

Minutes of the 6th Annual General Meeting
of members of the Chartered Professional Accountants of Manitoba
held virtually via Zoom on Thursday, June 24, 2021 at 9:00am.

PRESENT:

S. Fang	D. Boutang	K. Derkatz	L. Griffiths	R. Klippenstein
A. Abas	G. Brar	A. Derlago	N. Griffiths	S. Knight
O. Agbato	S. Brar	D. Devere	D. Grysiuk	K. Komher
E. Ajibola	M. Bromley	M. Dianne Laidler	L. Guan	N. Koss
C. Alexander	T. Buzza	C. Doyle	N. Guarnes	R. Kristine Imperial
J. Alexander	M. Cacao	C. Dryden	S. Halpern	S. Kroeker
H. Alibin	J. Caligiuri	T. Duffy	E. Harms	K. Kummen
S. Allen	S. Carney	R. Dusanek	K. Haworth	O. Kumolu-Johnson
J. Alviar	K. Catalano	W. Dyck	G. Hay	E. Kurdiumova
F. Amao	A. Chambers	D. Einarson	C. Hayward	J. Kushnier
H. Ameen	A. Chan	B. Fatima Tan	S. Heaman	K. Kusiak
A. Amisola	A. Chandar	K. Feeleus	G. Heather	J. Lamb
A. Anciano	C. Chaput	A. Fehr	K. Henderson	D. Lash
M. Anciano	A. Charach	H. Feng Xu	D. Henzel	B. Lazarko
M. Anders	M. Chartrand	M. Fiks	H. Herrera	D. Lee Sousa
C. Ann Deighton	L. Cherepak	B. Fosty	T. Hickman	S. Lees
L. Ann Ragasa	P. Cherney	D. Frame	T. Hiebert	S. Levandoski
M. Anne Neufeld	B. Cheung	D. Freynet	J. Hokanson	B. Levesque
K. Antonyshyn	R. Chiddenton	C. Gabrielle	L. Holowchuk	A. Levine
Y. Arki	S. Chopek	M. Gagne	L. Howes	H. Li
J. Ash	A. Chown	J. Gapas	D. Hykawy	M. Lozynyc
S. Aujla	T. Christensen	C. Garbolinsky	P. Isla	W. Ludman
O. Babalola	P. Chugh	B. Gardner	M. Joaquin	L. Lutz
L. Bailey	C. Cianflone	M. Geiger-Wolf	S. Johnson	M. Lymay Paez
O. Balogun	M. Clarissa Lim	C. Gijsbers	S. Johnson	J. Mangin
M. Barbour	D. Collins	B. Gilchrist	E. Joshua Villena	J. Manku
D. Barenz	D. Conlon	H. Glor	C. Kalawila Pathirage	J. Mark
N. Barry	T. Cooper	S. Goldie	K. Kalinowsky	D. Martens
C. Benesdra	E. Cotton	R. Grabeldinger	V. Kallon	S. Masters
S. Benson	W. Croker	P. Grace	M. Kanevsky	K. Matity
T. Bezak	K. Danchak	M. Grace Juan	M. Kaonga	G. Maxfield
J. Bhamra	J. Dark	H. Grant	K. Kinley	P. McAdam
D. Bird	L. Davidson	G. Gratton	D. Kinoshita	C. McKelvie
J. Bomhof	K. Dechant	S. Gregg	E. Kleinsasser	L. McLachlan
A. Boron	B. Dee	D. Grenier	A. Klippenstein	F. McLean



CPA

**CHARTERED
PROFESSIONAL
ACCOUNTANTS
MANITOBA**

Chartered Professional Accountants of Manitoba
1675-One Lombard Place Winnipeg MB CANADA R3B 0X3
T. 204.943.1538 F. 204.943.7119
CPAmb.ca

