



Minutes of the **ANNUAL GENERAL MEETING** of Engineers Geoscientists Manitoba, held at the RBC Convention Center, Winnipeg, Manitoba on **Thursday, October 17, 2019**.

1. CALL TO ORDER AND DECLARATION OF QUORUM

President Ruth Eden called the meeting to order at 3:03 p.m. and welcomed everyone to the 100th Annual General Meeting of Engineers Geoscientists Manitoba.

Allan Silk, P.Eng. was invited to lead those attending the meeting in the National Anthem.

President Eden announced that quorum was present and declared the meeting duly constituted. As of the Call to Order there were 105 professional members in attendance.

President Eden noted that each member received an electronic voting device and the instructions for the device were provided in the member package. A practice vote was held.

President Eden advised that the meeting was being recorded and asked speakers to use the microphone and to state their name before speaking.

2. STANDING RULES OF THE MEETING

President Eden invited Professional Registered Parliamentarian, Vera Chernecki to read the standing rules of the meeting.

Mr. Pollard called a point of order and asserted that Ms. Chernecki was a member of the public and had no voice at the meeting. President Eden asked if there were any objections to Ms. Chernecki reading of the rules. Hearing none, Ms. Chernecki read the standing rules of the meeting.

President Eden announced the motion "That the standing rules of the meeting be approved" and stated that it was recommended and moved by Council for adoption.

She asked if there was any discussion on the motion.

Mr. Pollard asked for the names of the mover and seconder. President Eden noted that since the motion came from Council, it did not require a seconder because more than one person already supported it.

She asked if there was any further discussion on the motion. Hearing none, President Eden called for a vote on the motion.

In Favour – 92.71%
Opposed – 7.29%

CARRIED

3. APPROVAL OF THE AGENDA

President Eden asked if there were any additions to the agenda.

Mr. Ennis asked if the minutes from the September 19, 2019 meeting were available. President Eden replied that the draft minutes were not available.

Hearing no additions, the agenda was approved as circulated.

4. MINUTES OF THE 2018 ANNUAL GENERAL MEETING

President Eden noted that the minutes of the Annual General Meeting of October 18, 2018 were posted on the Association's website and were provided in the member package.

She asked if there were any corrections to the minutes. Hearing none, the minutes were adopted as circulated.

5. INTRODUCTIONS

President Eden introduced the members of the 2018 - 2019 Council.

She then asked that any member who was a past president or served on a task group, committee or chapter over the past year to please stand and be recognized.

President Eden introduced David Lynch, President of Engineers Canada and Jeff Parks, President of Geoscientists Canada. She then recognized the invited guests from other engineering or geoscience associations and those guests representing related Manitoba organizations.

President Eden invited David Lynch, P.Eng., to the stage where he brought greetings on behalf of Engineers Canada.

President Eden invited Jeff Parks, P.Geo., FGC, to the stage where he brought greetings on behalf of Geoscientists Canada.

6. MOMENT OF SILENCE FOR DECEASED MEMBERS

President Eden read the names of members who had passed away since the last Annual General Meeting. A moment of silence was observed in their memory.

7. REPORT OF THE PRESIDENT

President Eden transferred the Chair to Vice President Jitendra Paliwal, while she presented her report.

Vice President Paliwal called for questions on the report. Hearing none, the Secretary was asked to record that the President's Report was presented and received as information. Vice President Paliwal returned control of the meeting back to President Eden.

8. REPORT OF COUNCIL ELECTION AND BY-LAW CHANGES

President Eden announced the names of the scrutineers appointed to oversee both the 2019 Council election and the by-law changes; Asit Dey, Mike Toma and Steven Wu.

She invited Steven Wu, Chief Scrutineer, to present the Scrutineers Report.

Mr. Wu announced the results of the 2019 Council election and named the newly elected councillors;

Three (3) professional engineers elected for a two-year term;

- Cheryl Lashek, P.Eng.
- Allan Silk, P.Eng., FEC
- Izabela Witkowska, P.Eng.

One (1) professional geoscientist elected by acclamation for a two-year term

- Jason Mann, P.Geo

One (1) intern elected for a two-year term

- Katrine Levesque, EIT

Mr. Wu announced the results of the by-law vote;

- 2019 By-law Re-write (PASS)

Mr. Wu noted that the report of the Scrutineers was provided in the member package.

President Eden asked if there was any discussion on the report. Hearing none, the Secretary was asked to record that the Scrutineers Report was presented and received as information.

President Eden announced the 2019-2020 Council and asked those present to please stand and be recognized.

9. AUDITORS' REPORT

President Eden noted that the Auditor's Report and the 2019 Financial Statements were provided in the member package.

She invited Ron Stoesz, CPA, FCPA, Chair of the Audit Committee, to present the report of the external auditor and the financial statements.

President Eden noted that Council approved the auditor's report and the 2019 financial statements as part of its governance policies and process.

President Eden asked if there was any discussion on the report. Hearing none, the Secretary was asked to record that the report of the Auditors and the 2019 Financial Statements were presented and received as information.

10. APPOINTMENT OF AUDITORS

President Eden asked Ron Stoesz, Chair of the Audit Committee, to present the Audit Committee's recommendation of the external auditor.

Mr. Stoesz noted that this was the second annual audit performed by Deloitte and based on the committee's positive review of their performance, Deloitte had been recommended as the Association's auditor for the upcoming fiscal year.

President Eden announced the motion "That Deloitte be appointed as the Association's auditor for the 2019-2020 fiscal year" and stated that it was recommended and moved by Council for adoption.

She asked if there was any discussion on the motion.

Hearing none, President Eden called for a vote on the motion.

In Favour – 93.68%
Opposed – 6.32%

CARRIED

11. 2019-2020 BUDGET AND SCHEDULE OF DUES AND FEES

President Eden announced that the 2019-2019 Budget and the 2019 Schedule of Dues and Fees were provided in the member package.

She announced that both the Budget and the Schedule of Fees were approved by Council, in accordance with the by-laws.

President Eden invited Councillor Jason Mann, Chair of the Finance Committee, to deliver a presentation on the budget. Councillor Mann provided an overview of the process taken by the committee to develop the budget and spoke of the highlights, which included an increase to member dues in order to operationalize the 30 by 30 Project into an ongoing Program for Equity and Representation.

President Eden asked if there was any discussion on the presentation.

Alan Pollard commented that our dues were higher than the other associations and put forward a motion of "No confidence in Council".

President Eden asked if there was a seconder. Hearing none, the motion did not proceed.

Mr. Pollard asked why our dues were higher than other associations.

Councillor Mann replied that the higher due was necessary to operationalize the Engineering Changes Lives Project into an ongoing Program for Equity and Representation. It was further stated that the program was an important priority as it related to the Ends and that the budget was carefully constructed with this in mind.

President Eden asked if there was any further discussion on the presentation.

Barry MacBride commented on the absence of an “actuals” column in the budget. He also asked about the location of the line item for Equity and Representation. He was referred to page two in the 2019-2020 Budget provided in the member package.

Hearing no further discussion, President Eden asked the Secretary to record that the 2019-2020 Budget and the Schedule of Dues and Fees were discussed and received as information.

12. RESOLUTIONS

President Eden announced that there were no resolutions passed at the 2018 Annual General Meeting to report on.

Grant Koropatnick advised that one resolution for the 2019 Annual General Meeting was received in accordance with By-law 5.2.4.

Resolution:

It is Moved by D.G. Chapman, P.Eng., FEC and Seconded by D.A. Ennis., P.Eng., FEC

Whereas the current and future operation of The Association of Professional Engineers and Geoscientists of Manitoba (Engineers Geoscientists Manitoba) depends on adherence to its Act and by-laws in all its undertakings;

And whereas the application of bylaws which have not been approved by the membership in accordance with existing by-laws exposes Engineers Geoscientists Manitoba to future legal action;

And whereas the Engineering and Geoscientific Professions Act, clause 12(5) requires by-law amendments to be "in compliance with the procedures set out in the association's by-laws";

And whereas the procedures for adoption of new or amended by-laws are contained in existing bylaw 17;

And whereas Council chose to call a special meeting on September 19, 2019 in accordance with by-laws 17.6.2 to discuss a set of amendments to the existing by-laws;

And whereas the quorum for such a meeting is 40, as specified in by-law 5.3.3;

And whereas evidence provided by the Secretary indicated that such quorum was not met;

And whereas by-law 5.3.3 requires the president to cancel or postpone the special meeting in the event that quorum was not obtained within an hour of the stated start time of the meeting;

And whereas voting on the by-law amendments may have taken place without the special meeting referred to in by-law 17.6.6 being properly constituted, having not achieved quorum;

And whereas such a vote would not be valid if the special meeting did not reach quorum;
Be it hereby resolved that:

- a) Council, through the sign-in records for the meeting which took place on September 19, 2019, demonstrate to the scrutineers of the 2019 election for council on or before October 21, 2019 that attendance at the special meeting met the quorum requirements and;
- b) if such records show that quorum was not obtained, then it is recommended that Council immediately annul the results of the recent vote on by-law amendments and that the association then proceed with a vote on such amendments after the 2019 Annual General Meeting, in accordance with by-law 17.6.6.

President Eden asked if the mover or seconder would like to begin discussion.

Doug Chapman spoke to the resolution and claimed that the meeting on September 19, 2019 was not duly constituted and did not fulfill by-law 17.6.2. Therefore, the results of the recent by-law vote should be annulled, and the vote be rescheduled.

President Eden noted that there were no motions or voting at the September 19th meeting therefore the requirements for the meeting and the spirit of the by-law were met.

Dave Ennis suggested that Council consult a defense lawyer to confirm if there are any potential risks if the recent by-law vote is allowed to pass.

Don Spangelo added that any advice provided by legal counsel be shared with the membership.

President Eden asked if there was any further discussion. Hearing none, she reminded everyone that the vote was not on the resolution itself, but on whether or not the resolution should be considered by Council.

President Eden announced the motion "That the resolution be sent forward for Council's consideration" and called for a vote.

In Favour – 73.63%
Opposed – 26.37%

CARRIED

13. PUBLIC INTEREST REVIEW COMMITTEE APPOINTMENTS

President Eden stated that two members were to be elected to the Public Interest Review Committee by way of motion(s) at the Annual General meeting, for a two-year term, in accordance with By-law 4.5.4.2.

She called for a 15-minute break so that members could seek consent from potential nominees.

4:17 p.m. Break

4:32 p.m. Meeting resumed

President Eden called the meeting back to order and called for nominations for the two positions on the Public Interest Review Committee.

Roger Mussard, nominated by Don Himbeault
Lawrence Ferchoff, nominated by Dave Ennis

Hearing no other nominees, President Eden closed the nominations.

President Eden asked for a mover and seconder on the motion “That Roger Mussard and Lawrence Ferchoff be appointed to the Public Interest Review Committee for a two-year term”.

Allan Pollard moved the motion and Arnold Permut seconded the motion.

President Eden asked if there was any discussion on the motion. Hearing none, she called for a vote.

In Favour – 91.78%
Opposed – 8.22%

CARRIED

14. OTHER BUSINESS

(none)

15. RECOGNITION OF RETIRING COUNCILLORS

President Eden recognized the following members who had completed their term on Council.

