



Report to Members 2017 Annual General Meeting Mail and Electronic Voting Requirements – Bylaw 37(3)

1 Overview – Membership Vote Required

- Why is this proposed change necessary?

As a matter of effective governance, APEGA needs to be able to update and modify Bylaws to deal with issues as required. APEGA seeks to better use an existing tool for voting on APEGA matters beyond the current typical means of an Annual General Meeting or special meeting where quorum is only 60 Professional Members. Engagement by Members who choose to vote concerning APEGA matters should be meaningful. If you vote, your vote should count.

- What is the proposed change?

Amend Bylaw 37(3) so that the number of votes to make a mail and electronic vote valid changes from 10% of total eligible Professional Members to a minimum of 400 needed to respond

In accordance with the *Engineering and Geoscience Professions Act (EGP Act)* Section 20(2) Members will be asked to vote at the April 28, 2017 APEGA Annual General Meeting (AGM) to approve an amendment adopted by APEGA Council to Bylaw 37(3) to change the number of mail or electronic votes that must be received in order for a mail or electronic vote to be valid.

The proposed amendment is to change the current 10% number to a minimum of 400 Professional Members for a mail or electronic vote to be valid. The exact wording of the motion is shown at the end of this report.

Any change to Bylaw 37 will not affect Council elections as those are governed by different Bylaws.

2 Background

Current EGP Act and Bylaws

- **Allow electronic voting, however at least 10% of Professional Members must respond for the vote to be valid**

The current *EGP Act* and Bylaws provide that Council may direct that a mail vote be conducted on any matter related to the Association and that a mail vote shall be deemed to include electronic communications. This allows for electronic voting on Association matters.

The current Bylaws require that a minimum of 10% of Professional Members must respond in order for a mail or electronic vote to be valid. This 10% equates to approximately 5,600 Professional Members given our current number of Professional Members.

APEGA has not used electronic voting for Association matters because a 10% Member response is challenging to achieve. Votes on APEGA matters have traditionally been handled at an AGM where quorum is 60 Professional Members. If a vote is held at an AGM, only 60 votes are required and the matter is carried or defeated based on a majority of the votes cast.

2016 Annual General Meeting Result

At the April 2016 AGM, a motion was presented to amend Bylaw 37(3) to change the current 10% requirement to 60 Professional Members to match the quorum required for a valid Member vote at an AGM or special meeting. The motion was defeated.

Some Members at the AGM voiced concern that 60 seemed too small a number for a mail or electronic vote because a number as small as 31 votes could determine the outcome. Members wondered what would constitute a statistically significant number of votes given the size and demographic make-up of APEGA's Professional Members.

Another concern was a desire for Members to be able to debate and engage in discussion before a matter went to a vote.

(Note: Under the current *EGP Act*, the only way to change Bylaw 37(3) is by vote at an AGM. The Act does not allow Members to change Bylaw 37(3) by a mail or electronic vote. That means it is not possible to include an electronic vote on this topic as part of a Council election.)

3 Why Is This Important?

All Votes Should Count

All Professional Member votes are meaningful. Those who choose to vote on a matter should be able to do so with the expectation that their vote will count as long as an identified minimum number of Professional Members participate.

Exercising the ability to use electronic voting allows APEGA to engage with and receive feedback from a much larger number of Professional Members than would typically attend an AGM or special meeting. It is often hard for working professionals across the province to get time off to travel to and attend an AGM or special meeting.

The current Bylaw defines the validity of a mail or electronic vote. For example, if less than 10% of Professional Members vote on a matter by mail or electronically, the voice of those who choose to vote will not count, and the matter cannot be addressed until it is brought to the next AGM or special meeting at which a quorum of 60 Professional Members can decide the matter. This reduces the number of Members determining the outcome, discounts the voice of those who voted electronically, restricts Council's ability to effectively govern APEGA in a timely manner, and will ultimately cost more due to time and rework effort.

The proposed amendment is designed to allow a matter to be decided by those Professional Members who choose to vote while still maintaining a meaningful minimum number of required votes.

Why a Minimum of 400?

Council heard Members ask “what is an appropriate sample size?” at the 2016 AGM and commissioned a professional opinion on statistical significance for voting. Council was informed that selecting an appropriate and representative sample size is a well-established principle in survey science, but there is no defined statistical basis that exists for votes.

The University of Alberta Population Research Laboratory advised that there is no scientific basis for specifying a minimum number required to validate voting. Even though sample size as it applies to population surveys is not a perfect analogy to voting, it does offer a close analogy and can help in defining a statistical basis for numbers of votes required.

For example, a survey sample size of 400 would be accurate to plus or minus 5%, 19 times out of 20. A sample of 1,000 would be accurate to plus or minus 3%, 19 times out of 20. Survey science shows this will be true regardless of whether the population size is 10,000 or 100,000 or 10 million.

