

**Ontario Association of Certified  
Engineering Technicians and Technologists**

## **BY-LAW 19**

**APPROVED JUNE 4, 2016**

**HAMILTON, ONTARIO**



## **BY-LAW 19**

### **BY-LAWS OF THE ONTARIO ASSOCIATION OF CERTIFIED ENGINEERING TECHNICIANS AND TECHNOLOGISTS**

#### **FORMER BY-LAWS**

As of the coming into force of this By-law, all former by-laws of the Association are hereby repealed and this By-law is enacted in their place and stead except as herein expressly stated.

#### **FORMER POLICIES AND PRACTICES**

Such repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-laws so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Certified Members or of Council with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

#### **THE ACT**

The provisions of this By-law are intended to be in accordance with the provisions of the Ontario Association of Certified Engineering Technicians and Technologists Act 1998, Chapter Pr 7 Statutes of Ontario, 1998, Bill Pr 25, (herein called the Act).

Information in the Act is generally not repeated in the By-law; consequently the Act and the By-law must be used together.

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## DEFINITIONS

|                               |   |
|-------------------------------|---|
| <b>“Association”</b>          | means OACETT.   |
| <b>“Certification”</b>        | means the process by which an individual submits to an evaluation of his/her qualifications by IETO. IETO then certifies that the individual has met all the requirements for a certification category, in a branch (or discipline) of Engineering Technology or Applied Science recognized by IETO.            |
| <b>“Certified Member”</b>     | means an individual who has been entered into the Register of the Association as a Certified Technician, a Certified Engineering Technician, an Applied Science Technologist or a Certified Engineering Technologist.   |
| <b>“Chapter”</b>              | means a local chapter of a Region formed in accordance with clause 5.5.1.   |
| <b>“Council”</b>              | means the OACETT Council.   |
| <b>“Councillor”</b>           | means a member of Council.  |
| <b>“Discipline Committee”</b> | means the discipline committee of IETO.   |
| <b>“IETO”</b>                 | means the Institute of Engineering Technology of Ontario, a committee of council which manages the registration process and certain functions dealing with professional qualification, certification, admissions, discipline, standards and education. IETO will carry out other duties as mandated by Council. |
| <b>“IETO Councillor”</b>      | means a Councillor elected regionally by Certified Members of the Association to serve as a member of Council and as a member of IETO.  |
| <b>“Member”</b>               | means a Certified Member or an Associate Member.  |
| <b>“National Association”</b> | means any national association comprised of representatives of various provincial associations representing engineering technologists and technicians and applied science technologists.  |
| <b>“Nominating Committee”</b> | means the committee established by Council and composed of Certified Members for the purpose of determining eligibility of candidates for elected office, council positions and other boards, committees and representatives on Council and on committees on which OACETT has representation.                   |
| <b>“OAB”</b>                  | means the OACETT Administration Board, which fulfils the function of an Executive Committee and carries out other duties as defined in this By-law.   |
| <b>“OACETT”</b>               | means the Ontario Association of Certified Engineering Technicians and Technologists.   |
| <b>“Officers”</b>             | means the President, Past President, President-Elect, Vice-Presidents of IETO and PASB, the Secretary, Treasurer, CEO and Registrar are officers of the Association. Other officers may be appointed by Council.  |
| <b>“PASB”</b>                 | means the OACETT Professional Affairs and Services Board which is responsible for promoting the Engineering and Applied Science   |

|   |   |
|---|---|
|   | Technology profession and for the delivery of services to members and external clients. The PASB will carry out other duties as mandated by Council.  |
| <b>“PASB Councillor”</b>                    | means a Councillor elected regionally by Certified Members of the Association to serve as a member of Council and as a member of the PASB.  |
| <b>“Past President”</b>                     | means the former President whose term has most recently expired.  |
| <b>“President-Elect”</b>                    | means the individual elected by Certified members to assist the President and to be acclaimed as President upon the completion of his/her term.   |
| <b>“Regional Secretary Treasurer (RST)”</b> | means the Secretary Treasurer elected regionally by Certified Members of the Association.   |
| <b>“Regions”</b>                            | means the regions of the province established for the purposes of administration and election by Council from time to time in accordance with this By-Law.  |
| <b>“Register”</b>                           | means the register of the Association.  |
| <b>“Registration”</b>                       | means the process by which an individual, certified by IETO as a Certified Technician, a Certified Engineering Technician, an Applied Science Technologist or a Certified Engineering Technologist, is entered into the Register of the Association as a Certified Member of the Association. |

## **1. THE ASSOCIATION**

### **1.1 Head Office**

Until changed in accordance with the *Corporations Act* (Ontario), the head office of the Association shall be at such location within the Greater Toronto Area in Ontario as determined from time to time by Council.

### **1.2 Financing and Banking**

1.2.1 The financial year of the Association shall end on the thirty-first day of December in each year unless otherwise determined by Council by special resolution and only on the advice of the auditors of the Association.

1.2.2 The Association's bank account shall be maintained at such bank or trust company as Council by resolution may designate, and all banking business or part thereof, shall be transacted on the Association's behalf as Council may, from time to time, authorize by resolution and to the extent provided in such authority.

1.2.3 Any surplus derived from carrying on the affairs and business of the Association shall be devoted and applied solely in promoting and carrying out its objectives and purposes and shall not be divided among its Members.

### **1.3 Execution of Contracts**

Contracts, documents or instruments in writing requiring the signature of the Association may be signed by

- i. the CEO, or
- ii. in the absence of the CEO, by the President and Treasurer, or
- iii. in the absence of both the CEO and the Treasurer, by the President and an officer of the Association designated by the OAB or Council.

And all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. Notwithstanding the foregoing, the CEO may choose to delegate signing authority for contracts that are administrative or operational in nature to designated members of staff of the Association, provided that the contracts are related to goods and services that have been budgeted for and previously approved by the OAB or Council. In addition, any contract relating to goods and services having a cost in excess of \$25,000 that have not been budgeted for and approved in advance, shall require the prior approval of either the OAB or Council before being signed pursuant to any provision of this clause.



