

**Consulting Engineers  
of  
Newfoundland and Labrador**

**DRAFT  
CONSTITUTION AND BY-LAWS  
APRIL 2003**

**A MEMBER ORGANIZATION OF**

**THE ASSOCIATION OF CONSULTING ENGINEERS  
OF CANADA**

**CONSTITUTION AND BY-LAWS  
CONSULTING ENGINEERS OF NEWFOUNDLAND AND LABRADOR  
HEREINAFTER THE “ORGANIZATION”**

**CONSTITUTION**

- 1) The name of the Organization is the Consulting Engineers of Newfoundland and Labrador (CENL).
- 2) The Objectives of the Organization are:
  - a) To assist in promoting satisfactory business relations between the members of the Organization.
  - b) To promote cordial relations among the various consulting engineering firms in Newfoundland and Labrador and to foster the inter-change of professional management and business experience and information among consulting engineers and when necessary to safeguard their business interests.
  - c) To further the maintenance of high professional standards in the consulting engineering profession.
  - d) To federate, associate, cooperate and join with the Association of Consulting Engineers of Canada (ACEC).
  - e) To do all such matters and things which will facilitate and advance contact between the Organization, the Association of Consulting Engineers of Canada, and latter’s member organizations and other related professional organizations within Canada.
  - f) To develop regional representation for participation in the affairs of the Organization.
  - g) To operate in liaison and harmony with the Association of Professional Engineers and Geoscientists of Newfoundland (APEGN).
- 3) The operations of the Organization are to be carried out throughout the Province of Newfoundland and Labrador.

# By-Law No. 1

A By-Law relating generally to the conduct of the affairs of the Organization.

## ***Article I***

### *General*

#### Section 1. Interpretation

In this by-law and all other by-laws the Organization hereafter passed, unless the context otherwise requires:

- a) “Board” means the Board of Directors of the Organization;
- b) “By-Laws” means this By-Law No. 1 and all other by-laws which may be passed by the Directors and confirmed by the members in accordance with the provisions of the by-laws;
- c) “Consulting Engineer” means a Professional Engineer who is engaged primarily in the business of offering independent consulting engineering services to the public and who maintains an office or offices in the Province of Newfoundland and Labrador for this purpose;
- d) “Consulting Engineering Firm” means a partnership or corporation registered to practice in the Province of Newfoundland and Labrador;
- e) “Organization” means the “Consulting Engineers of Newfoundland and Labrador” and the abbreviation of the Organization where an abbreviation is appropriate shall be “CENL”;
- f) “The Engineers and Geoscientists Act” means a Professional engineer within the meaning of the “Engineers and Geoscientists Act”;
- g) “Professional Engineer” means a professional engineer within the meaning of the “Engineers and Geoscientists Act”;
- h) “APEGN” means Association of Professional Engineers and Geoscientists of Newfoundland”;
- i) Whenever reference is made to any statute or section thereof such reference shall be deemed to extend and apply to any amendment to or any re-enactment of such statute or section as the case may be;
- j) Words importing singular number of the masculine gender shall include the plural number or the feminine gender as the case may be and vice versa; and
- k) The headings of Articles and Sections of the by-laws are inserted for convenience of reference only and shall not affect the constitution or the interpretation of the by-laws.

## **Article II**

### Membership

There shall be only one class of membership in the Organization, namely corporate members (hereinafter “Corporate Members”). An individual in the capacity of sole practitioner may be a Corporate Member.

#### (a) Qualification As Corporate Members

The Corporate Members of the Organization shall be firms (including sole practitioners) or branches of firms which furnish independent consulting engineering services and are members of the Association of Consulting Engineers of Canada. Each Corporate Member shall comply with the following qualifications:

- i) It shall be managed by, or be responsible to, a Professional Engineer or engineers registered in Newfoundland and Labrador and resident in the Province of Newfoundland and Labrador.
- ii) They shall be engaged primarily in the business of offering independent consulting engineering services to the public and shall maintain an office or offices in Newfoundland and Labrador for this purpose.
- iii) If a Corporation, it shall be federally, provincially and territorially incorporated in Canada.
- iv) It shall practice consulting engineering in accordance with the *Engineers and Geoscientists Act* and regulations thereunder and in compliance with the professional standards established by the organization. (Appendix A - “Code of Consulting Engineering Practices”)
- v) Its practice shall not be conducted under an organizational arrangement that involves a conflict of interest or that subordinates independent professional judgment to other considerations.
- vi) It shall hold a valid Permit to Practice as issued by APEGN.
- vii) Applications for membership in the Organization shall be made in such form and in such manner and shall be subject to such procedures as the Board shall from time to time determine. Proof of the qualifications of an application shall be made and established in such a manner as the Board may direct.
- viii) An applicant for membership to the Organization shall be advised with due dispatch whether their or its application has been accepted or rejected and if the application has been rejected, the applicant shall be afforded the right to appeal

such rejection in such manner and within such time as the Board shall by resolution prescribe.

