



By-Law No. 1

A by-law relating to the administrative and domestic affairs of the Association of Professional Engineers of Ontario as approved by Council on June 25, 1984, and subsequently amended as confirmed by letter ballot of the membership in March 1993, February 1999, February 2000, February 2002, February 2004, February 2005, February 2006, February 2007, February 2008, February 2009, March 2010, and November 2010.

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BE IT ENACTED

as a by-law of the Association of Professional Engineers of Ontario (hereinafter called the “association”) as follows:

Interpretation

1. In this by-law and all other by-laws of the association hereinafter passed, unless the context otherwise requires:
 - (a) “Act” means the *Professional Engineers Act*, R.S.O. 1990, Chapter P.28;
 - (b) “by-laws” means this By-law No. I and all other by-laws which may be passed under the provisions of Section 8 of the Act;
 - (c) “regulations” means regulations passed under Section 7 of the Act;
 - (d) “senior regional councillor” means that one of the two regional councillors from a region who is serving the second year of a two-year term of office;
 - (e) “junior regional councillor” means that one of the two regional councillors from a region who is serving the first year of a two-year term of office;
 - (f) expressions used herein, unless the contrary intention appears, have the same meanings as in the Act;
 - (g) wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to or any re-enactment of such statute or section as the case may be;
 - (h) words importing singular number shall include the plural number as the case may be and vice versa.

Chapters

2. There shall be chapters of the association constituted in accordance with the by-laws. There shall be a chapter area for each chapter defined as provided by by-law. Members of the association whose residence addresses are within a chapter area shall be members of that chapter.
3. The chapters in existence when this by-law comes into force are continued as chapters of the association with areas constituted by their present boundaries until the Council shall determine otherwise and the constitution and by-laws of each such chapter in effect at the date when this by-law comes into force shall continue in effect until rescinded or amended in accordance with the provisions for rescission or amendment contained in such constitution or by-laws.
4. The council may from time to time:
 - (a) establish chapters in addition to those referred to in Section 3 and define the boundaries of the areas of such chapters;
 - (b) alter the boundaries of the areas of chapters heretofore or hereafter established;
 - (c) direct that two or more chapters shall be combined and continued as one chapter and define the boundaries of such continuing chapter;
 - (d) declare any chapter inactive and suspend its operation or dissolve any chapter and provide for the transfer of the members and assets of any such chapter to another chapter or chapters.
5. Engineers-in-training who are recorded in the register under Section 81 of the regulations shall be extended all the privileges of chapter membership of the chapter for the area in which they reside.

6. The Council may establish from time to time standard rules and procedures governing the operating of chapters and the conduct of their affairs.
7. Subject to the provisions of the Act, the by-laws and any standard rules and procedures established under Section 6, each chapter may pass by-laws governing its operations and respecting the conduct of its affairs, including provisions for amendment of such by-laws. A copy of all such by-laws and amendments thereto shall be filed with the registrar.
8. (1) Subject to Section 8(2), none of the governing body of a chapter, the officers of a chapter or the members of a chapter shall have any power or authority as such to contract in the name of the association or to assume any obligations on behalf of the association.
 - (2) A chapter shall be entitled to enter into a contract on behalf of the association provided that:
 - (i) the chapter is named in the contract;
 - (ii) the contract only pertains to, or is required by, the chapter's annual business plan as approved by the Regional Councillors Committee for such chapter and which is based on the chapter budget approved by the Council of the association (hereinafter collectively called the “Business Plan”);
 - (iii) the contract does not require the expenditure of any money by the chapter other than in accordance with its Business Plan; and
 - (iv) such contract is executed by any one of the Chair, Vice Chair, Secretary or Treasurer of the chapter who have signing authority under the chapter by-law and who are members.

9. If a chapter shall be dissolved or shall cease to exist for any other reason or shall be declared inactive by the Council, all assets of that chapter, unless otherwise directed by the Council, shall revert to the association and shall be delivered over by the governing body of the chapter to the treasurer of the association forthwith on demand.