- Jonathan Epp, P.Eng., FEC
- Doug Bell, P.Geo., FGC
- John Guenther, P.Eng., FEC
- Florence Lee, EIT

16. GAVEL CEREMONY

The Scott gavel was passed from Ms. Ruth Eden to Dr. Jitendra Paliwal in accordance with the official ceremony for turning over the gavel to the incoming president. Dr. Paliwal signed the scroll, which was then returned to its place in the gavel.

17. INCOMING PRESIDENT’S ADDRESS

Incoming President Paliwal spoke of the 100-year journey of engineering as a regulated profession in Manitoba. He spoke of the challenges and opportunities that the professions will face moving forward and of the professions’ responsibility to be more inclusive and diverse during these exciting times of change.

18. CLOSING ANNOUNCEMENTS AND ADJOURNMENT

President Eden thanked everyone for attending and announced that the annual general meeting be adjourned.

Meeting adjourned at 4:47 p.m.

Ruth Eden, P.Eng. FEC
President

G. Koropatnick, P.Eng. FEC
Secretary, CEO & Registrar

2019 BY-LAW PROPOSAL - INTRODUCTION

During 2017 and 2018, in accordance with the multi-year by-law re-write project, Council has worked on three major by-laws; By-law 13: Code of Ethics, By-law 15: Complaints and Discipline, and By-law 17: By-law Changes. During the 2019 year Council once again appointed a By-law Review Committee to review the remainder of the by-laws; By-laws 1 through 12, 14 and 16. After review, the committee is recommending that these by-laws be revised entirely as drafted by legal counsel.

In developing the recommended new wording for the by-laws, the committee first developed a list of guiding principles. These principles were initially based on the existing by-laws. The principles were then reviewed for redundancies or inconsistencies with the Act and other by-laws, and for unnecessary by-laws, to help to reduce clutter and make the by-laws easier to read and understand. From there, some changes were made to the principles, as outlined below. The drafting of the by-laws was then performed by legal counsel based on the principles.

Modifications in principle between the existing by-laws and the proposed new by-laws are as follows:

- Adding a definition of 'good standing'
- Requiring all councillors to be in good standing
- Excluding members who are not in good standing from nominating councillors, voting at Annual General Meetings and elections, and serving on Council committees
- Allowing for any resident of Manitoba to attend meetings of Council
- Unifying the voting durations of by-law changes and Council elections
- Having the executive committee report to the council on any actions taken
- Only allowing professional members to be elected to the executive committee
- Eliminating the provisional member category
- Requiring retired members and members on leave to identify themselves as such when using the P.Eng or P.Geo suffix
- Merging the Life Membership category with the Retired Member category while still allowing those who qualify (including existing Life Members) to have their dues waived in recognition of their years of service
- Converting Honorary Life to a designation, to provide clarity as to whether or not the individual continues to practice or not
- Future changes to the ProDev program are approved by Council

While drafting the by-laws, legal advised some further changes:

- Clarifying definitions
- Defining the execution of instruments
- Defining the duty of care and protection of Councillors, officers, and others

After review, extensive engagement with members, and consultation with legal counsel, the committee is recommending that the by-laws be replaced with the version proposed here. Please note that in this proposal, By-law 14: Code of Ethics, By-law 15: Complaints & Discipline, and By-law 16: By-law Changes are included to show how the by-laws will look in their entirety if this proposal is passed, however these by-laws were part of the 2017 and 2018 by-law re-write project.



**THE ASSOCIATION OF PROFESSIONAL ENGINEERS AND
GEOSCIENTISTS OF THE PROVINCE OF MANITOBA**

BY-LAWS

EFFECTIVE OCTOBER 2019

UNDER THE ENGINEERING AND GEOSCIENTIFIC PROFESSIONS ACT

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PART I INTERPRETATION

1.1 Definitions

In these by-laws, unless otherwise defined or as the context otherwise requires:

“Act” means *The Engineering and Geoscientific Professions Act* and any act that may be substituted for the Act, as from time to time amended.

“annual general meeting” has the meaning given to such term per 13.1 of these by-laws.

“appointed councillor” means a person who is appointed to the council pursuant to sub-section 8(2) of the Act.

“auditor” means the auditor appointed at each annual general meeting, pursuant to these by-laws.

“auditor’s report” has the meaning given to such term per 17.2 of these by-laws.

“CEO” means the chief executive officer of the association, appointed by the council per 5.7 of these by-laws.

“Code of Conduct” has the meaning given to such term per 4.25 of these by-laws.

“Code of Ethics” has the meaning given to such term per 14.1 of these by-laws.

“committee” means any standing, advisory, or special committee, task force, or other group of members and others, by whatever name, appointed by the council, whether pursuant to PART VI of these by-laws or provided for in the Act.

“Continuing Professional Development Program” has the meaning given to such term per 11.2 of these by-laws.

“councillor” means (i) an appointed councillor, (ii) an elected councillor, or (iii) the president and past president, in their respective capacities as members of the council.

“elected councillor” means a person who is elected to the council and is serving a current term as an elected councillor, but for clarity does not include a president or past-president if not elected pursuant to sub-section 7(d) of the Act or a person who is appointed to fill a vacancy created by an elected councillor ceasing to hold such position.

“election rules” means the rules for election of elected councilors as established by the council.

“**executive committee**” has the meaning given to such term per 6.2.1 of these by-laws.

“**good standing**” has the meaning given to such term per 9.3.1 of these by-laws.

“**honorary life member**” has the meaning given to such term per 9.2 of these by-laws.

“**intern**” means an engineering intern or a geoscience intern.

“**Manual of Admissions**” has the meaning given to such term per 8.1 of these by-laws.

“**meeting of the association**” means an annual general meeting or special meeting of the association.

“**officer**” means a person holding one of the offices listed in 5.1(a) of these by-laws.

“**on leave member**” has the meaning given to such term per 9.1.2 of these by-laws.

“**past president**” means the immediate past president of the association.

“**practising member**” has the meaning given to such term per 9.1.1 of these by-laws.

“**practitioner**” means a professional member, temporary licensee, intern, specified scope of practice licensee, or holder of certificate of authorization of the association.

“**professional member**” means a professional engineer or a professional geoscientist.

“**resolution**” means a resolution passed at a meeting of the association or of the council or a committee of the council by a majority of the votes cast by the persons who are entitled to vote on such resolution or a resolution of the council or a committee of the council signed by all of the persons who are entitled to vote on such resolution.

“**retired member**” has the meaning given to such term per 9.1.3 of these by-laws.

“**scrutineers**” has the meaning given to such term per **Error! Reference source not found.** of these by-laws.

“**special meeting**” has the meaning given to such term per 13.2 of these by-laws.

“**special business**” means any business of the association other than the business set out in 13.1(b) of these by-laws.

“**special resolution**” means a resolution passed at a meeting of the association by not less than 2/3 of the votes cast by of the persons who are entitled to vote on such resolution.

“**vice-president**” has the meaning given to such term per 5.3 of these by-laws.

1.2 Meaning

Unless the context otherwise requires, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Headings, Plural

In these by-laws:

- (a) headings are for convenience only and shall not affect the interpretation hereof; and
- (b) where the context so requires or permits, the singular shall include the plural and the plural the singular.

PART II BUSINESS OF THE ASSOCIATION

2.1 Head Office

The location of the head office shall be in the Province of Manitoba, in such location as determined by the council from time to time.

2.2 Corporate Seal

The corporate seal, if any, of the association shall be in the form determined by the council.

2.3 Financial Year

The financial year of the association ends on the date fixed by the council.

2.4 Execution of Instruments

Contracts, assignments, certificates and any other instruments may be signed on behalf of the association by any 2 officers together or by any 1 officer together with any employee of the association designated by the council. In addition, any two officers or the council may from time to time direct the manner in which, and the employees of the association by whom, any particular instrument or class of instruments may or shall be signed.

PART III BORROWING

3.1 Borrowing Power

- (a) Without limiting the borrowing powers of the association as specified in the Act, the council may:
 - (i) borrow money upon the credit of the association;

- (ii) issue, re-issue, sell or pledge debt obligations of the association; and
- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the association, owned or subsequently acquired, to secure any debt obligation of the association.

(b) Nothing in this section limits or restricts the borrowing of money by the association on bills of exchange or promissory notes made, drawn, accepted, or endorsed on behalf of the association.

3.2 Delegation of Borrowing Power

The council may delegate to one or more of the councillors and officers of the association all or any of its borrowing powers to the extent and in the manner that the council determines is appropriate at the time of each delegation.

3.3 Financing Arrangements

The financial business of the association including, but not limited to, borrowing money and giving security for it, shall be transacted with banks, credit unions, trust companies or other bodies corporate or organizations provided for in the policies and procedures established by the council.

3.4 Loss of Funds Insurance

The council shall maintain security arrangements and insurance coverage against loss of the association's funds resulting from employee dishonesty, destruction, disappearance, wrongful abstraction or forgery.

3.5 Investments

The council shall establish policies and procedures to ensure that when funds of the association are invested that they are secure and protected from loss.

PART IV COUNCIL AND COUNCILLORS

4.1 Councillors

4.1.1 Composition

Two of the elected councillors shall be professional geoscientists.

4.1.2 Continuation of Intern Councillor

In the event the intern elected to the council becomes a professional member during their term as an elected councillor, this councillor shall continue to serve as an elected councillor until the end of their term.

4.1.3 Number

The council shall establish, subject to the Act, the number of elected councillors and the number of appointed councillors required to constitute a full council. Once the number of councillors is set, the number shall not be reduced to reduce the quorum required for the transaction of council business. Any vacancy resulting from an increase in the number of elected councillors shall be filled by an election held in the

same manner as the regular annual election of elected councillors. Any vacancy resulting from an increase in the number of appointed councillors shall be filled by appointment made by the committee created under sub-section 8(2) of the Act. No reduction in the number of elected councillors or appointed councillors shall result in the shortening of the term of any incumbent councillor.

4.2 Qualifications for Elected Councillors

4.2.1 Personal Qualifications

No person shall be an elected councillor if that person:

- (a) is not an individual;
- (b) is not a resident of Manitoba;
- (c) is less than 18 years of age;
- (d) has the status of bankrupt;
- (e) is of unsound mind and has been so found by a court in Canada or elsewhere; or
- (f) is not in good standing.

4.3 Nomination Procedure

4.3.1 Notice

At least 60 days before the date of each annual general meeting the secretary shall give notice to all interns and professional members of the association that nominations for elected councillors will be received by the secretary until 4:30 pm C.S.T. on the date so indicated in the notice, which date shall be 42 days before the date of the annual general meeting.

4.3.2 Form

A nomination of a candidate for the position of elected councillor must:

- (a) be made on such manual or on-line form as may be established by the council;
- (b) be signed by at least 6 interns or professional members who are in good standing;
- (c) include a statement that the nominee is familiar with the Act, these by-laws, the council's policies and procedures and Robert's Rules of Order, indicate the nominee's acceptance of the nomination, be signed by the nominee, and include the residential address of the nominee;
- (d) in the event the nominee is a professional member who is registered as both a professional engineer and a professional geoscientist, specify under which category the professional member wishes to stand for election; and

- (e) be received by the secretary not later than the date and time specified in the notice given in accordance with 4.3.1.

