

## **BY-LAWN0.2**

A by-law relating generally to the transaction of the business and affairs of

### **CAROLE AND GEORGE FLETCHER FOUNDATION** (hereinafter called the "Corporation")

BE IT PASSED AND MADE as a by-law of the Corporation as follows:

#### **ARTICLE ONE: DEFINITIONS**

##### 1.1 Definitions

- a) The Act: the Ontario Not-For-Profit Corporations Act, 2010
- b) Committees: includes standing committees, sub-committees, task forces and working groups
- c) Contracts, documents or instruments in writing: shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers; powers of attorney and assignments of shares, bonds, debentures or other securities and all paper writings.
- d) OACETT: The Ontario Association of Certified Engineering Technicians and Technologists
- e) Officers: The Chair, President and Treasurer
- f) Trustee: A director of the Corporation

#### **ARTICLE TWO: BUSINESS OF THE CORPORATION**

2.1 Head office. Until changed in accordance with the *Corporations Act* (Ontario) (the "Act"), the head office of the Corporation shall be in the municipality of Toronto.

2.2 Cheques, drafts, notes. All cheques, drafts or orders for payments shall be signed by the signing authorities in the manner that the board of Trustees may from time to time designate by resolution.

2.3 Execution of contracts.

(a) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the signing authorities that the board of Trustees may from time to time designate by resolution. Any instruments signed according to these resolutions shall be binding upon the Corporation.

2.4 Fiscal year. The fiscal year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Trustees may from time to time by resolution determine.

2.5 Auditors. The Voting Members shall at each annual meeting, and subject to applicable law, appoint either an auditor to audit or an accountant to review the accounts of the Corporation, such auditor or accountant to hold office until the next annual meeting. If an auditor is appointed, the remuneration of the auditor shall be fixed by the board of Trustees.

### **ARTICLE THREE: MEMBERS**

3.1 Admission of members. The Trustees shall be Non-Voting Members of the Corporation. The members of the Council of the Ontario Association of Certified Engineering Technicians and Technologists shall be admitted as the Voting Members of the Corporation upon the commencement of their term on Council, by resolution of the Trustees.

3.2 Membership. The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his or her death or upon delivery of his or her written resignation to the Secretary of the Corporation or upon the completion of their term as a member of the Council of OACETT or otherwise in accordance with the by-laws of the Corporation.

3.3 Classes of Membership. There shall be two classes of members as follows:

(i) Voting Members

The Voting Members shall have one vote each at each meeting of the members of the Corporation; and

(ii) Non-Voting Members

Each Non-Voting Member shall be entitled to receive notice of meetings and attend any meeting of the members of the Corporation, but shall not be entitled to vote at any meeting of the members of the Corporation.

3.4 Resignation. Members may resign by submitting their resignation in writing to the Secretary of the Corporation which shall be effective upon any date or time on or after the execution of his or her resignation

3.5 Removal. Upon thirty days' notice in writing to a member of the Corporation, the board may pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. Any such member may re-apply for membership in the Corporation.

### **ARTICLE FOUR: TRUSTEES**

4.1 Board of Trustees. The affairs of the Corporation shall be managed by a board of Trustees who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

4.2 Number of Trustees. The number of Trustees shall be a minimum of 4 (four) and a maximum of 7 (seven) as determined from time to time by special resolution, of whom a majority

shall constitute a quorum for the transaction of business.

4.3 Qualification of Trustees. No person shall be qualified to be a Trustee of the Corporation unless he or she is eighteen (18) or more years of age and is a member of the Ontario Association of Certified Engineering Technicians and Technologists (OACETT). Current members of the Council of OACETT shall not be eligible to serve as Trustees.

4.4 Term of office. The Trustees' term of office shall be two years from the date of the meeting at which they are elected or appointed. Trustees may serve a maximum of 3 (three) consecutive terms before being required to wait a minimum of two years before re-applying to serve as a Trustee.

4.5 Election of Trustees. When there is a vacancy pending on the Board, an open call for interest in serving as a Trustee will be communicated to the membership of OACETT. The Nominating Committee of OACETT will recommend a preferred candidate to the Members of the Corporation for approval at the annual general meeting of members.