The numbers above assume the sample size of people polled is representative of the entire membership. These statistical principles apply to population surveys, but not votes. The outcome of a vote is representative of those who chose to be engaged in APEGA matters by voting. Likewise, a population survey asks a hypothetical question like how would a respondent vote if the election was held today and the survey responses given may not reflect their eventual behaviour. However, a vote is actually what the Member chooses to vote.

Based on the above, and feedback from Members at the 2016 AGM that more discussion needed to happen, APEGA Council directed staff to consult with Members on Bylaw 37(3).

Member Consultations February and March 2017

Consultations and a survey were held in February and March 2017 to obtain Member feedback on three options:

1. No minimum number of votes required; carried or defeated on majority of votes cast
2. Minimum 400 Professional Member votes needed
3. Status quo – keep current 10% requirement

Member participation in the survey and consultations was very low with a cumulative total of only 85 participants (both face-to-face and survey).

The survey results did not identify a clear favourite:

- 54% of respondents equally supported Options 1 and 2
- 40% of respondents equally opposed options 1 and 2
- 56% of respondents opposed keeping the bylaw as is - Option 3

When asked on which of the three options they would actually vote on:

- 42% of respondents said they would vote for Option 1
- 25% would vote for Option 2
- 29% would vote for Option 3
- 4% undecided

Because of the low number of participants, it is difficult to draw conclusions from the responses received, however the concept of needing some minimum number of votes still appears to be an issue for some Members. The low response to the APEGA consultation indicates the challenge APEGA faces in making electronic voting validity requiring a 10% turnout of total eligible voters.

4 What Is The Effect of the Amendment?

Although no scientific basis could be found to require a minimum number for votes, APEGA Council respects Members' feedback that a minimum number of votes should be retained for electronic and mail votes.

1. The 400 number will retain a minimum number of votes required to be valid and at the same time considers representative sample size concepts from survey science.
2. It will allow APEGA to better use an existing tool for voting on APEGA matters other than the current means of an AGM or special meeting where quorum is only 60. This allows for more Members, rather than fewer Members, to have their voices heard and participate in votes related to APEGA matters. It will allow a matter to be decided by those who choose to vote **while still maintaining a minimum number of required votes**.
3. Diversity of Member interests is represented – including geographic participation. Those who live outside Calgary or Edmonton or even those from Calgary or Edmonton who are unable to attend an AGM or special meeting can have their voice heard and be counted.
4. Professional Members' desire to be engaged in discussion and debate before a matter goes to a vote could be accomplished through a variety of mechanisms. Possibilities could include on-line forums, town hall meetings, APEGA Branches and other methods of Member engagement.
5. The number of Professional Members attending the AGM over the past 5 years has ranged from 114 to 240 with an average of 160. If matters continue to be brought to the AGM for a vote, they are being decided by about 160 Professional Members. The minimum 400 number being proposed for mail or electronic voting is more than double this.

YEAR	AGM Attendance
2012	138
2013	140
2014	114
2015	240
2016	166

The proposed amendment strikes a balance between having a matter decided by those Members who choose to vote, while still maintaining a minimum number of required votes.

5 Vote at 2017 Annual General Meeting

- At the January 25, 2017 Council meeting, Council adopted an amendment to Bylaw 37(3) as shown below.
- At the March 23, 2017 Council meeting following Member consultation, Council affirmed the earlier motion.
- Members will be asked to vote on this amendment at the 2017 APEGA Annual General Meeting.

MOTION FOR VOTE

Moved that

The amendment adopted by Council to APEGA Bylaw 37 Subsection (3) on January 25, 2017 be approved to read:

“A vote by mail on a matter shall be declared valid if at least 400 Professional Members respond and the matter shall be carried or defeated on the basis of a simple majority of the votes returned.”

*Review Appendix A for redline version

APPENDIX A – January 25, 2017 COUNCIL MOTION

The Bylaw amendment made and adopted by APEGA Council at the January 25, 2017 Council meeting reads:

Moved and Seconded that

Bylaw 37(3) be amended to read: “A vote by mail shall be declared valid if at least 400 professional members respond and the matter shall be declared carried or defeated on the basis of a simple majority of the votes returned.

Amendment in Context (Old Wording Crossed Out, New Wording Highlighted)

BYLAWS

Voting by mail

Part 14

General

37(1) The Council may direct that a mail vote be conducted on any matter related to the Association.

(2) Announcement of a mail vote giving full details of the matter to be voted upon must be made to all professional members at least 21 days in advance of the vote being taken and if objections to a mail vote are received by the Registrar in writing at least 3 days before the announced date

of the vote from at least 30 professional members of the Association the matter shall be held over to a meeting of the Association.

(3) A vote by mail shall be declared valid if at least ~~10 percent of the~~ **400** professional members respond and the matter shall be declared carried or defeated on the basis of a simple majority of the votes returned.

(4) The results of a mail vote shall be considered by the Council at its next regular meeting.

Electronic Voting

37.1 For purposes of Bylaw 37, a mail vote shall be deemed to include electronic communications within such terms and conditions as may be prescribed from time to time by the Council of the Association and such vote shall be received and treated by the Association as having the same force and effect as if sent by mail under Bylaw 37.