## **1.4 Auditors**

The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Association and to hold office until the next annual meeting, provided that Council may fill any casual vacancy in the office of the auditor. Council shall fix the remuneration of the auditor. The annual report of the auditors for the prior year shall be read to the Members present at the annual meeting of Members in accordance with the Corporations Act (Ontario).

## **1.5 e-Association**

The Council may, from time to time, establish policies and standards concerning the electronic transmission of Association information and facilitating the Association's activities relating to and making use of electronic communications including, but not limited to email and other web-based communications and electronic signatures.

## **2 MEMBERS**

### **2.1 Admission of Members**

Council specifically delegates to IETO the admission of applicants to membership, effective when the Registrar has been advised by IETO and has recorded the applicant in the Register of the Association. Council will confirm the admission of Members annually upon receipt of IETO's notice to Council of the admissions to membership for the prior year.

2.1.1 An application for admission, registration, reinstatement or reclassification is referred to herein as an application for registration. Applicants for registration shall make application to the Registrar and shall submit the required fee.

The Registrar shall confirm that the application is complete and shall present it and all pertinent data to the Admissions Committee of IETO. The Admissions Committee shall assess whether the applicant meets the requirements for a category of certification or associate membership as defined in the By-law or the rules of IETO.

The Admissions Committee shall provide a recommendation with respect to each applicant to the IETO Board. The IETO Board may confirm, reject, vary or provide conditions to the Admissions Committee's recommendation for each applicant and will provide a recommendation to the Registrar. The Registrar shall notify the applicant of his/her decision with respect to registration. The Registrar shall have the discretion to waive certain administrative requirements for registration, other than conditions for certification in accordance with the policies established and adopted by IETO.

### **2.2 Classes of Members**

The classes of members are:

- (a) Certified Members comprised of individuals who are Certified Technicians, Certified Engineering Technicians, Applied Science Technologists or, Certified Engineering Technologists and are so registered in the Register of the Association.
- (b) Associate Members comprised of individuals who, while not certified as in (a) above, are in training to become certified and have been listed in the Register of the Association as an Associate in one of the following categories:
  - i. Associate;
  - ii. Associate-Student; or
  - iii. such other category of Associate member as may be established by Council on the recommendation of IETO from time to time, including the categories established for those Associates in the area of road construction.

### **2.3 Member Registration Requirements**

- 2.3.1 Registration requirements for each of the various classes and categories of Members set out in clause 2.2 shall be determined by IETO from time to time.

### **2.4 Titles and Designations**

- 2.4.1 Titles and designations included in section 10 of the Act are “protected titles and designations”.
- 2.4.2 Other titles or designations which have been utilized prior to the passage of this By-law or which will be awarded by IETO subsequent to the passage of this By-law, but which are not included in section 10 of the Act, shall be known as “non-protected titles and designations.”
- 2.4.3 Titles and designations, which have been awarded to individuals and which are no longer awarded to new applicants, may continue to be used by the individuals to whom they have been awarded so long as their membership in the Association is continuous. If an individual ceases to be a Member, upon reinstatement of their membership in the Association, they will be awarded the title or designation for their qualifications in use, at the time of reinstatement in accordance with this By-law and IETO policies.
- 2.4.4 Protected Titles and Designations

Protected titles and designations for Certified Members of the Association will be awarded upon registration as a Certified Member of the Association.

2.4.5 Use of Titles

No person shall use a protected title or designation (section 10 of the Act) unless it was granted to him/her by IETO upon being registered as a Certified Member of the Association, or upon being reclassified within the Certified Member certification categories. He/she shall cease to use such title and designation immediately when he/she is no longer a Certified Member in good standing in accordance with clause 2.6.

**2.5 Compliance and Code of Ethics**

2.5.1 All Members shall abide by and comply with the Act, the By-laws and the resolutions of the Association.

2.5.2 All Members shall respond, within the time frame requested, to communications from the Association.

2.5.3 The Code of Ethics of the Association

All Members shall abide by and comply with the Code of Ethics and Rules of Professional Conduct established by Council and as may be amended by Council from time to time.

**2.6 Resignation of Member**

2.6.1 Any Member may resign by a written submission to the Registrar.

2.6.2 A Member is deemed to have resigned if six months after the annual invoice date his/her dues remain unpaid, subject to clause 9.1.5. Notwithstanding the foregoing, IETO may, in cases of illness, disability, financial hardship or other extenuating circumstances, reinstate a Member who has been deemed to have resigned pursuant to this clause, and may waive some or all of the conditions for reinstatement set out in clause 2.8.1.

2.6.3 Associates listed in the Register of the Association after July 01, 2005 may have a date established by IETO by which they must become certified. Failure to achieve certification by the date specified for certification on any notification received by the Associate from the Association shall be deemed to constitute a resignation.

2.6.4 Surrender of Titles, Designations, Certificate and Stamp

2.6.4.1 An individual who resigns or is deemed to have resigned shall surrender his/her Certificate of Membership to the Registrar forthwith, when notified of the cessation of his/her membership.

2.6.4.2 An individual who was certified shall also return their Member Identification Stamp to the Registrar forthwith, when notified of the cessation of his/her membership.

It is an offence to use protected designations or titles after cessation of membership.

## **2.7 Discipline, Suspension and Expulsions of Members**

2.7.1 IETO, after giving notice in accordance with the provision of this section of the By-law, may reprimand, suspend or expel a Member, either absolutely or on condition for:

- (a) professional misconduct as defined in this By-law, the Rules of Professional Conduct or the Code of Ethics;
- (b) incompetence, as defined in the rules established by IETO.

2.7.2 A person who has had his/her membership revoked or suspended as the result of a proceeding before the Discipline Committee of IETO, may apply in writing to the Registrar to have his/her membership reinstated and a new certificate issued or the suspension removed.

2.7.3 A person, whose membership is subject to terms, conditions or limitations as a result of a proceeding before the Discipline Committee, may apply in writing to the Registrar for the removal or modification of the terms, conditions or limitations.

