

# NORTHWEST TERRITORIES ASSOCIATION OF PROFESSIONAL ENGINEERS AND GEOSCIENTISTS (NAPEG)

*These By-laws are made pursuant to and are subject to ENGINEERING AND GEOSCIENCE PROFESSIONS ACT, S.N.W.T. 2006,c.16 In force May 1, 2008; SI-003-2008. Amended by S.N.W.T. 2009,c.12*

## PART 1

### Interpretation

1. In these By-laws the interpretation shall be set forth in Section 1. of the *Engineering and Geoscience Professions Act*, hereinafter referred to as the *Act*. *Interpretation*

### Election of Council

2. (a) The term of office shall be as set out in Sections 6 to 9 of the *Act*. *Term of Office*
- (b) When a member of Council ceases to be a resident of the Northwest Territories or Nunavut, the office shall be declared vacant. *Council member leaving the Territories*
3. (a) A Nominating Committee shall be appointed by Council prior to the annual meeting to serve for the ensuing year. The committee shall consist of five (5) members of the Association, one of whom shall be the retiring President, who shall be the Chair. Council shall appoint members to fill any vacancies which may occur in the Nominating Committee. *Nominating committee*
- (b) Not less than ninety (90) days prior to the annual meeting the Nominating Committee shall submit to the Executive Director a list of nominees for Council, which shall include at least as many nominees for President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, and/or Councillor as are required to fill vacancies in Council. *Report of the Nominating Committee*
- (c) The Nominating Committee shall, when selecting nominees, give consideration to the need for maintaining a balance on Council between professional engineers and professional geoscientists and shall also give consideration to the geographical distribution of members of Council *Selection of nominees*
- (d) The written consent of the nominees to act if elected shall be secured and shall accompany the list of nominees submitted to the Executive Director. *Consent of nominees*
- (e) Not less than seventy-five (75) days prior to the annual meeting the Executive Director shall send to each member a list of the nominations made by the Nominating Committee. A list of the nominees carried in one of the Association publications mailed to all members at least seventy-five (75) days in advance of the meeting shall be deemed to comply with this requirement. *Notice of nominations*
- (f) Additional nominations for any offices may be made in writing by any five (5) members. Such nominations shall reach the Executive Director properly endorsed not later than fifty-five (55) days prior to the annual meeting and shall be accompanied by the written consent of the nominee or nominees to act if elected. *Additional nominations*
4. (a) Elections shall be conducted by mail ballot. *Conduct of elections*
- (b) The names of all persons nominated for office shall be placed on the ballot form in groups relating to each office. The number and duration of vacancies to be filled, as well as professional classification shall be made clear on the ballot. Ballots shall be sent to the members by the Executive Director not later than forty (40) days prior to the annual meeting.
- (c) Each member is entitled to vote for as many candidates as there are vacancies to be filled, or for a lesser number.

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- (d) The poll shall close at noon on the fourteenth (14<sup>th</sup>) day prior to the annual meeting and no ballots received after that time shall be considered.
5. (a) At least fifteen (15) days before the annual meeting the President shall appoint two (2) members not seeking election to Council to act as a ballot counting committee. *Counting of ballots*
- (b) This committee shall meet at a time and place designated by the President, but at least ten (10) days prior to the annual meeting, and shall then receive the ballots from the Executive Director.
- (c) The envelope containing the ballots shall be opened by the members of the ballot counting committee who shall scrutinize and count the votes cast and keep a record thereof.
- (d) In the event that there has only been one person nominated for the office of President, that person shall be elected to that office by acclamation. The candidate for the office of President (if there be more than one person nominated for that office) and the two candidates for the offices of Vice-President, respectively receiving the highest number of votes for each office shall be elected to the respective offices.
- (e) The positions of First Vice-President and Second Vice-President shall be determined according to Section 7. (3) of the *Act*.
- (f) The requisite number of persons who receive the highest number of votes for the office of Councillor shall be elected as Councillors for a term of three (3) years. If there are any vacancies in Council to be filled, pursuant to Section 8. (3) of the *Act*, the person or persons receiving the next highest number of votes shall be appointed to fill the vacancy(ies) for the unexpired term(s). The person(s) receiving the higher number of votes shall fill the longer term vacancy(ies).
- (g) After counting the ballots, the committee shall deliver to the President or the Executive Director the results of the poll, together with the ballots and tally sheets in a sealed package. *Results of the poll*
- (h) In the case of tie votes for any officer or Councillor, the President, or in the absence of the President, the Chair of the Nominating Committee shall cast the deciding vote. *Ties*
- (i) Prior to the annual meeting, the President or the Executive Director shall inform the candidates of the results of the balloting
- (j) The results of the election shall be announced at the annual meeting by the Chair of the meeting. *Announcement*
6. (a) Any objection to the poll as announced will be valid only if made immediately after the announcement and a proper motion for a recount will then be in order. If such a motion is made and carried the Chair shall appoint a ballot counting committee of not less than four members who shall forthwith recount all ballots. Candidates may be present or represented at such recount. *Recount*
- (b) On completion of the recount the results shall be communicated in writing to the Chair who shall announce it to the annual meeting immediately. Such recount shall be final and binding.
- (c) Following the announcement of the poll or of the recount, as the case may be, the ballots and any tally sheets shall be destroyed by motion at the AGM.
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7. In the event of any failure to comply with procedure relating to the election of members of Council, Council shall have the power to take any action it deems necessary to validate the nomination, the counting of the ballots or the election. *Failure procedure*