Regional Congress

10. The Council may establish, in each region, a committee of chapters to be known as the “Regional Congress”, and, in connection with the establishment of a Regional Congress, may provide standard rules and procedures governing the operations of the Regional Congress and the conduct of its affairs.

Meetings of the Council

11. There shall be not less than four meetings of the Council in each year.
12. Meetings of the Council may be called by the president, the Executive Committee or, subject to section 13.1, by members of Council.
13. Notice of the meetings of the Council shall be given by the Registrar on the direction of the president, the Executive Committee or, subject to section 13.1, by members of Council, and shall be delivered, mailed, emailed or sent by other form of telecommunication to each member of the Council not less than seven days before the meeting is to take place. No formal notice of any such meeting shall be

necessary if all members of the Council are present or if those absent have consented in writing to the meeting.

13.1 Upon the written request to the Registrar by no fewer than two-thirds of the members of Council, the Registrar shall call a meeting of Council by giving notice to all members of Council no less than 28 days before the meeting is to take place. Such notice shall be delivered, mailed, emailed or sent by other form of telecommunication to each member of the Council. No formal notice of any such meeting shall be necessary if all members of the Council are present or if those absent have consented in writing to the meeting.

14. The order of business at meetings of the Council shall be such as the Council may establish from time to time.

15. (1) In this section, “committee” means any advisory or other committee or subcommittee or other entity composed of Members or members of Council; means any regular, special or other meeting of the Council or a committee or subcommittee thereof.
- (2) Except as provided for in this section and the regulations, all meetings shall be open to the public.
- (3) The Chair of any meeting may expel any person for improper conduct at a meeting.
- (4) The meeting or part of a meeting may be closed to the public by the Chair of the meeting at his or her discretion if the subject matter being considered concerns:
- (a) the security of the property of the association;
 - (b) personal matters about an identifiable individual;
 - (c) the proposed or pending acquisition of assets by the association;
 - (d) labour relations or employee negotiations;
 - (e) litigation or potential litigation, including matters before administrative tribunals affecting the association or a Member;
 - (f) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose; and
 - (g) any other matter which the Council determines.
- (5) Before holding a meeting or part of a meeting that is to be closed to the public, the Council or the committee of Council shall state by resolution the fact of the holding of the closed meeting or part of the meeting.

16. The transactions of the Council or of any committee are valid notwithstanding the disqualification of members thereof through any defect or irregularity in their election or appointment. No error or omission in giving notice for a meeting of Council shall invalidate such meeting and any member of the Council may at any time waive notice of any such meeting and may ratify and approve of any or all of the proceedings taken or had thereat.

Meetings of Members of the Association

17. An annual general meeting of the members of the association shall be called by Council and shall be held at such place and at such time as shall be determined by Council for the purpose of laying before the members the reports of the Council and committees of the association and of informing members of matters relating to the affairs of the association and for the purpose of ascertaining the views of the members present at the meeting on such matters, and other general meetings of the members of the association may be held for the same purposes.

18. Election of those officers and councillors to be elected by the members shall be conducted by letter ballot or electronic means as provided in the regulations and the Council may submit other matters to the members to be voted upon by letter ballot or electronic means in order to secure the approval of or an expression of opinion on such matters.

19. Other general meetings of the association may be called by the Council and shall be held at such place and at such time as shall be determined by the Council.

20. Notice of the time, place and purpose of the annual meeting or of any other general meeting of the members of the association shall be given by the registrar to each member of the association:

- i) by sending the notice of such meeting by mail at least 10 days but not more than 90 days before the time fixed for the holding of the meeting or by distributing the notice by electronic means at least 10 days but not more than 90 days before the time fixed for the meeting, or
- ii) by publishing the notice of the meeting in the official publication of the association, a copy of which publication shall be sent by mail to each member at least 10 days but not more than 90 days before the time fixed for the meeting.

