

2016 Annual General Meeting

INDIVIDUAL PROPOSED BY-LAW CHANGE TO MODIFY BY-LAW 3.1.6

| By-Law | Current Wording | Proposed Wording | Reason | President's Accompanying Information |
|---------------|--|---|--|---|
| By-Law 3.1.6 | <p>3.1.6 Voting Procedure Except as provided in 3.1.6.1, voting shall be conducted on-line through a secure portal. Voting shall occur in the period between 21 days and eight days before the annual general meeting.</p> | <p>3.1.6 Voting Procedure Except as provided in 3.1.6.1, voting shall be conducted on-line through a secure portal, third-party elections services provider. Voting shall occur in the period between 21 days and eight days before the annual general meeting.</p> | <p>Current in-house electronic elections depend entirely on staff. Other self-regulating professional bodies commonly use third party election services providers. The Manitoba Law Society spends only pennies per vote, for guaranteed, verified results in their elections.</p> | <p>Existing in-house system is audited by an independent third party. This proposal would increase costs for members without additional security.</p> |

2016 Annual General Meeting

INDIVIDUAL PROPOSED BY-LAW CHANGE TO MODIFY BY-LAW 3.1.7 Counting of the votes

| By-Law | Current Wording | Proposed Wording | Reason | President's Accompanying Information |
|--------------|--|---|---|---|
| By-Law 3.1.7 | <p>3.1.7 Counting of the Votes At least 10 days prior to the date of the annual general meeting, the president shall appoint three scrutineers who shall be professional members of the association but not members of council or nominees for election to council. The election shall be decided according to the rules of proportional representation. The method for counting votes shall be that approved by council and on file in the association office. The scrutineers shall provide a report of the results of the voting to the registrar. The report shall be presented at the annual general meeting. The registrar shall retain letter ballots and on-line voting records for a period of 30 days following the annual general meeting, after which they shall be destroyed.</p> | <p>3.1.7 Counting of the Votes At least 30 days prior to the date of the annual general meeting, the president shall appoint three scrutineers, from a pool of members who have applied in writing to serve as scrutineers, or failing that invitation process, from the membership and who shall be professional members of the association but not members of council or nominees for election to council. The election shall be decided according to the rules of proportional representation. The method for counting votes shall be that approved by council and on file in the association office. The scrutineers shall provide the report of the results of the voting from the third-party company providing election services, to the registrar. The report shall be presented at the annual general meeting. The scrutineers scrutineer-team shall retain letter ballots and on-line voting records for a period of 30 days following the annual general meeting, after which they shall be destroyed.</p> | <p>When Council takes control of APEGM's election process, and it moves out of the realm of the CEO, these changes will better define the job of the team of scrutineers. Using a third party election services provider and scrutineers external of council will assure the Members that APEGM elections are unequivocal and verifiable.</p> | <p>Existing in-house system is audited by an independent third party. This proposal would increase costs for members without additional security.</p> |

2016 Annual General Meeting

INDIVIDUAL PROPOSED BY-LAW CHANGE TO MODIFY BY-LAW 3.3.2 Secretary

| By-Law | Current Wording | Proposed Wording | Reason | President's Accompanying Information |
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| By-Law 3.3.2 | <p>3.3.2 Secretary The secretary shall be appointed by the council. The term of office and remuneration of the secretary shall be determined by the council from time to time. The offices or registrar and secretary may be combined.</p> | <p>3.3.2 Secretary The secretary shall be appointed by the council. The term of office, performance, and remuneration of the secretary shall be reviewed and determined annually by the council. The offices of registrar and secretary may not be combined.</p> | <p>The previous review wording was ineffective. Many years ago, when APEGM employed only a handful of people, each employee had to serve several roles. Now that staff has grown, this complicates some relationships. Expecting the CEO to serve these other roles is no longer of any benefit to APEGM. Much of the work of the Secretary and of the Registrar are already done by existing employees. This change need not result in any addition to staff size.</p> | <p>Separating the roles of Secretary and Registrar adds costs and complexity to the Association's operations without any benefit.</p> |