2.7.4 An application under clause 2.8.1 or 2.8.2 shall not be made before the expiry of the period fixed for the purpose by the Discipline Committee.

2.7.5 If the Discipline Committee did not fix a time period for an application under clause 2.8.1 or 2.8.2 it shall not be made earlier than one year from the date of the last order made by the Discipline Committee.

2.7.6 The Registrar shall refer an application under clause 2.8.1 or 2.8.2 to IETO.

## **2.8 Reinstatement**

2.8.1 A former member who has resigned or is deemed to have resigned may make application to the Registrar to be reinstated. Reinstatement may be granted when the following conditions have been met:

- (a) the application for reinstatement is received within five (5) years from the date of resignation;
- (b) payment is submitted with the application for the current year dues and the reinstatement fee; and
- (c) the individual has met any conditions that are imposed for reinstatement, such as the requirement to meet certification requirements for former associates deemed to have resigned due to time limits established by IETO to achieve certification.

2.8.2 IETO shall maintain membership records of former members for a period of five (5) years. A former member who applies for reinstatement more than five (5) years after the effective date of resignation shall be treated as a new applicant.

2.8.3 An application for reinstatement of membership, from an individual who has been suspended or expelled from the Association for disciplinary reasons, shall be submitted in accordance with clause 2.7 of this By-law.

## **2.9 Certificate**

2.9.1 Upon acceptance as a Certified Member in the Association, an individual shall be issued a certificate of membership in his/her respective certification category, under the seal of the Association and the signature of the Registrar.

2.9.2 All certificates are the property of the Association.

2.9.3 Should proof of registration and certification be required, a copy of the Register, certified by the Registrar, is sufficient evidence of any individual's registration and certification and the disciplines for which they are registered.

2.9.4 Alternatively, the absence of the name of any person from a copy of the Register produced by the Registrar is evidence that the person is not registered in the Association and the absence of the designation within a specific discipline attributed to a Member is evidence that the person is not registered within that discipline.

2.9.5 Unless proof to the contrary exists, for either clause 2.9.3 or 2.9.4, the Certificate of the Registrar will be sufficient proof of him/her being the Registrar.

## **2.10 Certified Member Identification Stamp**

2.10.1 The use of the official mark impressed into the Certified Member Identification Stamp may be licensed and issued to Certified Members in good standing.

2.10.2 The Certified Member Identification Stamp shall be used in association with, and affixed to, work prepared by or prepared under the supervision of the Member to whom the stamp has been licensed. Use of the Certified Member Identification Stamp shall be strictly limited to documents describing work, or containing information that is within the scope of practice defined by the Member's certification category and his/her academic qualifications, training and experience.

2.10.3 The Certified Member Identification Stamp remains the property of the Association.

## **2.11 Benefits and Awards**

2.11.1 Benefits

2.11.1.1 Certified Members shall be entitled to use the protected titles and designations awarded to them upon registration as a Certified Member or in accordance with the award approved by Council.

2.11.1.2 Certified Members may wear the Engineering Technology Ring, in accordance with Council policy and with policies established by IETO.

2.11.1.3 Certified Members and Associates may utilize the other benefits and services available within the Association, in accordance with Council policy and PASB rules. The PASB shall maintain a listing of all benefits and services available through the Association complete with eligibility requirements.

#### 2.11.2 Awards

Council may establish awards in its policies to recognize the contribution of both Members and non-members to the Association, to the profession or to society. The awards and the awards program will be managed by the PASB, who may make rules to administer the program where that detail is not included in Council policy.

### **3 COUNCIL (BOARD OF DIRECTORS)**

#### **3.1 Council Members**

3.1.1 The affairs of OACETT shall be managed by a Council, in accordance with section 4 of the Act, comprised of the following members:

(a) the following Councillors, each of whom shall be a Certified Member, shall be elected or acclaimed:

- i. a PASB Councillor and an IETO Councillor in respect of each Region established pursuant to clause 5.1;
- ii. the President-Elect;
- iii. the Vice-President PASB; and
- iv. the Vice-President IETO;

(b) the following Councillors shall be acclaimed:

- i. the President, who shall be Chair; and
- ii. the Past-President;

(c) subject to clause 3.1.2, such additional Councillors as may be appointed by Council which may include representatives from other professional organizations, the public, government or educational institutions.

3.1.2 Not less than seventy-five per cent of Councillors must be elected (or acclaimed) by Certified Members.

3.1.3 Inability to Serve, Prior to Taking Office

If at any time, in the period from and including January 15<sup>th</sup>, to and including the end of the last business session at the Council meeting following January 15<sup>th</sup>, nominees die, become unable or unwilling to serve and by virtue thereof the election procedure set out in this section is rendered inoperative, the President shall cause the Nominating Committee to obtain or make new nominations in such manner as the committee may determine.

### **3.2 Qualification of Councillors**

3.2.1 Eligibility for Councillors

In addition to any regional requirements or specific requirements for a particular office, every prospective Councillor shall meet the following criteria:

- (a) shall not be less than eighteen (18) years of age;
- (b) shall not have been found by the courts to be of unsound mind;
- (c) shall not be a bankrupt. No undischarged bankrupt shall be nominated, elected or appointed as a Councillor, and if a Councillor becomes a bankrupt, he or she ceases to be a Councillor; and
- (d) shall be resident of Canada.

In addition, IETO and PASB (Regional) Councillors must be resident or employed in the region in which he/she is nominated. Any individual nominated for election to Council must also be a Certified Member of the Association in good standing.

3.2.2 All elected or acclaimed Councillors shall be Certified Members. An elected or acclaimed Councillor who ceases to be a Certified Member in good standing shall cease to be a Councillor.

3.2.3 No person shall accept a nomination for more than one elected position of the Association at any one time. A Councillor shall not serve as an elected member of a chapter executive.

3.2.4 No person who has served as President of the Association shall accept a nomination for the office of President-Elect, Vice President IETO, or Vice President PASB during the five (5) years immediately following that person's serving as President of the Association.

