

ASSOCIATION OF CONSULTING
ENGINEERING COMPANIES OF
NEW BRUNSWICK

CONSTITUTION
AND
BY-LAWS

A MEMBER ORGANIZATION OF THE
ASSOCIATION OF CONSULTING ENGINEERING
COMPANIES

Revised: April 2014

CONSTITUTION AND BY-LAWS

Association of Consulting Engineering Companies of New Brunswick
Hereinafter the “Organization”

CONSTITUTION

1. The name of the organization is “Association of Consulting Engineering Companies of New Brunswick”.
2. The objects of the Organization are:
 - a. To assist in promoting satisfactory business relations between the members of the Organization and their clients.
 - b. To promote cordial relations among the various consulting engineering firms in New Brunswick and to foster the inter-change of professional, management and business experience and information among consulting engineers and when necessary to safeguard their business interest.
 - c. To further the maintenance of high professional standards in the consulting engineer profession.
 - d. To federate, associate, cooperate or join with the Association of Consulting Engineering Companies.
 - e. To do all such matters and things which will facilitate and advance contact between the Organization, the Association of Consulting Engineering Companies, the latter’s member organizations, and other related professional organizations within Canada.
 - f. To develop regional representation and participation in the affairs of the Organization.
 - g. To operate in liaison and harmony with the Association of Professional Engineers and Geoscientists of New Brunswick.
3. The operations of the Organization are to be carried on throughout the province of New Brunswick.

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 of the organization hereafter passed, unless the context otherwise requires:

- a. "ACEC" means the Association of Consulting Engineering Companies – Canada;
- b. "Act" means the Companies Act, Revised Statutes of New Brunswick, 1973, Chapter C-13;
- c. "Board" means the Board of Directors of the Organization;
- d. "By-Laws" means this By-Law No.1 and all other by-laws which may be passed by the Board of Directors and confirmed by the members in accordance with the provisions of the by-laws and of the act;
- e. "Consulting Engineer" means a professional engineer who is engaged primarily in the business of offering independent consulting engineering services;
- f. "Consulting Engineering Firm" means a partnership or corporation which is engaged primarily in the business of offering independent consulting engineering services;
- g. "Organization" means the "Association of Consulting Engineering Companies of New Brunswick" and the abbreviation of the Organization where an abbreviation is appropriate shall be "ACEC-NB";
- h. "The Engineering Profession Act" means the Engineering and Geoscience Professions Act, Consolidation of Engineering Profession Act, Chapter 88, 1986, and an Act to Amend the Engineering Profession Act, Bill 26, Proclaimed in Force December 1, 1999;
- i. "Professional Engineer" means a professional engineer within the meaning of the Engineering and Geoscience Professions Act;
- j. "Professional Geoscientist" means a professional geoscientist within the

meaning of the Engineering and Geoscience Professions Act;

- k. Wherever 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;
- l. Words importing singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa; and
- m. The headings of Articles and Sections of the by-laws are inserted for convenience of reference only and shall not affect the construction or the interpretation of the by-laws.

ARTICLE II

Membership

There shall be three classes of membership in the Organization namely, Corporate Members (hereinafter "Corporate Members"), Affiliate Members (hereinafter "Affiliate Members") and individual members (hereinafter "Individual Members"). An individual in his capacity (of sole practitioner) as a firm may be a Corporate Member as well as an individual member.

a. Qualifications as Corporate Members

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

- i) It shall have its engineering decisions determined by a registered professional engineer, professional geoscientist, or engineers who are members in good standing of the Association of Professional Engineers and Geoscientists of New Brunswick.
- ii) They shall be engaged primarily in the business of offering independent consulting engineering services to the public.
- iii) If a corporation, it shall be federally or provincially incorporated in Canada.
- iv) It shall practice consulting engineering in accordance with the Engineering and Geoscience Professions Act and regulations thereunder and in compliance with the professional standards established by the organization.
- v) Its practice shall not be conducted under an organizational arrangement that involves a conflict of interest or that subordinates independent professional judgement to other considerations.

- vi) 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 applicant shall be made and established in such a manner as the Board may direct.
- vii) An applicant for membership in the Organization shall be advised with due dispatch whether his 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.
- viii) 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 shall be issued a Certificate of Membership under the seal of the Organization and the signatures of the President and Secretary.

b. Qualifications as Affiliate Members

- i) Affiliate Members shall be individuals, a partnership or a corporation, Federal or Provincial Government Departments, Municipalities, or other entity such as Associations that are not eligible for Corporate membership, which provides services that are complementary to the business interests of the consulting engineering industry.

