



BY-LAW No. 4

Elections By-Law

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. 4, to be known as the "PEGNL Elections By-Law", made pursuant to paragraphs 9.1(c) and 9.1(d) of the Act:

1. Definitions

In this By-Law No. 4,

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

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

"board" means the board of directors established under the Act;

"elected" means a member who is appointed to the PEGNL Board of Directors, other than by ministerial appointment, following a voting process or by acclamation;

"election services provider" means the organization chosen by the Registrar to receive, compile and report on election results.

"member" means professional member or a member-in-training;

"professional member" is as defined in the Regulations;

"Regulations" means the regulations made under the Act;

"Scrutineer Committee" means the chief executive officer and the persons appointed by the chief executive officer, at least one of whom shall be a member of PEGNL and neither of whom shall be a candidate in the current election.

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. Elected Positions

2.1 There shall be one position established as chair-elect, and this position shall be elected annually.

2.2 There shall be one position established as chairperson, and this position shall be filled by the chair-elect elected in the previous year.

2.3 There shall be one position established as past chair, and this

position shall be filled by the chairperson who served in the previous year.

- 2.4** There shall be six positions established as non-executive directors: (a) one position shall be reserved for a director who is a professional geoscientist; (b) one position shall be reserved for a director who is a professional engineer; and (c) the remaining four positions shall be established as at-large positions.

3. Term and Eligibility

- 3.1** Elected board members shall be elected to serve on the board for a term of three years. In the case of a board member elected as chair-elect, the first year shall be served as chair-elect, the second year as chairperson of the board and the third year as past chair.
- 3.2** Notwithstanding subsection 3.1, a board member elected as chairperson shall be elected to serve for a term of two years; the first year shall be served as chairperson and the second year as past chair.
- 3.3** Notwithstanding subsection 3.1, a non-executive director elected to replace a past chair who is unable to serve an additional year as contemplated in subsection 4.3 shall be elected for a term of one year.
- 3.4** Subject to subsection 3.6, an elected board member may not serve more than two (2) consecutive terms as an elected board member.
- 3.5** The term of an appointed board member pursuant to subsection 4.1, 4.2, 4.3 or 4.4 shall not be considered to be an elected term pursuant to subsection 3.4.
- 3.6** An elected board member who has served two (2) consecutive terms as an elected board member may serve a third consecutive term as an elected board member only if elected as chair-elect or chair for that third consecutive term.
- 3.7** A person elected to the position of chair-elect shall not stand again for election to the position of chair-elect for at least six (6) years from their election as chair-elect.

4. Vacancies

- 4.1** If a chair-elect resigns, dies or becomes incapable of performing their duties:
- (a) an additional non-executive director shall be appointed by the board within 60 days of the resignation, death or incapacity, as applicable, until the next annual election;
 - (b) the current serving chairperson may be appointed by the board to continue as chairperson for an additional one-year term; and
 - (c) the current serving past chair may be appointed by the board to continue as past chair for an additional one-year term.
- 4.2** If a chairperson of the board resigns, dies or becomes incapable of performing their duties:

- (a) the chair-elect shall immediately succeed to the position of chairperson of the board and shall serve out both the remaining term of the former chairperson and their normal term as chairperson of the board;
 - (b) an additional non-executive director shall be appointed by the board within 60 days of the resignation, death or incapacity, as applicable, until the next annual election; and
 - (c) the current serving past chair may be appointed by the board to continue as past chair for an additional one-year term.
- 4.3** If a past chair resigns, dies or becomes incapable of performing their duties, an additional non- executive director shall be appointed by the board within 60 days of the resignation, death, or incapacity, as applicable, to fill the board vacancy until the next annual election.
- 4.4** If a non-executive director resigns, dies or becomes incapable of performing their duties, a replacement non-executive director shall be appointed by the board within 60 days of the resignation, death, or incapacity, as applicable, to fill the board vacancy until the next annual election.
- 4.5** If there is no eligible candidate, to fill a vacancy at the time of the election, a replacement non- executive director may be appointed by the Board for the normal term of the elected position, to fill the Board vacancy.
- 4.6** When a chair-elect, chairperson, or past chair resigns, or becomes incapable of performing their duties, they shall not continue to serve as an elected board member in any capacity.
- 4.7** If an elected board member resigns or becomes incapable of performing their duties at any time during their three-year term, that board member shall be deemed to have served their full three-year term for the purpose of determining whether they are eligible to be elected to another term as an elected board member.
- 4.8** A member appointed as a non-executive director pursuant to subsection 4.1, 4.2, 4.3 or 4.4 shall be replaced by an elected board member in the next election following their appointment.
- 4.9** A member appointed pursuant to subsection 4.1, 4.2, 4.3 or 4.4 is eligible as a candidate in the next election following their appointment if nominated in accordance with Section 5.