4.3.3 Review

The secretary shall promptly review each completed nomination form and if a completed nomination does not comply with the requirements of 4.3.2, the secretary shall:

- (a) notify the person who submitted the nomination;
- (b) specify the reason(s) that the nomination does not comply with the requirements of 4.3.2; and
- (c) request that a nomination compliant with the requirements of 4.3.2 be re-submitted, on or before the deadline specified in the notice given under 4.3.1.

4.3.4 List of Candidates

The secretary shall draw up a list of the candidates validly nominated for election to the council and, in the absence of manifest error, such list shall conclusively determine the candidates eligible for election as elected councillors.

4.3.5 Acclamation

Where the number of candidates for election as elected councillors is less than or equal to the number of vacancies, the council shall declare such candidates elected as elected councillors by acclamation.

4.3.6 Notification

4.3.6.1

Where the number of candidates for election as elected councillors is more than the number of vacancies for elected councillors, then no later than 35 days before the date of the next annual general meeting, the secretary shall:

- (a) give notice to all professional members and interns of the names of all candidates for election as elected councillors; and
- (b) enclose with such notice:
 - (i) voting instructions prepared in accordance with the election rules;
 - (ii) a copy of the election rules;
 - (iii) information on each candidate prepared in a consistent format; and
 - (iv) a declaration from each candidate of such candidate's platform for election.

4.3.6.2 Members and interns who wish to receive notification via mail may make a written request in that regard, which must be received by the secretary no later than 42 days before the date of the annual general meeting.

4.4 Voting

4.4.1 Online Voting

Except as provided in 4.4.2, voting for elected councillors shall be conducted on-line through a secure portal and interns and professional members may cast their votes during the period of time that is no earlier than 21 days and no later than 8 days before the annual general meeting. The on-line voting system shall be audited in accordance with the election rules.

4.4.2 Mail Vote

(a) Interns or professional members may cast their votes by way of paper ballot, provided that any intern or professional member wishing to do so gives written notice to that effect to the secretary and such notice is received no later than 5:30 pm C.S.T. on the date that is 28 days before the next annual general meeting.

(b) At least 21 days before the next annual general meeting, the secretary shall cause to be prepared and mailed to each such intern or professional member who has given a notice under clause (a) a paper ballot bearing the names of those candidates for election as elected councillor.

(c) Interns and professional members may cast their votes during the period of time that is no earlier than 21 days and no later than 8 days before the annual general meeting.

4.4.3 Voting Procedures

Regardless of whether voting on-line or by mail;

(a) each intern and professional member shall vote for each candidate for election as an elected councillor by voting in descending order of preference;

(b) each professional member shall cast votes only for those candidates who are professional members; and

(c) each intern shall cast votes only for those candidates who are interns,

all in accordance with the election rules.

4.5 Withdrawal

4.5.1 A candidate for election as an elected councillor shall be withdrawn in the event the candidate:

(a) dies;

- (b) submits a written notice of withdrawal to the secretary; or
- (c) becomes disqualified by failing to meet the criteria set out at 4.2.1.

4.5.2

If a withdrawal occurs:

- (a) prior to the delivery of the notification provided for at 4.3.6, then the name of the withdrawn candidate shall not be included in the notice;
- (b) prior to the preparation of the ballots, then the name of the withdrawn candidate shall not be included on the ballots;
- (c) after the notification provided for at 4.3.6, but prior to the commencement of on-line voting, the name of the withdrawn candidate shall not appear on the online voting form and a notice advising of the withdrawal shall be posted;
- (d) after the commencement of on-line voting, the counting of the votes shall be in accordance with the election rules;
- (e) after the preparation of the ballots but prior to the ballots being mailed, then the name of the withdrawn candidate shall be struck from the ballots and a notice advising of the withdrawal shall be enclosed with the ballots; and
- (f) after the mailing of the ballots, then the counting of the ballots shall be in accordance with the election rules.

4.6 Scrutineers

At least 10 days prior to the date of the annual general meeting, the president shall appoint 3 scrutineers, each of whom:

- (a) is a professional member of the association;
- (b) is in good standing;
- (c) is not a councillor; and
- (d) is not a candidate for election to council as an elected councillor.

4.7 Counting of Votes

- (a) The counting of online votes and paper ballots shall be undertaken by the scrutineers, in accordance with the election rules and shall be supervised by the registrar.
- (b) The election of elected councillors shall be decided according to the rules of proportional representation, in accordance with the election rules.
- (c) The scrutineers shall provide a report of the results of the election of elected councillors to the secretary.

- (d) One of the scrutineers shall present the report at the next annual general meeting and announce the results of the election of the elected councillors.
- (e) The registrar shall retain paper ballots and online voting records for a period of 30 days following the annual general meeting, after which they shall be destroyed in accordance with the election rules.
- (f) The proceedings in any election shall not be invalidated by reason of any omission or failure unless it can be shown that such omission or failure could have reversed the result of such election.

4.8 Number of Elected Councillors to be Elected

The number of vacancies to be filled in any election of elected councillors in connection with an annual general meeting shall be equal to the number of elected councillors whose term of office will expire at the end of such annual general meeting plus any other vacancies among elected councillors that have not been filled or that will occur on or before the end of such annual general meeting.

4.9 Term of Office

- (a) An elected councillor elected to replace an elected councillor whose term of office has expired holds office from the end of the annual general meeting at which such elected councillor's election is announced until the end of the second annual general meeting thereafter.
- (b) A councillor appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor in office.

4.10 Vacancy of an Elected Councillor

In the event a position of an elected councillor is vacated under section 8(5) of the Act:

- (a) the councillors shall appoint a professional member or intern, as applicable, to the council to fill the vacancy; and
- (b) the professional member or intern so appointed to fill the vacancy shall hold such position for the unexpired term of their predecessor.

4.11 Meeting of New Council

Each new council, without notice, may hold its first meeting immediately after the most recent annual general meeting.

4.12 Quorum

The quorum for the transaction of business at any meeting of the council is the majority of the number of councillors under 4.1.3.

4.13 Electronic Attendance

A councillor may participate and vote in council meetings by telephone, electronic or other means that permit all participants to communicate adequately with each other. A councillor so participating in such meeting is deemed to be present at the meeting.

4.14 Chair

The chair of any meeting of the council is the president or failing the president, the vice-president. Another councillor may be elected chair by a majority vote of the councillors at the meeting.

4.15 Notice of Regular Meetings of the Council

- (a) The council may appoint a day or days in any month or months for regular meetings of the council at places and times to be determined by the council. If the council does not determine the places and times, the president or any two councillors may make that determination.
- (b) A copy of any resolution of the council fixing the places and times of regular meetings of the council must be sent to each councillor immediately after being passed and no other notice is required for any regular meeting of the council.
- (c) A copy of any resolution of the council fixing the places and times of regular meetings of the council shall be published.

4.16 Special Meetings of Council

- (a) A special meeting of the council may be called by either the president or upon written requisition of 2 councillors.
- (b) Notice of the time, place, and purpose of the special meeting of council so called is to be given by the secretary to each councillor, intern, professional member, and student, not less than 24 hours before the special meeting.

4.17 Adjourned Meeting of Council

Notice of an adjourned meeting of the council to be held within 48 hours from the time the original meeting is adjourned is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.18 Transaction of Council Business

- (a) The council may exercise its powers by a resolution passed by a majority vote of the councillors at a duly constituted meeting, which shall be recorded in writing in the minutes of the association.
- (b) A resolution in writing, signed by all councillors entitled to vote on that resolution at a meeting of councillors, satisfies all the requirements relating to meetings of councillors and is as valid as if it had been passed at a meeting of councillors and

is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first councillor signed the resolution.

- (c) A copy of every resolution referred to in clause (b) shall be kept with the minutes of the Association.

4.19 Chair's Participation

If the chair wishes to enter into any discussion, the chair must relinquish the chair for the duration of such discussion. The chair of a council meeting shall not vote on any motion before the council except in the case of a tie vote, in which case the chair shall cast the deciding vote.

4.20 Attendance

Meetings of the council not otherwise declared by the council to be *in camera* shall be open for professional members, interns, students, and any resident of the province of Manitoba to be present as observers, provided however that they give the secretary not less than 24 hours' written notice of intention to attend the meeting of the council.

4.21 In Camera

Where the council holds a meeting or a part thereof *in camera*:

- (a) unless otherwise so directed by the chair any person in attendance who is not a councillor shall immediately remove themselves from the meeting; and
- (b) the reason(s) for holding the meeting or a part thereof *in camera* shall be noted in the minutes of the meeting.

4.22 Robert's Rules of Order

Robert's Rules of order shall govern the procedure for conducting the business of a meeting of the council, except where inconsistent with these by-laws.

4.23 Minutes of Council Meetings

All resolutions of the council shall be recorded in writing in the minutes of the association. Minutes of meetings of the council shall be signed by the chair and the secretary of the meeting and published on the association's website. In the absence of manifest error, such minutes shall be deemed to be an accurate record of all such meetings.

4.24 Policies and Procedures

The council shall by resolution establish operating policies and procedures for the association in accordance with sub-sections 12 (2) and 12 (3) of the Act.

4.25 Code of Conduct

The governance manual of the council shall include a Code of Conduct for councillors, as adopted by resolution of the council from time to time. The council shall prepare and publish the Code of Conduct and the policy for reviewing and adjudicate accusations of violations of the Code of Conduct as well as sanctions that may be imposed for violations.

PART V OFFICERS

5.1 Officers

- (a) The officers of the association shall be that of president, vice-president, past president, secretary, registrar, and, if so determined by the council, CEO.
- (b) The council shall appoint a secretary and registrar and, if so determined by the council, a CEO.
- (c) The council may also appoint or elect, as applicable, such other officers of the association as the council may determine.
- (d) One person may hold more than one office.
- (e) Subject to these by-laws and the Act, the council may specify in writing the duties of, and delegate to, such officers such powers as it may deem appropriate.
- (f) An officer appointed by the council holds office until the officer's successor is elected or appointed, however the council may remove any of the secretary, registrar, or CEO without prejudice to that officer's rights under any employment contract.

5.2 President

5.2.1 Assumption of Office

At the close of each annual general meeting, the person holding the office of vice-president shall assume the office of president of the association.

5.2.2 Duties and Powers

- (a) The president shall perform those duties and exercise those powers provided for in these by-laws or delegated to the president by the council.
- (b) Upon request of the council or at such regular intervals as determined by the council, the president shall report to the council in connection with the performance of the president's duties.
- (c) The president, if present, shall preside all meetings of the association, the council, and the executive committee.

5.3 Vice-President

5.3.1 Election

Within 3 and in no case more than 6 months after each annual general meeting, the councillors shall, by majority vote and pursuant to the election rules, elect a vice-president from among the elected councillors.

5.3.2 Duties and Powers

(a) The vice-president shall perform those duties and exercise those powers provided for in these by-laws or delegated to the vice-president by the council.

(b) In the absence of the president, the vice-president shall assume all the duties and powers of the president.

