



BY-LAW No. 1
made under
The Engineers and Geoscientists Act, 2008

Pursuant to the powers vested in it by virtue of the Engineers and Geoscientists Act, 2008 and all other powers enabling it, the board of the Association of Professional Engineers and Geoscientists Newfoundland and Labrador (PEGNL) hereby makes, effective August 25, 2022, the following as its By- Law No. 1, to be known as the "PEGNL Administrative By-Law":

1. Definitions

In this By-Law No. 1,

"Act" means the Engineers and Geoscientists Act, 2008;

"annual general meeting" means annual general meeting of PEGNL;

"annual registration expiry date" means the date on which a member or permit holder registration expires for the year, and is set as December 31;

"Regulations" means the regulations made under the Act;

Except as otherwise specified in this By-Law, terms shall have the same meaning as they have in the Engineers and Geoscientists Act, 2008 or in the Regulations made under the Act.

2. Head Office of PEGNL

The head office of PEGNL shall be located in the area of Newfoundland & Labrador defined by Statistics Canada as the St. John's Census Metropolitan Area.

3. Meetings

3.1 Meetings of the board

(a) The board shall meet on at least six (6) occasions during each year at such times and at such places as the chairperson shall decide.

(b) Seven (7) members of the board, one of whom shall be the chairperson or the chair-

elect and one of whom is a director appointed by the Minister, shall constitute a quorum. At any meeting of the board where the chairperson is not present, the chair-elect shall fulfill the functions and responsibilities of the chairperson for the purposes of that meeting.

- (c) There is nothing in this by-law to prohibit the board from meeting by teleconference or other telecommunications systems where the majority of the board consent as contemplated by subsection 6(2) of the Act.

3.2 Meetings of PEGNL membership

- (a) The annual general meeting of PEGNL shall be held at the time and place set by the board, provided that the board shall not allow more than fifteen (15) months to elapse between annual general meetings.¹ The meetings will be conducted in accordance with parliamentary procedure and in case of procedural dispute Robert's Rules of Order will be the authority.
 - (i) The agenda for the annual general meeting shall be set by the chairperson, or if it has not been set by the chairperson, shall be set by the chair-elect, and shall as required by subsection 7(2) of the Act include the appointment of an auditor to audit the accounts of PEGNL and to report on the financial statement.
 - (ii) The proposed agenda for the annual general meeting shall be made available to members at least 10 days prior to the scheduled date of the annual general meeting, by posting on the PEGNL website or in printed form on request at the head office of PEGNL.
 - (iii) To propose an agenda item for an annual general meeting, a member must file with the Chief Executive Officer, in writing, so that it is received at the head office of PEGNL at least 20 days prior to the scheduled date of the annual general meeting, the proposed agenda item and an explanation of why it is being proposed, and the printed and signed declaration of at least three other members in support of the inclusion of the item on the agenda. The board reserves the right to exclude from the agenda any item not within the mandate of PEGNL.
- (b) Special meetings of PEGNL shall be held in accordance with the following:
 - (i) The board may call a special meeting at any time.
 - (ii) The board shall call a special meeting within 60 days of receipt of a written request from 30 or more members, specifying the reason the meeting is requested. Time and place shall be set by board.
 - (iii) The notice of the special meeting shall state the specific subject to be discussed.
 - (iv) Only the business for which the meeting was called shall be discussed at a special meeting.

¹ EXPLANATORY NOTE: 15 months has been specified in accordance with the status of PEGNL as a continued corporation, without share capital pursuant to section 3 of the Act, and with Sections 429 and 217 of the Corporations Act ¹.

