



# **Consulting Engineers of Alberta ACT Regulations By-Laws**

**May 2011**



**A member organization of the Association of  
Consulting Engineering Companies - Canada**



## Consulting Engineers of Alberta

MAY 2011 Edition

Consulting Engineers of Alberta (CEA) is a registered organization representing Alberta engineering firms. These firms employ over 8,000 individuals including professional engineers, technologists and support staff. The industry contributes over \$1.9 billion annually to the Alberta economy.

CEA and partner associations in each of the provinces and the territories, in conjunction with the Association of Canadian Engineering Companies, offer clients access to a network of quality industry services and employee benefit programs.

Formed in 1978 under the Alberta Societies Act, Consulting Engineers of Alberta now operates under the Consulting Engineers of Alberta Act.

CEA unites the consulting engineering industry to promote our common causes and defend our mutual interests by making it possible for our industry to speak out with one voice and to harmonize our efforts for a stronger image, a cooperative approach to best business practices and effective government relationships.

*Revised May 25, 2011*

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### OUR VISION

CEA is the respected and influential voice that shapes the future of our industry.

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### OUR MISSION

CEA promotes a sustainable consulting engineering industry for the benefit of society.

We provide exceptional value to our member firms and their clients.

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### OUR VALUES

We act with **integrity** as a trusted advisor.

Our **people** make the difference.

We encourage **innovation**.

We achieve success through **teamwork**.

We strive for **excellence** in all we do.

The Consulting Engineers of Alberta Act (Bill 29) received Royal Assent by the Alberta Legislature on June 11, 1992; the Act was proclaimed on April 28, 1993. The purpose of the Act is to:

“Provide the vehicle for the consulting engineering industry in Alberta to add value to the Alberta economy by enhancing the development, management and marketing of technology for the benefit of society.”

The legislation also provides CEA member companies with a right-to-title designation of **MCEA**. The members are responsible for meeting and upholding the high standards of the CEA membership criteria and its by-laws.

Previous By-Law Revisions:

Rev. June 26, 1985

Rev. June 22, 1988

Rev. June 30, 1989

Rev. May 18, 1999

Rev. May 23, 2005

Rev. May 21, 2008

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1992 BILL 29

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Fourth Session, 22nd Legislature, 41 Elizabeth II

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THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL 29

**CONSULTING ENGINEERS OF ALBERTA ACT**

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THE MINISTER OF PUBLIC WORKS, SUPPLY & SERVICES

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First Reading	June 05, 1992
Second Reading	June 11, 1992
Committee of the Whole	June 11, 1992
Third Reading	June 26, 1992
Royal Assent	June 26, 1992

Amendments to the Act

Administered by Alberta Infrastructure commencing May 1999

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1998 Special Resolution No. 1

1998 Special Resolution No. 6

Royal Assent May 18, 1999



# CONSULTING ENGINEERS OF ALBERTA ACT

Her Majesty, by and with the advice and consent of the Legislative Assembly of Alberta, enacts as follows:

## Definitions - 1

In this Act:

- a) "Board" means the Board of Directors of the Consulting Engineers
- b) "Consulting Engineers" means the Consulting Engineers of Alberta
- c) "Member" means a member of the Consulting Engineers
- d) "Minister" means the member of the Executive Council charged by the Lieutenant Governor in Council with the administration of this Act
- e) "Registrar" means the Registrar of the Consulting Engineers

## Title - 2

No person, except a member of the Consulting Engineers, shall use the designation "Member of the Consulting Engineers of Alberta" or abbreviation "MCEA" or any other abbreviation of those words, alone or in combination with any other word, that represents expressly or by implication that the person is a member of the Consulting Engineers.

## Part 1 - CONSULTING ENGINEERS

### Incorporation - 3

- 1) The Consulting Engineers of Alberta is established as a corporation.
- 2) The Consulting Engineers has the capacity and, subject to this Act, the rights, powers and privileges of a natural person.

### Board - 4

- 1) There is hereby established a governing body of the Consulting Engineers called the Board of Directors.
- 2) The Board shall manage and conduct the business and affairs of the Consulting Engineers and exercise the rights, powers and privileges of the Consulting Engineers in the name of and on behalf of the Consulting Engineers.

### Board Members - 5

- 1) The Board shall consist of not fewer than five (5) directors or a greater number prescribed in the by-laws, elected in accordance with the by-laws.
- 2) No member shall have more than two (2) directors on the Board at the same time.
- 3) Notwithstanding Subsection (1), the membership of the Board may, in accordance with the by-laws, include honorary directors.
- 4) An honorary director may attend Board meetings but may not vote.
- 5) The presence of an honorary director at a meeting shall not be taken into consideration when determining whether the directors present constitute a quorum.

