



Proposed Bylaw Changes to Nomination Process for Election to Council

Report to APEGA Licensed Professionals

Overview

APEGA licensed professionals are asked to vote electronically from November 16–23, 2021, to approve amendments to the APEGA bylaws made by APEGA Council on October 7, 2021, related to the nomination process for election to Council.

Background on Proposed Amendments to the Council Nomination Process

As a regulator, Council’s mandate is to protect the public by providing strategic leadership, financial oversight, and sound governance in accordance with the *Engineering and Geoscience Professions Act*. The identification and recruitment of qualified candidates to run for Council election is key to Council’s ability to deliver on its mandate.

In response to a motion passed at the 2019 annual general meeting, APEGA Council established a Special Committee of Council on Nominations in June 2019. The Special Committee’s mandate was to review the process for nominating candidates for election to APEGA Council to ensure these candidates have the competencies required to fulfil Council’s mandate and to foster diversity.

The final report of the Special Committee was received by Council in June 2020. The report recommended that APEGA rewrite its nominations-related bylaws to provide clearer and more consistent direction and to clearly outline the authority of the Nominating Committee, which would be responsible for developing procedural activities. [Read the full report by the Special Committee of Council on Nominations.](#)

In spring 2021, all APEGA members were invited to provide feedback on the six key findings and four recommendations of the Special Committee through virtual engagement sessions and a survey. Most participants agreed with the four recommendations.

1. Move to a simplified, transparent nomination approach using a formal, structured assessment based on needed skills, knowledge, and attributes: 93% agreement.
2. Implement an ongoing education and communication strategy to communicate the nomination process to licensed professionals: 89% agreement.
3. Update the Nominating Committee composition, authority, and process: 78% agreement.
4. Create a nomination approach that is inviting and easily accessible for licensed professionals and actively works to attract a more diverse pool of qualified nominees for Council, and other volunteer roles, as a means of succession development: 91% agreement.

In June 2021, Council reviewed member input and approved the four recommendations of the Special Committee of Council on Nominations. [Read the full member input report.](#)

APEGA’s bylaws must be amended to implement recommendations one and three. While implementation of recommendations two and four do not require bylaw amendments, the four recommendations of the Special Committee are

designed to work together to create a nomination process that addresses Council’s need to consistently attract nominees with the competencies and experience required to fulfil its mandate as the regulator of the engineering and geoscience professions in Alberta. The implementation of recommendations two and four will help ensure the full transparency of the nomination process, proactively attract a diverse pool of potential nominees, and fully support individuals interested in running for Council.

The draft bylaw amendments are consistent with best practices and trends in professional regulation, which emphasize that the role of a professional organization regulator is to carry out its activities and govern its regulated members in a manner that protects and serves the public interest.

On August 4, 2021, APEGA began the process of informing licensed professionals about the draft bylaw amendments to the nomination process for candidates to serve on Council and provided members with opportunities to comment and ask questions. Six virtual information sessions were attended by 435 members (out of 726 who registered), 655 members completed an online survey, and thousands of members accessed information materials and videos online. [Read the full report on member views on the clarity of draft bylaw amendments.](#)

On October 6-7, 2021, APEGA Council reviewed member comments, questions, and survey responses and adopted the draft amendments to the bylaws related to the nomination process for election to Council.

Electronic Voting

Under the *EGP Act*, the procedure for amending bylaws involves two steps.

- First, the bylaw amendments must be made by APEGA Council (*EGP Act* Section 20(1)).
- Second, the bylaw amendments must be approved by a majority of professional

members and professional licensees at a general meeting or through a mail or electronic vote (*EGP Act* sections 20(3)(b) and 86.2(1)).

On October 7, 2021, APEGA Council adopted amendments to the bylaws related to the nomination process for election to Council.

- Refer to [Appendix A](#) for the Council motion and a complete description of the amendments made by Council.
- Refer to [Appendix B](#) for a redlined version of the complete set of bylaws that shows deleted and amended sections.
- Refer to [Appendix C](#) for a clean copy of the complete set of bylaws, including the proposed amendments.

Licensed professionals are asked to vote on the proposed bylaw amendments. The vote will be held electronically from November 16–23, 2021.

Under Bylaw 38(1), proposed amendments to bylaws shall be submitted to professional members for a mail vote in accordance with Section 37.

Under Bylaw 37(1), APEGA Council may direct that a mail vote be conducted on any matter related to APEGA. Under Bylaw 37.1, an electronic vote shall be treated as having the same force and effect as a mail vote.

Under Bylaw 37(3), a vote by mail shall be declared valid if at least 400 licensed professionals respond, and the matter shall be declared carried or defeated on the basis of a simple majority of the votes returned.

- Refer to [Appendix D](#) for the relevant above sections of the *EGP Act* as they pertain to this electronic vote.

Proposed Motion for Electronic Vote

APEGA licensed professionals are asked to vote on whether they approve the proposed bylaw amendments made by Council on October 7, 2021. The motion to be considered by APEGA licensed professionals for an electronic vote is:

That the Bylaw amendments adopted by the APEGA Council on October 7, 2021, a copy of which is attached hereto, are approved.

For more information on the electronic vote regarding proposed bylaw amendments to the Council nomination process, please visit apega.ca/NominationsBylawVote

FIND OUT HOW TO VOTE ✓

apega.ca/NominationsBylawVote

Appendix A: Bylaw Amendments Made by APEGA Council on October 7, 2021

The proposed bylaw amendments are as shown in the following motion passed by APEGA Council on October 7, 2021.

Moved and Seconded That

Whereas, the *Engineering and Geoscience Professions Act, RSA 2000, c E-11*, the ("Act"), stipulates at Section 20(1), "The Council may make bylaws". The Act further stipulates at Section 20(3), "A bylaw under subsection (1) does not come into force unless it is approved by a majority of the professional members

- (a) present and voting at a general meeting, or
- (b) voting by a mail vote or vote conducted by electronic, telecommunication or other appropriate means conducted in accordance with the bylaws.";

Resolved, That the Bylaws be amended by striking out, Part 2, Election of Council,

- a) Nominating Committee, Section 2,
- b) Nominees, Sections 3(1), 3(2), 3(3), 3(4) and 3(5), and
- c) Eligibility for Nomination Section 3(6), and inserting the following substitute in its place,

Part 2

Election of Council Nominating Committee

2(1) Council shall, on an annual basis, appoint a Nominating Committee and shall appoint one member of the Nominating Committee to act as Chair. The criteria and process for the composition, selection of Nominating Committee members, and quorum of the Nominating Committee shall be determined by Council and shall be made available to members.

(2) The Nominating Committee has the authority and is responsible for:

- a) developing its own policies and procedures;
- b) providing information to the membership about nomination and candidate selection policies and procedures;
- c) receiving nominations for election to Council in accordance with Bylaw 3;
- d) determining the eligibility of nominees and candidates in accordance with Bylaws 3(3), (4) and (8);
- e) consulting with Council, and others deemed appropriate, with respect to the competencies required on Council for the following election year and the factors identified in Bylaw 3(5);
- f) assessing the competencies of nominees and selecting candidates to stand for election to Council in accordance with Bylaws 3(5) and 3(6); and
- g) any other matter the Nominating Committee deems necessary relating to the nomination and selection of candidates for Council.

(3) The Nominating Committee shall act in accordance with the principles of fairness, transparency, accountability, and independence.

Nomination and selection of candidates for election to Council

3(1) For the purposes of these Bylaws:

- a) "nominee" shall refer to a member who meets the eligibility criteria for nomination set out in Bylaw 3(3) and has submitted a nomination form in accordance with Bylaw 3(2) and
- b) "candidate" shall refer to a nominee who has been assessed by the Nominating Committee as having the competencies required on Council for the current election year and whose name will appear on the election ballot.

(2) Members who meet the eligibility criteria in Bylaw 3(3) may be nominated for election to Council by submitting a nomination form to the Nominating Committee in the format required by the Nominating Committee, and providing any additional information or documentation required by the Nominating Committee, which may include but is not limited to:

- a) information or documentation relevant to the nominee's competencies,
- b) references from one or more professional members or professional licensees in good standing; and
- c) references from other individuals.

