



BY-LAW No. 1
made under
The Engineers and Geoscientists Act, 2008

Pursuant to the powers vested in it by virtue of the *Engineers and Geoscientists Act, 2008* and all other powers enabling it, the board of the Association of Professional Engineers and Geoscientists Newfoundland and Labrador (PEGNL) hereby makes, effective October 23, 2009, the following as it By-Law No. 1, to be known as the "**PEGNL Administrative By-Law**":

1. **Definitions**

In this By-Law No. 1,

"Act" means the *Engineers and Geoscientists Act, 2008*;

"annual general meeting" means annual general meeting of PEGNL;

"Regulations" means the regulations made under the Act;

Except as otherwise specified in this By-Law, terms shall have the same meaning as they have in the *Engineers and Geoscientists Act, 2008* or in the Regulations made under the Act.

2. **Head Office of PEGNL**

The head office of PEGNL shall be located in the City of St. John's, Newfoundland & Labrador.

3. **The board - transition¹**

- 3.1. The board consists of twelve (12) members, three (3) of whom shall be appointed by the Minister in accordance with the Act and the remaining nine (9) shall be elected by the members of PEGNL in accordance with the Act and this By-Law.
- 3.2. Subject to the transition provisions of subsection 3.3, a chair-elect shall be elected as one of the nine (9) board positions to be filled by election by the members of PEGNL. A chair-elect shall succeed to the position of chairperson of the board and subsequently serve out his or her term as an elected board member in the position of past chair. The successive positions of chair-elect, chairperson of the board and past chair are each to be held for a one-year term. A one-year term shall be deemed to be completed at the next annual general meeting following commencement of the term.
- 3.3. In accordance with the transition provisions of the Act and the *Interpretation Act*,
 - (a) the nine (9) elected members of the council under the Engineers and Geoscientists Act (the previous Act) shall continue to serve as members of the board until expiry of their respective terms, and are hereinafter referred to as "transitional board members";
 - (b) the president of the council elected under the previous Act shall be considered to have succeeded, as of July 1, 2009, to the position of past chair;
 - (c) the 1st vice-president of the council elected under the previous Act shall be considered to have succeeded, as of July 1, 2009, to the position of chairperson of the board and shall succeed to the position of past chair at the 2010 annual general meeting;
 - (d) the 2nd vice-president of the council elected under the previous Act shall be considered to have succeeded, as of July 1, 2009, to the position of chair-elect and shall succeed to the position of chairperson of the board at the 2010 annual general meeting;
 - (e) prior to the 2010 annual general meeting, an election shall be held to fill the positions of the three (3) of transitional board members whose terms will be expiring as of that annual general meeting, and one (1) of the three (3) positions to be filled by that election shall be that of chair-elect.

4. **Meetings**

¹ EXPLANATORY NOTE: The board is developing by-laws respecting the election of members to the board

4.1 Meetings of the board

- 4.1.1 The board shall meet on at least six occasions during each year at such times and at such places as the chairperson shall decide.
- 4.1.2 Seven (7) members of the board, one of whom shall be the chairperson or the chair-elect and one of whom is a director appointed by the Minister, shall constitute a quorum. At any meeting of the board where the chairperson is not present, the chair-elect shall fulfill the functions and responsibilities of the chairperson for the purposes of that meeting.
- 4.1.3 There is nothing in this by-law to prohibit the board from meeting by teleconference or other telecommunications systems where the majority of the board consent as contemplated by subsection 6(2) of the Act.