## Part 2 - REGISTRATION

### Registrar - 6

- 1) The Board shall appoint a person to act as Registrar of the Consulting Engineers for the purposes of this Act.
- 2) In addition to the powers, duties and functions of the Registrar under this Act, the Registrar has any additional powers, duties and functions prescribed by the Board or provided for in the by-laws.
- 3) The Board may, in accordance with the by-laws, appoint a person to act as an acting Registrar, who may exercise all the powers and perform all the duties and functions of the Registrar, when the Registrar is absent or unable to act or when there is a vacancy in the office of the Registrar.

### Registrar - 7

- 1) The Registrar shall maintain, subject to the direction of the Board, a register of the members.
- 2) The Registrar shall permit any person to inspect the register during regular office hours.

### Application - 8

The Registrar shall consider an application for registration as member, and shall;

- a) approve the registration if the applicant
  - i. is a partnership or other association of persons or a corporation that holds a permit to practise from the Association of Professional Engineers, Geologists and Geophysicists of Alberta,
  - ii. meets the requirements set out in the regulations, and
  - iii. pays the fees prescribed in the by-laws,or
- b) refuse to approve the application for registration.

### Notification of Decision - 9

- 1) The Registrar shall send a written notice of the decision under Section within 60 days of receipt of the application.
- 2) If the Registrar does not approve an application, the Registrar shall include the reasons in the written notice of the decision.

### Certificate - 10

On entering the name of a member in the register, the Registrar shall issue a certificate of registration to the member.

### Renewal of Registration - 11

The Registrar shall annually review the registration of each member and the Registrar shall confirm the registration of a member if the Registrar believes;

- a) that the member meets the conditions for the renewal of registration prescribed in the regulations, and
- b) that the member has paid the fees prescribed in the by-laws.

### **Cancelled Certificate - 12**

- 1) The Registrar shall cancel the certificate of registration of a member that ceases to meet the requirements of Section 8 or 11.
- 2) The Registrar shall send a written notice of the cancellation of a certificate with written reasons to the affected corporation within 30 days of the cancellation.
- 3) The Board may direct the Registrar, subject to any conditions respecting payment of arrears and any reinstatement fee that the Board may prescribe, to reinstate in the register a registration that was cancelled under Subsection (1) if the only reason for the cancellation was the non-payment of fees.
- 4) The Board may direct the Registrar to cancel a registration made in error.

### **Appeal - 13**

- 1) An applicant whose application for registration is refused may, within 30 days of receiving notice of refusal, request the Board to review the application by serving, on the Registrar, a written request for a review by the Board.
- 2) A member whose registration is cancelled under Section 12 may, within 30 days of receiving notice of the cancellation, request the Board to review the application by serving, on the Registrar, a written request for a review by the Board.
- 3) The written request for a review must set out the reasons why the applicant is of the opinion that the application for registration or reinstatement of registration should be approved.
- 4) The Board, after receiving a request for review, shall review the application for registration or reinstatement of registration.
- 5) The Board shall notify the applicant, in writing, of the date, which must be established within 60 days of receipt of the request for review, and the place and time at which the Board will review the applicant's application.
- 6) On reviewing an application under this section, the Board may make any decision the Registrar could have made.
- 7) A review shall be in accordance with the *Administrative Procedures Act*.

### **Misrepresentation - 14**

- 1) If the Board is satisfied, after a hearing on the matter, that a registration was obtained by means of any false or fraudulent representation or declaration, either oral or written, the Board may order the registration be cancelled.
- 2) A hearing under Subsection (1) shall be in accordance with the *Administrative Procedures Act*.

### **Certificate Returned - 15**

If the certificate of registration of a member is cancelled under this Act, the former member shall return it to the Registrar.

Part 3 - GENERAL  
**Regulations - 16**

- 1) The Board may make regulations:
  - i) respecting qualifications for registration as a member
  - ii) prescribing conditions to be met for an annual renewal of registration
- 2) A regulation under Subsection (1) does not come into force unless it is approved by:
  - a) a majority of the members
    - i) present and voting at a general meeting,  
or
    - ii) voting in a mail vote conducted in accordance with the by-laws,  
and
  - b) the Lieutenant Governor in Council.

