



95th ANNUAL GENERAL MEETING
Connie Parenteau, P.Eng., FEC, FGC (Hon.), Chair
Mac Hall BC, Calgary TELUS Convention Center
Calgary, Alberta
Friday, April 24, 2015, 2:00 – 4:00 PM

APPROVED MINUTES

1.0 CALL TO ORDER

The Chair called the meeting to order at 2:18 PM.

2.0 CREDENTIALS REPORT

Mark Flint, P.Eng., CEO and Chair of the Credentials Committee, announced that there were 240 professional voting members registered for the meeting.

After confirmation the Chair declared that a quorum was present, notice of the Annual General Meeting (AGM) was properly provided, and the meeting was properly constituted for the transaction of business.

3.0* SPECIAL RULES FOR THE MEETING

MOTION 15-10

Moved by Vice-President Pearse, and seconded, that the Special Rules for the meeting be as follows:

General Procedures

1. Members and guests shall register before being admitted to the business session.
2. When seeking the floor, a member shall proceed to a microphone and after recognition by the Chair, state their name and professional designation.
3. Cell phones and pagers shall be silenced during the meeting. Video cameras and recording equipment, other than that approved by the president, shall not be permitted in the assembly hall.
4. The President shall appoint all committees and individuals in the conduct of the Annual General Meeting.

-
5. In a motion unanimously passed at the March 20, 2014 meeting of APEGA Council, it was agreed that for the announcement of the results of the election of members to Council, the actual number of votes cast for each candidate will not be reported at an AGM, and the minutes of the AGM will not include the actual number of votes cast for each candidate

Motions and Resolutions

6. Motions shall be written, signed, and sent immediately to the desk of the Recording Secretary.
7. Only resolving clauses shall be presented to the assembly.

Debating and Voting

8. A member may speak to any question for a maximum of two (2) minutes unless the assembly grants special permission.
9. The chair shall limit debate of a resolution to a total of fifteen (15) minutes per resolution. Debate may be extended with the permission of the assembly.
10. Each member has the right to speak twice on the same question on the same day, but a member cannot make a second speech on that question so long as any member who has not spoken on that question desires the floor.
11. Voting is limited to Professional Members who are in possession of a voting card issued upon registration. Use of the voting cards shall be at the direction of the Chair, and shall be deemed to be a division of the assembly.

. ADOPTED.

4.0 APPOINTMENTS

In accordance with the Special Rules, the Chair appointed: Chelsea McNaughton as Recording Secretary, and Robert James, PRP, as Parliamentarian.

The Chair also appointed: Steve Hrudey, P.Eng., PhD, FCAE, Brad Hayes, P.Geol., PhD, FGC, and Lisa Doig, P.Eng., FEC, FGC (Hon.) as members of the minutes approval committee, who will review and approve the minutes of the meeting.

5.0* APPROVAL OF AGENDA

MOTION 15-11

Moved by Dr. Brad Hayes, P.Geol, to adopt the proposed agenda which was approved by Council, and supplied to each member at the time they registered for this AGM.

ADOPTED

6.0 INTRODUCTIONS

6.1 HEAD TABLE

The Chair introduced the head table.

6.2 SPECIAL GUESTS

The Chair introduced all special guests in attendance.

7.0 GREETINGS

7.1 ENGINEERS CANADA

Dr. Paul Amyotte, P.Eng., President, brought greeting on behalf of Engineers Canada.

7.2 GEOSCIENTISTS CANADA

Mr. George Eynon, P.Geo., President-Elect, brought greeting on behalf of Geoscientists Canada.

7.3 CONSULTING ENGINEERS OF ALBERTA

Mr. Matt Brassard, P.Eng., President, brought greetings on behalf of the Consulting Engineers of Alberta.

7.4 THE ASSOCIATION OF SCIENCE AND ENGINEERING TECHNOLOGY PROFESSIONALS OF ALBERTA

Mr. Norman Kyle, P.Tech.(Eng.), P.L. (Eng.), President, brought greetings on behalf of ASET.

8.0* PAYMENT OF RESPECT TO MEMBERS DECEASED SINCE THE 2014 ANNUAL GENERAL MEETING

The meeting observed a moment of silence in respect of the members deceased since the last Annual General Meeting.

In the 2014 AGM a motion was approved for a moment of silence to be observed at all future AGMs to honour workers killed on the job site. The meeting observed another moment of silence to honour all workers killed on the job site since the 2014 AGM.

9.0* MINUTES OF THE 2014 ANNUAL GENERAL MEETING

The minutes of the 2014 AGM were reviewed and approved by the 2014 Minutes Approval Committee. Copies were included in the AGM folder provided to each member when they registered for the meeting.

10.0 BUSINESS ARISING FROM THE MINUTES

There was no business arising from the minutes.

11.0* ADDRESS OF THE PRESIDENT

The President referenced her written report, found on page two of the 2014 Annual Report, and provided a verbal update.

12.0* CEO'S REPORT

Mark Flint, P.Eng., CEO, referenced his written report, found on page three of the 2014 Annual Report, and provided a verbal update.

13.0* AUDITOR'S REPORT

Vice-President Pearce, P.Eng., Chair of the Audit Committee, presented the Auditor's Report. Mr. Alan Rudosky, Associate Partner, representing Ernst & Young, LLP, was available via teleconference to answer questions. There were no questions.