- 3.2.5 Any Regional or appointed Councillor shall not serve the Association in that capacity for more than six (6) consecutive years. However, a former Councillor may run for re-election or be reappointed, after an absence of two (2) years.
- 3.2.6 Candidates for election as Vice-President of the Association shall have served one term (two years) as a PASB or IETO (Regional) Councillor. Candidates for election as President-Elect shall have served a minimum of four years as a Regional Councillor and/or Vice-President.
- 3.2.7 A Vice-President shall not serve the Association in that capacity for more than six (6) consecutive years. However, a Former Vice-President may run for re-election after an absence of two (2) years.
- 3.2.8 A Councillor ceases to hold office when the Councillor:
- (a) dies or resigns;
  - (b) is removed in accordance with the By-law; or
  - (c) becomes disqualified under clause 3.2.1 or ceases to be qualified under clause 3.2.2.

A resignation of a Councillor becomes effective at the time the written resignation is received by the Association or at the time specified in the resignation, whichever is later.

3.2.9 **Waiver of Qualifications**

Notwithstanding any other provision in this By-law, in the event of a vacancy arising on the Council, the PASB, IETO or any Regional Council, and the members of the Nominating Committee reasonably believe that an appropriate qualified candidate is not available, the Nominating Committee shall be entitled to recommend any candidate to fill such vacancy who does not meet the minimum service requirements or consecutive term requirements set out elsewhere in this By-law, provided that (i) the Nominating Committee shall provide not less than 21 days notice to the membership that, in light of the vacancy, it will be considering candidates who do not fully meet the qualification requirements, and (ii) in no event shall the Nominating Committee recommend any candidate who does not qualify under clause 3.2.1.

**3.3 Term of Office**

- 3.3.1 Except where noted otherwise in the By-law, the term of office for Councillors shall be two years.
- 3.3.2 The term of office by appointment shall be no more than two (2) years with reappointment at the end of the term. Individuals may be re-appointed on completion of a term.



### **3.4 Nominations**

3.4.1 Nominees for the positions of President Elect, the Vice-President IETO and the Vice President PASB must be nominated by at least five (5) Certified Members in good standing.

3.4.2 Nominees for the positions of PASB Councillor and IETO Councillor must be nominated by at least two (2) Certified Members in good standing within the region they are to represent.

### **3.5 Vacancies - Council**

Vacancies in Council, however caused, may, so long as a quorum of Councillors remains in office, be filled by the Councillors from among the qualified Certified Members of the Association, or such vacancy may be filled at the next annual meeting of Members at which the Councillors are elected for the ensuing year. In the event that a replacement is required for the President, then the President-Elect shall, ipso facto, become President. A vacancy in the office of the President-Elect shall be filled by the calling of a special election by Council.

A vacancy in the office of the Vice-President IETO shall be filled by the Vice-Chair IETO. A vacancy in the office of the Vice-President PASB shall be filled by the Vice-Chair PASB. A replacement for a PASB or IETO Councillor shall be resident or employed in the Region where the vacancy exists at the time of his/her appointment.

### **3.6 Removals**

#### **3.6.1 Removal by Council**

The Council, by two-thirds majority, may remove any Councillor and declare the seat vacant if the Councillor:

- (a) ceases to be qualified to hold office in accordance with clause 3.2.1 of this By-law, or
- (b) fails to meet the commitments of office because of incapacity, excess absenteeism or other shortcomings as determined by Council.

#### **3.6.2 Removal by Certified Members**

The Certified Members of the Association may, by resolution passed by at least two-thirds of the votes cast at a general or special Association meeting, remove any or all of the President, President-Elect, Vice-President (IETO) or the Vice-President (PASB), before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any qualified person in their stead for the remainder of their term; provided that the notice calling such special or general meeting shall contain specific notice of the intention to pass such resolution of

removal and election. The Association Secretary shall call such a meeting upon the requisition in writing of one hundred Certified Members in good standing in accordance with the Act.

### **3.7 Delegation of Council's Power**

Council may delegate any or all of its powers except where specifically restricted by the Act. Notwithstanding that Council has delegated certain powers, acts, or functions, Council has the right and power to require a review of any action taken by those to whom Council has made delegation or to require a variation in any act or rules created by those to whom Council has delegated some or all its powers.

## **4. COUNCIL MEETINGS, INDEMNIFICATION, CONFLICT OF INTEREST AND POLICY REVIEW**

### **4.1 Place of Meeting, Calling Meetings**

4.1.1 Except as otherwise required by law, Council 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 members of Council are present or those absent have signified their consent to the meeting being held in their absence, whether before or after the meeting is held.

4.1.2 Meetings of Council shall be formally called by the Secretary on the direction of the President, or, in the absence of the President, by the Past President, or in the absence of the Past President, the President-Elect, or in the absence of the President-Elect, by one of the Vice-Presidents or on the direction in writing of one-half of the voting members of Council.

4.1.3 Notice of meetings shall be given personally, delivered by prepaid mail, by electronic communication media or by any means accepted by the Council, to each member of Council, not later than ten (10) days before the meeting is to take place. The Statutory Declaration of the Secretary or President, President-Elect, Past-President or a Vice-President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

### **4.2 Chairperson**

Meetings of Council shall be chaired by the President, or in the absence of the President by the Past President, or in his/her absence by the President-Elect, or in his/her absence by one of the Vice-Presidents, or in the absence of all these, by a member of Council selected by Council.

### **4.3 Quorum**

A majority of the elected and appointed members of Council shall form a quorum for the transaction of business. A Councillor may not appoint a proxy for a meeting of Council.

