



BY-LAW No. 4

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 January 22, 2010 the following as it By-Law No. 4:

1. Definitions

In this By-Law No. 4,

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

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

"board" means the board of directors established under the Act;

"member" means professional member or a member-in-training;

"professional member" is as defined in the Regulations;

"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. Elected Positions

- 2.1** There shall be one position established as chair-elect, and this position shall be elected annually.

- 2.2** There shall be one position established as chairperson, and this position shall be filled by the chair-elect elected in the previous year.
- 2.3** There shall be one position established as past chair, and this position shall be filled by the chairperson who served in the previous year.
- 2.4** There shall be six positions established as non-executive directors.
 - (a) One position shall be reserved for a director whose primary place of residence is outside the Eastern District.
 - (b) One position shall be reserved for a director who is a professional geoscientist
 - (c) One position shall be reserved for a director who is a professional engineer
 - (d) The remaining three positions shall be established as at-large positions.

3. Term and Eligibility

- 3.1** Elected board members shall be elected to serve on the board for a term of three years. In the case of a board member elected as chair-elect, the first year shall be served as chair-elect, the second year as chairperson of the board and the third year as past chair.
- 3.2** Subject to subsection 3.4, an elected board member may not serve more than two (2) consecutive terms as an elected board member.
- 3.3** The term of a board member as an appointed non-executive director pursuant to subsection 4.5 shall not be considered to be an elected term pursuant to subsection 3.2.
- 3.4** An elected board member who has served two (2) consecutive terms as an elected board member may serve a third consecutive term as an elected board member only if elected as chair-elect for that third consecutive term.
- 3.5** A sitting board member who wishes to stand for election as chair-elect may only do so if he or she resigns as a board member.
- 3.6** A person elected to the position of chair-elect shall not stand again for election to the position of chair-elect for at least six (6) years from his or her election as chair-elect.

4. Vacancies

- 4.1** If a chairperson of the board resigns, dies or becomes incapable of performing his or her duties, then the chair-elect shall immediately succeed to the position of chairperson of the board and shall serve out both the remaining term of the former chairperson and his or her normal term as chairperson of the board.
- 4.2** If a chair-elect resigns, dies or becomes incapable of performing his or her duties, then the current chairperson of the Board may, with support of the Board, continue as Chair for an additional one year term, and a non-Executive Director shall be appointed by the Board to fill the chair-elect vacancy for the balance of the current term within 60 days of the succession, resignation, death, or incapability, as applicable.
- 4.3** When a chair-elect, chairperson, or past chair resigns, or becomes incapable of performing his or her duties, he or she shall not continue to serve as an elected board member in any capacity.

- 4.4** If an elected board member resigns or becomes incapable of performing his or her duties at any time during his or her three year term, that board member shall be deemed to have served out his or her full three year term for the purpose of determining whether he or she is eligible to be elected to another term as an elected board member.
- 4.5** In the event of a vacancy resulting from succession of the chair-elect to the Chair position pursuant to subsection 4.1 or from the resignation, death or incapacity of another member of the board, a non-executive director shall be appointed by the board to temporarily fill the vacancy for the balance of the current term within 60 days of the succession, resignation, death, or incapability, as applicable, until the next annual election. A person appointed in such a case may return to his/her position on the board for the balance of his/her remaining original term.
- 4.6** In the event that a non-Executive Director was appointed to the chair-elect position in accordance with 4.5, or from the resignation, death or incapacity of another member of the board, a member shall be appointed by the board to fill the vacancy as a non-executive director within 60 days of the succession, resignation, death, or incapability, as applicable.
- 4.7** A member appointed to a non-executive director position pursuant to subsection 4.6 shall be replaced by an elected board member in the next election following his or her appointment.
- 4.8** A member appointed pursuant to subsection 4.6 is eligible as a candidate in the next election following his or her appointment if nominated in accordance with Section 5.

5. Nominating Procedures

- 5.1** The board shall call annually, at least two months before the date of the next annual general meeting, for nominations from the members for the position of chair-elect and, as necessary, for candidates to fill any vacancies on the board as the terms of any remaining transitional board members and of board members elected in accordance with this by-law expire.
- 5.2** The board shall appoint a Nominating Committee of at least three members, the Chair of which shall be the immediate Past President and which committee can include outgoing members of the board who are not intending to run for a position on the board in the upcoming annual election.
- 5.3** The Nominating Committee shall establish a slate of candidates that ensures the board composition complies with the residency and professional representation requirements described in subsection 2.4 after the election is held.
- 5.4** A candidate, to be duly nominated for election to the board, must:
- (a) be a professional member registered with PEGNL and in professional good standing;
 - (b) reside in the Province of Newfoundland and Labrador;
 - (c) comply with at least one of the residency or professional representation requirements if no at-large positions to be filled in the election;
 - (d) not be disqualified to run under Section 3 or under the Act;

- (e) submit, by the date and in the form prescribed by the board, nomination papers signed by at least three (3) members registered with PEGNL and in professional good standing, or be nominated by the Nominating Committee; and
- (f) submit a short biographical description.

