



Professional Engineers
Ontario

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 in March 1993, February 1999, February 2000, February 2002, February 2004, February 2005, February 2006, February 2007, February 2008, February 2009, March 2010, November 2010, February 2011, June 2013, February 2018, June 2018, February 2019, March 2019, September 2019, June 2020, September 2020 and February 2021.

February 2021

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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. 1 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. (Revoked February 2, 2018)
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 CEO/registrar. (Amended September 20, 2019)
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
 - (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 director, finance of the association forthwith on demand. (Amended February 2, 2018)

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 CEO/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. (Amended September 20, 2019)

13.1 Upon the written request to the CEO/registrar by no fewer than two-thirds of the members of Council, the CEO/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. (Amended September 20, 2019)

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; "meeting" 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 CEO/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. (Amended September 20, 2019)

21. A statutory declaration by the CEO/registrar or by any person acting on behalf of the CEO/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. (Amended September 20, 2019)

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 chair of council and by the corporate secretary 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 Council and of the association (including meetings of any committees, subcommittees, task forces, working groups and chapters) shall until March 26, 2021 be governed by the rules laid down in *Wainberg's Society Meetings* and thereafter by the rules laid down in the most current edition available of *Nathan and Goldfarb's Company Meetings for Share Capital and Non-Share Capital Corporations* except as otherwise required by law and except as amended or supplemented by the by-laws of the association. Council may, from time to time, also pass Special Rules of Order to supersede or supplement the rules contained in *Nathan and Goldfarb's Company 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 shall remain in effect at all meetings of Council and of the association 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.
- (4) Save as otherwise provided by *Nathan and Goldfarb's Company Meetings* or otherwise in the by-laws or in any Special Rules of Order, any question to be decided at any meeting of Council or of the association may be decided by (i) voice vote; (ii)

consensus; (iii) show of hands; (iv) roll call; (v) paper ballot or (vi) use of electronic voting devices, with the method of voting to be determined by the chair. (Amended February 26, 2021).

26. Save as otherwise legally prohibited, Council or any properly constituted committee of Council may hold meetings where circumstances warrant and at the discretion of the Chair, 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 videoconference, telephone conference, electronic or other communications facilities shall be conducted in accordance with any guidelines, rules of engagement or other requirements respecting such meetings which have been approved by Council, from time to time. 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 videoconference, 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 association 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 Standards 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 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 CEO/registrar, any deputy registrars, the director, finance 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. (Amended February 2, 2018 and September 20, 2019)

35. The Council may employ, or may authorize the CEO/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. (Amended September 20, 2019)

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 CEO/registrar or by such other official as shall be designated by the Council. (Amended February 2, 2018 and September 20, 2019)

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.

Other Organizations

38. The Council may authorize participation by the association in the activities of Engineers Canada 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. (Amended February 2, 2018)

Fees General (Amended March 22, 2019)

39. (1) Unless otherwise stated, fees including applicable taxes shall be paid on the date specified by the Council. (Amended September 20, 2019).

Licence Fees

- (2) An applicant for a licence shall pay an application fee of \$360. (Amended as of May 1, 2019)
- (3) A person whose application for a licence has been accepted shall pay a registration fee of \$300. (Amended as of May 1, 2019)
- (4) Subject to Section 39(5), a holder of a licence shall pay an annual fee of \$265 payable upon registration and on or before each anniversary of registration. (Amended as of May 1, 2019)
- (4.1) A holder of a licence who requests a replacement licence certificate shall pay a fee of \$60. (Amended September 20, 2019)
- (5) Every Member who has been a President of the association shall be designated as a "Life Member" and is exempt from the requirement to pay the annual fee referred to in Section 39(4). (Amended as of June 22, 2018)

Limited Licence Fees

- (6) An applicant for a limited licence shall pay an application fee of \$360. (Amended as of May 1, 2019)
- (7) A person whose application for a limited licence has been accepted shall pay a registration fee of \$300. (Amended as of May 1, 2019)
- (8) A holder of a limited licence shall pay an annual fee of \$265 payable upon registration and on or before each anniversary of registration. However, a former holder of the engineering technology class

of limited licence class is not required to pay an additional fee for reissuing the engineering technology class of limited licence. (Amended as of May 1, 2019)

Provisional Licence Fees

- (9) An applicant for a licence who is issued a provisional licence shall pay a registration fee of \$300. (Amended as of May 1, 2019)

Temporary Licence Fees

- (10) An applicant for a temporary licence shall pay an application fee of \$780. (Amended as of May 1, 2019)

- (10.1) A holder of a temporary licence who collaborates with a different Member than that specified in their current temporary licence, and thus requires an updated temporary licence in order to continue meeting the requirement in sections 42(1)(c) and 44(1) of Regulation 941, shall pay a fee of \$120. (Amended September 20, 2019)

Engineering Intern

- (11) An applicant for a licence shall pay a fee of \$90 upon becoming an engineering intern and shall pay an annual fee of \$90 on or before each anniversary of becoming an engineering intern. (Amended as of May 1, 2019)

Reinstatement Fees

- (12) A member who resigned from the association shall pay the following fees before their licence may be reinstated:

- a. a reinstatement fee of \$280;
- b. the fees owing by the person to the association at the time the member resigned, if any; and
- c. the fees payable for the current year and, if at the time of resignation the member's annual fee was reduced in accordance with Section 39(14) (Fee Remission), the member shall pay a reduced annual fee of \$70. (Amended as of May 1, 2019)