#### **4.4 Voting and Conduct**

- 4.4.1 Questions arising at any meeting of Council shall, unless otherwise expressly herein provided, be decided by a majority of votes. The Chair shall vote only when votes are evenly divided. However, in no case shall votes of non-elected members of Council outnumber those votes of elected members of Council. A vote shall be taken by ballot if so requested by a member of Council present, but if no request is made, the votes shall be taken in the usual way by assent and dissent. A declaration by the Chair that a resolution has been carried or defeated, and an entry to that effect in the Minutes of the Council, shall be admissible in evidence as *prima facie* proof of fact without further proof of the number or proportion of the votes recorded in favour or against such resolution.
- 4.4.2 In the event that a Council decision is required between Council meetings, a verbal, written or electronic ballot vote may be taken of all available members of Council providing a quorum of Councillors participates. The majority decision shall be recorded in the minutes of the next Council meeting.

#### **4.5 Guests of Council**

- 4.5.1 Except by invitation of the President on behalf of Council, no persons other than members of Council and employees of the Association shall be present at meetings of Council.

#### **4.6 Indemnification**

Every Councillor or officer of the Association or any other person who has undertaken or is about to undertake any liability on behalf of the Association and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against,

- (a) all costs, charges and expenses whatsoever which such Councillor, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, manner or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

#### **4.7 Conflict of Interest**

In the event that a Councillor has a vested interest in any matter concerning a resolution before Council the Councillor shall disclose in writing to Council or request to have entered in the minutes of the meeting of Council the nature and

extent of his or her interest. The disclosure required by this clause shall be made at the meeting at which the matter is first considered, or if the Councillor was not then interested, at the first meeting after he or she becomes so interested. A Councillor who has a vested interest in any matter concerning a resolution before the Council shall not attend any part of a meeting during which the matter is discussed and shall not vote on any resolution concerning the matter. If no quorum for Council meeting exists solely because a Councillor is not permitted to be present at that portion of the meeting pursuant to this clause, the remaining Councillors shall be deemed to constitute a quorum for the purposes of voting on the matter. Where a material contract is made or a material transaction is entered into between OACETT and a Councillor or officer of OACETT, the Councillor or officer is not accountable to OACETT or its Members for any profit or gain realized from the contract or transaction and the contract or transaction is neither void nor voidable, if the Councillor or officer disclosed his or her interest in accordance with this By-law and the contract or transaction was reasonable and fair to OACETT at the time it was so approved. Notwithstanding anything in this clause, a Councillor or officer, acting honestly and in good faith, is not accountable to OACETT or to its Members for any profit or gain realized from any such contract or transaction by reason only of his or her holding the office of Councillor or officer, and the contract or transaction, if it was reasonable and fair to OACETT at the time it was approved, is not by reason only of the Councillor's or officer's interest therein void or voidable, where, the contract or transaction is confirmed or approved by special resolution at a meeting of the Members duly called for that purpose.

#### **4.8 Policy Review**

Council shall review the following documents and policies at least once every five (5) years to determine whether any amendments to such documents are required considering both corporate governance principles and the Association's needs:

- (a) this By-law;
- (b) the IETO terms of reference;
- (c) the PASB terms of reference;
- (d) the OAB terms of reference;
- (e) the Code of Ethics and Rules of Professional Conduct for the Association;
- (f) the nominating committee terms of reference; and
- (g) the rules governing committee procedures.

**5. REGIONS**

**5.1 Regions**

The province shall be divided into a minimum of four and a maximum of eight Regions as determined by Council from time to time.

**5.2 Regional Boundaries**

PASB shall be responsible for the review of and recommendations to Council in respect of regional boundaries. The regional boundaries shall be reviewed and confirmed no less frequently than every three years (provided that Council may review and amend regional boundaries at any time).

**5.3 Regional Meetings of Members**

5.3.1 At any meeting of the Members of a Region, each Certified Member in good standing present at the meeting shall have one vote. The Members present are considered to be delegates for the Members of the Region and shall not be entitled to appoint a proxy.

5.3.2 Chair of a Regional Meeting of Members

The PASB Councillor for a specific Region shall chair regional meetings of the Members. In his/her absence, the meeting shall be chaired by the Regional Secretary-Treasurer. In the absence of both of these persons, a Chair shall be selected by and from the Members at the meeting.

5.3.3 Secretary of a Regional Meeting of Members

The Regional Secretary-Treasurer shall act as Secretary for the meeting and in his/her absence; a Secretary shall be selected by and from the Members at the meeting.

5.3.4 Notice of a Regional Meeting of Members

Notice of a general, special or election regional meeting of the Members shall be given in accordance with clause 7.2.1, except that a minimum of only ten (10) days' notice shall be required.

5.3.5 Procedures

Except where otherwise expressly provided, the provisions of this By-law regarding meetings of the Members of the Association, respecting adjournments, errors, omissions, the giving of notice and procedures generally, shall apply to Regional Meetings of Members.

5.3.6 Quorum

A quorum for regional meetings of Members shall be no fewer than ten (10) Certified Members.

5.3.7 Voting

Except where otherwise provided, any question shall be determined by majority vote of Certified Members. The Chair of the meeting shall have a vote, to be cast only in the event of a tie.

5.3.8 Removal of Regional Representatives

The Certified Members of a Region may petition for the holding of a special or general meeting of the Members of the Region, and may remove a PASB Councillor, IETO Councillor or Regional Secretary-Treasurer at that meeting, provided that the notice calling such general or special meeting contains specific notice of the intention to pass such resolution of removal and election. The Regional Secretary-Treasurer shall call such a meeting upon the written requisition of fifty Certified Members in good standing of the respective Region. A quorum for such a meeting shall be twenty-five Certified Members in good standing of the respective Region. (Note a PASB Councillor and a Regional Secretary-Treasurer may also be removed by the Regional Council as in clause 5.4.6)

**5.4 Regional Councils**

5.4.1 Management of PASB Regional Activities

The activities of a Region shall be managed by a Regional Council. Each Regional Council shall consist of:

- (a) the PASB Councillor for the Region;
- (b) the IETO Councillor for the Region;
- (c) the Regional Secretary-Treasurer for such Region; and
- (d) in respect of each Chapter in such Region, up to two (2) Certified Members who are executive members of such Chapter, and who have been appointed by such Chapter.

5.4.2 Regional Council Chair

The PASB Councillor elected by the Region shall chair the Regional Council.