6. Ballot Preparation

- 6.1** The Nominating Committee shall prepare a printed ballot for the election.
- 6.2** The ballot shall include the following information for each candidate duly nominated in accordance with subsection 5.4:
 - (a) name;
 - (b) district of residence;
 - (c) professional membership category; and
 - (d) a short biographical description
- 6.3** A copy of the ballot shall be mailed to each member of PEGNL at least one month before the date of the next annual general meeting of PEGNL
- 6.4** Ballots shall be mailed to the last mailing address for that member of which PEGNL has notice with instructions to return the ballot, by mail, courier or hand delivery, in time to be received by the chief executive officer at the head office of PEGNL not less than four days prior to the said meeting.
- 6.5** If provision is made for voting by electronic means then the foregoing shall be adapted, with necessary changes, to that process.
- 6.6** Candidates who comply with the criteria described in 2.4 (a), (b), and (c) are eligible for election for the positions reserved for both their region of residence and their professional designation(s).

7. Voting Procedures

- 7.1** The voting procedures for elections to the board shall be in accordance with the following:
 - (a) The election shall be a secret ballot process
 - (b) The form of the ballot and the instructions included with the ballot package mailed to the member shall be consistent with voting by secret ballot.
 - (c) Where voting is to be by printed ballot, the printed ballot shall be delivered for receipt by the chief executive officer at the head office of PEGNL not less than four (4) days prior to the next annual general meeting of PEGNL, by use of the pre-addressed, postage-paid, return envelope to be provided with the ballot package.

- (d) There is nothing in this by-law to prohibit the board from establishing a system of voting by electronic means, provided the system is consistent with voting by secret ballot.
- 7.2** The chief executive officer shall take reasonable steps to ensure that ballots received in accordance with this Section are kept secure and in a manner consistent with the secret ballot process.
- 7.3** The board shall appoint a Scrutineer Committee made up of such persons as deemed appropriate by the board, provided that the number of persons appointed to such Committee shall not be less than three (3), shall include at least one member, and shall not include a sitting board member or a candidate in the current election.
- 7.4** Not more than three (3) days before the annual general meeting, all ballots duly received in accordance with subsection 6.4 shall be delivered by the chief executive officer, or in his or her absence, by another person designated by the Nominating Committee, to the Scrutineer Committee.
- 7.5** The Scrutineer Committee shall record the votes cast by members for the positions to be filled by the election and shall submit to the annual general meeting the names of those elected to those positions by majority vote.
- 7.6** Candidates shall be selected for submission to the annual general meeting in the following order:
- (a) If no sitting non-executive director is resident outside Eastern District, the candidate who is resident outside Eastern District receiving the greatest number of votes shall be selected as the director holding the position reserved for a member resident outside Eastern District.
 - (b) If no sitting non-executive director is a professional geoscientist, the candidate who is a professional geoscientist receiving the greatest number of votes, excluding any candidate selected pursuant to subsection 7.6(a) as applicable, shall be selected as the director holding the position reserved for a professional geoscientist.
 - (c) If no sitting non-executive director is a professional engineer, the candidate who is a professional engineer receiving the greatest number of votes, excluding any candidates selected pursuant to subsections 7.6(a) and (b) as applicable, shall be selected as the director holding the position reserved for a professional engineer.
 - (d) The candidates polling the greatest numbers of votes excluding any candidates selected pursuant to subsections 7.6(a), (b), and (c) as applicable, shall be selected in order of decreasing number of votes to fill any remaining vacancies.
- 7.7** In the event of a tie for candidates to be elected to vacancies based on region of residence or professional designation, the Scrutineer Committee may use professional designation to break the tie if it facilitates the election of all candidates receiving the same number of votes to the board.
- 7.8** The chairperson of the board or other presiding officer at the annual general meeting shall declare such members duly elected. The Scrutineer Committee's report and all ballots delivered to the Scrutineer Committee shall be retained for at least three (3) months after the annual general meeting before they are destroyed.

- 7.9** If a candidate contests the election result for the position for which he or she stood for election and requests a recount:
- (a) a new Scrutineer Committee shall be appointed by the board and the new committee shall recount the ballots.
 - (b) candidates may be present or be represented at such a recount.
 - (c) the results shall be dealt with, as set forth above, and shall be announced to the members of PEGNL as soon as practicable.
 - (d) such recounts shall be final and binding.
- 7.10** Notwithstanding subsection 7.7, any tie for a vacancy on the board shall be broken by secret ballot of all members present at the annual general meeting.
- 7.11** If the board determines that there has been an irregularity in any election, the board may:
- (a) declare the election null and void and direct a new election
 - (b) if the irregularity is deemed by the board to be inconsequential to the validity of the election, ratify the election, or;
 - (c) take such further or other action as the board deems necessary to remedy the irregularity.

8. Deemed termination as board member

- 8.1** An elected board member shall be deemed to no longer be a member of the board for any of the following reasons:
- (a) if the elected board member submits a written notice of resignation in accordance with subsection 4(7) of the Act;
 - (b) if the elected board member dies;
 - (c) if the elected board member becomes incapable of performing his or her duties as shall be deemed to be the case in any of the following circumstances:
 - a. the elected board member takes up permanent residence outside the Province;
 - b. the elected board member is no longer a member registered with PEGNL or not in professional good standing;
 - c. the elected board member fails to comply with the meeting attendance policies of the board, provided he or she is notified in writing that there will be a vote at the next meeting of the board to decide whether he or she shall be removed from the board by reason of such non-compliance, at which meeting the allegedly non-complying board member shall have the right to attend and the right to vote;
 - d. where, in the opinion of the majority of the board, the elected board member is for other reason incapable of performing his or her duties as a director