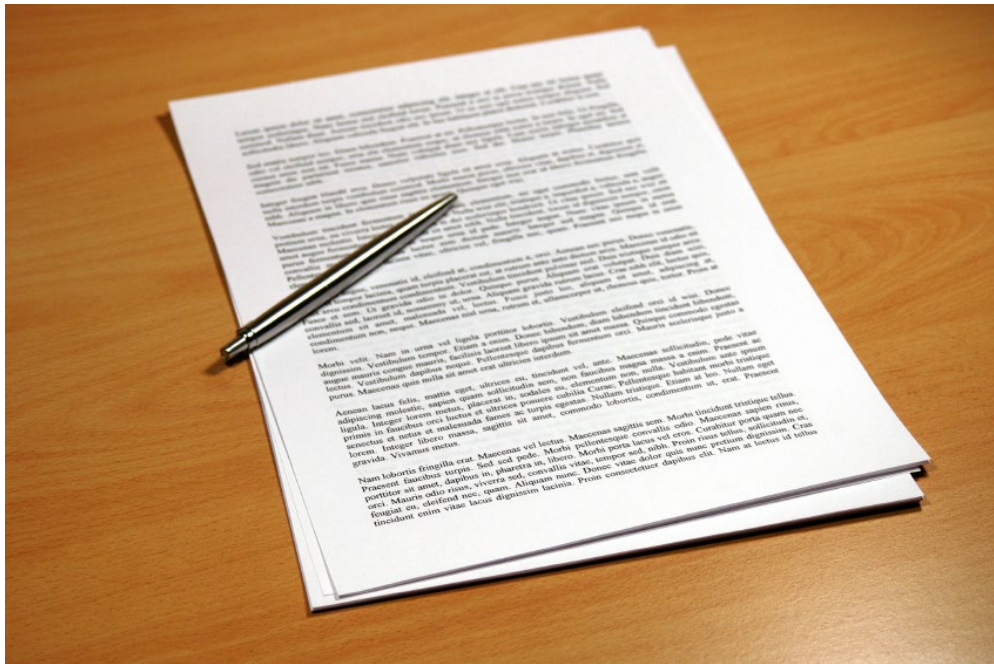




ASSOCIATION OF CONSULTING
ENGINEERING COMPANIES | SK



ACEC-SK Bylaws



**ASSOCIATION OF CONSULTING ENGINEERING
COMPANIES - SASKATCHEWAN INC. (ACEC-SK)**

Table of Contents

CONSTITUTIONAL OBJECTIVES	3
1. DEFINITIONS	4
2. INTERPRETATION	4
3. MEMBERSHIP.....	4
4. ANNUAL DUES AND ASSESSMENTS	7
5. BOARD OF DIRECTORS	8
6. TERMS OF OFFICE	9
7. BOARD OF DIRECTORS' MEETINGS	10
8. VACANCIES	11
9. COMMITTEES/TASK FORCES.....	11
10. NOMINATIONS AND ELECTIONS	11
11. GENERAL MEETING.....	12
12. AMENDMENT OF BYLAWS	13
13. SEPARATION	13
14. FINANCIAL ADMINISTRATION.....	14
15. AUDITING	14
16. CUSTODY AND USE OF SEAL.....	14
17. APPOINTMENTS TO EXTERNAL BOARDS AND AGENCIES	14
APPENDIX A – ACEC-SK CODE OF CONSULTING ENGINEERING/GEOSCIENCE ETHICS.....	15

CONSTITUTIONAL OBJECTIVES

To assist in promoting satisfactory business relations between its members and their clients.

To promote cordial relations among the various consulting engineering and geoscience firms in Saskatchewan, and to foster the interchange of professional, management and business experience and information among consulting engineers and consulting geoscientists and, when necessary, to safeguard business interests.

To further the maintenance of high professional standards in the consulting engineering and consulting geoscience professions for the public good.

To promote the employment of Member Firms for engineering and geoscience services in the Province of Saskatchewan.

To promote quality workplace environments for employees which provide growth opportunities, training and development for the future successes of both the employee and the Member Firm.

To federate, associate, cooperate or join with the Association of Consulting Engineering Companies – Canada (ACEC).

