



**BYELAWS  
FOR  
THE ASSOCIATION OF PROFESSIONAL ENGINEERS OF  
BELIZE**

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**I. NAME AND STATUS**

1. The approved abbreviation of the name of the Association, where an abbreviation is proper, shall be APEB.
2. The following classes of Members shall be entitled to the use of an acronym corresponding to their respective classes as follows: MAPEB for Corporate Members and AMAPEB for Associate Members.
3. Corporate Members shall be entitled to use the professional designation “P.Eng.” immediately after their name provided they are in good financial standing with the Association.
4. The design, specification, and the guidelines for the use of the emblem of the Association shall be as prescribed by the Council of the Association.

**II. ELECTION OF MEMBERS**

**APPLICATIONS**

5. Only such persons shall be admitted or transferred in accordance with the Constitution and these Byelaws, and no others shall be members of the Association of any class and be entered on the register as such.
6. Admissions to membership in the Association and transfers in classes of membership therein shall be effected through voluntary applications from persons qualified under the constitution for such membership in the specified classes. The Board of Professional Education shall set the standard for all classes of membership; and the Admissions Committee shall process applications within the criteria set by the Board.
7. A candidate for admission to the Association in any class or for transfer to a higher class shall complete and sign the Form A (contained in the schedule hereto) describing his/her training and experience as required thereon. The candidate shall state the class of membership for which

s/he deems himself qualified and shall agree to conform to the obligation of membership if elected.

8. The Association may admit such persons as may be qualified and elected as Honorary Members, Corporate Members, Associate Members, Affiliate Members, and Student Members respectively.
9. Where, in the opinion of the Council, the information available in an application and in any confidential reports, as presented by the Admissions Committee after its initial review, is insufficient to provide the necessary evidence on which an election or transfer can be made, the Council may require the applicant to attend a professional interview and will require the Admissions Committee to conduct such an interview. An applicant called upon to attend a professional interview may be required to produce evidence of Academic Qualification and/or work in which s/he has been engaged in the form of drawings, designs, calculations, or investigations or research data as may be determined by the Admissions Committee. The interviewers may ask him/her such questions as will enable an assessment to be made of the training and experience the applicant has received and the extent to which s/he has benefited from this.

#### **RIGHTS AND PRIVILEGES**

10. The rights and privileges of every member of any class shall be personal to himself/herself, and shall not be transferable or transmissible by his/her own act or by operation of law.
11. No Honorary Member, Associate Member, Affiliate or Student Member of the Association shall, by reason of being a member of the Association, be entitled to any rights or privileges other than those which, by these Byelaws, are attached to the specific class of member of the Association to which s/he belongs, and wherever the term "Corporate Member" is used, it shall be taken to exclude Honorary Member, Associate Member, Affiliate or Student Member.

### **ELECTION**

12. The election of Candidates for membership of the Association in any class shall be by the Council, upon recommendation of the Admissions Committee.
13. (a) Candidates for election as a Corporate Member shall make application supported by two Corporate Members, and shall include with such application any supporting documentation as deemed necessary by the Admissions Committee.  
(b) Candidates for election as an Associate Member, Affiliate Member or Student Member, shall be proposed by two members, one of whom must be a Corporate Member, and shall include with such application any supporting documentation as deemed necessary by the Admissions Committee.
14. A form of proposal for election (FORM A) shall be sent by the candidate to the Chairperson of the Admissions Committee of the Association. Upon the recommendation of the Admissions Committee the Council shall determine the aptness of a candidate for election. If the Council decides that the candidate is eligible for election, the Chairperson of the Meeting of the Council shall sign the proposal on which shall be stated the class for which the candidate is eligible. A list of such candidates shall, as soon as possible, after such meeting of Council, be published and issued to all members by the Admissions Committee. A one-month time period shall be allocated, after the date of such publication, by the Council to allow for receipt of any communications from the membership regarding the qualifications and character of a candidate. The Council, if satisfied that s/he is a fit and proper person to become a member, shall declare the candidate elected. The Admissions Committee shall be advised of such decision and convey the decision of the council to the applicant.

### **TRANSFER**

15. The transfer of a member from one class to another shall be by the Council, upon advice from the Admissions Committee. Every candidate for transfer from one class to another shall be proposed and supported in the manner prescribed in Bye-Law 13 for election to the class to which s/he is desirous of being transferred.
16. Byelaws 13 and 14 shall apply to the transfer of a member from one class to another in like manner as they apply to election to membership.

