

## **BYLAW NO. 2**

**MISSION STATEMENT:** Canadian Society of Professional Engineers dedicates itself as an institution to the promotion of the engineering profession on behalf of its Members' interests and for its contribution towards the social and economic well-being of the Canadian public.

### **Article 1 – Definitions, Interpretations & Non-discrimination**

#### **1.1 Definitions**

- (a) **“Board”** - shall mean the board of directors of the Society.
- (b) **“Geographic Division”** has the meaning given to such term in section 6.2 of this Bylaw.
- (c) **“in good standing”** with reference to a Member shall mean a member of the Society who is not in arrears of any dues, special assessments or other monies levied by and owing to the Society and who is not in contravention of any of the bylaws of the Society or any of its rules and regulations established from time to time.
- (d) **“Members”** - shall mean, collectively, all members of the Society, regardless of class including Corporate Members, Regular Members and Affiliate Members as such terms are defined in section 4.1 of this Bylaw, who are members in good standing with the Society and

**“Member”** shall mean, individually, any one of them.

- (e) **“Professional Engineer”** - shall mean an individual licensed in any jurisdiction within Canada to engage in the practice of professional engineering.
- (f) **“Proportional Size of the Corporate Member”** shall mean the number of Affiliate Members in good standing who are members of a Corporate Member divided by the Total Individual Membership, expressed as a percentage and rounded down to the nearest whole number except that if the percentage is less than one percent (1%) it shall be deemed to be exactly one percent (1%).
- (g) **“Proportional Size of the Geographic Division”** shall mean the number of Regular Members in good standing who are assigned to a Geographic Division divided by the Total Individual Membership, expressed as a percentage and rounded down to the nearest whole number except that if the percentage is less than one percent (1%) it shall be deemed to be exactly one percent (1%).
- (h) **“Society”** - shall mean *Canadian Society of Professional Engineers*, a federal corporation without share capital incorporated by Letters Patent on November 9, 1983, and the abbreviation for the Society where appropriate shall be CSPE.
- (i) **“Total Individual Membership”** shall mean the total number of Regular Members and Affiliate Members of the Society who are in good standing.

## 1.2 Interpretations

Unless the context otherwise requires, words importing the singular shall include the plural and words importing the masculine gender shall include the feminine and neuter genders, as the case may be, and vice versa, and references to persons shall include individuals, firms, associations, corporations, companies, partnerships, trusts and any number or aggregate of persons. Any conflict arising due to the interpretation of the bylaws of the Society shall be resolved by a two-thirds majority vote of the Board.

## 1.3 Non-discrimination

The qualification for membership and for holding office in the Society will be defined without regard to sex, race, religion, national origin or other factors prohibited by law.

## Article 2 – Objects

The objects of the Society shall be:

- (a) To strive to make registration as a professional engineer more meaningful to the public with respect to acknowledgement of individual achievement in engineering as a reflection of education and practice;
- (b) To maintain and further the professional and ethical standards of its members;
- (c) To promote the professional, economic and social interest of its members;
- (d) To provide a representative voice for professional engineers;

- (e) To allow membership to engineers having recognized, registered, professional status from any Canadian Province or Territory; and
- (f) For the further attainment of the above objects, to carry on any other activity which can in the opinion of the Board be advantageously carried on by the Society in connection with or ancillary to any of the above objects or general activities of the Society.

## Article 3 – Offices

### 3.1 Head Office

The head office of the Society shall be located in the City of Toronto, in the Province of Ontario at a place determined from time to time by the Board.

## Article 4 – Membership

### 4.1 Membership Classes

There shall be the following three (3) classes of membership in the Society and membership in all such classes shall be voluntary:

- 4.1.1 Corporate Member - A Corporate Member of the Society shall be a non-profit corporation operating in a defined geographic area of Canada and being specifically, among other things, a non-regulatory society or organization for Professional Engineers resident or practising within its geographic area. The objects of a Corporate Member shall not be inconsistent with those of the Society. A Corporate Member shall appoint one (1) or more of its Affiliate Members in good standing to act as its representative(s) to attend and vote at Members' meetings. Depending upon the

Proportional Size of the Corporate Member, a Corporate Member may exclusively appoint one (1) or more directors.