To do all such matters and things which will promote and advance contact with the Association of Consulting Engineering Companies – Canada (ACEC-Canada), ACEC-Canada's Member Organizations, and other related professional organizations within Canada.

To develop regional representation and participation in the affairs of ACEC-SK.

To operate in harmony with the Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS).

**BYLAWS of THE ASSOCIATION OF CONSULTING
ENGINEERING COMPANIES - SASKATCHEWAN INC. (ACEC-SK)**

1. DEFINITIONS

- 1) "ACEC-SK" means the Association of Consulting Engineering Companies – Saskatchewan
- 2) "ACEC-Canada" means the Association of Consulting Engineering Companies – Canada
- 3) "APEGS" means the Association of Professional Engineers and Geoscientists of Saskatchewan

2. INTERPRETATION

- 1) In these Bylaws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons and "Members" shall be interpreted as firms.
- 2) ACEC-SK includes both Consulting Engineering and Consulting Geoscience business in Saskatchewan.
- 3) When constructing these Bylaws, reference shall be made to the Non-Profit Corporations Act and words and expressions used in the Bylaws shall, so far as the context does not otherwise require, have the same meaning as would the case when used in that Act.

3. MEMBERSHIP

- 1) There shall be two categories of membership in ACEC-SK, namely:
 - a) Corporate members, herein "Corporate Member(s)",
 - b) Non-voting members, herein "Associate Member(s)".
- 2) Qualifications for Corporate Membership
 - a) Corporate Membership of ACEC-SK shall be limited to firms supplying consulting engineering and geoscience services. Corporate Member means a sole proprietor, partnership, joint venture, association, trust, corporation, or any other entity. No Member shall, by reason only of membership in ACEC-SK, be entitled to use the title "Consulting Engineer", or "Consulting Geoscientist" as applicable or any derivation therefrom. Each Member must comply with the following qualifications:

- i) The offering to the public of consulting engineering or consulting geoscience services must form a primary part of the business of each and each must maintain at least one office in Saskatchewan for this purpose;
 - ii) Each must be managed by one or more registered professional engineers, professional geoscientists, engineering licensee or geoscience licensee in Saskatchewan, and must have its operating policies and engineering or geoscience decisions determined by one or more registered professional engineers, professional geoscientist, or limited members in Canada;
 - iii) A firm, other than a corporation, applying for membership shall consist of professional engineer(s), professional geoscientist(s), engineering licensee(s) or geoscience licensee(s) registered with the Association of Professional Engineers & Geoscientists of Saskatchewan (APEGS);
 - iv) A corporation applying for membership must be incorporated in Canada;
 - v) Each Member must operate under the regulations of APEGS and must maintain a Certificate of Authorization or Permission to Consult to practice consulting engineering or consulting geoscience in the Province of Saskatchewan, as appropriate;
 - vi) Each Member must practice consulting engineering or consulting geoscience in accordance with the Code of Ethics of APEGS and must conduct its practice to avoid any conflict of interest that would tend to subordinate its independent professional judgment to other considerations;
 - vii) Each Member must always make full disclosure as to the beneficial ownership or control of firms supplying consulting engineering or consulting geoscience services to the public and must reveal to the Board of Directors any conflicts of interest, real or potential;
 - viii) Upon request, each Member must furnish the Board of Directors such material information as they may require.
- 3) All applications for membership shall be submitted to the Board of Directors and, upon approval by the Board of Directors, the applicant shall become a Member. The Board of Directors may forward the name and address of any such applicant to the Members together with a request for comments on the suitability (or otherwise) of the applicant for membership.
 - 4) In order to qualify for membership in ACEC-SK, membership requirements of ACEC-Canada must be fulfilled.

- 5) Each Member shall, upon payment of annual dues, certify that it meets all the above criteria for membership, and that it will continue to comply with the professional standards of APEGS.
- 6) Each Member of ACEC-SK shall be entitled to appoint one or more voting representatives, at its discretion.
- 7) The number of voting representatives to which each Member is entitled shall be based upon the average number of personnel of the Member retained in Saskatchewan during the preceding calendar year, in accordance with the following table:

Average Total Number of Personnel Retained in Saskatchewan	Number of Voting Representatives
up to 4	1
5 to 20	2
21 to 50	3
51 to 100	4
101 to 200	5
201 to 300	6
301 to 400	7
over 400	8

- 8) Each Member who is entitled to appoint more than one voting representative shall choose the majority of those voting representatives from among its most senior management personnel.
- 9) Qualifications for Associate Membership
 - a) ACEC-SK may directly solicit and admit entities which are not eligible to be Corporate Members in ACEC-SK to a classification designated by ACEC-SK. Such entities shall be designated by ACEC-SK as "Associate Members" with respect to provisions of these Bylaws. The basis for admission of Associate Members shall be determined by the Board of Directors of ACEC-SK from time to time. Associate Members of ACEC-SK shall be eligible to participate in all ACEC-SK activities.

