

THE CANADIAN ACADEMY OF ENGINEERING

L'ACADÉMIE CANADIENNE DU GÉNIE

BY-LAW NO. 1

Modified June 15th 2020

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SECTION 1 - INTERPRETATION

1.01 Definitions

In this By-Law and all other by-laws of the Corporation, unless the context otherwise requires:

"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;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the board of directors of the Corporation and "director" means a member of the board;

"By-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"Corporation" means the THE CANADIAN ACADEMY OF ENGINEERING – L'ACADÉMIE CANADIENNE DU GÉNIE;

"Executive Director" means the employee of the Corporation responsible for conducting the day-to-day business and affairs of the Corporation according to the by-Laws and policies set by the Board;

"Meeting of members" includes an annual meeting of members or a special meeting of members;

"Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act; and

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Severability

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.

SECTION 2 - GENERAL

2.01 Name

The name of the Corporation shall be the THE CANADIAN ACADEMY OF ENGINEERING in English and L'ACADÉMIE CANADIENNE DU GÉNIE in French. The name may be used in English alone or in French alone, or together, in such manner as shall be specified from time to time by the Board.

2.02 Registered Office

Until changed in accordance with the Act, the registered office of the Corporation shall be in the Province of Ontario.

2.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

SECTION 3 – FINANCIAL MATTERS

3.01 Financial Year

The financial year end of the Corporation shall be December 31st in each year unless otherwise determined by the Board.

3.02 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of the President, President-Elect, Secretary/Treasurer, or Executive Director. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof. Where the total liability of the Corporation is less than \$5,000, it is acceptable for only one designated officer to sign.

3.03 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

3.04 Borrowing Powers

The Board may, without authorization of the members,

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

3.05 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept. In addition, the Corporation shall maintain a register of members.

3.06 Annual Financial Statements

The Corporation may, instead of sending copies of the Annual Financial Statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the Annual Financial Statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

3.07 Delivery of Annual Financial Statements

The Corporation shall deliver a copy of the Annual Financial Statements to Corporations Canada not less than 21 days before each annual Meeting of members.

SECTION 4 – PUBLIC ACCOUNTANT

4.01 Appointment

The members shall by Ordinary Resolution at each annual meeting appoint a Public Accountant to hold office until the next annual meeting, and if an appointment is not so made, the Public Accountant in office will continue in office until a successor is appointed. The directors may, if a quorum of the directors is then in office, fill any vacancy in the office of Public Accountant arising between annual meetings.

4.02 Qualification

The person or firm appointed as a Public Accountant shall not be a director, an officer or employee of the Corporation, or a partner or employee of any such person, but shall: (a) be a member in good standing of an institute or association of accountants incorporated by or under an act of the legislature of a province of Canada; (b) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the relevant sections of the Act; and (c) be independent, within the meaning of the Act, of the Corporation, its affiliates, the directors and officers.

4.03 Remuneration

The remuneration of the Public Accountant appointed by the members shall be fixed by Ordinary Resolution of the members, or by the Board if it is authorized to do so by the members. The remuneration of a Public Accountant appointed by the Board shall be fixed by the Board.

SECTION 5 - MEMBERSHIP

5.01 Class and Conditions of Membership

(a) Pursuant to the Articles, there shall be one (1) class of members in the Corporation. Each member shall have the right to receive notice of, attend, participate at and the right to one (1) vote at all Meetings of the members.

(b) Membership in the Corporation shall be available to individuals who are interested in furthering the Corporation's purposes and who have been admitted into membership in the Corporation in accordance with the Corporation's policies and procedures. Applicants for membership must have Canadian citizenship or established primary residency in Canada for a minimum of three years and have made substantial contributions to engineering in Canada, another country or globally in one or more of the following categories: (i) contributions to the pioneering of new and developing fields of technology or engineering knowledge; (ii) contributions to the art and practice of engineering; or (iii) contributions to the development of organizations which are based on engineering knowledge.

(c) Pursuant to subsection 197(1) (Amendment of Articles or By-Laws) of the Act, a special resolution of the members is required to make any amendments to this section of the By-laws if those amendments affect membership rights or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

5.02 Membership Dues

The Board shall determine the amount and the manner in which membership fees or dues are to be paid. Failure of a member to remit his membership fees or dues in a timely manner may result in the termination of his membership.

5.03 Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to subsection 197(1) (Amendment of Articles or By-Laws) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the By-laws.