(3) In order to be eligible for nomination, selection as a candidate, or election, a nominee or candidate:

- a) must at the time of nomination and at all times between nomination and the closing of the polls be and remain a professional member or professional licensee of the Association in good standing;
- b) must not, at the time of nomination or at any time between nomination and the closing of the polls, be the subject of a complaint of unprofessional conduct or unskilled practice that is the subject of an interim suspension or has been referred to the Discipline Committee for a formal hearing;
- c) must not have admitted to, or have been found to have engaged in, unprofessional conduct or unskilled practice during the five-year period immediately prior to their nomination or at any time between nomination and the closing of the polls;
- d) must not have admitted to, or have been found guilty of, an offence under the Criminal Code of Canada or the Controlled Drugs and Substances Act during the five-year period immediately prior to their nomination or at any time between nomination and the closing of the polls;
- e) must not be, and must have not been for a three-year period immediately prior to their nomination, an employee of the Association;
- f) must not at the time of nomination or at any time between nomination and the closing of the polls, occupy a position with the Government of Alberta where the nominee or candidate has direct influence on the Engineering and Geoscience Professions Act;
- g) must be nominated in accordance with the provisions of these Bylaws; and
- h) must at the time of nomination or at any time between nomination and the closing of the polls comply with any policies, procedures, rules or undertakings that apply to nominees and candidates.

(4) Nominees for President or Vice-President shall have served on the Council.

(5) The Nominating Committee shall assess each nominee in accordance with policies and procedures developed by the Nominating Committee to determine whether the nominee has the required competencies to become a candidate for election to Council in the upcoming election, taking into account the following factors:

- a) the requirements of the Act, the Regulations, and the Bylaws with respect to the composition of Council;
- b) current or expected vacancies on Council;
- c) competencies that
 - i. relate to the duties and functions of Councillors, or
 - ii. that may not be adequately represented among the Councillors currently on Council; and
- d) the diversity that exists within the profession.

(6) Only the nominees who are selected as candidates by the Nominating Committee will be placed on the ballot for election to Council. The Nominating Committee shall inform Council of the candidates for each office.

(7) Notwithstanding Bylaw 3(6), the President Elect shall be the sole candidate for President.

(8) If a candidate ceases to meet any of the eligibility requirements in Bylaw 3(3) at any time before the closing of the polls, the Nominating Committee has the authority to remove the candidate from the ballot by a 2/3 majority vote. Before voting to remove a candidate from the ballot, the Nominating Committee shall make reasonable efforts to notify the candidate of the basis on which the Nominating Committee is considering removing the candidate from the ballot, and to provide the candidate with an opportunity to respond in writing or orally, at the discretion of the Nominating Committee. Timelines shall be determined by the Nominating Committee, having regard to the specific circumstances. ;

Resolved, That the Bylaws be amended at, Part 2, Election of Council, Conduct of Elections, Section 6(2) by striking out the words "persons nominated for office", and inserting in its place the word "candidates";

Resolved, That the Bylaws be amended at, Part 2, Election of Council, Counting of ballots, Section 8(2) by striking out the word "nominee", and inserting in its place the word "candidate";

Resolved, That the Bylaws be amended by striking out, Part 2, Election of Council, Failure to comply with procedures, Section 11, and inserting the following substitute in its place,

11 (1) In the event of any failure to comply with policies or procedures relating to the nomination or selection of candidates for election to Council, the Nominating Committee shall have the power at any time prior to the opening of the polls to take any action it deems necessary to validate the selection of candidates.

(2) In the event of any failure to comply with policies or procedures relating to any matter concerning the election of members of Council, Council shall have the power to take any action it deems necessary to validate the election.

Resolved, That the Bylaws be amended at, Part 5, Meetings of the Association, Agenda, Section 17(1) by striking out the words "(l) appointment of the nominating committee".

Appendix B: Proposed Bylaw Amendments – Redlined

THE ENGINEERING AND GEOSCIENCE PROFESSIONS ACT BYLAWS

As approved by the Association and incorporating amendments
approved at the Annual General Meetings and/or electronic
votes of
June 1983, June 1987, April 1991
April 1993, April 1996
April 1997, April 1998, April 1999, April 2000,
April 2001, April 2002, April 2005, April 2009
October 2009 (Special Meeting), March 2012, April 2012, April 2014,
April 2015, April 2017, March 2021 and consequential changes
approved **November 2021**

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Adopted by Authority of Section 19 of the *Engineering and Geoscience Professions Act*.

Part 1 Head Office, Branches and Districts

Location

- 1(1) The Head Office of the Association shall be located in the City of Edmonton in the Province of Alberta.
- (2) Council may establish such branches and districts as it deems necessary for the benefit of members of the professions concentrated in specific regions of the province. Constitution, structure and operation of the branches and districts shall be subject to the approval of the Council.

Part 2 Election of Council

Nominating Committee

~~2 A nominating committee shall be appointed at the annual meeting to serve for the ensuing year. The Committee shall consist of a minimum of eleven (11) professional members of the Association, one (1) of whom shall be the Past President or the designate of the Past President, who shall be the chair, and at least two (2) of whom shall be current members of Council. Council shall fill any vacancies which may occur in the Nominating Committee.~~

2(1) Council shall, on an annual basis, appoint a Nominating Committee and shall appoint one member of the Nominating Committee to act as Chair. The criteria and process for the composition, selection of Nominating Committee members, and quorum of the Nominating Committee shall be determined by Council and shall be made available to members.

(2) The Nominating Committee has the authority and is responsible for:

- a) developing its own policies and procedures;
- b) providing information to the membership about nomination and candidate selection policies and procedures;
- c) receiving nominations for election to Council in accordance with Bylaw 3;
- d) determining the eligibility of nominees and candidates in accordance with Bylaws 3(3), (4) and (8);
- e) consulting with Council, and others deemed appropriate, with respect to the competencies required on Council for the following election year and the factors identified in Bylaw 3(5);
- f) assessing the competencies of nominees and selecting candidates to stand for election to Council in accordance with Bylaws 3(5) and 3(6); and
- g) any other matter the Nominating Committee deems necessary relating to the nomination and selection of candidates for Council.

(3) The Nominating Committee shall act in accordance with the principles of fairness, transparency, accountability, and independence.

Nominees Nomination and selection of candidates for election to Council

~~3(1) The Nominating Committee, in selecting nominees, shall give due consideration to the composition of the Council as required by the Act, Regulations and Bylaws.~~

~~(2) Write in nominations for any office, except the President, shall be made in writing. Any such nominations shall be accompanied by the name, professional designation, member number and signature of any 25 professional members in good standing. Such nominations shall reach the Nominating Committee not later~~

than 180 days prior to the annual meeting and shall be accompanied by the written consent of the nominee or nominees to act if elected.

~~(3) The Nominating Committee shall submit for information to Council a list of nominees for Council, which shall include the President-Elect as the sole nominee for President, three nominees for Vice-President, and at least three more nominees for Councillors than there are vacancies to be filled on Council.~~

3(1) For the purposes of these Bylaws:

- a) "nominee" shall refer to a member who meets the eligibility criteria for nomination set out in Bylaw 3(3) and has submitted a nomination form in accordance with Bylaw 3(2) and
- b) "candidate" shall refer to a nominee who has been assessed by the Nominating Committee as having the competencies required on Council for the current election year and whose name will appear on the election ballot.

(2) Members who meet the eligibility criteria in Bylaw 3(3) may be nominated for election to Council by submitting a nomination form to the Nominating Committee in the format required by the Nominating Committee, and providing any additional information or documentation required by the Nominating Committee, which may include but is not limited to:

- a) information or documentation relevant to the nominee's competencies,
- b) references from one or more professional members or professional licensees in good standing; and
- c) references from other individuals.