### **Representatives on Other Bodies**

8. (a) Council may appoint members to represent the Association on the Canadian Council of Professional Engineers (Engineers Canada) and Canadian Council of Professional Geoscientists (Geoscientists Canada). *Appointed representatives*
- (b) Council may appoint members to represent the Association on the Council, governing body, or committees of any other organization or association.
- (c) Representatives appointed under the provision of subsections (a) and (b) hereof, if not members of Council may be invited by Council to attend meetings of Council and to take part in the proceedings of Council but shall not be entitled to vote on any question.

### **Representatives from Other Bodies**

- 9 (a) Council may invite any organization or association to appoint a member of its executive as a representative to attend such meetings of Council as Council may determine. *Delegates to Council*
- (b) Any representative invited pursuant to subsection (a) hereof, if not a member of Council, may be invited by Council to attend meetings of Council and to take part in the proceedings of Council but shall not be entitled to vote on any question.

### **Meetings of Council**

10. (a) Council shall meet at the call of the President or on request in writing to the Executive Director signed by not less than three (3) Councillors. *Call of meeting*
- (b) The time and place of Council meetings shall be fixed by the President or by the Councillors, whichever called the meeting. *Time and place*
- (c) A quorum shall consist of five (5) members of Council *Quorum*
- (d) If any member of Council is unable to attend a meeting of Council he/she shall so inform the Executive Director prior to the meeting *Replies to notice*
- (e) If any member of Council is absent from three (3) consecutive meetings of Council without the approval of Council, Council may declare the seat to be vacant *Dismissal from office*
- (f) Members of Council and, at the discretion of Council, appointed representatives of the Association, members of committees of the Association, members 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. *Expense allowances*

### **Meetings of the Association**

11. (a) An annual meeting of the Association shall be held in every calendar year with the period between such meetings not to exceed eighteen (18) months. At each annual meeting the Council shall submit a recommendation as to the date and place of the next annual meeting. *Time and place of annual meeting*

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- (b) Notice of the annual meeting shall be sent to all members at least ninety (90) days in advance of the meeting. *Notice of annual meeting*
- (c) At the annual meeting of the Association a quorum shall consist of twenty (20) members *Quorum*
- (d) The following items of business shall be dealt with at the annual meeting: *Agenda*
- i. Minutes of the last annual meeting and of any special meetings held since the last annual meeting
  - ii. Business arising from the minutes
  - iii. Address of the President
  - iv. Reports of representatives of the Association
  - v. Reports of committees
  - vi. Auditor's report
  - vii. Appointment of auditor
  - viii. New business
  - ix. Fixing the date and place of the next annual meeting
  - x. Announcement of the results of the annual election
  - xi. Objection, if any, to the election results as announced
  - xii. Announcement of the Nominating Committee
12. (a) Special meetings of the Association may be held when considered necessary by the Council or upon written request to the Executive Director signed by not less than ten (10) members of the Association. A special meeting summoned pursuant to the written request of the ten (10) or more members shall be held not more than forty-five (45) days after the request is received by the Executive Director. *Special meetings*
- (b) Written notice to the membership calling a special meeting of the Association shall be sent to all members at least fourteen (14) days in advance of the date of the meeting and shall clearly state the object of the meeting, and no other business shall be transacted at the meeting
- (c) At any special meetings of the Association a quorum shall consist of twenty (20) members.
- (d) Any resolution passed at a special or annual meeting shall be considered by Council at its next regular meeting.
13. (a) Division and section meetings of the Association may be held as set out in the terms of reference of the division or section as approved by Council. *Division or Section Meetings*
- (b) Any resolution passed at a division or section meeting shall be considered by Council at its next regular meeting.
14. The proceedings at any meetings of the Association and of Council shall be governed by the rules laid down in the latest edition of Robert's Rules of Order, except as these By-laws may otherwise provide.

