

TERMS OF REFERENCE
for
DIVISION OF ENVIRONMENTAL PROFESSIONALS
(DEP)

1. Name:

The full name of the Division will be “Division of Environmental Professionals” (herein referred to as the ‘Division’). The Division may also hold itself out as the acronym “DEP”.

2. Type:

The Division will report to Council.

3. Purpose:

The purpose and objectives of the Division are to:

- (a) Advance all aspects of environmental engineering and environmental geoscience;
- (b) Promote education, professional development, and high standards of practice in the fields of environmental engineering and environmental geoscience;
- (c) Promote awareness of environmental engineering and environmental geoscience to members of the Association, industry, public and government organizations;
- (d) Act on issues pertaining to the fields of environmental engineering and environmental geoscience;
- (e) Provide a mechanism to exchange and disseminate information among Division members;
- (f) Create dialogues and build relationships with other professionals working in the environmental sector; and,
- (g) Present considered opinions and recommendations to Council.

4. Membership:

- (a) A Division Member shall be a person who:
 - (i) is a registered Member of the Association or holder of a Non-resident License, in good-standing with the Association; and
 - (ii) is working directly or indirectly in the fields of environmental engineering or environmental geoscience; and
 - (iii) pays an annual supplemental Division Member fee.

- (b) A Division Limited Member shall be a person who:
 - (i) is a Limited License holder, an Engineer -in-Training or Geoscientist-in- Training, or an engineering or geoscience pupil, enrolled in the Association;
 - (ii) is working directly or indirectly in the fields of environmental engineering or environmental geoscience; and,
 - (iii) pays an annual supplemental Division Limited Member fee.
- (c) A Division Affiliate Member shall be a person who:
 - (i) is a member of another professional association outside of APEGBC;
 - (ii) is working directly in environmental sector; and
 - (iii) pays an annual Division Affiliate Member fee.
- (d) Division Members, Division Limited Members and Division Affiliate Members are not appointed by any Committee of Council. Potential Division Members, Division Limited Members and Affiliate Members apply for membership in the Division and, if they meet the respective requirements in Section 4(a), 4(b) or 4(c), they are accorded the privileges of Division membership. The maximum number of Division Affiliate Members allowed in the Division is 10% of the total number of Division Members. There is no restriction on the number of Division Members or Division Limited Members.
- (e) Division Limited Members and Division Affiliate Members are not eligible to hold office or vote.
- (f) Acceptance of an application for Division Affiliate Membership does not confer license to practice privileges as a professional engineer or professional geoscientist.
- (g) Upon a recommendation from the Division Executive, or at its own discretion, Council may revoke the class of Division Affiliate Membership or Division Limited Membership.

5. Fee Structure:

Two kinds of memberships to the division exist:

- (a) Division Member Fee: For members meeting the requirements outlined in Section 4.a., the fee shall be set at \$25.00 per year (plus all appropriate taxes).
- (b) Division Limited Member Fee: For members meeting the requirements outlined in Section 4.b, the fee shall be set at \$15.00 per year (plus all appropriate taxes).

- (c) Affiliate Member Fee: For members meeting the requirements outlined in Section 4.c., the fee shall be set at \$30.00 per year (plus all appropriate taxes).

Any changes in the fees structure shall be recommended by the Division Executive and shall be subject to approval by a majority of 50% plus 1 expressed by Division Members in a letter ballot, electronic ballot or at an annual general meeting. If the recommendation of the Division Executive is rejected, the most recent fees shall remain in effect.