5.4.3 Regional Secretary-Treasurer

The Regional Secretary-Treasurer fulfils the duties of a secretary and treasurer for the Regional Council.

5.4.3.1 Eligibility for Regional Secretary-Treasurers

In addition to any regional requirements or specific requirements for a particular office, every prospective Regional Secretary-Treasurer shall meet the following criteria:

- (a) shall not be less than eighteen (18) years of age;
- (b) shall not have been found by the courts to be of unsound mind;
- (c) shall not be a bankrupt. No undischarged bankrupt shall be nominated, elected or appointed as a Regional Secretary-Treasurer, and if a Regional Secretary-Treasurer becomes a bankrupt, he or she ceases to be a Regional Secretary-Treasurer; and
- (d) shall be resident of Canada.

In addition, Regional Secretary-Treasurers must be resident or employed in the region in which he/she is nominated. Any individual nominated for election to position of Regional Secretary-Treasurer must also be a Certified Member of the Association in good standing.

5.4.3.2 A Regional Secretary-Treasurer who ceases to be a Certified Member in good standing shall cease to be a Regional Secretary-Treasurer.

5.4.3.3 No person shall accept a nomination for more than one elected position of the Association at any one time. A Regional Secretary-Treasurer shall not serve as an elected member of a chapter executive

5.4.3.4 A Regional Secretary-Treasurer shall not serve the Association in that capacity for more than six (6) consecutive years. However, a former Regional Secretary-Treasurer may run for re-election or be reappointed, after an absence of two (2) years.

5.4.3.5 All Regional Secretary-Treasurers shall be Certified Members.

5.4.3.6 A Regional Secretary-Treasurer ceases to hold office when the Regional Secretary-Treasurer:

- (a) dies or resigns;
- (b) is removed in accordance with the By-law; or
- (c) becomes disqualified under clause 5.4.3.1 or ceases to be qualified under clause 5.4.3.2.

A resignation of a Regional Secretary-Treasurer becomes effective at the time the written resignation is received by the Association or at the time specified in the resignation, whichever is later.

5.4.3.7 Waiver of Qualifications

Notwithstanding any other provision in this By-law, in the event of a vacancy arising with a Regional Secretary-Treasurer position, and the members of the Nominating Committee reasonably believe that an appropriate qualified candidate is not available, the Nominating Committee shall be entitled to recommend any candidate to fill such vacancy who does not meet the minimum service requirements or consecutive term requirements set out elsewhere in this By-law, provided that (i) the Nominating Committee shall provide not less than 21 days notice to the membership that, in light of the vacancy, it will be considering candidates who do not fully meet the qualification requirements, and (ii) in no event shall the Nominating Committee recommend any candidate who does not qualify under clause 5.4.3.1.

5.4.3.8 Term of Office

Except where noted otherwise in the By-law, the term of office for Regional Secretary-Treasurers shall be two years.

5.4.4 Procedures

Except where otherwise expressly provided, the provisions of this By-law regarding meetings of the Members of the Association, respecting adjournments, errors, omissions, the giving of notice and procedures generally, shall apply to Regional Council meetings.

5.4.5 Quorum

A quorum for Regional Council meetings shall be a majority of Regional Council members.

5.4.6 Removal of PASB Regional Councillors

In the event that a PASB Regional Councillor does not, or cannot, meet the obligations of office or ceases to be qualified to hold office, then the Regional Council may, by a two thirds majority, vote to remove that individual from office prior to the expiry of his /her term.

Vacancies created by a removal would be filled by the Regional Council from amongst individuals qualified.



5.4.7 Activities in a Region

Activities in a Region shall be governed by the By-law, Council policy and the OAB rules.

**5.5 Chapters**

5.5.1 Chapters may be formed with the approval of the Regional Council and the PASB on a geographic basis, or centred on a community of shared interest within the Region. Chapters shall co-operate with, and be co-ordinated by the Regional Councils and the PASB. Chapter executive members shall be elected by the Certified Members of the Chapter at the annual meeting of the Chapter. The Chapter Chair and Vice-Chair shall be Certified Members of the Association. An elected member of OACETT's Council shall not serve as an elected member of a Chapter executive.

5.5.2 A Chapter Chair shall not serve the Chapter in that capacity for more than five (5) consecutive years. However a former Chapter Chair may run for re-election after an absence of two (2) years. In the event that the operation of this section would result in the dormancy of a chapter, the maximum term limit may be waived by PASB on the recommendation of the PASB Councillor for the relevant region.

5.5.3 Chapter representatives and appointed officers shall serve a one year-term.

**6 OFFICERS**

**6.1 Officers**

6.1.1 The President

The President will preside at meetings of the Members and of the Council. The President is a member of Council, the OAB and shall be an ex-officio member of the Association's Boards and Committees. The President shall have served a term as President-Elect and will be acclaimed President on completion of that term. Upon expiration of his or her term as President, the President will be appointed by Council as (i) the Past-President, and (ii) at the discretion of Council, may be appointed as the National Association Director.

6.1.2 The President-Elect

The President-Elect shall assist the President in carrying out the administration of the Association. The President-Elect will normally chair the OAB. The President-Elect on completion of his/her term shall be acclaimed as President. The President-Elect is a member of Council.

6.1.3 The Past President

The Past President is the most immediate Past President. In the event that the Past President is unwilling or unable to serve, then the office shall be filled by the next most immediate Past President prepared to serve.

The Past President is a member of Council and the OAB. The Past President will chair the Nominating Committee.

6.1.4 Vice-President IETO

The Vice-President IETO shall have responsibility for, and shall chair IETO. The Vice-President IETO is a member of Council and the OAB.

6.1.5 Vice-President PASB

The Vice-President PASB shall have responsibility for, and shall chair the PASB. The Vice-President PASB is a member of Council and the OAB.

6.1.6 Chief Executive Officer (CEO)

The CEO shall be appointed by Council annually at the first meeting of Council and shall hold office at the pleasure of the Council.

