

CEEA-ACÉG Proposed By-law Revisions

Current By-law: The By-laws currently in force, including the amendments approved at June 2022, Annual General Meeting

Proposed By-law: The suggested new By-laws with additions and changes shown in red.

Explanatory Comments for Revisions: Notes explaining the reasons and details behind the changes; these comments are included here but do not form part of the new By-laws.

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
BY-LAW NO.1	GENERAL BY-LAW NO. 1	Note: refer to Section 1.1 for definitions of terms used throughout explanatory comments.
	<p>TABLE OF CONTENTS</p> <p>Section 1 – General</p> <p>Section 2 – Membership</p> <p>Section 3 – Meetings of Members</p> <p>Section 4 – Directors</p> <p>Section 5 – Meetings of Directors</p> <p>Section 6 – Indemnification</p> <p>Section 7 – Officers</p> <p>Section 8 – Committees</p> <p>Section 9 – Administration and Financial Matters</p> <p>Section 10 – Notices</p> <p>Section 11 – Effective Date</p>	Add Table of Contents for clarity
A by-law relating generally to the conduct of the affairs of Canadian Engineering Education Association/ Association Canadienne de l'Éducation en Génie (the "Association")	A by-law relating generally to the conduct of the affairs of Canadian Engineering Education Association/ Association canadienne de l'éducation en génie (the "Association") BE IT ENACTED as a By-law of the Association as follows:	Use "Association" for consistency throughout document.

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Be It Enacted as a by-law of the Corporation as follows:		
	SECTION 1 - GENERAL	
	<p>1.1 Definitions In this by-law and all other by-laws of the Association, unless the context otherwise requires:</p> <p>a) “Act” means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;</p> <p>b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;</p> <p>c) “Association” means Canadian Engineering Education Association / Association canadienne de l’éducation en génie;</p> <p>d) “Board” means the Board of Directors of the Association;</p> <p>e) “By-law” means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;</p> <p>f) “Declared Incapable” means that the individual is found, under the laws of a province, to be unable, other than by reason of minority, to manage their property or</p>	Add definitions for clarity.

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	<p>is declared to be incapable by any court in a jurisdiction outside Canada;</p> <p>g) “Director” means a member of the Board;</p> <p>h) “Meeting of members” includes an annual meeting of members or a special meeting of members;</p> <p>i) “Member” means a member of the Association, unless stated otherwise;</p> <p>j) “Officer” means an officer of the Board;</p> <p>k) “Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;</p> <p>l) “Public Accountant” means the public accountant appointed for the Association under paragraph 127(1) or subsection 181 (1) or 186 (1) or who fills a vacancy under subsection 184 (2) or 15 (1) of the Act;</p> <p>m) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;</p> <p>n) “Special Meeting of Members” includes a meeting of all members entitled to vote at an annual meeting of members; and</p> <p>o) “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.</p>	
Corporate Seal	<p>1.2 Corporate Seal The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.</p>	

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1.The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.		
Head Office 2.The head office of the Association shall be situated in Winnipeg, Manitoba.	1.3 Head Office The head office of the Association shall be situated in Winnipeg, Manitoba.	Note: our head office remains in Winnipeg until we finalize our agreement with an association management company, after which we will update this clause.
<i>Note: Sections 47 and 48 are reproduced here for reference:</i> <i>47. In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.</i> <i>48. In these by-laws and in all other by-laws of the Association, email shall be considered to be written communication.</i>	1.4 Interpretation In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in the by-law. In these by-laws and in all other by-laws of the Association, email shall be considered to be written communication.	Move sections 47 and 48 up to “Section 1 - General”. Reword section 47 for clarity.
	SECTION 2 –MEMBERSHIP	
Conditions of Membership 3. Membership in the Association shall be limited to persons and organizations interested in furthering the objects of the Association and shall consist of anyone, or any organization, whose application for admission as a member has received the approval of the board of directors of the Association.	2.1. Conditions of Membership Membership in the Association shall be limited to persons and organizations interested in furthering the objects of the Association who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board. Membership classifications and rights shall include:	Change wording to allow flexibility in Board setting up a process for accepting new members. Simplify membership into two classes: Voting Members and Non-Voting Members. By the Act, each membership class is entitled to vote separately as a group; the proposed change aligns to our intentions to have all eligible

