

**NORTHWEST TERRITORIES AND NUNAVUT ASSOCIATION OF PROFESSIONAL  
ENGINEERS AND GEOSCIENTISTS (NAPEG)**

**BYLAWS**

**PART 1 – General Bylaws**

**Interpretation**

1. All terms created and defined in the *Practice of Engineering, Geoscience and Applied Technology Act* of the Northwest Territories, as amended and/or repealed and replaced from time to time (the “**Act**”), and/or any regulations, orders or other instruments made thereunder as amended and/or repealed and replaced from time to time shall apply in these Bylaws. In these Bylaws, references to the “Act” shall, as context requires, include any regulations, orders or other instruments made under the Act as amended and/or repealed and replaced from time to time.
2. All references to specific Sections, Subsections, or other provisions of the Act shall be interpreted to contain “as amended and/or repealed and replaced from time to time”.
3. All words and phrases used in these Bylaws shall be interpreted with such changes to number and gender as context requires.
4. The word “including” and all words and phrases of a similar nature or meaning shall be interpreted to mean “including, but not limited to” or such other similar turns of phrase as context requires.
5. In these Bylaws, the terms “person” and “applicant” include “firms” as the Act defines this term and any other unincorporated association or organization as context requires.
6. Except where the Act or these Bylaws indicate otherwise, any notice required under these Bylaws may be provided by email or other electronic or telephonic means, and notice provided in these manners shall be deemed received on sending.
7. These Bylaws and all other Bylaws of the Association shall be published on the website of the Association.

**Composition and Election of Council**

8. The terms of all current members of Council as of the passage of these Bylaws shall continue for the term for which they were originally elected. For greater certainty, this includes any members of Council whose positions were terminated by any changes to the composition of Council in the Act or these Bylaws; once the terms of any such

members of Council have concluded, the position shall be terminated, and no one shall be elected to it.

9. Subject to the existing terms of sitting Council members as of the date of the passage of these Bylaws, Council shall be composed of the following members that serve the following terms:
  - a. One (1) president, elected for a term of two (2) years;
  - b. One (1) first vice-president, elected for a term of two (2) years;
  - c. One (1) second vice-president, elected for a term of one (1) year;
  - d. Six (6) additional council members, elected as set out in Section 10;
  - e. The immediate past-president, if they are willing and able to serve; and
  - f. Up to two lay members, appointed by the Minister for a term of three (3) years.
10. Council members shall be elected as follows:
  - a. The President shall be elected separately with only those nominees specifically nominated for the position of President to be voted for as such.
  - b. The Vice President shall be elected separately with only those nominees specifically nominated for the position of Vice President to be voted for as such.
    - i. As per the Act, the nominee receiving the most votes shall become the first vice-president;
    - i. As per the Act, the nominee receiving the second-most votes shall become the second vice-president.
  - c. All Council members whose positions are created in Sections 9.d of these Bylaws shall be elected in a single vote where the following positions are determined as follows:
    - i. In years where not all of these positions are up for election, these rules shall be adjusted to account for this such that the number of Council positions available shall be filled by the corresponding number of nominees who receive the most votes;

11. Not less than ninety (90) days prior to each annual general meeting of the Association in which a Council member will need to be elected, the Executive Director shall issue a call for nominations for members of Council. Any registrant may, subject to any eligibility or other requirements contained in the Act or these Bylaws, nominate any other registrant to run for Council. On receipt of any such nomination, the Executive Director shall seek the written consent of all such nominees to serve as members of the Council if elected; only those persons so nominated who submit such written consent at least sixty-one (61) days prior to such annual general meeting may be submitted to the registrants in the notice required by Section 13 or for a vote by the registrants at such annual general meeting.
12. Additionally, not less than seventy-five (75) days prior to each annual general meeting of the Association, the Nominating Committee created by Section 102 of these Bylaws shall submit to the Executive Director a list of, if sufficient potential nominees are available, at least two (2) nominees for each opening on Council. Additionally, when creating such lists, the Nominating Committee shall:
  - a. When selecting nominees, endeavor to maintain a balance on the Council among all professions regulated by the Act and communities in the Northwest Territories and Nunavut and give due consideration to maintaining diversity on the Council; and
  - b. Secure the written consent of all such nominees to serve as members of the Council if elected, and such consents shall accompany the lists of nominees submitted by the Nominating Committee to the Executive Director.
13. Not less than sixty (60) days prior to each annual general meeting of the Association, the Executive Director shall send to each registrant a list of all nominees. A list of such nominees published in any Association publication sent to all registrants at least sixty (60) days in advance of the relevant annual general meeting of the Association shall be deemed to comply with this requirement.
14. Elections of members of the Council shall be conducted by electronic ballot.
15. Each ballot shall list every nominee for Council positions. Each nominee shall be identified by their name and professional designation. Registrants who are in good standing shall vote, as is applicable in any given year, for the President and for as many nominees as there are other Council positions available. For example, if three (3) other Council positions were available, each registrant would vote for three (3) nominees.
16. Ballots shall be provided to the registrants by the Executive Director not later than thirty (30) days prior to the relevant annual general meeting of the Association. For greater certainty, ballots may be provided by any electronic means.

