



Minutes of the **ANNUAL GENERAL MEETING** of Engineers Geoscientists Manitoba, held at the RBC Convention Center, Winnipeg, Manitoba on **Thursday, October 18, 2018**.

1. CALL TO ORDER AND DECLARATION OF QUORUM

President Jonathan Epp called the meeting to order at 2:41 p.m. and welcomed everyone to the 99th Annual General Meeting of Engineers Geoscientists Manitoba.

Allan Silk, P.Eng. was invited to lead those attending the meeting in the National Anthem.

President Epp announced that quorum was present and declared the meeting duly constituted. As of the Call to Order there were 112 professional members in attendance.

President Epp stated that Engineers Geoscientists Manitoba will be presenting eight awards at the Awards Gala Dinner tomorrow evening.

President Epp invited James from AVent Pro to come up and provide a brief presentation on the electronic voting devices. Instructions on how to use the voting clickers were provided in the member package and a practice vote was held.

President Epp advised that the meeting was being recorded and asked speakers to use the microphone and state their name before speaking.

2. STANDING RULES OF THE MEETING

President Epp invited Professional Parliamentarian, Vera Chernecki to read the rules of the meeting. It was noted that motion forms would be available at the back of the room for members who wanted to put forth a motion.

President Epp announced that the standing rules of the meeting was recommended by Council and moved by Council for adoption.

He asked if there was any discussion on the motion.

Hearing none, President Epp called for a vote on the motion.

In Favour – 96.08%
Opposed – 3.92%

CARRIED

3. APPROVAL OF THE AGENDA

President Epp asked if there were any additions to the agenda. Hearing none the agenda was approved as circulated.

4. MINUTES OF THE 2017 ANNUAL GENERAL MEETING

President Epp noted that the minutes of the Annual General Meeting of October 19, 2017 were posted on the Association's website and were provided in the member package.

He asked if there were any corrections to the minutes. Hearing none, the minutes were adopted as circulated.

5. INTRODUCTIONS

President Epp introduced the members of the 2017 - 2018 Council, along with Dawn Nedohin-Macek, Manitoba Director on the board of Engineers Canada; Dr. Ganpat Lodha, Manitoba Director on the Board of Geoscientists Canada; and Alex Mireault from MLT Aikins, the Association's legal counsel for the meeting.

President Epp asked that any past president of the Association to please stand and be recognized.

President Epp asked that any member that had served on a task group, committee or chapter over the past year to please stand and be recognized.

President Epp recognized the invited guests who were representing other engineering or geoscience associations:

- Len White – Engineers Nova Scotia
- Kevin Nelson and Brian Zuroff – North Dakota Society of Professional Engineers

President Epp recognized the representatives of related Manitoba organizations:

- Judy Pestrak and Robert Winslow – Manitoba Association of Architects
- Bob Okabe, Kellie Orr and Andrew Procca – Certified Technicians and Technologists Association of Manitoba
- Eric Schillberg – University of Manitoba Engineering Society

President Epp introduced Dawn Nedohin-Macek, P.Eng., FEC, who brought greetings on behalf of Engineers Canada.

President Epp introduced Dr. Ganpat Lodha, P.Geo., FGC, who brought greetings on behalf of Geoscientists Canada.

6. MOMENT OF SILENCE FOR DECEASED MEMBERS

President Epp read the names of members who had passed-on during the last year. A moment of silence was observed in their memory.

7. REPORT OF THE PRESIDENT

President Epp transferred the Chair to Past President Lindsay Melvin, while he presented his report.

The report was provided in the member package and he spoke to some of the highlights, which included the results of Council's monitoring over the past year and the improvements made in Council's own processes.

Past President Melvin called for questions on the report. Hearing none, the Secretary was asked to record that the President's Report was discussed and received as information. Past President Melvin then returned control of the meeting back to President Epp.

8. SCRUTINEERS REPORT AND INTRODUCTION OF 2018-2019 COUNCIL

President Epp announced the names of this year's scrutineers and invited Joe Lovelace, Chief Scrutineer, to present the Scrutineers Report.