### **Executive Director**

15. The appointment of an Executive Director, as Chief Executive Officer and Registrar, shall be as set out in Section 10. (1) of the *Act*. *Appointment*

The Executive Director shall receive remuneration as established by Council.

*Remuneration*

The Executive Director shall be in responsible charge, under Council governance, of all property of the Association and shall be responsible for the work of all employees of the Association and shall be responsible for maintaining a record of policies, procedures and guidelines of the Association.

*Responsibility*

The Executive Director shall be responsible for:

*Duties*

- a) maintaining, in respect of each designated profession, a register of Members, Licensees, Permit Holders and Members-in-Training;
- b) publishing the register annually;
- c) the presentation of business and recording of proceedings at all meetings of the Association and of Council;
- d) conducting the correspondence of the Association and keeping full records thereof;
- e) the books and accounts of the Association and ensuring that all moneys due the Association are collected and deposited with the funds of the Association;
- f) the drawing of cheques against the funds of the Association to be signed by the Executive Director and President or alternates approved by Council;
- g) providing from time to time such information and reports as may be requested by Council, or which he/she deems necessary in the interest of the Association;
- h) publishing the Association's schedule of fees annually, and
- i) such other functions as are necessary or expedient for the proper administration of the Act and by-laws and the affairs of the Association generally.

16. (a) The finances of the Association shall be audited annually as of the 31st day of December.
- (b) The auditor shall be a professionally qualified accountant who shall be appointed annually at the annual meeting.
- (c) The auditor shall submit a written report for the annual meeting, a copy of which shall be given to the members at an annual meeting. Publication in the Annual Report shall be deemed to meet this requirement.

*Audit*

### **Application for Registration**

17. (a) Application for registration as members, licensees, permit holders, and members-in-training shall be made to the Executive Director on the application forms approved by Council. The appropriate registration fee shall accompany the application.
- (b) The applications shall be reviewed by the Executive Director.
- (c) Applications by applicants who do not qualify under Sections 16. (1)(c)(iii)(b) or 16. (2)(c)(ii)(b) of the *Act* shall be referred to the Board of Examiners immediately.
- (d) The Executive Director may register applicants, who qualify for registration under Sections 16. (1)(c)(iii)(b) or 16. (2)(c)(ii)(b) of the *Act* and who have applied under the mobility Agreement on Internal Trade. All other requirements of the registration process must be met for immediate registration.

- (e) Applications that have been approved by the Board of Examiners shall be reviewed by the membership committee and forwarded to the Council together with a recommendation for disposition. The list of mobility applicants and permit holders, approved by the Executive Director, shall be forwarded to Council at each Council meeting.
- (f) The Board of Examiners shall be the Board of Examiners of The Association of Professional Engineers and Geoscientists of Alberta until an alternative Board of Examiners is appointed by Council.
- (g) Application for registration as a permit holder shall be made to the Executive Director. The Executive Director shall register applicants immediately, who qualify under Section 23. (3) of the *Act*, provided all requirements for registration have been met.

### **Fees**

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| 18. | <ul style="list-style-type: none"> <li>(a) The annual fee for a member shall be specified from time to time by Council and shall be payable in advance, on January 1st of each year, subject to such discount as Council may from time to time direct.</li> <li>(b) The registration fee shall consist of an administration charge established by Council from time to time plus any other fees payable with the application for registration.</li> <li>(c) In the case of new applicants, the annual fee, prorated in accordance with the portion of the calendar year remaining, shall be payable at the time of registration.</li> </ul> | <i>Member</i>                       |
| 19. | <ul style="list-style-type: none"> <li>(a) The annual fee for a licensee shall be fixed by Council from time to time, and shall not be less than the annual fee for a member.</li> <li>(b) The annual fee for a permit holder shall be fixed by Council from time to time and shall not be less than the annual fee for a member.</li> <li>(c) The registration fee for a licensee and permit holder shall consist of an administrative charge established by Council from time to time.</li> </ul>   | <i>Licensees and Permit Holders</i> |