- ix) The Board may provide by resolution that every applicant who qualifies for membership and has paid the required fee and been admitted as a member of the Organization may be issued a Certificate of Membership by the Organization displaying the signatures of the President and Secretary.

(b) Duties

Each Corporate Member shall, with each payment of annual dues of the Organization, certify that it continues to meet all the aforesaid qualifications as a Corporate Member and that it intends to continue to comply with the professional standards established by the Organization as stated in these By-Laws.

(c) Voting Representative

Each Corporate Member shall be entitled to nominate voting representatives for each General Meeting of the Organization. Voting representatives shall be senior employees of the Corporate Member and shall be registered Professional Engineers. Each Corporate Member shall be entitled to the following number of votes and/or voting representatives:

<u>Total Number of Personnel Within The Province</u>	<u>Number of Votes and/or Voting Delegates</u>
0-4	1
5-20	2
21-50	3
50-100	4
over 100	5

The total number of personnel in the Province shall be the total equivalent average number of personnel for the calendar year, whether permanent or temporary, calculated by dividing the aggregate of all normal business hours for which such personnel received compensation by 1950 hours.

Each voting representative present in person or by proxy at a General Meeting of the Organization shall have one vote on each matter voted on. Corporate Members shall submit the name of their Voting Representatives to the Secretary of the Organization not less than twenty-four hours prior to the time of holding the meeting at which a vote shall be held. No representative shall be entitled to vote at any meeting unless all moneys due from the corporate member to CENL have been paid.

(d) Application for Membership

Each prospective Corporate Member shall complete an application form and forward same to the correct CENL mailing address.

The membership application form and all applicable registration fees shall be set by the Board.

The Membership Committee shall review each application and shall, within thirty days, approve or reject the application.

## **Article III**

### Termination of Membership

(a) Resignation

A member may resign by delivering or mailing by prepaid post to the President, Vice-President, Secretary or the Treasurer of the Organization, a written resignation which shall be deemed to become effective upon its being delivered or so mailed or on the date specified in the written resignation, whichever is later. The member shall remain liable for payment of dues, assessments of other sums levied or which become payable by such member to the Organization prior to effective date of the resignation.

(b) Expulsion

- i) A member may be expelled by the Board for failure to pay any fees or assessments payable by or collectible from the members to the Organization within 90 days after the date thereof if written demand therefore has been made and remains unsatisfied for more than thirty (30) days, or for other conduct which in the opinion of the Board constitutes conduct unbecoming to or unworthy of a Consulting Engineer or for non-compliance with the Code of Consulting Engineering Practice.
- ii) A member shall be given written notice of any resolution to expel the member, notice of the time and place at which such resolution will be considered by the Board and an opportunity to be heard by the Board or a committee thereof before the Board votes on such resolution.
- iii) A resolution to expel a member shall not be valid unless it has been unanimously approved by the Directors then in office and entitled to vote on the resolution.

(c) Interest in Assets of Organization

Upon resignation of, expulsion from or termination of membership in the Organization, a member of any class shall lose all rights and interest in any assets of the Organization.

## **Article IV**

### **Annual Dues and Assessments**

(a) Statement of Employment

At the beginning of each fiscal year of the Organization, when called upon by the Secretary or Treasurer of the Organization, every member shall file with the Secretary or Treasurer of the Organization a statement setting out the average number of its total personnel, consisting of the total of the personnel involved in or employed by the Member during the preceding calendar year, including personnel of all branches and subsidiaries in the Province of Newfoundland and Labrador.

(b) Fixing of Annual Fees

At the beginning of each fiscal year of the Organization, the Board shall prepare a budget estimating the amount of money required to carry out the business and affairs of the Organization during such fiscal year and shall fix the annual fee to be collected from members of the Organization.