**By-laws - 17**

- 1) The Board may make by-laws:
  - a) for the government of the Consulting Engineers and the management and conduct of its affairs
  - b) determining the location of the head office of the Consulting Engineers
  - c) respecting the calling of and conduct of meetings of the Consulting Engineers and the Board
  - d) respecting the nomination, election, number and term of office of Board directors and of officers of the Board and the Consulting Engineers
  - e) respecting the establishment, operation and proceedings of committees, the appointment of members and acting member sand procedures for filling vacancies on committees
  - f) providing for the tenure of the Registrar and his additional duties, powers and functions
  - g) respecting the appointment of an acting Registrar
  - h) prescribing the number of directors that constitutes a quorum at meetings of the Board and the number of members that constitutes a quorum at meetings of the Consulting Engineers
  - i) providing for the delegation, with or without conditions, of any power or duty of the Board under this Act, the regulations or the by-laws except the power to make or amend regulations or by-laws.
  - j) prescribing fees and expenses payable to directors of the Board and the members of committees, established under this Act, the regulations or the by-laws for attending to the business of the Consulting Engineers
  - k) respecting the establishment of and payment of sums of money for scholarships, fellowships and any other educational incentive or benefit program that Consulting Engineers considers appropriate

- l) respecting the fees and levies payable to the Consulting Engineers by members
  - m) requiring members to maintain an address in Alberta and to inform the Registrar in writing of that address and of any change in that address as soon as possible after the change occurs
  - n) authorizing the Board to prescribe the form of a certificate of registration and any other form or document that may be required for the purposes of this Act, the regulations or the by-laws
  - o) prescribing the date for the annual review of registration respecting the holding of votes by mail on any matter relating to the Consulting Engineers
  - p) providing for the service of notices and other documents under this Act, the regulations or the by-laws
  - q) establishing and providing for the publishing of a code of ethics for the members
- 2) A by-law under Subsection (1) does not come into force unless it is approved by a two-thirds majority of the members present and voting at a general meeting or voting by means of a vote conducted by mail in accordance with the by-laws.
  - 3) The *Regulations Act* does not apply to by-laws of the Consulting Engineers.

### Offence - 18

- 1) An officer, employee or agent of a corporation or an individual who contravenes Section 2 is guilty of an offence and liable:
  - a) for a first offence, to a fine of not more than \$2000
  - b) for a second offence, to a fine of not more than \$4000
  - c) for a third and every subsequent offence, to a fine of not more than \$6000 or to imprisonment for a term of not more than six (6) months or to both a fine and imprisonment
- 2) A corporation that contravenes Section 2 is guilty of an offence and liable:
  - a) for the first offence, to a fine of not more than \$5000
  - b) for a second offence, to a fine of not more than \$10,000
  - c) for a third and every subsequent offence, to a fine of not more than \$50,000
- 3) A prosecution under this Section may be commenced within two years after the commission of the alleged offence, but not afterwards.

**Transitional - 19**

A member of the Consulting Engineers of Alberta, on the day this Act comes into force, is deemed to be a member under this Act.

**20**

Notwithstanding Section 5, the members of the Board of the Consulting Engineers of Alberta, on the day this Act comes into force, are deemed to be the Board under this Act and shall continue to hold office until their successors are elected in accordance with the by-laws.

**Coming Into Force - 21**

This act comes into force on Proclamation.

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**GENERAL REGULATIONS**

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**Version # 6 October 7, 1992**

As amended: October 15, 1992

**Approved by Members: November 17, 1992**

**Minor Addition: January 11, 1993**

**Regulatory Reform Review Amendments**

**Approved by Lieutenant Government in Council December 16, 1998**

GENERAL REGULATIONS

Schedule

**Definitions - 1**

In this Regulation,

- a) "Member" includes:
  - i. a partnership or other association of persons or a corporation that holds a permit to practice from the Association of Professional Engineers, Geologists and Geophysicists of Alberta, and
  - ii. operates in the "for profit" private sector, and
  - iii. meets the accreditation criteria set out in Section 2, and
- b) "Associate Member" includes:
  - i. a partnership or other association of persons or a corporation that holds a permit to practice from the Association of Professional Engineers, Geologists and Geophysicists of Alberta, and
  - ii. operates in the "for profit" private sector, and
  - iii. does not have the minimum prescribed operating experience set out in Section 2 (c).
- c) "Affiliate Member" includes:
  - i. a person or organization that does not comply with 1 (a) or 1 (b), and
  - ii. is deemed by the Board to support the goals and objectives the Consulting Engineers, and
  - iii. which agrees to uphold the Code of Consulting Engineering Ethics.
- d) "professional engineer" means an individual who holds a certificate of registration to engage in the practice of engineering under the *Engineering, Geological and Geophysical Professions Act*.

