



Report to Members 2017 Annual General Meeting Criteria for Eligibility for Nomination to Council and Criteria for Removal of an Elected Member of Council

1 Overview – Membership Vote Required

- **Why are these changes necessary?**
To provide clarity on the eligibility criteria for nomination to Council and the criteria and process for the removal of an elected Member of Council; and to place these in the Bylaws rather than in policy

In accordance with the *Engineering and Geoscience Professions Act (EGP Act)* Section 20(3) Members will be asked to vote at the April 28, 2017 APEGA Annual General Meeting (AGM) to approve amendments to Bylaws adopted by APEGA Council.

These amendments have been created to improve APEGA's governance. based on the desire for continuous improvement. Council has done a major review of APEGA's Council Governance Manual and has identified a gap in our governance. The proposed amendments are intended to provide clarity and identify criteria for eligibility for nominations to Council and circumstances around the removal of an elected Member of Council.

2 Why is this Important

Over that past couple of years, APEGA has developed three guiding principles for change to legislation:

- for improved public interest,
- for improved regulatory efficiency and effectiveness and
- to modernize governance

These same principles apply to Bylaws, particularly when the changes are to improve governance.

In working through the nominations of candidates this past year, the Nominating Committee felt it important to clarify the eligibility criteria for nominations and election to Council. It is preferable to have eligibility criteria formalized in Bylaws rather than in policy so that Members know the rules.

It is also important that there be clarity on the conduct of Council Members and the process to remove an elected Member on Council based on that conduct. It is better to have these criteria in Bylaws rather than in a governance manual so all Members understand the rules to which Council Members will be held. The membership will want to ensure that an elected Member of Council remains a Member in good standing with the Association and conducts themselves accordingly.

3 Vote at 2017 Annual General Meeting

- At the March 23, 2017 Council meeting, Council made and adopted Bylaw amendments as shown below.
- Members will be asked to vote on these amendments at the 2017 APEGA Annual General Meeting.

MOTION FOR VOTE

Moved That

The amendment adopted by Council to APEGA Bylaws on March 23, 2017 be approved to read:

“The sections listed are added to the *Engineering and Geoscience Professions Act* Bylaws under “*Part 2 – Election of Council*”.

Eligible for Nomination

(6) In order to be eligible for nomination and election, a nominee:

- a) must be a member of the Association in good standing;
- b) must not, at the time of the selection of nominees by the Nominating Committee, be the subject of a complaint of unprofessional conduct or unskilled practice which has been referred to a Discipline Committee for a formal hearing;
- c) must not have admitted to, or have been found to have engaged in, unprofessional conduct or unskilled practice for a five-year period immediately prior to his or her nomination;
- d) must not have admitted to, or have been found guilty of, an offence under the *Criminal Code of Canada* or the *Controlled Drugs and Substances Act* for a five-year period immediately prior to his or her nomination;
- e) must not be, and must have not been for a three-year period immediately prior to his or her nomination, an employee of the Association;
- f) must not occupy a position with the Government of Alberta where the nominee has direct influence on the *Engineering and Geoscience Professions Act*;
- g) must be nominated in accordance with the provisions of these Bylaws

Moved That

The amendment adopted by Council to APEGA Bylaws on March 23, 2017 be approved to read:

“The sections listed are added to the *Engineering and Geoscience Professions Act* Bylaws under “*Part 3 – Meetings of the Council*”.

Removal of an Elected Member of Council

13.2(1) An elected member of Council may be removed by a two-thirds (2/3) vote by ballot of the remaining members of Council at any meeting of Council.

(2) The circumstances where an elected member of Council may be removed from Council pursuant to Bylaw 13.2(1) include, but are not limited to, any of the following:

- a) if the member of Council fails to maintain his or her good standing as a member of the Association;
- b) if the member of Council admits to, or is found to have engaged in, unprofessional conduct or unskilled practice;
- c) if the member of Council admits to, or is found guilty of, an offence under the *Criminal Code of Canada* or the *Controlled Drugs and Substances Act*;
- d) if the member of Council fails, in the opinion of Council, to perform the duties of an office and/or function of a Council member;
- e) if the member of Council, in the opinion of Council, has engaged in any conduct or activity that undermines the Association or its objectives;
- f) if the member of Council is absent from 3 consecutive meetings of Council without the approval of the President.