17. Only ballots submitted by midnight (Mountain Standard Time) on the fourteenth (14<sup>th</sup>) day prior to the relevant annual general meeting of the Association will be counted.
18. The Executive Director shall then publish election results through any medium generally accessible to the registrants, including the website of the Association.
19. In the case of a tie vote, the sitting President shall cast the deciding vote.
20. The winners of all such votes shall take office at the conclusion of the annual general meeting of the Association following the vote, subject to any rules to the contrary in the Act or these Bylaws.
21. If any nominee wins a membership in the Council through an election and any registrant presents the sitting Council with credible evidence of impropriety in an election and such impropriety may arguably have influenced the outcome of such election (where such credibility and possibility of influence are determined by the Council in its sole and absolute discretion), such registrant may request a new election for any Council member positions potentially affected by the alleged impropriety.
22. Any registrant that wishes to request a new election on the grounds of alleged impropriety must submit their request in writing with all relevant evidence at least five (5) days prior to the upcoming annual general meeting of the Association.
23. On receipt of such request, Council may then, in its own sole and absolute discretion, direct that a second election be done for any Council member positions that may have been affected by such alleged impropriety on the following terms:
  - a. The upcoming annual general meeting of the Association shall remain scheduled as it was, but the newly elected Council members shall not take office until the conclusion of this second election and the otherwise departing Council members shall remain in office until that time;
  - b. By the date of the upcoming annual general meeting of the Association, the Executive Director shall provide new ballots to all registrants;
  - c. All registrants must return such ballots by fourteen (14) days after the annual general meeting of the Association; and
  - d. The Executive Director must publish the results of the second election within two (2) days of the closing of this second election.
24. Registrants may submit a request for a recount or further new election on the same grounds as the original election within five (5) days of the announcement of the results, and Council shall have the same powers to rectify the situation as they did for the first

new election. Council shall make its decision within five (5) days of its receipt of the request. Should Council decide to hold a second new election:

- a. The Executive Director shall have five (5) days from the decision of Council to provide new ballots to registrants;
- b. All registrants must return such ballots within fourteen (14) days of their provision;
- c. The Executive Director must publish the results of the second election within two (2) days of the closing of this third election; and
- d. This process may be repeated as many times as Council deems necessary in its sole and absolute discretion.

### **Representatives on Other Bodies**

25. Council may appoint registrants to represent the Association on Engineers Canada and Geoscientists Canada.
26. Council may appoint registrants to represent the Association on the council, governing body, or committees of any other organization or association.

### **Representatives from Other Bodies**

27. The council may invite any organization or association to appoint a member of its Executive Committee as a representative to attend such meetings of Council as Council may determine. No such appointee may vote on any issue before either the Council or the Executive Committee.

### **Meetings of Council**

28. Council shall meet at the call of the President or on request in writing to all other members of Council signed by not less than three (3) Council members. Additionally, in the event there are fewer than three Council members, such Council members as are then sitting may call meetings.
29. The time and place of Council meetings shall be fixed and notice of the same provided by the President or by the Council members, whichever called the meeting. Such notice shall state the business of the meeting in question.
30. Notice of meetings of Council shall be provided:
  - a. For ordinary meetings of Council, in writing at least five (5) days in advance;
  - b. For emergency meetings of Council, at least twenty-four (24) hours in advance;