4.2 Meetings of PEGNL

- 4.2.1 The annual general meeting of PEGNL shall be held at the time and place set by the board, provided that the board shall not allow more than fifteen (15) months to elapse between annual general meetings.² The meetings will be conducted in accordance with parliamentary procedure and in case of procedural dispute Robert's Rules of Order will be the authority.
 - 4.2.1.1 The agenda for the annual general meeting shall be set by the chairperson, or if it has not been set by the chairperson, shall be set by the chair-elect, and shall as required by subsection 7(2) of the Act include the appointment of an auditor to audit the accounts of PEGNL and to report on the financial statement.
 - 4.2.1.2 The proposed agenda for the annual general meeting shall be made available to members at least 10 days prior to the scheduled date of the annual general meeting, by posting on the PEGNL website or in printed form on request at the head office of PEGNL.
 - 4.2.1.3 To propose an agenda item for an annual general meeting, a member must file with the chief executive officer, in writing, so that it is received at the head office of PEGNL at least 20 days prior to the scheduled date of the annual general meeting, the proposed agenda item and an explanation of why it is being proposed, and the printed and signed declaration of at least three other members in support of the addition of the item to the proposed agenda. The board reserves the right to exclude from the agenda any item not within the mandate of PEGNL.
 - 4.2.1.4 The members present including a quorum of the board shall constitute a quorum for the conduct of business at the annual general meeting or at a special meeting.
- 4.2.2 Special meetings of PEGNL shall be held in accordance with the following:

² EXPLANATORY NOTE: 15 months has been specified in accordance with the status of PEGNL as a continued corporation, without share capital pursuant to section 3 of the Act, and with Sections 429 and 217 of the *Corporations Act* [NOTE TO DRAFT: FORMERLY EXPRESSED IN SS. 3.1.4(b) OF THE PREVIOUS VERSION OF THIS BY-LAW].

- (a) The board may call a special meeting at any time.
- (b) The board shall call a special meeting within 60 days of receipt of a written request from 30 or more members, specifying the reason the meeting is requested. Time and place shall be set by board.
- (c) The notice of the special meeting shall state the specific subject to be discussed.
- (d) Only the business for which the meeting was called shall be discussed at a special meeting.
- (e) Special meetings shall be conducted in accordance with parliamentary procedure and Robert's Rules of Order shall be considered the authority in case of procedural dispute.

4.2.3 Notice of the annual general meeting or of a special meeting shall be mailed to all members, to the address for that member last known to PEGNL, at least fourteen (14) days before the date set for such meeting.

4.2.4 Motions made and passed by a majority of members at an annual general meeting or a special meeting of PEGNL are advisory to the board only, and are only binding if adopted by the board.

5. **Districts**

5.1 Geographic Boundaries of Districts

There shall be four (4) Districts in the Province as follows:

- (a) The District of Labrador which will include all Labrador.
- (b) The District of Western Newfoundland which will include the Western Part of the Island of Newfoundland, from the West Coast to the Western boundary of the Central District.
- (c) The District of Central Newfoundland which will have the following boundaries:
All that part of the Island of Newfoundland bounded and abutted as follows, that is to say by a line commencing at Bellevue, Trinity Bay; thence following the coast line but including the Islands adjacent thereto in a Northerly and West Direction to Rattling Brook in Green Bay; thence running in a general Southerly direction West of the town of Buchans to Middle Brook, near Burgeo; thence following the coast line Easterly to Fair Haven in Placentia Bay, and; thence running in a straight line from Fair Haven in Placentia Bay to Bellevue.
- (d) The District of Eastern Newfoundland which will include all parts of the Island of Newfoundland east of the Eastern boundary of the Central District.

5.2 Responsibilities of Chapters

- 5.2.1 With specific approval from the board, District organizations may form Chapters in areas of the District where this seems desirable.
- 5.2.2 The Chapters of each District shall be responsible for the organization of technical and social activities in their own area.
- 5.3 Limitations of Chapter Responsibilities
The District Chapters may not, in any way, take action which infringes on the responsibilities of the board. This includes, but is not limited to: registration, discipline, professional conduct.

6. **Standing Committees and Task Forces**

- 6.1 Terms of Reference
The Standing Committees may be established by the board from time to time, and shall proceed in accordance with the terms of reference and procedures designated by the board at the time of appointment.
- 6.2 Appointments
The board shall appoint the chairpersons and members of the following Standing Committees, and others as required:
 - (a) the Registration Committee
 - (b) the Scrutineers Committee
 - (c) the Nominating Committee
- 6.3 Quorum
A quorum of any Standing Committee shall be a majority of the total membership of that committee, one of whom shall be the chairperson or designate.