- 4.1.2 Regular Member - A Regular Member of the Society shall be a Professional Engineer who is not eligible for membership in a Corporate Member of the Society because there is no Corporate Member in the geographic area of Canada where such person resides or practises professional engineering, or shall already be an Associate Member of this Society. A Regular Member shall pay dues directly to the Society and shall be assigned to a Geographic Division based, at the Member's choice, on where the Member resides or practises professional engineering, provided that if there is no Geographic Division where the Member resides or practises, the Board shall, in consultation with the Member, assign the Member to another Geographic Division. A Regular Member in good standing is entitled to nominate candidates and vote for the executive that runs the Geographic Division to which he or she is assigned, and for the representative(s) of the Geographic Division that will attend and vote at Members' meetings of the Society. A Regular Member in good standing shall be entitled to notice of Members' meeting and to attend as an observer but shall not be entitled to vote thereat except if acting as a representative for a Geographic Division or as a proxy for a Geographic Division or a Corporate Member and only in such capacity.

- 4.1.3 Affiliate Member - An Affiliate Member of the Society shall be a Professional Engineer who is a member of a Corporate Member of the Society, who pays additional dues to the Corporate Member over and above any amount transferred to the Corporate Member by the licensing body that governs the Affiliate Member from the licensing fees paid by the Affiliate Member to such licensing body. An Affiliate Member in good standing shall be entitled to notice of Members' meetings and to attend as an observer but shall not be entitled to vote thereat except if acting as a representative or as a proxy for a Corporate Member and only in such capacity.

**4.2 Other Rights and Conditions of Membership**

- 4.2.1 The following conditions apply to membership in the Society:
- (a) No person who is eligible to be a member of a Corporate Member can be a Regular Member without first becoming a member of the Corporate Member for which he or she is eligible.
  - (b) Persons serving on the Board or on standing committees of the Society must be Regular Members or Affiliate Members in good standing. Persons serving as representatives of a Corporate Member must be Affiliate Members in good standing and persons serving as representatives or on the executive of Geographic Divisions must be Regular Members in good standing.
- 4.2.2 All Members must abide at all times by the rules and regulations established from time to time by the Society.

**4.3 Application for Membership**

Applications for membership shall be made in such form as the Board may from time to time prescribe and qualified applicants shall be approved either by the Board or by persons duly authorized by the Board. Applications for membership shall not be rejected for any unreasonable or arbitrary reason, but an application for Corporate Member may be rejected if the applicant is directly in competition with any existing Corporate Member. Applicants for Regular or Affiliate Member may appeal the denial of membership to the Board, the decision of which shall be final and binding, and there shall be no further rights of appeal. An applicant for Corporate Member may appeal the denial of its membership to the Board, and a negative decision from the Board may be appealed to a special general meeting of the Members called for the purpose of hearing the appeal. Such meeting shall be called by the Board without undue delay after its own determination that a just and substantive reason exists to do so or by the request of Corporate Members and/or Geographic Divisions holding at least fifteen percent (15%) of the voting rights. The decision of the Members at such special general meeting shall be final.

**4.4 Termination of Membership**

The interest of a Member in the Society is not transferable and lapses and ceases to exist:

- (a) upon death or dissolution of the Member;
- (b) when the Member's period of membership expires (if any);
- (c) when the Member ceases to be a Member by resignation or otherwise in accordance with the Bylaws of the Society; or

- (d) if at a special meeting of Members, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the Member shall be granted the opportunity to be heard at such meeting.

**Article 5 – Fees and Assessments****5.1 Amount of Fees**

The annual membership fees payable by each class of Members shall be those fixed from time to time by a Board resolution passed by a two-thirds affirmative vote.

