

Minutes of the Special Meeting held on Thursday, September 19, 2019 at the Holiday Inn, Winnipeg South, 1330 Pembina Hwy, Winnipeg, Manitoba.

Present: Ruth Eden, presiding; Vaibhav Banthia; Doug Bell; Jonathan Epp; Carolyn Geddert; Neil Klassen; Christina McDonald; Jitendra Paliwal; Ian Smallwood

At 7:00 p.m. President Eden called the meeting to order and on behalf of Council, thanked everyone for attending. She noted the goal to review the by-laws prior to our Centennial Celebration was achieved. President Eden introduced councillors, the by-law task group and Association staff.

President Eden read the statement acknowledging the traditional lands on which the Holiday Inn, Winnipeg South sits and to recognize Engineers Geoscientists Manitoba's commitment to Indigenous peoples and communities.

President Eden invited Past President Jonathan Epp, Chair of the By-law Review Task Group, to provide a presentation on the 2019 By-law Proposals.

Jonathan began by outlining the agenda, which would cover the process of the by-law review and the changes in principle, followed by a question and answer period.

Jonathan spoke of the process from its beginning in 2017, with passing By-law 17, the framework for changing by-laws, to present date. He then reviewed the methodology which included the creation of principles, updates and revisions to the by-laws through member engagement sessions, vetting by legal counsel and final approval by Council prior to member voting.

Jonathan reviewed the changes in principle and then opened the floor to questions.

- The requirement that the Council member appointed to the Executive Committee must be a professional member (By-law 6.2.1) and the role of the Executive Committee was discussed.
- The requirement that an elected councillor must be a resident of Manitoba (By-law 4.2.1(b)) was discussed.
- Question from the floor: Certificate of Authorization holders were listed as "practitioner" in the definition section and the question of allowing them the opportunity to vote was raised. It was noted that C of A holders have been given the right to practice in Manitoba and to vote as an individual practitioner. A non-member, C of A Chief Operating Officer does not get the right to vote.

- The definition of resolution vs. special resolution was requested. As per the definition section “resolution” means a resolution passed at a meeting of the association or of the council or a committee of the council by a majority of the votes cast by the persons who are entitled to vote on such resolution or a resolution of the council or a committee of the council signed by all of the persons who are entitled to vote on such resolution. “Special resolution” means a resolution passed at a meeting of the association by not less than 2/3 of the votes cast by of the persons who are entitled to vote on such resolution.
- The concern that each professional member shall vote for each candidate in descending order of preference (By-law 4.4.3) was raised as there maybe a candidate(s) that a member would not want to vote for. Discussion of spoiled ballots and the requirement for each candidate to be a member in “good standing” took place.
- In the by-laws, transaction of Council business would be done by a majority vote and recorded in the minutes. The task group was asked if legal thought these changes followed the Canadian Constitution Act and a councillor’s right to express a minority opinion and that it also be on the public record. It was noted that legal counsel made changes after reviewing similar constitutions and that a minority opinion could be shown as a recorded dissent in the minutes.
- It was suggested that the specific reason(s) for holding a meeting or part of a meeting in camera (By-law 4.21) should be listed for each Council meeting. It was stated that the minutes always indicate the possible reasons for going in camera.

Hearing no further questions or comments, Jonathan thanked everyone for attending and the meeting was adjourned at 7:50 p.m.

Ruth Eden, P.Eng.
President

Grant Koropatnick, P.Eng. FEC
CEO & Registrar