- (v) Special meetings shall be conducted in accordance with parliamentary procedure and Robert's Rules of Order shall be considered the authority in case of procedural dispute.
- (c) Notice of the annual general meeting or of a special meeting shall be sent to all members, to the address for that member last known to PEGNL, not less than twenty-one (21) days nor more than fifty (50) days before the date set for such meeting. PEGNL may elect to send notice of the meeting by email only to members who have provided their email address in accordance with sections 5.1 and 5.2 of this By-Law.
- (d) Motions made and passed by a majority of members at an annual general meeting or a special meeting of PEGNL are advisory to the board only, and are only binding if adopted by the board.
- (e) The members present including a quorum of the board shall constitute a quorum for the conduct of business at the annual general meeting or at a special meeting. Members may not vote by proxy at the annual general meeting or at a special meeting.
- (f) For the purposes of ascertaining the PEGNL members who intend to participate in the annual general meeting or a special meeting, so as to better assure that sufficient facilities will be available for the meeting, PEGNL members will, by the notice of the meeting, be requested to give notice to PEGNL of their intention to attend the meeting. Such notice of intention to attend shall be given in the manner prescribed by the notice of the meeting. PEGNL members who fail to provide notice of their intention to attend the annual general meeting or a special meeting in the manner prescribed may be denied participation in the meeting if the board determines that there are insufficient facilities for their participation.

3.3 Meetings of PEGNL membership by telephonic, electronic or other communication facility

- (b) The annual general meeting or a special meeting may be held, instead of by personal attendance, by means of a telephonic, electronic or other communications facility that permits all persons participating in the meeting to communicate adequately with each other, or by a hybrid of personal attendance and by means of a telephonic, electronic or other communications facility that permits all persons participating in the meeting to communicate adequately with each other, if the board decides to make that communications facility available.
- (c) In the circumstance of the annual general meeting or a special meeting being held by means of a telephonic, electronic or other communications facility, or by a hybrid of personal attendance and by means of such a telephonic, electronic or other communications facility, participation of a member, and of members of the board who are not members of the association, in the meeting by means of the telephonic, electronic or other communications facility made available by the Board constitutes presence at the meeting for the purpose of determining quorum.
- (d) In the circumstance of the annual general meeting or a special meeting being held by means of a telephonic, electronic or other communications facility, or by a hybrid of personal attendance and by means of such a telephonic, electronic or other communications facility, the board by the notice of the meeting and by other communications to members prior to the meeting, stipulate further requirements for participation and voting at such meeting as may arise from the use of the telephonic, electronic or other communications facility.

- (e) In all other respects, the conduct of the annual general meeting or a special meeting being held by means of a telephonic, electronic or other communications facility, or by a hybrid of personal attendance and by means of such a telephonic, electronic or other communications facility, shall be in accordance with section 3.2 of this By-Law.

4. Districts

4.1 Geographic Boundaries of Districts

There shall be four (4) Districts in the Province as follows:

- (b) The District of Labrador which will include all of Labrador.
- (c) The District of Western Newfoundland which will include the Western Part of the Island of Newfoundland, from the West Coast to the Western boundary of the Central District.
- (d) The District of Central Newfoundland which will have the following boundaries:

All that part of the Island of Newfoundland bounded and abutted as follows, that is to say by a line commencing at Bellevue, Trinity Bay; thence following the coast line but including the Islands adjacent thereto in a Northerly and Westerly direction to Rattling Brook in Green Bay; thence running in a general Southerly direction West of the town of Buchans to Middle Brook, near Burgeo; thence following the coast line Easterly to Fair Haven in Placentia Bay, and; thence running in a straight line from Fair Haven in Placentia Bay to Bellevue.
- (e) The District of Eastern Newfoundland which will include all parts of the Island of Newfoundland east of the Eastern boundary of the Central District.

4.2 Responsibilities of Connections Branches

- (b) With specific approval from the board, members residing in a District may form a Connections branch in areas of the District where this seems desirable.
- (c) The Connections branch of each District shall be responsible for the organization of technical and social activities in their own area.

4.3 Limitations of Connections Branch Responsibilities

The District Connections branches may not, in any way, take action which infringes on the responsibilities of the board. This includes, but is not limited to: registration, discipline and professional conduct.

5. Communication with Members and Permit Holders.

5.1 Current Contact Information

All members and permit holders of PEGNL shall provide the Registrar with their current contact information (mailing, email address and telephone number) and advise the Registrar of any

changes within 30 days.

5.2 Communications

All notices and other communications which shall or may be made by PEGNL, or the board or any committee or officer of PEGNL, with members and permit holders of PEGNL may be made at the last contact information of the member or permit holder of which the Registrar has notice, and it shall be the responsibility of the member or permit holder to ensure that notices or other communications by PEGNL mailed or emailed to that address are promptly responded to or otherwise promptly dealt with by the member or permit holder as required by the notice or communication. Members and permit holders who fail to respond appropriately to PEGNL communications requiring a response may be subject to discipline.