K. McLean	W. Payne	S. Sawatzky	K. Teasdale	C. Wat
J. McPeck	R. Pelda	L. Schilling	N. Temull	D. Waterman
I. Merie	P. Penner	T. Scott	I. Teologo	T. Webb
J. Merry	A. Prikhoda	B. Senkiw	S. Thakrar	D. Wiebe
K. Metcalfe	P. Prohaska	I. Seymour	D. Thiessen	M. Wiebe
D. Miller	G. Purcell	M. Shabaga	D. Tkach	P. Wiebe
M. Monowara	T. Queau	S. Shah	F. Torchia	R. Wieler
A. Moshenko-Hanson	S. Quesnel	K. Shepherd	D. Troke	P. Williams
C. Mossman	K. Quileza	W. Shimizu	M. Trueman	A. Wilson
M. Mousseau	S. Quintana	K. Simes	C. Turchyn	C. Wojciechowski
O. Nasanjargal	M. Racine	S. Slater	B. Turner	T. Wong
L. Navida	H. Reichert	L. Smith	T. Turner	N. Wood
N. Neudorf	D. Reid	R. Smith	K. Tyndall	R. Wood
L. Neufeld	M. Reyes	M. Sodhi	D. Vainer	C. Wuzinski
M. Nurgaliyeva	N. Riffel	M. Solvason	B. Van Raes	M. Yahiro
D. Oguna	R. Robles	K. Sparrow	C. Van Wallegheem	H. Ying Wong
S. Ogunlami	S. Roehl	S. Stanley	N. Velthuys	L. Yuen
O. Okuboyejo	A. Rowena Gundayao	G. Starr	S. Verma	S. Yurkiw
A. Ong	M. Rubin	N. Stefaniuk	T. Viet Ha Ho	K. Zaplitny
M. Ortega-Cesario	C. Rudy	B. Steinke	S. Vieweg	D. Zaporzan
G. Ott	J. Russel Nepomuceno	C. Stockwell	R. von Dohren	L. Zhang
R. Palmer	C. Russell	C. Sukich	D. Walker	M. Zheng
H. Paranjothy	D. Sachvie	D. Talaga	Y. Wang	A. Zimmermann
O. Pasagui	L. Sagarino	M. Tapiceria	Y. Wang	R. Znamirovski
C. Paulus	V. Sandison	T. Tataryn	B. Warga	

CALL TO ORDER The Chair called the meeting to order at 9:00 am.

QUORUM On the assurance from the Secretary that at least 50 members were present, the Chair declared the meeting to have been properly called and constituted

APPROVAL OF MINUTES The minutes of the June 23, 2020 AGM were approved. Moved by Gord Dowhan. Seconded by Doug Einarson

ANNUAL REPORT FROM THE CHAIR Chair reviewed highlights from Annual Report including:

- Slight membership increase over previous year from 7676 to 7742
- Decrease in number of complaints from 32 to 23
- 89 practice inspections done virtually
- Hosted several virtual events over the year; COVID Support sessions, new graduate keynote, CPAs Connect, Across the Regions, CPA Manitoba conference
- All disciplinary procedures and legislated committees operated virtually

AUDITED FINANCIAL STATEMENTS

- Total assets are \$12.7M, up \$2.4M from the previous year due to timing of collection of annual membership fees and Investments
- Unrestricted Net Assets are at \$5.3M are just outside the range set annually by the Board.



CPA

**CHARTERED
PROFESSIONAL
ACCOUNTANTS
MANITOBA**

Chartered Professional Accountants of Manitoba
1675-One Lombard Place Winnipeg MB CANADA R3B 0X3
T. 204.943.1538 F. 204.943.7119
CPAmb.ca

- UNA range is established and reviewed annually to allow CPA MB to have a sustainable organization that meets its strategic objectives, provides real value to members, while retaining sufficient resources to address risks that could arise.
- Overall surplus from operations of \$1.2 million. The surplus is related to:
- Investment income
- Positive net operations from CPAWSB

APPOINTMENT OF AUDITORS It was moved, seconded and carried that Fort Group be appointed auditors for the year ending March 31, 2022. Moved by Gord Dowhan. Seconded by Debbie Grenier.

PROPOSED BY-LAW CHANGES IT IS HEREBY RESOLVED THAT the following bylaw resolution, approved by the Board of Chartered Professional Accountants of Manitoba, is confirmed:

- A change to the retention of supporting documentation for Continuing Professional Development activities for a period of 3 years to change to a period of 5 years after any particular year.
- Align the Governance model of CPA Manitoba with the intended direction of the profession's national Collaboration Accord, most notably a change in Board Chair and First Vice-Chair terms from a 1-year term to a 2-year term
- Introduce compensation for the First Vice-Chair
- Phase out the position of Second Vice-chair and introduce the option of a Past Chair
- Include a Member-at-Large in the composition of the Board Executive.
- Make the bylaws consistent with the CPA Act with respect to the role of Secretary-Treasurer.