### **III. SEPARATION FROM MEMBERSHIP - DISCIPLINARY PROCEEDINGS**

#### **EXPULSIONS: DISCIPLINARY PROCEEDINGS**

17. A member may be expelled or subjected to other disciplinary proceedings for a cause such as violation of any of the provisions of the Constitution, Byelaws or Code of Ethics of the Association or for conduct which in the opinion of the Council is improper and prejudicial to the best interest of the Association. The Council shall initiate disciplinary proceedings whenever it considers such improper conduct has occurred, upon the written request of ten or more members or by a written complaint from clients.
  
18. The Council may from time to time make, amend or rescind Regulations contained in these byelaws, for the purpose of:
  - (a) Setting up (either temporarily or for a period or ad hoc), a body or bodies of a disciplinary nature to investigate any allegation of improper conduct on the part of a member;
  - (b) Setting up (either temporarily or for a period or ad hoc), a body or bodies to adjudicate upon any such complaint or allegation and (if the same shall be justified) to recommend such order (if any) as it or they may consider appropriate;
  - (c) Providing for the publication of recommendations of the last mentioned body or bodies.
  - (d) Determining the constitution and membership and regulating the procedure of any body referred to in this Bye-Law;
  - (e) Dealing with any other matter that may be relevant to any such body or its functions.

The said regulations shall be designed to “ensure” that any allegation of improper conduct shall be properly investigated and (if sufficiently serious) be referred for adjudication by the Disciplinary Body appointed by the ethics and standards committee; and that before being called on to deal with any complaint or allegation of improper conduct on his/her own part, a member shall know what is the complaint or allegation; and that before being adjudged of such conduct, the member shall be given full and fair opportunity of being heard, that in all other respects the investigation shall be made and the proceedings conducted and the decision reached in accordance with natural justice; so that any decision shall be made known to members and others so far as may appear to be necessary or desirable.

#### **PROFESSIONAL CONDUCT**

19. Every member of any class is required so to order his/her conduct as to uphold the reputation of the Association.
20. For the purposes of this and the next succeeding Byelaws “improper conduct” shall mean:
  - (a) Any breach of these Byelaws, Regulations, Rules or direction made or given there-under, and
  - (b) Any other conduct that shall indicate unfitness to be a member of the Association.For the said purpose, any member who shall be convicted by a competent tribunal of a criminal offence which, in the opinion of the Council, renders him/her unfit to be a member shall be deemed to have been guilty of improper conduct.
21. If a member shall have been guilty of improper conduct, the Disciplinary Body shall recommend to the Council such order as it may consider appropriate. The orders which the Disciplinary Body shall have power to recommend shall be expulsion from membership of the Association, suspension of membership for any period, reprimand or admonition. The Disciplinary Body shall also have power to recommend that a member found guilty of improper conduct shall make a contribution towards the cost and expenses of the Association and incidental to any hearing before the Disciplinary Body. Membership shall not be suspended, nor shall a member be expelled from the Association except by a majority vote of at least two-thirds of the members of the Council present and voting on the consideration of the recommendation of the Disciplinary Body.
22. Every member is required so to order his/her conduct as to uphold the dignity of his/her profession and to act, in whatever capacity s/he may be engaged, in a strictly fiduciary manner towards his/her clients and employers and towards others with whom his/her work is connected and towards other members in a manner consistent with the best interest of the Association.
23. Any alleged breach of Byelaws 19-22 relating to professional conduct under this article which may be brought before Council, properly vouched for and supported by enough evidence, shall be dealt with by the Council, either by expulsion of the offender from the Association under the procedure of Bye-Law 18, as far as it is applied, or in such a manner as the Council may think fit in accordance with the Laws of Belize.

24. No person who has been expelled from membership and no member who has been suspended shall, during the period of his/her suspension, be allowed any of the rights or privileges of membership in the Association.

#### **NONPAYMENT OF DUES**

25. Any member of the Association shall forfeit his/her Membership and/or registration therewith in the event that his/her dues continue to be in arrears for a further period of three months after having been duly notified of such arrears in harmony with Article IV of the Byelaws.

#### **RESIGNATION**

26. Any member of the Association in good standing may resign his/her membership, as provided in Article IV, Section 3 of the Constitution. A member whose dues are not in arrears and against whom no complaint or charge is pending shall be considered in good standing.