**5.2 When Due**

Annual membership fees shall become due and payable on the first day of January in each year or on such other date as set by the Board from time to time. Annual fees shall be prorated by the calendar month for the first year of membership in the Society. Corporate Members with annual membership fees exceeding \$500 may make equal monthly installments of their annual dues. The Board shall ensure that Members are given at least thirty (30) days notice of their memberships fees payable for each year.

**5.3 Special Assessments**

If additional fees are required to carry on the affairs of the Society or for any special purpose, the Board may pass a resolution, subject to approval by a two-thirds (2/3) majority vote at a Members' meeting, to levy special assessments which shall be payable forthwith by the Members in such amounts as shall be determined by the Board.

**5.4 Delinquency**

A Member who fails to pay membership fees or special assessments within sixty (60) days of the date when such amounts first

become payable, shall cease to be a Member and shall be so notified by ordinary mail by persons authorized by the Board.

#### 5.5 Debts of Members

A Member who for whatever reason resigns or ceases to be a Member of the Society shall remain liable for any debt due or owing to the Society on the date the membership ceases.

#### 5.6 User Fees

The Society may administer programs and services for which it may establish “user fees” for participation. Participation by non-members may be permitted and a premium charge may be assessed to non-members.

### Article 6 – Member Representation and Organization

#### 6.1 Representation by Corporate Member

Where a Corporate Member represents Professional Engineers in a geographic area of Canada, a person who resides in such geographic area shall not be accepted as an Affiliate or Regular Member of the Society if such person is not also a member of the Corporate Member.

#### 6.2 Representation by Geographic Division

6.2.1 The Board must establish at least one (1) Geographic Division to cover areas of Canada where there is no Corporate Member.

6.2.2 Each Regular Member shall be assigned to the Geographic Division where the Member resides or practises professional engineering, at the Member’s choice, provided that if there is no

Geographic Division where the Member resides or practises, the Board shall, in consultation with the Member, assign the Member to another Geographic Division. No person may belong to more than one (1) Geographic Division for any purpose related to the governance of the Society as set out in this Bylaw, but may participate in non-governance events run by any Geographic Division according to the rules for the event.

6.2.3 The Board may, after consultation with the Regular Members in good standing of the affected Geographic Divisions, add or remove Geographic Divisions or alter their boundaries.

6.2.4 The Board shall ensure that each Geographic Division with 100 or more Regular Members in good standing appoints its own executive and its own representative(s) to the Members’ meetings of the Society. Geographic Divisions with fewer than 100 Regular Members in good standing shall be managed directly by the Board, but the Board shall consult with the Regular Members in good standing of each such Geographic Division in appointing the Geographic Division’s representative to Members’ meetings. A Geographic Division with 100 or more Regular Members in good standing shall conduct its affairs according to its own wishes and requirements, provided that these are not in conflict with the Society’s bylaws or direct instructions from the Board. All representatives and all persons on the executive of a Geographic Division must be Regular Members in good standing of such Geographic Division. In all respects, the affairs and assets under the control of a Geographic Division are the affairs and assets of the Society and must be conducted and dealt

with accordingly. The executive of a Geographic Division has no powers of its own except as specifically provided in the Society's bylaws and otherwise shall act at all times under authority extended by the Board.

- 6.2.5 If a Geographic Division shall be dissolved or cease to exist for any other reason or shall be declared inactive by the Board, all assets under the control of that Geographic Division, unless otherwise directed by the Board, shall revert to the Society and shall be delivered over by the executive of the Geographic Division to the Treasurer of the Society forthwith on demand.

#### **Article 7 – Members' Meetings**

##### **7.1 Annual Meetings**

The annual general meeting of the Members of the Society shall be held each year at such time and place in Canada as the Board may designate.

##### **7.2 Special Meetings**

Special general meetings of the Members of the Society may be held at the call of the Board or at the request of one (1) or more Corporate Members and/or Geographic Divisions representing collectively at least ten percent (10%) of the Affiliate Members in good standing and/or the Regular Members in good standing. A special general meeting of the Members shall be held at such time and place in Canada as the Board may designate. The business to be transacted at a special general meeting of the Members shall be stated in the notice thereof, and no other business shall be conducted at such meeting unless held in

conjunction with an annual meeting of the Members in which case annual business can be transacted.