Affiliate Members will be eligible to serve on committees. While they will not be entitled to appoint voting delegates, they will be eligible for election to the Board but shall not be eligible to be Officers. Only one Board position may be held by Affiliate Members at any time. (Affiliate Members are not entitled to vote at General Meeting or amending of By-Laws or Constitution).

Annual fees of Affiliate Members shall be as set by the Board of Directors.

- ii) Use of Title

Only Corporate or Individual Members may use the title “Member of Association of Consulting Engineering Companies of New Brunswick”. Affiliate Members may only use the title “Affiliate Member of Association of Consulting Engineering Companies of New Brunswick”.

c. 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 the Code of Consulting Engineering Practice.

The Board may:

- i) require that Corporate Members also be members of ACEC, and that they join or renew membership in ACEC at the same time as they join or renew membership in the Organization, and
- ii) act as agent for ACEC in processing applications for membership and fees for both organizations, or may delegate to ACEC the authority to do so on behalf of the Organization.

d. Voting Representative

Each Corporate Member of the Organization shall be entitled to nominate its voting representatives at each General Meeting of the Organization. The number of voting representatives that each Corporate Member is entitled to nominate shall be based upon the average total number of employees of such Corporate Member resident in New Brunswick during the then preceding calendar year and shall be determined as follows:

<u>Corporate Member's Average Total No. of Employees Resident in New Brunswick</u>	<u>No. of Voting Representatives Corporate Member Entitled to Nominate</u>
4 or less	1
5 to 20	2
21 to 50	3
51 to 100	4
101 to 200	5
201 to 300	6
Over 300	7

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 annually the names of their Voting Representatives to the Secretary of the Organization and such appointment shall remain effective until varied by the Corporate Member by notice in writing to the Secretary of the Organization.

e. Individual Members

Individual Members of the Organization shall consist of:

- i) Every director of the Organization;
- ii) Every officer, trustee, and member of an executive committee of the Organization; and
- iii) Every validly nominated and existing nominee as director, officer, trustee, and member of an executive committee of the Organization.

The valid nomination of any person as director, officer, trustee or member of an executive committee, shall automatically constitute such person and individual member in good standing of the Organization for the duration of time that such person:

- i) continues to hold such office, if elected or appointed; or
- ii) continues as a validly existing nominee for such office.

Membership as an Individual Member in the Organization does not by itself entitle an Individual Member to any vote at a General Meeting of the Organization or to any rights in respect thereto save as herein provided. If the number of Individual Members at any time exceeds 90% of the Corporate Members of the Organization, the directors may, in such equitable manner as they see fit, limit the number of nominees as director, officer, trustee, or members of an executive committee for the purpose of preventing the number of Individual Members from exceeding the number of Corporate Members.

ARTICLE III

Termination of Membership

a. Resignation

A member may resign by delivering, or mailing by prepared post, to the President, the Vice-President or the Secretary of the Organization, a written resignation which shall be deemed to become effective upon its being so delivered or so mailed. The member shall remain liable for payment of any dues, assessments or 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 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 approved by two-thirds (2/3) of 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 right 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 of the Organization, every member shall file with the Secretary 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, made up as follows:

- i) total number of personnel in New Brunswick and elsewhere;
- ii) total number of personnel in New Brunswick.

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 on 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 Fee

The amount of the annual fee for each Corporate Member of the Organization

shall be based upon the average number of the personnel employed by a Corporate Member during the preceding calendar year as reported to the Organization under Section a) of this Article plus a fixed amount - minimum per firm (or front end loading).

The amount of the annual fee for each Affiliate Member of the Organization shall be based upon a fixed amount as may be determined by the Board.

d. Special Assessments

If additional funds are required to carry on the business and affairs of the Organization or for any special purpose, the Board upon resolution passed by two-thirds (2/3) of the members of the Board may levy special assessments, which shall be payable by the members in such amounts for each member 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 Members and Affiliate Members on or before April 1st in each year and payable within 60 days.