All notices required to be given to members of the association shall be deemed to have been regularly given if such notice, or the official publication of the association in which such notice is published, is (i) mailed, postage prepaid, addressed to each member at the last address appearing on the register at the time of such mailing, or (ii) if distributed by electronic means at the last electronic address appearing on the register at the time of such distribution, or (iii) if given by some combination of mailing and electronic distribution, so long as the notices have been distributed to each member of the association in the manner set out in (i) or (ii) above.

21. A statutory declaration by the registrar or by any person acting on behalf of the registrar shall be conclusive evidence of the mailing of notices of meetings of members or of the publishing thereof and the mailing of the publication containing such notice.

22. The order of business at annual meetings of the members of the association shall be:

- (a) adoption of minutes of the previous meeting;
- (b) business arising out of the minutes;
- (c) receipt of the annual financial statements of the association;
- (d) appointment of auditors;
- (e) considering reports from the Council and from committees;
- (f) such other business, if any, as may properly come before the meeting.

The order of business at other general meetings of the members shall be determined by the Council or, if not so determined by the Council, by the meeting's chair. The validity of actions taken at annual meetings of members of the association shall not be invalid solely by reason of failure to adhere to the order of business set forth in this Section 22.

23. Those members present in person shall constitute a quorum for any meeting of members.

General Provisions as to Meetings

24. In the absence of proof to the contrary, minutes of any meeting of the association or of the Council or of a committee purporting to be signed by the president, the president-elect or the past president and by the registrar or, in the case of a committee, by the committee chair shall be deemed to be a correct record of the proceedings of the meeting.

25. (1) The procedure at all meetings of the association and of Council shall be governed by the rules laid down in *Wainberg's Society Meetings* (most recent edition) except as required by law and except as amended by the by-laws of the association. These rules may be amended by Council with respect to meetings of Council and committees of Council by passing Special Rules of Order to supersede *Wainberg's Society Meetings*. No action of the association or of Council or its committees shall be invalid by reason only of an inadvertent failure to adhere to such rules.

(2) Special Rules of Order or any amendments to *Wainberg's Society Meetings* shall remain in effect at all meetings of the association, Council and its committees from the time and date of their enactment to the close of business at the Annual General Meeting of the association next following the date of the enactment or until such time as they are duly rescinded, whichever comes first. Special Rules of Order enacted at the Annual General Meeting of the association shall remain in effect until the close of business at that meeting.

(3) At the first meeting of Council following the Annual General Meeting of the association, all Special Rules of Order which were in force immediately before the close of business of the aforementioned Annual General Meeting of the association shall be presented to Council and Council may adopt or amend any part or all of those Special Rules of Order.

26. Council or any properly constituted committee of Council (with the exception of the Registration Committee, the Complaints Committee, the Discipline Committee, the Academic Requirements Committee or the Experience Requirements Committee or any other committee in a proceeding in respect of a licence, certificate of authorization, temporary licence, limited licence, or provisional licence) may hold meetings with the prior consent of a majority of the Council members or Committee members, by means of telephone conference, electronic or other communications facilities provided all persons participating in the meeting can communicate adequately with each other; any meetings held by means of telephone conference, electronic or other communications facilities shall be conducted in accordance with any guidelines or other requirements respecting such meetings which have been approved by Council, from time to time. With the prior consent of a majority of the Council members or Committee members, any Council or Committee member who is permitted to participate in a meeting may participate in a meeting of the Council or Committee by means of telephone conference, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

27. Council or any properly constituted committee thereof (with the exception of the Registration Committee, the Complaints Committee, the Discipline Committee, the Academic Requirements Committee or the Experience Requirements Committee or any other committee in a proceeding in respect of a licence, certificate of authorization, temporary licence, provisional licence or limited licence) may take action by a signed resolution of all the members of the Council or Committee, as the case may be.