27. A resignation tendered by a member while a decision on a complaint or charge against him is pending will be deferred until such decision is arrived at on the evidence. In case the evidence is insufficient to substantiate the charge, or the disciplinary action contemplated against the member is less than expulsion, provided that the member's dues are not in arrears, s/he will be considered to be in good standing, and the Council will accept his/her resignation.

If the disciplinary action contemplated is expulsion after all the evidence has been heard, the member's resignation will be rejected and s/he will be expelled from the Association in harmony with the Council's decision.

#### **RE-ADMISSION**

28. The Council may re-admit to membership any person whose membership has terminated from any cause, provided s/he satisfies the Council that s/he is worthy of re-admission and pays such amounts in respect of entrance fee and arrears of subscription as the Council may determine. In the event of the Council deciding to refuse re-admission in any particular case, they may do so without assigning any reason.

#### **IV. FEES AND DUES**

29. The following application fees shall be paid by Honorary Members, Members, Associate Members, Affiliates and Student Members:-

Honorary Members	...	\$ Nil
Corporate Members	...	\$100.00
Associate Members	....	\$100.00
Affiliate Members	...	\$ 50.00
Student Members	...	\$ 5.00

or such other application fees as may be determined by the Council from time to time in accordance with Section V of the Constitution, provided that persons transferred from one class to another class shall pay an amount equal to the application fee of the class to which they have been transferred.

30. Annual subscriptions shall be as follows:-

Honorary Members	...	\$ Nil
Corporate Members	...	\$300.00
Associate Members	...	\$150.00
Affiliate Members	...	\$100.00
Student Members	...	\$ 20.00

or such other subscriptions as may be determined by the Council from time to time in accordance with Section V of the Constitution.

31. All subscriptions shall become due on election and thereafter on the first day of September for the year commencing on the first day of January of the succeeding year.

32. Members of any class elected before the first day of June in any year shall pay the annual subscription for that year, those elected on and between the first day of June and the first day of October shall pay half of the annual subscription for that year, and those elected on and after the first day of October shall not be required to pay any proportion of the annual subscription for that year. Those transferred from one class to another before the first day of June shall pay the difference between the annual subscription of the two classes and those transferred on and between the first day of June and the first day of October shall pay one half of such difference.

33. All application fees and annual subscriptions shall be payable to the Association.

34. Any member of any class whose annual subscription is more than three (3) months in arrears from the respective due date as specified under byelaws 31 and 32 shall be notified in writing



and be subject to a fine of \$50.00 for late payment, and in the event of continuing in arrears for more than one (1) month after the date of such notification, s/he shall not be included on the roll of registered engineers as provided to the Registrar General of the Government of Belize. S/he will not be entitled to attend or take part in any meeting of the Association that may be held, or to receive any notice or publication of the Association that may be issued, or to exercise any of the rights and privileges of membership, or to vote, until such time that any outstanding payments are made notwithstanding the infringement of procedures under bye-law 35.

35. Any member of any class whose annual subscription is six (6) months or more in arrear shall be notified in writing and in the event of continuing for one (1) month in arrears after such notification, s/he shall thereupon cease to be a member and his/her name shall be removed from the Register, but such removal shall not relieve him from his/her liability for the payment of the arrears of subscriptions due from the amount calculated up to the first day of June preceding his/her expulsion.
36. The Council may in any special case, where in their opinion it is desirable to do so, reduce or remit the entrance fee, or annual subscription or the arrears of annual subscription of any member of any class.

