

NORTHWEST TERRITORIES ASSOCIATION OF PROFESSIONAL ENGINEERS AND GEOSCIENTISTS (NAPEG)

These Bylaws 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; S.N.W.T. 2016,c.9; S.N.W.T. 2017,c.20

PART 1

Interpretation

1. In these Bylaws 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 at least five (5) members of the Association, one of whom shall be the Past 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 seventy-five (75) 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 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, consideration of the geographical distribution of members of Council, and consideration of diversity. *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 sixty (60) 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 to all members at least sixty (60) 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 (50) 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 annually through a secure and confidential method. Council may develop policy on the voting process as the guiding process on voting. *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 designation shall be made clear on the ballot. Ballots shall be sent to the members by the Executive Director not later than thirty (30) days prior to the annual meeting.

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- (c) Each member in-good-standing is entitled to vote for as many candidates as there are vacancies to be filled, or for a lesser number.
- (d) The poll shall close at noon on the fourteenth (14th) day prior to the annual meeting and no ballots received after that time shall be considered.
- (e) Results of electronic voting shall be provided to NAPEG's Executive Director within two (2) days of the closing of the poll. The Executive Director shall advise the President of the results.
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 an election process confirmation 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 meet to audit the election process and ensure proper procedure was followed. The Executive Director will provide relevant information provided to the contractor.
- (c) In the event that there has only been one person nominated for any office on Council, that person shall be appointed to that office by acclamation. The length of term in office is determined by the office to which the candidate has been elected/appointed in accordance with legislation.
- (d) 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 on Council to be filled, pursuant to Section 8. (1) of the Act, the person or persons receiving the next highest number of votes shall be appointed by Council to fill the vacancy(s) for the unexpired term(s). The person(s) receiving the higher number of votes shall fill the longer term vacancy(ies). *Results of the poll*
- (e) In the case of tie votes for any officer or Councillor, the President shall cast the deciding vote. *Ties*
- (f) Prior to the annual meeting, the President or the Executive Director shall inform the candidates of the results of the balloting.
- (g) The results of the election shall be announced at the annual meeting by the Chair of the meeting.
6. (a) Any objection to the poll as announced will be valid only if made immediately after the announcement. *Objection*
- (b) The results of the election are final.
7. In the event of any objection or 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. *Objection procedure*

Representatives on Other Bodies

8. (a) Council may appoint members to represent the Association on Engineers Canada and 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.
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- (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 they 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*
- (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*

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- (d) The following items of business shall be dealt with at the annual meeting:
- 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. Report from the President;
 - iv. Reports of representatives of the Association;
 - v. Reports of committees;
 - vi. Auditor's report;
 - vii. Appointment of auditor;
 - viii. Motion to receive the NAPEG Annual Report;
 - ix. New business;
 - x. Fixing the date and place of the next annual meeting;
 - xi. Announcement of the results of the annual election;
 - xii. Objection, if any, to the election results as announced; and
 - xiii. 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 Bylaws 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) maintaining a current membership register that is readily available to the public;
- 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 the Executive Director 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 Bylaws 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) 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), provided all requirements for registration have been met.

Fees

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| 18. | (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. | <i>Member</i> |
| | (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. | |
| | (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. | |
| 19. | (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. | <i>Licensees and Permit Holders</i> |
| | (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. | |
| | (c) | The registration fee for a licensee and permit holder shall consist of an administrative charge established by Council from time to time. | |

Member-in-Training

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| 20. | (a) | Application to become a Member-in-Training may be made by any person who qualifies under the <i>Act</i> . | <i>Eligibility Qualifications</i> |
| | (b) | Council, upon being satisfied as to the good character of the applicant, and as to their intention to qualify for registration as a member and in due course to apply therefore, shall admit the applicant as a Member-in-Training. | <i>Admission</i> |
| | (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. | <i>Titles</i> |
| | (d) | The fee for admission and the annual fee for a Member-in-Training shall be as fixed by Council from time to time. | <i>Fees</i> |
| | (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. | <i>Dismissal</i> |

- (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 the applicant 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 their intention to qualify for registration as a member and in due course to apply therefore, shall admit 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 they are 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 25 or more years.
- (c) Life Members and Distinguished Life Members on the register prior to the 2019 Annual General Meeting shall retain Life Membership and shall be exempted from further payment of annual fees if retired. *Grandfathering*
- (d) Life Members and Distinguished Life Members who are still actively practicing will be required to pay annual dues as specified by Council. *Annual Dues*
- (e) Life Members and Distinguished Life Members who are retired and exempt from paying annual dues shall show (Retired) after their designation to provide clarity for public interest. *Retired*

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, professional geophysicist, or professional geoscientist.

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 registrants shall show (Non-Practicing) after their designation to provide clarity for public interest. *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.
- (h) Committee members are expected to attend meetings on a regular basis. Failure to attend for three (3) consecutive meetings without sending regrets will result in the name being removed from the list of Committee membership.

Amendments of Bylaws

27. (a) Proposed amendments to the Bylaws 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 Bylaws. An electronic vote is considered to be equivalent to a mail vote.

Use of the Stamp

28. (a) Upon registration, each member or licensee shall be issued a personal stamp for their 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.
- (f) 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.
- (g) All stamps remain the property of the Association and shall be returned on termination of registration.

Discipline

29. (a) When a complaint is received under Subsection 32. (1) and pursuant to Subsection 32. (5) of the Act, the Discipline Committee will conduct a peer review of the written complaint prior to initiating an Investigation to confirm that it is a valid complaint. *Initial Review of Complaints*
- (b) The complaint may be rejected or the Chair of the Discipline Committee may offer to have NAPEG facilitate resolution of the matter through an Alternative Dispute Resolution process. *Alternative Dispute Resolution*
- (c) Pursuant to Subsection 35. (2), in the case of a reprimand, the Investigative Committee shall initially give notice to the practitioner. If the reprimand is not rejected, then notice is given to the Discipline Committee, Council and the complainant. *Notice*
- (d) When there are findings against a practitioner, NAPEG shall publish decisions unless the Investigative Committee (in the case of a reprimand) or the Board of Inquiry (in the case of a hearing) directs otherwise. *Publication of Decisions*

Code of Ethics

30. The Code of Ethics is established pursuant to Section 5. (1)(p) of the *Engineering and Geoscience Professions Act*.
31. 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 unprofessional conduct which is subject to disciplinary action.

Validation

32. When any act or thing under the provision of these Bylaws 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 bylaws.

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 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 keep themselves informed in order to maintain their competence.
12. shall advise the Executive Director of their Professional Development Activities with their annual membership renewal.
13. 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.
14. shall advise the Executive Director, without delay, of the initiation of discipline proceedings against themselves by an extraterritorial disciplinary body.
15. shall enhance public knowledge and appreciation of engineering and geosciences and protect the professions from misrepresentation and misunderstanding.