- c. Additionally, Council may call a meeting at any time on the unanimous agreement in writing (which writing may include separate emails from the Council members) of all sitting Council members;
  - d. Further, the President may set a schedule of meetings of Council, which schedule shall constitute notice for all meetings of Council so scheduled;
31. The Quorum for any meeting of Council is of five (5) members of Council, or, if at any time there are fewer than five (5) members of Council, as many members of Council as there then are.
  32. Decisions of Council shall be made by simple majority vote (resolution), except where otherwise provided in these Bylaws, the Act, or other law.
  33. Council members may attend meetings of the Council by any electronic or telephonic means that allows Council members to hear and speak to each other.
  34. The proceedings at all meetings of the Council shall be governed by the latest edition of *Robert's Rules of Order*, except as these Bylaws, the Act, or other law may otherwise provide.
  35. If any member of Council is unable to attend a meeting of Council, they shall so inform the President prior to the meeting.
  36. If any member of Council is absent from three (3) consecutive meetings of Council without the approval of Council, Council may declare that such member of Council has been deemed to have resigned.
  37. Members of Council and, at the discretion of Council, appointed representatives of the Association, members of committees of the Association, registrants invited for special purposes and the representatives of other organizations shall be paid the reasonable out-of-pocket expense of attending meetings of the Council or of the Association or when traveling on business of the Association.
  38. Council may make such policies for the management and governance of the Association as may be permitted under the Act and as it considers prudent or beneficial in its sole discretion.

### **Meetings of the Association, Fiscal Year, and Audit**

39. An annual general meeting of the Association shall be held every year. At each such meeting, the Council shall submit a recommendation as to the date and place of the next annual meeting.

40. Notice of the annual general meeting shall be sent in writing to all registrants at least ninety (90) days in advance of the meeting.
41. The following items of business shall be dealt with at the annual meeting:
- a. Minutes of the last annual meeting and of any special meetings held since the last annual meeting;
  - b. Business arising from the minutes;
  - c. Report from the President;
  - d. Reports of representatives of the Association;
  - e. Reports of committees;
  - f. Auditor's report;
  - g. Appointment of auditor;
  - h. Motion to receive the Association's Annual Report;
  - i. New business;
  - j. Fixing the date and place of the next annual meeting;
  - k. Announcement of the results of the annual election;
  - l. Announcement of the Nominating Committee.
42. Special meetings of the Association may be called as set out in the Act.
43. Written notice calling a special meeting of the Association shall be sent to all registrants at least ten (10) days in advance of the date of the meeting and shall clearly state the business to be conducted at the meeting, and no other business shall be transacted at the meeting.
44. The Quorum for any meeting of the Association is twenty (20) registrants.
45. Registrants may attend meetings of the Association in person or by any electronic or telephonic means that allows them to hear and speak with other attendees.
46. At any meeting of the Association, registrants in the Northwest Territories, registrants in Nunavut, and registrants not resident in either Territory shall have the same voting powers.

47. Decisions at any meeting of the Association shall be made by simple majority vote, except where otherwise provided in these Bylaws, the Act, or other law.
48. The proceedings at all meetings of the Association shall be governed by the latest edition of *Robert's Rules of Order*, except as these Bylaws, the Act, or other law may otherwise provide.
49. The fiscal year of the Association shall end on the 31st day of December of each year.
50. The finances of the Association shall be audited annually by the auditor appointed at the most recent annual general meeting of the Association.
51. The auditor shall be a professionally qualified accountant who shall be appointed annually at the annual general meeting of the Association.
52. Each year, prior to the annual general meeting of the Association, the auditor shall submit a written report, a copy of which shall be given to the registrants at an annual meeting. Publication of this annual report will be available on the Association's website or in any publication of the Association sends to its members, shall be deemed to meet this requirement.

#### **Executive Director and Other Officers**

53. The council shall appoint an Executive Director as required by the Act.
54. The Executive Director does not need to be a registrant.
55. The Executive Director shall receive remuneration as set by Council from time to time.
56. The Executive Director shall be responsible for day-to-day management of the business and affairs of the Association and its employees and such duties as are assigned to the Executive Director by the Act. Without limiting the generality of the foregoing, the Executive Director shall be responsible for:
  - a. Maintaining a register of all registrants, permit holders and registrants-in-training that is readily available to the public;
  - b. The presentation of business and recording of proceedings at all meetings of the Association and of Council;
  - c. Conducting the correspondence of the Association and keeping full records thereof;
  - d. The books and accounts of the Association and ensuring that all moneys due the Association are collected;

