



Minutes of the **ANNUAL GENERAL MEETING** of the Association of Professional Engineers and Geoscientists of the Province of Manitoba, held at The Fort Garry Hotel, Winnipeg, Manitoba on **FRIDAY, October 29, 2010**.

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### **CALL TO ORDER AND OFFICIAL OPENING**

Those present stood for the playing of the National Anthem. President John Woods called the meeting to order at 11:40 a.m. and welcomed everyone to the 91st Annual General Meeting of the Association of Professional Engineers and Geoscientists of the Province of Manitoba. He confirmed that 80 members were present - which constituted quorum.

Mr. Woods advised that the meeting was being recorded.

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

Mr. Woods read the names of the members deceased during the year.

A moment of silence was observed in their memory.

### **NOTICE OF MEETING**

The Notice of Meeting, which had been included in the Summer 2010 edition of *The Keystone Professional*, was read by the Secretary, Mr. Grant Koropatnick.

### **APPROVAL OF THE AGENDA**

It was MOVED by Mr. Dave Cross and SECONDED by Mr. Dennis Hodgkinson that the agenda be approved as presented.

CARRIED

### **INTRODUCTION OF THE COUNCIL AND STAFF**

The members of Council and the APEGM staff were introduced.

Mr. Woods also introduced Tim Corkery, the APEGM Director on the Board of Geoscientists Canada; Wells Peever and David Wright, the Association's legal counsel; and David Anderson, from the firm BDO Canada – the Association's Auditors.

### **INTRODUCTION OF COMMITTEE CHAIRS**

Mr. Woods introduced the Chairs of the Committees and Chapters who were in attendance.

### **RECOGNITION OF GUESTS AND ASSOCIATION REPRESENTATIVES**

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

- Chantal Guay – CEO Engineers Canada
- Dennis Paddock – Executive Director – APEGS
- Brent Smith – President Elect – Engineers Canada
- Derek Doyle – Executive Director & Registrar - APEGBC
- Kim Farwell – President – APEGGA
- Shawna Argue – President, APEGS
- Diane Freeman – President – PEO
- Dale Heglund – President, NDSPE

Mr. Woods informed the meeting that greetings from those representatives could be found in the folders provided for the meeting.

Mr. Woods recognized the representatives of the other related Manitoba organizations:

- Shirley Tillett, Executive Director Consulting Engineers Manitoba
- Art Martin, President, Manitoba Association of Architects
- Judy Pestrak, Executive Director, MAA

Mr. Woods introduced Brent Smith, who brought greetings from Engineers Canada. Mr. Woods then introduced Tim Corkery who brought greetings from Geoscientists Canada.

Mr. Woods transferred the Chair to Past President Don Himbeault.

### **REPORT OF THE PRESIDENT**

Mr. Woods drew the meetings attention to his report printed in the 2009 – 2010 Annual Report.

Mr. Woods concluded his report by welcoming Bill Girling as the new President of APEGM.

Dr. Himbeault called for questions. The President's report was received as read.

It was MOVED by Dr. Ganpat Lodha and SECONDED by Dr. Doug Chapman that the President's report be accepted as presented.

CARRIED

Mr. Woods returned to the Chair.

### **MINUTES OF THE ANNUAL GENERAL MEETING OF October 23, 2009**

It was MOVED by Mr. Arnold Permut and SECONDED by Ms Doina Priscu that the minutes of the Annual General Meeting of October 23, 2009 be accepted as read and adopted.

CARRIED

## **REPORT OF THE SCRUTINEERS - COUNCILLORS ELECTED FOR 2010-2012**

Mr. Woods read the report of the Scrutineers.

He 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:

Engineers:

- Rajib Ahsan
- Adam Pawlikewich
- Roger Rempel
- Don Spangelo

Geoscientist:

- Rick Lemoine

It was MOVED by Mr. Charlie Bouskill and SECONDED by Ms Robyn Page that the report of the scrutineers on the result of the voting for the 2010 election to the Council be received.

CARRIED

Mr. Woods congratulated those who had been elected and expressed sincere appreciation to those members who had let their names stand in nomination but who were not elected.

Mr. Woods announced that, in accordance with By-law No.4.2.1.1 of the Association, Bill Girling, P.Eng. would become the President of the Association at the close of the meeting and that his term of office would continue until the end of the 2011 Annual General Meeting.

## **AUDITORS' REPORT AND THE JUNE 30, 2010 FINANCIAL STATEMENT**

Mr. Woods referred the meeting to the Auditor's Report.

He noted that Council had approved the report as part of its governance policies and process. He added that the statement makes provision for the appropriation to the APEGM Foundation Inc. and that the money is in an internally restricted fund for that purpose.

