ENGINEERS
GEOSCIENTISTS
MANITOBA

EFFECTIVE NOVEMBER 2025

BY-LAWS

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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 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 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 councillors as established by the council.

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

“extraordinary dues increase” means an increase in the upcoming year’s dues compared with the current year’s dues that is greater than the previous year’s annual Manitoba Consumer Price Index (CPI) published by the Government of Manitoba plus 3% (three percent).

"full time or regular basis" has meaning of greater than 300 hours per calendar year.

“**general member**” has the meaning given to such term per 9.1.1 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 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.

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

“**professional member**” shall have the meaning given to the term “member” per section 1 of the Act, and for greater clarity, includes general members, on leave members, and senior members.

“**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.

“**scrutineers**” has the meaning given to such term per 4.6 of these by-laws.

“senior member” has the meaning given to such term per 9.1.3 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 two officers together or by any one 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 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 p.m. CST 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 online form as may be established by the council;

(b) be signed by at least six 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 online through a secure portal. The voting period shall commence no earlier than 21 days before the annual general meeting and shall continue for not less than 15 days. The online 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 p.m. CST 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 an elected councillor.

(c) The voting period shall commence no earlier than 21 days before the annual general meeting and shall continue for not less than 15 days.

4.4.3 Voting Procedures

Regardless of whether voting online or by mail, if an intern or professional member chooses to vote:

(a) they shall cast their vote by ranking the candidates by their 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 online 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 online 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 three 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 the council as an elected councillor.

4.7 Counting of Votes

(a) The tabulation and counting of online votes and paper ballots shall be overseen by the scrutineers in accordance with the election rules, and shall be supervised by the secretary.

(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 the written requisition of two 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 council, satisfies all the requirements relating to meetings of council and is as valid as if it had been passed at a meeting of council 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

The chair of a meeting of the council may enter into any discussion and vote on any motion without relinquishing the position of chair.

4.20 Attendance

Meetings of the council not otherwise declared by the council to be *in camera* shall be open to the public to be present as observers, provided however that anyone who wishes to attend the meeting of the council in person must first give the secretary not less than 24 hours' written notice of intention to attend.

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 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, a 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 three and in no case more than six 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 seven 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, one 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 one 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 one 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

The council shall, from time to time, create a committee on an ad hoc basis known as the Public Interest Review Committee (“PIRC”), which , shall provide recommendations to the council so as to facilitate the timely implementation of advocacy actions by the association. The membership, functions and responsibilities of the PIRC shall be those set out in the terms of reference established and published by the council as amended or replaced from time to time.

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.

6.10 Appeal Committee

There shall be an appeal committee which shall be a standing committee whose members, functions, and responsibilities shall be those set forth in the Act and further provided for in PART XX of these by-laws.

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 any 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 one 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 is deemed to have consented thereto, unless within seven 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 Considerations by Registrar

(a) In the consideration of applications for certificates of registration made under section 15(2) of the Act and applications for certificates of authorization, the registrar may decline to approve any application where, non-exhaustively, and without limitation to the powers granted to the registrar pursuant to the Act in considering such applications:

(i) the applicant self-declares any prior criminal conviction of the applicant or, in the case of an application for a certificate of authorization, of the professional engineer or professional geoscientist, as applicable, who assumes professional responsibility for the practice;

(ii) the applicant or, in the case of an application for a certificate of authorization, the professional engineer or professional geoscientist, as applicable, who assumes professional responsibility for the practice, is at the time of application, or at any time prior to the date of application has been, subject of any discipline proceeding in any jurisdiction; or

(iii) the applicant has failed to satisfy any requirements associated with any special designation sought by the applicant as part of its application.

(b) Where the applicant for a certificate of registration or certificate of authorization, or any professional engineer or professional geoscientist practicing through the applicant for a certificate of authorization, is a present or former family member, employer, employee or affiliate of the registrar, or where the registrar may otherwise have a conflict of interest in respect of any application for a certificate of registration or certificate of authorization, the registrar shall decline to approve such application on the basis of the existence of a conflict of interest, and the applicant shall be entitled, in accordance with the Act and these by-laws, to appeal such decision of the registrar.