The CEO shall perform all such duties inherent in this office or as may be assigned by the Council and shall manage the affairs of the OACETT according to the provisions of this By-law, including the general management and direction of the Association's business and affairs and the power to appoint or remove any and all employees and agents of the Association who are not elected or appointed by Council, and to settle the terms of their employment and remuneration.

6.1.7 Registrar

The Registrar shall be appointed by Council annually at the first meeting of Council and shall hold office at the pleasure of the Council.

The Registrar shall keep a complete and accurate Register of the Association's membership in all categories including names and addresses, and of applicants (whether accepted or not). The Registrar shall record, or cause to be recorded, receipt of applications for membership, dates for registration, renewal or reinstatement of membership, receipt of dues, and levies and such further and other information as may be directed by IETO. The Registrar shall fulfil the duties as outlined in this By-law with respect to registration, discipline and appeals thereof and perform such other duties assigned by Council or IETO. The Registrar may be asked to provide advice to Council, the OAB and the IETO Board.

6.1.8 Secretary

The Secretary shall be appointed by Council annually at the first meeting of Council and shall hold office at the pleasure of the Council.

The Secretary shall give, or cause to be given, notice of meetings of the Members and Council. The Secretary shall enter or cause to be entered all minutes of all proceedings at such meetings in books kept for that purpose. The Secretary's position may be combined with the Treasurer's position.

6.1.9 Treasurer

The Treasurer shall be appointed by Council annually at the first meeting of Council and shall hold office at the pleasure of the Council.

The Treasurer shall cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Association. The Treasurer shall control the deposit of money, the safe keeping of securities and the disbursement of the funds of the Association. The Treasurer shall render to Council whenever required an account of all transactions and of the financial position of the Association. The Treasurer shall perform such other duties as may from time to time be prescribed by Council. The Treasurer's position may be combined with the Secretary's position.

6.1.10 Other Officers

Other officers may be appointed by Council from time to time as appropriate.

**6.2 Term of Office**

Except where noted otherwise in the By-law, the term of office for elected persons shall be two years.

**6.3 Non-Elected Officers**

A non-elected officer of the Association appointed by Council may only be removed from office by a majority vote of Council. However, notwithstanding the foregoing, an officer who is also an employee of the Association shall cease to be an officer immediately upon the termination of such person's employment.

**7 MEMBERS MEETINGS**

**7.1 Location and Timing and Purpose of Annual Meeting**

7.1.1 The annual meeting and any special meetings of the Members of the Association shall be held at such time and place in Ontario as may be approved by Council, and in accordance with the Act, provided the annual meeting is held each year after April 30<sup>th</sup> and prior to July 1<sup>st</sup>.

7.1.2 The annual meeting of Members shall be for the purpose of presenting to the Members matters as are required by the Act or the By-law, which were listed in the notice calling the meeting.

7.1.3 In an election year, the annual meeting of Members shall also be for the purpose of declaring elected a single nominee for each of the elected positions and introducing the newly elected, acclaimed and appointed Councillors

## **7.2 Notice for Member Meetings**

7.2.1 Notice of the annual meeting and of any special meeting shall be given at least thirty (30) days before the date thereof, except where herein otherwise provided, and shall state any business to be brought before the meeting and shall be deemed effectively and sufficiently given when mailed by prepaid post, or given by electronic means, or if contained in the newsletter or other printed matter, so sent to all Certified Members of the Association entitled to vote at the meeting. The Statutory Declaration of the Secretary of the Association that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

7.2.2 Whenever, under the provisions of the By-law of the Association, notice is required to be given or a publication made, unless otherwise specified and then only to the extent therein, such notice may be given either personally, or by electronic communication media, or by depositing same at Canada Post addressed to the individual at his/her address as it is last recorded in the books of the Association. Notice of documents and any enclosure so sent by post shall be deemed to be given at the time of the deposit at Canada Post, or if by electronic media, shall be deemed given at the time the electronic communication was initiated.

7.2.3 Whenever notices may not be mailed by reason of the refusal of the Canadian postal authorities to accept the notices for mailing, or the notice cannot be provided by electronic means, then the Association may cause the notice to be published on three occasions in the business section of a daily newspaper covering each city in which there are at least one hundred Members. Such newspaper notices need not reproduce the material, which accompanies the notice, if the newspaper notice includes information as to places where Members may attend to collect such accompanying material.

7.2.4 Any error or omission in giving notice of any Association meeting will not invalidate such meeting or make void any proceedings taken thereat or pursuant thereto.

## **7.3 Motions and Resolutions**

Except as provided in the Act, business brought before the annual or any special meeting of the Members for which prior notice of business was not given in accordance with clause 7.2 and which results in the passage of a resolution(s), shall

not be binding upon Council. Council will, however, take such resolution(s) under advisement for further study and possible action.

#### **7.4 Ballots for Council and Regional Secretary-Treasurer Elections**

7.4.1 Ballots for the election of a single nominee for each position of President-Elect, Vice-President (IETO), Vice-President (PASB), and for the selection of a single nominee for each position of PASB Councillor, IETO Councillor and Regional Secretary-Treasurer for each Region, shall be cast electronically via the internet between March 10<sup>th</sup> and March 31<sup>st</sup> in any election year. The balloting process will be carried out by secure electronic means via the internet. Only Certified Members are eligible to cast a ballot. The Association will suggest alternatives for Certified Members not having a computer or ready internet access to obtain electronic access to balloting.

#### 7.4.2 Counting Ballots

All ballots shall be counted electronically with the results reported to the returning officer and then stored in safe-keeping, with the number of votes for each candidate and the result of the count kept secret until after the Chair of the Nominating Committee, the President and the candidate are notified of the election results. The names of the successful candidates may then be made public.

The procedure to be followed in all respects in counting the ballots shall be as follows:

- (a) Where there are two or more candidates for a position, the candidate with the greater number of votes is elected.
- (b) Whenever there is a tie, the President shall cast the deciding vote.

