

Memorandum

To: Members – Foundation for Education
From: Brenda Caplan, Secretary
Date: June 19, 2003
Subject: Annual General Meeting – Saturday, June 21, 2003

The above noted meeting will commence at 8:30 a.m. in the Council Chambers of Professional Engineers Ontario.

Enclosed is your agenda with attachments. Should you have any questions, please do not hesitate to give me a call.

**ANNUAL MEETING OF MEMBERS
FOUNDATION FOR EDUCATION**

**Saturday, March 21, 2003
8:30 a.m.**

A G E N D A

- | | APPENDIX |
|---|---|
| 1. Call to Order | |
| 2. Approval of Agenda | FFE-0304-2 |
| 3. Approval of Minutes of previous Annual General Meeting
March 25, 2002 | FFE-0304-3 |
| 4. Approval of Financial Statements for
Year Ending December 31, 2002 | FFE-0304-4
TBD |
| 5. Appointment of Auditors | FFE-0304-5 |
| 6. Appointment of Bank | FFE-0304-6 |
| 7. Annual Report of the Board of Directors | |
| 7.1 Chairman's Report | FFE-0304-7(a) |
| 7.2 2002 / 03 Scholarship Details | FFE-0304-7
(b)
(c)(d)TBD |
| 7.3 Report of the Benevolent Fund | FFE-0304-7(e) |
| 8. Expansion of Foundation Membership | FFE-0304-8 |
| 9. Election of Directors | FFE-0304-9 |
| 10. Adjournment | |

Annual General Meeting
Foundation for Education
June 21, 2003

APPOINTMENT OF AUDITORS

BE IT RESOLVED that Deloitte & Touche be appointed Auditors for the Ontario Professional Engineers Foundation for Education for the year 2003.

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A P P O I N T M E N T O F B A N K

BE IT RESOLVED that the Toronto Dominion Bank continue as banker for the Ontario Professional Engineers Foundation For Education for the year 2003.

PRESENT SCHOLARSHIP PROGRAM - 2003

UNIVERSITY	ENTRANCE		UNDERGRADUATE		TOTAL
	No.	Value of Each	No.	Value of Each	
Carleton	2	\$1500	4	\$1000	\$7,000
Guelph	2	\$1500	2	\$1000	\$5,000
Lakehead	2	\$1500	2	\$1000	\$5,000
Laurentian	2	\$1500	2	\$1000	\$5,000
McMaster	2	\$1500	4	\$1000	\$7,000
Ottawa	2	\$1500	4	\$1000	\$7,000
Queen's	2	\$1500	6	\$1000	\$9,000
RMC	2	\$1500	2	\$1000	\$5,000
Ryerson	2	\$1500	6	\$1000	\$9,000
Toronto	2	\$1500	8	\$1000	\$11,000
Waterloo	2	\$1500	8	\$1000	\$11,000
Western	2	\$1500	4	\$1000	\$7,000
Windsor	2	\$1500	2	\$1000	\$5,000
TOTALS	26	\$1500	54	\$1000	\$93,000

* Cheques distributed to Ontario Universities December 2002 for academic year commencing September 2003.

MEDAL FOR ACADEMIC ACHIEVEMENT

In addition to the above scholarships, the Foundation presents a Medal for Academic Achievement at each of the 13 Ontario Universities providing accredited engineering courses.

A cheque for \$100.00 accompanies the award. This honorarium has been eliminated for the year 2003.

Approximate cost (includes cheque, medal and engraving)
TOTALS

\$ 1,662.00
\$94,662.00

EXPANSION OF FOUNDATION MEMBERSHIP

MOTION

BE IT RESOLVED THAT

- 1) Section 16 of By-Law No. 1 be amended to read as follows:
 - (b) The following persons shall be eligible for membership in the Corporation:
 - (i) All persons who from time to time are or have been members of the Council or staff of the Association of Professional Engineers of Ontario (PEO) and who have demonstrated an interest in the objects of the Corporation;
 - (ii) All persons who from time to time are or have been members of the Board of Directors or staff of the Ontario Society of Professional Engineers (OSPE) and who have demonstrated an interest in the objects of the Corporation.
 - (c) The certificate of the Registrar of the Association of Professional Engineers of Ontario, or of the Executive Director of the Ontario Society of Professional Engineers as the case may be, shall be conclusive as to whether or not a person is eligible for membership in accordance with this provision for all purposes of the Corporation.
 - (e) The membership of the Corporation at any one time shall be limited to fifty (50), a simple majority of whom must be currently serving PEO Councillors or OSPE Board members.