5.3.3 Vacancy

In the event the office of the vice-president is vacated:

(a) the councillors shall, by majority vote and pursuant to the election rules, elect a vice-president from among their number; and

(b) the councillor so elected to fill the vacancy shall hold office for the unexpired term of the predecessor in office.

5.4 Past President

5.4.1 Assumption of Office

At the close of each annual general meeting, the person holding the office of president shall assume the office of past president of the association.

5.4.2 Duties

The past president shall be responsible for performing those duties provided for in these by-laws or delegated to the past president by the council.

5.5 Secretary

In addition to performing those duties required by the Act, delegated to the secretary by the council, or provided for in these by-laws, the secretary shall:

(a) conduct the correspondence of the association and the council;

(b) attend all meetings of the association and the council;

(c) keep a correct record of all such meetings;

(d) within 7 days of each meeting of the council, distribute a draft version of the minutes of such meeting to each councillor;

(e) within 10 days of each meeting of the association, distribute a draft version of the minutes of such meeting to each intern or professional member;

- (f) send all notices and materials of the association and the council, including, without limitation, the auditor's report and the statement of financial position;
- (g) publish, on the association's website and elsewhere all notices, minutes, codes, manuals, policies and procedures that are required to be published under these by-laws;
- (h) receive all payments made to the association;
- (i) ensure that all dues, fees, and assessments levied by the association are collected; and
- (j) ensure that accurate accounts of all such dues, fees, and assessments be kept.

5.6 Registrar

The registrar shall be responsible for performing those duties required by the Act, specified by council, or provided for in these by-laws.

5.7 CEO

If appointed by the council, the CEO shall be responsible for the performance of those duties and the exercise those powers specified by the council or provided for in these by-laws.

5.8 Agents and Attorneys

The council may appoint agents or attorneys for the association in or outside Canada with powers of management or otherwise, including the power to sub-delegate, as the council determines appropriate.

5.9 Validity of Action

Notwithstanding that there may be some cause for disqualification or some defect in the election or appointment of any officer, all acts of such officer shall be valid as if such officer had been regularly elected or appointed and was at all times qualified to act.

PART VI COMMITTEES

6.1 General

Unless otherwise specified in the Act or in these by-laws, committees shall be governed by the following:

6.1.1 Constitution and Composition

- (a) The council may establish, and when appropriate terminate, committees and the council may prescribe the number of members, form, term, functions, duties and powers of each Committee, the whole so as to further the purposes of the association, as provided for in the Act.

- (b) When establishing any committee, the council shall provide terms of reference for the committee, which terms shall include the:
 - (i) purpose of the committee;
 - (ii) method by which, and by whom, its members shall be appointed; and
 - (iii) method by which, and by whom, its chair shall be appointed.
- (c) Except as otherwise provided in these by-laws, the council may appoint councillors, interns, professional members and others to any committee and may fill any vacancy in the membership of any committee.

6.1.2 Jurisdiction

Subject to the provisions of 6.2 (which creates special powers for the executive committee), each committee may make recommendations to the council respecting matters within its jurisdiction.

6.1.3 Quorum and Procedure

Unless the council determines otherwise, each committee has the power to fix its quorum at not less than a majority of the committee members, elect its chair, establish the order of its agenda, and establish its procedures, provided that such rules and procedures are not inconsistent with these by-laws or the Act.

6.1.4 Report

The chair of each committee shall report to and take direction from the president, the council, or otherwise as the council may direct. The chair of each committee shall submit a report covering the activities of the committee at least annually.

6.1.5 Transaction of Committee Business

- (a) A committee may exercise its powers by resolution passed by a majority vote of the committee members at a duly constituted meeting, which shall be recorded in the minutes of the committee.
- (b) A resolution in writing, signed by all the committee members entitled to vote on that resolution at a meeting of committee members, satisfies all the requirements relating to meetings of committee members and is as valid as if it has been passed at a meeting of committee members and is effective from the date specified in the resolution, but the date shall not be prior to the date on which the first committee member signed the resolution.
- (c) A copy of every resolution referred to in clause (b) shall be kept with the minutes of the proceedings of the committee.

6.1.6 Committee's Chair Vote

The chair of a committee meeting shall not vote on any motion before the committee except in the case of a tie vote, in which case the chair shall cast the deciding vote.

6.2 Executive Committee

6.2.1 Constitution and Composition

There shall be an executive committee comprised of the president, vice-president, past-president, 1 councillor (who shall be a professional member and an elected councillor), and the CEO (if appointed), who shall be an *ex-officio* member.

6.2.2 Election and Term of the Executive Committee Councillor

(a) The councillors shall, by majority vote and pursuant to the election rules, elect 1 councillor from among their number (who is a professional member and an elected councillor) to the executive committee.

(b) The term of office of the councillor so elected to the executive committee shall run until the subsequent election of a councillor to the executive committee or until such councillor's term of office as a councillor expires, whichever is earlier.

6.2.3 Chair

The chair of any meeting of the executive committee shall be the president or, in the president's absence, the vice-president or, in the vice-president's absence, the elected councillor.

6.2.4 Purpose

Between the meetings of the council, the executive committee may exercise (subject to any restrictions which the council may impose) all of the powers of the council relating to the urgent business of the association in such manner as the executive committee may deem best in the interest of the association.

6.2.5 Report

All actions of the executive committee shall be reported to the council at the meeting next succeeding such actions and shall be subject to revision or alteration by the council, provided that no acts or rights of any person shall be affected or invalidated by any such revision or alteration.

6.3 Registration Committee

6.3.1 Constitution and Purpose

There shall be a registration committee, which shall be a standing committee and which shall consider and decide upon those matters provided for in the Act, in accordance with the criteria and standard established by the council.

6.3.2 Composition

The membership of the registration committee shall be comprised of professional members and at least 1 person who is not, and has never been, a professional member or an intern.

6.4 Continuing Competency Committee

There shall be a continuing competency committee, which shall be a standing committee whose functions and responsibilities shall be established in accordance with the criteria and standards established by the council.

6.5 Public Interest Review Committee

6.5.1 Constitution and Purpose

There shall be a public interest review committee that shall be a standing committee which in accordance with the Act, shall provide recommendations to the council so as to facilitate the timely implementation of advocacy actions by the association and whose functions and responsibilities shall be those provided for in the terms of reference adopted by the council as amended or replaced from time to time.

6.5.2 Composition

- (a) The public interest review committee shall be comprised of no fewer than 7 and no more than 11 members.
- (b) The public interest review committee shall be comprised of the following:
 - (i) 1 professional member who is also a member of the investigation committee and who shall be appointed by the investigation committee;
 - (ii) 2 professional members who shall be elected at the annual general meeting, in accordance with the election rules;
 - (iii) the registrar; and
 - (iv) the following persons, appointed by the council:
 - A. 2 past presidents of the association, at least 1 of whom shall still be a practising member at the time of appointment;
 - B. 1 person who is a resident of Manitoba, but who is not and has never been, a professional member or an intern; and
 - C. up to 4 other persons who, at the time of appointment, are professional members.
- (c) Two alternate members of the public interest review committee shall also be appointed by the council, 1 being a professional engineer and the other being a professional geoscientist, either of whom (at the request of the public interest review committee) shall be available to serve the public interest review committee for so long as their services may be required.
- (d) In considering those persons to be appointed to the public interest review committee, the council shall endeavor to provide appropriate continuity of service, balance of experience, and representation of both the engineering and geosciences professions.
- (e) The term of office of the members of the public interest review committee shall be 2 years and run from the date of their appointment or election, as applicable.

- (f) No person who has been elected or appointed as a member of the public interest review committee shall be eligible for re-election or re-appointment after 4 consecutive years of membership.

6.6 Audit Committee

6.6.1 Purpose

There shall be an audit committee, which shall be a standing committee and whose functions and responsibilities shall be those set out in the terms of reference established and published by the council.

6.6.2 Constitution and Composition

Neither the CEO nor any employee or staff of the association shall be a member of the audit committee.

6.7 Discipline Committee

There shall be a discipline committee, which shall be a standing committee, whose members, functions, and responsibilities shall be those provided for in PART XV of these by-laws.

6.8 Investigation Committee

There shall be an investigation committee, which shall be a standing committee whose members, functions, and responsibilities shall be those provided for in PART XV of these by-laws.

6.9 Finance Committee

There shall be a finance committee. which shall be a standing committee whose functions and responsibilities shall be those set out in the terms of reference established and published by the council.

PART VII DUTY OF CARE AND PROTECTION OF COUNCILLORS, OFFICERS, AND OTHERS

7.1 Duty of Care of Councillors and Officers

Councillors and officers of the association must:

- (a) act honestly and in good faith with a view to the best interests of the association;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) not disclose confidential information about the affairs of the association, its employees and staff, or any interns or professional members, unless such disclosure is undertaken in compliance with the Act, these by-laws, the Code of Conduct or the policies and procedures of the association, as applicable.

7.2 Indemnity

The association shall indemnify councillors and officers, former councillors and officers, and persons who undertake or have undertaken any liability on behalf of the association, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in any proceeding to which they are made a party by reason of being or having been councillors or officers of the association, if:

- (a) they acted honestly and in good faith with a view to the best interest of the association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

7.3 Right to Indemnity

Notwithstanding anything in this section, the association shall indemnify an individual referred to in 7.2 who has been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which the individual is made a party because of being or having been a councillor or officer of the association, against all costs, charges and expenses reasonably incurred by the individual in respect of the action or proceeding.

7.4 Cost Advances

The association may advance moneys for costs or indemnify an individual referred to in 7.2 in respect of an action to procure a judgment in favour of the association.

7.5 Insurance

The association may purchase and maintain insurance for the benefit of any individual referred to in 7.2 in amounts the council determines is appropriate.

7.6 Dissent

- (a) Councillors and members of a Committee are deemed to have consented to any resolution passed or action taken at a meeting of the council or a Committee unless they:
 - (i) request that their dissent be or their dissent is entered in the minutes of the meeting;
 - (ii) deliver their written dissent to the secretary of the meeting before the meeting is adjourned; or
 - (iii) send their dissent by registered mail or deliver it to the registered office of the association no later than 1 business day after the meeting is adjourned.
- (b) Notwithstanding clause (a) above, councillors and members of a Committee who were not present at a meeting at which a resolution was passed or action taken

are deemed to have consented thereto, unless within 7 days after they become aware of the resolution, they:

- (i) cause their dissent to be noted with the minutes of the meeting; or
- (ii) send their dissent by registered mail or deliver it to the registered office of the association

PART VIII ADMISSIONS

8.1 Manual of Admissions

The requirements, policies, and procedures applicable to the approval of an application for admission to, enrollment with, reinstatement with, or licensure by the association shall be those set out in the Manual of Admissions, as adopted by the council from time to time.

8.2 Appeals

The Manual of Admissions shall provide for and set out the process and requirements for an applicant to appeal a decision of registrar and any admissions-related committee, other than those of the Registration Committee.

PART IX MEMBERSHIP

9.1 Provisions

The categories of membership in the association shall be as set out in this Part.

9.1.1 Practising Member

A professional member who is:

- (a) not an on leave member; and
- (b) not a retired member,

shall be deemed to be a practising member of the association and thereby hold all the responsibilities, rights, and privileges conferred upon on a professional engineer and/or professional geoscientist, as applicable, by virtue of the Act, in accordance with these by-laws.