- e. Paying the expenses and liabilities of the Association;
  - f. Providing from time to time such information and reports as may be requested by Council, or which the Executive Director deems in the interest of the Association;
  - g. Publishing the Association's schedule of fees, and
  - h. Such other functions as are set by Council from time to time or are necessary or expedient for the proper administration of the affairs of the Association generally.
57. The Council may also delegate such authorities as it deems prudent or beneficial to the Executive Director from time to time.
58. The Executive Director shall make all hiring and firing decisions, subject to confirmation of the same by the Executive Committee.
59. The Executive Director may only enter into contracts up to \$100,000 in value, borrow money or pledge assets for up to \$50,000, and/or one (1) year in duration, unless any such thing has been previously approved in a budget approved by the Council. All other such decisions shall be made by Council.
60. Council may create positions for such other officers of the Association with such titles and duties as it deems prudent from time to time in its sole discretion. Such officers shall not need to be registrants, unless registration is required due to the nature of the employment or duties of the officer.

### **Board of Examiners**

61. The Board of Examiners of the Association of Professional Engineers and Geoscientists of Alberta is designated as the Board of Examiners in Engineering, Geoscience, and Applied Science Technology under Section 19(1) of the Act until an alternative Board of Examiners is designated or appointed by Council.

### **Applications**

62. Applications for registration as registrants, permit holders, and registrants-in-training shall be submitted to the Executive Director on behalf of Council in the forms prescribed by Council. All prescribed fees shall accompany any such application.
63. Applications to renew, reinstate, lift the suspension of, or withdraw the registration of any registrant, permit holder, or registrant-in-training shall be submitted to the Executive Director on behalf of Council in the forms prescribed by Council. All prescribed fees shall accompany any such application.

64. All applications shall be first reviewed by the Executive Director. After reviewing any application, the Executive Director shall submit it along with their recommended decision to the Council.
65. All applicants shall, as long as they are otherwise qualified under the Act and these Bylaws, be referred by Council to the Board of Examiners to determine whether they must sit any examination(s) prior to being registered as a registrant. Upon the successful completion of such examination(s) or the provision of notice to the Council by Board of Examiners that no examinations are required and the provision of notice of the same to the Association, any such applicant's application shall be again reviewed by the Executive Director and thereafter submitted to Council with the Executive Director's recommended decision.
66. Applicants who meet all criteria for registration under the Act and these Bylaws for the professional designation that they have applied for or to be a permit holder, as the case may be, shall be so registered by Council, unless they are otherwise disqualified. For greater certainty, this includes any applicants qualified for registration by their registration (or the equivalent of such) with an equivalent extraterritorial professional association and/or under the *Canadian Free Trade Agreement* (as amended and/or repealed and replaced from time to time) and/or any local implementing legislation for the same.
67. Any applicant that does not meet all criteria for registration under the Act and these Bylaws for the professional designation that they have applied for but who meets all criteria to be registered as a registrant-in-training in relation to such professional designation under the Act and these Bylaws shall be registered as a registrant-in-training within that profession by Council, unless they are otherwise disqualified.
68. Applications to lift the suspension of or reinstate a registrant, registrant-in-training, or permit holder (as the case may be) shall only be approved by Council if all conditions for the lifting of the suspension or reinstatement have been met.

### **Other Qualifications**

69. In addition to any applicable qualifications set out in the Act, all applicants must meet the following additional qualifications:
  - a. Applicants must be of good character;
70. When determining whether an applicant is of good character, Council may consider any factor it considers relevant. In particular, and without limiting the generality of the foregoing, Council may consider:
  - a. The past disciplinary history of the applicant either before the Association or any other professional organization of which they are or have been a member;

- b. Any complaints against the applicant either made to the Association or any other professional organization of which they are or have been a member;
- c. Any past or present litigation against the applicant involving their professional work or conduct or which may tend to influence the perception of their character; and
- d. The personal conduct of the Applicant, either in or outside of professional situations.

71. In making a determination of whether an applicant is of good character, the Council may require that such applicant submit any materials that it considers relevant to its inquiry in order for the applicant's application to proceed.

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### **Renewal Applications**

72. All registrants, registrants-in-training, and permit holders must submit a renewal application for each fiscal year of the Association.

73. Such renewal applications must be submitted by January 1 each year. To be complete, such applications must be submitted along with all prescribed fees, a statement declaring whether or not they have worked in their profession in the past year, and a report detailing the continuing professional development activities done in the previous fiscal year of the Association (if any) in the form prescribed by Council.

74. Any registrant, registrant-in-training, or permit holder that fails to complete such renewal application within thirty (30) days of January 1 each year shall automatically become an inactive registrant.