(3) Written notice of motion to remove a member of Council shall be given to the member of Council who is the subject of the motion to remove and the remaining members of Council at least seven (7) days prior to the date of the Council meeting at which the motion to remove will be considered.

(4) The member of Council who is the subject of the motion to remove a member from Council shall have the right to make submissions to Council, orally or in writing, and as a member of Council shall have the right to debate the motion to remove, but shall not have the right to vote on the main motion to remove.

(5) The consideration of a motion to remove a member of Council shall be held in executive session.

Moved That

The amendment adopted by Council to APEGA Bylaws on March 23, 2017 be approved to read:

“Delete section 12(5) in “Part 3 – Meetings of the Council” in the Engineering and Geoscience Professions Act Bylaws.

~~12(5) if any member of Council absents himself from 3 consecutive meetings of Council without the approval of Council, Council may declare his seat vacant.~~

* Note - Deletion of 12(5) is required as it will now be reflected in 13.2(2)

APPENDIX A – March 23, 2017 COUNCIL MOTIONS

The Bylaw amendments made and adopted by APEGA Council at the March 23, 2017 Council meeting read:

Moved and Seconded That

Council approve that the sections listed are added to the *Engineering and Geoscience Professions Act* Bylaws under “Part 2 – Election of Council”.

Eligible for Nomination

(6) In order to be eligible for nomination and election, a nominee:

- a) must be a member of the Association in good standing;
- b) must not, at the time of the selection of nominees by the Nominating Committee, be the subject of a complaint of unprofessional conduct or unskilled practice which has been referred to a Discipline Committee for a formal hearing;
- c) must not have admitted to, or have been found to have engaged in, unprofessional conduct or unskilled practice for a five-year period immediately prior to his or her nomination;
- d) must not have admitted to, or have been found guilty of, an offence under the *Criminal Code of Canada* or the *Controlled Drugs and Substances Act* for a five-year period immediately prior to his or her nomination;
- e) must not be, and must have not been for a three-year period immediately prior to his or her nomination, an employee of the Association;
- f) must not occupy a position with the Government of Alberta where the nominee has direct influence on the *Engineering and Geoscience Professions Act*;
- g) must be nominated in accordance with the provisions of these Bylaws

Moved and Seconded That

Council approve that the sections listed are added to the *Engineering and Geoscience Professions Act Bylaws* under "*Part 3 – Meetings of the Council*".

Removal of an Elected Member of Council

13.2(1) An elected member of Council may be removed by a two-thirds (2/3) vote by ballot of the remaining members of Council at any meeting of Council.

(2) The circumstances where an elected member of Council may be removed from Council pursuant to Bylaw 13.2(1) include, but are not limited to, any of the following:

- a) if the member of Council fails to maintain his or her good standing as a member of the Association;
- b) if the member of Council admits to, or is found to have engaged in, unprofessional conduct or unskilled practice;
- c) if the member of Council admits to, or is found guilty of, an offence under the *Criminal Code of Canada* or the *Controlled Drugs and Substances Act*;
- d) if the member of Council fails, in the opinion of Council, to perform the duties of an office and/or function of a Council member;
- e) if the member of Council, in the opinion of Council, has engaged in any conduct or activity that undermines the Association or its objectives;
- f) if the member of Council is absent from 3 consecutive meetings of Council without the approval of the President.

(3) Written notice of motion to remove a member of Council shall be given to the member of Council who is the subject of the motion to remove and the remaining members of Council at least seven (7) days prior to the date of the Council meeting at which the motion to remove will be considered.

(4) The member of Council who is the subject of the motion to remove a member from Council shall have the right to make submissions to Council, orally or in writing, and as a member of Council shall have the right to debate the motion to remove, but shall not have the right to vote on the main motion to remove.

(5) The consideration of a motion to remove a member of Council shall be held in executive session.

Moved and Seconded That

Council delete section 12(5) in "Part 3 – Meetings of the Council" in the *Engineering and Geoscience Professions Act Bylaws*.

~~12(5) if any member of Council absents himself from 3 consecutive meetings of Council without the approval of Council, Council may declare his seat vacant.~~

* Note - Deletion of 12(5) is required as it will now be reflected in 13.2(2)