**V. NOMINATION AND ELECTION OF OFFICERS**

37. Not later than the January meeting of each year, the Council shall appoint a Nominating Committee consisting of three members and a Chairperson who are members of the Council.
38. The Committee shall submit to the Council, their recommendations for President, Vice-President, Secretary, Treasurer and members of the Council.
39. Not later than the 31<sup>st</sup> day of March in any election year the Council shall publish a list of duly qualified persons whom they nominate for election to vacancies about to occur in the offices of the President, Vice-President, Secretary, Treasurer and members of the Council.
40. Not later than twenty-one (21) days after the issue of the Council's list, Corporate Members may nominate according to the Byelaws, any other duly qualified person to fill any of the vacancies specified in the Constitution by delivering such nomination in writing to the Secretary together with the written consent of such person to accept office if elected.
41. Any five (5) Corporate Members of the Association may nominate candidates for President, Vice-President, Secretary, and Treasurer. Any three (3) Corporate Members may nominate candidates for Ordinary Members of the Council. All candidates must be Corporate Members but no candidate presently employed by the Government of Belize may be nominated for the office of President, Vice-President, Secretary and Treasurer.
42. The President shall be nominated from those who are or have been Members of the Council. S/he shall hold office for two (2) years and shall be eligible for re-election for a succeeding term of two (2) years, but thereafter s/he shall not again be eligible for election as President until an interval of two (2) years has elapsed.
43. The Vice-President shall be nominated from those who are or have been Members of the Council. S/he shall hold office for two (2) years and shall be eligible for re-election for a succeeding term of two (2) years, but thereafter s/he shall not again be eligible for election as Vice-President until an interval of two (2) years has elapsed.

44. The Secretary shall be a Corporate Member. The period of office for Secretary shall be two (2) years, and s/he shall be eligible for re-election to the same or any other office in which s/he is qualified to serve. The Secretary shall not hold that office for more than two (2) consecutive terms but will again be eligible after an interval of two (2) years has elapsed.
45. The Treasurer shall be a Corporate Member and s/he shall hold office in that capacity for two (2) years only, but shall be eligible for re-election to the same or any other office in which s/he is qualified to serve. The Treasurer shall not hold that office for more than two (2) consecutive terms but will again be eligible after an interval of two (2) years has elapsed.
46. Ordinary Members of the Council shall be nominated from those who are Corporate Members. The period of office of ordinary members of the Council shall be two (2) years and s/he shall be eligible for immediate re-election. No ordinary member of the Council shall hold that office for more than two (2) consecutive terms but will be eligible after an interval of two (2) years has elapsed.
47. Not later than the 15<sup>th</sup> day of March in each year, or such later date as the Council may approve, the Council shall send to each member a ballot paper containing names of all persons duly nominated to fill the vacancies of officers and Members of Council of the Association, stating which persons are nominated by the Council.
48. In any election year the following allowances shall be made: a) provided that if the candidates nominated for any class of vacancies by the Council are the only candidates of that class, the persons so nominated shall be deemed to be duly elected and there shall be no ballot with respect to that class of vacancy, or b) Subsequently, when members of the outgoing council, eligible for re-election, choose not to accept a second term, these byelaws 42 to 45 shall be relaxed at the council's discretion, to allow for positions in the council to be filled by any Corporate Member in good financial standing under the procedures of bye-law 41.
49. In the event of there being a ballot each member voting shall mark an "X" opposite the name(s) of the candidate(s) of his/her choice for the respective office(s). The ballot papers shall be returned to the Secretary of the Association so as to reach him/her not later than twenty-one (21) days after their issue by the Council, and they shall be so marked as may be from time to time determined by the Council.

50. Not later than the Council Meeting held in April of each year, the council shall choose three or more members to be scrutinisers for the purpose of the ballot. The ballot papers shall be delivered unopened by the Secretary to the scrutinisers, who shall open them and count the votes and report the results to the President of the Association prior to the Annual General Meeting.
51. In the event of the scrutinisers being unable to report the election of the prescribed number of persons to fill the vacancies in the Council owing to an equality of votes, they shall submit the names of the candidates having the same number of votes to the President, who shall determine by his/her casting vote or votes which such candidate or candidates having such an equality of votes shall be elected.
52. The names of officers and members of the Council for the ensuing year shall be announced by the President or, in his/her absence by the Chairman of the meeting, at the Annual General Meeting, and they shall assume office immediately after the conclusion of the business of that meeting.
53. The Office of a member of the Council shall ipso facto be vacated:-
- (a) If s/he becomes bankrupt or lunatic, or
  - (b) If by notice in writing to the Association s/he resigns his/her office, or
  - (c) If s/he ceases to be a Corporate Member of the Association
54. Casual vacancies in the offices of the President, Vice-President, Secretary, Treasurer and member of the Council may be filled by the Council temporarily until such time as the membership can approve by ballot. The period for which the person so chosen shall hold office shall not be longer than the vacating member of the Council would in the ordinary course have retained office.
55. A vacancy in the offices of President, Vice-President, Honorary Secretary, Treasurer and Members of the Council may be declared by the Council if such member absents himself/herself for more than three (3) consecutive Council meetings without satisfactory cause.