6. Membership Fees & Professional Development Reports

6.1 Setting of Fees

- (a) Consistent with Section 8(1) of the Act, all required fees payable to PEGNL shall be prescribed by the board.
- (b) The prescribed fees for renewal of registration as a professional member or permit holder may be adjusted annually to meet regulatory requirements. Such adjustment shall not be less than the increase in the Consumer Price Index, rounded to the nearest dollar.
- (c) The prescribed fee for Members-In-Training shall be set at 50% of the professional member fee, rounded to the nearest dollar.
- (d) The prescribed fee for Non-Practicing Members shall be set at 20% of the professional member fee, rounded to the nearest dollar.

6.2 Payment of Fees & Submission of Professional Development Reports

- (a) The prescribed fees for renewal of registration shall be invoiced a minimum of six (6) weeks prior to the annual registration expiry date. Fees shall be payable, and professional development reports shall be due, by the annual registration expiry date of each year; and
- (b) If the prescribed fees payable by a member or permit holder, or the professional development report required of a member, are not received by PEGNL in accordance with the renewal instructions by the annual registration expiry date, the registration of the member or permit holder shall be deemed to have expired.

6.3 Reinstatement Fees

Members and permit holders whose registration is deemed to have expired under paragraph 6.2(b) shall be required to pay a fee equal to 15% of their annual fee prior to reinstatement.

7. Stamps

7.1 Use of Stamps

Use of stamps by professional members and permit holders shall be in accordance with the Regulations and the latest edition of PEGNL's "Practice Guideline for Authenticating Professional Documents."

8. Certificates

8.1 Professional Members

On initial registration, the Registrar shall issue to each professional member a certificate in a form prescribed by the board, signed by the chairperson and Registrar, showing the date of registration and the professional category of the professional member. Professional members shall be entitled to a certificate annually in the form of a membership card.

8.2 Permit Holders

Permit holders shall be entitled to a certificate annually confirming the professional category in which the permit holder is entitled to practise.

9. Categories of membership in PEGNL as an association

9.1. Members of PEGNL as an association under the Act.

- (a) All professional members and members-in-training are members of PEGNL, as an association, by virtue of subsection 3(2) of the Act.
- (b) The category of "professional member" under the Act is defined as those persons registered to engage in the practice of engineering or geoscience under the Act, and does not include persons formerly registered to engage in the practice of engineering or geoscience under the Act.

9.2. Other categories of membership in PEGNL as an association established by the Board.

- (a) The Board may, pursuant to subsection 3(1) of the Act and subsection 428 (a) of the Corporations Act, RSNL 1990 Chapter C-36, make by-laws respecting the admission of persons as members of PEGNL, as an association continued as a corporation without share capital for the purposes of Part XXI of the Corporations Act, including regarding the qualifications of and the conditions of membership.
- (b) The Board may establish, and discontinue, categories of membership in PEGNL, as an association, for persons other than professional members and members-in-training, subject to such terms and conditions as the Board may establish by by-law.

(c) Persons admitted into membership in PEGNL, as an association, under a category of membership established by the Board and who are not currently registered and licensed by PEGNL to engage in the practice of engineering or the practice of geoscience, have no right:

- (i) to engage, in any capacity, in the practice of engineering or geoscience, or
- (ii) to use the title "professional engineer" or abbreviation "P. Eng.", or the title "professional geoscientist" or abbreviation "P. Geo.", whether with or without qualifiers, excepting in accordance with the provisions of this By-Law.

9.3. Existing Life Members in PEGNL as an association.

(a) Effective on January 1, 2020, PEGNL shall not accept any further applications for the category of membership in PEGNL known as "Life Membership".

(b) Existing "Life Members" in good standing shall continue to be entitled to the rights and privileges of members of PEGNL as an association, but shall have no right to engage in the practice of engineering or the practice of geoscience.