Duties of Members of Council

28. All elected members of the Council and all appointed members of the Council shall comply with the provisions of the Act, the regulations and the by-laws and shall exercise the powers and discharge the duties of their offices honestly in good faith and in furtherance of the objects of the association in order that the public interest may be served and protected. All elected members of the Council and all appointed members of the Council shall:

(a) endeavour to take part in the committee work of the associa-

tion and serve actively during their terms of office on any committees to which they have been appointed;

(b) endeavour to take part in chapter affairs including appearance before chapters during their terms of office as a panelist, speaker or representative of the Council;

(c) endeavour to be present at and participate in the annual meeting of the members of the association;

(d) perform such duties on behalf of the officers of the association as may be requested, including attendance at local functions as representatives of the association;

(e) serve on the committees which the Council may appoint under the provisions of the Act with respect to hearings on membership and disciplinary matters;

(f) ensure that confidential matters coming to their attention as members of the Council are not disclosed by them except as required for the performance of their duties or as may be directed by the Council or by the president; and

(g) disclose any interest they may have, other than as members of Council, in any matter coming before Council and shall not be counted in the quorum in respect of such matter.

29. All elected members of the Council and all appointed members of the Council shall familiarize themselves with the Act, the regulations, the by-laws and code of ethics and with such other records and documents as may be necessary as background knowledge for the purpose of performance of the duties of their office.

Committees

30. (1) In addition to the committees prescribed by the Act, the Council may also from time to time appoint such other committees as it considers desirable to assist it in the management of the affairs of the association including, but not limited to:

(a) Legislation Committee;

(b) Professional Practice Committee;

(c) Finance Committee.

(2) The membership of all committees appointed under this Section 30 may include one or more members of the Council and such members of the association as the Council shall consider desirable (having regard to the need for continuity in the affairs of the association) and each committee shall perform such duties as Council may from time to time prescribe.

(3) The president and the president-elect shall be ex-officio members of all committees established under this Section 30.

(4) Subject to the provisions of the Act, the regulations and the by-laws, each committee shall determine the manner in which meetings of the committee shall be convened and the procedure at such meetings.

(5) Members of Council may attend meetings of committees appointed under this Section 30 as observers.

Remuneration of Members of the Council and Others

31. No member of the Council, whether elected or appointed, shall receive any remuneration from the association for acting as such, but members of the Council may receive reimbursement for expenses as provided in Section 32.

32. The Council may authorize or provide for:

(a) payment of reasonable traveling and other expenses properly incurred by members of the Council or of committees appointed by the Council in connection with the affairs of the association;

(b) payment of reasonable traveling and other expenses of repre-

representatives of chapters when required to attend meetings of the Council, of committees appointed by the Council or of members of the association; and

- (c) payment of reasonable traveling and other expenses of any members of the association appointed by the Council to act on behalf of the association as a representative of the association on boards and committees of other organizations or performing tasks on behalf of the association upon the direction of officers, councillors or members of the staff of the association.
33. The remuneration to be paid to the members of committees of the association shall be such as the Council shall from time to time authorize or provide for.

Officials and Employees

34. The registrar, any deputy registrars, the treasurer and such other officials as may be appointed by the Council under Section 3(8) of the Act shall have such duties as the Council may determine from time to time and shall hold office in accordance with the terms of any contract of service between the association and such official approved by the Council or in the absence of such contract shall hold office at the pleasure of the Council.

35. The Council may employ, or may authorize the registrar or other officials of the association to employ, such other persons as may be considered necessary or desirable for the carrying out of the operations of the association and the conduct of its affairs.

36. The association may enter into contracts of employment with any official appointed by the Council providing for such remuneration, such term of employment and such other matters as may be approved by the Council and may enter into such contracts of employment with other employees of the association as shall be approved by the Council or, if authorized for such purpose by the Council, as shall be approved by the registrar or by such other official as shall be designated by the Council.