### **Members-in-Training**

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| 20. | <ul style="list-style-type: none"> <li>(a) Application to become a Member-in-Training may be made by any person who qualifies under the <i>Act</i>.</li> <li>(b) Council, upon being satisfied as to the good character of the applicant, and as to his or her intention to qualify for registration as a member and in due course to apply therefore, shall admit the applicant as a Member-in-Training.</li> <li>(c) The titles Engineer-in-Training, Geologist-in-Training, Geophysicist-in-Training or Geoscientist-in-Training shall be considered acceptable alternatives to Member-in-Training.</li> <li>(d) The fee for admission and the annual fee for a Member-in-Training shall be as fixed by Council from time to time.</li> <li>(e) Council, in its discretion, for conduct considered unbecoming or for failure to pay the prescribed fees, may strike the name of any Member-in-Training from the record. The person shall no longer be a Member-in-Training.</li> </ul> | <i>Eligibility Qualifications</i><br><br><i>Admission</i><br><br><i>Titles</i><br><br><i>Fees</i><br><br><i>Dismissal</i> |
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- (f) No person shall remain as a Member-in-Training for more than six (6) years after graduation unless Council, in its discretion, extends this period. *Term*
21. No persons shall be admitted as a Member-in-Training if at the time of the application that person is qualified to become a Member or Licensee.

### **Student**

22. (a) Application to become a student of the Association may be made by any person who: *Eligibility*
- i. has an NWT or Nunavut high school diploma, or in the opinion of the Council, the equivalent, and satisfies Council that he/she is engaged or is about to be engaged in work of some branch of engineering, geology or geophysics, or
  - ii. is registered as a student with the Board of Examiners or at a University in Canada in a program leading to a degree in engineering, geology or geophysics.
- (b) Council, upon being satisfied as to the good character of the applicant, and as to his/her intention to qualify for registration as a member and in due course to apply therefore, may enrol the applicant as a student. *Admission*
- (c) There shall be no admission fees or annual fee for a student. *Fees*
- (d) The Executive Director shall keep a record of the names of all students in good standing *Roster*
- (e) Council, in its discretion, for conduct considered unbecoming, may strike the name of any student from the record of students of the Association and the person shall no longer be a student member of the Association. *Dismissal*
- (f) No person shall remain a student of the Association for more than eight years, unless he/she is making satisfactory progress towards membership and no person eligible to become a Member-in-Training shall be a student member of the Association. *Term*

### **Distinguished Life Member and Life Member**

23. (a) Council, in its discretion by unanimous vote, may confer Distinguished Life Membership in the Association upon any member who has rendered signal service to the Association. *Distinguished Life Membership*
- (b) Council shall confer Life Membership upon all members who: *Life Membership*
- have made application to the association for Life Membership, and
  - have been in practice in the Northwest Territories or Nunavut for 15 or more years, and
  - are at least 60 years of age and have retired from active practice, or are at least 65 years of age.
- (c) Life Members and Distinguished Life Members shall be exempted from further payment of annual fees.

### **Honorary Member**

24. (a) Council, in its discretion by unanimous vote, may confer Honorary Membership in the Association upon persons who have given eminent service to the profession. *Honourary Membership*
- (b) Honorary members shall be exempted from payment of fees but Honorary Membership shall not per se confer the right to vote or practice as a professional engineer, professional geologist or professional geophysicist.

### **Non-Practicing Member/Licensee**

25. (a) Council may establish a non-practicing membership category for Members and Licensees who have ceased to practice professional engineering, or professional geoscience in the Northwest Territories and Nunavut but who wish to remain affiliated with the Association. The annual fee for non-practicing members/licensees shall be determined by Council from time to time. *Non-Practicing Membership*

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

26. (a) There shall be an Executive Committee consisting of the President, the immediate Past President, the two Vice-Presidents and the Executive Director. *Committees*
- (b) In addition to the Discipline Committee, Council may appoint committees on enforcement, membership and such other matters as it considers necessary.
- (c) For all committees, except the Discipline Committee and the Nominating Committee, the terms of reference shall be determined by Council.
- (d) Council may authorize the establishment of Divisions of the Association based on professional disciplines. *Divisions*
- (e) Council may authorize the establishment of Sections of the Association based on geography. *Sections*
- (f) Council shall determine the terms of reference for all Divisions and Sections that are established. *Terms of reference*
- (g) Council approval is required for new and revised policies and guidelines for effective governance of the Association.