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<p>Membership classifications and rights shall include:</p> <ul style="list-style-type: none"> • Honorary Member – Honorary Membership may be granted by the board of directors to any person who in the unanimous opinion of the board of directors is considered worthy of such honour by reason of unusual service to the Association or outstanding work in the field of Engineering Education. Honorary members shall be elected for life and shall enjoy all privileges of the Association. They shall be eligible to hold any office, to vote on all matters submitted to the membership, and to petition the board of directors on any matter. • Professional Member – Membership may be granted to any person engaged or interested in Engineering Education. They shall be eligible to hold any office, to vote on all matters submitted to the membership, and to petition the board of directors on any matter. • Student Member – Student Membership may be granted to any currently registered student having an active interest in supporting the objectives of the Association. Student members are the only members that can vote for the Student Director. Student members cannot, however, hold other Board positions, vote for nominees to other Board positions, nor endorse applications for any class of membership. Student members shall enjoy all other privileges of the Association. 	<ul style="list-style-type: none"> • Voting Members: Voting Members shall be eligible to hold any office, to vote on all matters submitted to the membership, and to petition the Board of Directors on any matter. • Non-Voting Members: Non-Voting Members may attend meetings of members but cannot vote on any other matters at meetings of members, nor endorse applications for any class of membership. Non-Voting Members of the type “Student Member” have the exclusive right to select a Student Member to serve as the Student Director on the Board; otherwise, Non-Voting Members cannot hold other Board positions or offices. Non-Voting Members shall enjoy all other privileges of the Association. <p>The following types of membership belong to the Voting Member Class:</p> <ul style="list-style-type: none"> • Honorary Member: Honorary membership may be granted to any person who in the unanimous opinion of the Board of Directors is considered worthy of such honour by reason of unusual service to the Association or outstanding work in the field of Engineering Education. Honorary Members shall be elected for life. • Professional Member: Membership may be granted to any person engaged or interested in Engineering Education. • Affiliate Member: Affiliate membership may be granted to any Company or legally established organization having an active interest in supporting the objectives of the Association. This includes any Faculty of Engineering, Faculty 	<p>voters vote as one group. The use of membership types still allows us to differentiate between different groups of members, and we can more easily add, modify, or remove types in future as the needs and makeup of the Association change.</p> <p>Revise wording under Non-Voting Members for “Student Member” to match the Articles.</p> <p>Remove clause “Additional membership classifications can be determined as required by the board of directors.” By the Act the Board does not have the power to change membership classes; this requires a special resolution and a vote of members.</p> <p>Note: our Articles also need to be updated to remove the previous membership classes and replace them with “Voting Members” and “Non-Voting Members.”</p>

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<p>• Affiliate Member – Affiliate Membership may be granted to any Company or legally established organization having an active interest in supporting the objectives of the Association. This includes any Faculty of Engineering, Faculty of Applied Science, Engineering School or College that offers accredited engineering programs, or any Technical College that offers engineering technology programs. Affiliate members shall identify a representative who will be entitled to all rights and responsibilities of a regular Member. Additional membership classifications can be determined as required by the board of directors.</p>	<p>of Applied Science, Engineering School or College that offers accredited engineering programs, or any Technical College that offers engineering technology programs. Affiliate Members shall identify a representative who will be entitled to all rights and responsibilities of a Voting Member.</p> <p>The following types of membership belong to the Non-Voting Member class:</p> <ul style="list-style-type: none"> • Student Member: Student membership may be granted to any currently registered student having an active interest in supporting the objectives of the Association. 	
<p>4. Membership fees will be established by the board of directors.</p>	<p>2.2 Membership Fees Membership fees will be established by the Board of Directors.</p>	
<p>5. Any member may resign from the Association by delivering to the Association a written resignation and lodging a copy of the same with the secretary/treasurer of the Association</p>	<p>2.3 Termination of Membership A membership in the Association is terminated when:</p> <ol style="list-style-type: none"> 1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved; 2. a member fails to maintain any qualifications for membership described in Section 2.1 of these by-laws; 3. the member resigns by delivering a written resignation to the President of the Board of the Association in which case such resignation shall be effective on the date specified in the resignation; 4. the member is expelled in accordance with Section 2.4 below or is otherwise terminated in accordance with the articles or by-laws; 	<p>Expand clause to clarify conditions for termination of membership.</p>

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	<p>5. the member’s term of membership expires; or 6. the Association is liquidated or dissolved under the Act.</p> <p>Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.</p>	
<p>6. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.</p>	<p>2.4 Discipline of Members The Board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:</p> <ol style="list-style-type: none"> 1. violating any provision of the articles, by-laws, or written policies of the Association; 2. carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion; 3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association. <p>In the event that the Board determines that a member should be expelled or suspended from membership in the Association, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, the Vice President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are</p>	<p>Set the circumstances for discipline in accordance with the Act. Subsection 158 of the Act states: “The articles or by-laws may provide that the directors, the members or any committee of directors or members of a corporation have power to discipline a member or to terminate their membership. If the articles or by-laws provide for such a power, they shall set out the circumstances and the manner in which that power may be exercised.”</p>