9.1.2 On Leave Member

(a) To be recognized as an on leave member, a member shall:

- (i) apply to the registrar in writing, requesting to be an on leave member;
- (ii) confirm to the registrar in writing that they shall not henceforth engage in the practice of professional engineering and/or professional geoscience, as applicable, for either a definite or indefinite period of time; and
- (iii) return their seal and digital signature to the registrar.

(b) Once the conditions provided for in (a) have been met to the satisfaction of the registrar, the applicant shall:

- (i) have their status updated to that of an on leave member in the register;
 - (ii) no longer engage in the practice of professional engineering and/or professional geoscience, as applicable;
 - (iii) not be required to record or report professional development activities, as prescribed in the Continuing Professional Development Program;
 - (iv) save for the right to engage in the practice of professional engineering and/or professional geoscience, have all other rights, responsibilities, and privileges conferred upon a professional engineer and/or a professional geoscientist, as applicable, provided for in the Act and these by-laws; and
 - (v) continue to adhere to and abide by all requirements provided for in the Act, these by-laws, and the Code of Ethics.
 - (vi) ensure to always clearly identify themselves, as applicable, as “P. Eng (On Leave)” and/or “P. Geo (On Leave)” on any correspondence prepared or document issued by the on-leave member in their capacity as a professional member.
- (c) Annually, upon paying their annual dues, each on leave member shall confirm in writing to the association that they have not and will not engage in the practice of professional engineering and/or professional geoscience, as applicable.
- (d) Where an on leave member wishes to be reinstated as a practising member, the on leave member shall:
- (i) apply to the registrar in writing, requesting to be reinstated;
 - (ii) apply to the Continuing Competency Committee; and
 - (iii) comply with the requirements set forth in the Continuing Professional Development Program.

9.1.3 Retired Member

- (a) To be recognized as a retired member, a member shall:
- (i) apply to the registrar in writing, requesting to be a retired member;
 - (ii) confirm to the registrar in writing that they shall not henceforth engage in the practice of professional engineering and/or professional geoscience, as applicable; and
 - (iii) return their seal and digital signature to the registrar.
- (b) Once the conditions provided for in (a) have been met to the satisfaction of the registrar, the applicant shall:
- (i) have their status updated to that of a retired member in the register;
 - (ii) no longer engage in the practice of professional engineering and/or professional geoscience, as applicable;
 - (iii) not be required to record or report professional development activities, as prescribed in the Continuing Professional Development Program;
 - (iv) save for the right to engage in the practice of professional engineering and/or professional geoscience, have all other rights, responsibilities, and privileges

- conferred upon a professional engineer and/or a professional geoscientist, as applicable, provided for in the Act and these by-laws;
- (v) continue to adhere to and abide by all requirements provided for in the Act, these by-laws, and the Code of Ethics; and
 - (vi) ensure to always clearly identify themselves, as applicable, as “P. Eng (Ret)” and/or “P. Geo (Ret)” on any correspondence prepared or document issued by the retired member in their capacity as a professional member.
- (c) Annually, upon paying their annual dues, each retired member shall confirm in writing to the association that they have not and will not engage in the practice of professional engineering and/or professional geoscience, as applicable.
- (d) Notwithstanding anything else provided for in these by-laws, where a retired member applies to the registrar in writing and the retired member:
- (i) has been a member of the association, or one of the constituent associations of Engineers Canada, for not less than 30 years, or in the case of a professional geoscientist, has been in a practising category or been a member of the association for a combined total of 30 years or more; and
 - (ii) confirms in writing that he or she has retired from all gainful employment;
- upon written notification of the registrar to the retired member, the payment of his or her annual dues shall be waived.
- (e) Where a retired member wishes to be reinstated as a practising member, the retired member shall:
- (i) apply to the registrar in writing, requesting to be reinstated;
 - (ii) apply to the Continuing Competency Committee; and
 - (iii) comply with the requirements set forth in the Continuing Professional Development Program.

9.2 Honorary Life Member

9.2.1 The designation of honorary life member may, by unanimous decision of the council, be bestowed upon a professional member who has, in the opinion of council, rendered meritorious service to the association, the practice of professional engineering, and/or the practice of professional geoscience, as applicable.

9.2.2 Each honorary life member shall:

- (a) henceforth not be obliged to pay annual dues;
- (b) have all other rights, responsibilities, and privileges that are conferred upon a practising member, an on leave member, or a retired member (as applicable), as provided for in the Act and these by-laws; and
- (c) be required to continue to adhere to and abide by all requirements of a practising member, an on leave member, or a retired member (as applicable), as provided for in the Act, these by-laws, and the Code of Ethics.

9.3 Good Standing

9.3.1 Conditions

A practitioner will be deemed to be in good standing when the practitioner:

- (a) is in full compliance with any and all requirements provided for in the Act and these by-laws;
- (b) promptly remits any and all fees, dues, costs, and/or fines payable to the association, within 30 days of the invoice date or such other date specified in writing by the association, as applicable;
- (c) is in full compliance with the requirements of the Continuing Professional Development Program; and
- (d) is not the subject of any outstanding order, issued by the council or any Committee.

9.3.2 Effects

Until such time as the requirements provided for in 9.3.1 are satisfied and/or re-established to the satisfaction of the registrar, any practitioner not in good standing shall:

- (a) be required to manage their practice in accordance with the terms of any decision or order of the investigation committee or discipline committee;
- (b) not be entitled to vote at any meetings of the association, nominate a candidate for election to council, vote in any election of elected councillors, be nominated as a candidate for election or appointment to the council, to sit on or participate with any committee, nor remain as an elected councillor; and
- (c) not be entitled to sit on or participate with any statutory or quasi-statutory committees, executive committees of any chapters of the association, nor remain as an officer for any such chapter.

9.4 Resignation

- (a) A practitioner may, by written notice to the registrar terminate his or her membership or surrender his or her licence in the association.
- (b) Such termination or surrender is subject to payment of the proportion of the annual dues prorated monthly based on the date of receipt of the notice, plus any late payment fee that is applicable.

PART X DUES AND FEES

10.1 Dues and Fees

- (a) On or before December 31st of each calendar year, the council shall publish the dues and fees payable for the upcoming calendar year, based upon the financial needs, objectives, and requirements of the association.
- (b) Without limiting the generality of the foregoing, by resolution the council may set and/or impose:
 - (i) dues and fees upon any professional member (whether a practising member, an on leave member, or a retired member), intern, student, temporary licensee, and/or specified scope of practice licensee;
 - (ii) fees relating to the admission, registration, cancellation, suspension, reinstatement of any professional member (whether a practising member, an on leave member, or a retired member), intern, student, temporary licensee, and/or specified scope of practice licensee;
 - (iii) fees relating to application for and renewal of certificates of authorization, the review and/or assessment of academic credentials and/or written examinations; and
 - (iv) fees relating to the late payment of any fees or dues owing to the association and professional liability insurance.
- (c) All dues and fees published by the council shall be due at or within the timelines so specified in the council's publication and shall be remitted to the registrar in accordance therewith.

10.2 Reduction, Waiver, or Deferral of Dues

- (a) Upon written application to the registrar and in accordance with the policy and terms regarding relief established by resolution of the council from time to time, dues payable to the association may be reduced, waived, and/or deferred.
- (b) Without limiting the generality of the foregoing, dues payable to the association may be reduced, waived, and/or deferred in the event the applicant tenders evidence satisfactory to the council that that person:
 - (i) is unemployed;
 - (ii) is not engaging in the practice of professional engineering and/or professional geoscience, as applicable, due to illness, disability, or parental leave;
 - (iii) is a full-time student within a post-graduate university program that is relevant to the practice of professional engineering and/or professional geoscience, as applicable; and/or
 - (iv) is faced with other circumstances, which at the sole discretion of the council, warrant relief from payment of any dues.

PART XI PRACTICE REQUIREMENTS

11.1 Use of the Seal

11.1.1 Manual Seal of Professional Members and Specified Scope Licensees

- (a) The combined acts of affixing and then validating a manual seal by signing same in the vicinity thereof constitute manual authentication of a document.
- (b) An image of the manual seal may be affixed through the use of either an inked stamped impression or a copy of it.
- (c) A copy of a validated seal shall not be used for the purpose of authenticating a document.

11.1.2 Digital Signature of Professional Members and Specified Scope of Practice Licensees

- (a) A professional member or specified scope of practice licensee may authenticate a document which is in computer readable form by the use of his or her digital signature. Any such authentication will have the same effect as affixing and validating a manual seal on a physical document.
- (b) Validation of a document which is in computer readable form must only be performed with the explicit knowledge of and confirmatory action by the member or specified scope of practice licensee. Any process and/or technology that automatically applies a digital signature to documents without the member's or specified scope of practice licensee's knowledge and action is prohibited.

11.1.3 Temporary Licensee's Seal

The temporary licensee, having affixed his or her manual seal in conformance with the Act, shall validate it by signing the document in the vicinity of the seal, marking his or her licence number and its expiry date directly below the seal, and indicating the date upon which it was affixed.

11.2 Professional Development Requirements

- (a) The Continuing Professional Development Program as approved by the council and amended or replaced from time to time shall be the Continuing Professional Development Program of the association.
- (b) Except as detailed in the Continuing Professional Development Program or as otherwise provided for in these by-laws, practitioners shall:
 - (i) maintain competency in their fields of practice through continuing professional development; and
 - (ii) record and report professional development activities, as provided for by the Continuing Professional Development Program.

- (c) Failure to maintain any activities as prescribed by the Continuing Professional Development Program may constitute professional misconduct and may be reported to the investigation committee.

PART XII CERTIFICATES, SEALS, AND STAMPS

12.1 Certificates

12.1.1 Certificate of Registration

12.1.1.1 Form

The certificate of registration issued to each professional member:

- (a) shall have his or her name inscribed thereon;
- (b) shall state that the person is entitled to engage in the practice of professional engineering, and/or professional geoscience, as applicable, in the Province of Manitoba; and
- (c) shall be prominently displayed in the professional member's place of practice.

12.1.1.2 Validity

The certificate of registration shall not be valid unless it bears a sticker issued by the association for the current registration period.

12.1.2 Certificate of Temporary Licence

The certificate of temporary licence issued to each holder of a temporary licence:

- (a) shall have has his or her name inscribed thereon;
- (b) shall state that the person is entitled to engage temporarily in the practice of professional engineering and/or professional geoscience, as applicable, in the Province of Manitoba for the time period stated thereon; and
- (c) shall be prominently displayed in the temporary licensee's place of practice.

12.1.3 Certificate of Specified Scope of Practice Licence

12.1.3.1 Form

Each certificate of specified scope of practice licence issued to a licensee:

- (a) shall have his or her name inscribed thereon;
- (b) shall specify the licensee's scope of professional practice; and
- (c) shall be prominently displayed in the licensee's place of practice.

12.1.3.2 Validity

The certificate of specified scope of practice licence shall be valid for the period shown on the sticker issued annually by the association.