14.0 APPOINTMENT OF AUDITOR FOR 2015

MOTION 15-12

Moved by Vice-President Pearce, and seconded, that Ernst & Young, LLP be hereby appointed auditor for the Association for 2015, and that the Chief Executive Officer be authorized and instructed to set the remuneration of the auditor.

ADOPTED

15.0* CONSTITUENT ASSOCIATION REPORTS

The Chair referenced the two constituent association reports provided in the AGM folder.

16.0 ANNOUNCEMENT OF ELECTION RESULTS

For the office of First Vice-President, the candidate who received the most votes was Steve Hruday, P.Eng., PhD, FCAE, and was declared elected First Vice-President and President Elect.

For the office of Second Vice-President the candidate who received the second highest votes was Nima Dorjee, P.Eng., and was declared elected Second Vice-President.

For the office of Councillor, the four candidates who received the highest number of votes were:

1. Jeff DiBattista, P.Eng., PhD, MBA
2. Jennifer Enns, P.Eng.
3. John Rhind, P.Geol., and
4. Art Washuta, P.Eng.

and were declared elected Councillors for a term of three years.

17.0 OBJECTION TO ELECTION RESULTS

No objections were declared.

18.0* APPOINTMENT OF NOMINATING COMMITTEE FOR 2015/2016

For the information of the members, APEGA Councillor, Craig McFarland, P.Eng. has been designated by the Past-President to serve as Chair for the 2015/2016 Nominating Committee.

MOTION 15-14

As recommended by Council amended by adding Jim Becket, P.Eng moved by Dr. Steve Hruday, , that

Members Returning from Last Year:

Brad Anderson, P.Geol.
Kim Farwell, P.Eng., an APEGA Past President
Dr. David Lynch, P.Eng.
Craig McFarland, P.Eng., APEGA Councillor, Chair
Dr. Ian McIlreath, P.Geol., PhD
Dave Rumbold, P.Eng.
Terri Steeves, P.Eng.

New Appointments:

Andre Corbould, P.Eng.
Bob Lloyd, QC, APEGA Council Public Member
Mahsoo Naderi-Dasoar, P.Eng., APEGA Councillor
Brian Pearse, P.Eng.
Tammy Pidner
John Rhind, P.Geol., APEGA Councillor
Dr. Bill Rosehart, P.Eng.
Jeff Watt, P.Eng.

Jim Beckett, P.Eng, an APEGA Past President

be appointed to and form the Nominating Committee for the coming year. ADOPTED

19.0* AMENDMENTS TO APEGA BYLAWS

MOTION 15-15

Moved by Craig McFarland, P.Eng. to approve APEGA Bylaw Section 7, amended by Council to read:

7(1) Prior to the polls closing the Chief Executive Officer shall appoint six professional members including a chair to act as a ballot counting committee.

(2) This committee shall receive the package containing the ballots at a time and place designated by the Chief Executive Officer.

(3) The envelope containing the ballots shall be opened by a member or members of the ballot counting committee who shall scrutinize and count the votes cast and keep a record thereof.

ADOPTED

MOTION 15-16

Moved by Terri Steeves, P.Eng., debated, to approve APEGA Bylaw,

Section 3, amended by Council, to read:

3(1) The Nominating Committee, in selecting nominees, shall give due consideration to the composition of the Council as required by the Act, Regulations and Bylaws

(2) Write-in nominations for any office, except the President, shall be made in writing. Any such nominations shall be accompanied by the name, professional designation, member number and signature of any 25 professional members in good standing. Such nominations shall reach the Nominating Committee not later than 180 days prior to the annual meeting and shall be accompanied by the written consent of the nominee or nominees to act if elected.

(3) The Nominating Committee shall submit for information to Council a list of nominees for Council, which shall include the President-Elect as the sole nominee for President, three nominees for Vice-President, and at least three more nominees for Councillors than there are vacancies to be filled on Council.

(4) Nominees for President or Vice-President shall have served on the Council.

(5) The written consent of the nominees to act if elected shall be secured and shall accompany the list of nominees

Section 4, amended by Council by striking,

Section 5, amended by Council by striking, and

Section 6 amended by Council, to read:

- (1) Elections shall be conducted electronically or by letter ballot.
- (2) The names of all persons nominated for office shall be placed on the ballot form in groups relating to each office. The number, professional classification and term of Councillors to be elected shall be made clear on the ballot form. A list of all candidates shall be made available to all eligible voting members prior to polls opening.
- (3) Each eligible voting member is entitled to one vote for one candidate for vice-president, and to vote for as many candidates as there are vacancies to be filled for Council, or for a lesser number.
- (4) The polls shall remain open for a minimum of 30 days and no ballots received after close of polls shall be considered.
- (5) Dates for the opening and closing of polls shall be advertised no later than 30 days prior to polls opening.

Number of votes cast	113
Necessary for adoption(majority)	57
In favour	67
Opposed	46

ADOPTED

20.0 NEW BUSINESS

20.1 LEGISLATIVE UPDATE

CEO Flint provided a legislative update.

20.2 OTHER

There was no other new business from the floor.

21.0 DATE AND LOCATION FOR 2016 ANNUAL GENERAL MEETING

MOTION 15-17

Moved by Brian Pearse, P.Eng., and seconded, to set the 2016 AGM in Edmonton, Alberta on Friday, April 22, 2016. ADOPTED.

22.0 INDUCTION OF PRESIDENT

President Parenteau was sworn in by Past-President Yeo.

23.0 ADJOURNMENT

The meeting was adjourned at 4:33 PM.