PART IX MEMBERSHIP

9.1 Provisions

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

9.1.1 General Member

A professional member who is:

(a) not an on leave member; and

(b) not a senior member,

shall be deemed to be a general 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 professional member shall:

(i) temporarily not be engaged in the practice of professional engineering and/or professional geoscience, as applicable, due to reasons of illness, disability, or parental leave;

(ii) apply to the registrar in writing, requesting to be an on leave member;

(iii) confirm to the registrar in writing that they shall not henceforth engage in the practice of professional engineering and/or professional geoscience, as applicable, while registered as an on leave member; and

(iv) 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, while registered as an on leave member.

(d) Subject to section 9.1.2(e) of these by-laws, where an on leave member wishes to be reinstated as a general member or senior member, as applicable, the on leave member shall:

(i) apply to the registrar in writing, requesting to be reinstated as a general member or senior member, as the case may be;

(ii) apply to the continuing competency committee; and

(iii) comply with the requirements set forth in the continuing professional development program.

(e) A member may not maintain membership status as an on leave member in excess of six (6) years, following which period the on leave member must apply for reinstatement as a general member or a senior member, as applicable, or terminate his or her membership in the association.

9.1.3 Senior Member

(a) To be recognized as a senior member, a professional member shall:

(i) apply to the registrar in writing, requesting to be a senior member;

(ii) be in good standing (as provided for by the by-laws of the association); and

(iii) in the case of a professional engineer, have been registered as a professional member of the association, or as a member of one of the constituent associations of Engineers Canada, for a period of not less than thirty (30) years, or in the case of a professional geoscientist, have practiced or been registered as a professional member of the association for a period of not less than thirty (30) years;

(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 senior member in the register;

(ii) be required to record and report professional development activities with reduced targets, as prescribed by policy set by council;

(iii) have all of the 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;

(iv) continue to adhere to and abide by all requirements provided for in the Act, these by-laws, and the Code of Ethics;

(v) be permitted to clearly identify themselves as “P.Eng.(SM)” and/or “P.Geo.(SM)” on any correspondence prepared or document issued by the senior member in their capacity as a professional engineer and/or professional geoscientist, as applicable.

(c) Where a senior member provides annual written confirmation to the association that they have not, for remuneration, engaged in the practice of professional engineering and/or professional geoscience, as applicable, for more than 300 hours over the course of the preceding 12 months, the senior member shall not be required to pay annual dues for that year.

9.2 Honorary Life Member Designation

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 general member, an on leave member, or a senior (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 general member, an on leave member, or a senior 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 license 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 31 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 general member, an on leave member, or a senior 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 general member, an on leave member, or a senior 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

(v) fees relating to any program providing professional liability insurance to any or all members, interns or licensees that the association may, in the discretion of council, participate in.

(c) Where council wishes to enact an extraordinary dues increase for professional members for the upcoming year, council shall obtain the approval of a majority of professional members using the process set out in by-laws 16.6.8, 16.6.9, 16.6.10, 16.6.11, and 16.6.12. Notice of and a justification for the proposed extraordinary dues increase shall be issued to all professional members no less than 90 days before the annual general meeting with voting results to be available within 30 days of the notice.

(d) 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 Deferment 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, members and licensees 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 retained in the professional member's primary place of practice and be made available upon request.

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 retained in the temporary licensee's primary place of practice and be made available upon request.

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 retained in the licensee's primary place of practice and made available upon request.

12.1.3.1 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 10 and no later than October 31 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, if necessary;

(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 the 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 a 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 Section 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 one 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 the 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 a 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;

"caution" means a formal written caution issued under section 35(1)(e) 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

All notices and communications in connection with any complaint, proceeding, decision or order under this part shall be given to or made in the manner prescribed for in the Act, these by-laws or any policy or mandate adopted by council, and where not so prescribed, in such manner as directed by the investigation committee. The registrar shall not otherwise 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 Directions, Practice Guidelines, and Practice Notes

The investigation committee may prepare and publish directions, practice guidelines 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.

15.3.5 Cautions

15.3.5.1 Before issuing a caution under section 35(1)(e) of the Act, the investigation committee shall give notice to the investigated person of its intention to issue such caution and the terms thereof and shall invite the investigated person to meet with the committee

15.3.5.2 Following receipt of the notice referred to in section 15.3.5.1, the investigated person shall have 14 days to accept the investigation committee's invitation to meet or accept the terms of the caution, If the investigated person rejects or fails to respond to the investigation committee's invitation to meet, or does not accept the terms of the caution, in each case within the aforementioned 14 day period, the investigation committee may take any action available to it under 35(1) of the Act.

