

Staff Report to Council

Administrative Services

FILE: 13-6750-01/22

REPORT DATE: March 28, 2022

MEETING DATE:

April 05, 2022

TO: Mayor and Council

FROM: Kate Barchard, Corporate Officer

SUBJECT: **Pitt Meadows Economic Development Corporation – Annual Business**

CHIEF ADMINISTRATIVE OFFICER REVIEW/APPROVAL:



RECOMMENDATION(S):

THAT Council:

- A. Authorize the City, being the sole shareholder of the Pitt Meadows Economic Development Corporation (the “Company”), to consent to the written resolutions of the Company, as presented to Council at the April 5, 2022 public meeting, in lieu of holding an annual general meeting; AND
- B. Direct the City’s authorized signatories to sign the resolutions of the Company on behalf of the City of Pitt Meadows; OR
- C. Other.

PURPOSE

To complete the annual requirements to maintain the Pitt Meadows Economic Development Corporation in good standing, as per the Business Corporations Act of BC. Two written resolutions are being put forward for Council’s approval (see Attachments A and B).

☐ Information Report

☒ Decision Report

☐ Direction Report

BACKGROUND:

The Pitt Meadows Economic Development Corporation (PMEDC) was incorporated in 2010 to implement the City's economic development strategy, with the City being the sole shareholder of the Company. With a change in Council and strategic direction in 2015, the Company became inactive. The City, however, continues to maintain the Company in good standing by meeting annual requirements as per the Business Corporations Act of BC, providing Council with the option to re-activate the Company if ever there's a desire.

As the sole shareholder of the Company, the City must ensure the following annual requirements are met through written resolutions:

- a) Consent to all of the business required to be transacted at an annual general meeting;
- b) Confirm the Company's directors;
- c) Select an annual reference date which will be deemed the day upon which the AGM took place;
- d) Appoint an auditor; and
- e) Waive the annual production and publication of financial statements.

Staff are seeking Council's approval of two written resolutions which will address all annual requirements; **please see Attachments A and B**. Once authorized, the Mayor and Corporate Officer will sign the resolutions on behalf of the City.

RELEVANT LEGISLATION:

A. Section 182 of the Business Corporations Act

(Relevant sections have been *italicized and underlined*)

- (1) *Subject to subsections (2) to (5), a company must hold an annual general meeting,*
 - (a) for the first time, not more than 18 months after the date on which it was recognized, and
 - (b) *after its first annual reference date, at least once in each calendar year* and not more than 15 months after the annual reference date for the preceding calendar year.
- (2) *Subject to subsection (3), all of the shareholders entitled to vote at an annual general meeting of a company may,*
 - (a) by a unanimous resolution passed on or before the date by which that annual general meeting is required to be held under this section, defer the holding of that annual general meeting to a date that is later than the date by which the meeting is required to be held under subsection (1),

- (b) by a unanimous resolution, consent to all of the business required to be transacted at that annual general meeting, or
- (c) by a unanimous resolution, waive the holding of
 - (i) that annual general meeting,
 - (ii) the previous annual general meeting, or
 - (iii) any earlier annual general meeting that the company had been obliged to hold.
- (3) The shareholders must, in any unanimous resolution passed under subsection (2) (a), (b) or (c) (i) or (ii), select, as the company's annual reference date, a date that would, under subsection (1), be appropriate for the holding of the applicable annual general meeting.
- (4) If a unanimous resolution is not passed under subsection (2) with respect to an annual general meeting of a company, on the application of the company, the registrar may, if satisfied that it is appropriate to do so and on the terms and conditions the registrar considers appropriate, allow the company to hold that annual general meeting on a date that is later than the date by which the meeting is required to be held under subsection (1).
- (5) If a unanimous resolution is passed in relation to an annual general meeting under subsection (2) (b) or (c), the company need not hold that annual general meeting.

B. Article 6.1 of the Articles of Incorporation for the PMEDC:

- (6.1) If all of the shareholders who are entitled to vote at an annual general meeting consent by a unanimous resolution under section 182(2) (b) of the Business Corporations Act to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date selected, under section 182 (3) of the business Corporations act, in the unanimous resolution.

C. Section 200 of the Business Corporations Act:

- (1) Directors are relieved from their obligation under section 198 to produce and publish financial statements
 - (a) if all of the shareholders of the company, whether or not their shares otherwise carry the right to vote, resolve by a unanimous resolution to waive the production and publication of the financial statements.