### **Inactive Registrants**

75. A registrant shall become an **"inactive registrant"** on the occurrence of any of the following:

- a. Such person submits an application in the form required by Council and with the required fee to become an inactive registrant;
- b. Such person fails to submit a complete renewal application within thirty (30) days after the deadline for such complete application set out in these Bylaws; or
- c. Such person fails to work in their profession for five (5) consecutive years.

76. Inactive registrants cannot practice their profession for so long as any such person is an inactive registrant.

77. To cease being an inactive registrant, such person must submit an application for reactivation demonstrating that they meet all requirements for such reactivation to the Executive Director on behalf of Council. The Executive Director shall then review and submit such application along with their recommended decision to Council.
78. If an applicant for reactivation fails to comply with any requirements that are imposed on them under Section 27 of the Act, Council may terminate their registration in its discretion (subject to any requirements of the Act and these Bylaws for the termination of a registration).
79. For greater certainty, all inactive registrants are also required to submit renewal applications with the prescribed fees each year.
80. Inactive registrants are exempted from continuing professional development requirements for so long as they remain inactive registrants.

### **Fees**

81. All fees payable under the Act, these Bylaws, or otherwise are set out in **Schedule A** to these Bylaws.
82. For applicants applying to become a registrant, registrant-in-training, or permit holder for the first time, the annual fee that would otherwise apply shall be prorated in proportion to the amount of the year for which they will become such. For applicants applying for reactivation, their annual fee shall be the annual fee for an active registrant, registrant-in-training, or permit holder (as the case may be)
83. All fees not paid on time shall be subject to compound interest at the rate of 19.99% per annum, calculated and compounded monthly.

### **Certificates**

84. On the registration of every registrant and permit holder, Council shall issue a certificate of registration to such registrant or permit holder.

### **Registrants-in-Training**

85. The titles Engineer-in-Training, Geologist-in-Training, Geophysicist-in-Training or Geoscientist-in-Training may be used by any registrant-in-training to which such title relates.
86. Upon becoming a registrant-in-training, such person has six (6) years to meet all qualifications necessary for them to register as a registrant. Should they fail to do so, they will need to reapply to be a registrant-in-training and restart their registrant-in-

training process. However, such registrant-in-training may request in writing that Council extend this period, which Council may do in its reasonable discretion.

87. No persons shall be admitted as a registrant-in-training if at the time of their application that person is qualified to become a registrant.

### **Distinguished Life Members and Life Registrants**

88. Any registrant wishing to become a **"Life Registrant"** may apply in the form prescribed by Council. Such application shall be submitted along with any applicable fee to the Executive Director on behalf of Council. The Executive Director shall review all such applications and thereafter submit the same along with their recommended decision to Council for a final decision.
89. To qualify to become a Life Registrant, a registrant must have at least twenty-five (25) total years of practice in the profession for which they are a registrant in the Northwest Territories and/or Nunavut.
90. Council, in its sole and absolute discretion by unanimous vote, may confer the title **"Distinguished Life Registrant"** upon any registrant who has rendered exceptional service to the Association and/or their profession. For greater certainty, a registrant does not need to meet the requirements of being a Life Registrant to become a Distinguished Life Registrant.
91. Any registrant that had been granted the status of "Life Member" or "Distinguished Life Member" prior to the coming into force of these Bylaws shall automatically continue as Life Registrants and Distinguished Life Registrants, as the case may be.
92. Life Registrants and Distinguished Life Registrants shall pay the annual fee for their classification set out in Schedule A to these Bylaws. Any annual fees already paid by such registrants in the year in which they become a Life Registrant or Distinguished Life Registrant shall not be prorated, but such Life Registrants and Distinguished Life Registrants that had already paid the annual fee for an ordinary, active registrant shall be exempt from paying the annual fee for a Life Registrant or Distinguished Life Registrant for the year in which they had already paid the annual fee for an ordinary, active registrant.
93. Life Registrants and Distinguished Life Registrants remain subject to all requirements of registrants in the Act and these Bylaws.
94. On their retirement, Life Registrants and Distinguished Life Registrants may submit a notice of the same to the Association in the prescribed form. This notice will be reviewed by the Executive Director and then sent with their recommended decision to Council for a final decision. After such notice has been approved by Council, a Life Registrant or Distinguished Life Registrant will no longer need to pay annual fees, submit a renewal

application, or comply with continuing professional development requirements to maintain their registration. Should any such Life Registrant or Distinguished Life Registrant wish to return to work in their profession, they must follow the reinstatement application process, and, if such application is approved, they will once again be subject to all the obligations of registrants, including paying annual fees, submitting renewal applications, and meeting continuing professional development obligations.

