



Minutes of the **ANNUAL GENERAL MEETING** of Engineers Geoscientists Manitoba, held at the RBC Convention Center, Winnipeg, Manitoba on **Thursday, October 17, 2019**.

---

## **1. CALL TO ORDER AND DECLARATION OF QUORUM**

President Ruth Eden called the meeting to order at 3:03 p.m. and welcomed everyone to the 100th Annual General Meeting of Engineers Geoscientists Manitoba.

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

President Eden announced that quorum was present and declared the meeting duly constituted. As of the Call to Order there were 105 professional members in attendance.

President Eden noted that each member received an electronic voting device and the instructions for the device were provided in the member package. A practice vote was held.

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

## **2. STANDING RULES OF THE MEETING**

President Eden invited Professional Registered Parliamentarian, Vera Chernecki to read the standing rules of the meeting.

Mr. Pollard called a point of order and asserted that Ms. Chernecki was a member of the public and had no voice at the meeting. President Eden asked if there were any objections to Ms. Chernecki reading of the rules. Hearing none, Ms. Chernecki read the standing rules of the meeting.

President Eden announced the motion "That the standing rules of the meeting be approved" and stated that it was recommended and moved by Council for adoption.

She asked if there was any discussion on the motion.

Mr. Pollard asked for the names of the mover and seconder. President Eden noted that since the motion came from Council, it did not require a seconder because more than one person already supported it.

She asked if there was any further discussion on the motion. Hearing none, President Eden called for a vote on the motion.

In Favour – 92.71%  
Opposed – 7.29%

CARRIED

### **3. APPROVAL OF THE AGENDA**

President Eden asked if there were any additions to the agenda.

Mr. Ennis asked if the minutes from the September 19, 2019 meeting were available. President Eden replied that the draft minutes were not available.

Hearing no additions, the agenda was approved as circulated.

### **4. MINUTES OF THE 2018 ANNUAL GENERAL MEETING**

President Eden noted that the minutes of the Annual General Meeting of October 18, 2018 were posted on the Association's website and were provided in the member package.

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

### **5. INTRODUCTIONS**

President Eden introduced the members of the 2018 - 2019 Council.

She then asked that any member who was a past president or served on a task group, committee or chapter over the past year to please stand and be recognized.

President Eden introduced David Lynch, President of Engineers Canada and Jeff Parks, President of Geoscientists Canada. She then recognized the invited guests from other engineering or geoscience associations and those guests representing related Manitoba organizations.

President Eden invited David Lynch, P.Eng., to the stage where he brought greetings on behalf of Engineers Canada.

President Eden invited Jeff Parks, P.Geo., FGC, to the stage where he brought greetings on behalf of Geoscientists Canada.

### **6. MOMENT OF SILENCE FOR DECEASED MEMBERS**

President Eden read the names of members who had passed away since the last Annual General Meeting. A moment of silence was observed in their memory.

### **7. REPORT OF THE PRESIDENT**

President Eden transferred the Chair to Vice President Jitendra Paliwal, while she presented her report.

Vice President Paliwal called for questions on the report. Hearing none, the Secretary was asked to record that the President's Report was presented and received as information. Vice President Paliwal returned control of the meeting back to President Eden.

## **8. REPORT OF COUNCIL ELECTION AND BY-LAW CHANGES**

President Eden announced the names of the scrutineers appointed to oversee both the 2019 Council election and the by-law changes; Asit Dey, Mike Toma and Steven Wu.

She invited Steven Wu, Chief Scrutineer, to present the Scrutineers Report.

Mr. Wu announced the results of the 2019 Council election and named the newly elected councillors;

Three (3) professional engineers elected for a two-year term;

- Cheryl Lashek, P.Eng.
- Allan Silk, P.Eng., FEC
- Izabela Witkowska, P.Eng.

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

- Jason Mann, P.Geo

One (1) intern elected for a two-year term

- Katrine Levesque, EIT

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

- 2019 By-law Re-write (PASS)

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

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

President Eden announced the 2019-2020 Council and asked those present to please stand and be recognized.

## **9. AUDITORS' REPORT**

President Eden noted that the Auditor's Report and the 2019 Financial Statements were provided in the member package.

She invited Ron Stoesz, CPA, FCPA, Chair of the Audit Committee, to present the report of the external auditor and the financial statements.

President Eden noted that Council approved the auditor's report and the 2019 financial statements as part of its governance policies and process.

President Eden 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 2019 Financial Statements were presented and received as information.

## **10. APPOINTMENT OF AUDITORS**

President Eden asked Ron Stoesz, Chair of the Audit Committee, to present the Audit Committee's recommendation of the external auditor.

Mr. Stoesz noted that this was the second annual audit performed by Deloitte and based on the committee's positive review of their performance, Deloitte had been recommended as the Association's auditor for the upcoming fiscal year.

President Eden announced the motion "That Deloitte be appointed as the Association's auditor for the 2019-2020 fiscal year" and stated that it was recommended and moved by Council for adoption.

She asked if there was any discussion on the motion.

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

In Favour – 93.68%  
Opposed – 6.32%

CARRIED

## **11. 2019-2020 BUDGET AND SCHEDULE OF DUES AND FEES**

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

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

President Eden invited Councillor Jason Mann, Chair of the Finance Committee, to deliver a presentation on the budget. Councillor Mann provided an overview of the process taken by the committee to develop the budget and spoke of the highlights, which included an increase to member dues in order to operationalize the 30 by 30 Project into an ongoing Program for Equity and Representation.

President Eden asked if there was any discussion on the presentation.

Alan Pollard commented that our dues were higher than the other associations and put forward a motion of "No confidence in Council".

President Eden asked if there was a seconder. Hearing none, the motion did not proceed.

