



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 **FRIDAY, October 28, 2011**.

CALL TO ORDER AND OFFICIAL OPENING

Those present stood for the playing of the National Anthem.

President Bill Girling called the meeting to order at 8:30 a.m. and welcomed everyone to the 92nd Annual General Meeting of the Association of Professional Engineers and Geoscientists of Manitoba. He confirmed that 84 members were present - which constituted quorum.

Mr. Girling advised that the meeting was being recorded.

MOMENT OF SILENCE FOR DECEASED MEMBERS

Mr. Girling 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 2011 edition of The Keystone Professional, was read by the Secretary, Mr. Grant Koropatnick.

APPROVAL OF THE AGENDA

It was MOVED by Mr. Raymond Reichelt and SECONDED by Dr. Doug Chapman 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. Girling also introduced Tim Corkery, the APEGM Director on the Board of Geoscientists Canada; Wells Peever, the Association's legal counsel; and David Anderson, from the firm BDO Canada – the Association's Auditors.

INTRODUCTION OF COMMITTEE CHAIRS

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

RECOGNITION OF GUESTS AND ASSOCIATION REPRESENTATIVES

Mr. Girling 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, Engineers Canada*
- *Gregory Finn - President, Geoscientists Canada*
- *Denis Dixon - President-Elect, PEO*
- *Jim Smith - President, APEGGA*
- *Leah Lawrence - President-Elect, APEGGA*
- *Len Shrimpton - COO, APEGGA*
- *Peter Jackson - President, APEGS*

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

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

- *Jonathan Beddoes - Dean of Engineering, University of Manitoba*
- *Bruce Wilton - President, ACEC MB*
- *Shirley Tillet - Executive Director, ACEC MB*
- *Jerald Peters - President, Manitoba Association of Architects*
- *Judy Pestrak - Executive Director, MAA*
- *Don Bourgeois - MLS*
- *Kaitlin Fritz - UMES Senior Stick*
- *Andrew Grossart - UMES Vice Stick External*

Mr. Girling introduced Brent Smith, who brought greetings from Engineers Canada.

Mr. Girling then introduced Gregory Finn who brought greetings from Geoscientists Canada.

Mr. Girling transferred the Chair to Past President John Woods.

REPORT OF THE PRESIDENT

Mr. Girling drew the meetings attention to his report printed in the 2010 – 2011 Annual Report.

Mr. Girling concluded his report by welcoming Adam Pawlikewich as the new President of APEGM.

Mr. Woods called for questions. The President's report was received as read.

It was MOVED by Mr. Allan Silk and SECONDED by Dr. Digvir Jayas that the President's report be accepted as presented.

CARRIED

Mr. Girling returned to the Chair.

MINUTES OF THE ANNUAL GENERAL MEETING OF October 29, 2010

It was MOVED by Mr. Arnold Permut and SECONDED by Mr. Rajib Ahsan that the minutes of the Annual General Meeting of October 29, 2010 be accepted as read and adopted.

Mr. Dave Ennis suggested the following amendment to the minutes:
Page 7, fourth paragraph, last sentence - strike the word "therefore" and replace with the words "in his opinion".

Mr. David Grant noted that he was incorrectly listed in the minutes as having abstained from voting on the amended resolution motions.

It was MOVED by Mr. Dave Ennis and SECONDED by Mr. Arnold Permut that the minutes of the Annual General Meeting of October 29, 2010 be approved with the above noted corrections.

AMENDED MOTION CARRIED

REPORT OF THE SCRUTINEERS - COUNCILLORS ELECTED FOR 2011-2013

Mr. Girling 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:

- Luis Escobar
- Marcia Friesen
- Dawn Nedohin-Macek
- Jim Nicholson

Geoscientist:

- Chris Beaumont Smith

It was MOVED by Dr. Digvir Jayas and SECONDED by Mr. David Grant that the report of the scrutineers on the result of the voting for the 2011 election to the Council be received.

Mr. Ed Toutant spoke against accepting the results of the report of the scrutineers. He expressed his concern over the issue of confidentiality of on-line voting.

He stated that, in his opinion, accepting the results of the on-line vote would be in violation of section 2.5 of the Code of Ethics by "endorsing an enterprise of questionable character".

Mr. Dave Ennis stated that he was a scrutineer for many years. He noted that the previous paper ballot system where the member returned a sealed ballot in a brown envelope which was placed inside a return envelope that included the member's name had its imperfection as the brown envelope could have been matched up with the name on the outer envelope.

Mr. Arnold Permut stated that no system is perfect, however, the Association has done the best job possible to ensure that its on-line voting system is confidential.

AGAINST THE MOTION
E. Toutant

MOTION CARRIED

Mr. Girling congratulated those who had been elected.

Mr. Girling announced that, in accordance with By-law No.4.2.1.1 of the Association, Adam Pawlikewich, 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 2012 Annual General Meeting.

REPORT OF THE SCRUTINEERS - PROPOSED BY-LAW CHANGES

Mr. Girling advised the meeting that Council proposed to amend seven by-laws.