6. Selection of Officers, their Duties and Powers:

- (a) The elected Division Executive Officers shall consist of the Past Chair and seven-members elected by the Division Members.
- (b) The elected Division Executive Officers shall elect from amongst themselves the positions of Chair, Vice Chair, Secretary and Treasurer.
- (c) Upon completion of a term as Chair, that individual shall assume the role of Past Chair for one additional year.
- (d) Up to four Division Executive Officers shall be elected by the Division Members each year for a term of two years.
- (e) A nominating committee, consisting of the Past Chair and two Division Members who are not Division Executive Officers, shall prepare a proposed slate of Division Executive Officers. The list of nominees, accompanied by the written consent of the nominees, shall be given to the Secretary and shall be published at least 90 days prior to the Division's Annual General Meeting.
- (f) Nomination of Division Executive Officers may also be made in writing by a minimum of two Division Members. Such nominations, signed by the Division Members making the nomination and accompanied by the written consent of the nominees, shall be given to the Secretary not later than 30 days after publication of the list of candidates nominated by the nominating Committee.
- (g) In the event that the number of nominees is less than or equal to the number of Division Executive Officers positions to be filled, then those nominees shall be declared as being elected by acclamation and no letter ballot need be conducted.
- (h) In the event that there are more nominees than Division Executive Officer positions, a letter ballot shall be taken in the following manner. The Secretary shall prepare a ballot containing the names of candidates nominated by the nominating committee and names of candidates nominated by the Division Members. The Secretary, at least 42 days prior to the Division's Annual General Meeting, shall mail the ballots to all Division Members at their last recorded address. All ballots shall be returned to a delegated staff member, and placed in the ballot box, which shall be closed at noon on the fifteenth day prior to the Division's Annual General Meeting. No ballot received after that time shall be counted, Ballots shall be opened and counted at least ten days prior to the Division's Annual General Meeting by three

persons, not in conflict, appointed by the Division Executive. The appointees shall report the results of the ballot to the Chair. The Chair, or the Secretary, shall inform each candidate of the results prior to the Division's Annual General Meeting. The results of the ballot will be reported to the Division at the Division's Annual General Meeting.

If there is a tie vote for the last position of Division Executive Officer, then that tie shall be broken by a show of hands at the Annual General Meeting. Elections for Division Executive Officers may be held by electronic ballot (fax or e-mail) rather than letter ballot, at the discretion of the Division Executive.

- (i) In the case of the incapacity, resignation, or death of a Division Executive Officer, the other Division Executive Officers shall appoint a Division Member to fill the vacancy for the balance of the term.
- (j) Any Division Executive Officer who ceases to be a Division Member in good standing for any reason shall immediately resign from the Division Executive. Should a Division Executive Officer wish to resign from the Executive, notice in writing must be sent to the Chair or, in the case of the Chair, to the Vice Chair.
- (k) The Executive Officers shall administer the affairs of the Division. Without specifying the duties of the individual members, the Division Executive Officers shall:
 - (i) keep records of all matters transacted at all meetings of the Division Executive and Division Members and Affiliate Members, and to forward an approved copy to a delegated staff member of the Association;
 - (ii) keep a record of the name and mailing address of Division Members, Division Limited Members and Division Affiliate Members;
 - (iii) be responsible for the collection of all fees and dues payable by Division Members, Division Limited Members and Division Affiliate Members and other monies, and to deposit the same to the credit of the Division with its bankers, and to pay all accounts passed by the Division Executive or any Finance Committee that may be established by the Division;
 - (iv) keep a regular account of such funds subject to examination and audit by the Association, the Executive and/or an auditor appointed at the Division's Annual General Meeting;
 - (v) carry out duties in association with the administration of the Division that the Division Executive may from time to time direct.

7. Function:

- (a) The Division fiscal year shall be the same as the Association fiscal year. Division membership will renew each calendar year concurrent with Association dues.

- (b) The Division Executive shall administer the affairs of the Division and provide for the orderly management and carrying out of the general business of the Division.
- (c) One Division Member who is not a Division Executive Officer shall be proposed by the Division Executive, and appointed subject to approval by the membership at each Division's Annual General Meeting, to act as a lay-person auditor for the ensuing year. The balance sheet and books of the Division shall be reviewed annually by the lay-person auditor. The lay-person auditor shall report on the financial affairs of the Division at the next Division's Annual General Meeting.
- (d) The Division Executive Officers, Division Committee Members and appointed delegates shall serve without remuneration. Payment of reasonable expenses may be made with prior approval of the Division Executive.

