

# Bylaw Changes to Authorize Electronic Meetings of the Association

## Report to APEGA Licensed Professionals

### Overview

APEGA licensed professionals will be asked to vote electronically from February 8 to March 11, 2021, to approve an amendment to the APEGA bylaws that will authorize meetings of the Association to be held in person, electronically, or a combination of both—also called hybrid.

### Update to the APEGA Bylaws

The existing Act and bylaws were drafted more than 40 years ago, so they were not written to reflect the current age of remote electronic meeting technology, nor do they consider the impact of an emergency situation such as a global pandemic.

APEGA Council has set April 23 as the date for the 2021 APEGA annual general meeting (AGM). The desired format for the 2021 AGM is an in-person meeting in Calgary. However, recognizing the reality of the current pandemic, it will likely be necessary to hold the AGM either fully electronically or as a hybrid meeting. We are now more than 10 months into the pandemic, and it is unclear what public health rules will look like in April.

Given the ongoing uncertainty of COVID-19, it will likely not be possible for APEGA to safely

hold a fully in-person AGM in April 2021 that complies with the existing bylaws and the public health rules. The current bylaws do not authorize AGMs or other meetings of the Association to be held electronically, and Bylaw 20(1) stipulates that APEGA's meetings shall be governed by Robert's Rules of Order, which requires proceedings to be held in one room or area unless the bylaws allow otherwise. Furthermore, Bylaw 16(3) states that a quorum for an in-person AGM shall consist of at least 60 licensed professionals.

Alberta's public health orders have limited indoor gatherings to varying degrees, ranging from banning them entirely to allowing a maximum of 50 people. Both options make it impossible to establish quorum at an in-person AGM. Some form of these restrictions may continue through April 2021 or may become stricter depending on the progression of the pandemic.

An amendment to the existing bylaws is required to authorize holding electronic or hybrid meetings. This will give APEGA the ability to proceed with required meetings, including AGMs, while still complying with public health orders and ensuring that our licensed professionals are safe.

Our ability to hold an electronic or hybrid meeting will give our licensed professionals the flexibility to attend remotely if and when necessary, now and in the future. Having this option may alleviate concerns from licensed professionals who wish to participate in an AGM or other meeting of the Association but who prefer to attend electronically for personal health and safety or other reasons. As well, once the COVID-19 pandemic has passed, this amendment to the bylaws will allow for all future AGMs and other Association meetings to continue electronically or as a hybrid, enabling greater engagement and participation from licensed professionals attending remotely from their work or home.

The proposed amendment is simply an update that will modernize the bylaws to reflect current trends. Many of you are already attending various meetings electronically in your professional and personal lives—the amendment will update the APEGA bylaws to explicitly authorize what is already happening on a regular basis throughout the industry. Given the unpredictability of the current pandemic, APEGA will not know whether the upcoming AGM will be held in person, electronically, or both until closer to April 2021. We will keep you updated.

## Electronic Voting

Under the *Engineering and Geoscience Professions (EGP) Act*, the procedure for amending a bylaw involves two steps:

1. The amendment must be made by APEGA Council (*EGP Act* Section 20(1)).
2. The amendment must be approved by a majority of licensed professionals at the next annual general meeting after Council makes the amendment or through a mail or electronic vote (*EGP Act* Sections 20(3)(b) and 86.2(1)).

On December 10, 2020, APEGA Council adopted an amendment to the bylaws to authorize Council and Association meetings to be conducted either in person, electronically, or both.

Licensed professionals need to vote on the proposed bylaw amendment prior to the AGM on April 23, 2021. The vote will be held electronically from February 8 to March 11, 2021, concurrently with the annual APEGA Council election.

The bylaw amendment vote will use the same electronic voting platform as the election vote, simplifying the voting process and allowing APEGA licensed professionals to vote on both items at the same time.

Under Bylaw 37(1), APEGA Council may direct that a mail vote be conducted on any matter related to APEGA. Bylaw 37.1 states that an electronic vote shall be treated as having the same force and effect as a mail vote.

Under Bylaw 37(3), a vote by mail shall be declared valid if at least 400 licensed professionals respond, and the matter shall be declared carried or defeated on the basis of a simple majority of the votes returned.

Under Bylaw 38(1), proposed amendments to bylaws shall be submitted to licensed professionals for a mail vote in accordance with Section 37.

## Proposed Motion for Electronic Vote - February 8 to March 11, 2021

On December 10, 2020, APEGA Council adopted an amendment to the APEGA bylaws to add Subsection 20(3), which authorizes Association and Council meetings to be conducted either in-person, electronically, or as a hybrid.

### Proposed Motion for Licensed Professional Vote

The item is being presented to APEGA licensed professionals for an electronic vote to approve the following amendment to the APEGA bylaws:

#### **Moved and Seconded that**

*The amendment adopted by Council to the APEGA bylaws to insert new Section 20 Subsection 3 is hereby approved, which reads:*

- 20(3) Any meeting of the Association and of Council may be conducted:*
- a. In person;*
  - b. Electronically, that permits participation by video and/or audio, voting, the identification of participants who seek recognition to speak, and the display of motions, subject to any rules regarding participation in an electronic meeting that Council may promulgate; or*
  - c. A combination of in person and electronic means that satisfies the requirements prescribed in subsection b).*

**FOR MORE INFORMATION ON THE BYLAW VOTE ON ELECTRONIC MEETINGS,  
PLEASE VISIT [WWW.APEGA.CA/BYLAW-VOTE](http://WWW.APEGA.CA/BYLAW-VOTE).**

# Appendix A: Excerpts from EGP Act and Bylaws

## Engineering and Geoscience Professions Act

**20(1)** The Council may make bylaws (c) respecting the calling of and conduct of meetings of the Association and the Council;

**(3)** A bylaw under subsection (1) does not come into force unless it is approved by a majority of the professional members

(a) present and voting at a general meeting, or  
(b) voting by a mail vote or vote conducted by electronic, telecommunication, or other appropriate means conducted in accordance with the bylaws.

**86.2(1)** sections 14, 15, 16, 17, 19(4), 20(3), 24, 27, 28, 29, 31, 39, 78, 79, 80(2), 81, and 82(2) apply to a professional licensee as if the professional licensee were a professional member.

## Bylaws

### Annual meetings

**16(3)** At the annual meeting of the Association a quorum shall consist of 60 professional members.

### Procedures at meetings

**20(1)** The proceedings at any meeting of the Association and of Council shall be governed by the rules laid down in the latest edition of Robert's Rules of Order, except as these by-laws may otherwise provide.

**20(2)** Only professional members are entitled to vote at annual, district or special meetings of the Association.

### Voting by mail

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

**37(3)** 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.

### Electronic voting

**37.1** For the 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.

### Amendments to bylaws

**38(1)** Proposed amendments to by-laws shall be submitted to a properly convened meeting of the Association and shall not be effective unless approved by a majority of the professional members present and voting at the meeting, or shall be submitted to the professional members for a mail vote in accordance with section 37.

### Professional licensees

**40** Sections 2, 5, 6, 7, 12(3), 16(3), 18, 19, 20, 37 and 38 of these Bylaws apply to professional licensees (engineering) and professional licensees (geoscience) as if they were professional members.