12.1.4 Certificates of Authorization

12.1.4.1 Form

The certificate of authorization issued to each holder will have the name of the legal entity inscribed thereon stating that the entity is entitled to engage in the practice of professional engineering, or professional geoscience as the case may be, in the Province of Manitoba for the time period stated thereon.

12.1.4.2 Validity

The certificate of authorization shall not be valid unless it bears a sticker issued by the association for the current registration period.

12.1.5 Ownership

Each certificate issued by the association shall remain the property of the association and shall be returned to the registrar upon the suspension or cancellation or non-renewal of the certificate of authorization.

12.2 Seals and Digital Signatures

- (a) The registrar shall issue a manual seal to each professional member and specified scope of practice licensee and manual seals shall not be acquired from any other source.
- (b) The registrar shall authorize the issuance of a digital signature at the request of a professional member or specified scope of practice licensee. Such digital signatures shall be issued through a provider approved by the council and digital signatures shall not be acquired from any other source. The authenticity of such digital signatures shall be confirmable and such digital signatures shall be revocable.
- (c) Professional members and specified scope of practice licensees shall ensure that their digital signatures and manual seals are secure and remain under their control at all times.
- (d) The association shall not issue a manual seal or authorize the issuance of a digital signature to the holder of a temporary licence.

12.3 Stamp: Certificate of Authorization

The form of identification to be placed upon any document that is to be sealed by any holder of a certificate of authorization shall include the identity of the holder and a number on the manual stamp issued or authorized by the association. The image of the stamp may be reproduced by the holder of the certificate of authorization and incorporated into electronic documents.

PART XIII MEETINGS OF THE ASSOCIATION

13.1 Annual General Meetings

- (a) The council shall call an annual general meeting of the association to be held no earlier than September 10th and no later than October 31st of each calendar year.
- (b) At each annual general meeting, the following business shall be considered:
 - (i) approval of the agenda;
 - (ii) report of the president;
 - (iii) accepting or correcting the minutes from the last annual general meeting;
 - (iv) business arising out of the minutes from the last annual general meeting;
 - (v) declaration of the result of the ballot for elected councillors;
 - (vi) consideration of the auditor's report;
 - (vii) appointment of the auditor;
 - (viii) consideration of any by-law changes;
 - (ix) consideration of any motions; and
 - (x) any other business required by these by-laws to be transacted at an annual general meeting.
- (c) In addition to the business listed in clause (b) above, any special business properly brought before the meeting shall be considered at the annual general meeting.
- (d) Special business proposed by professional members shall be considered at the annual general meeting provided that the motion in respect of such special business is:
 - (i) received by the secretary no less than 48 hours before the time specified for commencement of the annual general meeting; and
 - (ii) in writing and signed by the mover and seconder, both of whom are professional members entitled to vote at such meeting.

13.2 Special Meetings

- (a) Any meeting of the association other than an annual general meeting shall be a special meeting and only special business shall be considered at such meeting.
- (b) The council or the president may call a special meeting of the association at any time.
- (c) A special meeting shall be called if at least 20 professional members who are then entitled to vote at a meeting of the association submit a written requisition for such meeting. Any such written requisition shall be accompanied by the motion or motions to be considered at the meeting.

- (d) No business shall be considered at a special meeting excepting that for which the meeting is called

13.3 Time and Place of Meetings

Meetings of the association shall be held at the time and place in Manitoba that the council determines is appropriate, provided that any special meeting of the association shall be held within 60 days of the date when such meeting was called under 13.2.

13.4 Notice of Meetings

- (a) Notice in writing of the date, time, and place of each meeting of the association shall be given by the secretary to each intern, professional member, councillor, and the auditor (in the case of an annual general meeting) in the professional publication of the association (currently known as *The Keystone Professional*) or in any other manner provided for in these by-laws and shall do so no later than:
 - (i) 30 days prior to the date of any annual general meeting; or
 - (ii) 15 days prior to the date of any special meeting.
- (b) The agenda for each annual general meeting circulated with the notice shall include the items listed in clause 13.1(b) hereof together with any special business of which the secretary has received notice not less than 40 days before such annual general meeting. Any special business of which the secretary receives notice less than 40 days before an annual general meeting shall be published on the association's website.
- (c) The notice for any special meeting must state the nature of the special business to be considered in sufficient detail to permit any professional member to form a reasoned judgment on the business and must include the text of any motion to be considered at such meeting.

13.5 Persons Entitled to be Present

- (a) Interns, professional members and councillors are entitled to be present at any meeting of the association and, in addition, the auditor is entitled to be present at any annual general meeting.
- (b) Any person other than those specified in clause (a) above may be admitted to a meeting of the association only on the invitation of the president or with the consent of those present at the meeting who are entitled to vote.

13.6 Quorum

- (a) Quorum at an annual general meeting shall be 50 professional members.
- (b) Quorum at a special meeting shall be 40 professional members.

13.7 Adjournment

- (a) A meeting of the association shall be adjourned if within 1 hour after the time appointed for the meeting a quorum is not present.
- (b) If a meeting of the association is adjourned, as provided for in clause (a) above:
 - (i) the council shall determine the date, time, and place of the re-scheduled meeting; and
 - (ii) the secretary shall give no less than 10 days' notice thereof to each intern, professional member, councillor, and the auditor (in the case of a re-scheduled annual general meeting).
- (c) If a meeting of the association is adjourned, as provided for in clause (a) above, by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting.

13.8 Conduct of Business

13.8.1 Chair

- (a) The chair of any meeting of the association shall be the president or, in the president's absence, the vice-president. By resolution, any professional member in good standing may be appointed chair.
- (b) If the chair wishes to enter any discussion, he or she must relinquish the chair for the duration of the discussion on the matter at hand.

13.8.2 Secretary

The secretary of any meeting of the association shall be the secretary. If the secretary is not present, the chair may appoint another person to be secretary of the meeting.

13.8.3 Order

The chair of any meeting of the association may change the order of the agenda of an annual general meeting, if so deemed appropriate by the chair. .

13.8.4 Resolutions

- (a) All business transacted at a meeting of the association shall be transacted by resolution or, if required by the Act, these by-laws or The Corporations Act, by special resolution.
- (b) Either the mover or the seconder of a motion must be present at the meeting of the association for the motion to be considered.
- (c) Resolutions adopted at an annual general meeting shall be considered by, but are not binding upon, the council, but the council shall report on the disposition of any such resolution at the next annual general meeting.

13.8.5 Procedure

In the case of a question or dispute over the procedure to be followed in conducting a vote or carrying on the business of a meeting of the association, Robert's Rules of Order shall be followed except:

- (a) where inconsistent with these by-laws; or
- (b) where specifically established by special resolution.

13.9 Voting at Meetings of the association

13.9.1 Eligibility

Each professional member in good standing whose name appears in the register at the time of a meeting of the association is entitled to vote at such meeting of the association.

13.9.2 Voting Procedure

Voting at meetings of the association shall be governed by the following rules:

- (a) votes are counted on a one-professional member, one-vote basis;
- (b) resolutions, other than on special resolutions, are passed by a majority of the professional members present who are entitled to vote;
- (c) the chair shall not vote, except in the event of a tie, in which case the chair shall cast the deciding vote;
- (d) votes are cast electronically and the results are reported in the minutes of the meetings of the association; and
- (e) there is no right to vote or to be represented by proxy.

13.9.3 Validity of Vote

- (a) No objection to the validity of any vote shall be effective except at the meeting of the association and time at which such vote is taken and the objection is made before discussion of the next item on the agenda begins.
- (b) The validity of any vote shall be determined by the chair, which determination shall be final and binding.

13.10 Minutes

The minutes of meeting of the association, as recorded and signed by the chair and the secretary of such meeting shall, in the absence of manifest error, be deemed to be a correct record of the proceedings of any such meeting.

13.11 Electronic Meetings of the association

Where adequate facilities exist, and in accordance with policies and procedures established by the council, persons entitled to be present at meetings of the association may both participate and, as applicable, vote by telephone or electronic means provided that all participants are able to communicate adequately with each other. Persons participating in such meetings are deemed to be present, including for the purposes of quorum.

PART XIV CODE OF ETHICS

14.1 Code of Ethics

The Code of Ethics as approved and amended by the council from time to time is hereby adopted as the Code of Ethics of the association.

PART XV COMPLAINTS AND DISCIPLINE

15.1 Definitions

In this part:

“alternative dispute resolution process” means any mediation, negotiation, or other process entered into with the objective of resolving a complaint without a hearing before the discipline committee;

“appeal committee” means the committee of the council appointed under sub-section 36(2) of the Act;

“caution” means a formal written caution issued under clause 35(1)(e) of the Act;

“council appeal” means an appeal to the council under sub-section 53(1) of the Act;

“discipline committee” means and includes the discipline committee and any panel of the discipline committee; and

“investigator” means the employee of the association or a third party retained by the association to conduct an investigation of a complaint.

15.2 General

15.2.1 Conflict of Interest

No person who, or whose employer, has any interest in or any prior involvement with or who may be called as a witness or who otherwise may have any conflict of interest in connection with any complaint, shall serve as a member of any committee or panel investigating or hearing such complaint.

15.2.2 Communications and the Registrar

Except as otherwise provided in any policy or procedure adopted by the council, all notices given and communications made in connection with any complaint, proceeding, decision, or order under this part shall be given or made through the registrar. The registrar shall not participate in any investigation or any proceedings of any committee or panel under this part.

15.3 Investigation Committee

15.3.1.1 The council shall establish policies and procedures, not inconsistent with the Act or these by-laws, for the governance of the investigation committee.

15.3.1.2 Decisions of the investigation committee and any sub-committee thereof shall be by majority vote of those members of the committee or the sub-committee present in person at a duly constituted meeting.

15.3.2 Alternative Dispute Resolution

15.3.2.1 At any time before or after commencing an investigation, the investigation committee may enter into an alternative dispute resolution process with the investigated person.

15.3.2.2 The alternative dispute resolution process shall be conducted by the chair, or a member of the investigation committee appointed by the chair, who shall report the progress of such process to the investigation committee and may from time to time seek direction from the investigation committee.

15.3.2.3 An alternative dispute resolution process shall be concluded within 30 days of the date of commencement thereof, unless such time is extended by the investigation committee.

15.3.2.4 In connection with any alternative dispute resolution process, the investigation committee may, with the agreement of the investigated person and the complainant, take any action that the investigation committee can otherwise take, or make any order that the discipline committee can make, under the Act.

15.3.3 Investigator

15.3.3.1 The investigation committee may employ an investigator. Except as limited in any document appointing or retaining an investigator, the investigator shall have the powers of the investigation committee in conducting an investigation.

15.3.3.2 The investigation committee or, with the approval of the investigation committee a sub-committee of the investigation committee, may retain the services of experts and professionals to assist in reviewing and investigating any complaint.

15.3.4 Investigation of Other Matters

Once an investigation has been commenced, the investigation committee may investigate any other matter that comes to its attention during the course of such investigation.

15.3.5 Directions and Practice Notes

The investigation committee may prepare and publish directions and practice notes on matters related to the practice of professional engineering and professional geoscience. When consulted, the investigation committee may offer advice to practitioners on specific matters.