## **VI MANAGEMENT**

56. The Council shall manage the affairs of the Association in accordance with the laws under which the Association is organized and within the provisions of the Constitution and these byelaws. It shall direct the care of the funds of the Association; make appropriations for specific purposes; act upon application for membership or transfer; take measures to advance the Professions and the interests of the Association; disseminate technical knowledge through publications, meetings, and by other means; and generally direct the business of the Association. All members of the Council shall be non-salaried.
57. The Council shall set up a permanent Secretariat under the direction of the Honorary Secretary. The role of the Secretariat shall be to support the Council in carrying out its mandated tasks listed in clause 56 and in executing decisions of the Council and committees established under clause 64. The Secretariat shall be the focal point to which all official business of APEB shall be channelled and shall facilitate compliance with the Act and Byelaws of the Association and agreements and contracts entered into by APEB from time to time. A Terms of Reference for the functioning of the Secretariat shall be established and shall be updated as needed to meet contemporary demands for services by the Council of APEB and its members.
58. The Council shall meet as often as the business of the Association may require, and in any event, not less than once in each successive period of three (3) months, and meetings shall be held at the Headquarters of the Association or such other place as the Council may decide. At every meeting of the Council, five (5) members entitled to vote shall constitute a quorum, and all matters shall be decided by a majority, except as otherwise herein provided for.
59. The Secretary shall, on the request of the President or any two (2) Members of the Council, convene a meeting of the Council. Any member that wishes to see council must be allowed to do so, provided that adequate notice is provided for purposes of convening a session of the council.
60. It shall be the prerogative of the Council to seek by email or post, the views of the members of the Council on any matter, including those concerned with applications for membership of the Association.

61. At any meeting of the Council, each member of the Council present shall have one (1) vote. The Chairperson shall have a casting vote. The Chairperson may direct, or any two (2) members present may demand, that the voting shall be by a secret ballot. In the event that a council member not be able to provide a vote, in person or by proxy, the president may utilize his/her casting vote to constitute a quorum, otherwise such matters shall be part of the business of the following council meeting.
62. At each meeting of the Council, the Chair shall be taken by the President or, in his/her absence, the Vice-President, or in the absence of the Vice-President the most senior member of the Council present at the meeting.
63. On the demand of any two (2) members of the Council present at any meeting of the Council, any resolution of the Council passed at such meeting shall be deferred to the next meeting for further consideration, and in such case, the resolution shall not become effective unless it be confirmed by a majority at the next such meeting, provided always that the consideration of such resolution shall not be further deferred at such next meeting except by a resolution of the Council.
64. The Council may appoint or dissolve committees consisting of members of Council and Corporate Members and others for particular purposes.
65. The Council may nominate representatives (to be voted on at a special meeting by the body) for such purpose and with such powers as it may determine. Such appointment may be made from members of the Association or from such persons as the Council may select to further the interests and work of the Association and may be cancelled at any time by the Council.
66. The Council may cause minutes to be kept of the proceedings of all meetings of the Association. Minutes shall be kept of all meetings of the Council.
67. The Council shall cause to be kept proper and sufficient accounts of the capital, funds, receipts and expenditure of the Association, so that the true financial state and condition of the Association may at all times be exhibited by such accounts available to any member of the Association by application to the Secretary or Treasurer.

68. The financial year of the Association shall end on the 30<sup>th</sup> day of December in each year; and the accounts of the Association shall be made up to that date, and after having been approved by the Council and audited by an Auditor or Auditors, shall, together with the Auditor's report, be laid before the next following Annual General Meeting.
69. The President shall have general supervision over the affairs of the Association. S/he shall preside at meetings of the Association and of the Council. S/he shall be ex-officio and a member of all the committees. S/he shall deliver an address at the Annual General Meeting or at some other business meeting of the Association during his/her term of office.
70. Subject to the direction of the Council and the President, the Honorary Secretary, with the assistance of the Secretariat whenever necessary, shall:
- (a) conduct the correspondence of the Association
  - (b) attend all meetings of the Association and the Council, prepare the Agenda, there for, and record the proceedings thereof;
  - (c) read all the minutes and communications that may be ordered to be read;
  - (d) make an annual report and such other reports as may be prescribed by the Council;
  - (e) countersign all cheques drawn on the funds of the Association and shall countersign all documents relating to any financial transaction of the Association;
  - (f) have charge of the property and the quarters of the Association.
  - (g) superintend the publication of such papers and publications as the Council may direct.
- S/he shall also engage, subject to the approval of the Council, and be responsible for all persons employed as servants of the Association and shall generally conduct the ordinary business of the Association through the Secretariat and under the overall direction of the Council.
71. The Treasurer, as the financial officer of the Association shall:
- (a) be responsible for the collection of all monies due the Association and for the transfer of such monies to the appropriate bank accounts of the Association;
  - (b) have charge of the books of accounts of the Association and shall exercise all customary managerial functions of the Association; s/he shall sign all documents relating to such transactions; s/he shall present annually to the Council a Balance Sheet of the Association's books as of 30<sup>th</sup> April and shall furnish, from time to time other financial statements as may be required of him;