- 10) All applications for Associate Membership shall be submitted to the Board of Directors and, on approval by the Board of Directors, the applicant shall become an Associate Member. The Directors may forward the name and address of any such applicant to the Members together with a request for comments on suitability (or otherwise) of the applicant for Associate Membership.
- 11) Each Associate Member shall be entitled to appoint one or more non-voting representatives. The annual dues payment of each Associate Member will be based on its category and the number of its representatives.
- 12) Associate Members shall be subject to separation provisions contained in Bylaw XIII.

4. ANNUAL DUES AND ASSESSMENTS

- 1) The Board of Directors may, on an annual basis, levy dues and special assessments against the **Corporate Members**.
 - a) The annual dues shall be based upon the total number of personnel of each Member who were retained in Saskatchewan during the preceding calendar year. In this context total number of personnel shall include all personnel retained in Saskatchewan at any time during the preceding calendar year including professional, non-professional, and office staff who may be permanent, temporary, or contract. Each Member shall, on receipt of notice that annual dues or special assessments are payable, file with ACEC-SK a statement disclosing the average number of its personnel retained in Saskatchewan during the preceding calendar year.
 - b) The average number of personnel is the sum of the total number of persons (full-time equivalent) retained for each month for the previous calendar year divided by twelve (12). Personnel includes employees in the Member Firm retained in Saskatchewan (and the personnel of those firms who are posted abroad and who are subject to Canadian Federal Taxation), including professional, non-professional, and office staff who may be permanent, temporary, or contract.
 - c) Annual dues shall be payable by Members, in advance, not later than March 31st in each year after which late charges, as determined by the Board of Directors, will apply.
 - d) Each Member is liable for the payment of all dues and assessments until its membership is terminated, unless it has been relieved from payment by the Board of Directors

- e) Upon the failure of any Member to pay its annual dues, any assessment or indebtedness to ACEC-SK within three (3) months after the same has become due, it is considered in arrears. The Board may, after thirty (30) days' notice to a Member in arrears, pass a resolution terminating its membership.
- 2) The Board of Directors shall, on an annual basis, levy dues and special assessments against the **Associate Members**. The amount of any such levy shall be determined by the Board of Directors.

5. BOARD OF DIRECTORS

- 1) There shall be a Board of Directors of ACEC-SK consisting of a Chair, immediate Past Chair, a Vice-Chair, a Treasurer and a range of not less than five (5) and not more than seven (7) voting Directors-at-Large elected by the Corporate Members.
- 2) The Board of Directors may appoint at its discretion, an additional representative to act as the ACEC-Canada Liaison. The liaison person may attend and participate in Board meetings in a non-voting capacity.
- 3) The Board of Directors will appoint the ACEC-SK Future Leaders Group Chair, or designate, to act as the ACEC-SK Future Leaders Group Representative to the ACEC-SK Board of Directors. The representative will attend and participate in Board meetings in a voting capacity.
- 4) Associate Members may elect, from among the Associate Membership, one representative to act as the Associate Members Liaison. The liaison person may attend and participate in Board Meetings in a non-voting capacity.
- 5) At the first Board of Directors meeting in the new electoral year, the Directors shall elect, from the Board of Directors, a Treasurer.
- 6) Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.

The Chair shall preside at all General Meetings of ACEC-SK and at all Board of Directors' Meetings. The Vice-Chair shall perform the duties of the Chair in the absence or inability of the Chair to act.
- 7) The Chair, or Acting Chair, shall be entitled to vote
- 8) The Past Chair is a voting Director.
- 9) The -Treasurer shall perform the duties assigned to him/her by these Bylaws and by the Board of Directors, and those additional duties which are generally associated with this office.