5.04 Termination of Membership

A membership in the Corporation is terminated when:

(a) the member dies;

(b) a member fails to maintain any qualifications for membership described in section 5.01(b) of these By-laws;

(c) the member resigns by delivering a written resignation to the President or Executive Director in which case such resignation shall be effective when the resignation is received or on the date specified in the resignation, whichever is later;

(d) the member is expelled in accordance with the Articles or By-laws;

(e) the member's term of membership expires; or

(f) the Corporation is liquidated or dissolved under the Act.

In the event of a termination of membership, there shall be no refund of membership fees paid for the year in which membership is terminated. Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

5.05 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

(a) violating any provision of the Articles, By-laws, or written policies of the Corporation;

(b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or

(c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, 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, 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 received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. 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.

5.06 Member Designation

In accordance with the Corporation's policies and procedures, members of the Corporation will be entitled to identify themselves as such by using designations approved by the Corporation.

SECTION 6 – MEETINGS OF MEMBERS

6.01 Place of Meetings

In accordance with and subject to the Act, Meetings of members may be held at any place within Canada as determined by the Board.

6.02 Annual Meetings

An annual meeting shall be held not later than 15 months after the holding of the preceding annual meeting but no later than six (6) months after the end of the Corporation's preceding financial year, on such day and at such time as the Board may determine. At every annual meeting, in addition to any other business that may be transacted, the members shall:

- (a) have presented to them the Annual Financial Statements for the preceding financial year;
- (b) fill all vacancies on the Board;
- (c) appoint the Public Accountant for the ensuing year;
- (d) fix the remuneration of the Public Accountant or provide for such remuneration to be fixed by the Board; and
- (e) receive reports from the appropriate officers, committees or bodies with respect to the implementation of policy and directives as may have been passed or established at annual meetings.

All business transacted at a special meeting of the members and all business transacted at an annual meeting of the members, except consideration of the financial statements, public accountant's report, election of directors, appointment of the public accountant, is special business.

6.03 Special Meetings

The Board may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members. In accordance with and subject to the Act, on written requisition of members carrying not less than 5% of the voting rights, the Board shall call a special general meeting of members, unless the exceptions in section 167 of the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

6.04 Notice of Meetings

Notice of the time and place of a Meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to members entitled to vote at a Meeting of members

6.05 Voting

Pursuant to section 171(1) of the Act, a member entitled to vote at a Meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change this method of voting by members not in attendance at a Meeting of members.

6.06 Proxy Voting

Proxy voting shall not be permitted.

6.07 Quorum at Meetings

Subject to the Act, a quorum at any Meeting of the members shall be 20 members present at the meeting. 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. If a Meeting of members is adjourned due to the lack of a quorum, notice shall be sent to all members advising them of the new time and place of the rescheduled meeting. For the purpose of determining quorum, a member may be present in person or by telephonic and/or other electronic means.

6.08 Participation by Electronic Means

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this By-Law, any person participating in a Meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

If the Directors or members of the Corporation call a Meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.09 Votes to Govern

At any Meeting of members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. 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 chairperson of the meeting in addition to an original vote shall have a second or casting vote.

6.10 Chairperson of Meetings

The President shall act as the chairperson of any Meeting of members. In the event that the President is absent, the President-Elect shall be the chairperson of the meeting. If the President- Elect is unavailable the members who are present and entitled to vote at the meeting shall choose one of their number to be the chairperson of the meeting.

6.11 Proposals at Annual Members Meeting

Subject to compliance with section 163 of the Act, a member entitled to vote at annual meetings may submit to the Corporation notice of any matter that the member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of directors if the Proposal is signed by not less than 5% of members entitled to vote at the meeting at which the Proposal is to be presented. Subject to the Act, the Corporation shall include the Proposal in the notice of meeting and if so requested by the member, shall also include a statement by the member in support of the Proposal and the name and address of the member. The member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the members present at the meeting.

6.12 Persons Entitled to be Present

The only persons entitled to attend Meetings of members shall be the members, the directors, the Public Accountant, Emeritus Fellows, 90+ Fellows, International Fellows and Honorary Fellows, and any other person or persons who are entitled or required under any provision of the Act or the Articles or By-laws to be present at the meeting. Any other person or persons may be admitted only on the invitation of the chairperson of the meeting or with the consent of the members.

6.13 Minutes of Meetings

Minutes of all Meetings of members shall be available to members upon request and shall be made available to all members attending the next Meeting of members.

SECTION 7 – DIRECTORS

7.01 Authority and Responsibility

Subject to the Act and the Articles, the Board shall manage, or supervise the management of, the activities and affairs of the Corporation.

7.02 Number of Directors

The Board shall consist of a number of directors between the minimum and maximum number of directors specified in the Articles. The Board shall be comprised of the fixed number of directors as determined from time to time by the members by Ordinary Resolution or, if the Ordinary Resolution empowers the directors to determine the number, by resolution of the Board. The minimum number of directors may not be fewer than three (3) and at least two directors must not be officers or employees of the Corporation.