4.6 Vacancy. In the event of any vacancy however caused occurring in the board of Trustees (except through an increase in the number of Trustees), such vacancy may, as long as there is a quorum of Trustees then in office, be filled by the Trustees from among the members of OACETT if they shall see fit to do so; otherwise such vacancy shall be filled at the next meeting of members. Any Trustee appointed by the Trustees to fill any such vacancy shall hold office for the unexpired term of the Trustee who ceased to be a Trustee and who caused such vacancy.

4.7 Vacation of office. The office of a Trustee of the Corporation shall be vacated if

- i. he or she becomes bankrupt or suspends payment or compounds with his or her creditors or makes an authorized assignment or is declared insolvent;
- ii. he or she is found to be mentally incompetent or becomes of unsound mind;
- iii. he or she resigns his or her office by notice in writing to the Secretary of the Corporation; or
- iv. he or she ceases to be a member of OACETT.

4.8 Removal of Trustees. The Voting Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast by Voting Member at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Trustee before the expiration of his or her term of office and may, by a majority of the votes cast at such meeting, elect any member in his or her stead for the remainder of his or her term.

4.9 Remuneration of Trustees. The Trustees shall serve without remuneration and no Trustee shall directly or indirectly receive any profit from his or her position as such; provided that a Trustee may be reimbursed for reasonable expenses incurred in the performance of his or her duties.

## **ARTICLE FIVE: MEETING OF TRUSTEES**

5.1 Place of meeting and notice. Meetings of the board of Trustees may be held either at the head office of the Corporation or at any place within or outside of Ontario. A meeting of the board of Trustees may be convened by the President or any two

Trustees at any time..

5.2 Notice of meeting. Notice of any meeting of the board of Trustees shall be emailed, or otherwise communicated to each Trustee not less than two (2) days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the board of Trustees may be held at any time without formal notice if all the Trustees are present or those absent have waived notice or have signified their consent to the Secretary of the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Trustee.

5.3 First Meeting of new board. For the first meeting of the board of Trustees to be held immediately following the election of Trustees at an annual or special general meeting of the members or for a meeting of the board of Trustees at which a Trustee is appointed to fill a vacancy in the board, no notice of such meeting need be given to the Trustee or Trustees so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the Trustees is present.

5.4 Chair. Each meeting of the board of Trustees shall be chaired by the Chair of the board, who shall be appointed by the Voting Members from among the Trustees from time to time.

5.5 Voting. Questions posed at any meeting of the board of Trustees shall be decided by a majority of votes. The Chair shall not vote on questions but in case of an equality of votes, he or she shall have a deciding vote.

5.6 Interest of Trustees in contracts. Subject to the provisions of the Act, no Trustee shall be disqualified by his or her office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Trustee or in which any Trustee is in any way interested be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such Trustee holding that office or the fiduciary relationship thereby established.

5.7 Declaration of conflict of interest. It shall be the duty of every Trustee of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such conflict of interest to the extent, in the manner and at the time required by the Act.

5.8 Other committees. The board of Trustees may by resolution create one or more other committees which may but need not include members of the board. Until otherwise provided, the President shall be a member ex officio of all committees. Other committees created by the board of Trustees shall be given written terms of reference by the board.

5.9 Procedural rules. Meetings shall be conducted according to Roberts Rules of Order.

## **ARTICLE SIX: INDEMNITIES TO TRUSTEES, OFFICERS AND OTHERS**

6.1 Indemnity. Every Trustee or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation 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 Corporation, from and against,

- (i) all costs, charges and expenses whatsoever which such Trustee, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the

- duties of his or her office;
- (ii) Any actions, receipts, neglects or defaults of other Trustees or staff, or for the insufficiency or deficiency in the performance of the investments of the Corporation
  - (iii) 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, receipts, neglects or defaults, insufficiencies or deficiencies as are occasioned by his or her or her own willful neglect or default.

## **ARTICLE SEVEN: MEETINGS OF MEMBERS**

7.1 Annual meetings. Subject to compliance with Section 293 of the Act, the annual meeting of the members shall be held at any place within Ontario on such day in each year and at such time as the Trustees may by resolution determine as long as it is within six months of the end of the fiscal year. At annual meetings there shall be presented a report of the Trustees of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditors or accountants (as applicable) report and such other information or reports relating to the Corporation's affairs as the Trustees may determine.

7.2 General or Special meetings. Other meetings of the members (to be known as "general or special meetings") may be convened by order of the President or by the board of Trustees to be held at any date and time and at any place within Ontario.