It was MOVED by Mr. Dave Ennis and SECONDED by Mr. Charlie Bouskill that the Auditors' Report for the year ending June 30, 2010 be received.

CARRIED

## **APPOINTMENT OF AUDITORS**

It was MOVED by Mr. Dave Cross and SECONDED by Mr. Ed Ryczkowski that BDO Canada LLP be appointed as the Association's auditors for the 2010 -2011 fiscal year.

CARRIED

### **2010/2011 BUDGET AND SCHEDULE OF DUES AND FEES**

Mr. Woods referred the meeting to the 2010/2011 Budget and the 2010 Schedule of Dues and Fees.

Mr. Woods announced that both the Budget and Fee Schedule had been previously approved by Council in accordance with the By-laws and were on the agenda to provide an opportunity for questions and comments to the Council.

There being no comments or questions, Mr. Woods requested the Secretary to record that the 2010/2011 Budget and the 2011 Schedule of Dues and Fees were considered and received as information.

### **NOMINATING COMMITTEE APPOINTMENTS**

Mr. Woods informed the meeting that this item was on the agenda to select five members to serve on the Nominating Committee.

He advised that the Nominating Committee had important responsibilities and a significant workload. He noted that not only does the Committee nominate members for election to Council; it is also responsible for recommending persons to serve on external Boards and Committees.

Mr. Woods reviewed the composition of the Committee, as set out in its Terms of Reference, and invited nominations for the five positions to be filled at the Annual Meeting.

- Doug Chapman nominated Robyn Page. Ms Page accepted the nomination.
- Dave Cross nominated Lawrence Ferchoff. Mr. Ferchoff accepted the nomination.
- Lindsay Melvin nominated Ian Backus. Mr. Backus accepted the nomination.
- Ganpat Lodha nominated David Grant. Mr. Grant accepted the nomination.
- David Grant nominated Ganpat Lodha. Dr. Lodha accepted the nomination.

As there were no more nominations forthcoming it was MOVED by Ms Doina Priscu and SECONDED by Dr. James Blatz that nominations close.

CARRIED

### **BY-LAW CHANGE PROPOSALS**

Mr. Woods advised the meeting that the Council proposes to amend six by-laws.

He noted that these By-law changes were received and approved by Council at the meeting of September 16, 2010. The Legislation Committee reviewed and drafted the final wording.

Copies of the proposed by-law changes were sent to all members by mail.

**Proposed By-law Changes:**

Proposed By-law changes to clarify Council Composition and Filling of Vacancies  
By-law 4.1 – Composition and By-law 4.2 - Officers

- 4.1.1 Composition
- 4.1.3 Vacation of Office
- 4.1.4 Excuse of Absence
- 4.1.5 Policies and Procedures
- 4.2.1.3 Vacancy
- 4.2.2.3 Vacancy
- 4.2.3.3 Vacancy
- 4.2.4.2 Vacancy

It was MOVED by Mr. Michael Gregoire and SECONDED by Dr. Jeannette Montufar to approve the proposed by-laws 4.1 and 4.2 as presented.

Mr. David Grant requested clarification regarding the proposed change to by-law 4.2.1.3.

Mr. Don Spangelo, Chair of the Legislation Committee, clarified the proposed change.

D. Grant - Against  
CARRIED

Proposed By-law changes to allow for Electronic Sealing  
By-law 11.1 – Use of Seal; By-law 12.2 – Seals; By-law 12.4 Electronic Seal

- 11.1 .1 Professional Member's Seal
- 11.1.2 Temporary Licensee's Seal
- 11.1.3 Specified Scope of Practice Licensee's Seal
- 11.1.4 Affixing the Seal
- 11.1.5 Electronic Seal
- 12.2.1 Professional Member's Seal
- 12.2.2 Temporary Licensee's Seal
- 12.2.3 Specified Scope of Practice Licensee's Seal
- 12.4 Electronic Seal

It was MOVED by Ms Doina Priscu and SECONDED by Mr. Dave Ennis to approve the proposed by-laws 11.1, 12.2 and 12.4 as presented.

CARRIED

Proposed By-law changes to allow for On-Line Voting  
By-law 3.1 – Council Elections and By-law 17.1 – By-law Changes

- 3.1.1 Council
  - 3.1.1.1 Nominations
  - 3.1.1.2 Withdrawal of Nominations
  - 3.1.1.3 Notice of Withdrawal
  - 3.1.1.4 Ballots
  - 3.1.1.5 Voting

- 3.1.1.6 Ballot Counting and Scrutineers
- 3.1.1.7 Vacancies
- 17.1 Proposal
- 17.2 Coming into Effect
- 17.3 Notice of Proposal
- 17.4 Approval for Letter Ballot
- 17.5 Letter Ballot
- 17.6 Accompanying Information
- 17.7 Return of Ballots
- 17.8 Ballot Counting

It was MOVED by Mr. Lawrence Ferchoff and SECONDED by Mr. Dick Johnson to approve the proposed by-laws 3.1 and 17.1, 17.2, 17.3, 17.4, 17.5, 17.6, 17.7, and 17.8 as presented.