A summary of the bylaw changes is attached.

It was moved, seconded and carried to accept the bylaw resolution.
Moved by Gord Dowhan. Seconded by Lynn Bailey.

ELECTION OF BOARD OF DIRECTORS The election had been conducted in accordance with the provisions of Bylaw 205. Scrutineers for this meeting were Ross Onischak and Ushna Budhia . The results had been provided to the Secretary for announcement.

The following members were declared elected:

J. Bomhoff B. Lazarko F. McLean

RECOGNITION OF RETIRING BOARD MEMBERS The Chair thanked the CPA Manitoba staff and Board members for the work done during the past year. He also thanked the retiring board members Mark Jones, Patty Gifford and Irene Merie for their contributions during the past year.

TERMINATION OF MEETING It was moved and seconded that the meeting be adjourned at 9:20 am.
Moved by Gord Dowhan. Seconded by Shipra Verma.

By-Law Changes

The following by-law changes have been approved by the Board of Directors of CPA Manitoba and are being presented to members for confirmation at the Annual General Meeting. The changes below have the following effect on the operations of CPA Manitoba, its Board of Directors, and its Members:

- A change to the retention of supporting documentation for Continuing Professional Development activities for a period of 3 years to change to a period of 5 years after any particular year.
- Align the Governance model of CPA Manitoba with the intended direction of the profession's national Collaboration Accord. A change in Board Chair and First Vice-Chair terms from a 1-year term to a 2-year term; introduce compensation for the First Vice-Chair; phase out the position of Second Vice-chair; introduce the option of a Past Chair with a term of 1-2 years and change the title of First Vice-chair to Vice-Chair and to include a member-at-large in the composition of the Board Executive.
- Make the bylaws consistent with the CPA Act with respect to the role of Secretary-Treasurer.

A change to the retention of supporting documentation for Continuing Professional Development activities for a period of 3 years to change to a period of 5 years after any particular year.

IT IS HEREBY RESOLVED THAT the following bylaw resolution, approved by the Board of Chartered Professional Accountants of Manitoba, is confirmed:

That the Board approve the amendments to bylaw 705(2) noted in *blue italics* below:

705 (2) Such documentation shall be retained for *five* years after the completion of any particular year and may include certificates of completion, transcripts, evidence of attendance at conferences and seminars, published work, presentations, reports or other such documentation or evidence of completion as may be available.

Align the Governance model of CPA Manitoba with the intended direction of the profession's national Collaboration Accord. A change in Board Chair and First Vice-Chair terms from a 1-year term to a 2-year term; introduce compensation for the First Vice-Chair; phase out the position of Second Vice-chair; introduce the option of a Past Chair with a term of 1-2 years and change the title of First Vice-chair to Vice-Chair and to include a member-at-large in the composition of the Board Executive.

IT IS HEREBY RESOLVED THAT the following bylaw resolution, approved by the Board of Chartered Professional Accountants of Manitoba, is confirmed:

IT IS HEREBY RESOLVED THAT, effective for the election of Board members at the annual general meeting held in 2021, Bylaw 204 shall be amended to read as follows:

202(4)(a) The Board shall meet as soon as is practicable after an election to establish an Executive Committee consisting of

(i) a Chair, two (2) *(subject to subparagraph (e) below)* Vice-Chairs, ~~a Treasurer~~, a public representative, *and a member at large*, all elected by the Board from among ~~its~~ *the Board members*; ~~and~~

(ii) a Secretary ~~Treasurer~~, which shall be a non-voting position filled by the Chief Executive Officer of CPA Manitoba.; *and*

(iii) in the discretion of the Executive Committee constituted under this By-law 202(4), a Past-Chair who, notwithstanding the foregoing, may be appointed by the members of the Executive Committee at the first meeting of the Executive Committee following its establishment by the Board. For certainty, there is no requirement that the Executive Committee appoint a Past-Chair, and the position of Past-Chair shall be a non-voting position.

(b) Subject to the provisions of Bylaw 203 related to the first Board, the Chair ~~and Vice-Chairs~~ shall be appointed for a one ~~(1) year terms~~ *1) year term. Notwithstanding the foregoing, and subject to the provisions of Bylaw 203 related to the first Board, commencing immediately following the 2022 Annual General Meeting of CPA Manitoba, the Chair shall be appointed for a two (2) year term.*

(c) Subject to the provisions of Bylaw 203 related to the first Board, the First Vice-Chair and the Second Vice-Chair shall be appointed for one (1) year terms. Notwithstanding the foregoing, and subject to the provisions of Bylaw 203 related to the first Board, commencing immediately following the 2022 Annual General Meeting of CPA Manitoba, the First Vice-Chair shall be appointed for a two (2) year term.

