



**MUNICIPAL
ENGINEERS
ASSOCIATION**

MEA BYLAW AMENDMENT

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Executive Director

November 16, 2023

BACKGROUND

- ▶ MEA is a Not-for-Profit Corporation
 - ❑ Governed by *Ontario Corporations Act* since MEA incorporated in 2007
- ▶ Ontario's *Not-for-Profit Corporations Act (ONCA)* replaced *Ontario's Corporations Act* on October 19, 2021.
 - ❑ Act applies to members, directors, officers, administrators and others supporting the corporation.
- ▶ Existing not-for-profit corporations previously governed under the *Corporations Act* have a three-year transition from the date ONCA came into force to make any necessary changes to their incorporating and other documents to bring them into conformity with ONCA.
 - ❑ MEA must comply by October 19, 2024.
 - Amended Bylaw
 - Amended Articles of Incorporation (replace current Letters Patent).
 - ❑ MEA's 2023 AGM is the last opportunity for MEA members to ratify new Bylaw without calling a special meeting of members to ratify in 2024.

BoD ACTIVITY - RESPONSE TO ONCA

- ▶ Formed a Board sub-committee to lead the review:
 - ❑ Matthew Miedema
 - ❑ Taylor Crinklaw
 - ❑ Ben de Haan
 - ❑ Dan Cozzi

- ▶ Retained Sophia E. Dunkley (Oakville Law), to assist in addressing the required changes MEA needed to make to comply with ONCA.
 - ❑ Sophia is here with us today via ZOOM.

- ▶ MEA BoD provided direction on other non ONCA related changes it felt were important to address while amending the bylaw. Focus on:
 - ❑ Ensuring a high level of experience is sustained on the BoD.
 - ❑ Administrative changes

- ▶ Clean copy of the amended Bylaw was distributed to all MEA members as part of the AGM Report Package via eblast on November 2, and is loaded in the conference app.
 - ❑ Summary memo from Sophia Dunkley highlighting the changes to the Bylaw/Articles

- ▶ MEA Board has approved the amended Bylaw/Articles of Incorporation to be presented to the membership for approval at the 2023 AGM.

SUMMARY OF AMENDMENTS

▶ RECITALS:

- ❑ (A) to (E) to provide background and context for the revision of the by-laws PER ONCA

▶ DEFINITIONS:

- ❑ Section 1.01: added and/or revised terms for greater clarity and understanding
 - Examples – *Digital Means*, *Head Office location*, *EITs*

▶ HEAD OFFICE:

- ❑ Section 1.02: updated to current Oakville address

▶ MEMBERSHIP:

- ❑ Section 2.02: Terminology of classes updated -- now have Voting and Non-Voting
- ❑ Section 2.06: detail that members can be expelled/removed, must maintain good standing (e.g., acting in the best interest of the association)

▶ QUALIFICATIONS OF DIRECTORS/OFFICERS:

- ❑ Section 5.02a: fixed number but which can be modified by special resolution of Members
- ❑ Section 5.02b: Clarification to match new Officer Positions later in Bylaw
- ❑ Section 5.02c: Clarification on the amount of municipal representation on Board
- ❑ Section 5.03: Clarification that President whose term has expired is eligible for re-election to the Board after a 5-yr waiting period.
- ❑ Section 5.04: Clarification that Board members must be a Voting Member

SUMMARY OF AMENDMENTS

▶ MEETINGS OF DIRECTORS:

- ❑ Section 7.10: Reference number of Board meetings per year
- ❑ Section 7.12: Board Meeting Attendance Requirement

▶ POWERS OF DIRECTORS:

- ❑ Section 8.01: added for greater clarity and to distinguish from officer duties/delegated powers
- ❑ Section 8.05: Polices approved by Board to be posted on MEA website

▶ OFFICERS:

- ❑ Section 9.01: Described and distinguished from Director positions
- ❑ Section 9.02 a-c: Appointments/terms updated to reflect new officer structure
 - Added 1st & 2nd Vice Presidents
 - Added in 2-year term for Secretary-Treasurer.
 - Added in 3-yr term for Directors appointed to 2nd Vice President.
- ❑ Section 9.03 – 9.06: Duties of Officers updated.

▶ EMPLOYEES & AGENTS

- ❑ Section 10.01: Executive Director – confirming the reporting structure to the Board
- ❑ Section 10.02: Other Employees / Agents – confirming the reporting of employees/agents to the Executive Director.

SUMMARY OF AMENDMENTS

▶ **DISCLOSURE OF INTEREST:**

- ❑ Section 16.02: added paragraph to provide further details to direct the association about circumstances where disclosure of interest is required, and the recusing from voting of such Director/Officer who has an interest in the vote/matter

▶ **DISCIPLINE AND DISPUTE RESOLUTION:**

- ❑ Section 17.01: Discipline of Members - added paragraph to provide guidance on who Members can be expelled, suspended or removed, and to create a procedure that is based on procedural fairness
- ❑ Section 17.02: Mediation and Arbitration—added paragraph to provide guidance on dispute resolution between Members, Directors, Officers, Committee members, employees or volunteers of the Association
- ❑ Section 17.03: added paragraph to provide the dispute resolution process to be followed in the event of a dispute instead of seeking a legal remedy through the courts, which will be less costly in terms of time and money

BOARD STRUCTURE

► CURRENT BY-LAW vs AMENDED BYLAW:

CURRENT*	AMENDED**
President	President
Vice President	1 st Vice President
Secretary-Treasurer	2 nd Vice President
Past-President (ex-officio)	Secretary-Treasurer
6 Directors	Past-President (ex-officio)
	5 Directors

► TERMS

- Moving from 1 and 2- year terms* to 1,2 and 3-year terms**

ARTICLES OF INCORPORATION

- ▶ Previously referred to as *Letters Patent*
- ▶ As amended, will be referred to as *Articles of Incorporation*
 - Requires to be entered in the Ontario Corporation Registry once ratified by Membership:
 - Enter Head Office Address as per amended Bylaw
 - Enter new membership class definitions as per amended Bylaw
 - Enter dissolution clause as per amended Bylaw
 - Number of Directors
 - Enter Names of Officers
 - Annual update/filing – will need to adding in names of Officers as they change after each AGM

QUESTIONS?

Thank-you

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