2016 Annual General Meeting

INDIVIDUAL PROPOSED BY-LAW CHANGE TO MODIFY BY-LAW 3.3.3 Chief Executive Officer

| By-Law | Current Wording | Proposed Wording | Reason | President's Accompanying Information |
|---------------|---|--|--|--|
| By-Law 3.3.3 | <p>3.3.3 Chief Executive Officer The council may appoint a chief executive officer. The term of office and remuneration of the chief executive officer shall be determined by the council from time to time. The offices(s) of registrar and/or secretary may be combined with that of the chief executive officer.</p> | <p>3.3.3 Chief Executive Officer The council may appoint a chief executive officer. The performance, term of office and remuneration of the chief executive officer shall be determined reviewed by the council annually. The review shall be in the 360 degree performance appraisal format and shall be conducted by council in conjunction with an independent auditor. Neither the office of registrar nor the office of secretary may be combined with that of the chief executive officer.</p> | <p>The CEO is responsible for the day to day operation of the APEGM. It is incumbent on council to monitor performance of the CEO. This is consistent practice for any effective organizational board.</p> | <p>Separating the roles of CEO, Secretary and Registrar adds costs and complexity to the Association's operations without any benefit.</p> |

2016 Annual General Meeting

INDIVIDUAL PROPOSED BY-LAW CHANGE TO MODIFY BY-LAW 4.2.2 Vice President

| By-Law | Current Wording | Proposed Wording | Reason |
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| By-Law 4.2.2 | <p>4.2.2 Vice President 4.2.2.1 Election The vice-president shall be elected by the council from the elected councilors, by majority vote preferably within three months and in no case more than six months after each annual general meeting of the association. Normally, no person shall hold the office of vice-president without having served as an elected member of council for a period of at least 12 months. The vice-president shall be a professional member in good standing of the association.</p> | <p>4.2.2 Vice President 4.2.2.1 Election The vice-president shall be elected by the council from the elected councilors, by majority vote preferably within three months and in no case more than six months after each annual general meeting of the association. Normally, no person shall hold the office of vice-president without having served as an elected member of council for a period of at least 12 months. Normally, no person shall hold the office of vice-president without having served as an elected member of council for a period of at least 12 months. The vice-president shall be a professional member in good standing of the association. Candidates for Council shall be conversant in Robert's Rules of order, the Engineering and Geoscientific Professions Act and Bylaws, and Council Policies. The election of Vice President shall be by paper ballots, collected by an appointed councilor, in a container, and counted in the Council room. Each candidate will be invited to observe the opening of each ballot, or name a scrutineer to so observe. An Election Results Document shall be prepared and signed by the candidates and scrutineers. The ballots will be retained for 30 days, unless there is a unanimous vote by all Councillors present for their earlier destruction.</p> | <p>APEGM is obliged to follow Robert's Rules. The proper application of these rules make meetings more orderly and productive. With both a VP, and a President who are more familiar with the Rules, this change will ensure Council's meeting will be conducted in a more effective manner.</p> |

