



97th ANNUAL GENERAL MEETING

Steve E. Hrudehy, P.Eng., PhD, DSc(Eng), FEC, FCAE, FSRA, Chair
TELUS Conference Centre,
120 9 Avenue SE, Calgary, AB
April 28, 2017, 2 – 5 PM

APPROVED MINUTES

1.0 CALL TO ORDER

The Chair called the meeting to order at 2:27 PM.

2.0 CREDENTIALS REPORT

Jay Nagendran, M.Sc., P.Eng., QEP, BCEE, Registrar & CEO and Chair of the Credentials Committee, announced that there were 205 professional 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 AGM17-01

Moved by George Eynon, P.Geo., FGC, FEC (Hon.) 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. Electronic devices shall be silenced during the meeting.
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. The Chair may call upon any Subject Matter Expert to provide information to the meeting.
12. Voting is limited to Professional Members who are in possession of a voting card issued upon registration or a keypad. When directed by the Chair, a voting member, while remaining seated, shall vote by using the keypad or raising a voting card as directed by the Chair. Voting by either of these methods shall be at the direction of the Chair, and shall be deemed to be a division of the assembly.

Number of votes cast: 163

Necessary for adoption (majority): 82

In favour: 160

Opposed: 3

MOTION AGM17-01 – ADOPTED

4.0 APPOINTMENTS

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

The Chair also appointed: Natasha Avila, P.Eng., Darren Hardy, P.Eng, and Manon Plante, P.Eng. as members of the minutes approval committee, who will review and approve the minutes of the meeting.

5.0 APPROVAL OF AGENDA

MOTION AGM17-02

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

The Chair requested the agenda be amended to allow for greetings on behalf of the Government of Alberta

Number of votes cast: 161
Necessary for adoption (majority): 81
In favour: 161
Opposed: 0

MOTION AGM17-02 – 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

Mr. Chris Roney, P.Eng., President

7.2 Geoscientists Canada

Mr. George Eynon, P.Geo., FGC, FEC (Hon.), Past President

7.3 Consulting Engineers of Alberta

Ken Pilip, P.Eng., CEO & Registrar

8.0 PAYMENT OF RESPECT TO MEMBERS DECEASED SINCE THE 2016 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. These members were also recognized in the moment of silence.

9.0 MINUTES OF THE 2016 ANNUAL GENERAL MEETING

The minutes of the 2016 AGM were reviewed and approved by the 2016 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 his written report, found on pages two and three of the 2016 Annual Report, and provided a verbal update.

12.0 AMENDMENT TO APEGA BYLAWS

MOTION AGM17-03

Moved by John Rhind, P.Geol., that the amendment adopted by Council to APEGA Bylaw Section 37 Subsection 3, is hereby approved which reads *“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.”*

There was debate. A member asked for clarification on the types of methods the association would use to engage membership.

Number of votes cast: 152
Necessary for adoption (majority): 77
In favour: 137
Opposed: 15

MOTION AGM17-03 – ADOPTED

13.0 ELIGIBILITY FOR NOMINATION AND ELECTIONS

MOTION AGM17-04

Moved by Jane Tink, P.Eng., FEC, FGC (Hon.), that the amendment adopted by Council to APEGA Bylaws to insert new Section 3 Subsection 6, under “Part 2 – Election of Council” is hereby approved, which reads:

3(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.

There was debate. Members expressed their opinions and asked for further explanation and background, which was provided.

Number of votes cast: 156
Necessary for adoption (majority): 79
In favour: 117
Opposed: 39
MOTION AGM17-04 – ADOPTED

14.0 REMOVAL OF AN ELECTED MEMBER OF COUNCIL

MOTION AGM17-05

Moved by Connie Parenteau, P.Eng., FEC, FGC (Hon.), that amendment adopted by Council to APEGA Bylaws to insert new Section 13.2 under “*Part 3 – Meetings of the Council*” is hereby approved, which reads:

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.

There was debate. Members expressed their opinions and asked for further clarification and explanation, which was provided.

Number of votes cast: 149
Necessary for adoption (majority): 75
In favour: 100
Opposed: 49
[MOTION AGM17-05](#) – ADOPTED

15.0 DELETION OF A BYLAW

[MOTION AGM17-06](#)

Moved by Connie Parenteau, P.Eng., FEC, FGC (Hon.), that amendment adopted by Council to APEGA Bylaws to delete Section 12 subsection 5 under “*Part 3 – Meetings of the Council*” is hereby approved.

[MOTION AGM17-06](#) – ADOPTED

16.0 PAST INTERIM CEO’S REPORT

Heidi Yang P.Eng., FEC, FGC (Hon.), Past Interim CEO, referenced her written report, found on pages four and five of the 2016 Annual Report, and provided a verbal update.