Mr. Lovelace announced the names of the newly elected councillors;

Four (4) professional engineers elected for a two-year term;

- Vaibhav Banthia, P.Eng.
- Carolyn Geddert, P.Eng.
- Ian Smallwood, P.Eng.
- Efreem Teklemariam, P.Eng., FEC

One (1) professional geoscientist elected for a two-year term

- Doug Bell, P.Geo, FGC

Mr. Lovelace announced the results of the by-law vote;

- By-law Proposal 4.5.6 – Finance Committee Amendments (PASS)
- By-law Proposal 13 – Code of Ethics Amendments (PASS)
- By-law Proposal 15 – Complaints and Discipline Amendments (PASS)
- By-law Petition 17.5.5 – Determination of Good Faith Amendments (PASS)
- By-law Petition 17.6.x – Consideration and Voting on Proposed by-law Amendments (PASS)

Mr. Lovelace also noted that the report of the Scrutineers was provided in the member package.

President Epp asked if there was any discussion on the report. Hearing none, the Secretary was asked to record that the Scrutineers Report was discussed and received as information.

President Epp announced the 2018-2019 Council and asked those present to please stand and be recognized.

9. AUDITORS' REPORT

President Epp noted that the Auditor's Report and the 2018 Financial Statements were provided in the member package.

He invited James Blatz, interim chair of the Audit Committee, to present the report of the external auditor and the financial statements. Highlights of the report included the process of the audit plan, removal of investment revenue and one-time project expenses from general operations and the review of restricted funds.

President Epp noted that the Audit Committee reviewed and Council approved the report and the financial statements as part of its governance policies and process.

President Epp asked if there was any discussion on the report. Hearing none, the Secretary was asked to record that the report of the Auditors and the 2018 Financial Statements were discussed and received as information.

10. APPOINTMENT OF AUDITORS

James Blatz, Interim Chair of the Audit Committee, presented the Audit Committee's recommendation of the external auditor based on the committee's review of the positive performance from Deloitte in its first year.

President Epp announced that the motion that Deloitte be appointed as the Association's auditor for the 2018-2019 fiscal year was recommended and moved by Council for adoption.

He asked if there was any discussion on the motion.

Hearing none, President Epp called for a vote on the motion.

In Favour – 94.9%
Opposed – 5.1%
CARRIED

11. 2018-2019 BUDGET AND SCHEDULE OF DUES AND FEES

President Epp announced that the Budget and the 2018-2019 Schedule of Dues and Fees were provided in the member package.

He stated that both the Budget and the Schedule of Fees were approved by Council, in accordance with the by-laws.

President Epp invited Past President Lindsay Melvin to provide a brief presentation on the budget. Past President Melvin spoke to the process for approving the budget along with the highlights of the 2018-2019 budget and plans for next year's budget.

President Epp asked if there was any discussion on the presentation. Hearing none, the Secretary was asked to record that the 2018-2019 Budget and the Schedule of Dues and Fees were discussed and received as information.

12. RESOLUTIONS

President Epp reported on Council's response to Resolution #1 from the 2017 AGM.

President Epp asked if there was any discussion on the report. Hearing none, the Secretary was asked to record that the report of Resolution #1 from the 2017 AGM was discussed and received as information.

Grant Koropatnick advised that two resolutions for the 2018 AGM were received in accordance with By-law 5.2.4.

Resolution #1

It was MOVED by R.A. Johnson, P.Eng., FEC and SECONDED by D.A. Ennis, P.Eng.,FEC that

INASMUCH as s. 12(6) of the Engineering and Geoscientific Professions Act, (the APEGM Act) declares that "Subsections 98(1) to (4) of The Corporations Act, (the Corp Act), do not apply to the association.", but

INASMUCH as this does not include s. 98(5), and

INASMUCH as s. Definitions 1(1) of the Corp Act states "'shareholder" includes a member of a corporation without share capital except where inconsistent with the provisions of Part XXII" and Part XII s. 266 of that Act states that "where used in relation to a corporation without share capital, "member" means a member having rights through a membership interest in the articles and by-laws of the corporation", any APEGM member who is entitled to vote at an annual meeting is a "shareholder", and

INASMUCH as said s. 98(5) states "A shareholder entitled to vote at an annual meeting of shareholders may, in accordance with section 131, make a proposal to make, amend or repeal a by-law.", and

INASMUCH as s. 131 states that "A shareholder entitled to vote at an annual meeting of shareholders may (a) submit to the corporation any matter that he proposes to raise at the meeting, hereinafter referred to as the "proposal"; and (b) discuss at the meeting any matter which in respect of which he would have been entitled to submit a proposal.", and