He noted that these By-law changes were received and approved by Council at the meeting of 15 September 2011. The Legislation Committee reviewed and drafted the final wording.

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

The ballots were counted at 9:00 a.m. on Friday 21 October 2011.

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| Proposed By-Law Changes for CPD Reporting Program | Pass |
| Amendment to By-Law 6.4.1 | Pass |
| Amendment to By-Law 9.2.8 | Pass |
| Amendment to By-Law 11.1.1 | Pass |
| Amendment to By-Law 12.2.2 | Pass |
| Amendment to By-Law 15.3.1.1 | Pass |
| Amendment to By-Law 17.5.1 | Pass |

It was MOVED by Mr. Don Spangelo and SECONDED by Ms Robyn Page that the report of the scrutineers on the result of the voting for the 2011 By-law vote be received.

CARRIED

AUDITORS' REPORT AND THE JUNE 30, 2011 FINANCIAL STATEMENT

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

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

It was MOVED by Mr. Dave Ennis and SECONDED by Mr. Arnold Permut that the Auditors' Report for the year ending June 30, 2011 be received.

CARRIED

APPOINTMENT OF AUDITORS

It was MOVED by Allan Silk and SECONDED by Mr. Dave Ennis that BDO Canada LLP be appointed as the Association's auditors for the 2011-2012 fiscal year.

CARRIED

2011/2012 BUDGET AND SCHEDULE OF DUES AND FEES

Mr. Girling referred the meeting to the 2011/2012 Budget and the 2012 Schedule of Dues and Fees.

Mr. Girling 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. Girling requested the Secretary to record that the 2011/2012 Budget and the 2012 Schedule of Dues and Fees were considered and received as information.

NOMINATING COMMITTEE APPOINTMENTS

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

Mr. Girling 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 Allan Silk. Mr. Silk accepted the nomination.
- Amjad Mian nominated David Grant. Mr. Grant accepted the nomination.
- Dawn Nedohin-Macek nominated Richard Warsza. Mr. Warsza accepted the nomination.
- Sharon Sankar nominated David Cross. Mr. Cross accepted the nomination.
- Robyn Page nominated Beth Phillips. Ms Phillips accepted the nomination.

REPORTS OF THE COMMITTEES AND STAFF

Mr. Girling referred the meeting to the 2010-2011 Annual Report.

It was MOVED by Mr. David Grant and SECONDED by Dr. Digvir Jayas that the Committee and Staff reports, as published in the 2010-2011 Annual Report, be accepted.

CARRIED

REPORT OF THE 2010 RESOLUTION

Mr. Girling reminded those present that a resolution brought forward at the 2010 AGM called for Council to call a special meeting 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. Girling advised that Council responded by adding the item to its agenda and discussing the issue of advocacy at four meetings. After its 20 January 2011 meeting, Council sought the advice of legal counsel, Wells Peever, and determined that advocacy in connection with Bipole III was beyond the purpose and powers of the Association under its governing Act.

Council struck a task group to plan a special meeting to educate members on the issues related to Bipole III. The special meeting was held on 8 June 2011 and was attended by 107 members and six members-in-training. Dr. Garland Laliberte, P.Eng. spoke on behalf of the Bipole III Coalition. Wells Peever attended and assisted in answering questions with respect to advocacy, Section 3 of the Act, and the proper interpretation of legal statutes.

At its 12 May 2011 meeting, Council formed a separate task group to define when and how such advocacy could occur and to develop a framework that will assist Council in determining the Association's role in advocacy. The task group will continue its work in 2012 with the new Council and will be chaired by Councillor Roger Rempel, P.Eng.

RESOLUTIONS

Mr. Girling 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 no resolutions had been received.

RECOGNITION OF RETIRING COUNCILLORS

President Girling recognized the contributions of the following retiring Councillors:

Alan Aftanas for four years on Council
Doina Priscu for two years on Council
John Woods for five years on Council
Arthur Chapman for six years on Council
Raymond Reichelt for four years on Council

OTHER BUSINESS

Mr. Dave Ennis stated that when Council was considering the resolution that was made at the 2010 meeting and the issue of advocacy in connection with Bipole III, it solicited a legal opinion from Wells Peever.

Mr. Ennis asked if Mr. Peever's written legal opinion is available to the membership.

Wells Peever advised that he provided his written legal opinion to Council. Mr. Peever stated that the legal opinion belongs to the Association - who can do with it as it sees fit.

Mr. Ennis stated that he hereby requests a copy of Mr. Peever's written legal opinion.

There were no other business items.

GAVEL CEREMONY

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

INCOMING PRESIDENT'S ADDRESS

Mr. Pawlikewich expressed his thanks to Council for electing him as Vice-President.

CLOSING ANNOUNCEMENTS AND ADJOURNMENT

Mr. Girling announced that:

- *Provincial Engineering and Geoscience Week will be the first week in March 2012. 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 9:56 a.m.

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

B. Girling, P.Eng.
President