### **Membership Accreditation Criteria - 2**

To qualify for registration as a member, an applicant must:

- a) operate a consulting engineering business that offers one or more of the services listed in the Schedule
- b) maintain permanent facilities and have employees in Alberta ,managed by one or more professional engineers
- c) have at least two (2) years operating experience as a consulting engineering business
- d) employ a professional engineer in Alberta who has, after registration as a professional engineer, at least five (5) years Canadian experience in a consulting engineering business
- e) comply with the code of consulting engineering ethics established by by-law

### **Reorganizations - 3**

The Board may waive compliance with Section 2 (1c) if the Board is of the opinion that;

- a) the applicant's business is essentially a reorganization of an existing consulting engineering business that would otherwise meet the requirements of Section 2(1c),  
and
- b) the main elements of the existing consulting engineering business are continued in the reorganized form.

### **Annual Renewal of Registration - 4**

To qualify for a renewal of membership, a member must;

- a) satisfy the Registrar that the member
  - i. continues to meet the requirements of this Regulation
  - ii. has been complying with the code of consulting engineering ethics established by by-law, and
- b) state on a form, provided by the Registrar, that the member undertakes to advise the Registrar promptly if the member ceases to meet any of the requirements of this Regulation.

### **Repeal - 5**

The General Regulation (AR 138/93) is repealed.  
Removed by Alberta Gov't December 2003



**Expiry - 6**

**SCHEDULE**

Current Areas of Specialization as referenced on the CEA website related to a consulting engineering business for the purposes of Section 2 (a):

- a) feasibility studies
- b) cost estimating
- c) conceptual design
- d) detailed design
- e) analysis
- f) specifications
- g) testing
- h) procurement
- i) contract administration
- j) inspection
- k) project management
- l) commissioning
- m) training
- n) maintenance
- o) advisory services
- p) expert witness
- q) research and development

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**BY-LAWS**

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DRAFT #4-October 7, 1992  
As amended: October 15, 1992

CEA Board approval: October 15, 1992 with amendments  
CEA Membership approval: November 17, 1992 with amendments  
Minister of APWSS approval

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Amendments to the By-laws  
1998 Special Resolution No. 2  
1998 Special Resolution No. 3  
1998 Special Resolution No. 4  
1998 Special Resolution No. 5  
1998 Special Resolution No. 7  
CEA members approval May 13, 1998 Annual General Meeting  
Ministerial approval August 26, 1998  
CEA members approval May 23, 2005  
CEA members approval May 21, 2008

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BY-LAWS

**Definitions - 1**

- a) "CEA" means the Consulting Engineers
- b) "APEGA" means the Association of Professional Engineers, Geologists and Geophysicists of Alberta
- c) "Member Organization" means the CEA and other provincial and territorial associations of consulting engineering businesses and Member Organizations
- d) "ACEC" means the Association of Consulting Engineering Companies - Canada, the national association of consulting engineering businesses and Member Organizations

## Part 1 – CODE OF CONSULTING ENGINEERING ETHICS

### Establishment and Interpretations of the Code - 2

- 1) The CEA hereby establishes the CEA Code of Consulting Engineering Ethics, contained in Appendix A, which sets out ethics, to be complied with for membership and renewal of membership, as required by Section 2(e) of the Regulations.
- 2) The Board shall provide, approve, and issue interpretations of the Code of Consulting Engineering Ethics at the request of not less than three (3) Members.
- 3) The Board shall appoint an impartial committee of three to provide, approve and issue interpretations of the CEA Code of Consulting Engineering Ethics in the event of an accusation of a breach of the Code of Ethics.

## Part 2 – MEMBERSHIP

### Annual Renewal - 3

The membership of each Member shall be renewed annually on the 1st day of April upon the Member meeting Section 4 of the Regulations and upon:

- a) payment of dues set by the Board and based on the previous years “N”,
- b) providing the Registrar an accurate figure for the Member’s average “N” number of total personnel employed in or from Alberta during the preceding calendar year<sup>1</sup>.

### Voters - 4

Each Member of CEA shall be entitled to appoint one (1) or more voting representatives (“Voters”), determined as hereinafter set out, each of whom must be an employee, partner or owner of the member firm and be resident in Alberta. The number of voters to which each Member is entitled shall be based upon the number based on the N number from Articles 3b) and 45, in accordance with the following table:

N	No. of Voters
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

<sup>1</sup>Motion 37-95/96: That the guideline provide an elaboration/clarification of CEA By-Laws 3(b) and 45: “The ‘N’ number of personnel retained in Alberta during the preceding calendar year shall include all employees professional, non-professional, permanent, temporary, part-time, hourly, contract, head office, etc., engaged in the consulting engineering business. In the absence of a specific employee count, the recommended basis of calculation is:  $N \# = \text{All hours paid by the firm in the preceding year divided by 2080}$ . And further, that the ‘N’ number be used by a firm to pay the annual fees will be the number to be used by CEA for all publicity and communication purposes regarding the firm, i.e. showcase publication, CEA directory. Chalcraft/Kavanagh/Carried unanimously.