(c) Basis of Annual Fees

The amount of the annual fees for each member of the Organization shall be based upon the average number of personnel employed by the Corporate Member during the preceding calendar year as reported to the Organization under Section (a) of this Article plus a minimum fixed amount per firm.

(d) Special Assessments

If additional funds are required to carry out the business and affairs of the Organization or for any special purpose, the Board upon resolution passed unanimously by the members of the Board may levy special assessments which shall be payable by the members in such amounts for each members as may be determined by the Board.

(e) Annual Fees and Special Assessments

The allocation of annual fees and special assessments by the Board shall be final and binding upon the members.

(f) Due Date

Annual dues shall be due by Corporate Member on or before June 1<sup>st</sup> in each year and payable within sixty (60) days.

(g) Relief from Annual Dues

The Board shall have power to relieve any Corporate Member from the obligation to pay its annual dues or assessments in any year, but unless so relieved every Corporate Member shall be liable for the payment of all dues and assessments.

## **Article V**

### Directors

(a) Board of Directors, Quorum

There shall be a Board of eight (8) Directors of whom five (4) voting officers shall constitute a quorum. The Board shall have full power and authority to manage and control the business and affairs of the Organization. The continuing Directors may act, notwithstanding any vacancy in their number as long as there is a quorum of Directors in office.

(b) Qualifications

A Director shall be a voting representative of the Organization and no more than one person from a Corporate Member may be a Director at the same time.

(c) Composition

The Past President of the Organizations shall be a Director ex-officio and upon ceasing to hold such office shall cease to be a Director of the Organization. The remaining seven (7) Directors shall be elected at the Annual Meeting of the members of the Organization as provided in the following section (d) of this Article.

(d) Election of Directors

- i) At each Annual General Meeting of the Organization, directors shall be elected to hold office for a two-year term. The number of directors being elected shall vary depending upon the number necessary to meet the required seven (7) elected directors.
- ii) A Director retiring at an Annual General Meeting of members shall be eligible for re-election if otherwise qualified.
- iii) The Board of Directors may from time to time request corporate members from the general membership to sit with the Board in an advisory capacity.
- iv) The Past President of the organization shall coordinate a nominating committee which shall, for the Annual General Meeting, propose a slate of directors. The slate shall identify the President, Vice-President, the Secretary, the Treasurer and the three (3) other directors. Persons being in their second term of office shall be appointed, the other positions shall be elected by vote.

(e) Vacancies

A vacancy shall be considered to exist in the case of death, resignation, transfer to a location outside of the Province or failure to be present at three (3) consecutive Board Meetings without reasonable cause.

So long as a quorum of Directors remains in office, any vacancies which from time-to-time occur on the Board may be filled by the remaining Directors from among the members of the Organization who are qualified for election as Directors. A person appointed to fill a vacancy on the Board of Directors shall hold office until the Annual General Meeting of the members of the Organization. If there is not a quorum of Directors remaining in office, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy or vacancies.

(f) Board Meeting

Meeting of the Board may be held at any place in or outside of Newfoundland and Labrador as the Board of Directors may from time-to-time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held without notice.

(g) Special Board Meetings

The President or Vice-President or any four (4) Directors may at any time convene a meeting of Directors. Notice of such meeting shall be given to each Director at least ten (10) days before the meeting.

(h) Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meeting shall be sent to each of the Directors promptly after being passed, but no other notice shall be required for any such regular meeting.

(i) Voting

Question arising at any meeting of Directors shall be decided by a majority of votes, unless otherwise provided in the by-laws. In case of any equality of votes, the Chairman of the meeting, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman of the meeting that a resolution has been carried and an entry to that effect in ten minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(j) Remuneration and Reimbursement

Members of the Board shall receive no remuneration from the Organization for their services as such, but may be reimbursed for traveling and other expense incurred in connection with the business and affairs of the Organization, if such reimbursement is authorized by the Board.

(k) Removal of Director

The members of the Organization may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention of passing such resolution has been given, remove any Director before the expiration of this term of office, and may, by a majority of votes cast at that meeting, elect any person in his stead for the remainder of the term.

(l) Indemnification

Every Director and Officer of the Organization and his heirs, executors and administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Organization, from and against:

- i) All costs, charges and expenses that he sustains or incurs in or about in relation to the affairs of the Organization except where such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **Article VI**

### Officers

#### (a) Officers of Organization

The Officers of the Organization shall be a President, a Vice-President, a Secretary and a Treasurer.