#### 7.4.3 Notice of Results

- (a) The Chair of the Nominating Committee will report the result of such selection at or before the final business session of Council held prior to the annual meeting.
- (b) The President will declare the names of the successful candidates to be elected at the annual meeting of Members.

#### 7.4.4 Destruction of the Ballots

The ballot results shall be destroyed on a motion of Council after the election results have been reported to Council.

**7.5 Quorum**

A quorum for meetings of Members of the Association shall be forty (40) Certified Members in good standing as defined in clauses 2.2 and 2.3 of this By-law, including proxies, except where herein otherwise provided.

**7.6 Chair of Meetings**

Annual or special meetings of the Members shall be chaired by the President, or in his/her absence, by the Past President, or in his/her absence by the President-Elect, or in his/her absence by one of the Vice-Presidents, or in the absence of all these, by an individual selected by and from the Members present at the meeting.

**7.7 Voting Rights**

Except as herein otherwise provided; only Certified Members in good standing shall be entitled to vote on each question arising at any meeting of the Members of the Association, including special or annual meetings.

**7.8 Proxy**

At any annual or special meeting of the Members, a proxy who has been appointed by a Certified Member in good standing shall be entitled to exercise the same voting rights that a Certified Member appointing him/her would be entitled to exercise, if he/she were present at the meeting, unless those rights have been restricted in the instrument granting the proxy. A proxy may also be given to the Association with instructions from the Member on the casting of their vote by the Secretary of the Association on the specific motions announced as being brought before the meeting. An instrument appointing a proxy shall be in writing and shall be acted on only if it has been deposited either at the Head Office, or with the Secretary of the Association, not less than forty-eight (48) hours prior to the day of the meeting or any adjournment thereof. A proxy shall expire at the close of the meeting for which it was intended or at the close of any adjournment thereof. A proxy-holder other than the Secretary of the Association must be a Certified Member in good standing.

A proxy may be revoked by an instrument in writing executed by a Certified Member or by his/her attorney authorized in writing and deposited either at the Head Office, at or with the Secretary of the Association at any time prior to the start of the meeting, or any adjournment thereof, at which the proxy is to be used. The proxy is revoked upon either of such deposits.

**7.9 Adjournment**

Any Association meeting may be adjourned at any time to reconvene at any time and any business may be transacted at the reconvened meeting that might have been transacted at the original meeting. The date, the time and the place to reconvene an adjourned meeting shall be determined prior to adjournment of the meeting.

## **8 BOARDS AND COMMITTEES**

### **8.1 The Institute of Engineering Technology of Ontario (IETO)**

8.1.1 The objects of the Association as outlined in section 2, subsection 1 through 5 of the Act shall be carried out under the direction of IETO. Council shall establish the IETO Board with such composition as Council may from time to time determine. Council shall establish a Terms of Reference for the IETO Board and confer on the Board the rights and responsibilities as Council may from time to time determine.

### **8.2 The Professional Affairs and Services Board (PASB)**

8.2.1 The PASB shall have responsibility for implementing Council policies. Council shall establish a Terms of Reference for the PASB and confer on the PASB the rights and responsibilities as Council may from time to time determine.

### **8.3 The OACETT Administration Board (OAB)**

8.3.1 Council may delegate to the OAB any powers that Council may exercise subject to such restrictions, if any, as may be imposed from time to time by Council or by law. Council shall establish the OAB with such composition as Council may from time to time determine. Council shall establish a Terms of Reference for the OAB and confer on the OAB the rights and responsibilities as Council may from time to time determine.

### **8.4 Nominating Committee**

8.4.1 Council shall establish a Nominating Committee with such composition as Council may from time to time determine. Council shall establish a mandate for the Nominating Committee and confer on it the rights and responsibilities as Council may from time to time determine.

### **8.5 Other Committees of Council**

8.5.1 Council may from time to time appoint other committees as standing committees or may appoint special committees to carry out specific time limited tasks.

## **9 FEES AND DUES**

### **9.1 Fees**

9.1.1 Subject to the recommendation of either the IETO Board or PASB, as the case may be, Council shall approve the fees to be levied for activities, including but not limited to the following:

- (a) application fees for membership, reclassification, reinstatement and similar fees;

- (b) examination fees;
- (c) appeal fees;
- (d) annual registration maintenance fees, including each Member's fair share of the cost of developing and maintaining standards at both the provincial and national levels and the non-recoverable portion of the Association's accreditation costs; and
- (e) services fees.

9.1.2 National Association Fees

National Association fees shall be approved by Council.

9.1.3 Fees Administration

The OAB shall determine the cost, and consequently the fee per Member, required for administration, which would include, but not be limited to, costs associated with billing and fee collection. Also included shall be the cost of the salaries, wages and benefits for staff, cost of the annual meeting and Council costs, including any committees that respond directly to Council, the cost of elections, conducting stakeholder relations, undertaking and implementing the strategic and business plan, including such things as advocacy, government relations and other activities and functions. This fee would also include the generation of reserves, building funds and similar requirements.

9.1.4 Cost Recovery

Whenever practical and equitable the Association's cost of providing services, applicable to some, but not all or most of the Members, should be recoverable.

9.1.5 PASB may establish policies and procedures regarding exemptions from payment of dues in cases of illness, disability, financial hardship or other extenuating circumstances.

**10 Foundations**

**10.1** The Association may establish foundations to reflect its responsibility to the public for the betterment of humanity.

**10.2** Foundations established shall be responsible to the Members and shall report annually to the annual meeting of Members.

**10.3** The Association may provide assistance with the administration and operation of the Foundations and in the solicitation of contributions from within and beyond the membership of the Association.



**10.4** The Council may direct some of its financial resources to fund such Foundations.

**10.5** The foundation trustees shall be confirmed by the Certified Members.

**10.6** The foundation shall be comprised of:

(a) the Association's CEO as President; and

(b) Certified Members as Trustees

**10.7** The Trustees shall:

(a) Approve the Terms of Reference for the foundation; and

(b) Serve a three year term with the opportunity for renewal of their appointment but cannot serve more than three consecutive terms.