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 ten (10) Directors of whom a majority 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 either a member of a Consulting Engineering Firm, a Consulting Engineer who is a member of the Organization or an Affiliate

member 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 Organization shall be a Director ex-officio and upon ceasing to hold such office shall cease to be a Director of the Organization. The remaining 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 in Rotation

- i) There shall be one appointed Director, the Past President, and eight (8) elected Directors of the Organization, plus the ACEC-NB Representative on the ACEC Board. The elected Directors shall be elected at the Annual Meeting for the term of office herein specified.
- ii) At each Annual Meeting of the Organization, the Directors shall be elected to hold office.
- iii) A Director retiring at an Annual Meeting of members shall be eligible for re-election if otherwise qualified.

e. Vacancies

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 next Annual 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 Meetings

Meetings of the Board may be held at any place in or outside New Brunswick 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 the Vice-President or any two (2) Directors may at any time, and the Secretary, by direction of the President or Vice-President or any two (2) Directors, may convene a meeting of Directors. Notice of such meeting

shall be given to each Director at least ten (10) days before the meeting is to take place.

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 meetings 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

Questions arising at any meeting of Directors shall be decided by a majority of votes, unless otherwise provided in the by-laws or in the letters patent. In case of an 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 the 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.

ii) Remuneration and Reimbursement

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

iii) Removal of Director

The members of the Organization may, by a 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 his 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.

iv) 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:

- a) all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and
- b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Organization except such costs, charges, or expenses as are occasioned by his own wilful neglect or default.

i. Executive Director

The affairs of the Organization shall be administered by the Board of Directors in accordance with these by-laws. However, the Board of Directors may employ additional staff to assist administration including an Executive Director whose responsibilities shall include:

- i) administration of the Organization office, and
- ii) such tasks as may be assigned by the Board of Directors which may include filling the offices of Secretary and Treasurer when the Board of Directors so directs.

ARTICLE VI

OFFICERS

a. Officers of the Organization

The officers of the Organization shall be a President, a Vice-President, a Treasurer and a Secretary. One person may hold more than one office except the offices of President and Vice-President.

b. Election of Officers

The Vice-President and President shall be elected each year at the Annual Meeting. Normally, the President elect is the Vice-President from the previous year. If a Vice-President is not elected at the Annual Meeting, then at a subsequent meeting of the Board of Directors, the Board shall appoint a Vice-President from among the elected members thereof. 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 shall appoint a Treasurer and a Secretary and such other officers as the Board may determine, including one or more assistant 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 a by-law, perform such duties as may from time to time be prescribed by the Board.

d. Term of Office and Remuneration

Subject to the terms of written agreement to the contrary, the Board may remove at its pleasure any officer of the Organization. The terms of employment and remuneration of the President as such and other officers appointed by it shall be determined from time to time by the Board. The Board may also fix the remuneration to be paid to employees of the Organization.

e. 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 Organization. He shall perform all duties incidental to this office.

f. 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 or power, the absence or the disability of the President shall be presumed with reference thereto.

g. 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 resolution of the Board of Directors, and not otherwise; and shall perform such other duties as the terms of his engagement shall call for.

h. Treasurer

The Treasurer shall keep or cause to be kept full and 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.

i. Vacancies

If the office of President, Vice-President, Treasurer or Secretary or any other office shall be or become vacant, the Directors by resolution duly passed at any meeting duly called and held may elect or appoint any person qualified to fill such vacancy or vacancies.

j. Absence

In case of the absence or inability to act of any officer of the Organization the Board of Directors may delegate all or any of the powers of such person to any other person during such absence or inability to act of such officer.

k. 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 on 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 Engineering Companies from among the candidates nominated by the nominating committee and the members as provided in Article VII.a.i).

l. 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 be the Board of Directors with the immediate Past President serving as Chairman. The Nominating Committee shall prepare a proposed slate of candidates for election to

the Board of Directors in preparation of the Annual Meeting of members. In nominating new candidates, the Nominating Committee shall, to the extent practicable, provide for representation on the Board from different geographic areas of New Brunswick as well as from firms not currently represented on the Board. The nominating committee shall also nominate one or more persons as candidates for appointment by the Directors to serve as Director(s) on the Board of Directors of the Association of Consulting Engineering Companies.

- ii) Three (3) 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 at least one voting delegate of each nominating member together with the consent of the nominee with the Secretary of the Organization at least thirty (30) days before the Annual Meeting of members. Three (3) or more Corporate Members may also nominate any person as a candidate for appointment by the Board as one of the Directors on the Board of Directors of the Association of Consulting Engineering Companies by filing the nomination in writing signed by at least one voting delegate or each nominating member together with the consent of the nominee with the Secretary of the Organization at least thirty (30) days before the Annual Meeting of members.
- 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 constituted. Without limiting the generality of the foregoing, the Board may appoint the following standing committees:
 - a) Finance;
 - b) Membership; and
 - c) Liaison with the Association of Professional Engineers and Geoscientists of the Province of New Brunswick.
- ii) Committees may be formed to study and make recommendations in respect to a specific problem within the objects of the Organization. All committees shall be appointed by the Board of Directors, or on approval of the Board of Directors, by the President.