## Part 3 – DIRECTORS

### **Constitution of the Board - 5**

1. The Board of the CEA shall consist of:
  - the President
  - the Vice-President
  - the Immediate Past President
  - ten (10) Directors-at-Large
  - two (2) CEA Directors who are Directors of ACEC as elected in accordance with ACEC by-laws
2. The Board of the CEA in addition may include:
  - a member of the Young Professional Group (voting)
  - External Director(s) (voting)
  - an APEGA Liaison (non voting)
  - Honorary Directors (non voting)
  - CAA Liaison (non voting)
3. The Directors and officers, or Members appointed to serve on any CEA committees shall receive no remuneration for such services.

### **Election of Directors-at-Large - 6**

At each annual meeting the Members shall elect Directors-at-Large to fill any vacancies on the Board appointed pursuant to Article 18 (1) and (2) of these by-laws. A retiring Director shall be eligible for re-election.

### **Removal of Directors-at-Large - 7**

At any general meeting the voters may remove any Director-at-Large from office before the expiry of his term by a resolution passed by a two thirds (2/3) majority of the voters present and voting thereon, if notice specifying the intention to present such resolution has been given to the Members by mail prior to the meeting. The voters may at the same or a subsequent general meeting by ordinary resolution elects a substitute Director to fill the unexpired term of the removed Director.

### **Expiration of Term - 8**

A Director retiring or removed from office shall be deemed to hold office until the conclusion of the meeting at which he retires or is removed, as the case may be.

### **Term of Office - 9**

The terms of office of the elected members of the Board shall be determined as follows:

- a) at each annual meeting, a Vice-President shall be elected for a term of three years, the first year as Vice-President, the second as President and the third year as Past President
- b) at each annual meeting a Treasurer shall be elected for a term of one year
- c) at each annual meeting, Directors-at-Large shall be elected for terms of up to three years
- d) The Board has the discretion to appoint a Director-at-Large for a term of one year in order to fill a casual vacancy.

## Part 4 – PROCEEDINGS OF DIRECTORS

### **Powers of Directors - 10**

The Directors shall provide for the general management of the affairs and business of the CEA and shall transact all such business in accordance with the CEA Act including the Regulations, the By-laws and any resolution of the voters passed at a duly constituted meeting.

### **Indemnification of Officers and Directors - 11**

- 1) CEA shall maintain directors' and officers' liability insurance and the Board shall approve the terms of the policy or policies.
- 2) The details of the policy or policies shall be available to all officers and directors.

### **Meetings - 12**

Meetings of the Board may, at the discretion of the Board, be held in person, by video-conference or by teleconference; no fewer than four (4) meetings shall be held in each year.

### **Notice - 13**

Notice of the time and place of all Directors' meetings shall be in writing and provided to all Directors at least five (5) 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.

### **Quorum - 14**

Eight (8) Directors present shall constitute a quorum for the purpose of a meeting of the Directors.

### **Resolutions of Directors - 15**

A resolution shall be passed by a majority vote of the Directors present and voting at a duly constituted meeting at which a quorum is present.

### **Resolutions in Writing - 16**

A resolution in writing, signed by all of the Directors, shall have the same force and effect as a resolution passed at a meeting of Directors.

### **Waiver of Notice - 17**

Notwithstanding the provisions of Article 12, Directors may waive notice of all Directors' meeting or consent to less than five (5) days notice or no notice, providing all Directors so waive or consent.

### **Rules of Order - 18**

If any dispute shall arise at any meeting on a matter of procedure it shall be settled in accordance with Roberts Rules of Order.

### **Director Vacancies - 19**

- 1) If any Director absents himself from three or more Directors' meetings without the consent of the Board, the Directors may, by resolution of directors, declare his office vacated.
- 2) Any casual vacancy occurring amongst the Directors-at-Large may be filled by resolution of the Board of Directors and the substitute Director so appointed shall remain in office for a period specified by the Board.
- 3) A casual vacancy occurring in the office of Vice-President shall be filled by a Director-at-Large chosen by resolution of the Board. The provisions of Article 17 (2) hereof shall apply to the case of the casual vacancy of the Board thereby created.
- 4) A casual vacancy occurring in the office of President shall be filled by the person holding the office of Vice-President. The provisions of Article 17 (2) hereof shall apply to the casual vacancy in the office of Vice-President thereby created.