##### **7.3 Notice of Meetings**

At least thirty (30) days written notice of annual or special general meetings of the Members shall be given in the manner specified in section 16.1 of this Bylaw to each Member and Geographic Division. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

##### **7.4 Rules of Procedure**

The order of business governing the conduct of all Members' meetings shall follow the usual parliamentary procedures. In all procedural matters not governed by statute or the bylaws, Bourinot's Rules of Order shall govern.

##### **7.5 Rights of Members**

- 7.5.1 Regular and Affiliate Members in good standing may be present as observers at Members' meetings with rights of limited participation, but they shall have no direct voting rights. Their voting rights shall be vested in the representatives to the Members' meetings from the Corporate Members and Geographic Divisions of the Society. Nothing herein shall prevent a Regular Member or an Affiliate Member from voting at a Members' meeting in his or her capacity as a designated representative or as a proxy for a Corporate Member or Geographic Division.

- 7.5.2 The limited participation permitted to Regular and Affiliate Members attending as observers at Members' meetings shall be as prescribed by the chair of the

meeting and shall not in any way significantly interfere with the deliberations of the representatives of the Corporate Members and Geographic Divisions.

7.5.3 At every Members' meeting, each Corporate Member and each Geographic Division shall have such number of votes as is equal to the Proportional Size of the Corporate Member or the Proportional Size of the Geographic Division, as applicable. Notwithstanding the above if, due to the rounding of numbers, the aggregation of voting rights for all representatives shall slightly exceed 100, then the aggregated number shall stand. Representatives of the Corporate Members and of the Geographic Divisions shall have the authorities given to them by the Corporate Members and Geographic Divisions, respectively, in the manner that they exercise their voting rights, which may be exercised in any proportions they choose up to the limits of their entitlement.

#### 7.6 Quorum

The quorum for Members' meeting shall be representatives of Corporate Members in good standing and representatives of Geographic Divisions holding an aggregate of 55 percent of the voting rights.

#### 7.7 Voting

Unless otherwise required by the bylaws of the Society or by statute, all matters before a Members' meeting where a recorded vote is required shall be decided by a simple majority (50

percent plus one) of the votes cast by the representatives present or voting by proxy, as the case may be, for the matter to be decided.

#### 7.8 Proxies

Voting by proxy shall be permitted when approved by the Board and when written authorization from a Corporate Member or Geographic Division for the proxy is given to the Secretary prior to the start of the meeting. A person who is appointed by proxy must be a Regular Member or an Affiliate Member in good standing. A form of proxy or a reminder of proxy right must be attached to each notice of meeting of the Members and Geographic Divisions.

### Article 8 – Board of Directors

#### 8.1 Scope of Powers and Duties

The affairs of the Society shall be governed by the Board which shall supervise, control and direct all activities of the Society, its committees and publications, the disbursements of its funds and the determination of its policies. The Board may adopt such rules and regulations for the conduct of its business as it deems advisable. The Board may delegate to any committee or officer, any power, duty and authority of the Board that may be lawfully granted.

#### 8.2 Board Size, Composition and Appointments

8.2.1 There shall be a minimum of three (3) and a maximum of ten (10) directors. Directors must at all times be Regular Members or Affiliate Members in good standing. Upon the enactment of this Bylaw, the number of directors of the Society shall be three (3).

8.2.2 If the Total Individual Membership exceeds 5,000, the number of directors may be increased by one (1) director. Furthermore, the number of directors may be

increased by one (1) director each time the Total Individual Membership reaches a multiple of 5,000. Similarly, the number of directors may be decreased if the Total Individual Membership drops. Changes in the size of the Board are not intended to be mandated automatically by this clause but shall be at the discretion of the Members to be exercised at a special Members' meeting called for such purpose. Any change in the size of the Board shall take effect at the next annual meeting of Members.