7. **Communication with Members and Permit Holders.**

- 7.1 Current Mailing Addresses
All members and permit holders of PEGNL shall provide the registrar with their current mailing address and advise the registrar in writing of any change of address within 30 days.
- 7.2 Communications
All notices and other communications which shall or may be made by PEGNL, or the board or any committee or officer of PEGNL, with members and permit holders of PEGNL may be made at the last address of the member or permit holder of which the registrar has written notice, and it shall be the responsibility of the member or permit holder to

ensure that notices or other communications by PEGNL mailed to that address are promptly responded to or otherwise promptly dealt with as necessary by the member or permit holder.

8. **Membership Fees**

8.1 Setting of Fees

Consistent with Section 8(1) of the Act, all required fees payable to PEGNL shall be as prescribed and published by the board from time to time. Publication of prescribed fees shall be made by mailed notice to all members and by posting on the PEGNL website.

8.2 Payment of Fees

Effective starting from November 2010,

(a) The prescribed fees for renewal of registration shall be invoiced in November and shall be payable on or before January 15 of each year, subject to such discounts, if any, as the board may, from time to time, prescribe; and

(b) If the prescribed fees payable by a member are not received at the head office of PEGNL on or before January 15 the registration of the member shall be deemed to have expired on that date.

8.3 Late Payment of Fees

In the case of late payment of a prescribed fee, a surcharge of 15% will be assessed.

9. **Seals**

9.1 Use of Seals

Use of seals by professional members and permit holders shall be in accordance with the Regulations and the latest edition of PEGNL's "Guidelines for Use of the Seal."

10. **Certificates**

10.1 Professional Members

On initial registration, the registrar shall issue to each professional member a certificate in a form prescribed by the board, signed by the chairperson and registrar, showing the date of registration and the professional category of the professional member, and

annually a certificate in the form of a membership card.

10.2 Permit Holders

The registrar shall issue to each permit holder annually a registration number and correspondence confirming the professional category in which the permit holder is entitled to practise.

11. **Honorary and Life Membership**

11.1 Honorary Members

- (a) Honorary Membership in PEGNL may be granted by the board to a uniquely distinguished person who is not a member of PEGNL.
- (b) Honorary Members shall not be required to pay fees and shall have no voting rights in PEGNL.

11.2 Life Members

- (a) Life Membership in PEGNL will be granted to any member who has been a member of PEGNL for at least twenty (20) years, who is at least 60 years of age and retired (has no professional income).
- (b) Life Members shall be entitled to the rights and privileges of members of PEGNL, but shall have no right to engage in professional practice.
- (c) Payment of membership fees by Life Members shall be voluntary.

12. **Administration**

12.1 The affairs and business of PEGNL shall be governed by the board and administered by the chief executive officer/registrar in accordance with the Act, the Regulations, By-Laws and policies adopted by the board.

12.2 The chief executive officer (CEO)

12.2.1 The CEO of PEGNL shall be appointed by the board and shall hold office at the board's discretion.

12.2.2 The employment of the CEO of PEGNL shall be terminated if a majority of the members of the board (not including the chairperson of the meeting who has no vote) each vote in favor of such termination.

12.2.3 The CEO is authorized to employ the management and staff required, in the CEO's

judgment to conduct the affairs of PEGNL.

12.2.4 The CEO shall be responsible for the preparation of the annual report to be presented at the annual general meeting.

12.3 Borrowing

The board shall have authority to borrow funds on behalf of PEGNL up to a maximum of one-half the revenue from current membership fees.

12.4 Annual Financial Audit

A chartered accountant or a firm of chartered accountants shall be appointed at the annual general meeting for the purpose of conducting an annual financial audit.

12.5 Reimbursement and remuneration

12.5.1 The CEO is authorized to reimburse elected members of the board, members of adjudication tribunals and others traveling on PEGNL affairs for travel and other expenses.

12.5.2 The board may prescribe remuneration for members of adjudication tribunals for time spent in preparation for and attendance at hearings.

13. **Amendments to By-Laws**

Amendment to or repeal of this By-Law shall be in accordance with Section 9 (2) of the Act.