(d) The Past-Chair, if such a position is established and filled in accordance with the provisions of this By-law, shall be appointed for a one (1) or two (2) year term, as determined in the sole discretion of the Executive Committee constituted by this By-law 202(4).

e) Notwithstanding anything to the contrary contained herein, there shall not be a Second Vice-Chair elected to the Executive Committee commencing immediately following the 2022 annual general meeting of CPA Manitoba, and going forward.

IT IS HEREBY RESOLVED THAT the following bylaw resolution, approved by the Board of Chartered Professional Accountants of Manitoba, is confirmed:

IT IS HEREBY RESOLVED THAT, effective for the election of Board members at the annual general meeting held in 2021, Bylaw 202(8) shall be amended to read as follows:

202(8) Subject to the provisions of paragraph (6) of this Bylaw, an elected member of the Board who immediately before the Annual General Meeting in ~~2020~~ *2021* is in their:

IT IS HEREBY RESOLVED THAT the following bylaw resolution, approved by the Board of Chartered Professional Accountants of Manitoba, is confirmed:

IT IS HEREBY RESOLVED THAT, effective for the election of Board members at the annual general meeting held in 2021, Bylaw 207 shall be amended to read as follows:

207(1) Any remuneration to be paid to the *Chair, any Vice*-Chair of the Board or to public representatives serving on the Board shall be made in accordance with any relevant policy that has been established by the Board.

IT IS HEREBY RESOLVED THAT the following bylaw resolution, approved by the Board of Chartered Professional Accountants of Manitoba, is confirmed:

IT IS HEREBY RESOLVED THAT, effective for the election of Board members at the annual general meeting held in 2021, Bylaw 211(4) shall be amended to read as follows:

211(4) The Second Vice-Chair (*if one has been elected*) shall assist the Chair and the First Vice-Chair in the performance of their duties and shall act for both in their absence.

IT IS HEREBY RESOLVED THAT the following bylaw resolution, approved by the Board of Chartered Professional Accountants of Manitoba, is confirmed:

IT IS HEREBY RESOLVED THAT, effective for the election of Board members at the annual general meeting held in 2021, Bylaw 211(7) shall be added as follows:

211(7) The Past-Chair shall act in an advisory capacity to the Chair on matters relevant to the Board and the Executive Committee. For certainty, the Past-Chair shall not be a member of the Board.

IT IS HEREBY RESOLVED THAT the following bylaw resolution, approved by the Board of Chartered Professional Accountants of Manitoba, is confirmed:

IT IS HEREBY RESOLVED THAT, effective for the election of Board members at the annual general meeting held in 2021, Bylaw 212(7) shall be added as follows:

212(7) For certainty, to the extent that any provisions contained in this Bylaw 212 are inconsistent with any other provision of the bylaws relating to the Executive Committee, the provisions of this Bylaw 212 shall not apply to the Executive Committee.

IT IS HEREBY RESOLVED THAT the following bylaw resolution, approved by the Board of Chartered Professional Accountants of Manitoba, is confirmed:

IT IS HEREBY RESOLVED THAT, effective for the election of Board members at the annual general meeting held in 2021, Bylaw 218(1) shall be amended to read as follows:

218(1) The Chair of the Board shall preside at any general meeting of CPA Manitoba. In the absence of the Chair, the First Vice-Chair shall preside. In the absence of the Chair and First Vice-Chair, the Second Vice-Chair shall preside (*if one has been elected*). In the absence of the Chair and Vice-Chairs, the members of CPA Manitoba present and entitled to vote shall choose another member of the Board to preside. If no member of the Board is present or if all the members of the Board present decline to preside, then if a quorum exists, those members who are present may vote to choose one of their number to preside.

Make the bylaws consistent with the CPA Act with respect to the role of Secretary-Treasurer.