~~(6)~~ **(3) In order to be eligible for nomination, selection as a candidate, and or election, a nominee or candidate:**

- a) must at the time of nomination and at all times between nomination and the closing of the polls be and remain a professional member or professional licensee of the Association in good standing;
- b) must not, at the time of ~~selection of nominees by the Nominating Committee~~ nomination or at any time between nomination and the closing of the polls, be the subject of a complaint of unprofessional conduct or unskilled practice that is the subject of an interim suspension or has been referred to the Discipline Committee for a formal hearing;
- c) must not have admitted to, or have been found to have engaged in, unprofessional conduct or unskilled practice ~~for a~~ during the five-year period immediately prior to ~~his or her~~ their nomination or at any time between nomination and the closing of the polls;
- d) must not have admitted to, or have been found guilty of, an offence under the Criminal Code of Canada or the Controlled Drugs and Substances Act ~~for a~~ during the five-year period immediately prior to ~~his or her~~ their nomination or at any time between nomination and the closing of the polls;
- e) must not be, and must have not been for a three-year period immediately prior to ~~his or her~~ their nomination, an employee of the Association;
- f) must not at the time of nomination or at any time between nomination and the closing of the polls, occupy a position with the Government of Alberta where the nominee or candidate has direct influence on the Engineering and Geoscience Professions Act;
- g) must be nominated in accordance with the provisions of these Bylaws; and
- h) must at the time of nomination or at any time between nomination and the closing of the polls comply

with any policies, procedures, rules or undertakings that apply to nominees and candidates.

(4) Nominees for President or Vice-President shall have served on the Council.

~~(5) The written consent of the nominees to act if elected shall be secured and shall accompany the list of nominees.~~

(5) The Nominating Committee shall assess each nominee in accordance with policies and procedures developed by the Nominating Committee to determine whether the nominee has the required competencies to become a candidate for election to Council in the upcoming election, taking into account the following factors:

- a) the requirements of the Act, the Regulations, and the Bylaws with respect to the composition of Council;
- b) current or expected vacancies on Council;
- c) competencies that
 - i. relate to the duties and functions of Councillors, or
 - ii. that may not be adequately represented among the Councillors currently on Council; and
- d) the diversity that exists within the profession.

(6) Only the nominees who are selected as candidates by the Nominating Committee will be placed on the ballot for election to Council. The Nominating Committee shall inform Council of the candidates for each office.

(7) Notwithstanding Bylaw 3(6), the President Elect shall be the sole candidate for President.

(8) If a candidate ceases to meet any of the eligibility requirements in Bylaw 3(3) at any time before the closing of the polls, the Nominating Committee has the authority to remove the candidate from the ballot by a 2/3 majority vote. Before voting to remove a candidate from the ballot, the Nominating Committee shall make reasonable efforts to notify the candidate of the basis on which the Nominating Committee is considering removing the candidate from the ballot, and to provide the candidate with an opportunity to respond in writing or orally, at the discretion of the Nominating Committee. Timelines shall be determined by the Nominating Committee, having regard to the specific circumstances.

Nominees Selection 4 repealed 2015

Additional Nominees 5 repealed 2015

Conduct of elections

6(1) Elections shall be conducted electronically or by letter ballot.

(2) The names of all ~~persons nominated for office~~ candidates shall be placed on the ballot form in groups relating to each office. The number, professional classification and term of Councillors to be elected shall be made clear on the ballot form. A list of all candidates shall be made available to all eligible voting members prior to polls opening.

(3) Each eligible voting member is entitled to one vote for one candidate for vice-president, and to vote for as many candidates as there are vacancies to be filled for Council, or for a lesser number.

(4) The polls shall remain open for a minimum of 30 days and no ballots received after close of polls shall be considered.

(5) Dates for the opening and closing of polls shall be advertised no later than 30 days prior to polls opening.

Electronic Voting

6.1 Notwithstanding Section 6, a member may vote electronically as prescribed by such terms and conditions established by Council from time to time and such vote shall be received and treated by the Association as having the same force and effect as if sent by letter ballot pursuant to Bylaw 6.

Ballot counting committee

7(1) Prior to the polls closing the Chief Executive Officer shall appoint six professional members including a chair to act as a ballot counting committee.

(2) This committee shall receive the package containing the ballots at a time and place designated by the Chief Executive Officer.

(3) The envelope containing the ballots shall be opened by a member or members of the ballot counting committee who shall scrutinize and count the votes cast and keep a record thereof.

Counting of ballots

8(1) Of the candidates for the offices of vice-presidents, the one receiving the highest number of votes shall be elected first vice-president and the one receiving the second highest number of votes shall be elected second vice-president.

(2) The candidate elected as first vice-president shall be deemed to be the president-elect and shall be the sole ~~nominee~~ candidate for the president in the succeeding year.

(3) 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 3 years. If there are any vacancies in Council to be filled the person or persons receiving the next highest number of votes for the office of Councillor shall be elected as Councillors for the balance of the unexpired term or terms to be filled, and as among them, the person or persons receiving the highest number of votes shall fill any vacancy or vacancies which have the longer unexpired term or terms.

(4) On completion of the counting of the ballots, the chairman of the ballot counting committee shall deliver to the president or the Chief Executive Officer the results of the poll, together with the ballots and tally sheets in a separate sealed package.

Results of election

9(1) Prior to the annual meeting, the president or the Chief Executive Officer shall inform the candidates in the election of the results of the balloting including the number of votes cast for each candidate.

(2) The results of the election shall be announced at the annual meeting by the chairman of the meeting.

(3) In case of equality of votes for any officer or Councillor, the president or, in the absence of the president, the chairman of the nominating committee shall cast the deciding vote.

Objection and recount

10(1) 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 chairman shall appoint a ballot counting committee of not less than 12 professional members who shall forthwith recount all ballots. Candidates may be present or represented at such recount.

(2) On completion of the recount the results shall be communicated in writing to the chairman who shall announce it to the annual meeting immediately. Such recount shall be final and binding.

(3) Following the announcement of the poll or of the recount, as the case may be, the ballots and any tally sheets shall be destroyed.

Failure to comply with procedures

11 (1) In the event of any failure to comply with policies or procedures relating to the nomination or selection of candidates for election to Council, the Nominating Committee shall have the power at any time prior to the opening of the polls to take any action it deems necessary to validate the selection of candidates.

(2) In the event of any failure to comply with policies or procedures relating to any matter concerning 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 ballots or the election.

Part 3 Meetings of the Council

Council meetings

12(1) Council shall meet at the call of the president or on request in writing to the Chief Executive Officer signed by not less than 4 Councillors.

(2) The time and place of Council meetings shall be fixed by the president or by the councillors, whichever called the meeting.

(3) Professional members of the Association shall be informed as to the time and place of Council meetings and may attend meetings of the Council as observers if advance notification of their attendance is given to the Chief Executive Officer.

(4) If any member of Council is unable to attend a meeting of Council he shall so inform the Chief Executive Officer or the executive secretary prior to the meeting.

(5) Repealed 2017

Expenses

13 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 travelling on business of the Association.

Honorarium President

13.1 An honorarium shall be paid to the President, or the President's nominee in an amount and under such conditions as may be determined by the Council from time to time.

Removal of an Elected Member of Council

13.2(1) An elected member of Council may be removed by a two-thirds (2/3) vote by ballot of the remaining members of Council at any meeting of Council.

(2) The circumstances where an elected member of Council may be removed from Council pursuant to Bylaw 13.2(1) include, but are not limited to, any of the following:

- a) if the member of Council fails to maintain his or her good standing as a member of the Association;
- b) if the member of Council admits to, or is found to have engaged in, unprofessional conduct or unskilled practice;
- c) if the member of Council admits to, or is found guilty of, an offence under the *Criminal Code of Canada* or the *Controlled Drugs and Substances Act*;
- d) if the member of Council fails, in the opinion of Council, to perform the duties of an office and/or function of a Council member;
- e) if the member of Council, in the opinion of Council, has engaged in any conduct or activity that

- undermines the Association or its objectives;
- f) if the member of Council is absent from 3 consecutive meetings of Council without the approval of the President.

(3) Written notice of motion to remove a member of Council shall be given to the member of Council who is the subject of the motion to remove and the remaining members of Council at least seven (7) days prior to the date of the Council meeting at which the motion to remove will be considered.

(4) The member of Council who is the subject of the motion to remove a member from Council shall have the right to make submissions to Council, orally or in writing, and as a member of Council shall have the right to debate the motion to remove, but shall not have the right to vote on the main motion to remove.

(5) The consideration of a motion to remove a member of Council shall be held in executive session.

Part 4

Representatives to and from other Organizations and Groups

Representatives on other organizations

14(1) Council may appoint professional members to represent the Association on the Engineering Faculty Councils and Science Faculty Councils of Universities in Alberta and shall appoint a director of the Engineers Canada.

(2) Council may appoint a professional member to represent the Association on the Council, governing body, or committees of any other organization or association.