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	<p>received by the President, the Vice President, or such other Officer as may be designated by the Board, the Board may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.</p>	
	<p>SECTION 3 – MEETINGS OF MEMBERS</p>	
<p>Members’ Meetings 7.The annual or any other general/special meeting of the members shall be held at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. An online meeting will be an acceptable format for such a meeting. The members may also resolve that a particular meeting of members be held outside of Canada.</p>	<p>3.1 Members’ Meetings The annual or any other general/special meeting of the members shall be held at any place in Canada as the Board of Directors may determine and on such day and time as the said Directors shall appoint. An online meeting will be an acceptable format for such a meeting. The members may also resolve that a particular meeting of members be held outside of Canada.</p>	
	<p>3.2 Persons Entitled to Be Present The only persons entitled to be present at a meeting of members shall be Voting Members, Non-Voting Members, the Directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.</p>	<p>Add for greater clarity. While Student Members are allowed to attend a meeting of members, as Non-Voting Members they do not have the right to vote. If other types of Non-Voting Members are added to Section 2.1 in the future, Section 3.2 can be modified at the same time in the event we do not want members from the new membership types to be able to attend meetings of members.</p>
	<p>3.3 Chair of the Meeting</p>	<p>Add for greater clarity.</p>

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	<p>The President of the Board will chair any Meeting of the Members. In the event that the President is absent the Vice President will assume the role of chair. If both President and Vice President are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.</p>	
<p>8. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or past-president shall have power to call, at any time, a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on a written requisition of at least 25% of the active voting members. Forty percent (40%) of active voting members present in person at a meeting will constitute a quorum, where proxy votes are included in this count. A voting member can give a proxy vote to another member as long as the proxy describes which meeting it is relevant for and who carries their vote, and is signed and dated. Scans of such documents are acceptable as proxies.</p>	<p>3.4 Quorum A quorum at any meeting of the members shall be 10% of the members entitled to vote at the meeting. Members joining by videoconference or teleconference, if such means are offered by the Board as part of the meeting, are included in the determination of quorum. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.</p>	<p>Split Section 8 into 3.4, 3.5, 3.6, and 3.7 for clarity.</p> <p>Reduce quorum from 40% to 10% of active Voting Members based on the following reasoning:</p> <ul style="list-style-type: none"> • A survey of other associations reveals quorum is typically below 10%. Examples considered: The Society for Teaching and Learning in Higher Education = 5%; The Canadian Society of Mechanical Engineering = 5%; The Canadian Society for the Study of Education = 3%; The Canadian Society of Civil Engineering has a quorum proportional to the voting members on Board, which would work out to approximately 9% in our case; and The Canadian Society for Chemical Engineering has a quorum of 20 voting members out of over 1100 members total, <5%. • Consistently achieving quorum at all meetings will be essential for other required changes in our By-laws (such as Section 4.5 where members ratify the slate of new Directors).
	<p>3.5 Business to Be Transacted</p>	

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	<p>At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented. The members may consider and transact any business either special or general at any meeting of the members.</p>	
	<p>3.6 Calling a Meeting of Members The Board of Directors or the President of the Board shall have power to call, at any time, a general or special meeting of the members of the Association.</p> <p>The Board of Directors shall call a special general meeting of members on a written requisition of at least 5% of the active Voting Members.</p>	<p>Remove reference to Past President. The Past President could be an ex-officio member of the Board in some cases (i.e., a non-voting member and a non-director), and should not be given the same power as the Directors.</p> <p>Reduce requirement for proportion of members to call a meeting from 25% to 5% to align with Act. (By the Act, members who have 5% of the vote can request a meeting of members. This number cannot be higher than 5% in the by-laws.)</p>
	<p>3.7 Voting A member entitled to vote at a meeting of members may vote during the meeting by method of an electronic, telephonic, email ballot, or other communication facility if that method is offered by the Board, and provided that the method enables</p> <ul style="list-style-type: none"> a. the votes to be gathered in a manner that permits their subsequent verification, and b. the tallied votes to be presented to the Association such that each vote remains confidential. 	<p>Expand voting options for those who cannot attend a meeting while ensuring voting is verifiable and confidential. Previously Section 8 allowed Proxy Voting (allowing one member to vote on behalf of another member), which is less secure, more difficult for members, incompatible with voting through our membership portal, and requires manual vote submission and tabulation.</p>
<p>9. Fourteen (14) day's written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be</p>	<p>3.8. Notice of a Meeting of Members Twenty-one (21) to thirty-five (35) day's written notice shall be given to each Voting Member of any annual or special general meeting of members. Notice of any</p>	<p>Regulations set 21 to 35 days as notice.</p> <p>Add section 11 of the current by-law to this section on notice for ease of reference.</p>

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<p>transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Each voting member present at a meeting shall have the right to exercise one vote.</p>	<p>meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Each Voting Member shall have the right to exercise one vote.</p> <p>No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be their last address recorded on the books of the Association.</p>	<p>NOTE: Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.</p>
<p>10. A majority of the votes cast by the members present and carrying voting proxies shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.</p>	<p>3.9. Votes to Govern A majority of the votes cast by the members shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the motion is automatically negated.</p>	<p>Add method for breaking tie and reference to ability for show of hands, ballot or electronic voting.</p>
<p>11. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending</p>		<p>Add to 3.8 on notice for ease of reference.</p>