2016 Annual General Meeting

INDIVIDUAL PROPOSED BY-LAW CHANGE TO AMEND BY-LAW 4.3.1.1

| By-Law | Current Wording | Proposed Wording | Reason | President's Accompanying Information |
|---------------------------|---|--|---|--|
| <p>By-Law 4.3.1.1</p> | <p>4.3.1.1 Governance Councillors shall be responsible for ensuring that the council prepares, revises when appropriate, publishes and adheres to a Governance Manual developed for guidance in carrying out its responsibility for the association's overall performance.</p> | <p>4.3.1.1 Governance Councillors shall be responsible for ensuring that the council prepares, revises when appropriate, publishes and adheres to a Governance Manual developed for guidance in carrying out its responsibility for the association's overall performance. Upon an allegation of violation by a Councillor, of any Governance Manual or other rule, Council shall be limited in its action to the provision of the information to the Investigation Committee. Council shall not suspend, sanction or remove any Councillor for any allegation of a Code of Ethics or Bylaw violation.</p> | <p>Dealing with allegations of breaking rules by members of Council should be in the hands of APEGM's Investigation and Discipline processes.</p> <p>The IC/DC process is the proper process for any complaint against a member. Accordingly, it is also appropriate for a complaint against a councillor.</p> <p>Council has the option of requesting that the IC/DC process be expedited for complaints against a councillor.</p> | <p>Legal counsel has advised that this proposal is inconsistent with the Act. Therefore, it could not be implemented if passed.</p> <p>Investigation Committee does not have authority under The Engineering and Geoscientific Professions Act to address complaints of Councillor Code of Conduct violations.</p> |

2016 Annual General Meeting

INDIVIDUAL PROPOSED BY-LAW CHANGE TO MODIFY BY-LAW 4.3.2 President

| By-Law | Current Wording | Proposed Wording | Reason | President's Accompanying Information |
|---------------|---|--|---|---|
| By-Law 4.3.2 | <p>4.3.2 President The president, if present, shall preside at all meetings of the association, of the council and of the executive committee. He or she shall be responsible for the performance of such duties and exercising of such powers as are set out in these by-laws and as may from time to time be assigned by the council.</p> | <p>4.3.2 President The president, if present, shall preside at all meetings of the association, of the council and of the executive committee. He or she shall be responsible for the performance of such duties and exercising of such powers as are set out in these by-laws and as may from time to time be assigned by the council. If the President is authorized to create new policy or interpret the provisions in written policy, such new policies and interpretations shall be deliberated and approved by Council before taking effect.</p> | <p>In conformance with convention, with Robert's Rules, and with the clear responsibilities of Council to Members and to the People of Manitoba, Council has an obligation to have input into such matters.</p> | <p>The language in this proposal contradicts itself.</p> <p>Council's proposal provides that: "The president may perform duties delegated to him or her by the council and shall report to the council on completed duties."</p> |

2016 Annual General Meeting

INDIVIDUAL PROPOSED BY-LAW CHANGE TO MODIFY BY-LAW 4.3.6 Secretary

| By-Law | Current Wording | Proposed Wording | Reason |
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| By-Law 4.3.6 | <p>4.3.6 Secretary In addition to the duties required by the Act, the secretary shall conduct, or cause to be conducted, the correspondence of the association and council; shall attend all annual general meetings, special meetings and their adjournments, either in person or by substitute appointed for a specific meeting as determined by the council; and shall keep or cause to be kept a correct record of the proceedings. The secretary shall send or cause to be sent all notices that are to be sent to the members of the association and council. The secretary, or any other person deputed by council, shall receive all payments to the association, collect or cause to be collected all dues, fees and assessments levied by council or the association, and ensure that correct accounts are kept. The secretary shall distribute the Auditor's report and Statement of Financial Position, or cause it to be distributed, at or before the annual general meeting, and perform such other duties as council may from time to time prescribe.</p> | <p>4.3.6 Secretary In addition to the duties required by the Act, the secretary shall conduct, or cause to be conducted, the correspondence of the association and council; shall attend all annual general meetings, Council meetings, special meetings and their adjournments, either in person or by substitute appointed for a specific meeting as determined by the council; and shall keep or cause to be kept a correct record of the proceedings. A draft version of the Minutes and proceedings of all such meetings shall be electronically distributed to Council members within 7 days of each such meeting. Within 10 days of the AGM and of any SGM, draft Minutes of said meeting shall be distributed. This distribution must include all members who attend the subject meeting. The secretary shall send or cause to be sent all notices that are to be sent to the members of the association and council. The secretary, or any other person deputed by council, shall receive all payments to the association, collect or cause to be collected all dues, fees and assessments levied by council or the association, and ensure that correct accounts are kept. The secretary shall distribute the Auditor's report and Statement of Financial Position, or cause it to be distributed, at or before the annual general meeting, and perform such other duties as council may from time to time prescribe.</p> | <p>It is common practice for most organizations to expeditiously complete and distribute meeting minutes to ensure accuracy and reliability of the review process.</p> |

