



Minutes of the **ANNUAL GENERAL MEETING** of the Association of Professional Engineers and Geoscientists of Manitoba, held at The Fort Garry Hotel, Winnipeg, Manitoba on **Thursday, October 27, 2016.**

1. CALL TO ORDER AND OFFICIAL OPENING

President Lesley McFarlane called the meeting to order at 2:00 p.m. and welcomed everyone to the 97th Annual General Meeting of the Association of Professional Engineers and Geoscientists of Manitoba.

Those present stood for the National Anthem; led by Allan Silk, PEng.

Ms. McFarlane stated that Engineers Geoscientists Manitoba will be presenting seven awards at the Awards Gala and Dinner tomorrow evening.

Ms. McFarlane announced that in-room voting would be done via a hand held electronic voting devices and the results of the vote would appear on the screen. Instruction on how to use the voting clicker was given and a practice vote was held.

Ms. McFarlane advised that the meeting was being recorded and asked speakers to state their name.

2. DECLARATION OF QUORUM

Ms. McFarlane confirmed that 97 professional members were present which constituted quorum.

3. APPROVAL OF STANDING RULES OF PROCEDURE

Ms. McFarlane introduced Parliamentarian, Vera Chernecki to read the rules of the meeting.

It was MOVED by Evan Thompson and SECONDED by Julian Nedohin-Macek that the Standing Rules of Procedure be approved.

In Favour - 60
Opposed - 35

2/3 rising vote required

DEFEATED

4. NOTICE OF MEETING

The Notice of Meeting had been provided in accordance with the Association's By-laws.

5. APPROVAL OF THE AGENDA

Ms. McFarlane asked if there were any additions to the Agenda. Hearing none the Agenda was approved as circulated.

6. INTRODUCTION OF THE COUNCIL AND COMMITTEE CHAIRS

The members of the 2015 - 2016 Council were introduced. Also introduced were Dr. Digvir Jayas, Director on the board of Engineers Canada; Dr. Ganpat Lodha, Director on the Board of Geoscientists Canada; Wells Peever, the Association's legal counsel; and Corinne Holman, from the firm BDO Canada LLP – the Association's Auditors.

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

7. RECOGNITION OF GUESTS AND ASSOCIATION REPRESENTATIVES

Ms. McFarlane recognized the invited guests from outside of Manitoba, most of whom were representing other engineering or geoscience organizations:

- Chris Roney – President, Engineers Canada
- Kim Allen – CEO, Engineers Canada
- Ann English – CEO and Registrar, APEGBC
- Tara Zrymiak – President, APEGS
- Bob McDonald – Executive Director & Registrar, APEGS
- David Brown – Vice-President, PEO
- Neil Cleary – Board of Directors Chair, PEGNL

Ms. McFarlane recognized the representatives of the other related Manitoba organizations:

- Jonathan Beddoes – Dean of Engineering, University of Manitoba
- Shirley Tillett – Executive Director, ACEC MB
- Marty Kuilman – President, MAA
- Judy Pestrak – Executive Director, MAA
- Bob Okabe – Executive Director, CTTAM
- Andre Marchildon – Senior Stick, UMES
- Eric Schillberg – Professional Relations Head Director, UMES

Ms. McFarlane introduced Mr. Chris Roney, P.Eng., FEC, who brought greetings from Engineers Canada.

Ms. McFarlane then introduced Dr. Ganpat Lodha, P.Geo., FGC who brought greetings on behalf of Geoscientists Canada.

8. MOMENT OF SILENCE FOR DECEASED MEMBERS

Ms. McFarlane read the names of the members deceased during the year.

A moment of silence was observed in their memory.

9. REPORT OF THE PRESIDENT

Ms. McFarlane transferred the Chair to Past President Mr. Procyshyn.

Ms. McFarlane referred to her report, provided in the member package and spoke to some of the highlights. Included in the report was a brief slide show which introduced the new public awareness campaign.

Ms. McFarlane answered a few questions and concluded her report by thanking the membership for the opportunity to have served as President.

Mr. Procyshyn called for questions. Mr. Procyshyn returned the control of the meeting to Ms. McFarlane.

10. MINUTES OF THE ANNUAL GENERAL MEETING OF October 23, 2015

It was MOVED by Mr. Derek Neufeld and SECONDED by Ms. Robyn Koropatnick that the minutes of the Annual General Meeting of October 23, 2015 be adopted.

In Favour - 78
Opposed - 6
CARRIED

11. REPORT OF THE SCRUTINEERS - COUNCILLORS ELECTED FOR 2016-2018

Ms. McFarlane declared the results of the election and noted that the report of the Scrutineers was provided in the member package.

She announced, that in accordance with by-law 4.2.1.1, Lindsay Melvin, P.Eng., will become the President of the Association at the close of this meeting and that her term of office would continue until the end of the 2017 Annual General Meeting.

Ms. McFarlane also announced that in accordance with section 8(1) of The Engineering and Geoscience Professions Act, the following were elected to Council for a two year term:

- Doug Bell, P.Geo., FGC
- James Blatz, P.Eng., FEC
- Jay Doering, P.Eng., FEC
- Ruth Eden, P.Eng.