AND THAT

- 2) Section 3 of By-Law No. 1 be amended to read:
 3. The affairs of the Corporation shall be governed by a board of ten (10) directors, of whom at least two (2) shall be members of the Corporation by virtue of their affiliation with the Ontario Society of Professional Engineers as set out in Section 16 (b) (ii) of this By-Law. Each director

The remainder of Section 3, Subsections (a) and (d) of Section 16, and all other Sections of the By-Law, would remain the same.

RATIONALE

If this change is adopted, anyone who is or has been a member of Council / Board or staff of either PEO or OSPE would be eligible to join the membership of the Foundation.

Note that membership would continue to be by invitation and resolution of the Board. Just because someone is or has been on PEO Council or staff, or on the OSPE Board or staff, does not mean that he/she automatically becomes a member of the Foundation. The intent is that only persons "with a demonstrated interest in the objects of the Foundation" would be invited to become members of the Foundation, although clearly one could demonstrate such interest by asking to become a member.

Note also, that once someone becomes a member of the Foundation he/she automatically remains a member until he/she resigns or dies. We saw no reason to remove a contributing member of the Foundation just because he/she is no longer on the Council / Board or staff of PEO or OSPE. This change would enhance the Foundation's ability to plan for the succession of its Board, and would allow us to retain interested and valuable [Board] members beyond their retirement.

We currently have 8 Directors, although the number of directors specified in the By-Law is 7 (it was increased from 5 to 7 by a resolution of members on April 27th, 1962). It would seem appropriate to allow for a couple more, especially when we are increasing the pool from which they can be drawn.

As a practical matter not reflected in the By-Law, we should probably strike a Nominating Committee of the Board each year before the AGM to (i) approach potential new members of the Foundation, and (ii) get new candidates for election to the Board (some turnover is desirable).

To recap, this motion represents the following changes:

- 1) The addition of OSPE Board members and staff to the membership eligibility criteria;
- 2) The provision perpetuating eligibility once attained;
- 3) A cap of 50 on the number of members of the Foundation at any one time;
- 4) A provision that a majority of the Foundation members at any one time must be at that time sitting members of PEO Council or the OSPE Board (as opposed to staff or past members of PEO Council or the OSPE Board).
- 5) An increase the number of directors to 10, with a minimum of 2 from OSPE.

ELECTION OF DIRECTORS

The following individuals have been admitted or provisionally admitted into membership in the Foundation by resolution of the Board of Directors and are willing to serve as Foundation Board members if nominated:

- ◆ Brenda Caplan PEO Staff, current
- ◆ George Comrie, P.Eng. PEO Council, current
- ◆ Diane Freeman, P.Eng. PEO Council, current
- ◆ Stephen Jack, P.Eng. OSPE Staff, retired
- ◆ Catherine Karakatsanis, P.Eng. OSPE Board, current
- ◆ Ken Lopez, P.Eng. PEO Council, retired
- ◆ Nick Monsour, P.Eng. PEO Council, current
- ◆ Catherine Redden PEO Council, current
- ◆ Ron Sparrow, CGA. PEO Staff, current
- ◆ Derek Wilson, P.Eng. PEO Council, current

FOUNDATION MEMBERSHIP

(as at June 21st, 2003)

Councillors	Staff
Dave Adams	Ron Bailey
Colin Cantlie*	Roger Barker
Bruce Clarida	Brenda Caplan*
George Comrie*	Michael Chan
Denis Dixon	Tom Chessell
Roydon Fraser	Ian Eng
Peter Frise	Bernie Ennis
Monique Frize	Moody Farag
Nancy Hill	Richard Furst
Daniela Iliescu	Bruce Matthews
Allen Lucas	Gerry Meade
Danny Marmora [no longer on Council]	Ron Sparrow*
Ken McMartin	Norm Williams
Nick Monsour*	Bei Yang
Colin Moore	Johnny Zuccon
Bryan Parkinson (no longer on Council)	
Max Perera (no longer on Council)	Others
Laurier Proulx	Stephen Jack
Cathy Redden	Ken Lopez
John Reid (no longer on Council)	
Gordon Sterling [no longer on Council]	
Richard Weldon (no longer on Council)	
Derek Wilson	
*Member of Board of Directors	