- 10) The Board of Directors shall provide for the general management of the affairs and business of ACEC-SK and shall transact the same in accordance with the Bylaws. Where these Bylaws do not provide for any specific transaction or method the Constitutional Objectives and the Non-Profits Corporation Act of Saskatchewan shall govern.
- 11) While on ACEC-SK business, Member representatives shall only represent ACEC-SK and cannot represent individual firms.
- 12) The Board of Directors shall report their activities to the Members at each General Meeting and shall present reports of the Chair and all Committees.
- 13) Every Director and his/her heirs, executors and administrators and estate and effects shall, from time to time and at all times, be indemnified and saved harmless out of the funds of ACEC-SK through Directors' and Officers' Insurance, from and against:
 - (a) all costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted,
 - (b) all other costs, charges and expenses that he/she sustains or incurs in or about, in relation to the affairs of ACEC-SK except such costs, charges, or expenses as are occasioned by his/her own neglect or default.

6. TERMS OF OFFICE

- 1) All elected Directors shall be elected "At-Large".
- 2) Each elected Director shall be an employee of a Corporate Member. No more than one (1) employee of a Corporate Member may hold the position of Director-at-Large with voting privileges at any time.
- 3) Notwithstanding Section VI (2), in the event that a Director ceases to qualify as a Director due to amalgamation within the Member Firms, the Director shall be allowed to remain in office until the next annual meeting. Furthermore, notwithstanding Section VI (2), the Future Leaders' Group representative on the Board of Directors will be exempt from that provision.
- 4) The Directors-at-Large shall be elected to three-year terms and may be re-elected for one successive term.
- 5) The Associate Member Liaison position shall be elected to a three-year term and may be re-elected for one successive term.

- 6) The Future Leaders Group Representative position shall be for the duration of the appointment of that representative to the Board of Directors, but typically for a single one-year term.
- 7) Upon completion of term, the Treasurer shall succeed the Vice-Chair, who will in turn succeed the Chair, who will then hold the Past-Chair position for one year.
- 8) A Director shall have served on the Board of Directors a minimum of one full year prior to appointment as Treasurer.
- 9) Any Director may be removed from office by a special resolution passed by a three-fourths majority of the Members present and voting thereon at a General Meeting of which notice specifying the intention to pass such resolution has been given, and any Member may, by a simple majority of the votes cast at a meeting, be elected in his or her stead for the remainder of the term.

7. BOARD OF DIRECTORS' MEETINGS

- 1) No fewer than four Board of Directors' Meetings shall be held each year.
- 2) Notice of time and place of all Board of Directors' Meetings shall be in writing and shall be distributed by electronic mail, mail, or handed to all Directors at least five days before the date for holding the meeting provided, however, that the Directors may meet on regular dates without notice or may, by unanimous consent, meet at any time or place without notice.
- 3) A simple majority of 50% +1 of voting Directors shall constitute a quorum for the purpose of a meeting of the Board.
- 4) Meetings may be in person or through video or teleconference or any combination thereof.
- 5) A resolution may be passed by a majority vote of the Directors present and voting at a duly constituted meeting at which a quorum is present.
- 6) A resolution in writing, signed by all the Directors, or through electronic mail correspondence shall have the same force and effect as a resolution passed at a meeting of Directors. A resolution passed in writing or through electronic mail shall also be included as a motion at the next Board Meeting.
- 7) If any dispute shall arise at any meeting on a matter of procedure, it shall be settled in accordance with Robert's Rules of Order.

8. VACANCIES

- 1) If any Director absents himself/herself from three or more Board of Directors' Meetings without the consent of the Board of Directors, the Directors may, by resolution of directors, declare his/her office vacated.
- 2) Subject to the election provisions contained in Bylaw X, every vacancy of the Board of Directors, however caused, may be filled by resolution of the Board of Directors and the substitute Director so appointed shall remain in office until the next annual meeting.
- 3) No Member shall be appointed Director without his/her consent.
- 4) A vacancy occurring in the office of Treasurer shall be filled by a Director-at-Large chosen by resolution of the Board of Directors and the substitute Treasurer so appointed shall remain in office until the next annual meeting.
- 5) A vacancy occurring in the offices of Vice-Chair or Chair shall be filled by the next Officer in the line of succession. The individual so appointed shall remain in office until the next annual meeting.