(3) Representatives appointed under the provisions of subsections (1) and (2) 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 organizations

15(1) Council may invite any organization or association to appoint a member of its executive as a representative to sit with Council at such meetings of Council as Council may determine.

(2) Any representative appointed pursuant to subsection (1) 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.

Part 5

Meetings of the Association

Annual meetings

16(1) An annual meeting of the Association shall be held in every calendar year with the period between such meetings not to exceed 18 months. At each annual meeting the Council shall submit a recommendation as to the date and place of the next annual meeting.

(2) Notice of the annual meeting shall be distributed, either directly by mail or via the Association publication known as the PEG, to all members at least 90 days in advance of the meeting.

(3) At the annual meeting of the Association a quorum shall consist of 60 professional members.

Agenda

17(1) 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) address of the president,
- (d) reports of representatives of the Association;
- (e) reports of committees;
- (f) auditor's report;
- (g) appointment of auditor;
- (h) new business;
- (i) fixing of the date and place of the next annual meeting;
- (j) announcement of the results of the annual election;
- (k) objection, if any, to the election results as announced.;
- ~~(l) appointment of the nominating committee.~~

(2) Any resolution carried at an annual meeting shall be considered at the next regular meeting of the Council.

Special meetings

18(1) Special meetings of the Association may be held when considered necessary by the Council or upon written request to the Chief Executive Officer signed by not less than 30 professional members of the Association. A special meeting summoned pursuant to the written request of the 30 or more professional members shall be held not more than 45 days after the request is received by the Chief Executive Officer.

(2) Written notice calling a special meeting of the Association shall be distributed to all members, directly either by mail or via the Association publication known as the PEG, at least 14 days in advance of the meeting and shall clearly state the object of the meeting, and no other business shall be transacted at the meeting.

(3) At any special meetings of the Association a quorum shall consist of 60 professional members.

(4) Any resolution carried at a special meeting shall be considered at the next regular meeting of the Council.

District meetings

19(1) District meetings of the Association may be held as approved by Council or as directed by the executive of a properly constituted Branch of the Association.

(2) Notice of a district meeting shall be distributed to all members resident in the district, either directly by mail or via the Association publication known as the PEG, at least 14 days in advance of the meeting.

(3) Council shall approve the holding of a district meeting of the Association on a request to the Chief Executive Officer signed by not less than 30 professional members of the Association.

(4) A quorum at a district meeting shall be 10 professional members.

(5) Any resolution carried at a district meeting shall be considered by Council at its next regular meeting.

Procedures at meetings

20(1) The proceedings at any meeting 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.

(2) Only professional members are entitled to vote at annual, district or special meetings of the Association.

(3) Any meeting of the Association and of Council may be conducted:

- (a) In person;
- (b) Electronically, that permits participation by video and/or audio, voting, the identification of participants who seek recognition to speak, and the display of motions, subject to any rules regarding participation in an electronic meeting that Council may promulgate; or

(c) A combination of in person and electronic means that satisfies the requirements prescribed in subsection (b).

Part 6

Chief Executive Officer, Deputy Registrar

Responsibilities

- 21 (1)** The Chief Executive Officer shall be a professional member of the Association and shall post a security bond at the expense of the Association in a sum to be fixed by Council.
- (2)** The Chief Executive Officer shall be in responsible charge, under Council, of all property of the Association and shall be responsible for the work of all employees of the Association.
- (3)** The Chief Executive Officer shall be responsible for
- (a) the presentation of business and recording of proceedings at all meetings of the Association and of Council,
 - (b) conducting the correspondence of the Association and keeping full records thereof,
 - (c) the books and accounts of the Association and ensuring that all monies due the Association are collected and deposited with the funds of the Association,
 - (d) the drawing of cheques against the funds of the Association to be signed by the Chief Executive Officer and president or alternates approved by the Council,
 - (e) providing from time to time such information and reports as may be requested by Council, or which he deems necessary in the interest of the Association, and
 - (f) such other functions as are necessary or expedient for the proper administration of the Act, regulations and by-laws, and the affairs of the Association generally.

Deputy Registrar

22 The Council may appoint a Deputy Registrar who has all the powers and can perform all the duties of the Registrar under the Act, the regulations and the by-laws when the Registrar is absent or unable to act, or when there is a vacancy in the office of the Registrar.

Part 7

Finances of the Association

Auditing

- 23(1)** The finances of the Association shall be audited annually as of the 31st day of December.
- (2)** The auditors shall be a firm of chartered accountants who shall be appointed annually at the annual meeting.
- (3)** The auditors shall submit a written report for the annual meeting, a copy of which shall be sent to members prior to the meeting either directly by mail or via one of the Association publications.

Fees

- 24(1)** The annual fee for a professional member shall be as specified from time to time by Council and shall be payable in advance, on the anniversary date of the member's initial or current registration, subject to such discount, if any, as Council may from time to time direct.
- (2)** The registration fee shall consist of an administrative charge as established by Council from time to time plus any other fees payable with the application for registration.
- (3)** In the case of new applicants, the annual fee for the following 12 months shall be payable at the time of

registration.

(4) 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 professional member.

(5)(a) The annual fee for a permit holder shall be fixed by Council from time to time and shall be not less than the annual fee for the professional member or licensee assuming direct personal supervision of and responsibility for the practice of the permit holder.

(b) Council may, in its discretion, on application of a permit holder waive or reduce the annual fee.

Part 8 Life and Honorary Members

Life Member

25(1) Council, may confer life membership in the Association upon any professional member who

(a) has been a professional member for 25 or more years; or has held equivalent registration in a jurisdiction recognized by the Association, and professional membership totalling a minimum of 25 years, of which at least the last 10 years have been with the Association, and

(b) has retired from the practice of the profession

(2) Notwithstanding Section 25(1), Council, in its sole discretion, may confer life membership in the Association upon any professional member it deems worthy.

(3) Subject to Section 25(1), life members retain all of the obligations, duties and privileges of professional membership and pay annual fees as may be specified by Council.

Honorary Life Member

26(1) Council, in its discretion by unanimous vote, may confer Honorary Life Membership in the Association upon any professional member who has rendered significant service to the Association.

(2) Honorary Life Members retain all of the obligations, duties and privileges of professional membership but are exempted from payment of annual fees.

Honorary Member

27(1) Council, in its discretion by unanimous vote, may confer honorary membership in the Association upon persons who have given eminent service to the profession. There shall at no time be more than 30 honorary members in the Association.

(2) Honorary membership may be revoked by unanimous vote of the Council for conduct considered detrimental to the profession.

(3) Honorary members do not have the right to vote on Association affairs, to call themselves professional members or create the impression that they are professional members, or to engage in the practice of engineering, geology or geophysics.

(4) Honorary members are not required to pay any annual fees.

Part 9 Committees

Procedures and appointments

28(1) Standing Committees, Task Forces, or Boards, appointed by the Council pursuant to the Act and Regulations, shall proceed in accordance with terms of reference and procedures designated by the Council at the time of appointment.

(2) The Chair and members of Standing Committees, Task Forces, and Boards shall be appointed by the Council or if the Council so directs, by the Chief Executive Officer.

(3) Members of Standing Committees, Task Forces, and Boards, shall be appointed by the Council or by Chairmen in consultation with the Chief Executive Officer with ratification by the Council.

Expenses

29 The Chairs and members of Standing Committees, Task Forces and Boards shall receive reimbursement of expenses incurred in performing their designated functions.

Part 10 Scholarships and Benefit Programs

Program

30(1) The Council in its discretion may establish such scholarship or other educational incentive programs that it considers will serve the interests of the professions of engineering, geology or geophysics and shall decide from time to time the amount of financial support to be provided for such programs.

(2) The Council in its discretion may establish such other types of benefit programs that it considers will advance the welfare of the professions of engineering, geology or geophysics and shall decide from time to time the amount of financial support to be provided for such programs.

Part 11 Register of Members

Content

31(1) The Registrar shall be responsible for maintaining an up-to-date register providing a record of

- (a) professional members, licensees,
- (b) permit holders,
- (c) Life Members, Honorary Life Members, and Honorary Members,
- (d) members-in-training,
- (e) examination candidates,
- (f) students,
- (g) joint firms, and
- (h) restricted practitioners, and
- (i) provisional licensees, and
- (j) professional licensees.