8.2.3 Each Corporate Member in good standing shall be entitled to appoint that number of directors that is equal to the Proportional Size of the Corporate Member multiplied by the number of directors rounded down to the nearest whole number. Each Geographic Division shall be entitled to appoint that number of directors that is equal to the Proportional Size of the Geographic Division multiplied by the number of directors rounded down to the nearest whole number. Only the Corporate Members in good standing and the Geographic Divisions have the right to appoint directors.

8.2.4 If the number of positions on the board are not filled by the appointments by the Corporate Members and Geographic Divisions in accordance with section 8.2.3 of this Bylaw, the remaining positions shall be filled by an election at the next annual meeting of the Members. At any such election a Corporate Member or Geographic Division that has appointed directors pursuant to section 8.2.3 above shall

have its voting rights reduced by the proportion of its appointed directors to the total number of directors multiplied by one hundred (100) and rounded down to the nearest whole number.

### **8.3 Eligibility**

8.3.1 Every director shall be an individual, shall be at least eighteen (18) years of age and shall have the power under the law to contract.

8.3.2 Only Affiliate and Regular Members in good standing are eligible to serve on the Board.

8.3.3 No person is eligible to serve more than five (5) consecutive years on the Board, regardless of the number of terms served. After serving for such a period, a person is not eligible to serve on the Board again until a period of one (1) full calendar year has elapsed.

8.3.4 No person who is a staff employee of the Society is eligible to serve on the Board.

### **8.4 Board Terms of Office**

8.4.1 Directors shall have terms of up to three (3) years and the terms shall be staggered so as to ensure that there is never any need to fill the positions of all of the directors at any one time. The choice of term for each renewed or newly added director shall be two (2) years but the term of any such director may be varied by the Standing Committee on Nominations to ensure that all terms do not expire simultaneously, and any changes shall take effect at the next annual meeting of the Members.

8.4.2 A retiring director shall remain in office until the termination or adjournment of the meeting at which a successor's appointment or election is effective.

#### **8.5 Removal of Directors**

At a meeting for which at least twenty (20) days notice has been given, the Board may pass a resolution by a two-thirds (2/3) majority vote to call a special general meeting of the Members for the sole purpose of receiving the Board's recommendation for removal of a named director before the expiration of that director's term of office.

#### **8.6 Vacancies on the Board**

8.6.1 If a director appointed by a Corporate Member or a Geographic Division ceases to be a director, the vacancy occurring in the Board may be filled by the applicable Corporate Member provided it is in good standing or Geographic Division and any director so appointed shall hold office for the remainder of the vacant director's term.

8.6.2 Any other vacancy in the Board may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office, provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the Members to fill the vacancy, and in default or if there are no directors then in office, the meeting may be called by any Corporate Member in good standing or by any Geographic Division.

8.6.3 Otherwise such vacancy shall be filled at the next annual meeting of the Members at which the directors for the ensuing year are elected.

#### **8.7 Remuneration**

Board members may receive remuneration for duties performed on behalf of the Society in amounts and according to policies set out by the Board from time to time, subject to ratification by a majority vote of the Members at any Members' meeting held subsequent to and within one (1) year of any changes to the amounts or the policies.

#### **8.8 Conflict of Interest**

The Board shall establish and amend from time to time a conflict of interest policy that will cover the actions of all directors, committees and task forces of the Society. Any such policy shall be published and released to the Members.

### **Article 9 – Board Meetings**

#### **9.1 Regular Meetings**

Each year there shall be at least two (2) meetings of the Board, at such time and place as the President shall designate. Not less than twenty (20) days notice of these meetings shall be given.

#### **9.2 Special Meetings**

The President may call, and is required to call upon request by at least two (2) directors, a special meeting of the Board at a time and place chosen by the President. There shall be not less than five (5) business days notice of such special meetings setting out the business to be transacted, and no other business shall be conducted at the meeting.