### **Honorary Registrants**

95. Council, in its discretion by unanimous vote, may confer the title of "**Honorary Registrant**" of the Association upon any person, firm, or other organization that has rendered exceptional service to or within any profession regulated by the Association, regardless of whether such person, firm, or other organization would qualify to be a registrant, registrant-in-training, or permit holder.
96. For greater certainty, Honorary Registrants cannot practice any profession regulated by the Association unless any such Honorary Registrant has completed all steps necessary for them to become a registrant for any such profession and been so registered; except where otherwise provided in these Bylaws, any Honorary Registrant who has become so registered has all of the rights and obligations of any other registrant.
97. Subject to Section 96, Honorary Registrants cannot vote at meetings of registrants.
98. Honorary Registrants are exempt from annual and other fees of the Association.

### **Committees, Sections, and Divisions**

99. Subject to the Act and any provisions it has regarding committees or any specific committee, Council may create such committees as it deems prudent or beneficial in its sole discretion. When establishing a new committee, Council shall set its membership, terms of reference, authorities, and rules of governance.
100. Members of all committees are expected to attend meetings on a regular basis. Failure by a member of a committee to attend three (3) consecutive meetings of any committee that they are on without valid excuse will result in the member being deemed to have resigned from such committee.
101. The proceedings at all meetings of all committees, Sections, and Divisions shall be governed by the latest edition of *Robert's Rules of Order*, except as these Bylaws, the Act, or other law may otherwise provide
102. Each year, Council shall appoint a Nominating Committee sufficiently in advance of the next annual general meeting of the Association so that all timelines for nominations and elections under these Bylaws may be met. Specifically:

- a. The powers of the Nominating Committee shall be those set out in Section 12 and this Section 102;
  - b. The Nominating Committee shall consist of five (5) registrants of the Association, one of whom shall be the immediate past-president;
  - c. The immediate past-president, if they are willing and able to serve in the office, shall be the chair of the Nominating Committee;
  - d. Council shall appoint registrants to fill any vacancies which may occur in the Nominating Committee;
  - e. Quorum for the Nominating Committee shall be a simple majority of its members;
  - f. Decisions of the Nominating Committee shall be made by simple majority vote; and
  - g. Meetings of the Nominating Committee shall be held at the call of its chair, who shall provide notice of such meetings at least two (2) days in advance of them.
103. There shall be an Executive Committee consisting of the president, the immediate past president, and the two vice-presidents. Specifically:
- a. The powers of the Executive Committee shall be as follows:
    - i. Making recommendations to Council regarding the hiring of any Executive Director; and
    - ii. Providing instructions to any other Committee regarding work any such Committee is to undertake and/or provide to Council or the Executive Committee.
  - b. The President shall be the chair of the Executive Committee;
  - c. Quorum for the Executive Committee shall be a simple majority of its members;
  - d. Decisions of the Executive Committee shall be made by simple majority vote;
  - e. Meetings of the Executive Committee shall be held at the call of its chair, who shall provide notice of such meetings at least two (2) days in advance of them; and
  - f. The Executive Director shall be allowed to attend all meetings of the Executive Committee but may not vote on any matters presented at such meetings.
104. The Discipline Committee shall:

- a. Consist of at least five (5) registrants each serving terms of two (2) years and up to two (2) lay members;
  - b. Except where the Act requires otherwise, decisions of the Discipline Committee shall be made by simple majority; and
  - c. Meetings of the Discipline Committee shall be held at the call of its chair, who shall provide notice of such meetings at least two (2) days in advance of them.
105. Sections of the Association are those established by the Act.
106. Council and its members shall be the executive of each Section of the Association. When meeting as the executive of a Section, Council shall follow the same rules for meetings of Council contained in the Act and these Bylaws.
107. General meetings of a Section may be convened in the same manner as general meetings of the Association are under the Act and these Bylaws.
108. Sections and their executives only have advisory powers as such.
109. Council may authorize the establishment of “**Divisions**” of the Association based on professional disciplines. When establishing any Division, Council shall set its membership, terms of reference, and rules of governance. Any Division and any executive or other leadership organ of a Division shall only have advisory powers as such.