COUNCIL STRATEGIC PLAN ALIGNMENT

- ☐ Principled Governance ☒ Balanced Economic Prosperity ☐ Corporate Excellence
☐ Community Spirit & Wellbeing ☐ Transportation & Infrastructure Initiatives
-

FINANCIAL IMPLICATIONS

- ☐ None ☐ Budget Previously Approved ☐ Referral to Business Planning
☒ Other

Keeping the Pitt Meadows Economic Development Corporation in good standings and meeting the annual obligations laid out in the Business Corporations Act takes approximately 2 hours of staff time per year. The only fee associated with meeting these requirements is approximately \$45 per year to file the annual report with the BC Government. Appointment of an audit firm does not require payment.

PUBLIC PARTICIPATION

- ☒ Inform ☐ Consult ☐ Involve ☐ Collaborate ☐ Empower
-

KATZIE FIRST NATION CONSIDERATIONS

- Referral ☐ Yes ☒ No
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SIGN-OFFS

Written by:

Kate Barchard,
Corporate Officer

Reviewed by:

Mark Roberts,
Chief Administrative Officer

ATTACHMENT(S):

- A. Resoluton in Lieu of Holding an AGM
- B. Resolution to Waive Preparation of Financial Statements

SHAREHOLDERS' RESOLUTION IN LIEU OF HOLDING AN ANNUAL GENERAL MEETING

CONSENT UNANIMOUS RESOLUTION OF THE SHAREHOLDERS OF

PITT MEADOWS ECONOMIC DEVELOPMENT CORPORATION

(the “**Company**”)

We, the undersigned, being all the shareholders of the Company entitled to vote at an annual general meeting of the Company, hereby consent to the following unanimous resolutions:

RESOLVED, as a unanimous resolution of all the shareholders of the Company entitled to vote at an annual general meeting, that:

- (1) all lawful acts, contracts, proceedings, appointments, and payments of money by the directors of the Company since the last annual reference date of the Company, and which have previously been disclosed to the shareholders, are hereby adopted, ratified, and confirmed;
- (2) the number of directors of the Company is hereby fixed at SEVEN (7);
- (3) the following persons, each of whom has consented in writing to act as a director, are hereby elected as directors of the Company, to hold office until the next annual general meeting of the Company (or unanimous resolutions consented to in lieu of holding an annual general meeting) or until their successors are appointed:
 - a. Bill Dingwall,
 - b. Mike Hayes,
 - c. Nicole MacDonald,
 - d. Bob Meachen,
 - e. Tracy Miyashita,
 - f. Gwen O'Connell, and
 - g. Anena Simpson;
- (4) KPMG be appointed auditors for the Company until the next annual reference date of the Company or until a successor is appointed, at a remuneration to be fixed by the directors; and
- (5) April 5, 2022 is hereby selected as the annual reference date for the Company for its current annual reference period.

Execution in Counterparts

RESOLVED that this resolution may be signed by the shareholders in as many counterparts as may be necessary, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and, notwithstanding the date of execution, shall be deemed to bear the effective date set forth above.

DATED: _____

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CITY OF PITT MEADOWS, by its authorized
signatories:

Bill Dingwall, Mayor

Kate Barchard, Corporate Officer

SHAREHOLDERS' RESOLUTION TO WAIVE THE PREPARATION OF FINANCIAL STATEMENTS

CONSENT UNANIMOUS RESOLUTION OF THE SHAREHOLDERS OF

PITT MEADOWS ECONOMIC DEVELOPMENT CORPORATION

(the "**Company**")

We, the undersigned, being all the shareholders of the Company entitled to vote at an annual general meeting of the Company, hereby consent to the following unanimous resolutions:

RESOLVED, as a unanimous resolution of all of the shareholders of the Company, that the production and publication of the Company's financial statements for the Company's most recently completed financial year in the manner required by s. 198 of the British Columbia Business Corporations Act are hereby waived under s. 200 of that Act.

Execution in Counterparts

RESOLVED that this resolution may be signed by the shareholders in as many counterparts as may be necessary, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and, notwithstanding the date of execution, shall be deemed to bear the effective date set forth above.

DATED: _____

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CITY OF PITT MEADOWS, by its authorized signatories:

Bill Dingwall, Mayor

Kate Barchard, Corporate Officer