2016 Annual General Meeting

INDIVIDUAL PROPOSED BY-LAW CHANGE TO MODIFY BY-LAW 4.3.7 CEO

| By-Law | Current Wording | Proposed Wording | Reason | President's Accompanying Information |
|--------------|--|--|--|--|
| By-Law 4.3.7 | <p>4.3.7 Chief Executive Officer If the council appoints a chief executive officer, his or her duties and authority shall be assigned from time to time by the council.</p> | <p>4.3.7 Chief Executive Officer If the council appoints a chief executive officer, his or her duties and authority shall be assigned from time to time by the council. If the Chief Executive Officer is authorized to create new policy or interpret the provisions in written policy, every such new policy and interpretation shall be deliberated and approved by Council before taking effect.</p> | <p>The current Council Policy gives unfettered authority to the CEO to write and interpret the rules governing Council and its members. In conformance with convention, Robert's Rules and the clear responsibilities of Council to Members and to the people of Manitoba, Council must review and have input into such matters.</p> | <p>This proposal contradicts itself and the governance policies used by council.</p> <p>Council's proposal states that "The chief executive officer shall operate within the executive limitations established by the council through its governance manual. The chief executive officer shall report annually to the council on compliance with the executive limitations."</p> |

2016 Annual General Meeting

INDIVIDUAL PROPOSED BY-LAW CHANGE TO CREATE BY-LAW 4.5.5

| By-Law | Current Wording | Proposed Wording | Reason | President's Accompanying Information |
|--------------|---|---|---|--|
| By-Law 4.5.5 | 4.5.5 Council Audit Committee does not yet exist | 4.5.5 Council Audit Committee shall perform its duties consistent with the attached Terms of Reference | The Manitoba Auditor General's office recommends that regulatory and public entities in Manitoba create an audit committee with their Board or Council structures. The Manitoba Audit General office has also issued guidelines for the functioning of such committees. While it is unconventional to put such details into a bylaw, the Audit Committee can best meet functional audit requirements, if it adopts and utilizes generally accepted accounting principles accordingly. | <p>Proposed Terms of Reference violate Auditor General's recommendations.</p> <p>Council's proposal provides that "The council shall maintain a committee, known as the Audit Committee, whose functions and responsibilities are as defined in the terms of reference established and published by the council through its governance process policies. The Audit Committee's composition shall exclude staff and the chief executive officer."</p> |

**Engineers and Geoscientists Manitoba
Audit Committee
Terms of Reference**

Authority

The Audit Committee is an independent internal body of Engineers and Geoscientists Manitoba (the Association), established for the purpose of liaising with the External Auditor and operating at arm's length from the Council and the Chief Executive Officer. It is established with the approval of Bylaw 4.5.5.

Membership

1. The Audit Committee shall consist of six members one of whom shall serve as the Chair. At least one Audit Committee member should have relevant financial experience.
2. Association members who are either members of the Council, employees or contractors of the Association shall be ineligible for election or continuation as Audit Committee members.
3. The initial Audit Committee members shall be elected from the Association membership at a Special Meeting of the Association. Three Audit Committee members shall be elected for a term ending at the conclusion of the 2017 Annual General Meeting of the Association. Three other Audit Committee members shall be elected for a term ending at the conclusion of the 2018 Annual General Meeting of the Association.
4. Beginning at the 2017 Annual General Meeting of the Association and at future Annual General Meetings of the Association, Audit Committee members shall be nominated from the Association members from the floor and elected for a two-year term by the voting membership to replace retiring members. Audit Committee members shall be eligible for election to a second and third term but no Audit Committee member shall serve for more than three consecutive terms. A member who has previously served for three consecutive terms on the Audit Committee is eligible for re-election if the member has not served for the past two years.