ARTICLE VIII

MEETINGS

a. Annual Meeting

The Annual Meeting of the members of the Organization shall be held at such place in New Brunswick on such day in each year 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 New Brunswick 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 ten (10) voting delegates.

c. Notice of Meetings

Subject to Article IX.a, 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 and each voting delegate 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 15 voting delegates in person or 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 delegates, 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 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 a 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

members. A member shall be entitled to attend meetings of members and participate 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 be given to members, except when a meeting is adjourned for thirty (30) days or more, ten (10) days' notice or the adjourned meeting shall be given in the manner hereinbefore 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 member 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 or air mail in a sealed envelope addressed to him at his last address as recorded in the books of the Organization or if sent by any means of wire or wireless or any other form of transmitted or recorded communication. 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. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch. Notwithstanding the foregoing, any notice sent to a Corporate Member shall be deemed to be notice to all Affiliates of such Corporate Member. It shall be the duty and obligation of each Corporate Member to post any notice to members in a conspicuous location at the Affiliates' place of employment or otherwise notify such Affiliates of the contents of the notice.

b. Computation of Time

In computing for a date when notice must be given under any provision of the letters patent or by-laws requiring a specified number of days notice of any 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 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 annually the names and addresses of all Affiliates of the Corporate Member and shall promptly advise the Secretary of any changes in such names and addresses. The Secretary shall keep a register of members in which are set out the names of all persons who are members or have been within ten (10) years members of the Organization and the addresses of every such person while a member.

ARTICLE X

FISCAL YEAR

Unless otherwise determined by the Board, the fiscal year of the Organization shall commence on April 1st 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 officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided.

b. Borrowing Limitations

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 cause 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 debentures shall not be issued by the Organization without the sanction of an extraordinary resolution of the Organization.

ARTICLE XII

EXECUTION OF INSTRUMENTS

- a. Contracts, documents or instrument in writing requiring execution by the Organization may be signed by the President or the Vice-President together with the Secretary or the Treasurer, and all contracts, documents or instruments in writing so signed shall be binding upon the Organization without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Organization to sign and deliver contracts. The term “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 property of all kinds including

specifically but without limitation 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 Corporation 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 OF 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 shall 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. The Directors shall from time to time determine to what extent and at what time and places and under what conditions or regulations the accounts and books of the Organization shall be open to the inspection of Corporate Members and no Corporate Member shall have any right of inspecting any account or book or document of the Organization except as conferred by law or authorized by the Directors or by resolution of the Corporate Members, whether previous notice thereof has been given or not.

ARTICLE XIV

TERMS OF OFFICE

- a. All Directors, with the exception of the President, Past President and the ACEC Representative, shall be elected “at-large”.
- b. The “Directors-at-Large” shall be elected to three-year terms, or for such lessor duration as the Board may authorize, and may be re-elected for one successive term, if otherwise qualified.

- c. The ACEC Representative shall be elected to a four-year term. This term is normally renewed, in whole or in part, only if an extension of service is specifically requested by ACEC.
- d. The ACEC Representative shall normally have served as ACEC-NB President prior to election.
- e. The Vice-President and President shall normally serve for a one-year term.
- f. The Vice-President shall normally have served on the Board of Directors, or on a similar organization's Board of Directors, a minimum of one full year prior to election.
- g. Normally, two or three "Directors-at-Large" and the Past President shall retire at each Annual Meeting of the organization.
- h. For the first Annual Meeting of the Organization, the first Directors of the Organization shall constitute the Nominating Committee. In each year following the year in which the first Annual Meeting of the Organization is held the President shall appoint a Nominating Committee in accordance with Article VII.a.

ARTICLE XV

EXTRAORDINARY RESOLUTIONS AND ALTERATIONS OF BY-LAWS

The majority necessary for the passing of an Extraordinary Resolution of the Organization shall be two-thirds (2/3) majority of those entitled to vote that are present in person or by proxy at a duly constituted Annual 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 Annual Meeting, at which such Resolution is to be considered.

Association of Consulting Engineering Companies of New Brunswick Code of Consulting Engineering Practice

Members of the Association of Consulting Engineering Companies of New Brunswick 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.

Members should participate in civic affairs and work for the benefit of their community and should encourage their employees to do likewise.

CLIENTS

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

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 or interest to their clients.

Members shall respect the confidentiality of all information obtained from 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 that 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 for which they are not qualified.

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