### **Casting Vote - 20**

The President or other Director in the chair shall be entitled to vote only in the event of an equal division of votes, in which case the Chairperson shall have a casting vote.

### **Election of Chairperson - 21**

In the absence of the President and the Vice-President, the Directors present at a meeting may elect one of their number, who is a Director at Large, to act as Chairperson for that meeting.

## **Part 5 – COMMITTEES**

### **Executive Committee - 22**

An executive committee shall be established which shall consist of the President, and the Vice-President, the Treasurer, the immediate Past President and such other persons as may be designated by the President and shall be charged with supervision of the routine operations of the CEA including:

- a) determining the tenure and defining the responsibilities and authority of the Registrar in addition to the requirements of the Act
- b) appointing an CEO who shall be the Chief Executive Officer of the organization, responsible for the Executive Office of the organization, responsible for the general supervision and management of the day-to-day operations of the CEA, subject to policies established by the Board and Members. The Executive shall approve a specific directive which will establish the duties and authority of the position and shall enter a written employment contract with the CEO
- c) authorizing administrative staff levels and office facilities
- d) establishing remuneration levels for administrative staff
- e) monitoring administrative staff performance
- f) establishing the CEA office location
- g) submission for election of a qualified accountant to the members at the Annual General Meeting

### **Act, Regulations and By-laws Committee - 23**

- 1) A Special committee to review report and propose changes to the Act, Regulations and By-laws shall be appointed by the Board. The chair of the committee shall report to the Members at the annual general meeting.
- 2) The Board may establish special committees as required.

### **Standing Committees - 24**

- 1) The Board may establish standing committees as required to address the business aspects of CEA.
- 2) Each committee shall be formed with one or more Voters.
- 3) Committees shall be appointed for such periods the Directors from time to time determine.

## **Part 6 – OFFICERS**

### **The President - 25**

The President or Chairperson shall preside at all general meetings of the CEA and at all Directors' meetings and at all meetings of the Executive Committee.

### **Vice-President - 26**

The Vice-President shall perform the duties of the President in the absence of the President or during any period during which the President is unable to act.

### **Secretary/Treasurer - 27**

The treasurer shall keep the financial records of CEA.  
Responsible for submission of any statutory annual reports as required.

## **Part 7 – GENERAL MEETINGS**

### **Annual General Meeting - 28**

The annual general meetings of CEA shall be held within 14 months of the previous annual general meeting on a day accepted by the Board.

### **General Meetings - 29**

A special general meeting of CEA may be called by the President as and when the President considers it necessary, but the President shall forthwith call a special general meeting when requested to do so in writing by at least ten (10) members of CEA. The special purpose for which such a special general meeting is required shall be stated in the Notice. The business to be transacted at such a meeting shall be confined to the purposes named in the Notice.

### **Matters at the Annual General Meeting - 30**

At the annual general meeting, any Member may bring before the meeting any subject or proposal which relates to the affairs of CEA provided that notice is given in writing no less than 30 days before the meeting to the President, or as agreed unanimously by the Voters at the annual general meeting.

**Notice of General Meetings - 31**

Notice of the time and place of any general meeting shall be in writing to all Members at least two weeks before the date for holding the same. Notice of the meetings shall list the subjects or proposals of which any Member or Members have given notice.

**Quorum for General Meetings - 32**

Twenty (20) Voters representing at least 10% of the Members in good standing under the CEA Act shall constitute a quorum at any general meeting of the CEA.

**Method of Voting - 33**

Voting shall be by show of hands unless one (1) Voter requests a ballot.

**Proxies - 34**

1) Voting shall be by show of hands unless one (1) Voter requests a ballot. Proxies shall be submitted to the CEO for approval, in the following form or in any other form approved by the Directors: I, \_\_\_\_\_ of \_\_\_\_\_ being a Voter of the Consulting Engineers of Alberta, do hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as proxy to vote for me and on my behalf on any issue at the \_\_\_\_\_ general meeting of CEA to be held on the \_\_\_\_\_ day of \_\_\_\_\_ A.D. 20\_\_\_\_, and at any adjourned meeting thereof. Signed and dated by the said \_\_\_\_\_ .

**Rules of Procedure - 35**

If any dispute shall arise at any meeting on a matter of procedure, it shall be settled in accordance with Roberts Rules of Order.

**Casting Vote - 26**

The President or other Director in the Chair shall have a casting vote.