7.03 Composition of Board

The Board shall be comprised as far as possible of the following directors, all of whom shall be elected by the members of the Corporation:

- (a) President;
- (b) President-Elect;
- (c) Past-President;
- (d) Secretary/Treasurer; and
- (e) Up to Ten (10) members.

7.04 Qualifications of Directors – General

To be a director of the Corporation an individual must be at least 18 years of age and must be a member of the Corporation. No person who has been declared incapable by a court or who has the status of a bankrupt shall be a director.

7.05 Election of Directors and Term

- (a) Subject to the Articles and By-Laws, directors shall be elected by the members by Ordinary Resolution at an annual Meeting of members at which an election of directors is required.
- (b) The terms of office of directors shall be established by Ordinary Resolution of the members provided that no director shall hold office for longer than a three (3) year term. It is not necessary that all directors elected at a meeting of members hold office for the same term.
- (c) Directors shall be eligible for re-election without limitation.
- (d) If directors are not elected at a Meeting of members, the incumbent directors shall continue in office until their successors are elected.
- (e) The Board shall establish a Nominations Committee and the Nominations Committee will present a report to the members for the election of directors and such report will be prepared in accordance with this By-Law, the committee's terms of reference, and the Corporation's policies and procedures.

7.06 Ceasing to Hold Office

A director shall cease to hold office when such director dies, submits a written resignation to the Corporation, is removed in accordance with the Act or ceases to meet the qualifications of a director set

out in section 7.04. A resignation of a director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

7.07 Indemnity

Subject to the limitations contained in the Act, but without limiting the right of the Corporation to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Corporation shall, from time to time and at all times, indemnify each director or officer or former director or officer (and each such director's, officer's or other individual's respective heirs, executors, administrators, or other legal personal representatives and his or her estate and effects, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity), against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved provided that the individual to be indemnified acted honestly and in good faith with a view to the best interests of the Corporation and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful.

7.08 Consent to Serve

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:

- (a) the individual was present at the meeting when the election took place and did not refuse to hold office as a director; or
- (b) the individual was not present at the meeting when the election took place but (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 (ii) has acted as a director after the election.

7.09 Filling Vacancies

If a quorum of the directors is then in office, vacancies on the Board may be filled for the remainder of the term by the remaining directors, if such directors determine it appropriate to do so (except for vacancies resulting from an increase in the minimum or maximum number of directors provided for in the Articles, or failure to elect the minimum number of directors provided for in the Articles). If there is not a quorum of directors, or if there has been a failure to elect the minimum number of directors provided for in the Articles, the remaining directors shall forthwith call a special Meeting of members to fill the vacancies, provided that if the directors fail to call such meeting or if there are no directors then in office, the meeting may be called by any member.

7.10 No Remuneration of Directors

The directors shall receive no remuneration for acting as such, but shall be entitled to be paid their reasonable expenses properly incurred in the performance of their duties, including their travel and other expenses properly incurred in attending meetings of the Board, of any committee, or of the members.

SECTION 8 – MEETINGS OF DIRECTORS

8.01 Calling of Meetings

The Board may meet at any place and meetings of the Board may be called by the President of the Board or any four (4) directors at any time.

8.02 Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 12.01 to every director of the Corporation not less than 5 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

8.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

8.04 Quorum for Board Meetings

A quorum shall be majority of the number of directors determined in accordance of with section 7.02. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting. For the purposes of determining quorum, a director may be present in person, or, if authorized under this By-law, by teleconference and/or other electronic means.

8.05 Chairperson of Board Meetings

The President shall act as the chairperson of any meeting of the Board. In the event that the President is absent, the President-Elect shall be the chairperson of the meeting. If the President- Elect is unavailable, the directors who are present shall choose one of their number to be the chairperson of the meeting.

8.06 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

8.07 Committees of the Board

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board shall have the power to disband any committee which it creates.

8.08 Resolutions in Writing

A resolution in writing, signed by all the directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings.

8.09 Participation at Board Meetings by Telephone or Electronic Means

If all of the directors present at or participating in the meeting consent, a meeting of the Board may be held by such telephonic, electronic or other communication facilities as to permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a director participating in the meeting by those means is deemed for the purposes of the Act to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board.

SECTION 9 – OFFICERS

9.01 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated, shall have the following duties and powers associated with their positions:

(a) President - the president shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The president shall preside at all meetings of the Board and the members. The president shall also be responsible for the preparation and distribution of all agendas for meetings of the Board and the members.