(2) The Registrar shall be responsible for entering any memoranda in the register related to cancellations and suspensions and any subsequent modifications to such memoranda and shall advise the next regular meeting of the Council of any memoranda entered or modified.

Mailing addresses

32 Professional members, licensees, permit holders, professional licensees, provisional licensees, Life Members, Honorary Life Members, Honorary Members, members-in-training, examination candidates, students, joint firms and certificate holders shall provide the Registrar with their current mailing addresses and advise the Registrar forthwith in writing of any change in address.

Onus to respond

32.1 Professional members, licensees, permit holders, life members, professional licensees, provisional licensees, members in training, joint firms, or certificate holders, shall respond promptly and appropriately to any duly served communication of a regulatory nature received from the Association that contemplates a reply.

Part 12

Seals, Stamps and Certificates

Seals and stamps

33(1) Seals and stamps issued to professional members shall be in a form prescribed by the Council and shall show the professional category of the professional member as Professional Engineer or Professional Geoscientist.

(2) Seals and stamps issued to licensees shall be in a form prescribed by the Council and shall show the professional category of the licensee as Professional Engineer or Professional Geoscientist and in addition shall carry the word "licensee",

(3) Stamps issued to permit holders shall be in a form prescribed by the Council and shall show the designation "Permit Holder".

(4) Stamps issued to joint firms shall be in a form prescribed by the Council and shall show the designation "Engineers and Architects" or "Architects and Engineers".

(5) Seals and stamps issued to professional licensees shall be in a form prescribed by the Council and shall show the designation "Professional Licensee (Engineering), or (Geoscience)" as the case may be.

Certificates

34(1) The Registrar shall issue to each professional member a certificate in a form prescribed by the Council signed by the president and Registrar showing the date of registration and the professional category in which the member is registered; and upon renewal an annual certificate.

(2) The Registrar shall issue to each licensee a license certificate in a form prescribed by the Council signed by the president and Registrar showing the date of registration and the professional category of the licensee; and upon renewal of the license an annual certificate in the form of a license renewal card.

(3) The Registrar shall issue to each permit holder a certificate in a form prescribed by the Council signed by the president and Registrar showing the permit number assigned to the permit holder and professional category in which the permit holder is entitled to practice; and upon renewal of the permit an annual certificate in the form of a permit renewal card.

(4) The Registrar shall issue to each restricted practitioner a certificate in a form prescribed by the Council signed by the president and Registrar and showing the date of registration and the restricted area of practice in which the certificate holder may engage; and upon renewal of registration as a restricted practitioner, an annual certificate in the form of a restricted practice renewal card.

(5) The Registrar shall issue to each professional licensee a certificate in a form prescribed by the Council, signed by the President and Registrar, and showing the date of registration and the area of practice in which the professional licensee may engage; and upon renewal of registration as a professional licensee an annual certificate in the form of a renewal card.

Surrender of seals, stamps and certificates

35 Professional members, licensees, permit holders, certificate holders, and professional licensees shall surrender to the Registrar, forthwith upon development of any of the following eventualities, any seals, stamps and certificates that have been issued to them:

- (a) temporary withdrawal of the professional member, licensee, permit holder, certificate holder,

- or professional licensee from practice of the profession for a period estimated to exceed 1 year;
- (b) resignation of the professional member, licensee, permit holder, certificate holder, or professional licensee from the Association;
- (c) the suspension or cancellation of the professional membership, license, permit or certificate

Part 13

Assessment of Costs for Hearings and Appeals

Content

36 Where the Discipline Committee, Practice Review Board or the Appeal Board orders an investigated person to pay the costs of the hearing, or the costs of the appeal, or both the costs of the hearing and the costs of the appeal, those costs may include all or any of the following costs and expenses:

- (a) any honorarium, payment, or professional fees paid to a person retained to participate in the hearing or appeal;
- (b) costs of any transcripts of evidence taken in the proceedings;
- (c) costs of reproduction of all or any documents including drawings and plans relating to the proceedings;
- (d) witness fees;
- (e) cost of renting rooms, renting recording equipment, or hiring a reporter to take transcript of the evidence;
- (f) fees payable to the solicitor acting on behalf of the Association in the proceedings;
- (g) any other expenses incurred that are attributable to the hearing or an appeal resulting from it.

Part 14

General

Voting by mail

37(1) The Council may direct that a mail vote be conducted on any matter related to the Association.

(2) Announcement of a mail vote giving full details of the matter to be voted upon must be made to all professional members at least 21 days in advance of the vote being taken and if objections to a mail vote are received by the Registrar in writing at least 3 days before the announced date of the vote from at least 30 professional members of the Association the matter shall be held over to a meeting of the Association.

(3) A vote by mail shall be declared valid if at least 400 professional members respond and the matter shall be declared carried or defeated on the basis of a simple majority of the votes returned.

(4) The results of a mail vote shall be considered by the Council at its next regular meeting.

Electronic Voting

37.1 For purposes of Bylaw 37, a mail vote shall be deemed to include electronic communications within such terms and conditions as may be prescribed from time to time by the Council of the Association and such vote shall be received and treated by the Association as having the same force and effect as if sent by mail under Bylaw 37.

Amendments to By-laws

38(1) Proposed amendments to by-laws shall be submitted to a properly convened meeting of the Association and shall not be effective unless approved by a majority of the professional members present and voting at the meeting, or shall be submitted to the professional members for a mail vote in accordance with section 37.

(2) If the proposed amendments are to be voted on at a meeting of the Association, full details of the proposed amendments shall be disclosed to all professional members at least 14 days in advance of the meeting.

Validation

39 When any act or thing under the provisions of these by-laws directed to be done within a limited time is not so done, or is not properly or effectually done, then anything actually done prior to such omission or improper or ineffectual act shall not be thereby vitiated, but shall remain in full effect and the 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 or thing, which when completed or perfected, shall have the same effect as if done strictly in accordance with the provisions of these by-laws.

Professional Licensees

40 Sections 2, 5, 6, 7, 12(3), 16(3), 18, 19, 20, 37 and 38 of these Bylaws apply to professional licensees (engineering), and professional licensees (geoscience) as if they were professional members.

Appendix C: Proposed Bylaw Amendments – Clean

THE ENGINEERING AND GEOSCIENCE PROFESSIONS ACT BYLAWS

As approved by the Association and incorporating amendments approved at the Annual General Meetings and/or electronic votes of
June 1983, June 1987, April 1991
April 1993, April 1996
April 1997, April 1998, April 1999, April 2000,
April 2001, April 2002, April 2005, April 2009
October 2009 (Special Meeting), March 2012, April 2012, April 2014,
April 2015, April 2017, March 2021
and consequential changes approved **November 2021**

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Adopted by Authority of Section 19 of the *Engineering and Geoscience Professions Act*.

Part 1

Head Office, Branches and Districts

Location

1(1) The Head Office of the Association shall be located in the City of Edmonton in the Province of Alberta.

(2) Council may establish such branches and districts as it deems necessary for the benefit of members of the professions concentrated in specific regions of the province. Constitution, structure and operation of the branches and districts shall be subject to the approval of the Council.

Part 2

Election of Council

Nominating Committee

2(1) Council shall, on an annual basis, appoint a Nominating Committee and shall appoint one member of the Nominating Committee to act as Chair. The criteria and process for the composition, selection of Nominating Committee members, and quorum of the Nominating Committee shall be determined by Council and shall be made available to members.

(2) The Nominating Committee has the authority and is responsible for:

- a) developing its own policies and procedures;
- b) providing information to the membership about nomination and candidate selection policies and procedures;
- c) receiving nominations for election to Council in accordance with Bylaw 3;
- d) determining the eligibility of nominees and candidates in accordance with Bylaws 3(3), (4) and (8);
- e) consulting with Council, and others deemed appropriate, with respect to the competencies required on Council for the following election year and the factors identified in Bylaw 3(5);
- f) assessing the competencies of nominees and selecting candidates to stand for election to Council in accordance with Bylaws 3(5) and 3(6); and
- g) any other matter the Nominating Committee deems necessary relating to the nomination and selection of candidates for Council.

(3) The Nominating Committee shall act in accordance with the principles of fairness, transparency, accountability, and independence.