(c) Existing Life Members shall be required, to maintain their Life Membership status, to give an annual declaration, acknowledgement and undertaking to PEGNL, in the form and at the time prescribed by the Registrar, that they

- (i) are retired and earn no professional income, and does not anticipate, at the time of giving the declaration, acknowledgement and undertaking, any change in their employment or professional income earning status in the coming year;
- (ii) will promptly notify the Registrar if they intends to change their employment or professional income earning status;
- (iii) will abide by the provisions of this By-Law, including with respect to use of the title "professional engineer" or abbreviation "P. Eng.", or the title "professional geoscientist" or abbreviation "P. Geo.", whether with or without qualifiers; and
- (iv) acknowledges that, as a former professional member of PEGNL, they remain bound by the PEGNL Code of Ethics By-Law (By-Law No. 3), and remain subject to the disciplinary process of PEGNL as a respondent to an allegation pursuant to subsection 20(f) of the Act.

(d) Payment of membership fees by existing Life Members shall continue to be voluntary.

9.4. Non-Practicing Membership in PEGNL as an association.

(a) Membership in PEGNL as an association, as a Non-Practicing Member, may be granted by the Board to a person

- (i) who is, until the completion of the application referred to in paragraph 9.4(a)(iv), a professional member in good standing of PEGNL,
 - (ii) who has declared to PEGNL their intention to no longer hold a licence to practice engineering and geoscience,
 - (iii) who has satisfied the Registrar that they will not be engaging in the practice of engineering or the practice of geoscience, and
 - (iv) upon that person making application to PEGNL in the form prescribed by the Registrar and payment of the membership fee approved by the Board, and upon that application being determined by the Registrar to have been duly filed and completed.
- (b) To maintain the status of Non-Practicing Member, a Non-Practicing Member shall file with the Registrar an annual application for renewal of that status, in the form and at the time prescribed by the Registrar, and shall pay the annual renewal fee approved by the Board.
- (c) A Non-Practicing Member in good standing shall be entitled to the rights and privileges of members of PEGNL as an association, but shall have no right to engage in the practice of engineering or the practice of geoscience.
- (d) Upon application for Non-Practicing Member status, and upon each annual application for renewal of that status, a person making such application shall give an annual declaration, acknowledgement and undertaking to PEGNL, in the form and at the time prescribed by the Registrar, that they
- (i) are not engaged in the practice of engineering or the practice of geoscience, and does not anticipate, at the time of giving the declaration, acknowledgement and undertaking, any change in their practice status in the coming year;
 - (ii) will promptly notify the Registrar if they intend to change their practice status;
 - (iii) will abide by the provisions of this By-Law, including with respect to use of the title "professional engineer" or abbreviation "P. Eng.", or the title "professional geoscientist" or abbreviation "P. Geo.", whether with or without qualifiers; and
 - (iv) acknowledges that, as a former professional member of PEGNL, they remain bound by the PEGNL Code of Ethics By-Law (By-Law No. 3), and remains subject

to the disciplinary process of PEGNL as a respondent to an allegation pursuant to subsection 20(f) of the Act.

9.5. Restricted Use of Titles by Life Members and Non-Practicing Members.

(a) A Life Member or a Non-Practicing Member shall not use the title "P. Eng." or "P. Geo."

(b) A Life Member or a Non-Practicing Member who is retired from employment may use the title "P. Eng. (Retired)" or "P. Geo. (Retired)" provided that

(i) the qualifier "(Retired)", unabbreviated, is always used in conjunction with any use of "P. Eng." or "P. Geo.",

(ii) the Life Member or Non-Practicing Member does not represent, expressly or by implication, that they are entitled to engage in the practice of engineering or in the practice of geoscience, and

(iii) the onus shall be on the Life Member or Non-Practicing Member who is offering or providing a service or advice in association with an identification of themselves as a P. Eng. (Retired) or a P. Geo. (Retired) to satisfy PEGNL that such employment, or such offering or provision of a service or advice, does not constitute the practice of engineering or the practice of geoscience or a representation, expressly or by implication, that they are entitled to engage in the practice of engineering or in the practice of geoscience.