- (c) serve ex-officio as a member on the financial committees of the Association.

## **VII. PROCEEDINGS OF MEETINGS**

- 72. The President shall preside at all Ordinary and General Meetings of the Association at which s/he is present; in the absence of the President, the Vice-President, or if not present, a member of the Council, the most senior member of the Council present at the meeting, shall preside.
- 73. Votes may be given at any Annual or Special General Meeting either personally or by proxy. On a show of hands, every member of any class present in person and entitled to vote at such a meeting shall have one (1) vote. In the case of a poll, every member of any class present in person or by proxy and entitled to vote at such a meeting shall have one (1) vote.
- 74. No person who is not entitled to vote in his/her own right shall be appointed a proxy to vote at such meetings.
- 75. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her Attorney, and shall, as nearly as circumstances admit, follow form B contained in the Schedule hereto.
- 76. The instrument appointing a Proxy and the Power of Attorney (if any) under which it is signed shall be presented to the Secretary at or before the time for holding the meeting at which the person named in the Proxy proposes to vote, but no instrument appointing a Proxy shall be valid after the expiration of six (6) calendar months from its date except on a poll demanded at a meeting in cases where the meeting was originally held within six (6) calendar months of such date.
- 77. A vote given in accordance with the terms of an instrument appointing a Proxy shall be valid notwithstanding the previous death of the principal or revocation of the Proxy unless indication in writing of the death or revocation shall have been received at the office of the Association prior to the meeting.
- 78. A ballot may be demanded by the Chairperson of any Special or Annual General Meeting or by any three (3) persons personally and entitled to vote thereafter and if so demanded, shall be



taken in such a manner and at such time within twenty-eight (28) days next after the meeting and in accordance with the Constitution and Byelaws. The fact that a ballot has been demanded shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a ballot has been demanded. A demand for a ballot may be withdrawn. No further notice need be given of a ballot not taken immediately.

79. In the case of an equality of votes, the Chairperson of the meeting shall both on the show of hands and by ballot have casting vote in addition to his/her personal vote.
80. The quorum of any Annual or Special General Meeting shall not be less than two-thirds of those persons entitled to be present and vote thereafter and no business shall be transacted at any such meeting unless the quorum be present, except that if a quorum is not present within half-an-hour from the time appointed for holding the meeting, the meeting will be held with members present
81. Fourteen (14) days' notice at the least shall be given of all Annual and Special General Meetings. The notice shall specify the nature of the business to be transacted, and no other business shall be transacted at these meetings except such business (if any) at an Annual General Meeting of which notice shall have been given as provided in Byelaw.
82. The accidental omission to give notice of a meeting to any member of any class shall not invalidate the meeting.

## **VIII. ORGANIZATION**

83. Where committees are set up in accordance with Article IX (1) of the Constitution, the Council shall appoint the members, designate the Chairperson and outline the duties of all committees, and such committees shall report directly to the Council and shall perform their duties under its direction.
84. The Chairperson of a committee shall preside at all committee meetings, shall appoint all sub-committees unless otherwise directed, and shall be ex-officio, a member of all sub-committees of the committee.