**Election of Chairperson 28**

In the absence of the President and the Vice-President, the Voters present at a meeting may elect a Director to act as Chairperson for that meeting.

**Part 8 – NOMINATIONS AND ELECTIONS****Mailing of Nominations - 38**

Members of good standing may submit nominations for Vice-President or for Directors-at-Large by delivering same, in writing, to the Chairman of the Nominating Committee, prior to the annual general meeting stating the names of the nominee, the mover, the seconder and the concurrence of the nominee. Nominations will not be accepted at the annual general meeting.

**Requirement of Candidate - 39**

Each candidate for election must represent a Member in good standing.



**Duties of Nominating Committee - 41**

The Nominating Committee shall have a slate of candidates, sought from a range of Members in terms of size, type of consulting engineering activity and location in the province, completed for presentation to the Board for approval and in time to permit inclusion with the notice for the annual general meeting.

**Voting - 42**

If more than one candidate is nominated for any position, then a ballot shall be conducted at the annual general meeting.

**Election - 43**

The candidate for each office to be filled at the annual general meeting receiving the largest number of votes from Voters representing members in good standing shall be elected.

**Candidates - 44**

A candidate may not be nominated for more than one position at the same election.

**Part 9 – DUES AND ASSESSMENTS****Annual Levies - 45**

The Directors may, on an annual basis, levy dues and special assessments against the Members.

**Determination of Levies - 46**

The proportion of any total annual levy or special assessments to be paid by each Member shall be based upon the number determined by Article 3(b). In this context total personnel shall include all personnel retained in Alberta any time during the proceeding calendar year ie. professional, non-professional, permanent, temporary, contract. Rates of dues and assessments shall not be changed except by resolution of the Directors passed at a duly constituted meeting of Directors at which a quorum is present and at which two thirds (2/3) of the Directors voting at such a meeting vote in favor of the resolution.<sup>2</sup>

**Notice of Dues - 47**

The Treasurer shall notify the Members forthwith upon the setting of dues or assessments, as the case may be, by the Directors as aforesaid.

**Notice of Personnel - 48**

Each Member shall file the Membership Renewal form to the CEA office within 30 days of receipt disclosing the number of total personnel (N) for the proceeding calendar year defined in accordance with Article 3(b) and 45.

**Payment of Annual Dues - 49**

Annual dues shall be payable by Members within 30 days of receipt of invoice. Special assessments shall be paid within such time as may be determined by resolution of the Directors.

**Continued Liability - 50**

Each Member shall be liable for the payment of all dues and assessments until its membership shall have been terminated under the Act, unless it shall have been relieved from payment by the Board of Directors.

**Part 10 – AUDITING****Statements - 51**

The financial statements of CEA shall be audited at least once each year by the appointed accounting firm elected for that purpose at the annual general meeting. A complete and proper statement of the standing of the financial statements for the previous year shall be submitted by the Treasurer at the annual general meeting.

**Annual Budget - 52**

A budget for the next year shall be submitted by the Treasurer to the annual general meeting for approval by the Members.

**Fiscal Year - 53**

March 31st in each year shall be the end of the fiscal year of the CEA.

**Part 11 – BORROWING POWERS****General Borrowing - 54**

For the purpose of carrying out its objectives, the CEA may borrow money in such manner as the Directors think fit by resolution of Directors.

**Security - 55**

The CEA may secure the payment of money in such manner, as it thinks fit, and in particular, by the issue of debentures with the sanction of a Special Resolution of the voters at a general meeting.

*<sup>2</sup>see page 16.*

**Part 12 - RECORDS****Preparation and Custody of Minutes - 56**

The Treasurer and such other person who may be appointed Secretary of a meeting shall take and maintain minutes of the proceedings of each general meeting of the CEA, each meeting of Directors and such minutes shall be maintained by the Secretary/Treasurer.

**Inspection of Books and Records - 57**

Minutes, financial statements and records of the CEA shall be available for inspection by Members at all reasonable times during ordinary business hours at the address of the CEA to which communications and notice may be sent and at which all process may be served, as filed with the Registrar of Companies from time to time.

## Part 13 – CUSTODY AND USE OF THE CORPORATE SEAL

### **Corporate Seal - 58**

The Corporate Seal of CEA shall be in the custody of the Registrar or such other persons as may be designated by the Directors, and all papers or documents required to be sealed on behalf of the CEA shall be sealed in the presence of the President or of such other persons as may be designated by resolution of the Directors.

## Part 14 – EMBLEM

### **Board Approval - 59**

A CEA emblem shall be created and approved by the Board. Any changes or additions to the emblem shall require Board approval.