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<p>notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be their last address recorded on the books of the Association.</p>		
	<p>SECTION 4 – BOARD OF DIRECTORS</p>	
<p>Board of Directors 12. The property and business of the Association shall be managed by a board of directors, comprised of a minimum of five (5) directors and a maximum of fifteen (15) directors, one of which is a Student Director. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be members, and the Student Director must be a student member.</p>	<p>4.1 Size and Composition of the Board The Board shall consist of a minimum of five (5) Directors and a maximum of fifteen (15) Directors. Immediately following the confirmation of these by-laws, the number of Directors shall be fixed at eleven (11). The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of Directors to be elected to the Board of Directors. The Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual general meeting of members, and such that the total number of Directors shall not exceed fifteen (15) and the total number of Directors appointed shall not exceed the larger of one or one-third (1/3) of the number of Directors elected at the previous annual meeting of Members.</p> <p>There shall be one Student Director who is a Student Member.</p> <p>Not including the Student Director, there shall be at least one Director from each of four defined regions of Canada: Atlantic, Quebec, Ontario and West.</p>	<p>Note: at the June 2022 AGM a motion was passed to change the number of Directors from 9 to 11 (i.e., fixing the number of Directors here to 11 maintains the Board at its current size).</p> <p>Update By-law to match Articles regarding the ability of the Board to appoint additional Directors. This clause is essential since this is what allows the Board to appoint the Student Director each year (Student Members can not elect the Student Director directly onto the Board). Based on an expected annual election of 3-4 other Directors, the Board will have the ability to appoint one additional Director (i.e., the Student Director). Our Articles will also be updated to match new wording here that ensure the Board can always appoint at least one Director (i.e., the Student Director), which would otherwise not be possible if a situation arose where less than 3 Directors were elected in a given year.</p> <p>Add geographic composition of the Board here. (Note: previously, Regional Director positions were confused as Officer roles, which they are</p>

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		not; all Directors represent the whole Association.)
	<p>4.2 Qualifications Each Director shall</p> <ul style="list-style-type: none"> a) be a member of the Association; b) be an individual; c) be at least eighteen (18) years of age; d) not have the status of a bankrupt; and e) not be a person who has been declared incapable by a court in Canada or elsewhere. <p>If a person ceases to be qualified as provided in this section, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 4.7.</p>	Add for clarity (consistent with section 16 and with Act).
<p>13. The Student Director is nominated annually by student members. The Student Director must be at least 18 years of age, when nominated. At the CEEA AGM, the Board shall appoint the Student Director pursuant to s. 128(8) of the Canada Not-for-profit Corporations Act, for a term expiring at the next CEEA AGM. The Board of Directors shall appoint as the Student Director the individual selected by the student members to represent themselves, in a process determined by the student members and facilitated by CEEA staff.</p>	<p>4.3 Student Director The Student Director is nominated annually by Student Members. The Student Director must meet the qualifications to be a Director. At the first Board meeting after the Annual General meeting, the Board shall appoint the Student Director pursuant to s. 128(8) of the Canada Not-for-profit Corporations Act, for a term expiring at the next Annual General Meeting. The Board of Directors shall appoint as the Student Director the individual selected by the Student Members to represent themselves, in a process determined by the Student Members and facilitated by Association staff.</p>	
	<p>4.4 Consent to Serve</p>	Add as a requirement under the Act. Unlike our past practice, we need to bring the slate of new directors selected through our election

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	<p>An individual who is elected to hold office as a Director is not a Director, and is deemed not to have been elected to hold office as a Director, unless:</p> <p>a) the individual was present at the meeting when the election took place and did not refuse to hold office as a Director; or</p> <p>b) the individual was not present at the meeting when the election took place but:</p> <p>(i) consented to hold office as a Director in writing before the election or within 10 days after the day on which the election took place; or</p> <p>(ii) has acted as a Director after the election.</p>	<p>process to the annual meeting for the members to ratify.</p>
<p>14. The board of directors in office at the time of the continuance transition will remain in office for the extent of their current term, as voted in by the membership at the previous elections. Successors are to be elected in at the time the term in office has ended.</p>		<p>Recommend deleting (not needed).</p>
<p>15. Directors shall be elected for a specified term by the members through an annual electronic mail ballot. In the event where there is only a single candidate for a given position, the candidate shall acclaim the position pending approval of the board of directors. A notice will then be sent to the membership advising the acclamation and no election will be required.</p>	<p>4.5 Election and Term of Directors</p> <p>Subject to the Articles, the members will elect the Directors at each general meeting of members at which an election of Directors is required.</p> <p>Directors shall be elected to hold office for a term of three years, expiring not later than the close of the third annual meeting of members following the election; in the case of the Student Director this shall be for a term of one year, expiring not later than the close of the second annual meeting of members following the election.</p> <p>Directors are eligible to be elected for up to two consecutive terms.</p>	<p>Change to finalize the election through a member vote at the annual general meeting. This is to recognize that by the Act it is the members (not the Board) that have the right to the final ratification of the slate of electors identified through the voting process. Our elections will otherwise proceed as before, with an electronic ballot managed by the Nominations and Awards Committee.</p> <p>Set the terms for all Directors (other than Student) to three years. Previously this was a mix of two and three years. Three years reduces annual turnover on the Board. Set a limit of two consecutive terms (i.e., six years) after which a Director would need to step off</p>