Officers

1. Immediately after the Special Meeting of the Association, the Audit Committee shall appoint from its membership a Chair for a term ending at the conclusion of the 2017 Annual General Meeting of the Association. Immediately after the 2017 Annual General Meeting of the Association and immediately after future Annual General Meetings of the Association, the Audit Committee shall appoint from its membership a Chair for a one-year term ending at the conclusion of the next Annual General Meeting of the Association. There shall be no limit in the number of terms served by a Chair as long as the Chair is a member of the Audit Committee. The Chair shall not vote except in the case of a tie.
2. Immediately after the Special Meeting of the Association, the Audit Committee shall appoint from its membership a Secretary for a term ending at the conclusion of the 2017 Annual General Meeting of the Association. Immediately after the 2017 Annual General Meeting of the Association and immediately after future Annual General Meetings of the Association, the Audit Committee shall appoint from its membership a Secretary for a one-year term ending at the conclusion of the next Annual General Meeting of the Association. There shall be no limit in the number of terms served by a Secretary as long as the Secretary is a member of the Audit Committee.

Attendance at meetings

1. Except as provided otherwise, no one other than the members of the Audit Committee shall be entitled to attend meetings of the Audit Committee.
2. A quorum at meetings of the Audit Committee shall be four members.
3. The CEO or other persons shall attend for specified portions of a meeting of the Audit Committee, if requested by the Chair.
4. There should be at least one meeting each year, or part thereof, at which the Audit Committee meets the External Auditor appointed annually at the Annual General Meeting.

Frequency of meetings

1. Meetings of the Audit Committee shall be held not less than four times each year (to coincide with key dates in the organization's financial reporting cycle).
2. The Audit Committee shall also meet if External Auditor considers it necessary.

Mandate

The Audit Committee is mandated to:

1. investigate any activity within its terms of reference;
2. seek any information that it requires from any employee or contractor of the Association
3. expect cooperation from employees and contractors of the Association as it seeks information it requires;
4. obtain outside legal or independent professional advice, at the Association's expense; and
5. secure the attendance of outsiders with relevant experience, expertise and knowledge if it considers it necessary.

Duties

The duties of the Committee are set out in the following sections under two categories (a) financial reporting and (b) liaison with the External Auditor.

Financial reporting

The Audit Committee shall review, and question where necessary, the actions and judgements of the Association's staff. Particular attention should be paid to:

1. critical accounting policies and practices, and any changes in them;
2. decisions regarding discretionary spending that is not directly related to the function of the Association as a self-governing licensing body for expenditures over \$1,000 per year;
3. the extent to which the financial statements reflect any unusual transactions or variances from the approved budgeted amount in the year and how they are disclosed;
4. the clarity of disclosure;
5. significant adjustments resulting from the audit;
6. the going concern assumption;
7. compliance with accounting standards; and
8. compliance with regulatory ethics and other legal requirements.

The decision memorandum for each decision in 2 above shall be provided to the External Auditor.

Under no circumstances shall any expenditure be divided up into multiple smaller quantities or phases including being spread out over multiple year budgets to circumvent the policies of the Audit Committee.

The Audit Committee shall explore concerns raised by previous audit teams and other topics which may be suggested by members or by Council.

The Audit Committee shall:

1. review each expense line item greater than \$500.00 in each account to ensure that it is reasonable and provide opinions as to the reasonableness of the expense;
2. undertake such measures as are necessary to ensure that the Association is functioning in a manner compatible with The Public Interest Disclosure (Whistleblower Protection) Act;
3. review management's reports on the effectiveness of the systems for internal financial control, financial reporting and risk management where these reports are currently provided to the Council and, where there is no such report provided to the Council, request that the Council require such reports from management and recommend changes to improve the process and inputs;
4. report to the Council and to the members on items 1 and 3 above in such detail as to satisfy the needs of the Council and the members.