(c) A Non-Practicing Member who is employed, or provides services or advices, other than in the practice of engineering or the practice of geoscience, may use the title "P. Eng. (Non-Practicing)" or "P. Geo. (Non-Practicing)" provided that

(i) the qualifier "(Non-Practicing)", unabbreviated, is always used in conjunction with any use of "P. Eng." or "P. Geo.",

(ii) the Non-Practicing Member does not represent, expressly or by implication, that they are entitled to engage in the practice of engineering or in the practice of geoscience, and

(iii) the onus shall be on the Non-Practicing Member who is employed, or is offering or providing a service or advice, in association with an identification of themselves as a P. Eng. (Non-Practicing) or a P. Geo. (Non-Practicing) to satisfy PEGNL that such employment, or such offering or provision of a service or advice, does not constitute the practice of engineering or the practice of geoscience or a representation, expressly or by implication, that they are entitled to engage in the practice of engineering or in the practice of geoscience.

9.6. Suspension or Revocation of Life Membership and Non-Practicing Membership.

- (a) Upon the Registrar receiving information that this By-Law or a declaration, acknowledgement and undertaking given to PEGNL may have been breached by a Life Member or a Non-Practicing Member, the Registrar shall give notice of that information and of the apparent breach to the Life Member or Non-Practicing Member, and the Life Member or Non-Practicing Member shall have thirty (30) days from receipt of that notice to respond.
- (b) If the breach referred to in paragraph 9.6 (a) is a failure to give annual declaration, acknowledgement and undertaking as prescribed pursuant to paragraph 9.3 (c) or paragraph 9.4 (d) or to file an annual application for renewal or to pay a fee as prescribed pursuant to paragraph 9.4 (b), the Registrar may summarily suspend the membership of the Life Member or Non-Practicing Member until such time as the breach is rectified.
- (c) In the case of a breach other than that referred to in paragraph 9.6 (b), if the Registrar, upon review of any response made by the Life Member or Non-Practicing Member pursuant to paragraph 9.6 (a), is of the opinion that there are reasonable grounds to believe that the Life Member or Non-Practicing Member has been or is in breach of this By-Law or of a declaration, acknowledgement and undertaking given to PEGNL, the Registrar shall give notice of their opinion, and the reasons for it, to the Life Member or the Non-Practicing Member and to the Board.
- (d) The Board, upon receipt and review of a Registrar's notice pursuant to paragraph 9.6 (a), and review of the underlying information regarding the breach including the response given by the Life Member or the Non-Practicing Member to the Registrar, may
 - (i) find that there are reasonable grounds to believe that the Life Member or the Non-Practicing Member has been or is in breach of this By-Law or of a declaration, acknowledgement and undertaking given to PEGNL, and either suspend or revoke the Life Membership or Non-Practicing Membership in PEGNL of the affected member, and set terms for the ending of the suspension or for re-application for membership, or may hold in abeyance any suspension or revocation subject to the Life Member or Non-Practicing Member complying with terms and conditions set by the Board;
 - (ii) find that there has been no such breach, or that the breach does not warrant taking any action against the Member; or
 - (iii) refer the matter back to the Registrar, or to another person, for further investigation, and for subsequent referral back to the Board.

10. Administration

10.1. The affairs and business of PEGNL shall be governed by the board and administered by the Chief Executive Officer/Registrar in accordance with the Act, the Regulations, By- Laws and policies adopted by the board.

10.2. The Chief Executive Officer (CEO)

- (a) The CEO of PEGNL shall be appointed by the board and shall hold office at the board's discretion.
- (b) The employment of the CEO of PEGNL shall be terminated if a majority of the members of the board each vote in favor of such termination.
- (c) The CEO is authorized to employ the management and staff required, in the CEO's judgment to conduct the affairs of PEGNL.
- (d) The CEO shall be responsible for the preparation of the annual report to be presented at the annual general meeting.

10.3. Borrowing

The board shall have authority to borrow funds on behalf of PEGNL up to a maximum of one-half the revenue from current membership fees.

10.4. Reimbursement and remuneration

- (a) The CEO is authorized to reimburse members of the board, members of adjudication tribunals and others traveling on PEGNL affairs for travel and other expenses.
- (b) The board may prescribe remuneration for members of adjudication tribunals for time spent and expenses associated with the hearings.

11. Amendments to By-Laws

Amendment to or repeal of this By-Law shall be in accordance with Section 9 (2) of the Act.