85. The Secretary of a committee shall have the following duties:-
- (a) Attend all meetings of the committee, keep a roll of members' attendance and record the minutes of the meetings transmitting copies thereof to the Council through the Secretary of the Association;
  - (b) Conduct the correspondence of the committee, receive and file all communications addressed to the committee, and furnish each member of the committee with a copy of all important communications;
  - (c) Read the Minutes at all meetings, issue notices for all meetings, and promptly inform sub-committees of their appointments and duties.
  - (d) Keep a record of all expenses of the committee, prepare an abstract of the Minutes of all meetings and forward it to the Secretary of the Association for the Council, and perform other such duties as may be required of him/her.
86. No member of any committee of the Association shall receive a salary for his/her services as member of such a committee. In special cases, the Council may approve allowances for official travel by members of the committees at its discretion. The Council may authorize an expense allowance for stationery, postage and telephone calls. Extra-ordinary expenses, such as purchase of instruments, equipment or publications, salaries and travel expenses of special employees must have prior authorization of the Council on the recommendation of the Chairperson of the Committee concerned. The Chairperson shall hold responsibility for all tangible property of the Association obtained in this manner and shall turn over all such materials and records to the Secretariat of the Association upon completion of its work.
87. Each committee shall hold a meeting as soon as practicable after its formation if its duties require such a meeting. Thereafter, such meetings shall be held as regularly as necessary for the performance of its duties at the discretion of the Chairman or at the request of a majority of the committee, and due notice of such meetings shall be given to the members of the committee.

88. From time to time, each committee shall make such reports and recommendations to the Council that the committee considers desirable to advance its objectives. Each committee annually shall submit an annual report for consideration at the Annual meeting of the Association. Annual reports of committees shall be filed with the Secretariat of the Association not later than 1<sup>st</sup> April each year. Final and annual reports shall have the approval of a majority of those voting. Dissenting members may present minority reports either, individually or jointly. Members who refrain from voting shall be so named in this report.
89. Technical and/or professional divisions may be organized in accordance with Article IX (2) of the Constitution for the purpose of advancing the science and profession of that special field or branch indicated by the name of the division.
90. Members of the Association in any class may become members of a technical or professional division or divisions by enrolment and shall not be subject to payment of any dues in addition to the regular dues of the Association.
91. Meetings may be held by such divisions for the pursuance of its objectives, but such divisions shall incur no financial obligations chargeable to the Association unless specifically authorized by the Council. No action shall be taken at a meeting of technical or professional division, either as a division or a committee of a division, which may be deemed to express an attitude or action of the Association, but resolutions or recommendations may be addressed to the Council for consideration or approval and promulgation.
92. The Council may suspend or disband any technical or professional division on sixty (60) days' notice.
93. Branches of the Association may be established by the Council where for geographical reasons members of the Association cannot enjoy close contact with the body of the Association. The organization of such a branch may be authorized by the Council, upon written request of ten (10) members of the Association residing in the area of the proposed branch. The terms under which such branches shall operate as a part of the Association shall be approved by the Council following an application for such a branch of the Association.

**IX. GENERAL PROVISIONS**

### **REGULATIONS BY COUNCIL**

94. The Council may make regulations, and may from time to time amend or revoke such regulations, for any purpose not inconsistent with the Constitution and these Byelaws.

### **PUBLISHED REPORTS OF MEETINGS**

95. No report of the proceedings of any meetings of the Association shall be published to the general public except with the previous consent of the Council. Reports and/or minutes of meetings of the general membership whether General/Special/or Annual shall be posted to the membership no later than 14 days beyond the date that such a meeting is held.

### **NOTICES**

96. Any notice may be served or any communication may be sent by the Council or by the Secretariat of the Association upon or to any member of any class, either personally or by sending it pre-paid through the post addressed to such person, at his/her address as registered in the books of the Association.
97. Any notice or communication, if served or sent by post, shall be deemed to have been served or delivered on the tenth (10<sup>th</sup>) day following that on which the same is posted; and in proving service or sending it shall be sufficient to prove that the notice or communication was properly addressed and posted.

### **CODE OF ETHICS**

98. For the purpose of the Constitution and these Byelaws, the Code of Ethics governing the professional conduct of members of the Association shall be as outlined in PUBLICATION (73) 001 of the Council of Caribbean Engineering Organization adopted by the CCEO at its fifth Meeting held at Holiday Inn, St. Lucia, 14-15 September 1972 for regional application and entitled: “CODE OF ETHICS AND GUIDE TO PRACTICE UNDER THE CODE OF ETHICS”, or such modifications as may be approved by the Council. A copy of the code of ethics can be obtained electronically upon request to the Secretariat of the Association of Professional Engineers of Belize or from the Association’s website.