7.3 Notice. A written notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be sent to each member entitled to notice of such meeting and to the auditor of the Corporation by email or mail at least ten (10) days (exclusive of the day of mailing and of the day for which notice is given) before the date of every meeting; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person or through electronic means at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member of the Corporation.

7.4 Omission of notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

7.5 Voting. Only the Voting Members shall be entitled to a vote in person or electronically at meetings of members. Every question submitted to any meeting of members shall be decided by a simple majority of the Voting Members unless otherwise required by the by-law or the Act.

7.6 Chair. In the absence of the Chair the members present at any meeting of members shall choose another Trustee as chair of the meeting.

7.7 Persons entitled to be present. The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors or accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

7.8 Process for Voting. Any question at a meeting of members shall be decided by a show of hands or an electronic poll. Based on the show of hands or electronic poll results, the Chair will declare whether a vote has been carried or defeated and an entry to that effect will be made in the minutes. Members may request that dissenting votes or abstentions be specifically articulated in the minutes.

7.9 Casting vote. In case of an equality of votes at any meeting of members either upon a show of hands or upon an electronic poll, the Chair of the meeting shall be entitled to a casting vote. Otherwise the Chair will not vote.

7.10 Quorum. A simple majority of the Voting Members shall constitute a quorum. No business shall be transacted at any meeting unless a majority of the Voting Members shall be present. Quorum at the start of the meeting shall constitute quorum for the transaction of business for the entirety of that meeting.

7.11 Procedural rules. Meetings shall be conducted according to Roberts Rules of Order.

## **ARTICLE EIGHT: OFFICERS**

8.1 Officers. The board of Trustees shall, annually or as often as may be required, appoint a President, a Secretary and a Treasurer. The Trustees may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of Trustees.

8.2 Remuneration and removal of officers. The Trustees may fix the remuneration (if any) to be paid to officers of the Corporation who are not Trustees. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the board of Trustees at any time with or without cause.

8.3 Delegation of duties of officers. In case of absence or inability to act of the President or any other officer of the Corporation or for any other reason that the Trustees may deem sufficient, the Trustees may delegate all or any of the powers of such officer to any other officer or to any Trustee for the time being.

8.4 President. The President shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him by the board of Trustees or as are incident to his or her office. The President shall be a non-voting ex officio member of the board of Trustees

8.5 Secretary. The Secretary shall, have charge of the minute books of the Corporation and the documents and registers referred to in section 300 of the Act. The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the board of Trustees or as are incident to his or her office. The role of President and Secretary may be combined.

8.6 Treasurer. Subject to the provisions of any resolution of the board of Trustees, the Treasurer shall be appointed from among the Trustees and will have oversight over the financial activities of the Corporation. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the board of Trustees or as are incident to his or her office. The Treasurer will be a voting member of the board of Trustees.

8.7 Vacancies. If the office of the President, Secretary or Treasurer, one or more, shall be or become vacant by reason of death, resignation, disqualification or otherwise the Trustees may elect or appoint an officer to fill such vacancy provided that the requirements of section 7.1 are observed.

## **ARTICLE NINE: NOTICES**

9.1 Service. Any notice to be given to any member or Trustee or auditor shall be served either personally, or by email or other electronic delivery addressed to such member, Trustee or auditor at his or her address as most recently provided to the Corporation or, if no address be given therein, then to the last address of such member, Trustee or auditor known to the Secretary of the Corporation.

9.2 Signatures to notices. The signature to any notice may be electronically or manually written, stamped, or printed or partly written, stamped, or printed.

9.3 Computation of time. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

9.4 Proof of Service. A certificate of the President, the Secretary or the Treasurer or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the delivery of any notice to any member, Trustee, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, Trustee, officer or auditor of the Corporation, as the case may be.

## **ARTICLE TEN: INTERPRETATION**

10.1 Interpretation. In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include firms, corporations and other entities and the masculine shall include the feminine. Whenever reference is made in any by-law or any special resolution of the Corporation or to any statute or section thereof, such reference shall be deemed

to extend and apply to any amendment or re- enactment of such statute or section thereof, as the case may be.

10.2 Repeal. Upon this by-law coming into force any and all other by-laws of the Corporation are repealed. However, such repeal shall not affect the previous operation of any such by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-laws prior to such repeal.

PASSED AND MADE with effect as (date) and dated this \_\_\_\_day of \_\_\_\_\_, 2022

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President

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Chair