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	<p>After completing the maximum number of consecutive terms, former Directors must wait a minimum of one year following the end of their most recent term before they may serve as a Director again.</p>	<p>the Board for at least one year to ensure we bring new people onto the Board.</p>
<p>16. The office of director shall be automatically vacated:</p> <p>i. if at a special general meeting of members, a resolution is passed by 51% of the votes cast in favour of the removal of the director</p> <p>ii. if at a special meeting of at least 40% of the current student members, a resolution is passed by 51% of the votes cast in favour of the removal of the Student Director</p> <p>iii. if a director has resigned their office by delivering a written resignation to the secretary/treasurer of the Association;</p> <ul style="list-style-type: none"> • if he/she is found by a court to be of unsound mind; • if he/she ceases to be a member of the Association; or • on death <p>provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Association, or a student member in the case of the Student Director.</p>	<p>4.6 Removal or Resignation of Directors</p> <p>a) The members may, by ordinary resolution, at a special meeting remove any Director from office for any reason before expiration of the Director’s term of office and may elect a person to replace the removed Director for the remainder of the term of office.</p> <p>Where the members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 4.7.</p> <p>b) A Director may resign as a Director of the Association by submitting a formal written resignation to the Secretary, which shall be effective at the time the written resignation is sent to the Association or at the time specified in the resignation, whichever is later.</p>	<p>Reword for clarity and split into 4.6 and 4.7.</p> <p>Note: Secretary and Treasurer are separated into two separate offices in 7.2.</p>
	<p>4.7 Vacancies</p> <p>Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by ordinary resolution of the Directors of the Association for the balance of the term vacated. If</p>	<p>From 16 with additional clarification.</p>

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
	<p>no quorum of Directors exists, the remaining Directors shall call a special meeting to fill a vacancy on the Board.</p> <p>The Directors may not fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the articles.</p>	
<p>17. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position.</p>	<p>4.8 No Remuneration of Directors The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position.</p>	
<p>18. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected.</p>	<p>4.9 Retiring Director A Director completing their term on the Board shall remain in office until the dissolution or adjournment of the meeting at which their retirement from the Board is accepted and their successor is elected.</p>	
<p>Powers of Directors 19. The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.</p>	<p>4.10. Powers of the Board The Board shall manage or supervise the management of the activities and affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.</p> <p>Without limiting the generality of the foregoing the Board shall have the power to</p> <p>a) authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer or Officers of the Association the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust</p>	<p>Amalgamate powers of the Board into one clause from old sections 19-23.</p>

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
	<p>arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board of Directors may prescribe.</p> <p>b) take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.</p> <p>c) appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.</p> <p>d) fix remuneration for all agents and employees by resolution by the Board.</p>	
	<p>4.11 Conflict of Interest Directors shall act honestly, in good faith, leaving aside personal interest to advance the best interests of the Association. As such, Directors are required to take steps to ensure that conflicts of interest are avoided and that any conflicts of interest to which they may be unavoidably subjected to are disclosed and appropriately managed in accordance with Board policies, and that any such conflicts do not affect, or reasonably appear to affect, a decision taken by the Board.</p>	<p>Add as a best practice.</p>

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
<p>20. The directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the board of directors may prescribe.</p>		<p>Combined into section 4.10.</p>
<p>21. The board of directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.</p>		<p>Combined into section 4.10.</p>
<p>22. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.</p>		<p>Combined into section 4.10.</p>
<p>23. Remuneration for all agents and employees shall be fixed by the board of directors by resolution.</p>		<p>Combined into section 4.10.</p>
	<p>SECTION 5 - MEETINGS OF DIRECTORS</p>	
<p>24. Meetings of the board of directors may be held at any time and place (including</p>	<p>5.1 Meetings of Directors</p>	<p>Add for clarity.</p>

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
<p>teleconference) to be determined by the directors provided that 48 hours written notice of such meeting shall be given by email to each director. Normally, notice of meetings will be sent by email at least 7 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.</p>	<p>Meetings of the Board of Directors may be held at any time and place (including by videoconference or teleconference) to be determined by the Directors provided that 48 hours written notice of such meeting shall be given by email to each Director. Normally, notice of meetings will be sent by email at least 7 days prior to the meeting.</p> <p>No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director 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. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.</p> <p>There shall be at least one (1) meeting per year of the of the Board of Directors</p> <p>No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.</p>	<p>Note: the Board meets on a monthly basis; the “at least one (1) meeting per year” clause is retained as the legal minimum requirement.</p>
<p>25. In addition to any other board meetings, the board of directors shall be meet in person in conjunction with the Annual General Meeting of the Association. The outgoing board of directors will, typically, meet together with the incoming board of directors in advance of the Annual</p>		<p>Remove (this is a policy issue, not a by-law issue).</p>