Note: Council retains responsibility for the review of the effectiveness of the system of internal control and must form its own opinion despite aspects of that review ascribed to the Audit Committee.

External audit

The Audit Committee shall be the primary point of contact with the External Auditor. The Audit Committee shall:

1. make recommendations to the membership for approval at the Annual General Meeting on the appointment or reappointment of the External Auditor;
2. approve the terms of engagement and the remuneration to be paid to the External Auditor in respect of audit services provided;
3. assess the qualification, expertise and resources, effectiveness and independence of the External Auditor annually, assuring itself that the External Auditor and its staff have no family, financial, employment, investment or business relationship with the Association (other than in the normal course of business);
4. seek from the External Auditor, on an annual basis, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including current requirements regarding the rotation of audit partners and staff;
5. monitor the Association's policy for the employment of former employees of the External Auditor;
6. discuss with the External Auditor, before the audit commences, the nature and scope of the audit;
7. review with the External Auditor, the findings of the External Auditor's work, including any major issues that arise during the course of the audit that have subsequently been resolved and those issues that have been left unresolved;

8. review accounting and audit judgements and levels of errors identified during the audit, obtaining explanations from management and, where necessary, the External Auditor as to why certain errors might remain unadjusted;
9. review the audit representation letters before forwarding to Council and the membership, giving particular consideration to matters that relate to non-routine operational issues;
10. assess, at the end of the audit cycle, the effectiveness of the audit process by reviewing whether the auditor has met the agreed audit plan and making an effort to understand the reasons for any changes, including changes in perceived audit risks and the work undertaken by the External Auditor to address those risks;
11. consider the perceptiveness of the External Auditor and the robustness of the External Auditor's processes in handling identified key accounting and audit judgements, in responding to questions from the Audit Committee and in commenting on the systems of internal control, obtaining, in the process, feedback about the conduct of the audit from key people involved;
12. review and monitor the content of the External Auditor's management letter, in order to assess whether it is based on a good understanding of the Association's business and establish whether recommendations have been acted upon and, if not, determine the reasons why they have not been acted upon;
13. consider the criteria that govern the compensation of the individuals performing the audit.

Reporting

1. The Secretary of the Audit Committee shall distribute the approved minutes of meetings of the Audit Committee to all members of Council on a quarterly basis.
2. The Chair of the Audit Committee shall, at a minimum, attend at least those parts of the Council meetings at which the accounts are approved.
3. The Audit Committee shall prepare a report on its role and responsibilities and the actions it has taken to discharge those responsibilities, for inclusion in the Association's annual report and accounts
4. The Chair of the Audit Committee or a delegate shall attend the Annual General Meeting and shall answer questions, through the meeting chair, on the Audit Committee's responsibilities and its activities.

The report in item 3 immediately above should specifically include:

- summary of the role of the Audit Committee;
- the names and qualifications of all members of the Audit Committee during the immediate reporting period;
- the date of the most recent report of the Audit Committee, the number of Audit Committee meetings since that report and the attendance by each member of the Audit Committee at those meetings; and
- the way the Audit Committee has discharged its responsibilities.

Where disagreements between the Audit Committee and the Council cannot be resolved, the Audit Committee shall report such disagreement to the Members as part of the report on its activities at the next Annual General Meeting or, if necessary, at a Special Meeting called for that purpose and in the Association's annual report.

Amendment

The Audit Committee shall annually review its terms of reference and its own effectiveness and recommend to the members and to Council on any changes it considers necessary.