INASMUCH as the Corp Act need only apply if the APEGM Act or the APEGM by-laws does not include a right or procedure granted under the Corp Act, and

INASMUCH as neither By-law 17 approved in 2017 nor its immediate predecessor provides a member the opportunity to propose a change in by-law and to discuss such a proposal at an annual meeting before the proposal is voted on, or provides any other substantially equivalent remedy, and

INASMUCH as the right to propose and debate such matters lies at the heart of the functioning of the self-regulated professional association, viz. the APEGM, and

INASMUCH as such rights are more effectively exercised when provision is made for the widest possible opportunities - which opportunity would be better served by providing for discussion at both an online forum and at a general meeting, both before a vote, and

SINCE the provisions of current By-law 17 seem to be in conflict with the cited provisions of the APEGM Act and the Corp Act, and

SINCE the cited member's rights represent such a central position in the functioning of an independent, self-regulated profession, and

SINCE IT WOULD BE PRUDENT for this association to assure itself and its members of the legality of its by-laws and procedures, particularly those of the central By-law 17.

THEREFORE, BE IT RESOLVED THAT THIS MEETING ADVISE THE COUNCIL TO:

1. SEEK A JUDICIAL RULING ON THE POSSIBLE CONFLICT AMONGST THE APEGM BY-LAW 17, THE APEGM ACT AND THE CORP ACT, and

2. should the judge determine that there is any conflict or problems with other related issues that makes the current by-law faulty or invalid in some way, REQUEST GUIDANCE ON HOW TO GO ABOUT APPROVING A REPLACEMENT BY-LAW 17, and

3. DO SO AS A MATTER OF URGENCY, and

4. upon receipt of such findings and advice, ADVISE MEMBERS OF THE ASSOCIATION OF THOSE FINDINGS AND COUNCIL'S PLAN TO PROCEED, BOTH BY THEIR PERSONAL EMAILS AND BY PUBLICATION IN THE KEYSTONE PROFESSIONAL, WITHOUT UNDUE DELAY.

President Epp noted that there was a request to withdraw the resolution. The mover of Resolution #1 confirmed the request and the resolution was withdrawn.

Resolution #2

It was MOVED by D. Grant, P.Eng., FEC and SECONDED by V. Thielmann, P.Eng, FEC that Whereas, Members asked Council in 2017 to make changes, so that Members would be assured that future AGMs not run out of time as disastrously as in 2016, and whereas Council has declared that they share this goal, be it resolved that Members believe that Council has failed to take any action to achieve this. While the place and time of the AGM are clearly in the domain of Council, in the bylaws, it is clear that the CEO and his staff have set the time and place for some years now. We the members remind Council that it alone is in control, and that it has the power to select a time and day when all the business of each future AGM can be completed without adjournment. Morning AGMs never ran out of time. Only when the AGM was moved to the end of the day, to limit its duration, did this become a problem.

President Epp noted that the time was 3:28 p.m. and this would be that last item of business on the agenda. The mover of Resolution #2 was asked if he would like to begin the discussion. Mr. Grant, spoke to the resolution. Hearing no further discussion, President Epp called for a vote on the resolution.

In Favour – 35.9%
Opposed – 64.1%

DEFEATED

13. OTHER BUSINESS

(none)

14. RECOGNITION OF RETIRING COUNCILLORS

President Epp recognized the contributions of the following members who have completed their term on Council.

- James Blatz, P.Eng., FEC
- Jay Doering, P.Eng., FEC
- Janet Gauthier, P.Eng.
- Lindsay Melvin, P.Eng., FEC

15. GAVEL CEREMONY

The Scott gavel was passed from Mr. Jonathan Epp to Ms. Ruth Eden in accordance with the official ceremony for turning over the gavel to the incoming president. President Eden signed the scroll, which was then returned to its place in the gavel.

16. INCOMING PRESIDENT

President Eden spoke of the important legacy the profession has left over the past 98 years and the value of a sound strategic vision which will carry the profession into the next 100 years. President Eden also spoke of the privilege of self-regulation, the continued strive towards diversity and the need for the public to understand and appreciate the value of the professions.

17. CLOSING ANNOUNCEMENTS AND ADJOURNMENT

President Epp thanked everyone for attending and announced that the annual general meeting be adjourned.

Meeting adjourned at 3:41 p.m.

G. Koropatnick, P.Eng. FEC
Secretary, CEO & Registrar

Jonathan Epp, P.Eng. FEC
President