#### (b) Election of Officers

At the Annual General Meeting of the Organization, the voting members shall elect a slate of officers. The slate shall identify the President, Vice-President, the Secretary, Treasurer, and the three (3) other directors. Persons being in their second term of office shall be appointed, the other positions shall be elected by vote. In default of such election or appointment, the then incumbent, being a member of the Board of Directors, shall hold office until a successor is elected or appointed. A vacancy occurring from time to time in such offices may be filled by the Board of Directors from among the elected members thereof.

#### (c) Appointment of Other Officers

From time to time, the Board may appoint such other officers as the Board may determine including one or more assistants to any of the officers so appointed. Officers so appointed may but need not be members of the Board. Officers shall, in addition to those prescribed by the by-law, perform such duties as may from time to time to be prescribed by the Board.

#### (d) President

The President shall be the Chief Executive Officer of the Organization and shall, if present, preside at all meetings of the Directors and members of the Directors and members of the Organization. He shall perform all duties incidental to his office.

#### (e) Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the President. If the Vice-President exercises any such duty of power, the absence or the disability of the President shall be presumed with reference thereto.

#### (f) Secretary

The Secretary shall issue or cause to be issued notices for all meetings of the Board of Directors, members and committees, when directed so to do; he shall attend meetings

of the Board and of the members and shall enter or cause to be entered minutes of all proceedings at such meetings in the minute books kept for this purpose; he shall have charge of the corporate seal and of the books and records of the Organization; all of which he shall deliver as and when instructed or authorized by resolutions of the Board of Directors, and not otherwise; and shall perform such other duties as the terms of his engagement shall call for.

(g) Treasurer

The Treasurer shall also keep or cause to be kept full accurate books of account in which shall be recorded all receipts and disbursements of the Organization and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursements of the funds of the Organization; he shall render to the Board at the meetings thereof, or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Organization.

(h) Representative to Other Organizations

The Directors may from time to time appoint one or more members of the Organization to act as its representative or representatives of any other association, group or organization, whether incorporated or otherwise, representing any profession or trade, whether Canadian or foreign whose aims are compatible with those of the Organization and whose activities are of interest to the members of the Organization. The Board shall appoint the member or members who shall be the Directors representing the members of the Organization on the Board of Directors of the Association of Consulting Engineers of Canada from among the candidates nominated by the nominating committee and the members as provided in Article VIII (h).

(i) Duties of Representative

A representative shall be required to perform such duties as may from time to time be determined by the Board of Directors.

## **Article VII**

### Committees

(a) Nominating Committee

- i) The nominating committee shall consist of the immediate Past President and two (2) voting members of the Organization appointed by the Board of Directors at least one (1) month prior to the annual meeting of members. The Past President shall be the Chairman of the nominating committee. The nominating committee shall consider candidates for election to the Board of Directors and shall nominate

- one (1) person to fill each vacancy by notice in writing to the Secretary/Treasurer of the Organization at least ten (10) days prior to the annual meeting of members. In nominating such candidates, the nominating committee shall, to the extent practicable, provide for representation on the Board from different geographic areas of Newfoundland and Labrador. The nominating committee may also nominate one or more persons, who may or may not be members of the Board, as candidates for appointment by the Directors to serve as Director(s) on the Board of Directors of the Association of Consulting Engineers of Canada.
- ii) One (1) or more Corporate Members may nominate any person as a candidate for election to the Board of Directors by filing the nomination in writing signed by the voting delegate together with the consent of the nominee with the Secretary/Treasurer of the Organization at least ten (10) days before the annual meeting of the members. One (1) or more Corporate Members may also nominate any person as a candidate for appointment in writing signed by the voting delegate together with the consent of the nominee. Nominations may be accepted from the floor during the AGM provided the nominee provides consent.
  - iii) The Secretary of the Organization shall, together with the notice of the annual meeting of members, give notice to the members of the persons nominated to fill vacancies on the Board of Directors.

(b) General Committees

- i) The Board may from time to time constitute such committees and give the same such powers and duties as the Board may determine and may dissolve any committees so continued.
- ii) Committees may be formed to study and make recommendations in respect to a specific problem within the object of the Organization. All committees shall be appointed by the Board of Directors, by the President.