15.3.5.3 No notice of an intention to issue a caution need be given to the complainant and the complainant has no right to make a proposal to vary the 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.

15.3.5.4 Pursuant to section 36.2(1) of the Act, the investigation committee may, in its discretion, publish a description of the circumstances relevant to the decision reached in response to a complaint where a caution has been issued,

including, in the investigation committee's discretion, the name of the investigated person, all in accordance with the association's policy regarding publication.

15.3.6 Voluntary Withdrawal

If the investigation committee accepts a voluntary withdrawal under section 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. Pursuant to section 36.2(1) of the Act, a person who voluntarily withdraws from practice pursuant to section 35(1)(d) of the Act in response to a complaint, may, at the discretion of the investigation committee, have their name published together with a description of the circumstances relevant to the decision, all in accordance with the association's policy regarding publication.

15.3.7 Consultation with Discipline committee before Imposing Penalty

Before registering a conviction and imposing a penalty under section 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.

15.3.8 Report of Investigation Committee

After completing its investigation, the investigation committee shall give notice to the investigated person and the complainant setting out the decision of the investigation committee under section 35(1) of the Act and the reasons for the decision. 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 REPEALED

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 being credible and reliable.

15.5.1.5 Unless otherwise agreed by the parties or directed by the discipline committee, if the investigation committee wishes to introduce expert evidence at a hearing, the investigation committee shall, no later than 30 days before the date of the hearing at which the expert evidence is to be introduced:

(a) serve the investigated person with a copy of any expert report or a summary of the anticipated evidence of the expert if no report has been produced; and

(b) serve the investigated person with a copy of the expert's curriculum vitae, or if one is not available, a summary of the expert's education, work history and professional qualifications.

Unless otherwise agreed by the parties or directed by the discipline committee, if the investigated person wishes to introduce expert evidence at a hearing, the investigated person shall, no later than 15 days before the date of the hearing at which the expert evidence is to be introduced:

(a) serve the investigation committee with a copy of any expert report or a summary of the anticipated evidence of the expert if no report has been produced; and

(b) serve the investigation committee with a copy of the expert's curriculum vitae, or if one is not available, a summary of the expert's education, work history and professional qualifications.

The discipline committee may, in its discretion, allow the introduction of expert evidence that is served outside of the aforementioned timelines, and may make any directions it considers necessary to ensure procedural fairness.

15.6 REPEALED

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, appeal 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 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 section 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, including the particulars of any penalty, shall be published in accordance with the association's policy regarding publication.

15.7.6 Notwithstanding 15.7.3, if during the course of any investigation, the investigation committee determines that:

(a) any engineering or geoscientific work may pose a serious risk to the public, the investigation committee shall cause such work to be brought to the attention of the authority having jurisdiction, the person having professional responsibility and the owner; or

(b) the conduct of the investigated person might otherwise pose a serious risk to the public, the investigation committee may disclose such information it deems appropriate regarding the subject investigation to:

(i) other provincial regulators of professional engineering and/or professional geoscience, provided such other provincial regulators of professional engineering and/or professional geoscience are signatories to a Memorandum of Understanding governing discipline and enforcement of regulatory activities, including the handling of such information and the maintenance of privacy in accordance with applicable legislation; and

(ii) any governmental or law enforcement agencies who, in the opinion of the investigation committee, should receive such information in order to ensure the protection of the public.

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.

15.9 Self-Reporting Discipline in Another Jurisdiction

A practitioner must notify the Registrar, in writing, when:

(a) the practitioner is disciplined or sanctioned by any professional, occupational or regulatory body relating to the practice of professional engineering and/or professional geoscience in any jurisdiction and such discipline or sanction results in the restriction, limitation, suspension or termination of the practitioner's ability to engage in the practice of professional engineering and/or professional geoscience; or

(b) the practitioner is convicted of a criminal offense or any other offence under any law or regulation of any country, province or state relating to the practitioner's practice of professional engineering and/or professional geoscience.

The aforementioned written notice to the Registrar must be provided no later than thirty (30) days after the order, decision or agreement (as the case may be) relating to the discipline or conviction of the practitioner is made, and must provide particulars of the discipline or conviction as well as copies of any documents relating to the discipline or conviction of the practitioner.