8. Division Executive Meetings:

- (a) The Division Executive shall meet when necessary, either together, or by teleconferencing or videoconferencing, to carry out the business of the Division. Questions arising at any meeting shall be decided by a majority of votes. The Chair of the meeting shall have the casting vote in case of a tie. A majority of the Division Executive Officers may call a meeting of the Division Executive by giving seven days notice to the Division Executive Officers of the date, hour and place of the meeting, and the business to be transacted.
- (b) Four officers of the Division Executive shall constitute a quorum necessary for the transaction of: business of the Division Executive, at least one of whom shall be the Chair, the Vice Chair, Secretary or the Treasurer.
- (c) If at any Division Executive meeting the Chair is not present within 15 minutes after the time appointed for the meeting, or if a Division Executive Officer has not been specifically appointed, as meeting Chair, the Division Executive Officers present may choose one of their number to be Chair for that meeting.
- (d) A resolution agreed to and adopted in writing, by fax or electronic mail, by a majority of the Division Executive, although not passed at a meeting of the Division Executive, shall be of the same force and effect as if it had been passed at a Division Executive Meeting.
- (e) The Division Executive may delegate any of their powers to committees consisting of Division Members, Division Limited Members or Division Affiliate Members as the Division Executive deem necessary. Any such committee shall conform to any regulations imposed on it by the Division Executive. The membership of every committee shall include a Division Executive Officer who shall, in addition to other duties, report the activities of the committee to the Division Executive.

9. Division General Meetings:

- (a) Only Division Members, Division Limited Members and Division Affiliate Members, and such other persons as invited by the Division Executive, shall be entitled to attend Division General Meetings.
- (b) Division General Meetings may be called by the Division Executive as they deem appropriate. Upon receipt of a written request of 15 Division Members, a Division General Meeting shall be held within one month at such place as the Division Executive shall select.
- (c) There shall be at least one Division General Meeting in each calendar year. The required meeting shall be designated the Division Annual General Meeting and shall be held at such place as the Division Executive shall select.
- (d) Notice of the time and place of all Division General Meetings shall be sent by mail or e-mail to each Division Member, Division Limited Member and Division Affiliate Member to their last known address not less than 21 days before the date of the meeting. The notice shall set out specifically the business to be transacted at the meeting.
- (e) At all Division General Meetings, seven Division Members or 10% of the total Division membership (whichever is higher), shall be a quorum. If within one half hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned for not more than three weeks, and if at the adjourned meeting a quorum is not present within one half hour from the time appointed for the meeting, the Division Members present shall form a quorum.
- (f) The Chair shall preside as Chair at all Division General Meetings unless that individual appoints some other Division Member to preside, giving the first consideration to the Vice Chair. If the Chair is not present, the Vice Chair shall preside as Chair. If neither is present within 15 minutes after the time appointed for the meeting, or if neither is able or willing to act as Chair, the Division Members present shall choose someone from their number to be Chair. The Chair shall be entitled to vote only when votes are evenly divided.

10. Manner of Altering Terms of Reference:

- (a) The Secretary shall send a letter ballot or electronic ballot for any proposed alteration or addition to the Terms of References of the Division to each Division Member, Division Limited Member and Division Affiliate Member, at their last known address, at least 42 days prior to the Division's Annual General Meeting incorporating in the ballot the wording of the proposed alteration or addition.
- (b) The receipt, counting and reporting of ballots shall be as described in Section 6.(h) of the Division Terms of Reference.
- (c) The Division Executive shall, if so authorized by a majority of 50% plus 1 expressed by Division Members in a letter ballot, electronic ballot or at an annual

general meeting recommend changes in the Terms of Reference of the Division to Council.

- (d) Changes to the Division's Terms of Reference shall be reviewed by the Governance Committee and approved by Council.

Approved by Council: April 25, 2008 (CO-08-61)

Revision approved by Council: _____ (CO-_____)

Revision approved by Council: _____ (CO-_____)