Nomination and selection of candidates for election to Council

3(1) For the purposes of these Bylaws:

- a) "nominee" shall refer to a member who meets the eligibility criteria for nomination set out in Bylaw 3(3) and has submitted a nomination form in accordance with Bylaw 3(2) and
- b) "candidate" shall refer to a nominee who has been assessed by the Nominating Committee as having the competencies required on Council for the current election year and whose name will appear on the election ballot.

(2) Members who meet the eligibility criteria in Bylaw 3(3) may be nominated for election to Council by submitting a nomination form to the Nominating Committee in the format required by the Nominating Committee, and providing any additional information or documentation required by the Nominating Committee, which may include but is not limited to:

- a) information or documentation relevant to the nominee's competencies,
- b) references from one or more professional members or professional licensees in good standing; and
- c) references from other individuals.

(3) In order to be eligible for nomination, selection as a candidate, or election, a nominee or candidate:

- a) must at the time of nomination and at all times between nomination and the closing of the polls be and remain a professional member or professional licensee of the Association in good standing;
- b) must not, at the time of nomination or at any time between nomination and the closing of the polls, be the subject of a complaint of unprofessional conduct or unskilled practice that is the subject of an interim suspension or has been referred to the Discipline Committee for a formal hearing;
- c) must not have admitted to, or have been found to have engaged in, unprofessional conduct or unskilled practice during the five-year period immediately prior to their nomination or at any time between nomination and the closing of the polls;
- d) must not have admitted to, or have been found guilty of, an offence under the Criminal Code of Canada or the Controlled Drugs and Substances Act during the five-year period immediately prior to their nomination or at any time between nomination and the closing of the polls;
- e) must not be, and must have not been for a three-year period immediately prior to their nomination, an employee of the Association;
- f) must not at the time of nomination or at any time between nomination and the closing of the polls, occupy a position with the Government of Alberta where the nominee or candidate has direct influence on the Engineering and Geoscience Professions Act;
- g) must be nominated in accordance with the provisions of these Bylaws; and
- h) must at the time of nomination or at any time between nomination and the closing of the polls comply with any policies, procedures, rules or undertakings that apply to nominees and candidates.

(4) Nominees for President or Vice-President shall have served on the Council.

(5) The Nominating Committee shall assess each nominee in accordance with policies and procedures developed by the Nominating Committee to determine whether the nominee has the required competencies to become a candidate for election to Council in the upcoming election, taking into account the following factors:

- a) the requirements of the Act, the Regulations, and the Bylaws with respect to the composition of Council;
- b) current or expected vacancies on Council;
- c) competencies that
 - i. relate to the duties and functions of Councillors, or
 - ii. that may not be adequately represented among the Councillors currently on Council; and
- d) the diversity that exists within the profession.

(6) Only the nominees who are selected as candidates by the Nominating Committee will be placed on the ballot for election to Council. The Nominating Committee shall inform Council of the candidates for each office.

(7) Notwithstanding Bylaw 3(6), the President Elect shall be the sole candidate for President.

(8) If a candidate ceases to meet any of the eligibility requirements in Bylaw 3(3) at any time before the closing of the polls, the Nominating Committee has the authority to remove the candidate from the ballot by a 2/3 majority vote. Before voting to remove a candidate from the ballot, the Nominating Committee shall make reasonable efforts to notify the candidate of the basis on which the Nominating Committee is considering removing the candidate from the ballot, and to provide the candidate with an opportunity to respond in writing or orally, at the discretion of the Nominating Committee. Timelines shall be determined by the Nominating Committee, having regard to the specific circumstances.

Nominees Selection 4 repealed 2015

Additional Nominees 5 repealed 2015

Conduct of elections

6(1) Elections shall be conducted electronically or by letter ballot.

(2) The names of all candidates shall be placed on the ballot form in groups relating to each office. The number, professional classification and term of Councillors to be elected shall be made clear on the ballot form. A list of all candidates shall be made available to all eligible voting members prior to polls opening.

(3) Each eligible voting member is entitled to one vote for one candidate for vice-president, and to vote for as many candidates as there are vacancies to be filled for Council, or for a lesser number.

(4) The polls shall remain open for a minimum of 30 days and no ballots received after close of polls shall be considered.

(5) Dates for the opening and closing of polls shall be advertised no later than 30 days prior to polls opening.

Electronic Voting

6.1 Notwithstanding Section 6, a member may vote electronically as prescribed by such terms and conditions established by Council from time to time and such vote shall be received and treated by the Association as having the same force and effect as if sent by letter ballot pursuant to Bylaw 6.

Ballot counting committee

7(1) Prior to the polls closing the Chief Executive Officer shall appoint six professional members including a chair to act as a ballot counting committee.

(2) This committee shall receive the package containing the ballots at a time and place designated by the Chief Executive Officer.

(3) The envelope containing the ballots shall be opened by a member or members of the ballot counting committee who shall scrutinize and count the votes cast and keep a record thereof.

Counting of ballots

8(1) Of the candidates for the offices of vice-presidents, the one receiving the highest number of votes shall be elected first vice-president and the one receiving the second highest number of votes shall be elected second vice-president.

(2) The candidate elected as first vice-president shall be deemed to be the president-elect and shall be the

sole candidate for the president in the succeeding year.

(3) 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 3 years. If there are any vacancies in Council to be filled the person or persons receiving the next highest number of votes for the office of Councillor shall be elected as Councillors for the balance of the unexpired term or terms to be filled, and as among them, the person or persons receiving the highest number of votes shall fill any vacancy or vacancies which have the longer unexpired term or terms.

(4) On completion of the counting of the ballots, the chairman of the ballot counting committee shall deliver to the president or the Chief Executive Officer the results of the poll, together with the ballots and tally sheets in a separate sealed package.

Results of election

9(1) Prior to the annual meeting, the president or the Chief Executive Officer shall inform the candidates in the election of the results of the balloting including the number of votes cast for each candidate.

(2) The results of the election shall be announced at the annual meeting by the chairman of the meeting.

(3) In case of equality of votes for any officer or Councillor, the president or, in the absence of the president, the chairman of the nominating committee shall cast the deciding vote.

Objection and recount

10(1) 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 chairman shall appoint a ballot counting committee of not less than 12 professional members who shall forthwith recount all ballots. Candidates may be present or represented at such recount.

(2) On completion of the recount the results shall be communicated in writing to the chairman who shall announce it to the annual meeting immediately. Such recount shall be final and binding.

(3) Following the announcement of the poll or of the recount, as the case may be, the ballots and any tally sheets shall be destroyed.

Failure to comply with procedures

11 (1) In the event of any failure to comply with policies or procedures relating to the nomination or selection of candidates for election to Council, the Nominating Committee shall have the power at any time prior to the opening of the polls to take any action it deems necessary to validate the selection of candidates.

(2) In the event of any failure to comply with policies or procedures relating to any matter concerning the election of members of Council, Council shall have the power to take any action it deems necessary to validate the election.

Part 3

Meetings of the Council

Council meetings

12(1) Council shall meet at the call of the president or on request in writing to the Chief Executive Officer signed by not less than 4 Councillors.

(2) The time and place of Council meetings shall be fixed by the president or by the councillors, whichever called the meeting.

(3) Professional members of the Association shall be informed as to the time and place of Council meetings and may attend meetings of the Council as observers if advance notification of their attendance is given to the Chief Executive Officer.

(4) If any member of Council is unable to attend a meeting of Council he shall so inform the Chief Executive Officer or the executive secretary prior to the meeting.

(5) Repealed 2017

Expenses

13 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 travelling on business of the Association.

Honorarium President

13.1 An honorarium shall be paid to the President, or the President's nominee in an amount and under such conditions as may be determined by the Council from time to time.

Removal of an Elected Member of Council

13.2(1) An elected member of Council may be removed by a two-thirds (2/3) vote by ballot of the remaining members of Council at any meeting of Council.

(2) The circumstances where an elected member of Council may be removed from Council pursuant to Bylaw 13.2(1) include, but are not limited to, any of the following:

- a) if the member of Council fails to maintain his or her good standing as a member of the Association;
- b) if the member of Council admits to, or is found to have engaged in, unprofessional conduct or unskilled practice;
- c) if the member of Council admits to, or is found guilty of, an offence under the *Criminal Code of Canada* or the *Controlled Drugs and Substances Act*;
- d) if the member of Council fails, in the opinion of Council, to perform the duties of an office and/or function of a Council member;
- e) if the member of Council, in the opinion of Council, has engaged in any conduct or activity that undermines the Association or its objectives;
- f) if the member of Council is absent from 3 consecutive meetings of Council without the approval of the President.