- (13) A person whose licence or limited licence was cancelled for non-payment of fees shall pay the following fees before their licence or limited licence may be reinstated:

- a. the fees owing by the person to the association at the time the licence or limited licence was cancelled;
- b. the annual fee payable for the current year and, if at the time of cancellation the person's annual fee was reduced in accordance with Section 39(14) (Fee Remission), the person shall pay a reduced annual fee of \$70; and
- c. subject to Section d, a reinstatement fee of,
 - i. \$60, if the payments referred to in paragraphs (a) and (b) are made in full within 90 days after the cancellation,
 - ii. \$280, if the payments referred to in paragraphs (a) and (b) are made in full more than 90 days and within two years after the cancellation, and
 - iii. \$555, if the payments referred to in paragraphs (a) and (b) are made in full more than two years after the cancellation;
- d. If the person's fees were reduced in accordance with Section 39(14) (Fee Remission) at the time the licence or limited licence was cancelled, the reinstatement fee referred to in paragraph (c) is as follows:
 - i. \$60, if the payments referred to in paragraphs (a) and (b) are made in full within two years after the cancellation, and
 - ii. \$555, if the payments referred to in paragraphs (a) and (b) are made in full more than two years after the cancellation. (Amended as of May 1, 2019)

Fee Remission

- (14) The CEO/registrar shall reduce part of the annual fee, to the amount set out in Section 39(15) of a holder of a licence or a limited licence who meets the conditions of Section 41.1 of Regulation 941 (Amended September 20, 2019)
- (15) The reduced annual fee referred to in Section 39(14) is \$70 for licence holders and limited licence holders. (Amended as of May 1, 2019)
- (16) If a person no longer meets the requirements of Section 41.1 of Regulation 941, the person shall immediately pay the following fees:

- a. any fees owed to the association;
- b. the difference, if any, between the amount required to be paid by the licence or limited licence holder as an annual fee for the current year and the amount required to be paid as an annual fee for a person who pays a reduced fee in accordance with Section 39(15) for that year; and
- c. a fee of \$60. (Amended as of May 1, 2019)

Consulting Engineer Fees

- (17) A person who applies for designation or re-designation as a consulting engineer shall pay an application fee of \$265. (Amended as of May 1, 2019)
- (18) A person who applies for permission to use the term “consulting engineers” shall pay an application fee of \$55. (Amended as of May 1, 2019)
- (19) A consulting engineer shall pay a registration fee of \$265 for each five year period of designation. (Amended as of May 1, 2019)

Certificate of Authorization Fee

- (20) A person who applies for a certificate of authorization shall pay an application fee of \$400. (Amended as of May 1, 2019)
- (21) A holder of a certificate of authorization shall pay:
 - a. an annual fee of \$400 payable upon acceptance of the application and on or before each anniversary of the acceptance; and
 - b. for each replaced certificate of authorization, a fee of \$60. (Amended as of May 1, 2019)

Examination Fees

- (22) A person shall pay the following fees in relation to examinations, which are non-refundable except for the fee set out in Section e.:
 - a. For each writing of the National Professional Practice Examination or equivalent examination that is approved for this purpose,
 - \$225.50 as of November 1, 2020;
 - \$231.14 as of November 1, 2021,
 - \$236.92 as of November 1, 2022, and

- \$242.84 as of November 1, 2023. (Amended September 25, 2020);
- b. To write the first Technical Examination, \$700;
- c. To write any subsequent Technical Examination, \$200;
- d. Upon submission of a thesis, \$360;
- e. For each writing of an examination required in support of an application for designation as a consulting engineer, \$200;
- f. An additional fee to write any examination outside of Canada, \$180; and
- g. To request remarking of any examination, \$330. (Amended as of May 1, 2019)

Seal Fees, Replacement

- (23) A person shall pay the following fees for the issuance of a seal:
 - a. \$30 for a rubber seal;
 - b. \$70 for a self-inking seal.
 - c. \$85 for a metal seal. (Amended September 20, 2019)

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 engineering interns, applications for temporary or limited licences, granting of certificates of authorization, maintaining of registers by the CEO/registrar, hearings under the Act and appeals therefrom, and proceedings with respect to offences under the Act (Amended February 2, 2018 and September 20, 2019);
 - (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 CEO/registrar may designate another person to authorize payments. The payments shall be processed by the director, finance or his or her designate. (Amended February 2, 2018 and September 20, 2019)

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 director, finance or such person as shall be authorized by the Council. (Amended February 2, 2018)

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 CEO/registrar or the director, finance. (Amended February 2, 2018 and September 20, 2019)

(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 CEO/registrar; director, finance; deputy registrar, licensing and registration; deputy registrar, standards and tribunals; deputy registrar, regulatory compliance; director, communications; chief administrative officer; or director, information and technology services. (Amended February 2, 2018 and September 20, 2019)

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 immoveable 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 changes in net assets 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. (Amended February 2, 2018)

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 CEO/registrar or the director, finance. A printed facsimile of the seal may be used to designate official pronouncements or decisions of Council when such is authorized by the CEO/registrar. (Amended February 2, 2018 and September 20, 2019)

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 who vote on the by-law. (Amended February 2, 2018)

59. (Repealed, February 8, 2019)

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.

Notes



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