Ms. McFarlane congratulated those who had been elected.

It was questioned that four professional engineers should have been elected not three. A discussion on the matter took place. Ms. McFarlane ended discussion by saying that the matter would be considered and a response provided to the members.

12. REPORT OF THE SCRUTINEERS – PROPOSED BY-LAW CHANGES

Ms. McFarlane noted that 33 proposed by-law changes were presented and that the results were provided in the member package.

Discussion on the proposed by-law changes took place.

Dave Ennis noted that the by-law change process had been complicated. He advised the meeting and the President and President-Elect that he would be proposing changes to By-law 17 intended to improve the process

13. AUDITORS' REPORT AND THE JUNE 30, 2016 FINANCIAL STATEMENT

Ms. McFarlane referred the assembly to the Auditor's Report and the Financial Statement provided in the member package.

Ms. McFarlane invited Mr. Steve Vieweg, CPA, Chair of the Audit Committee, to speak on the Auditor's Report and Financial Statement. Mr. Vieweg also gave some background and described the work done by the Audit Committee.

Ms. McFarlane noted that Council had approved the report as part of its governance policies and process.

It was MOVED by Dave Ennis and SECONDED by Ganpat Lodha that the Auditors' Report for the year ending June 30, 2016 be received.

In Favour - 77
Opposed - 7
CARRIED

14. APPOINTMENT OF AUDITORS

It was MOVED by Allan Silk and SECONDED by Julian Nedohin-Macek that BDO Canada LLP be appointed as the Association's auditors for the 2016-2017 fiscal year.

An amendment to the motion was MOVED by Alan Pollard and SECONDED by Doug Chapman to strike out BDO Canada LLP and insert Deloitte.

After some discussion took place, the amendment was withdrawn by the Mover and Secunder.

Ms. McFarlane called for a vote on the original motion.

In Favour - 77
Opposed - 9
CARRIED

4:04 p.m. Ms. McFarlane called for a short break

4:25 p.m. Meeting resumed

Ms. McFarlane called the meeting back to order and invited the following motion:

It was a **MOVED** by Lindsay Melvin and **SECONDED** by John Guenther to refer the matter of the number of councilors to the scrutineers.

An amendment to the motion was **MOVED** by David Grant and **SECONDED** by Lawrence Ferchoff to add to the end of the motion to report to members in 15 days.

In Favour - 66
Opposed - 3
CARRIED

A second amendment to the motion was **MOVED** by Julian Nedohin-Macek and **SECONDED** by Sharon Sankar to change the motion to say to refer the matter of the number of councilors to legal counsel and then if required for the scrutineers to recount the vote in accordance with legal counsel's advice and report back on the results of the election to Members in 15 days.

During the discussion it was suggested to change the wording to "review" not "recount" the vote. The change was accepted by unanimous consent of the assembly.

Ms. McFarlane called for a vote on the twice amended motion.

In Favour - 69
Opposed - 2
CARRIED

It was **MOVED** by David Grant and **SECONDED** by Alan Pollard that the report just approved include comment on the ramifications of all remedies suggested and the opinion of legal counsel.

During the discussion, it was **MOVED** by Glen Foster and **SECONDED** by Gordon Rybuck to close debate on this issue.

In Favour - 61
Opposed - 5
CARRIED

Ms. McFarlane called for a vote on the motion.

In Favour - 32
Opposed - 34
DEFEATED

15. 2016/2017 BUDGET AND SCHEDULE OF DUES AND FEES

Ms. McFarlane referred the assembly to the 2016-2017 Budget and the Schedule of Dues and Fees and spoke to some of the highlights.

Ms. McFarlane announced that both the Budget and Fee Schedule had been previously approved by Council at the June meeting in accordance with the By-laws.

After a brief discussion, Ms. McFarlane requested the Secretary to record that the 2016-2017 Budget and the Schedule of Dues and Fees were considered and received as information.

16. REPORTS OF THE COMMITTEES AND STAFF

Ms. McFarlane referred the meeting to the committee reports and staff reports that were provided in the member package.

Ms. McFarlane asked the Secretary to record that the reports of the committees and staff were received as information.

17. RESOLUTIONS

Ms. McFarlane reported on the two resolutions put forward at the 2015 AGM. Discussion took place on the response from Council.

Mr. Koropatnick advised that six resolutions were received in accordance with By-law 5.1.4.

Resolution #1 – Alan Pollard, the mover of resolution #1, spoke to the resolution.

It was MOVED by Alan Pollard and SECONDED by David Ford that the APEGM Council report specifically on all grants, donations and loans including the type (financial or other), amount (dollars, hours, etc.), recipient, whether the recipient is a registered charity and the method of payment for the current fiscal year and preceding five fiscal years at the AGM each year and answer questions from members at that time.

During the discussion, it was MOVED by Evan Thompson and SECONDED by Ian Backus to close debate on this issue.

In Favour - 48
Opposed - 8
CARRIED

Ms. McFarlane called for a vote on the resolution.