17.0 AUDITOR'S REPORT

APEGA Councillor Dr. Jeff DiBattista P.Eng., MBA., Chair of the Audit Committee, presented and provided a verbal report of the Auditor's Report. There were no questions from the floor regarding the Auditor's Report.

18.0 APPOINTMENT OF AUDITOR FOR 2016

MOTION AGM17-07

Moved by Dr. Jeff DiBattista, P.Eng., MBA, as recommended by Council, that Pricewaterhouse Coopers Canada LLP be hereby appointed auditor for the Association for 2017, and that the Registrar & CEO be authorized and instructed to set the remuneration of the auditor.

Number of votes cast: 129
Necessary for adoption (majority): 65
In favour: 126
Opposed: 3

MOTION AGM17-07 – ADOPTED

19.0 CONSTITUENT ASSOCIATION REPORTS

The Chair referenced the four Constituent Association reports provided in the AGM folder.

20.0 ANNOUNCEMENT OF ELECTION RESULTS

Blair Bisson, P.Eng., Chair of the Ballot Counting Committee provided a verbal account of the ballot counting process and the results of the election.

For the office of First Vice-President, the candidate who received the most votes was Mr. Nima Dorjee, P.Eng.

For the office of Second Vice-President the candidate who received the second highest votes was Mr. John Rhind, P.Geol.

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

1. George Eynon, P.Geol., FGC, FEC (Hon.)
2. Darren Hardy, P.Eng.
3. RaeAnne Leach, P.Eng.
4. Emily Zhang, P.Eng.

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

Due to the election of Councillor John Rhind as Vice President, a vacancy on Council was created for one year of the three-year term. Pursuant to Section 8(3) of APEGA's Bylaws, if there are any vacancies in Council to be filled, the person receiving the next highest number of votes for the office of Councillor shall be elected as Councillor.

Mr. Jason Vanderzwaag, MASc, P.Eng., LEED AP, PMP, is declared elected as Councillor for a one year term.

21.0 OBJECTION TO ELECTION RESULTS

No objections were declared.

22.0 APPOINTMENT OF NOMINATING COMMITTEE FOR 2017/2018

For the information of the members, APEGA Past-President Steve E. Hruday, P.Eng., PhD, DSc(Eng), FEC, FCAE, FSRA, will serve as the Nominating Committee Chair.

MOTION AGM17-08

MOVED by Nima Dorjee, P.Eng., that as recommended by Council, the following members be appointed to and form the Nominating Committee for the coming year:

Members Returning from Last Year:

Mr. Andre Corbould, P.Eng.
Ms. Kim Farwell, P.Eng., FEC, FGC (Hon.)
Councillor Dr. Brad Hayes, P. Geol., FGC
Councillor Dr. Tim Joseph, P.Eng.
Dr. David Lynch, P.Eng., FEC, FGC (Hon.)
Mr. Craig McFarland, P. Eng.
Ms. Mahsoo Naderi-Dasoar, P.Eng.. MSc, PMP
Ms. Connie Parenteau, P.Eng., FEC, FGC (Hon.)
Ms. Tammy Pidner, CPA-CMA
Dr. Bill Rosehart, P.Eng.
Mr. Dave Rumbold, P.Eng., FEC, FGC (Hon.)
Mr. Jim Smith, P.Eng., FEC, FGC (Hon.)
Ms. Terri Steeves, P.Eng., FEC, FGC (Hon.)

New Appointments:

Dr. Steve E. Hruday, P.Eng., DSc(Eng.), FEC, FCAE, FSRA,
Councillor Ms. RaeAnne Leach, P.Eng.
Ms. Gail Powley, P.Eng.
Mr. Deon Wilner, P.Eng.
Mr. Colin Yeo, P.Geo.

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

Number of votes cast: 124
Necessary for adoption (majority): 63
In favour: 119
Opposed: 5
[MOTION AGM17-08](#) – ADOPTED

23.0 NEW BUSINESS

There was no new business. A member provided some thoughts and reflections on regulation and legislation.

24.0 DATE AND LOCATION FOR THE 2018 ANNUAL GENERAL MEETING

[MOTION AGM17-09](#)
MOVED by Lisa Doig P.Eng., MBA, FEC, FGC (Hon.), AND SECONDED that the 2018 AGM be in Edmonton, Alberta on Friday, April 20, 2018.

Number of votes cast: 125
Necessary for adoption (majority): 63
In favour: 115
Opposed: 10
[MOTION AGM17-08](#) – ADOPTED

25.0 INDUCTION OF THE PRESIDENT

Ms. Jane Tink, P.Eng., FEC, FGC (Hon.) was sworn in as APEGA President.

26.0 ADJOURNMENT

The meeting was adjourned at 4:49 PM.