CARRIED

Proposed By-law changes to clarify ADR Process during Investigations -By-law 15.3.

It was MOVED by Mr. Dave Ennis and SECONDED by Mr. Lawrence Ferchoff to approve the proposed by-law 15.3 as presented.

CARRIED

### **REPORTS OF THE COMMITTEES AND STAFF**

Mr. Woods referred the meeting to the 2009-2010 Annual Report.

It was MOVED by Mr. Don Spangelo and SECONDED by Dr. Garland Laliberte that the Committee and Staff reports, as published in the 2009-2010 Annual Report, be accepted.

CARRIED

### **RESOLUTIONS**

Mr. Woods announced that By-law 5.1.4 provided for resolutions to be put forward and voted upon at the Annual General Meeting.

Mr. Koropatnick advised that a resolution was received in accordance with By-law 5.1.4.

An amendment to that resolution was distributed at the meeting.

Mr. Dave Ennis, the mover of the resolution, spoke to the amended resolution.

The resolution called for the Council of the Association to call a Special Meeting of the Association to consider whether the concerns of the public should be studied and establish criteria that, depending on the conclusions of such study, would become a basis for engaging in advocacy [relating to the decision on where the Bipole III transmission line should be located].

Mr. Len Bateman, also spoke to the amended resolution.

Mr. Wells Peever, the Association's legal counsel, advised the meeting that he reviewed the amended resolution, and concluded that it does not come within the Association's scope and mandate and is therefore, out-of-order.

Notwithstanding the advice of legal counsel, President Woods permitted the amended resolution and called for the consent of the members present.

It was MOVED by Mr. Dave Ennis and SECONDED by Mr. Len Bateman that the meeting accept the amended resolution as presented.

**Abstained**

D. Spangelo  
D. Grant  
S. Sankar  
M. Gregoire  
E. Teklemariam  
D. Priscu  
E. Armitt  
J. Montufar  
G. Lodha  
A. Berdichevsky  
D. Nedohin-Macek  
D. Himbeault  
S. Kass  
S. Argue  
G. Koropatnick  
B. Girling  
K. Reznichuk  
L. Melvin  
I. Backus  
(19)  
MOTION CARRIED

Mr. Arnold Permut, Mr. David Grant, Dr. Garland Laliberte, and Ms Cathy Stewart all spoke in favour of the resolution being forwarded to Council.

It was MOVED by Garland Laliberte and SECONDED by Cathy Stewart that the amended resolution be forwarded to Council.

**Abstained**

D. Spangelo  
D. Grant  
S. Sankar  
M. Gregoire  
E. Teklemariam  
D. Priscu  
E. Armitt  
J. Montufar

G. Lodha  
A. Berdichevsky  
D. Nedohin-Macek  
D. Himbeault  
S. Kass  
S. Argue  
G. Koropatnick  
B. Girling  
K. Reznichuk  
L. Melvin  
I. Backus  
(19)  
MOTION CARRIED

### **RECOGNITION OF RETIRING COUNCILLORS**

President Woods recognized the contributions of the following retiring Councillors:

Sheila Dresen for two years on Council  
Don Himbeault for five years on Council  
Jeannette Montufar for two years on Council  
Cindy Rodych for two years on Council  
Edward Ryczkowski for six years on Council  
Brian Shortt for six years on Council

### **OTHER BUSINESS**

There were no other business items.

### **GAVEL CEREMONY**

The Scott gavel was passed from Mr. John Woods to Mr. Bill Girling in accordance with the official ceremony for turning over the gavel to the incoming president. Mr. Girling signed the scroll, which was then returned to its place in the gavel.

### **INCOMING PRESIDENT'S ADDRESS**

Mr. Girling expressed his thanks to Council for electing him as Vice-President. He spoke briefly about the proposed CPD program.

### **CLOSING ANNOUNCEMENTS AND ADJOURNMENT**

Mr. Woods announced that:

- Provincial Engineering and Geoscience Week will be the first week in March 2011. There will be a number of activities sponsored by APEGM.
- Nominations for Member recognition awards are accepted through the APEGM office at any time. Details are available at the APEGM website.

The meeting adjourned at 2:15 p.m.



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G. Koropatnick, P.Eng.  
Executive Director & Registrar



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J. Woods, P.Eng.  
President