the second year term of Chair Elect/Chair of the Corporation, as defined in this By-law No. 3 and be responsible for the duties as the Chair of the Corporation during that year. His term of office as Director, which expires at the annual meeting of the Members in 2011, shall automatically be extended for one (1) further year to allow him to complete his term of office as Chair Elect/Chair, without the need to be elected by the Members to be a Director for one (1) year.
- (e) The Director who has been appointed by the Board to take the position of Chair Elect/Chair at the Board meeting immediately following the annual meeting of Members at which this By-law No. 3 is confirmed by the Members shall commence his two (2) year Officer term, to start with his first year term by being responsible for the duties as the Chair Elect of the Corporation. His term of office as Director, which expires at the annual meeting of the Members in 2012, shall automatically be extended for one (1) further year to expire in 2013 to allow him to complete his two (2) term of office as Chair Elect/Chair.
- (f) The person holding the Officer position of “president” as defined in By-law No. 1 shall be deemed to be the “Executive Director” of the Corporation as defined in this By-law No. 3.

16.04 Chapters

- (a) Upon this By-Law coming into effect, all existing Chapters of the Corporation shall be deemed to be “Chapters” of the Corporation as defined in this By-law No. 3, and all executives of the Chapters shall be deemed to be Chapter Executive members as defined in this By-law No. 3, notwithstanding that, at the time this By-law comes into effect, they may not be in compliance with the requirements set out in this By-law No. 3. All such

Chapters shall have until September 30, 2011 to provide, in the manner as may be determined by the Board, satisfactory evidence to the Board to demonstrate compliance with all such requirements. The Board may, in its sole discretion, wind up any Chapter that fails to meet these requirements, or fails to provide satisfactory evidence of its compliance with these requirements by September 30, 2011. In unusual circumstances, the Board may, at its sole discretion and on a case by case basis, extend the September 30, 2011 up to a maximum of three (3) months.

- (b) Upon this By-law coming into effect, all members of an existing Chapter of the Corporation shall be deemed to be members of the Chapter as defined in this By-law No. 3 until September 30, 2011, notwithstanding that, at the time this By-law comes into effect, these organizations may not have met the qualification requirements set out in Section 10.05(i). All such Chapter Members shall have until September 30, 2011 to provide, in the manner as may be determined by the Board or the Chapter Executive, satisfactory evidence to the Board or the Chapter Executive to demonstrate compliance with all such qualification requirements. Any Chapter Member that fails to meet these requirements, or fails to provide satisfactory evidence of its compliance with these requirements shall have its membership in the Chapter terminated as of September 30, 2011. In unusual circumstances, the Board may, at its sole discretion and on a case by case basis, extend the September 30, 2011 deadline up to a maximum of three (3) months. In the event that membership in the Chapter is terminated, the organization may subsequently reapply for membership.
- (c) Upon this By-law coming into effect, all “affiliates” of the Corporation as defined in By-law No. 1 that are affiliates of a Chapter shall be deemed to be affiliates of a Chapter as defined in this By-law No. 3 until September 30, 2011, notwithstanding that, at the time this By-law comes into effect, these entities may not have met the qualification requirements set out in Section 10.05(c). All such affiliates of a Chapter shall have until September 30, 2011 to provide, in the manner as may be determined by the Board, satisfactory evidence to the Board to demonstrate compliance with all such qualification requirements. Any affiliates of a Chapter that fails to meet these requirements or fails to provide satisfactory evidence of its compliance with these requirements, shall have its affiliation status with the Chapter terminated as of September 30, 2011. In unusual circumstances, the Board may, at its sole discretion and on a case by case basis, extend the September 30, 2011 deadline up to a maximum of three (3) months. In the event that affiliation status is terminated, the Affiliated Organization may subsequently reapply to become an affiliate of a Chapter.
- (d) Upon this By-law coming into effect, the Chapter Executive members then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of his/her term until their successors are elected in accordance with this By-law, except hereinafter provided in this Section.

SECTION XVII

IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

17.01 Repeal of Former General Operating By-law

- (a) By-law No. 1 and By-law No. 2 are hereby repealed and replaced by this By-law herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Corporation.

- (b) The said repeal of By-law No. 1 and By-law No. 2 shall not affect the previous operations of such By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-laws prior to its repeal. All Officers and persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Corporation this 18th day of June, 2020

Chair



Corporate Secretary

CONFIRMED by the Members of the Corporation this 15th day of September, 2020

Corporate Secretary