In Favour - 40
Opposed – 16
CARRIED

Resolution #2 was not considered under by-law 5.1.4 as neither the Mover, Arnold Permut nor the Seconder, Andrew McMillan were present.

Resolution #3 – David Grant, the mover of resolution #3, spoke to the resolution.

It was MOVED by David Grant and SECONDED by Arnold Permut that Council issue a clarification on how the Code of Ethics and Bylaws are to be applied to what members do, that may be outside the definition in the Act, of Practice of Professional Engineering, both at work and outside of work. If the APEGM discipline system has jurisdiction only over that professional engineering and geoscience work “that requires the application of engineering principles”, then all these Code of Ethics Canons would be pointless: Canons 1.1, 2.5, 3.4, 3.7, 3.11, 3.12, 4, 4.2, 4.4, 4.5, 5.4, 5.5, 5.6, 5.7 and 5.8. Most of APEGM’s Bylaws also refer to behaviour that is not “the application of engineering principles”. APEGM has a clear mandate in legislation to enforce all these rules. Council must make clear: do all APEGM rules apply to all that we do, as we were taught long ago? Does the Complaint and Investigation process only apply to the calculations you do, but not to your administrative and volunteer work? Without this clarification, APEGM cannot carry out its purpose in Legislation.

During the discussion, it was MOVED by Dave Ennis and SECONDED by Doug Chapman to close debate on the resolution. Hearing no objections, Ms. McFarlane closed the debate.

Ms. McFarlane called for a vote on the resolution.

In Favour - 23
Opposed - 31
D. Ennis Abstained
DEFEATED

Resolution #4 was not considered under by-law 5.1.4 as neither the Mover, Andrew McMillan nor the Seconder, Arnold Permut were present.

Resolution #5 – David Grant, the mover of resolution #5, spoke to the resolution.

It was MOVED by David Grant and SECONDED by Andrew McMillan that Council shall annually publish, or cause to be published, a report, mentioning the outcome of every complaint received, to educate the membership. The online model used by the Law Society should be used as an example. Knowing where the ‘line’ is drawn by previous cases will serve as a precise reminder of what each of us may and may not

do. All should also know why Complaints were dismissed. Each such report shall be sufficiently redacted to not identify the subject members or the complainants involved. A similarly redacted version of every appeal decision shall also be reported. Every Complaint and Appeal, which is submitted toward APEGM, but not acted upon, for any reason, shall also be reported upon. Examples would be those mailed to the wrong address, the wrong person, and those submitted too late.

In Favour - 24
 Opposed - 28
 D. Ennis Abstained
DEFEATED

Resolution #6 – David Grant, the mover of resolution #6, spoke to the resolution.

It is **MOVED** by David Grant and **SECONDED** by Arnold Permut that Council shall prepare and publish a full set of Terms of Reference and Guidelines for Appeal Committees. This shall include the detailed process by which information is distributed, how the AC begins its study of the issue, examples of the products expected from Appeal Committees, how the AC liaises with its hired legal counsel, and a list of typical reasons for which an appeal may and may not be dismissed. Every Appeal Committee shall include a Councillor who had previously served on such a panel, as is the practice in Alberta, so no future AC will waste time because no one knows what to do. APEGM Council and the new Legislation Committee should meet with those who have served on an AC before, and reference the Guidelines and Terms of Reference offered to Council months ago and the written Rules and guidelines used to hear Appeals of Complaints in Alberta.

During the discussion, it was **MOVED** by Ian Backus and **SECONDED** by Sharon Sankar to close debate on the resolution. Hearing no objections, Ms. McFarlane closed the debate.

Ms. McFarlane called for a vote on the resolution.

In Favour - 20
 Opposed - 29
DEFEATED

It was noted that only 49 votes were cast and no one was willing to declare an abstention. As a result, it was not possible to confirm quorum. Therefore, Ms. McFarlane announced that no further business would be conducted.

18. RECOGNITION OF RETIRING COUNCILLORS

Ms. McFarlane recognized the contributions of the following members who have completed their service on Council.

Fred Cross, P.Eng.
Pamela Fulton-Regula, P.Geo., FGC
Howard Procyshyn, P.Eng., FEC
Sheryl Rosenberg, LLB
Brett Todd, P.Eng., FEC
Steve Vieweg, CPA

19. OTHER BUSINESS

(none)

20. GAVEL CEREMONY

The Scott gavel was passed from Ms. Lesley McFarlane to Ms. Lindsay Melvin in accordance with the official ceremony for turning over the gavel to the incoming president. Ms. Melvin signed the scroll, which was then returned to its place in the gavel.

21. INCOMING PRESIDENT

Ms. Melvin expressed how she is looking forward to serving the professions in the role as President. She also conveyed her thanks to Ms. McFarlane for her dedication over the past year.

22. CLOSING ANNOUNCEMENTS AND ADJOURNMENT

Ms. McFarlane thanked everyone for attending and announced that the annual general meeting be adjourned.

Meeting adjourned at 6:07 p.m.

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

L. McFarlane, P.Eng. FEC
President