Indemnification of Staff, Councillors and Committee Members

37. (1) The association may indemnify and save harmless any member of Council, member of a committee of the association or officer or employee of the association from and against:
- (a) costs, charges and expenses that the person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the person, in or about the execution of the duties of the person's office; and
 - (b) other costs, charges and expenses that the person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the person's own willful neglect or default.
- (2) The association may purchase and maintain insurance for the benefit of any person referred to in subsection (1) against any liability incurred by the person in his or her capacity as a member of Council, member of a committee of the association or officer or employee of the association, except where the liability arises as a result of the person's own willful neglect or default.

Other Organizations

38. The Council may authorize participation by the association in the activities of the Canadian Council of Professional Engineers as a constituent association thereof, the Ontario Society of Professional Engineers, or other organizations with functions that are not inconsistent with and are complementary to those of the association.

Fees

39. (1) All members shall pay annual membership fees in each year commencing with the year of their admission.
- (2) Effective May 1, 2008, the annual membership fee is \$220.
 - (3) The Council may determine from time to time the dates on which the fees provided for under subsection (1) shall be due and for the purpose of establishing such dates may prorate any fees over a part of a year.
 - (4) The Council may approve, authorize or provide for the remission of all or any part of the annual fee of any member who may be retired, incapacitated by reason of health or for such other reason as the Council may from time to time determine.
 - (5) Notwithstanding the foregoing provisions, a Member qualifying for a reduced fee may pay an annual membership fee of 25 per cent of the fee prescribed in section 39(2).
 - (6) Notwithstanding the foregoing provisions, every Member who has been a president of the association shall be designated as a "Life Member" and exempt from the requirement to pay the annual membership fee prescribed in section 39(2).

Application of Funds and Administration of Property

40. The Council may approve, or may authorize or provide for the application of the funds of the association in payment of all expenses properly incurred in the conduct of the affairs of the association including, without limiting the generality of the foregoing:

- (a) payment of all expenses incurred in connection with duties imposed on the association under the Act, including expenses in connection with applications for licences, recording of engineers-in-training, applications for temporary or limited licences, granting of certificates of authorization, maintaining of registers by the registrar, hearings under the Act and appeals therefrom, and proceedings with respect to offences under the Act;
- (b) payment of remuneration of officials and employees of the association and payment of all other expenses, including the cost of maintenance of premises, incurred in the operation of the headquarters of the association;
- (c) payment of expenses incurred in the conduct and provision of such incidental services to encourage and assist members in the development of their professional competence and conduct and in carrying on the practice of professional engineering as are approved by the Council and as are consistent with the service and protection of the public interest in accordance with the objects of the association, including salary surveys and information, employment and career counselling, continuing education, education counselling, consulting practice services, publication of a journal and other material and liaison with government and industry with respect to the foregoing; and
- (d) provision of continuing financial support to an organization or organizations defined under Section 38 by way of annual grants, non-recurring grants for start-up and other purposes, or other specific grants for interim assistance.

41. All money received by or on behalf of the association shall be deposited in the name of the association in one or more chartered banks or trust companies designated by the Council. All payments from the funds of the association shall be authorized by the most senior person in the department or the division of the association from whose budget the funds are being paid. Where the most senior person in the department or division of the association

is not available, he or she, or failing that, the registrar and CEO, may designate another person to authorize payments. The payments shall be processed by the treasurer or his or her designate.

42. Funds of the association not immediately required may be invested and re-invested in any investments that may from time to time be authorized investments for joint stock insurance companies and cash mutual insurance corporations under the *Corporations Act* (Revised Statutes of Ontario, 1990, Ch. C.38).

43. All shares and securities owned by the association shall be registered in the name of the association and shall be lodged with a chartered bank or trust company or in a safety deposit box subject to access only by the president, the president-elect or the past president accompanied by the treasurer or such person as shall be authorized by the Council.

44. Without in any way derogating from the powers otherwise conferred upon the Council, the Council is expressly empowered from time to time to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any interest therein owned by the association for such consideration and upon such terms and conditions as the Council may deem advisable.