(b) President-Elect– the president-elect shall assist the president in performing the business and managing the affairs of the Corporation. In the absence of the president, the president-elect shall preside at all meetings of the Board and the members.

(c) Past-President – the past-president shall have such powers and duties as the Board may specify including serving as the chairperson for the Nominations Committee.

(d) Secretary – the secretary shall cause to be entered in the Corporation's minute book, minutes of all proceedings at meetings. The secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. The secretary shall be the

custodian of the corporate seal, all books, papers, records, documents and other instruments belonging to the Corporation.

(e) Treasurer – the treasurer shall be responsible for supervising the general financial operations of the Corporation and shall have such powers and duties as the Board may specify.

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 or president 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. Subject to the Act and these By-Laws, if the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

9.02 Multiple Offices

Two or more offices of the Corporation may be held by the same person.

SECTION 10 – EMERITUS, 90+, INTERNATIONAL AND HONORARY FELLOWS

10.01 Role of Emeritus, 90+, and International Fellows

(a) Emeritus, including 90+ Fellows shall contribute their time and expertise to the activities of the Corporation. Their expert opinions shall be used to assist the specific tasks undertaken by the Board and they can serve on any committee. Emeritus and Honorary Fellows are not members of the Corporation and will not be eligible to vote at Meetings of members or to serve as a director or officer of the Corporation. The process for nominating and appointing Emeritus and Honorary Fellows shall be determined by the Board or by a committee of the Board.

(b) 90+ is a special category of Emeritus Fellow reserved for Fellows who turn 90 on or before December 31 of the year they become a 90+ Fellow. Rights and privileges of 90+ Fellows will be determined by the Board from time to time.

(c) International Fellows shall contribute their time and expertise to the activities of the Corporation. Their expert opinions shall be used to assist the specific tasks undertaken by the Board and they can serve on any committee. International Fellows are not members of the Corporation and will not be eligible to vote at Meetings of the members or to serve as a director or officer of the Corporation. The process for nominating and appointing International Fellows shall be determined by the Board or by a committee of the Board.

10.02 Honorary Fellows

The Honorary Fellowship is the highest award bestowed by the Canadian Academy of Engineering. The criteria and process for awarding the Honorary Fellowship will be determined by the Board from time to time. The Honorary Fellowship may be awarded to a Fellow (Active, Emeritus or International) or a non-Fellow who meets the criteria. Being awarded an Honorary Fellowship does not restrict the rights and privileges of a current or future Fellow of the Academy. Additional benefits of an Honorary Fellowship may be set by the Board from time to time.

SECTION 11 – DISCLOSURE OF INTEREST

11.01 Disclosure of Interest

A director or an officer shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of the directors or of committees, the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the director or officer:

- (a) is a party to the contract or transaction;
- (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

The timing of any such disclosure shall be done in accordance with the Act.

11.02 Voting

A director required to make a disclosure under section 11.01 above shall not, unless otherwise permitted by the Act, vote on any resolution to approve the contract or transaction.

11.03 Avoidance Standards

A contract or transaction for which disclosure is required under section 11.01 above is not invalid, and the director or officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if:

- (a) disclosure of the interest was made in accordance with this section 11;
- (b) the directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

SECTION 12 - NOTICE

12.01 Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a Meeting of members or a meeting of the Board, to be given, sent, delivered or served pursuant to the Act, the Articles, the By-laws or otherwise to a member, director, officer or member of a committee of the Board or to the Public Accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of Change of Directors); or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, Public Accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Pursuant to subsection 197(1) (Amendment of Articles or By-laws) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change the method of delivery of notice.

12.02 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 Corporation 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.

SECTION 13 – FUNDAMENTAL CHANGES

13.01 – Fundamental Changes to Articles and By-laws

A special resolution of the members is required to make any amendment to the Articles or the By-laws of the Corporation to do the following:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;

- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of members;
- (e) change a condition required for being a member;
- (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to the provisions of the Act, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the Articles;
- (j) change the statement of purpose of the corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

SECTION 14 – BY-LAWS

14.01 Effective Date

This **By-Law No. 1** shall be effective only on the continuance of the Corporation under the Act.

14.02 By-Laws, Amendment or Repeal

Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members 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 to the members at the next Meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Amendment of Articles or By-laws) of the Act because such by-law amendments or repeals are only effective when confirmed by the members.

CERTIFIED to be **By-Law No. 1** of the Corporation, as enacted by the directors of the Corporation by resolution on **the day of , 2020**, and confirmed by the members of the Corporation by special resolution on **the day of , 2020**

Dated as of **the day of , 2020**

President: Dr. Yves Beauchamp