### **9.3 Electronic Participation**

If all the directors consent thereto in advance, generally or in respect of a particular meeting, and all directors have equal access, a director may participate in a Board meeting by means of such conference, telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other. A director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary of the Society shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by roll call conducted by the Secretary of the Society at the beginning of each particular meeting. Each vote cast by a director participating electronically shall be recorded in the minutes by the Secretary of the Society.

### **9.4 Quorum**

The quorum for Board meetings shall be two-thirds (2/3) of the number of directors, provided that the minimum quorum shall be three (3) directors. Directors who have declared a conflict of interest shall be counted in determining a quorum.

### **9.5 Voting**

Unless otherwise required by the bylaws of the Society or by statute, all matters before the Board where a recorded vote is required shall be decided by a majority of the votes cast by those directors present either in person or by electronic means if such is permitted for the matter being decided.

### **9.6 Rules of Procedure**

In all procedural matters not governed by statute or the bylaws, Bourinot's Rules of Order shall govern.

## **Article 10 – Officers**

### **10.1 Appointment**

The Board shall annually or more often as may be required appoint the principal officers of the Society which shall be the President, the Vice-President, the Secretary and the Treasurer, and such other officers as may be deemed necessary and appointed by the Board from time to time. A person may hold more than one such office. The duties of the officers shall be as required by these bylaws, and as specified or assigned to them from time to time by the Board.

### **10.2 President**

The President shall be elected by the Board from amongst the directors and shall be the Chair of the Board. The President shall be an ex-officio member of all standing and special committees and task forces of the Society. The President shall, when present, preside at all meetings of the Board, committees of directors, if any, and the Members.

### **10.3 Vice-President and Secretary**

The Vice-President shall be elected by the Board from amongst the directors. The Vice-President shall be the Secretary of the Society and shall give or cause to be given notices for all meetings of the Board and Members when directed to do so, and have charge of the corporate seal of the Society and the minute books of the Society. During the absence or inability of the President, the Vice-President shall exercise the duties and powers of the office of President.

### **10.4 Treasurer**

The Treasurer shall be elected by the Board from amongst the directors. Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Society and shall deposit or cause to be deposited the same in the name of the Society in such bank or banks or with such depository or

depositories as the Board may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records of the Society.

#### **10.5 Chief Staff Officer**

The Board may appoint a chief staff officer, who shall be responsible for the conduct of the day to day activities of the Society and have charge of all additional matters as may be prescribed by the Board from time to time. The title of the chief staff officer of the Society shall be determined by the Board.

#### **10.6 Vacancies**

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Society or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a director if such is a necessary qualification of appointment;
- (d) the meeting at which the directors annually appoint the officers of the Society;
- (e) that officer's removal;
- (f) that officer's death.

If the office of any officer of the Society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

#### **10.7 Remuneration of Officers**

The remuneration of all officers appointed by the Board shall be determined from time to time by resolution of the Board. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officers' duties.

#### **10.8 Removal of Officers**

Officers shall be subject to removal by resolution of the Board at any time, with or without cause.

#### **10.9 Duties of Officers May be Delegated**

In case of the absence or inability to act of any officer of the Society or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

### **Article 11 – Committees of the Society**

#### **11.1 Standing Committees**

There shall be a Standing Committee of the Society on Nominations and there may be other standing committees of the Society, such as Audit and Management. Either the Board or the Members at a general meeting of the Members shall propose and resolve by majority vote the formation of such standing committees. The President shall chair all standing committees of the Society but if he or she is not present at a meeting of a standing committee, the members of the committee who are present at such meeting shall appoint a chair from among them for such meeting.

#### **11.2 Special Committees**

Special committees and task forces of the Society may be established by the Board to conduct such business, to perform such duties

and with such powers, as may from time to time be determined by the Board, and shall report directly to the Board on a regular basis.

### **11.3 Committee Appointments**

The President shall appoint chairpersons of all special committees and task forces of the Society to serve for the duration of that committee's or that task force's deliberations and submission of its report.