The Registrar may request from the practitioner any additional information or documentation relating to the discipline or conviction, and the practitioner must provide any such information or documentation within ten (10) days of receipt of the Registrar's request.

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 three and not more than seven 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 engaging the membership in a manner deemed appropriate by the committee, as well as 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 two 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 three 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 before and in conjunction with an annual general meeting or special meeting.

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 Online Forum

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 but shall be closed to new discussion at the time of the opening of the voting period.

16.6.6 Voting Period

The voting period shall commence on a date set by the secretary 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 or extraordinary dues increase as the case may be 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 tabulation and counting of the electronic and mail ballots shall be overseen 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 the tabulation and counting 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*.

16.6.11.3 Delivery of Scrutineers' Report at Annual General Meeting

Except as provided in 16.6.11.4, the results of the scrutineers' report shall be presented to the members at the first Annual General Meeting after the end of the voting period and shall be posted on the association's website.

16.6.11.4 Delivery of Scrutineers' Report for Expedited Vote

If the proposed by-law was put to a vote on an expedited basis pursuant to 16.6.2, the results of the scrutineers' report shall be posted on the association's website.

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 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.

(b) 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.

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 on the date which is three calendar days following the date 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, in which event the

notice will be deemed to have been received on the fifth business day following the date of completion of the disruption in postal services; and

(c) sent by e-mail, is deemed to have been received on the date which is three calendar days following the date on which the notice is sent electronically, unless an electronic notice of non-delivery is received by the sender, in which event the notice shall be deemed to have not been delivered and shall be delivered via alternate means.

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) With the exception of the CEO and Registrar of the association, and except as otherwise provided for within these by-laws, 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.

(c) The Council may authorize or provide for:

(i) payment of reasonable travel or other expenses incurred by members of the discipline committee or appeal committee; and

(ii) payment of an honorarium to members of the discipline committee and appeal committee;

relating to a hearing by the discipline committee held under Section 39(1) of the Act and these by-laws, or a hearing of the appeal committee held under Section 55.1(3) of the Act and these by-laws. The amount of any honorarium to be paid to the members of a panel of the discipline committee or appeal committee under this by-law shall be in accordance with the association's 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 APPEAL COMMITTEE

20.1 Constitution of Appeal Committee

The council shall appoint an appeal committee, consisting of such number of members as determined by the council and at all times subject to the requirements for the appeal committee set forth in the Act, for the purposes of discharging those duties and responsibilities of the appeal committee set forth in the Act. The appeal committee shall, in accordance with the Act, be constituted of three or more members, one of whom shall be named by the council as chair and one or more others as vice-chairs, and at least one appointee to the committee shall be a layperson.

20.2 Conflicts of Interest

No person who has taken part in a decision or investigation related to, or who otherwise may have a conflict of interest in connection with, the subject matter of the appeal shall serve as a member of any panel hearing such appeal.

20.3 Communications concerning Appeals

All notices and communications in connection with any appeal, proceeding, or decision under this part shall be given to or made in the manner prescribed for in the Act, these by-laws or any policy or mandate adopted by council, and where not so prescribed, in such manner as directed by the appeal committee. The registrar shall not otherwise participate in any proceedings of any committee or panel under this part.

20.4 Policies for Appeal Committee

Subject to the approval of council, the appeal committee may from time to time establish policies and procedures, not inconsistent with the Act or these by-laws, in respect of meetings and proceedings of the appeal committee.

20.5 Appeal Process

20.5.1 Delivery of Requests for Appeal

Upon the receipt of a request for appeal made in accordance with the requirements of the Act which relates to an appeal of a decision set forth in section 55.1(3) of the Act, the registrar or their designate shall, within fifteen business days of receipt of such request for appeal, deliver to the chair of the appeal committee or, if the chair of the appeal committee is at such time unable to receive such request, the vice-chair of the appeal committee, the request for appeal, together with such information accompanying the request for appeal received by the registrar.

20.5.2 Appeal Panel

Upon receiving a notice of appeal from the registrar, the chair or vice-chair of the appeal committee, as applicable, will appoint a panel in accordance with the Act to hear the appeal on behalf of the committee. Subject to the requirements of the Act, the appeal panel shall be comprised of no fewer than three members of the appeal committee, of whom at least one-third shall be laypersons. No member of the appeal committee who was involved in a decision or investigation of the matter on appeal, or who may otherwise have self-declared the existence conflict of interest in respect of such appeal, may be appointed to the appeal panel for the hearing of such appeal. Appointment of the appeal panel in respect of a matter on appeal shall be completed no later than fifteen business days following receipt by the chair or vice-chair, as applicable, of the notice of appeal from the registrar.