(3) Written notice of motion to remove a member of Council shall be given to the member of Council who is the subject of the motion to remove and the remaining members of Council at least seven (7) days prior to the date of the Council meeting at which the motion to remove will be considered.

(4) The member of Council who is the subject of the motion to remove a member from Council shall have the right to make submissions to Council, orally or in writing, and as a member of Council shall have the right to debate the motion to remove, but shall not have the right to vote on the main motion to remove.

(5) The consideration of a motion to remove a member of Council shall be held in executive session.

Part 4

Representatives to and from other Organizations and Groups

Representatives on other organizations

14(1) Council may appoint professional members to represent the Association on the Engineering Faculty Councils and Science Faculty Councils of Universities in Alberta and shall appoint a director of the Engineers Canada.

(2) Council may appoint a professional member to represent the Association on the Council, governing body, or committees of any other organization or association.

(3) Representatives appointed under the provisions of subsections (1) and (2) 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 organizations

15(1) Council may invite any organization or association to appoint a member of its executive as a representative to sit with Council at such meetings of Council as Council may determine.

(2) Any representative appointed pursuant to subsection (1) 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.

Part 5

Meetings of the Association

Annual meetings

16(1) An annual meeting of the Association shall be held in every calendar year with the period between such meetings not to exceed 18 months. At each annual meeting the Council shall submit a recommendation as to the date and place of the next annual meeting.

(2) Notice of the annual meeting shall be distributed, either directly by mail or via the Association publication known as the PEG, to all members at least 90 days in advance of the meeting.

(3) At the annual meeting of the Association a quorum shall consist of 60 professional members.

Agenda

17(1) 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) address of the president,
- (d) reports of representatives of the Association;
- (e) reports of committees;
- (f) auditor's report;
- (g) appointment of auditor;
- (h) new business;
- (i) fixing of the date and place of the next annual meeting;
- (j) announcement of the results of the annual election;
- (k) objection, if any, to the election results as announced.

(2) Any resolution carried at an annual meeting shall be considered at the next regular meeting of the Council.

Special meetings

18(1) Special meetings of the Association may be held when considered necessary by the Council or upon written request to the Chief Executive Officer signed by not less than 30 professional members of the Association. A special meeting summoned pursuant to the written request of the 30 or more professional members shall be held not more than 45 days after the request is received by the Chief Executive Officer.

(2) Written notice calling a special meeting of the Association shall be distributed to all members, directly either by mail or via the Association publication known as the PEG, at least 14 days in advance of the meeting

and shall clearly state the object of the meeting, and no other business shall be transacted at the meeting.

- (3) At any special meetings of the Association a quorum shall consist of 60 professional members.
- (4) Any resolution carried at a special meeting shall be considered at the next regular meeting of the Council.

District meetings

19(1) District meetings of the Association may be held as approved by Council or as directed by the executive of a properly constituted Branch of the Association.

- (2) Notice of a district meeting shall be distributed to all members resident in the district, either directly by mail or via the Association publication known as the PEG, at least 14 days in advance of the meeting.
- (3) Council shall approve the holding of a district meeting of the Association on a request to the Chief Executive Officer signed by not less than 30 professional members of the Association.
- (4) A quorum at a district meeting shall be 10 professional members.
- (5) Any resolution carried at a district meeting shall be considered by Council at its next regular meeting.

Procedures at meetings

20(1) The proceedings at any meeting 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.

- (2) Only professional members are entitled to vote at annual, district or special meetings of the Association.
- (3) Any meeting of the Association and of Council may be conducted:
 - (a) In person;
 - (b) Electronically, that permits participation by video and/or audio, voting, the identification of participants who seek recognition to speak, and the display of motions, subject to any rules regarding participation in an electronic meeting that Council may promulgate; or
 - (c) A combination of in person and electronic means that satisfies the requirements prescribed in subsection (b).

Part 6 Chief Executive Officer, Deputy Registrar

Responsibilities

21 (1) The Chief Executive Officer shall be a professional member of the Association and shall post a security bond at the expense of the Association in a sum to be fixed by Council.

- (2) The Chief Executive Officer shall be in responsible charge, under Council, of all property of the Association and shall be responsible for the work of all employees of the Association.
- (3) The Chief Executive Officer shall be responsible for
 - (a) the presentation of business and recording of proceedings at all meetings of the Association and of Council,
 - (b) conducting the correspondence of the Association and keeping full records thereof,
 - (c) the books and accounts of the Association and ensuring that all monies due the Association are collected and deposited with the funds of the Association,
 - (d) the drawing of cheques against the funds of the Association to be signed by the Chief Executive Officer and president or alternates approved by the Council,
 - (e) providing from time to time such information and reports as may be requested by Council, or which he deems necessary in the interest of the Association, and

- (f) such other functions as are necessary or expedient for the proper administration of the Act, regulations and by-laws, and the affairs of the Association generally.

Deputy Registrar

22 The Council may appoint a Deputy Registrar who has all the powers and can perform all the duties of the Registrar under the Act, the regulations and the by-laws when the Registrar is absent or unable to act, or when there is a vacancy in the office of the Registrar.

Part 7 Finances of the Association

Auditing

23(1) The finances of the Association shall be audited annually as of the 31st day of December.

(2) The auditors shall be a firm of chartered accountants who shall be appointed annually at the annual meeting.

(3) The auditors shall submit a written report for the annual meeting, a copy of which shall be sent to members prior to the meeting either directly by mail or via one of the Association publications.

Fees

24(1) The annual fee for a professional member shall be as specified from time to time by Council and shall be payable in advance, on the anniversary date of the member's initial or current registration, subject to such discount, if any, as Council may from time to time direct.

(2) The registration fee shall consist of an administrative charge as established by Council from time to time plus any other fees payable with the application for registration.

(3) In the case of new applicants, the annual fee for the following 12 months shall be payable at the time of registration.

(4) 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 professional member.

(5)(a) The annual fee for a permit holder shall be fixed by Council from time to time and shall be not less than the annual fee for the professional member or licensee assuming direct personal supervision of and responsibility for the practice of the permit holder.

(b) Council may, in its discretion, on application of a permit holder waive or reduce the annual fee.

Part 8 Life and Honorary Members

Life Member

25(1) Council, may confer life membership in the Association upon any professional member who

(a) has been a professional member for 25 or more years; or has held equivalent registration in a jurisdiction recognized by the Association, and professional membership totalling a minimum of 25 years, of which at least the last 10 years have been with the Association, and

(b) has retired from the practice of the profession

(2) Notwithstanding Section 25(1), Council, in its sole discretion, may confer life membership in the Association upon any professional member it deems worthy.

(3) Subject to Section 25(1), life members retain all of the obligations, duties and privileges of professional membership and pay annual fees as may be specified by Council.

Honorary Life Member

26(1) Council, in its discretion by unanimous vote, may confer Honorary Life Membership in the Association upon any professional member who has rendered significant service to the Association.

(2) Honorary Life Members retain all of the obligations, duties and privileges of professional membership but are exempted from payment of annual fees.

Honorary Member

27(1) Council, in its discretion by unanimous vote, may confer honorary membership in the Association upon persons who have given eminent service to the profession. There shall at no time be more than 30 honorary members in the Association.

(2) Honorary membership may be revoked by unanimous vote of the Council for conduct considered detrimental to the profession.

(3) Honorary members do not have the right to vote on Association affairs, to call themselves professional members or create the impression that they are professional members, or to engage in the practice of engineering, geology or geophysics.

(4) Honorary members are not required to pay any annual fees.

Part 9 Committees

Procedures and appointments

28(1) Standing Committees, Task Forces, or Boards, appointed by the Council pursuant to the Act and Regulations, shall proceed in accordance with terms of reference and procedures designated by the Council at the time of appointment.

(2) The Chair and members of Standing Committees, Task Forces, and Boards shall be appointed by the Council or if the Council so directs, by the Chief Executive Officer.

(3) Members of Standing Committees, Task Forces, and Boards, shall be appointed by the Council or by Chairmen in consultation with the Chief Executive Officer with ratification by the Council.