## ***Article VIII***

### *Meetings*

(a) Annual Meetings

The annual meeting of the members of the Organization shall be held at such a place in the Province of Newfoundland and Labrador each year on such day as the Board of Directors may by resolution determine.

(b) Special Meetings

Other meetings of the members of the Organization may be convened at any time and at any place in the Province of Newfoundland and Labrador by resolution of the Board of Directors. The Directors shall convene a special meeting of the members of the Organization within forty-five (45) days of being called to do so by notice in writing signed by at least five (5) voting delegates.

(c) Notice of Meetings

Subject to ARTICLE IX, Section (a), notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given to each member of the Organization at least fifteen (15) days before the date of every meeting of members.

(d) Quorum

At any meeting of members, a quorum shall consist of a simple majority of voting delegates in person and by proxy. No business shall be transacted at any meeting unless the requisite quorum be present.

(e) Voting

Every question submitted to any meeting of the members shall be decided in the first instance by a show of hands of the voting representatives, each of whom shall be entitled to one vote. After a show of hands, the Chairman of the meeting or any member or voting delegate present may demand a poll. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has been carried out or carried by a particular majority or not carried shall be a sufficient determination of the matter and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of votes cast in favour of or against the motion. A demand for poll may be withdrawn at any time prior to the taking of the poll. If a poll is demanded on any question, it shall be taken in such manner as the Chairman of the meeting directs.

Upon a poll, each voting delegate present shall be entitled to one vote and the result of the poll on the question shall be the decision of the Organization at any meetings of the members and particularly in discussions but not to vote except by his or its voting delegates. Votes of voting members may be given personally or by proxy.

(f) Chairman's Vote

In the case of an equality of votes at any meeting of members, either upon a show of hands or a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

(g) Adjournment of Meeting

The Chairman may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjourned meeting need to be given to members, except when a meeting is adjourned for thirty (30) days or more, ten (10) days' notice of the adjourned meeting shall be given in the manner herein before provided. Any business may be brought or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

(h) Appointment of Scrutineers

At any meeting of the members of the Organization, one or more scrutineers may be appointed by resolution of the meeting or by the Chairman with the consent of the meeting to serve at that meeting.

(i) Rules of Order

The Board of Directors may from time to time adopt any rules and regulations which they may deem proper to govern their own procedure and the procedure at meetings of members.

## ***Article IX***

### *Notices*

(a) Method of Giving

Any notice, communication or other document to be given by the Organization to a member, director, officer or auditor of the Organization shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Organization or if mailed by prepaid ordinary mail addressed to him at his last address as recorded in the books of the Organization. The Secretary may change the address on the books of the Organization of any member in accordance with any information believed by him to be reliable. Any notice sent to a Corporate Member shall be deemed to be notice to all members of the Consulting Engineering Firm.

(b) Computation of Time

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

(c) Omissions and Errors

The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

(d) Waiver of Notice

Any member, director, officer or auditor may waive any notice required to be given under any provision of the articles or by-laws of the Organization or that time for the notice may be abridged and such waiver and/or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

(e) Notice of Membership

Each Corporate Member shall submit to the Secretary or Treasurer annually the names and address of all permanent offices of the Corporate Member and shall promptly advise the Secretary or Treasurer of any changes in such names and addresses. The Secretary or Treasurer shall keep a register of all past and present members together with their addresses.

## **Article X**

### **Fiscal Year**

Unless otherwise determined by the Board, the fiscal year of the Organization shall commence on June 1 of each year.

## **Article XI**

### **Financing and Banking**

(a) Banking Arrangements

The banking business of the Organization, or any part thereof, shall be transacted with such bank or trust company as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Organization by such one or more officer and/or other persons as the Board may designate, direct or authorize from time to time and to the extent therein provided.

(b) Borrowing Limit

The Board of Directors may from time to time borrow money in any manner and without limit to the amount on the credit of the Organization and in such amounts as they think proper and may cease to be executed mortgages and pledges of the real and personal property and rights of the Organization and may cause to be signed bills, notes, contracts and other evidence of securities for money borrowed from any person, firm, corporation or bank on such terms as the lender may be willing to advance the same; provided however that no borrowing shall be undertaken by the Board without the sanction of an extraordinary resolution of the Organization.