### **Amendments of By-laws**

27. (a) Proposed amendments to the by-laws shall be sent to all members of the Association.
- (b) No amendments shall be submitted to a vote unless the details of the amendments have been disclosed to all members at least thirty (30) days prior to the day on which the vote is to be taken.
- (c) Voting shall take place by a mail vote. The results shall be announced at the next General Meeting.
- (d) The procedure for conducting a mail vote shall be established by Council and shall be consistent with the Act and the By-Laws. An electronic vote is considered to be equivalent to a mail vote.



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### Use of the Stamp

28. (a) Upon registration, each member or licensee shall be issued a personal stamp for his/her professional use. *Members and Licensees*
- (b) The individual whose name is on the stamp is its custodian and is responsible for its safekeeping.
- (c) The stamp shall be signed only when the professional taking responsibility is satisfied that the work has been completed to an acceptable standard. The responsible professional shall sign across the imprint of the stamp and indicate the date of the signature.
- (d) Upon registration, each Permit Holder shall be issued a permit stamp. The custodian of the permit stamp shall be an officer or employee of the Permit Holder authorized to control its use. *Permit Holders*
- (e) The permit stamp shall be signed only after the professional or professionals taking responsibility have affixed their personal stamps. The officer or employee, so authorized by the Permit Holder, shall sign across the imprint of the stamp and indicate the date of the signature.
- (e) All stamps shall be issued by the Executive Director and no other stamp shall be issued. A digitized copy of an issued stamp is acceptable.
- (f) All stamps remain the property of the Association and shall be returned on termination of registration.

### Code of Ethics

29. The Code of Ethics is established pursuant to Section 5. (1)(p) of the *Engineering and Geoscience Professions Act*.
30. Members, Licensees, Permit Holders, and Members-in-Training shall conform to the Code of Ethics appended hereto. A breach of the Code of Ethics shall constitute conduct unbecoming which is subject to disciplinary action.

### Validation

31. When any act or thing under the provision of these by-laws directed to be done within a limited time is not done so, or is not properly or effectually done, then anything actually done prior to such omission or improper, ineffectual act shall not be vitiated. The prior act shall remain in full effect. Council either prior or subsequent to such act not properly or effectually done or omitted, may extend the time for completing or perfecting such act. When completed or perfected, such act shall have the same effect as if done strictly in accordance with the provisions of these by-laws.

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## PART II

### Code of Ethics

#### PREAMBLE

Professional Engineers and Professional Geoscientists 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 professional's actions will enhance the dignity and status of the professions.

Professional Engineers and Professional Geoscientists, 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.

Professional Engineers and Professional Geoscientists 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.

Professional Engineers and Professional Geoscientists will maintain a special obligation to demonstrate understanding, professionalism, and technical expertise to members-in-training under their supervision.

Professional Engineers and Professional Geoscientists will keep themselves informed in order to maintain their competence, strive to advance the body of knowledge within which they practice and provide opportunities for professional development of their subordinates.

#### RULES OF CONDUCT

Professional Engineers and Professional Geoscientists:

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 competent to perform by virtue of training and expertise, and shall express opinions on engineering and geoscience matters only on the basis of adequate knowledge and honest conviction.
3. shall sign and seal only reports, plans or documents which they have prepared or which have been prepared under their direct supervision and control.
4. shall act for their clients or employers as a faithful agent or trustee always acting independently and with fairness and justice to all parties.
5. shall not engage in activities nor accept remuneration for services rendered which may 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 judgment is overruled or disregarded by other authorities in matters pertaining to work for which they are professionally responsible.

8. shall not offer or accept covert payment for the purpose of securing an engineering or geoscience assignment.
9. shall represent their qualifications and competence, or advertise professional services offered, only through factual representation without exaggeration.
10. shall conduct themselves toward other professional engineers, professional geoscientists, employees and others with fairness and good faith.
11. shall advise the Executive Director of any practice by another member of the Association, which they believe to be contrary to this code of ethics.
12. shall advise the Executive Director, without delay, of the initiation of discipline proceedings against themselves by an extraterritorial disciplinary body.
13. shall enhance public knowledge and appreciation of engineering and geosciences and protect the professions from misrepresentation and misunderstanding.