### **11.4 Generally**

Any committee of the Society may formulate its own rules of procedure, subject to such regulations or directions as the Board or the Members may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix the remuneration for committee members, if any, who are not also directors of the Society.

## **Article 12 – Indemnification**

Subject to the provision of the laws of Canada, all directors and officers, and all members of standing committees, special committees and task forces of the Society, and their heirs, executors, administrators and legal representatives, shall, from time to time, and at all times, be indemnified and saved harmless out of the funds of the Society from and against all costs charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably sustained or incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or an officer, or a member of a standing committee, a special committee or a task force of the Society, provided that:

- (a) they acted honestly and in good faith with regard to the best interests of the Society; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

## **Article 13 – Finances**

### **13.1 Financial Year**

The financial year of the Society shall commence on the first day of January in each year.

### **13.2 Signing Authority**

All cheques and contractual obligations issued or endorsed in the name of the Society shall be signed by such officers, employees or agents of the Society as may be designated from time to time by resolution of the Board.

### **13.3 Banking**

The banking business of the Society or any part thereof, shall be transacted with such bank or trust company as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Society by the President, the Treasurer, or such other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided.

## **Article 14 – Auditor**

An independent auditor shall be appointed yearly by the Members at the annual general meeting of the Members to audit the financial statements of the Society and for reporting to the Members at each annual meeting. The auditor so appointed shall hold office until the next following annual meeting, provided, however, that the directors may fill

any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Members at each annual general meeting, or by the directors if they are so authorized by the members at an annual general meeting.

#### **Article 15 – Seal and Certification of Documents**

##### **15.1 Seal**

The seal of the Society shall be in such form as prescribed by the Board. The custody of the seal shall be entrusted to the Secretary of the Society.

##### **15.2 Certification of Documents**

The President, Vice-President or other officers whom the Board may designate from time to time, shall have the authority to certify documents on behalf of the Society.

#### **Article 16 – Notices**

##### **16.1 Service**

Any notice or other document required by the *Canada Corporations Act*, the Regulations thereunder, the Letters Patent of the Society, or the Bylaws of the Society to be sent to any Member or director or to the auditor shall be delivered personally or sent by electronic mail, prepaid mail, telegram, cable or facsimile to any such Member or director at his or her latest address as shown in the records of the Society and to the auditor at its business address, or if no address be given therein then to the last address of such Member or director known to the Secretary of the Society.

##### **16.2 Signature to Notices**

The signature of any director or officer of the Society to any notice or document to be given by the Society may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

##### **16.3 Computation of Time**

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

##### **16.4 Proof of Service**

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in section 16.1 of this Bylaw and put into a Post Office or into a letter box. A certificate of an officer of the Society in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, director, officer or auditor of the Society, as the case may be.

##### **16.5 Waiver of Notice**

Any person entitled to attend a meeting of the Society may in any manner waive notice of a meeting of the Society and attendance of any such person at a meeting of the Society shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**16.6 Error or Omission in Giving Notice**

No error or omission in giving notice of any meeting or any adjourned meeting of the Society or the failure of any person to receive notification of a meeting shall invalidate any resolution passed or any proceedings taken at any meeting of the Society.

**Article 17 – Bylaws**

**17.1 Bylaw Amendments**

The Board may from time to time enact bylaws relating in any way to the Society or to the conduct of its affairs, including, but not limited to, bylaws providing for applications for supplementary letters patent, and may from time to time by bylaw amend, repeal or re-enact the bylaws but no bylaw shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the Members duly called for the purpose of considering same and the repeal or amendment of bylaws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the Minister of Industry (or any successor thereto) in respect thereof has been obtained.

**17.2 Repeal of Prior Bylaws**

All prior bylaws of the Society heretofore enacted or made, including without limitation, By-Law Number 1, are repealed in full; provided, however, that the repeal of prior bylaws of the Society shall not impair in any way the validity of any act or thing done pursuant to any such repealed bylaw.