#### **Stamp of the Association**

110. The stamp of the Association shall be in a form set from time to time by Council.
111. The Executive Director shall be the custodian of the stamp of the Association.

#### **Amendments of Bylaws**

112. These Bylaws may be amended and/or repealed and replaced by Council, subject to the requirements of the Act.

#### **Stamps of Registrants and Permit Holders**

113. Upon registration, each registrant and permit holder shall be issued a personal stamp for their professional use. The cost of such stamp shall be paid by the registrant or permit holder to which it is being issued.
114. The registrant or permit holder to whom any such stamp is issued is its custodian and is responsible for its safekeeping.

115. For registrants, a stamp shall only be affixed to plans, designs, specifications, reports, and similar documents by its custodian when such person is satisfied that the work has been completed to all applicable standards. The custodian shall sign across the imprint of the stamp and indicate the date of the signature.
116. In the case of permit holders, the officer or employee authorized by the permit holder shall only affix a stamp to plans, designs, specifications, reports, and similar documents when such officer or employee is satisfied that the work has been completed to all applicable standards. Such officer or employee shall sign across the imprint of the stamp and indicate the date of the signature.
117. All stamps shall be issued by the Association and no other stamps shall be made or caused to be made by any registrant, permit holder, or other person. However, registrants or permit holders may make or have made digital copies of their stamps.
118. All stamps remain the property of the Association and shall be returned on termination of registration. On the return of any stamp, any digital copies of it shall be destroyed by the registrant or permit holder to whom such stamp had been issued.

### **Continuing Professional Development**

119. Except where otherwise provided in these Bylaws, each fiscal year of the Association, all registrants other than registrants-in-training shall complete no less than eighty (80) hours of continuing professional development related to their profession. Registrants may complete this requirement over three (3) years, so long as by the end of every period of three (3) fiscal years after they become a registrant they have completed a total of two-hundred and forty (240) hours of continuing professional development, unless any registrant subject to such requirement submits a written request to Council for an extension and Council in its discretion grants such request.
120. The requirement to complete continuing professional development hours shall be pro-rated for each fiscal year in which any registrant was not a registrant for the entire year based on how many days of such year such registrant was a registrant. The prorated continuing professional development requirements of any such fiscal year must be completed by the end of such fiscal year, unless any registrant subject to such requirement submits a written request to Council for an extension and Council in its discretion grants such request.
121. Such continuing professional development must include attending any courses that may be required by Council for a given registrant's/registrants-in-training's profession. All such courses may be attended remotely, subject to any requirements within the course itself.

122. Registrants shall retain proofs of registration and receipts for all such courses for so long as they remain registrants/registrants-in-training.
123. The Association may audit any registrant's continuing professional development history at any time for any reason. For greater certainty, this includes random audits. Registrants shall provide such proofs of registration, receipts, and other materials as the Association requires in response to such audits.

### **Discipline**

124. When a complaint has been dismissed by the chair of the Discipline Committee and a request for review has been received pursuant to Section 38(4) of the Act, an internal review shall be undertaken by three members of Council designated by Council after its receipt of the request to conduct the review as follows:
  - a. Within five (5) days of its receipt of the request, Council shall provide notice to the practitioner notice of the request, which notice shall provide the practitioner with any additional information, positions, or documents submitted along with the request notify the practitioner that they have thirty (30) days from the transmission of the notice to respond to the request and any such additional information, positions, and/or document submitted along with it;
  - b. These Council members shall consider all documentation provided to the Discipline Committee with respect to the complaint, a summary of the decision prepared by the chair of the Discipline Committee, any rationale provided by the complainant to support the request for review, any submissions from the practitioner, and any other materials or information that they consider relevant;
  - c. On a simple majority vote, Council members shall either accept the dismissal, recommend that the Chair of the Discipline Committee refer the complaint to alternative dispute resolution, or direct the Discipline Committee to initiate a preliminary investigation;
  - d. The Council members shall provide the complainant and the practitioner with a written decision with reasons.
125. Costs may be recovered to the fullest extent allowed by Section 51 of the Act.
126. Where notice is required under Section 57 of the Act, such notice shall be provided in writing within thirty (30) days of the decision or settlement triggering such requirement.
127. The Association shall publish all such materials required to be published by Section 58 of the Act by publishing them in any written publication (including its newsletter and other periodicals) sent to all registrants and permit holders within three (3) months following the issuance of any such finding, order, or settlement.