Expenses

29 The Chairs and members of Standing Committees, Task Forces and Boards shall receive reimbursement of expenses incurred in performing their designated functions.

Part 10 Scholarships and Benefit Programs

Program

30(1) The Council in its discretion may establish such scholarship or other educational incentive programs that it considers will serve the interests of the professions of engineering, geology or geophysics and shall decide from time to time the amount of financial support to be provided for such programs.

(2) The Council in its discretion may establish such other types of benefit programs that it considers will advance the welfare of the professions of engineering, geology or geophysics and shall decide from time to time the amount of financial support to be provided for such programs.

Part 11 Register of Members

Content

31(1) The Registrar shall be responsible for maintaining an up-to-date register providing a record of

- (a) professional members, licensees,
- (b) permit holders,
- (c) Life Members, Honorary Life Members, and Honorary Members,
- (d) members-in-training,
- (e) examination candidates,
- (f) students,
- (g) joint firms, and
- (h) restricted practitioners, and
- (i) provisional licensees, and
- (j) professional licensees.

(2) The Registrar shall be responsible for entering any memoranda in the register related to cancellations and suspensions and any subsequent modifications to such memoranda and shall advise the next regular meeting of the Council of any memoranda entered or modified.

Mailing addresses

32 Professional members, licensees, permit holders, professional licensees, provisional licensees, Life Members, Honorary Life Members, Honorary Members, members-in-training, examination candidates, students, joint firms and certificate holders shall provide the Registrar with their current mailing addresses and advise the Registrar forthwith in writing of any change in address.

Onus to respond

32.1 Professional members, licensees, permit holders, life members, professional licensees, provisional licensees, members in training, joint firms, or certificate holders, shall respond promptly and appropriately to any duly served communication of a regulatory nature received from the Association that contemplates a reply.

Part 12

Seals, Stamps and Certificates

Seals and stamps

33(1) Seals and stamps issued to professional members shall be in a form prescribed by the Council and shall show the professional category of the professional member as Professional Engineer or Professional Geoscientist.

(2) Seals and stamps issued to licensees shall be in a form prescribed by the Council and shall show the professional category of the licensee as Professional Engineer or Professional Geoscientist and in addition shall carry the word "licensee",

(3) Stamps issued to permit holders shall be in a form prescribed by the Council and shall show the designation "Permit Holder".

(4) Stamps issued to joint firms shall be in a form prescribed by the Council and shall show the designation "Engineers and Architects" or "Architects and Engineers".

(5) Seals and stamps issued to professional licensees shall be in a form prescribed by the Council and shall show the designation "Professional Licensee (Engineering), or (Geoscience)" as the case may be.

Certificates

34(1) The Registrar shall issue to each professional member a certificate in a form prescribed by the Council signed by the president and Registrar showing the date of registration and the professional category in which the member is registered; and upon renewal an annual certificate.

(2) The Registrar shall issue to each licensee a license certificate in a form prescribed by the Council signed by the president and Registrar showing the date of registration and the professional category of the licensee; and upon renewal of the license an annual certificate in the form of a license renewal card.

(3) The Registrar shall issue to each permit holder a certificate in a form prescribed by the Council signed by the president and Registrar showing the permit number assigned to the permit holder and professional category in which the permit holder is entitled to practice; and upon renewal of the permit an annual certificate in the form of a permit renewal card.

(4) The Registrar shall issue to each restricted practitioner a certificate in a form prescribed by the Council signed by the president and Registrar and showing the date of registration and the restricted area of practice in which the certificate holder may engage; and upon renewal of registration as a restricted practitioner, an annual certificate in the form of a restricted practice renewal card.

(5) The Registrar shall issue to each professional licensee a certificate in a form prescribed by the Council, signed by the President and Registrar, and showing the date of registration and the area of practice in which the professional licensee may engage; and upon renewal of registration as a professional licensee an annual certificate in the form of a renewal card.

Surrender of seals, stamps and certificates

35 Professional members, licensees, permit holders, certificate holders, and professional licensees shall surrender to the Registrar, forthwith upon development of any of the following eventualities, any seals, stamps and certificates that have been issued to them:

- (a) temporary withdrawal of the professional member, licensee, permit holder, certificate holder, or professional licensee from practice of the profession for a period estimated to exceed 1 year;
- (b) resignation of the professional member, licensee, permit holder, certificate holder, or professional licensee from the Association;
- (c) the suspension or cancellation of the professional membership, license, permit or certificate

Part 13

Assessment of Costs for Hearings and Appeals

Content

36 Where the Discipline Committee, Practice Review Board or the Appeal Board orders an investigated person to pay the costs of the hearing, or the costs of the appeal, or both the costs of the hearing and the costs of the appeal, those costs may include all or any of the following costs and expenses:

- (a) any honorarium, payment, or professional fees paid to a person retained to participate in the hearing or appeal;
- (b) costs of any transcripts of evidence taken in the proceedings;
- (c) costs of reproduction of all or any documents including drawings and plans relating to the proceedings;
- (d) witness fees;
- (e) cost of renting rooms, renting recording equipment, or hiring a reporter to take transcript of the

evidence;

- (f) fees payable to the solicitor acting on behalf of the Association in the proceedings;
- (g) any other expenses incurred that are attributable to the hearing or an appeal resulting from it.

Part 14

General

Voting by mail

37(1) The Council may direct that a mail vote be conducted on any matter related to the Association.

(2) Announcement of a mail vote giving full details of the matter to be voted upon must be made to all professional members at least 21 days in advance of the vote being taken and if objections to a mail vote are received by the Registrar in writing at least 3 days before the announced date of the vote from at least 30 professional members of the Association the matter shall be held over to a meeting of the Association.

(3) A vote by mail shall be declared valid if at least 400 professional members respond and the matter shall be declared carried or defeated on the basis of a simple majority of the votes returned.

(4) The results of a mail vote shall be considered by the Council at its next regular meeting.

Electronic Voting

37.1 For purposes of Bylaw 37, a mail vote shall be deemed to include electronic communications within such terms and conditions as may be prescribed from time to time by the Council of the Association and such vote shall be received and treated by the Association as having the same force and effect as if sent by mail under Bylaw 37.

Amendments to By-laws

38(1) Proposed amendments to by-laws shall be submitted to a properly convened meeting of the Association and shall not be effective unless approved by a majority of the professional members present and voting at the meeting, or shall be submitted to the professional members for a mail vote in accordance with section 37.

(2) If the proposed amendments are to be voted on at a meeting of the Association, full details of the proposed amendments shall be disclosed to all professional members at least 14 days in advance of the meeting.

Validation

39 When any act or thing under the provisions of these by-laws directed to be done within a limited time is not so done, or is not properly or effectually done, then anything actually done prior to such omission or improper or ineffectual act shall not be thereby vitiated, but shall remain in full effect and the 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 or thing, which when completed or perfected, shall have the same effect as if done strictly in accordance with the provisions of these by-laws.

Professional Licensees

40 Sections 2, 5, 6, 7, 12(3), 16(3), 18, 19, 20, 37 and 38 of these Bylaws apply to professional licensees (engineering), and professional licensees (geoscience) as if they were professional members.

Appendix D: Excerpts from EGP Act and Bylaws

Engineering and Geoscience Professions Act

20(1) The Council may make bylaws

(d) respecting the nomination, election, number and term of office of Council members and officers of the Association and the appointment of individuals as members of the Council by virtue of their office, the Discipline Committee, the Practice Review Board, the Appeal Board, the Board of Examiners and any other committee established by the Council and prescribing their powers, duties and functions

(3) A bylaw under subsection (1) does not come into force unless it is approved by a majority of the professional members

(a) present and voting at a general meeting, or

(b) voting by a mail vote or vote conducted by electronic, telecommunication or other appropriate means conducted in accordance with the bylaws.

86.2(1) Sections 14, 15, 16, 17, 19(4), 20(3), 24, 27, 28, 29, 31, 39, 78, 79, 80(2), 81 and 82(2) apply to a professional licensee as if the professional licensee were a professional member.

Bylaws

Voting by mail

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37.1 For the purposes of Bylaw 37, a mail vote shall be deemed to include electronic communications within such terms and conditions as may be prescribed from time to time by the Council of the Association, and such vote shall be received and treated by the Association as having the same force and effect as if sent by mail under Bylaw 37.

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