Mr. Pollard asked why our dues were higher than other associations.

Councillor Mann replied that the higher due was necessary to operationalize the Engineering Changes Lives Project into an ongoing Program for Equity and Representation. It was further stated that the program was an important priority as it related to the Ends and that the budget was carefully constructed with this in mind.

President Eden asked if there was any further discussion on the presentation.

Barry MacBride commented on the absence of an “actuals” column in the budget. He also asked about the location of the line item for Equity and Representation. He was referred to page two in the 2019-2020 Budget provided in the member package.

Hearing no further discussion, President Eden asked the Secretary to record that the 2019-2020 Budget and the Schedule of Dues and Fees were discussed and received as information.

## **12. RESOLUTIONS**

President Eden announced that there were no resolutions passed at the 2018 Annual General Meeting to report on.

Grant Koropatnick advised that one resolution for the 2019 Annual General Meeting was received in accordance with By-law 5.2.4.

### **Resolution:**

It is Moved by D.G. Chapman, P.Eng., FEC and Seconded by D.A. Ennis., P.Eng., FEC

Whereas the current and future operation of The Association of Professional Engineers and Geoscientists of Manitoba (Engineers Geoscientists Manitoba) depends on adherence to its Act and by-laws in all its undertakings;

And whereas the application of bylaws which have not been approved by the membership in accordance with existing by-laws exposes Engineers Geoscientists Manitoba to future legal action;

And whereas the Engineering and Geoscientific Professions Act, clause 12(5) requires by-law amendments to be "in compliance with the procedures set out in the association's by-laws";

And whereas the procedures for adoption of new or amended by-laws are contained in existing bylaw 17;

And whereas Council chose to call a special meeting on September 19, 2019 in accordance with by-laws 17.6.2 to discuss a set of amendments to the existing by-laws;

And whereas the quorum for such a meeting is 40, as specified in by-law 5.3.3;

And whereas evidence provided by the Secretary indicated that such quorum was not met;

And whereas by-law 5.3.3 requires the president to cancel or postpone the special meeting in the event that quorum was not obtained within an hour of the stated start time of the meeting;

And whereas voting on the by-law amendments may have taken place without the special meeting referred to in by-law 17.6.6 being properly constituted, having not achieved quorum;

And whereas such a vote would not be valid if the special meeting did not reach quorum;  
Be it hereby resolved that:

- a) Council, through the sign-in records for the meeting which took place on September 19, 2019, demonstrate to the scrutineers of the 2019 election for council on or before October 21, 2019 that attendance at the special meeting met the quorum requirements and;
- b) if such records show that quorum was not obtained, then it is recommended that Council immediately annul the results of the recent vote on by-law amendments and that the association then proceed with a vote on such amendments after the 2019 Annual General Meeting, in accordance with by-law 17.6.6.

President Eden asked if the mover or seconder would like to begin discussion.

Doug Chapman spoke to the resolution and claimed that the meeting on September 19, 2019 was not duly constituted and did not fulfill by-law 17.6.2. Therefore, the results of the recent by-law vote should be annulled, and the vote be rescheduled.

President Eden noted that there were no motions or voting at the September 19<sup>th</sup> meeting therefore the requirements for the meeting and the spirit of the by-law were met.

Dave Ennis suggested that Council consult a defense lawyer to confirm if there are any potential risks if the recent by-law vote is allowed to pass.

Don Spangelo added that any advice provided by legal counsel be shared with the membership.

President Eden asked if there was any further discussion. Hearing none, she reminded everyone that the vote was not on the resolution itself, but on whether or not the resolution should be considered by Council.

President Eden announced the motion "That the resolution be sent forward for Council's consideration" and called for a vote.

In Favour – 73.63%  
Opposed – 26.37%

CARRIED

### **13. PUBLIC INTEREST REVIEW COMMITTEE APPOINTMENTS**

President Eden stated that two members were to be elected to the Public Interest Review Committee by way of motion(s) at the Annual General meeting, for a two-year term, in accordance with By-law 4.5.4.2.

She called for a 15-minute break so that members could seek consent from potential nominees.

*4:17 p.m. Break*

*4:32 p.m. Meeting resumed*

President Eden called the meeting back to order and called for nominations for the two positions on the Public Interest Review Committee.

Roger Mussard, nominated by Don Himbeault  
Lawrence Ferchoff, nominated by Dave Ennis

Hearing no other nominees, President Eden closed the nominations.

President Eden asked for a mover and seconder on the motion “That Roger Mussard and Lawrence Ferchoff be appointed to the Public Interest Review Committee for a two-year term”.

Allan Pollard moved the motion and Arnold Permut seconded the motion.

President Eden asked if there was any discussion on the motion. Hearing none, she called for a vote.

In Favour – 91.78%  
Opposed – 8.22%  
CARRIED

### **14. OTHER BUSINESS**

(none)

### **15. RECOGNITION OF RETIRING COUNCILLORS**

President Eden recognized the following members who had completed their term on Council.

Jonathan Epp, P.Eng., FEC  
Doug Bell, P.Geo., FGC  
John Guenther, P.Eng., FEC  
Florence Lee, EIT

## **16. GAVEL CEREMONY**

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

## **17. INCOMING PRESIDENT'S ADDRESS**

Incoming President Paliwal spoke of the 100-year journey of engineering as a regulated profession in Manitoba. He spoke of the challenges and opportunities that the professions will face moving forward and of the professions' responsibility to be more inclusive and diverse during these exciting times of change.

## **18. CLOSING ANNOUNCEMENTS AND ADJOURNMENT**

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

Meeting adjourned at 4:47 p.m.

---

Ruth Eden, P.Eng. FEC  
President

---

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