20.6 Hearings; Submissions

20.6.1 Hearings

Where required pursuant to the Act, or where determined by the appeal panel to be utilized in conjunction with the determination of an appeal in accordance with the Act, a hearing shall be conducted in accordance with the requirements of the Act. Where a hearing is to be conducted in respect of an appeal, written notice of the date, time and place of the hearing shall be delivered to the appellant and, where applicable, the investigated person, no fewer than thirty days prior to date of the hearing, which notice shall include a statement that the appellant and, where applicable, the investigated person, shall be entitled to appear at the hearing, and that the appellant may choose to attend with or without counsel at the hearing. Hearings shall be conducted in the manner determined by the appeal panel and at all times in accordance with the Act, including without limitation those provisions of section 40 of the Act. Oral submissions at a hearing must not exceed 60 minutes for each party to the appeal.

20.6.2 Written Submissions

Notwithstanding whether a hearing is to be conducted in respect of a matter on appeal, the parties to the appeal shall be entitled to deliver written submissions to the appeal panel for consideration in connection with an appeal. In respect of matters where a hearing is to be conducted, in accordance with the Act, unless the appeal panel directs otherwise:

a) the written submissions of the appellant shall be delivered to the appeal panel and the respondent no later than forty-five days prior to the date of the hearing, and

b) the written submissions of the respondent shall be delivered to the appeal panel and the appellant no later than fifteen days prior to the date of the hearing.

In respect of any matter on appeal for which no hearing is conducted in accordance with the Act, unless the appeal panel directs otherwise:

a) the written submissions of the appellant shall, be delivered to the appeal panel and the respondent no later than thirty days following confirmation of receipt by the registrar of the request for appeal; and

b) the written submissions of the respondent shall be delivered to the appeal panel and the appellant no later than thirty days following receipt of the appellant's written submission. In the event the appellant does not deliver a written submission to the appeal panel, the written submissions of the respondent shall be delivered to the appeal panel and the appellant no later than sixty days following confirmation of receipt by the registrar of the request for appeal.

The appeal panel shall not be required to accept receipt of, or consider written submissions received outside of the timeframes above.

Written submissions made to the appeal panel must be formatted using at least 12-point font, one-inch margins, and at least 1.5 line spacing, except for quotations, and must not exceed 30 single-sided pages in length.

20.7 Guidelines for Appeal

20.7.1 Principles

The scope of matters considered by the appeal panel on consideration of an appeal shall be limited to the examination of the decision to determine whether there was an error of fact, of law or of procedure in the decision which is the subject of appeal.

20.7.2 Matters for Consideration; Evidence

Appeals are generally restricted to matters actually determined by the registration committee, registrar or investigation committee, as applicable. Where the appeal raises a new point, the appeal panel must assess its ability to fairly decide the matter on the basis of the available information. If the appeal panel is unable to fairly decide the matter without additional

information, and if the appeal panel determines it appropriate, the matter should be referred back to the registration committee, registrar or investigation committee, as applicable, to obtain the additional information. Where the appellant brings forward new evidence, the appeal panel may assess whether that new evidence might reasonably impact upon the decision and, if so, whether the matter should be returned to the registration committee, registrar, or investigation committee for reconsideration in light of the new evidence. In cases where the appeal panel refers a matter back to the registration committee, registrar or investigation committee for further investigation, the second decision is to be treated as a new decision and is subject to a right of appeal, all in accordance with the Act.

20.8 Content of Reasons

The appeal panel will provide written notice of the decision and the reasons for its decision in accordance with the requirements of the Act. Reasons for a decision of the appeal panel may address the major points in issue, an explanation as to how the appeal panel reached the decision which it did and detail of the manner in which the appeal panel considered the points raised during the appeal, such that the reasons delivered by the appeal panel are sufficient to permit the parties to have awareness of the result of the appeal and the basis upon which the decision was reached.

PART XXI REPEAL OF PREVIOUS BY-LAWS

21.1 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, Michael Gregoire, 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.

November 2025
Ratified

Michael Gregoire, P.Eng., FEC, Secretary