## **Ratification**

128. For greater certainty and except where the Act, these Bylaws, or other law provide otherwise, Council may ratify decisions made where such decisions contained a procedural defect.

## **PART II – Code of Professional Ethics**

### **ESTABLISHMENT**

Council hereby establishes this Code of Professional Ethics pursuant to Section 34 of the Act. This Code of Professional Ethics applies to all registrants, registrants-in-training, and permit holders.

### **PREAMBLE**

All persons regulated under the Act shall recognize that professional ethics are founded upon integrity, competence, devotion to service, and to advancement of human welfare. These concepts shall guide their conduct at all times. In this way, each such person's actions will enhance the dignity and status of the professions.

All persons regulated under the Act, through their practice, are charged with extending public understanding of the professions and should even serve in public affairs when their professional knowledge may be of benefit to the public.

All persons regulated under the Act will build their reputations on the basis of merit of their services and shall not compete unfairly with others or compete primarily on the basis of fees without due consideration of other factors.

All persons regulated under the Act will maintain a special obligation to demonstrate understanding, professionalism, and technical expertise to registrants-in-training under their supervision.

All persons regulated under the Act will strive to advance the body of knowledge within which they practice and provide opportunities for professional development of their subordinates.

### **CODE OF PROFESSIONAL ETHICS**

All persons regulated under the Act:

1. Shall hold paramount the health, safety and welfare of the public and have regard for the environment;
2. Shall undertake only such work as they are authorized and competent to perform by virtue of training and expertise and registration under the Act and shall give advice based on the same;

3. Shall sign and seal only plans, designs, specifications, reports, and similar documents which they have prepared, or which have been prepared under their direct supervision and control;
4. Shall act for their clients or employers honestly, diligently, and faithfully, but with good faith to all parties involved in any situation;
5. Shall not act or continue to act for a client if it would create a conflict of interest with their clients or employers without the knowledge and consent of their clients or employers;
6. Shall not disclose confidential information without the consent of their clients or employers, unless the withholding of such information is deemed contrary to the safety of the public;
7. Shall present clearly to their clients or employers the consequences to be expected if their professional advice is disregarded by their clients or employers;
8. Shall not offer or accept referral fees, "kickbacks", or any other payments to induce a client or employer to hire or contract with them;
9. Shall represent their professional qualifications and experience honestly and without exaggeration and in accordance with the Act and these Bylaws;
10. Shall interact with clients, employers, and other professionals regulated under the Act with courtesy and professionalism;
11. Shall advise the Executive Director, as soon as is reasonably achievable, of the initiation of discipline proceedings against themselves by any other professional regulatory organization of the same or similar nature; and
12. Shall enhance public knowledge and appreciation of the professions regulated under the Act and protect these professions from misrepresentation and misunderstanding.

**SCHEDULE A - FEES**

The following shall be the fees of the Association:

x	<b>Application Fee</b>	<b>Annual Fee</b>
Application to Register (Registrant)	\$100	
Application to Register (Registrant-in-Training)	\$175 (New) \$100 (APEGA Registered)	
Application to Register (Permit Holder)	\$100	
Renewal Application (Registrant)		\$340 Dues \$500 (New Professional Dues, includes application fee and stamp)
Renewal Application (Registrant-in-Training)		\$175
Renewal Application (Permit Holder)		\$390
Renewal Application (Inactive)	\$100	\$147 (Non-practicing)
Application to Become Inactive (Registrant)	N/A	
Application to Become Inactive (Registrant-in-Training)	N/A	
Application to Become Inactive (Permit Holder)	N/A	
Application for Reactivation (Registrant)		\$340

Application for Reactivation (Registrant-in-Training)	\$100	
Application for Reactivation (Permit Holder)	\$100	
Application to Lift Suspension (Registrant)	\$100	
Application to Lift Suspension (Registrant-in-Training)	\$100	
Application to Lift Suspension (Permit Holder)	\$100	
Application for Reinstatement (Registrant)	\$100	
Application for Reinstatement (Registrant-in-Training)	\$100	
Application for Reinstatement (Permit Holder)	\$100	
Application to Withdraw (Registrant)	N/A	
Application to Withdraw (Registrant-in-Training)	N/A	
Application to Withdraw (Permit Holder)	N/A	
Life Registrant		\$340 (If Life Member is Active)
Distinguished Life Registrant		\$340 (If Life Member is Active)