

BY-LAW No.1

A by-law relating generally to the transaction of the business and affairs of Ontario Professional Engineers Foundation for Education.

BE IT ENACTED as a by-law of Ontario Professional Engineers Foundation for Education (hereinafter called the "Corporation") as follows:

Head Office

1. The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the directors may time to time determine.

Seal

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

Board of Directors

3. The affairs of the corporation shall be governed by a board of ten (10) directors, each of whom at the time of his/her election and throughout his/her term of office shall be a member of the Corporation. At least two (2) directors shall be affiliated with the Ontario Society of Professional Engineers as set out in Section 16 (b) (ii) of this By-Law. Each director shall be elected to hold office until the first annual meeting after s/he shall have been elected or until his/her successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

Vacancies, Board of Directors

4. Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased

between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

Quorum and Meetings, Board of Directors

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their presence. Director's meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered by telephone to each director not less than one day before the meeting is to take place or shall be sent by electronic means or mail to each director not less than two days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual general meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

Errors in Notice, Board of Directors

6. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Voting, Board of Directors

7. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman/woman, in addition to his/her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot is so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman/woman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Powers

8. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immoveable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

Remuneration of Directors

9. The directors shall serve without compensation and no director shall, indirectly or directly, receive any profit from his/her position as such. Reasonable expenses incurred by any director in the performance of his/her duty may be paid if authorized by the board of directors.

Officers of the Corporation

10. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the board of directors from among their numbers at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

Duties of President and Vice-President

11. The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The president shall also be charged with the general management and supervision of the affairs and operations of the Corporation. During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-President and if the Vice-President or such other director as the

board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

Duties of Secretary

12. The Secretary shall give or cause to be given all notices required to be given to members, directors, auditors and members of committees. S/he shall attend all meetings of the directors and of the members and shall enter or cause to be entered in the books kept for that purpose minutes of all proceedings at such meetings. S/he shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation and s/he shall perform such other duties as may from time to time be determined by the board of directors.

Duties of Treasurer

13. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. S/he shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Corporation. S/he shall also perform such other duties as may from time to time be determined by the board of directors.

Duties of other Officers

14. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

Execution of Documents

15. (a) Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

(b) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the board.

(c) The President, Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares of stock, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as a trustee or otherwise and may accept in the name and on behalf of the Corporation transfers or shares of stock, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of and attorney or attorneys to make or accept transfers or shares of stock, bonds or other securities on the books of any company or corporation.

(d) Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

Membership

16. (a) The membership of the Corporation shall consist of such persons as are admitted as members from time to time by resolution of the board of directors, provided that all such persons shall be eligible for membership in the Corporation in accordance with the provisions of this by-law.
- (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.
- (d) A member of the Corporation may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

- 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 staff or OSPE Board members or staff. If necessary to satisfy this provision, members who are no longer serving on PEO Council or staff or the OSPE Board or staff will be dropped from membership in reverse order of their tenure as members of the Foundation (i.e. the longest serving members first).

Annual and General Meetings of Members

- 17. (a) The annual or any general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.
- (b) At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.
- (c) The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation.
- (d) No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given by the Secretary to each member by sending the notice by electronic means or mail, at least ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

Error or Omission in Notice

- 18. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

Adjournments

19. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Quorum of Member

20. A quorum for the transaction of business at any meeting of member shall consist of not less than three members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

Voting of Members

21. (a) Each member of the Corporation shall at all meetings of members be entitled to one vote and s/he may vote by proxy. Such proxy him/herself need not be a member but before voting must produce and deposit with the Secretary sufficient appointment in writing from the member for whom s/he is proxy.

(b) At all meetings of members every question shall be decided by a majority of votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a casting vote.

Financial Year

22. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

Deposit of Securities for Safekeeping

23. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting with accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Notice

24. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice shall be deemed to have been given if such notice is (i) mailed to each director, officer or member at the last address appearing on the register of the Corporation at the time of such mailing, or (ii) if distributed by electronic means to each director, officer or member at the last electronic address appearing on the register of the Corporation 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 director, officer or member of the Corporation in the manner set out in (i) and (ii) above.. A notice or other document so sent by mail shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if sent by electronic means shall be held to be sent at the time when the same was electronically sent by the Corporation. A statutory declaration by the Secretary shall be conclusive evidence of the sending of notices of meetings of directors, officer or members.

Interpretation

25. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Enacted this 19th day of June, 1959

Signed, President
Secretary

The foregoing By-law No. 1 is hereby passed by the board of directors of Ontario Professional Engineers Foundation for Education pursuant to Section 310 of the Corporations Act, 1953 as evidence by the respective signatures hereto of all directors.

Dated the 19th day of June, 1959.

Signed, Charles Terry Carson
John Holloway Fox
Thomas Merle Medland
Andrew William Fraser McQueen
Gordon Morris McHenry

This foregoing by-law is hereby confirmed by all the members of the Corporation pursuant to the Corporations Act, 1953 as evidenced by their respective signatures hereto.

NOTE

By-Law No. 1, Section 16 and Section 3. (3) amended by resolution of members June 21, 2003.

By-Law No. 1, Section 16(e) amended by resolution of members June 23, 2006

By-Law No. 1, Section 5, 17(d), 24 amended by resolution of members June 11, 2010 to reflect modern notice provisions.