45. (a) Subject to Section 8(1) and subject to Section 45(b), deeds, transfers, contracts and other instruments requiring the signature of the association may be signed by one of the president, president-elect, or the past president and either the registrar or the treasurer,

(b) deeds, transfers, contracts and other instruments requiring the signature of the association and which have an aggregate expenditure there under of less than \$20,000 may be signed by any two of the registrar; treasurer; deputy registrar, licensing and registration; deputy registrar, standards and regulations; deputy registrar, regulatory compliance; director, communications and chapters; director, governance; director, human resources and volunteer management; or director, information and technology services.

46. The association shall purchase insurance coverage for acts of dishonesty, disappearance and destruction by any employee or any volunteer signing officer and in such amounts as may be approved or determined by the Council. The cost of all such insurance shall be paid by the association.

47. The Council may from time to time:

- (a) borrow money upon the credit of the association by obtaining loans or advances or by way of overdraft or otherwise;
- (b) sell or pledge any securities owned by the association, including bonds, debentures or debenture stock, for such sums on such terms and at such prices as they may deem expedient;
- (c) assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner, upon all or any of the real or personal, moveable or immovable property, rights, powers, choses in action, or other assets, present or future, of the association to secure any such securities or other securities of the association, or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the association heretofore, now or hereafter made or incurred directly or indirectly, or otherwise.

48. Any or all of the powers set forth in Section 47 may from time to time be delegated by the Council to any two or more of the councillors, officers or officials of the association.

49. The provisions of Section 46 and Section 47 shall remain in force and be binding upon the association as regards any person

acting on the faith thereof until such person has received written notification from the association and that such provisions have been repealed or replaced.

Fiscal Year

50. The fiscal year of the association shall be the calendar year.

Financial Statements

51. The Council shall lay before each Annual Meeting of the members a financial statement prepared in accordance with generally accepted accounting principles for the previous fiscal year of the association (made up of a balance sheet as at the end of such fiscal year and statements of revenue and expenditure and Members' Equity for such fiscal year) together with the report of the association's auditors on the financial statement. The financial statement with (a summary of) the auditor's report shall be published in the official publication of the association after its approval by the Council.

Auditor

52. The members at each annual meeting shall appoint one or more auditors who shall be chartered accountants to hold office until the next annual meeting and if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.

53. The auditor shall examine the financial or other records of the association for the current year and prepare a statement of account and report to the members.

Seal and Other Insignia

54. The seal of the association shall be of such design as approved by Council and, when used on official documents, shall be authenticated by the signature of the president, the president-elect or the past president and the registrar or the treasurer. A printed facsimile of the seal may be used to designate official pronouncements or decisions of Council when such is authorized by the registrar.

55. Council may adopt other insignia from time to time and provide for their use.

Amendments to Regulations and By-laws

56. The regulations may be altered or revoked and new regulations may be passed by the Council from time to time in accordance with and subject to the provisions of section 7 of the Act.

57. The by-laws may be altered or revoked and new by-laws may be passed by the Council from time to time in accordance with and subject to the provisions of section 8 of the Act.

58. In accordance with section 8(3) of the Act, Council shall determine the manner in which a by-law is to be confirmed by a majority of the members of the association.

59. Council shall seek confirmation by the members of the association of a by-law passed by the Council pursuant to the Act pertaining only to annual fees for licence holders.

60. Proposals for alteration of the regulations or by-laws may,

- (a) originate in the Council,
- (b) be submitted to the Council in writing by a majority in number of the chapters, or
- (c) be submitted to the Council in writing by a petition signed by not fewer than 50 members.

The Council shall consider all petitions received as provided in clauses (b) and (c) and, if the Council does not pass regulations and by-laws or amendments thereto giving effect to such proposals, the Council shall return the proposals to the petitioners with a statement of the Council's reasons for rejection.



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