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
<p>General Meeting. At least one (1) meeting of the board of directors, via teleconference or other electronic means, will be held at least six (6) months prior to the Annual General Meeting of the Association. Each director is authorized to exercise one (1) vote.</p>		
<p>26. A majority of directors in office, from time to time, but no less than four directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.</p>	<p>5.2 Quorum A majority of Directors in office, from time to time, but no less than four Directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Association.</p>	
	<p>5.3 Votes to Govern Each Director is authorized to exercise one (1) vote. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the vote shall be deemed to have been lost.</p>	<p>Split from current section 24. Additional wording for clarity.</p>
	<p>5.4 Meeting Following Annual Meeting The Board shall hold a meeting as soon as reasonably possible following the annual meeting of the Association for the purpose of the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.</p>	<p>Recommend new section.</p>
	<p>SECTION 6 - INDEMNIFICATION</p>	
<p>Indemnities to Directors and Others 27. Every director of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved</p>	<p>6.1 Indemnities to Directors and Others Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in the Act or the By-law, the Association shall indemnify a Director or Officer of the</p>	<p>Revise for clarity and completeness.</p>

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
<p>harmless out of the funds of the Association, from and against;</p> <p>i. All costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of their office or in respect of any such liability;</p> <p>ii. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.</p>	<p>Association, a former Director or Officer of the Association, or another individual who acts or acted at the Association's request as a Director or Officer, or an individual acting in a similar capacity, of another entity, and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or other entity.</p> <p>The Association may not indemnify an individual unless the individual:</p> <p>a) acted honestly and in good faith with a view to the best interests of the Association, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer in a similar capacity at the Association's request; and</p> <p>b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.</p>	
	<p>SECTION 7 – OFFICERS</p>	
	<p>7.1 Appointment of Officers</p> <p>The Board may designate the offices of the Association, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Association. An Officer may, but need not be, a Director unless the By-law otherwise provide.</p>	<p>Add for clarity. (Current By-laws confuse Officers with Directors.)</p> <p>Replaces Section 30 (electing Officers from the Board).</p>

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
	<p>Unless otherwise determined by the Board, the term of office of each Officer who is not paid staff of the Association shall be one (1) year, to expire at the next Annual Meeting following election or appointment.</p> <p>Any Officer who is paid staff of the Association shall hold office at the pleasure of the Board, or pursuant to terms of employment or contract.</p>	<p>Set terms for all Officers to one year to increase flexibility for the Board (longer Officer terms may not align with a Director's terms) and to reduce risks to Association. As long as they continue to be eligible to hold office, the same person can be reappointed to the same office over multiple years.</p>
	<p>7.2 Description of Offices</p> <p>Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Association, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:</p> <p>a. President of the Board: The President shall be a Director and shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association and of the Board of Directors. In the absence of the President and Vice President, at a meeting of the Board of Directors, the Board shall determine who will chair the meeting. The President shall have the general and active management of the affairs of the Association and shall see that all orders of the Board of Directors are carried into effect. The President shall perform all such other powers and duties as prescribed by the Board from time to time.</p> <p>b. Vice President of the Board: The Vice President shall be a Director and will assume the responsibilities of the President in the event the</p>	<p>Combine duties from Sections 31, 32, 33, and 34.</p> <p>Split Secretary and Treasurer into two roles to give more flexibility in future. As per 7.1, the same person can hold both roles so it is possible to continue with a single Secretary/Treasurer.</p> <p>Add clarification from discussion at 2022 Annual General Meeting that the officer positions are elected by the Board (in addition to from the Board).</p> <p>Note: our practice of the Vice-President serving for one year and then taking the role of President for one year and then Past President for one year should be written as a policy (not a by-law). Including this three-year cycle in the by-laws creates various conflicts with the Act (e.g., it requires the Board to have the power to extend the terms of Directors in some cases, which is a power given by the Act to Members, not the Board).</p>

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
	<p>President is unavailable or unable to fulfill their duties. The Vice President shall work with a local arrangement chair to plan the next annual conference. The Vice President shall perform all such other powers and duties as prescribed by the Board from time to time.</p> <p>c. Treasurer: The Treasurer shall be a Director and shall do or cause the following to be done:</p> <ul style="list-style-type: none"> i. keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Association in proper books of account; ii. deposit all moneys or other valuable effects in the name and to the credit of the Association in the bank or banks from time to time designated by the Board; iii. disburse the funds of the Association under the direction of the Board; iv. render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Association; v. co-operate with the Public Accountant of the Association during any audit of the accounts of the Association; and vi. perform the other duties prescribed by the Board. <p>d. Secretary: The Secretary shall be a Director and shall do or cause the following to be done:</p> <ul style="list-style-type: none"> i. act as secretary of each meeting of the members or of the Board; 	