9. COMMITTEES/TASK FORCES

- 1) The Chair, Past Chair, Vice Chair, and Treasurer shall be the Executive Committee of the Board of Directors, and the Board may from time to time delegate to the Executive Committee power to transact the business of the Association in accordance with the established policy and procedures of the Association.
- 2) The Board of Directors may establish Committees and/or Task Forces as it sees fit in supporting the conduct of business of the Association.
- 3) The membership of each Committee shall be appointed by the Board of Directors unless otherwise delegated.
- 4) While on ACEC-SK business, Member Representatives shall only represent ACEC-SK and cannot represent individual firms

10. NOMINATIONS AND ELECTIONS

- 1) Subject to Bylaw VI, the Directors shall be elected in the manner hereinafter provided.
- 2) Each candidate for election as a Director shall be nominated in writing by at least 3 Corporate member voting representatives from 3 separate Corporate Member Firms, and the candidate shall, in writing, accept such nomination.

- 3) Subject to Bylaw VI, the Associate Liaison shall be appointed in the manner hereinafter provided.
- 4) Each candidate for election as an Associate Liaison shall be nominated in writing by at least 2 voting representatives from 2 separate Associate Member firms, and the candidate shall, in writing, accept such nomination.
- 5) Nominations to vacant positions on the Board of Directors shall be submitted to the association in the manner requested by the association at least forty-five (45) days prior to the Annual Meeting. Nominations received at the Annual Meeting will not be accepted.
- 6) The Board of Directors will establish an Election Policy, which will be reviewed annually by the Board, and which will outline the processes and mechanisms used by the Association in the conducting of an election. This policy will be communicated out to members on an annual basis at the time of opening of nominations. Should the policy ever conflict with these Bylaws, the Bylaws will supersede.
- 7) A plurality of the votes cast, by whatever mechanism is established by the Board of Directors and included in the Election Policy, shall be required to elect a Director.

11. GENERAL MEETING

- 1) ACEC-SK shall hold a minimum of one (1) General Meeting in the year, to be held within the timelines required by provincial legislation.
- 2) At any General Meeting any Member Representative may bring before the Meeting any subject which relates to the affairs of ACEC-SK, provided that not less than forty-five (45) days before the Meeting he/she shall have given the Association notice thereof in writing.
- 3) A special General Meeting of ACEC-SK may be called by the Chair as and when he/she considers it necessary, but he/she shall forthwith call a special General Meeting when requested to do so in writing by at least five Members. The special purpose(s) for which such special Meeting is required shall be stated in the Notice. The business to be transacted at such Meeting shall be confined to the purpose(s) stated in the Notice.
- 4) Notice of the time and place of any General Meeting shall be communicated in writing to all Members at least two weeks before the date for holding the same.
- 5) Those voting representatives present, not in arrears within the meaning of Bylaw IV, shall constitute a quorum at any General Meeting of ACEC-SK.

- 6) Every such voting representative shall be entitled to vote upon any resolution or question put to the Meeting.
- 7) Voting shall be by ballot in the case of election of Directors and by show of hands in other cases unless a ballot is demanded by at least three Member representatives.
- 8) If any dispute arises at any meeting on a matter of procedure, it shall be settled in accordance with Robert's Rules of Order.

12. AMENDMENT OF BYLAWS

- 1) These Bylaws may be altered or added to by a "special resolution" passed by at least three-fourths of the votes cast at a General Meeting of ACEC-SK of which not less than thirty (30) days' notice specifying the intention to propose the resolution has been given.

13. SEPARATION

- 1) Separation of a Member from ACEC-SK may come about because of the withdrawal, expulsion, or dissolution of the Member.
- 2) A Member may withdraw from ACEC-SK by giving the Association 30 days' notice in writing of its wish to do so.
- 3) The Board of Directors has the power to expel from membership any Member whose conduct is determined by the Board of Directors to be improper or likely to damage the interest or reputation of ACEC-SK or who willfully commits a breach of the Bylaws of ACEC-SK. For greater certainty, but not as to limit the generality of the foregoing, the Board of Directors may expel any Member who no longer complies with the qualifications set forth in Bylaw III.
- 4) No Member shall be expelled without being notified of the charge or complaint against it or without having first been given an opportunity to be heard by the Board of Directors. The Board of Directors may then, by a vote of two-thirds of those present, expel the said Member, and its decision shall be final and binding on all concerned.
- 5) A Member so expelled shall have no claim on the property of ACEC-SK and shall waive all claims against ACEC-SK or its Members personally for damages resulting from an alleged act of libel or slander provided that the said act occurred in good faith during the expulsion proceedings.
- 6) In case of withdrawal or expulsion, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by it to ACEC-SK prior to its withdrawal or expulsion.