### **Use of Emblem - 60**

The emblem shall be for the sole use of the CEA and its Members. It shall be used in documents, publications, displays and related material in an acceptable manner. Use of the emblem shall be encouraged to enhance the visibility and understanding of CEA, its mission and its members with society.

## Part 15 – TITLE

### **Use of MCEA Title - 61**

The title MCEA shall be used to identify the Member as a member of the Consulting Engineers of Alberta and generally in association with the Member's name as follows:

(Member's name), MCEA and shall otherwise be used in a manner that the Board finds to be acceptable.

### **Use of Other Controlled Titles - 62**

Other controlled titles, such as "Member of the Consulting Engineers of Alberta" its abbreviations and combinations, shall be used to identify the Member and shall be used in a manner that the Board finds to be acceptable.

## Part 16 – CERTIFICATE OF REGISTRATION

### **Form of Certificate - 63**

The Certificate of Registration shall be in the form approved by the Board.

### **Annual Renewal - 64**

The Annual Renewal of the Certificate of Registration shall be in the form approved by the Board and issued by the Registrar.

## Part 17 – ANNUAL REPORT TO THE MINISTER AND MEMBERS

### **Annual Report - 65**

An annual report shall be prepared by CEA for submission by the President to the Members for approval at the annual general meeting. Upon approval, it shall be submitted to the Minister.

### **Purpose - 66**

The objective of the annual report shall be to provide the Members, the Minister and the Government of Alberta with a general overview of:

- a) how the Members are collectively fulfilling their strategic role in the economy
- b) proposals that CEA and the government could implement to help achieve the objectives of the overall economic development strategy of the Province of Alberta

### **Content - 67**

The annual report shall include the following:

- a) a general review by Members of the current status of strategic plans and their implementation pertaining to the consulting engineering sector
- b) recommendations for actions
- c) additional information as approved by the Board

## Part 18 – APPOINTMENTS TO EXTERNAL BOARDS AND AGENCIES

### **CEA Nominees - 68**

The Board shall nominate individuals to represent CEA on boards and agencies, as it deems appropriate.

### **Annual Report - 69**

The President shall include in the annual report a summary of the relevant activities of these boards and agencies together with proposed related actions by CEA as approved by the Board.

## Part 19 – APPOINTMENTS TO THE CEA BOARD

### **APEGA Nominee - 70**

APEGA may nominate a CEA liaison person who shall be a member of APEGA. The liaison person may attend Board meetings in an ex-officio, non-voting capacity. The liaison person will serve for a term of two years unless replaced by APEGA or removed by a resolution of the Board of Directors.

## Appendix A: CEA Code of Consulting Engineering Ethics

### **Society**

- 1) Members shall practice their profession with concern for the social and economic well-being of Society.
- 2) Members shall conform with all laws, by-laws and regulations.
- 3) 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 appropriate public authorities.
- 4) Members expressing engineering opinions to the public shall do so in a complete, objective, truthful and accurate manner.
- 5) Members are encouraged to participate in civic affairs and work for the benefit of their community and should encourage their employees to do likewise.

### **Clients**

- 1) Members shall discharge their professional and business responsibilities with integrity.
- 2) Members shall accept only those assignments for which they are competent or for which they associate with other competent experts.
- 3) Members shall immediately disclose any conflicts of interest to their clients.
- 4) Members shall respect the confidentiality of all information obtained for and from their clients but shall deal appropriately with any matters which may place the public in jeopardy.
- 5) Members shall obtain remuneration for their professional services solely through fees commensurate with the services rendered.
- 6) Members shall promote consulting engineering services in accordance with a qualifications-based selection system endorsed by CEA.

### **Other Members of CEA**

- 1) Members shall relate to other Members of CEA with integrity, and in a manner that will enhance the professional stature of consulting engineering.
- 2) Members engaged by a client to review the work of another Member of CEA, shall avoid statements which may maliciously impugn the reputation or business of that Member.
- 3) Members shall respect the clientele of other members of CEA and shall not attempt to supplant them when definite steps, including negotiations for an engagement, have been taken towards their engagement.
- 4) Members, when requesting professional engineering services from other consulting engineering businesses, including Members of CEA, shall promote the use of a qualifications-based selection system endorsed by CEA.

### **Employees**

- 1) Members shall treat their employees with integrity, provide for their proper compensation, and require they conform to high ethical standards in their work and fully understand this Code of Consulting Engineering Ethics.
- 2) Members shall not require or permit their employees to take responsibility for work for which they are not qualified.
- 3) Members shall encourage their employees to enhance their professional qualifications and development through appropriate continuing education.





**For further information please contact:**

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