15.3.6 Cautions

15.3.6.1 Before issuing a caution under clause 35(1)(e) of the Act, the investigation committee shall give notice to the investigated person of its proposal to issue such caution and the terms thereof.

15.3.6.2 If the investigated person refuses to accept the investigation committee's proposed caution, or fails to respond to the notice thereof within 14 days of the date of any such notice, then the investigation committee shall formulate a charge under clause 35(1)(b) of the Act in respect of the complaint.

15.3.6.3 The investigated person may, within 14 days of the date of any notice issued under 15.3.6.1, give notice to the investigation committee that the investigated person intends to make a proposal to vary the terms of the investigation committee's proposed caution.

If the investigated person gives such notice within the aforesaid time period, then the investigated person shall, within a further period of 30 days from the date of the notice given by the investigated person, provide written or oral representations proposing changes to the investigation committee's proposed caution.

If the investigated person fails to provide such written or oral representation within said period of 30 days, or if the investigation committee and the investigated person are unable to agree upon the terms of the caution on or before the later of 10 days from the date of receipt of the investigated person's proposed charges and the date of the next meeting of the investigation committee, then the investigated person shall be deemed to have refused to accept the investigation committee's proposed caution and the investigation committee shall formulate a charge under clause 35(1)(b) of the Act in respect of the complaint, which charge shall be forwarded to the discipline committee.

15.3.6.4 No notice of a proposal to issue a caution need be given to the complainant and the complainant has no right to make a proposal to vary any proposed caution. If a caution is issued, notice setting out the terms of the caution (but not a copy of the caution) shall be given to the complainant.

15.3.7 Voluntary Withdrawal

If the investigation committee accepts a voluntary withdrawal under clause 35(1)(d) of the Act, the practitioner who has withdrawn shall not be re-admitted as a practitioner unless the withdrawn practitioner submits evidence, satisfactory to the council, that the withdrawn practitioner is fit to practice professional engineering or professional geoscience, as the case may be.

15.3.8 Consultation with Discipline committee before Imposing Penalty

Before registering a conviction and imposing a penalty under clause 35(1)(f) of the Act, the investigation committee shall consult with a member of the discipline

committee appointed by the chair of the discipline committee on the appropriateness of such penalty.

15.3.9 Report of Investigation Committee

After completing its investigation, the investigation committee shall give notice to the investigated person and the complainant setting out the actions taken by the investigation committee in respect of the complaint. If the complaint is dismissed, the complainant shall also be notified of the complainant's right of appeal to the Appeal Committee and that any such appeal must be accompanied by the complainant's reasons for their appeal.

15.4 Appeal of Dismissal of Complaint

15.4.1 A notice of appeal to the Appeal Committee under sub-section 36(1) of the Act shall include detailed reasons for the appeal.

15.4.2 An appeal to the Appeal Committee shall be an appeal on the record of the proceedings of the investigation committee, provided that the Appeal Committee may, in its discretion, receive further evidence.

15.4.3 Each of the investigated person and the complainant is entitled to make a written submission to the Appeal Committee. In addition, the Appeal Committee, in its discretion, may hear oral submissions from the investigated person and the complainant.

15.4.4 The Appeal Committee shall give notice to the investigated person and the complainant setting out the decision of the Appeal Committee.

15.5 Discipline committee

15.5.1 The council shall establish policies and procedures, not inconsistent with the Act or these by-laws, for the governance of the discipline committee.

15.5.1.1 Hearing Procedures

The discipline committee shall commence a hearing of any charge referred by the investigation committee within 120 days of such referral.

- 15.5.1.2 Notice of the hearing and a copy of the charge shall be given to the investigated person and the complainant not less than 30 days before the commencement of the Hearing.
- 15.5.1.3 The investigation committee shall present the evidence in support of the charge.
- 15.5.1.4 The discipline committee is not bound by the rules of law concerning evidence and may accept any evidence that it considers to be credible and reliable.

15.6 Appeals of Discipline Decisions

- 15.6.1 Every notice of a council appeal shall include written reasons and shall be accompanied by a cash deposit of \$500.
- 15.6.2 The reasons given by the investigated person or the complainant for the council appeal shall be provided to the council.
- 15.6.3 The council shall commence a hearing of the council appeal within 90 days of receiving notice of the appeal and the cash deposit for said appeal.
- 15.6.4 Notice of the hearing of the council appeal shall be given to the investigated person and the complainant not less than 30 days before the commencement of the hearing.
- 15.6.5 A council appeal shall be an appeal on the record of the proceedings of the discipline committee, provided that the council may, in its discretion, receive further evidence.
- 15.6.6 The council shall establish its own rules of procedure for council appeals.
- 15.6.7 The council shall give notice of its decision to each of the investigated person, the complainant and the discipline committee.

15.7 Records, Confidentiality and Release of Information

- 15.7.1 Complaints, decisions, and information related to an investigated intern or professional member shall be recorded and retained in the association's discipline file for such person.
- 15.7.2 No person shall access an intern or professional member's disciplinary file excepting the registrar, a councillor, a member of the investigation committee, discipline committee, registration committee and their respective legal counsel, in each case only for purpose of performing such person's or committee's function under the Act and these by-laws.
- 15.7.3 Until final disposition of any complaint and the expiry of all appeal periods, no information regarding any complaint, including the identity of any intern or professional member so investigated or the complainant shall be disclosed, save for such disclosure as may be necessary to:
 - (a) review, assess, investigate, prosecute, or hear the complaint;
 - (b) prepare any decision or order relating to the complaint;
 - (c) provide a response to a proceeding under sub-section 37(2) of the Act; or
 - (d) prepare any report on the foregoing.

- 15.7.4** Notwithstanding 15.7.3, the particulars of any charge formulated under clause 35(1)(b) of the Act shall be published in accordance with the association's policy regarding publication.
- 15.7.5** After the entry of a conviction and the expiry of all appeal periods, the particulars of the complaint and the decision or order of the discipline committee shall be published in accordance with the association's policy regarding publication.
- 15.7.6** Notwithstanding 15.7.3, if in the course of any investigation it comes to the attention of the investigation committee that any engineering or geoscientific work may be dangerous to persons or property, the investigation shall cause such work to be brought to the attention of the authority having jurisdiction, the person having professional responsibility and the owner.
- 15.7.7** The council may, upon application made not less than 10 years after the date of any conviction or penalty registered by the investigation committee or the discipline committee against any current or former intern or professional member, and after consideration of such information as the council deems pertinent, expunge the public record of any such conviction or penalty.
- 15.8 Notice to Other associations**
- After all appeal periods in connection with any decision or order of the investigation committee or the discipline committee have expired, the association may notify any other association of professional engineers or professional geoscientists of such decision or order and, in so doing, may provide such association with a copy thereof.

PART XVI BY-LAW CHANGES

16.1 Amendments

These by-laws may be amended or repealed and new by-laws may be enacted in accordance with and subject to the Act and these by-laws.

16.2 Member By-law Proposals

16.2.1 Requests for Member By-law Proposals

Within 120 days after each annual general meeting, the secretary shall, by notice given to all practitioners, request proposals for amendment, repeal, or enactment of by-laws.

16.2.2 Requirements for Member By-law Proposals

Each by-law proposal submitted in response to a notice given under 16.2.1:

- (a) must be received by the secretary no more than 30 days after the date of such notice;
- (b) may include the text of any proposed amendment or new by-law;
- (c) shall include a written statement outlining the purpose of such proposed by-law and the reasons why the proposed by-law is required and may include such other information as the proponent considers necessary or desirable; and
- (d) shall include the full name and mailing address of the mover and seconder of such

proposed by-law.

16.2.3 Failure to Comply with 16.2.2

The secretary is not required to accept any by-law proposal that does not comply with 16.2.2.

16.2.4 Notice of Refusal

If the secretary refuses, pursuant to 16.2.2, to accept any by-law proposal, the secretary shall within 10 days after receiving such proposal give notice to the mover and seconder of the secretary's refusal and the secretary's reasons for such refusal.

16.3 Council By-law Proposals

The council may, at any time, make a proposal for amendment, repeal or enactment of a by-law. At the time of making such proposal, the council shall prepare a written statement outlining the purpose of such proposed by-law and the reasons why the proposed by-law is required and such other information as the council considers necessary or desirable.

16.4 By-law Review

16.4.1 Creation of By-law Review Committee

The council shall, from time to time as required, create a committee on an ad-hoc basis to review a specific by-law proposal or proposals.

16.4.2 By-laws to be Reviewed by By-law Review Committee

All by-law proposals that are:

(a) submitted in response to a notice given under 16.2.1 and accepted by the secretary as complying with 16.2.2; or

(b) made by the council under 16.3

shall be reviewed by a by-law review committee.

16.4.3 Composition of By-law Review Committee

The by-law review committee shall be appointed by the council and shall consist of not fewer than 3 and not more than 7 councillors or members.

16.4.4 Members and Legal Input on By-law Proposals

As part of its review of any by-law proposal, the by-law review committee shall:

(a) seek input from members by posting the by-law proposer's statement given under 16.2.2(c) or the council's statement made under 16.3, as the case may be, and such other information as the committee may deem appropriate or necessary on an online members forum on the association's website for a period of not less than 14 days and requesting members' input thereon; and

(b) seek input from legal counsel as to the legality of the proposed by-law and any other matter in connection with such proposed by-law as the committee may direct.

16.4.5 Report of By-law Review Committee

The written report of the by-law review committee shall be delivered to the council no later than the date specified by the council and shall include:

- (a) a listing of the sections of the Act and the by-laws related to or affected by the proposed by-law and the committee's assessment of the impact of the proposed by-law on each such section or by-law;
- (b) a summary of the members' input received pursuant to 16.4.4(a);
- (c) the legal advice received pursuant to 16.4.4(b);
- (d) the committee's conclusions on the effect, necessity and appropriateness of the proposed by-law;
- (e) such other matters as the council may direct; and
- (f) unless the committee recommends that the council not proceed with the by-law, the committee's proposed wording for such by-law.

16.4.6 Decision by the Council

Following receipt of the report of the by-law review committee, the council shall decide whether to refer the proposed by-law to a vote by the professional members or to reject the by-law proposal. For any by-law proposal received in response to a notice given under 16.2.1, the council shall make such decision not less than 90 days before the anniversary of the last previous annual general meeting. The secretary shall, within three days of council's decision, give notice of the decision to the by-law review committee and to the mover and seconder of the proposed by-law.

16.5 Member By-law Petitions

16.5.1 Submission of Petition

Any professional member may, by petition in writing signed by not fewer than 12 professional members, propose an amendment, repeal, or enactment of a by-law.

16.5.2 Requirements for By-law Petition

Each by-law proposal submitted by petition made under 16.5.1:

- (a) must be received by the secretary not less than 60 days before the anniversary of the last previous annual general meeting;
- (b) shall include the text of any proposed amendment or new by-law;
- (c) shall include a written statement outlining the purpose of such proposed by-law and the reasons why the proposed by-law is required and may include such other information as the proponent considers necessary or desirable; and
- (d) shall include the full name, e-mail address, and mailing address of the mover and seconder of such by-law proposal.

16.5.3 Failure to Comply with 16.5.1 and 16.5.2

The secretary is not required to accept any petition that does not comply with 16.5.1 and 16.5.2.