IT IS HEREBY RESOLVED THAT the following bylaw resolution, approved by the Board of Chartered Professional Accountants of Manitoba, is confirmed:

That the Board approve the amendments to bylaws 101, 202(4), 203(2), 205(2), 205(3), 211(5), 211(6), 217(2), 218(6), 218(8), 220(1), 603(3), 802(1), 938(1) as noted in blue font below:

101 Definitions -

“Secretary-Treasurer” means the Secretary-Treasurer of the Board appointed under s. 10 of the Act and Bylaw 202 or 203;

202(4)(a)(ii) a Secretary-Treasurer, which shall be a non-voting position filled by the Chief Executive Officer of CPA Manitoba.;

203(2)(c) a Secretary-Treasurer, which shall be a non-voting position filled by the Chief Executive Officer of CPA Manitoba.

205(2)(c) Such ballot shall not be effective or considered unless returned and received by the Secretary-Treasurer by twelve o'clock noon on the second day preceding the date of the annual meeting

205(3)(a) A scrutineer shall be appointed by the Secretary -Treasurer and shall be responsible, in accordance with a process established by the Board, to count the ballots and turn the sealed results over to the Secretary -Treasurer for safekeeping until they are presented to the Chair at the annual general meeting.

205(3)(b) If the scrutineer, by reason of an equality of votes cast in favour of two or more nominees, is unable to complete the total list of nominees elected to the Board, the scrutineer shall advise the Secretary -Treasurer accordingly. In that case, the Secretary -Treasurer shall arrange for the scrutineer or, if the appointed scrutineer is unavailable, an alternate scrutineer, to attend the general meeting to oversee a vote conducted by a ballot of the members present at the annual general meeting to determine which of such nominees will be elected to the Board. Upon completion of such a vote, the scrutineer will complete the list of the nominees elected to the Board accordingly.

205(3)(c) The list of those nominees elected to the Board, prepared and signed by the scrutineer, will be final and conclusive as to the election of those nominees to the Board, notwithstanding any irregularity or informality or any accidental omission to supply a ballot to, or the non-receipt of a ballot by, any member, whether within the prescribed time or otherwise.

205(3)(d) The scrutineer will secure the ballots for the custody of the Secretary -Treasurer until the completion of the annual general meeting and the Secretary -Treasurer will then destroy the ballots unless instructed otherwise by the Board.

211(5) The Secretary-Treasurer shall provide advice and counsel to management regarding the financial affairs and statutory reporting and record-keeping requirements of CPA Manitoba and shall cause to be kept and prepared and issued the financial statements, books and related financial records of CPA Manitoba.

- 211(6) The Secretary -Treasurer shall be responsible for:
- (a) the statutory reporting and record-keeping requirements of CPA Manitoba, including preparing, issuing and keeping all notices, agendas, minutes, registers, and the books and any other records of CPA Manitoba; and
 - (b) all other obligations assigned to the position of Secretary -Treasurer by the Act or the Board.

217(2) In accordance with s. 5(2) of the Act, upon receipt by the Secretary -Treasurer of a request in writing for a special general meeting, where such request is signed by at least ten percent (10%) of the members of CPA Manitoba who are entitled to vote, a special general meeting shall be called in accordance with the notice provisions of paragraph (3) below. Any such request and any notice of such special general meeting shall state the purpose for which such meeting is being called and no business shall be transacted at such a meeting other than that stated in the notice calling that meeting.

218(6) If a vote by ballot is required pursuant to paragraph (5), the Chair may determine that any such vote by ballot may take place either at the meeting or by postal or electronic means at a date as determined by the Chair and the Secretary -Treasurer shall appoint a scrutineer to take either such vote.

218(8) Where a vote by ballot has taken place, the ballots shall be destroyed promptly following receipt of the results of the vote from the scrutineer by the Secretary -Treasurer unless otherwise instructed by the Board.

220(1) A member in good standing may be represented at general meetings by another member in good standing acting as a proxy, provided that the member present may represent no more than four (4) such proxies. Appointment of a proxy shall be in writing in the form established by the Board, and must be filed with the Secretary -Treasurer by twelve o'clock noon on the second day preceding the date of the meeting.

603(3) All membership certificates, including those issued to Fellows and honorary members, shall be under the seal of CPA Manitoba attested by the Chair and the Secretary -Treasurer.

802(1)(c) All permits shall be attested by the Chair and the Secretary -Treasurer.

938(1)(~~14~~)(b) provided that notice of application for amendment setting out the proposed amendment was served upon the other party and the Secretary -Treasurer of the Discipline Panel at least five (5) days prior to the hearing date.