2016 Annual General Meeting

INDIVIDUAL PROPOSED BY-LAW CHANGE TO MODIFY BY-LAW 5.8

| By-Law | Current Wording | Proposed Wording | Reason | President's Accompanying Information |
|------------|--|--|---|---|
| By-Law 5.8 | <p>5.8 Meeting of the Council The president and the council shall establish the frequency, agenda and procedure of meetings of the council. Special meetings of the council shall be held at the call of the president, or by requisition signed by two councilors. At least 24 hours' notice shall be given of all meetings of the council. Meeting of the council or parts thereof not otherwise declared by the council to be in camera shall be open for professional members, licensees, members-in-training and students to be present as observers, provided that they give 24 hours notice of intention.</p> | <p>5.8 Meeting of the Council The president and the council shall establish and provide to all members and those identifying as stakeholders, the frequency, agenda and procedure of meetings of the council. No meeting of the Council shall be held in-camera, or without adequate notice of its date, to members and said stakeholders. The general reasons for in-camera meetings shall be declared in published Minutes. Special meetings of the council shall be held at the call of the president, or by requisition signed by two councilors. At least 24 hours' notice shall be given of all meetings of the council. Meeting of the council or parts thereof not otherwise declared by the council to be in camera shall be open for professional members, and those identifying as stakeholders licensees, members-in-training and students to be present as observers, provided that they give 24 hours notice of intention.</p> | <p>It is important that Council carry out all business with transparency to anyone affected by their deliberations and actions. To be consistent with other bodies created to protect the public, only in rare circumstances should matters be discussed in-camera.</p> | <p>This proposal contradicts itself and Robert's Rules of Order. Council's proposal assures that confidential matters can be dealt with according to Robert's Rules of Order while protecting all parties</p> <p>Council's proposal improves on the bylaw by adding reasons for in-camera portions of meetings to the minutes, thereby assuring transparency.</p> |

2016 Annual General Meeting

INDIVIDUAL PROPOSED BY-LAW CHANGE TO MODIFY BY-LAW 17.5 Voting Procedure

| By-Law | Current Wording | Proposed Wording | Reason | President's Accompanying Information |
|---------------|--|--|---|---|
| By-Law 17.5 | <p>17.5 Voting Procedure Except as provided in 17.5.1, the vote shall be conducted on-line through a secure portal. Voting shall occur in a period that begins no later than 21 days before the annual general meeting or special meeting of the association at which it is to be considered and ends no more than 8 days before the annual general meeting or special meeting of the association at which it is to be considered.</p> | <p>17.5 Voting Procedure Except as provided in 17.5.1, the vote shall be conducted on-line through a secure portal, third-party election services provider. Voting shall occur in a period that begins no later than 21 days before the annual general meeting or special meeting of the association at which it is to be considered and ends no more than 8 days before the annual general meeting or special meeting of the association at which it is to be considered.</p> | <p>It is common practice for self-regulating professional bodies to use third party election services providers. For example, the Manitoba Law Society spends only pennies per vote, for guaranteed, verified results in their elections.</p> | <p>Existing in-house system is audited by an independent third party. This proposal would increase costs for members without additional security.</p> |

2016 Annual General Meeting

INDIVIDUAL PROPOSED BY-LAW CHANGE TO MODIFY BY-LAW 17.6 Counting of Votes

| By-Law | Current Wording | Proposed Wording | Reason | President's Accompanying Information |
|---------------|---|---|---|---|
| By-Law 17.6 | <p>17.6 Counting of Votes A tally of votes submitted on-line and through letter ballots shall be counted by persons appointed by the president in accordance with a policy adopted from time to time by the council.</p> | <p>17.6 Counting of Votes A tally of votes submitted on-line and through letter ballots shall be counted by persons appointed by the president in accordance with a policy adopted from time to time by the council according to the processes laid out in Bylaw 3.1.7</p> | <p>Election procedures for bylaw change should match those for Council elections.</p> | <p>The counting of votes for elections and for bylaw changes must be different. Proportional representation (used for elections) cannot be used for counting votes on bylaw changes.</p> <p>Council's proposal incorporates the aspects of 3.1.7 that are appropriate to the counting of bylaw votes.</p> |