5. Nominating Procedures

- 5.1** The board shall call annually, at least two months before the date of the next annual general meeting, for nominations from the members:
- (a) for the position of chair-elect;
 - (b) as necessary, for candidates to fill any vacancies on the board as the terms of any remaining transitional board members and of board members elected in accordance with this by-law expire;
 - (c) as necessary, for the position of chairperson; and
 - (d) as necessary, for a non-executive director to fill a vacancy in the position of past chair.

5.2 The board shall appoint a Nominating Committee of at least three members, which committee can include outgoing members of the board who are not intending to run for a position on the board in the upcoming annual election.

5.3 The Nominating Committee shall establish a slate of candidates that ensures the board composition complies with the professional representation requirements described in subsection 2.4 after the election is held.

(a) The Nominating Committee will seek candidates with diverse characteristics, backgrounds, and perspectives that will add value to the Board and its governance model.

5.4 A candidate, to be duly nominated for election to the board, must:

(a) be a professional member registered with PEGNL and in professional good standing;

(b) reside in the Province of Newfoundland and Labrador;

(c) comply with at least one of the professional representation requirements if no at-large position is to be filled in the election;

(d) not be disqualified to run under Section 3 or under the Act;

(e) submit, by the date and in the form prescribed by the board, nomination papers signed by at least three (3) members registered with PEGNL and in professional good standing, or be nominated by the Nominating Committee; and

(f) submit a short biographical description.

6. Notification of Election Process

6.1 In the event that there is more than one nominee for any vacancy on the Board, the Nominating Committee shall prepare an electronic ballot for an election. Where only one eligible nominee is brought forward by the Nominating Committee for any vacancy, that nominee shall be acclaimed to the Board.

6.2 PEGNL members will be notified of the online election process at least one month before the date of the next annual general meeting of PEGNL.

6.3 Each PEGNL member is responsible to ensure that PEGNL has been provided with a functioning email address. The notification under subsection 6.2 shall be emailed to the email address for each member last provided to PEGNL by that member and the email shall include the online election website address, associated access codes, and instructions for voting online. PEGNL shall not be responsible for confirming receipt by that member of the notification.

7. Voting Procedures

7.1 The voting procedures for elections to the board shall be in accordance with the following:

(a) the election shall be a secret ballot process;

(b) the form of the ballot and the instructions included with the

- ballot shall be consistent with voting by a secret ballot process;
and
- (c) only ballots submitted in accordance with the instructions included with the ballot not less than six (6) days prior to the next annual general meeting of PEGNL shall be accepted.
- 7.2** The chief executive officer shall take reasonable steps to ensure that, the election services provider receives and deals with ballots and the ballot information in a manner consistent with the secret ballot process.
- 7.3** As soon as possible after the date fixed for the return of the ballots in accordance with 7.1(c), the Scrutineer Committee, shall receive from the election services provider the official report confirming the total number of votes received for each candidate.
- 7.4** The Scrutineer Committee shall record the votes cast by members for the positions to be filled by the the election and shall submit to the annual general meeting the names of those acclaimed or elected to those positions by a plurality of the vote.
- 7.5** The election of candidates to positions on the board shall be determined in accordance with the following:
- (a) if no sitting non-executive director is a professional geoscientist, then the candidate who is a professional geoscientist receiving the greatest number of votes, or who is acclaimed as the only candidate who is a professional geoscientist, shall be selected as the director holding the position reserved for a professional geoscientist;
- (b) if no sitting non-executive director is a professional engineer, then the candidate who is a professional engineer receiving the greatest number of votes or who is acclaimed as the only candidate who is a professional engineer, shall be selected as the director holding the position reserved for a professional engineer; and
- (c) the candidates polling the greatest numbers of votes, excluding any candidates selected pursuant to subsections 7.5(a) and (b), as applicable, shall be selected in order of decreasing number of votes to fill any remaining vacancies.
- 7.6** Any tie for a vacancy on the board shall be broken by secret ballot of all members present at the annual general meeting
- 7.7** The chairperson of the board or other presiding officer at the annual general meeting shall declare such members elected in accordance with this By-Law to be duly elected. The Scrutineer Committee's report and the election data collected by the election services provider, shall be retained for at least one (1) month after the annual general meeting before they are deleted.
- 7.8** If a candidate wishes to contest the election result for the position for which they stood for election and requests a recount, the candidate shall give written notice of the contested result to

the Registrar within five (5) days of the declaration made under section 7.7 of the election results, and:

(a) the Scrutineer Committee shall request from the election services provider the raw voting data for the candidates for the contested position with any identifying information of the voting members redacted, and shall confirm, or identify any change in, the election result based on their review of the raw voting data;

(b) candidates may be present or be represented at such a review;

(c) the results shall be dealt with, as set forth above, and shall be announced to the members of PEGNL as soon as practicable;

and

(d) subject to section 7.9, such reviews shall be final and binding.

7.9 If the board determines that there has been an irregularity in any election, the board may:

(a) declare the election null and void and direct a new election;

(b) ratify the election if the irregularity is deemed by the board to be inconsequential to the validity of the election; or

(c) take such further or other action as the board deems necessary to remedy the irregularity.