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
	<ul style="list-style-type: none"> ii. attend all meetings of the members and the Board and record all facts and minutes of those proceedings in the books kept for that purpose; iii. give all notices required to be given to the members and to the Directors; iv. be the custodian of all books, papers, records, correspondence and documents belonging to the Association; and v. perform the other duties prescribed by the Board. <p>The offices of Secretary and Treasurer may be held by the same person.</p> <p>The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.</p>	
<p>Officers 28. The officers of the Association shall be a president, past-president, president-elect, secretary/ treasurer, student director, four (4) regional directors and any such other officers as the board of directors may by by-law determine. Officers must be members.</p>		Delete (the Officers are now described in 7.2; other roles listed here are Directors, not Officers).
<p>29. Officers of the Association shall be the board of directors elected by a vote of members, and the Student Director, nominated by a vote of student members. They will take office following an annual meeting of members.</p>		Delete. Not all Board members are Officers.

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
<p>30. The officers of the Association shall hold office for terms as herein defined or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.</p> <ul style="list-style-type: none"> • The Vice President will be elected annually from the Board and will serve for one-year followed by a one year term as President and a one year term as past-President. • The Secretary/Treasurer will be elected from the Board and serve for three years. • The Regional Directors will serve for two years with elections for two (2) positions occurring in alternate years. Regions will be defined as Atlantic, Quebec, Ontario and West. • The Student Director will be appointed annually and will serve for one year. 		Delete. Terms of Directors is now covered in 4.5 and Terms of Officers is covered in 7.1.
<p>Duties of Officers</p> <p>31. The president shall be the chief executive officer of the Association. He/she shall preside at all meetings of the Association and of the board of directors. He/she shall have the general and active management of the affairs of the Association. He/she shall see that all orders of the board of directors are carried into effect.</p>		Delete. Covered in 7.2.
<p>32. The past-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon them by the board of directors.</p>		Delete. The in keeping with the Act and best practices, the Past-President is not an officer and the duties fall to the Vice President.
<p>33. The vice president shall work with a local arrangements chair to plan and organize the next Annual Meeting.</p>		Delete. Covered in section 7.2.

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
<p>34. The secretary/treasurer, or their administrative designate, shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank, credit union or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He/she shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. He/she shall act as clerk and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary/treasurer shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision the secretary/treasurer shall be. The secretary/treasurer shall be the custodian of the seal of the Association.</p>		<p>Delete. Covered in 7.2. See also notes in 7.2 re splitting Secretary and Treasurer into two offices (does not limit ability to combine into one role).</p>
<p>35. The Student Director will represent the interests of the student members on the Board of Directors. The Student Director will maintain</p>		<p>Delete. Cannot represent the interests against their fiduciary responsibilities to represent just one area of interest.</p>

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
effective communications with student members so that he/she can effectively represent past, current and future student interests.		
36. The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board of directors requires of them.		Delete. Covered in 7.2.
	SECTION 8 – COMMITTEES	
Committees 37. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.	8.1 Committees The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.	
Executive Committee 38. There shall be no executive committee of the Association. This function will be the responsibility of the board of directors.	8.2 No Executive Committee There shall be no executive committee of the Association. This function will be the responsibility of the Board of Directors.	
	SECTION 9 – ADMINISTRATION AND FINANCIAL MATTERS	
Execution of Documents 39. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in	9.1 Execution of Documents Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The Directors may give the Association’s power of attorney to any	

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
<p>writing. The directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.</p>	<p>registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.</p>	
<p>Minutes of Board of Directors 40. The minutes of the board of directors shall be available to the general membership of the Association upon request. Each member of the board of directors shall receive a copy of such minutes.</p>		<p>Delete. This is not a requirement of the Act. Section 141 of the Act concerns a Director's requirement to disclose any interest they have in a material contract or transaction and record it in the Minutes. Section 147 (7) does allow that Members may examine the portion of the minutes that relate to disclosures if requested. In carrying out the business of the organization, the Board minutes may contain confidential information on contracts, agreements or human resources and should not be made publicly available. A policy to produce a summary of the minutes for the membership may meet the need here.</p>
<p>Financial Year 41. The financial year of the Corporation shall be from January 1 until December 31 of the same year.</p>	<p>9.2 Financial Year End The financial year of the Association shall be from January 1 until December 31 of the same year.</p>	
<p>Amendment of By-Laws 42. The by-laws of the Association not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 152(1) of the</p>		<p>Delete. New Effective Date Section 11.1 provides additional clarity.</p>