## **Article XII**

### Execution of Instruments

(a) Contracts, documents or instruments in writing requiring execution by the Organization may be signed by the President or Vice-President together with the Secretary or Treasurer, and all contracts, documents or instruments in writing so signed shall be binding upon the Organization without any further authorization of formality. The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Organization to sign and deliver contracts, documents or instruments in writing generally. The terms “contracts, documents or instruments in writing” as used in this Section (a) of this Article shall include deeds, mortgages, charges, conveyances, transfers and assignments of shares, warrants, bonds, debentures or other securities and all paper writings.

(b) Corporate Seal

- i) The Board may adopt a seal which shall be the Corporate Seal of the Organization.
- ii) The Corporate Seal of the Organization shall not be affixed to any instrument except in the presence of two (2) officers of the Organization.

## **Article XIII**

### Audit Accounts

(a) The Directors shall cause true accounts to be kept of all financial transactions of the Organization together with the record of its assets and liabilities.

- (b) At the Annual Meeting of the Organization, auditors may be appointed and the remuneration of the auditors shall be determined by the Board of Directors.
- (c) The Chairman shall lay before the Corporate Members of the Organization at each Annual Meeting a statement made up to the end of the previous fiscal year showing the income and expenditure of the Organization during such fiscal year together with a statement of the assets and liabilities of the Organization as at the last day of such fiscal year.
- (d) All books and records of the Organization shall be available to members for inspection on reasonable notice to the Secretary or Treasurer for access between the hours of 9:00 a.m. and 12 noon, Monday through Friday.

## **Article XIV**

### *Extraordinary Resolutions and Alternations of By-Laws*

The majority necessary for the passing of an Extraordinary Resolution of the Organization shall be three quarters (3/4) majority of those entitled to vote that are present in person or by proxy at a duly constituted General Meeting called for the purpose of considering such resolution. These by-laws may be amended by an Extraordinary Resolution of the Organization, provided that notice of such amendment and the nature thereof shall have been forwarded to the Corporate Members at least thirty (30) days before the General Meeting at which such Resolution is to be considered.

## **Article XV**

### *Disposal of Assets*

In the event that the Organization is disbanded, all assets remaining after the satisfaction of all debts and liabilities, shall be distributed by CENL for the purpose of assisting Consulting Engineers in Newfoundland and Labrador. These assets shall be given or transferred to some other institution or institutions, having objects similar to the objectives of the Organization and which shall prohibit the distribution of the assets to its members for personal use.

## **CODE OF CONSULTING ENGINEERING PRACTICE**

Members of the Consulting Engineers of Newfoundland and Labrador shall fulfill their duties with honesty, justice and courtesy towards Society, Clients, other Consulting Engineers and Employees.

### **SOCIETY**

Members shall practice their profession with concern for the health, safety and social and economic well-being of society.

Members shall conform with all applicable laws, by-laws and regulations.

Members shall satisfy themselves that their designs and recommendations are safe and sound and if their engineering judgment is overruled, shall report the possible consequences to clients, owners and if necessary, the proper authorities.

Members expressing engineering opinions to the public shall do so in a complete, objective, truthful and accurate manner.

### **CLIENTS**

Members shall discharge their professional responsibilities with integrity and complete loyalty to the terms of the assignment.

Members shall accept only those assignments for which they are competent or for which they associate with other competent experts.

Members shall disclose any conflicts of interest to their clients.

Members shall obtain remuneration for their professional services solely through fees commensurate with the services rendered.

### **OTHER CONSULTING ENGINEERS**

Members shall relate to other consulting engineers with integrity and in a manner that will enhance the professional stature of consulting engineering.

Members shall respect the clientele of other consulting engineers and shall not attempt to supplant them when definite steps have been taken towards their employment.

Members shall compete fairly with their fellow consulting engineers, offering professional services on the basis of qualifications and experience.

Members engaged by a client to review the work of another consulting engineer, shall inform the engineer of their commission and shall avoid statements which may maliciously impugn the reputation or business of the engineer.

## **EMPLOYEES**

Members shall treat their employees with integrity, provide for their proper compensation and require that they conform to high ethical standards in their work.

Members shall encourage their employees to enhance their professional qualifications and development.

Members shall not request their employees to take responsibility for work which they are not qualified.

“THIS IS THE ASSOCIATION OF CONSULTING ENGINEERS OF CANADA CODE OF CONSULTING ENGINEERING PRACTICE ADOPTED BY ALL MEMBER ORGANIZATIONS”.

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## **Appendix A – Code of Consulting Engineering Practice**

**Appendix A**  
**Code of Consulting Engineering Practice**