16.5.4 Notice of Non-Acceptance

If the secretary refuses, pursuant to 16.5.3, to accept a by-law proposal, the secretary shall, within 14 days of having received the petition in respect of such proposal, give notice to the mover and seconder of the secretary's refusal and the secretary's reasons for such refusal.

16.5.5 Determination of Good Faith

The council shall consider each by-law proposal that complies with 16.5.1 and 16.5.2 and shall make a determination as to whether:

- (a) such proposal or the written statement in support of such proposal appears to be submitted primarily for the purpose of enforcing a personal claim or redressing a personal grievance against the association or its councillors, officers, or employees or primarily for the purpose of promoting general economic, political, racial, religious, social, or similar causes;
 - (b) such proposal is substantially the same by-law proposal as was submitted to the professional members for consideration in relation to an annual general meeting held within 2 years preceding the receipt of the petition and such proposal was defeated;
 - (c) such proposal or the written statement in support of such proposal is defamatory, scandalous, illegal, or likely to bring the association or its councillors, officers, or employees into disrepute or to be the subject or cause of any prosecution or legal claim against the association or its councillors, officers, or employees; or
 - (d) such proposal or the written statement in support of such proposal is being made to secure publicity,
 - (e) such proposal, if approved, would not achieve the purposes provide in the statement defined by 16.5.2(c),
- and if so, whether such by-law proposal should be rejected.

16.5.6 Notice of Non-Acceptance

If the council rejects any by-law proposal pursuant to 16.5.5, the secretary shall, within 3 days of such rejection, give notice to the mover and seconder of council's rejection and the council's reasons for such rejection.

16.6 Consideration and Voting on Proposed By-law

16.6.1 Interpretation

In this section 16.6, the term "proposed by-law" means and includes only those by-law proposals that

- (a) the council has referred to a vote under 16.4.6, or
- (b) have been submitted under 16.5.1, have been accepted by the secretary, and have not been rejected by the council under 16.5.5.

16.6.2 Time of Vote on Proposed By-law

Unless the council shall decide that it is necessary and in the best interest of the association to put a proposed by-law to a vote on an expedited basis, voting on proposed by-laws shall take place after the next annual general meeting consistent with 16.6.6.

16.6.2.1 If the vote is not on an expedited basis then the by-law proposal shall be considered at the next annual general meeting, as provided for in the agenda referred to in 13.1.

16.6.2.2 A vote on an expedited basis shall not take place until after a special meeting has been held to discuss the related proposal.

16.6.3 Posting of Proposed By-law on Website

The secretary shall post on the association’s website, in respect of any proposed by-law:

(a) the text of the proposed by-law;

(b) the names of the mover and seconder;

(c) the written statement provided by the proponent under 16.2.2(c) or 16.5.2(c), as the case may be;

(d) a written statement of the council; and

(e) such other information as the president may decide in accordance with a policy adopted by the council.

16.6.4 Notice of Proposed By-law

Not less than 14 days before the date when voting opens on any proposed by-law, the secretary shall give to each member notice of the posting under 16.6.3 of the proposed by-law and related information on the association’s website.

16.6.5 Consideration by Member of Proposed By-law Change

Concurrently with giving notice under 16.6.4, the secretary shall open an online forum for discussion of the proposed by-law on the association’s website. Such forum shall be open for discussion for not less than seven nor more than 14 days prior to the next annual general meeting or special meeting where the proposal shall be discussed and shall remain open to new discussion until the time of the opening of the voting period.

16.6.6 Voting Period

The voting period shall commence 5 business days following the annual general meeting or special meeting where the proposal was discussed and shall continue for not less than 15 days.

16.6.7 Electronic Ballot

The association shall create a secure electronic ballot system that may be accessed by professional members through the association’s website. The system shall be

maintained, monitored, and audited in accordance with a policy adopted by the council.

16.6.8 Voting

16.6.8.1 Online Voting

Except as provided in 16.6.8.2, professional members shall vote on the proposed by-law through the electronic ballot system.

16.6.8.2 Mail Vote

Professional members who have made a written request to vote by mail shall receive mail ballots to be completed in accordance with instructions approved by the council and enclosed with the mail ballot. To be eligible for inclusion in the ballot count, mail ballots must be properly completed in accordance with the instructions and received by the secretary no later than the close of business on the last day of the voting period.

16.6.9 Scrutineers

At least 10 days before the close of the voting period, the president shall appoint three professional members who are not councillors to act as scrutineers.

16.6.10 Counting of Ballots

The counting of the electronic and mail ballots shall be supervised by the scrutineers in accordance with a policy adopted by the council.

16.6.11 Report of Scrutineers

16.6.11.1 The written report of the scrutineers on their count of the ballots, in the form and containing the information required by the council and signed by each scrutineer, shall be delivered to the secretary no later than three days after the end of the voting period.

16.6.11.2 The results of the scrutineers' report, whether for an expedited vote or otherwise, shall be communicated to the members no later than five working days after having been delivered to the secretary, through posting on the association's website, by email, and in the next edition of The Keystone Professional.

16.6.12 Destruction of Voting Records

The secretary shall retain mail ballots and online voting records for a period of 30 days after the date when the results of the scrutineers' report are posted on the association's website, after which such ballots and records shall be destroyed.

PART XVII AUDITOR

17.1 Appointment

At each annual general meeting, an auditor shall be appointed for the ensuing year.

17.2 Report

Each year, after receiving the financial records of the association, the auditor shall:

- (a) prepare an auditor's report in accordance with auditing standards; and
- (b) deliver the auditor's report to the secretary, in compliance with and within the period set out in policies and procedures established by the council from time to time.

PART XVIII LIABILITY INSURANCE REQUIREMENTS

18.1 Holders of Certificate of Authorization

The holder of the certificate of authorization:

- (a) shall notify the registrar in writing; and
- (b) shall inform each current client;

within 10 days of the receipt of any notice from their insurer regarding an amendment to, or the cancellation of, the policy of insurance upon which the certificate of authorization was issued.

18.2 Professional Members, Temporary Licensees, and Specified Scope of Practice Licensees

- (a) Prior to engaging in the practice of professional engineering and/or professional geoscience in the Province of Manitoba, each professional member, temporary licensee, and specified scope of practice licensee shall:
 - (i) have professional liability insurance coverage, either by virtue of an insurance policy issued in the name of the professional member, temporary licensee, or specified scope of practice licensee, or his or her employer; or
 - (ii) notify each client that he or she does not maintain any professional liability insurance coverage.
- (b) If clause (i) above applies, each professional member, temporary licensee, or specified scope of practice licensee shall, no later than 10 days from the date of notification of any change to his or her status as an insured or the scope of insurance coverage, notify each current client of same.
- (c) If clause (i) above does not apply, prior to engaging in the practice of professional engineering and/or professional geoscience, the professional member, temporary licensee, or specified scope of practice licensee shall receive and maintain in his or her records a copy of each written authority so received from each client, pursuant to clause (ii) above, authorizing the delivery of services without professional liability insurance coverage.

PART XIX GENERAL

19.1 Notices

19.1.1 Recorded Address

Each professional member, intern, councillor, officer, or member of a committee shall advise the registrar in writing of:

- (a) the civic and the e-mail addresses to which notice (including, but not limited to, any communication or document) to be given, sent, delivered or served according to the Act, the by-laws, or otherwise and, if applicable, specify the name of any person designated to receive any such notice on their behalf;
- (b) any change in such person's civic or e-mail address, within 30 calendar days of the date of any such change; and
- (c) if any such person does not advise the registrar of their civic or e-mail address or any change thereof, the registrar may record or change the recorded address of any such person in accordance with any information believed by the registrar to be reliable.

19.1.2 Method of Giving Notice to Professional Members, etc.

- (a) This section applies to any notice (including, but not limited to, any communication or document) to be given, sent, delivered or served under the Act, the by-laws, or otherwise to a professional member, intern, councillor, officer, or member of a committee.
- (b) Except for notice of meetings of the association, the procedure for which is specified in 13.4, any notice is sufficiently given if delivered personally to the person to whom it is to be given or if delivered by mail or registered mail to the person's civic address, or if sent by electronic means to the person's e-mail address, in each case as such address is recorded in the records of the association.

19.1.3 Method of Giving Notice to the association

A notice required to be given to the registrar or the association is sufficiently given if delivered personally to the registrar at the office of the association or if delivered by mail or registered mail addressed to the registrar at the office of the association or if sent by electronic means to the registrar's e-mail address shown on the association's website.

19.1.4 Receipt and Deemed Receipt

Any notice given under 19.1.2 or 19.1.3 that is:

- (a) delivered personally, is deemed to have been received when it is delivered personally to the person to whom it is given;
- (b) sent by mail or registered mail, is deemed to have been received on the third business day following mailing, unless at the time of mailing there is an actual or threatened disruption of postal services; and

- (c) sent by e-mail, is deemed to have been received at the time the notice is sent electronically, unless an electronic notice of non-delivery is received by the sender.

19.1.5 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving notice shall be excluded and the date of the meeting or other event shall be included.

19.1.6 Omissions and Errors

The accidental omission to give any notice to any intern, professional member, councillor, officer, or member of a committee or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of it does not invalidate any action taken at any meeting held pursuant to that notice or otherwise founded on that notice.

19.1.7 Waiver of Notice

(a) Any intern, professional member, councillor, officer, or member of a committee may waive any notice or waive or abridge the time for any notice required to be given to him or her under any provision of the Act, the regulations, these by-laws or otherwise, and the waiver or abridgement cures any default in the giving or in the time of the notice, as the case may be.

(b) Any waiver or abridgement except a waiver of notice of a meeting of members or of the council must be in writing, and may be given in any manner.

19.2 Salary and Honorarium

(a) No practitioner serving as an elected councillor, officer, and/or committee member, as applicable, shall receive a salary or honorarium for such service.

(b) The amount of any honorarium to be paid to appointed councillors and persons who are not practitioners that are appointed to a committee shall be in accordance with the Association's published policies.

19.3 Chapters

The council may establish chapters of the association, and adopt a constitution and by-laws for each chapter. The chapter shall comprise professional members, licensees and interns who represent a defined group. Subject to the by-laws of the chapter, members of the public may participate in the activities of the chapter, but shall not have voting privileges.

19.4 Charges and Salaries

Any schedule of suggested professional charges or any report on professional salaries that may be adopted or published by the association shall only constitute guidelines and shall not be construed as setting either a minimum or maximum

charge or salary for the practice of professional engineering and professional geoscience.


PART XX REPEAL OF PREVIOUS BY-LAWS

20.1 Repeal of Previous By-Laws

All previous by-laws of the association are repealed as of the coming into force of this by-law provided that such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to such by-law prior to its repeal. All officers and persons acting under the provisions of the by-laws, and all resolutions of the association or the council passed under any repealed by-law shall continue in effect except to the extent inconsistent with these by-laws and until amended or repealed.

I, Grant Koropatnick, secretary of the association of Professional Engineers and Geoscientists of the Province of Manitoba, hereby certify that the foregoing are by-laws of the association.

October 2019
Ratified


Grant Koropatnick, P.Eng., Secretary