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
<p>Canada Corporations Act. Unless the articles, the by-laws or a unanimous member agreement otherwise provides, the directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the corporation, except in respect of matters referred to in subsection 197(1).</p>		
	<p>9.3 Banking Arrangements The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Association’s banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:</p> <p>a) operate the Association’s accounts with the banker;</p> <p>b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;</p> <p>c) issue receipts for and orders relating to any property of the Association;</p> <p>d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and</p> <p>e) authorize any officer of the banker to do any act or thing on the Association’s behalf to facilitate the banking business.</p>	<p>Add for greater certainty.</p>

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
<p>Auditors 43. The members shall appoint an auditor, through a simple majority vote, to audit the accounts and annual financial statements of the corporation for report to the members at the annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. Consideration of the re-appointment of an auditor shall take place at least every 3 years by a vote of the members. The remuneration of the auditor shall be fixed by the board of directors. The annual financial statements and documents are available from the Association Head Office and any voting member may, on request, obtain a copy.</p>	<p>9.4 Auditors The members shall appoint an auditor, through an ordinary resolution, to audit the accounts and annual financial statements of the Association for report to the members at the annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. Consideration of the re-appointment of an auditor shall take place at least every 3 years by a vote of the members. The remuneration of the auditor shall be fixed by the Board of Directors. The annual financial statements and documents are available from the Association Head Office and any Voting Member may, on request, obtain a copy.</p>	
<p>Books and Records 44. The directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.</p>	<p>9.5 Books and Records The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.</p>	
<p>Rules and Regulations 45. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.</p>		<p>Delete. Under Section 124 of the Act, the Directors are responsible for the management of the activities and affairs of the Association. The current by-law limits the Board’s ability to manage the affairs of the organization, even though the Board holds that legal responsibility. Specifically, the wording of the old Section 45 restricts the Board’s ability to introduce policies and rules; Section 11.1 of the proposed by-law includes protections to prevent the Board for introducing or amending by-laws.</p>

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
<p>Liquidation of Property 46. It is specially provided that in the event of liquidation, dissolution or winding-up of the Association, all of its remaining assets after payment of its liabilities, shall be provided to Engineers Canada with the condition that the funds be used in support of the Gold Medal Student Award or some similar Engineers Canada program in support of Engineering students.</p>	<p>9.6 Liquidation of Property It is specially provided that in the event of liquidation, dissolution or winding-up of the Association, all of its remaining assets after payment of its liabilities, shall be provided to Engineers Canada with the condition that the funds be used in support of the Gold Medal Student Award or some similar Engineers Canada program in support of Engineering students.</p>	
<p>Interpretation 47. In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.</p>		Move to section 1.4 (reword slightly for clarity).
SECTION 10 - NOTICES		
<p>48. In these by-laws and in all other by-laws of the Association, email shall be considered to be written communication.</p>	<p>10.1 Method of Giving Notices A notice or document required by the Act, the Articles or the By-law, to be sent to a Member or Director of the Association may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Association, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this Section 10.1 to a Member or Director of the Association is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did</p>	<p>Move current 48 to Section 1.4. Add for greater clarity.</p>

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
	not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.	
	10.2 Invalidity of Any Provisions of By-law The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.	Add for greater clarity and completeness.
	10.3 Omissions and Errors The accidental omission to give any notice to any Member, Director, Officer, Member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.	Add for greater clarity and completeness.
SECTION 11 - EFFECTIVE DATE		
Effective Date 49. Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.	11.1 Effective Date Unless the Act, the Articles or the by-laws otherwise provide, the Directors may, by resolution, make, amend or repeal any by-law and any such by-law or amendment or repeal shall be effective when approved by the Board. If the by-law amendment or repeal is so confirmed, or confirmed as amended, by the members entitled to vote thereon, it remains effective in the form in which it was confirmed. The by-law amendment or repeal ceases to have effect if it is not submitted by the Directors to the members at or before the next annual meeting or if it is so presented but rejected by the members entitled to vote thereon. If a by-law, amendment or repeal ceases	Add for greater clarity. (This replaces current section 42 on amendment of by-laws.)

Current By-law	Proposed By-law (additions/changes in red)	Explanatory Comments for Revisions
	<p>to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the members entitled to vote thereon.</p> <p>This section does not apply to a by-law that requires a Special Resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.</p>	
	<p>11.2 Effect of Repeal of By-laws The repeal of any by-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.</p>	Add for greater clarity.
<p>CERTIFIED to be By-Law No. 1 of the Association, as enacted by the directors of the Association by resolution on the 16 day of December, 2021 and confirmed by the members of the Association by special resolution on the 22 day of June, 2022.</p> <p>Dated as the 22 day of June, 2022. Amy Hsiao, President</p>	<p>CERTIFIED to be General By-Law No. 1 of the Association, as enacted by the Directors of the Association on ____ day of _____, 2022.</p> <p>As confirmed by the members of Association by resolution on the ____ day of _____, 2022.</p> <p>(Signed by a Signing Officer)</p>	