14. FINANCIAL ADMINISTRATION

- 1) All money received on behalf of ACEC-SK shall be deposited in the name of ACEC-SK in a Financial Institution designated by the Board of Directors.
- 2) The books and records of ACEC-SK may be inspected by any Member at the registered office of ACEC-SK upon providing the Board of Directors at least thirty (30) days notice.
- 3) The ACEC-SK Board of Directors shall establish a Financial Management Policy for the association and shall review it on an annual basis and shall ensure the organization's compliance with that policy.

15. AUDITING

- 1) The books, accounts and records of the Treasurer shall be reviewed by an individual or firm as duly appointed by the Board of Directors for the purpose of approving the annual statement of finances for ACEC-SK. A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting, reviewed by the individuals as described. March 31st in each year shall be the end of the fiscal year of ACEC-SK.

16. CUSTODY AND USE OF SEAL

- 1) The seal of the Association shall be in the custody of the person designated by the Board of Directors, and all papers or documents required to be sealed on behalf of the Association shall be sealed in the presence of a person as may be designated by the resolution of the Board of Directors.

17. APPOINTMENTS TO EXTERNAL BOARDS AND AGENCIES

- 1) The Board of Directors shall nominate Members' employees, partners, or owners to represent ACEC-SK on boards and agencies, as it deems appropriate.

APPENDIX A – ACEC-SK CODE OF CONSULTING ENGINEERING/GEOSCIENCE ETHICS

Members of the **Association of Consulting Engineering Companies - Saskatchewan (ACEC-SK)** and the **Association of Consulting Engineering Companies – Canada (ACEC)** shall fulfill their duties with honesty, justice and courtesy towards Society, Clients, other Consulting Engineers/Geoscientists and Employees.

SOCIETY

- (a) Members shall practice their profession with concern for the health, safety and social and economic well-being of Society
- (b) Members shall conform to all applicable laws, by-laws and regulations
- (c) Members shall satisfy themselves that their designs and recommendations are safe and sound and, if their engineering judgement is overruled, shall report the possible consequences to the clients, owners, and, if necessary, the appropriate public authorities.
- (d) Members expressing engineering opinions to the public shall do so in a complete, objective, truthful and accurate manner, and
- (e) Members should participate in civic affairs and work for the benefit of their community and should encourage their employees to do likewise.

CLIENTS

- (a) Members shall discharge their professional responsibilities with integrity and complete loyalty to the terms of their assignments
- (b) Members shall accept only those assignments for which they are competent or for which they associate with other competent experts
- (c) Members shall disclose any conflicts of interest to their clients
- (d) Members shall respect the confidentiality of all information obtained from their clients, and
- (e) Members shall obtain remuneration for their professional services solely through fees commensurate with the services rendered.

OTHER CONSULTING ENGINEERS/GEOSCIENTISTS

- (a) Members shall relate to other consulting engineers/geoscientists with integrity, and in a manner that will enhance the professional stature of consulting engineering

- (b) Members shall respect the clientele of other consulting engineers/geoscientists and shall not attempt to supplant them when definite steps have been taken towards their employment
- (c) Members shall compete fairly with their fellow consulting engineers/geoscientists, offering professional services on the basis of qualifications and experience, and
- (d) Members engaged by a client to review the work of another consulting engineer/geoscientist, shall inform that engineer of their commission, and shall avoid statements which may maliciously impugn the reputation or business of the engineer/geoscientist.

EMPLOYEES

- (a) Members shall treat their employees with integrity, provide for their proper compensation and require that they conform to high ethical standards in their work
- (b) Members shall encourage their employees to enhance their professional qualifications and development, and
Members shall not request their employees to take responsibility for work for which they are not qualified.