

Staff Report to Council

Administrative Services

FILE #: 13-6750-01

REPORT DATE: March 06, 2020 MEETING DATE: April 07, 2020
TO: Mayor and Council
FROM: Kate Barchard, Corporate Officer
SUBJECT: Pitt Meadows Economic Development Corporation – 2020 AGM

CHIEF ADMINISTRATIVE OFFICER REVIEW/APPROVAL:



RECOMMENDATION(S): THAT Council:

- A. As the sole shareholder of the Pitt Meadows Economic Development Corporation (the "Company"), and pursuant to section 182(2)(b) of the Business Corporations Act (the "Act"), consent by resolution to all of the business required to be transacted at the Company's annual general meeting on this day of April 7, 2020; AND
- B. Adopt and confirm 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 shareholder; AND
- C. Pursuant to section 200 of the Act, relieve the Directors from their obligation to produce and publish the financial statements of the Company for the period ended December 31, 2019; AND
- D. Appoint KPMG as auditors of 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 Company's Directors; AND
- E. Confirm the following 7 members of Council as the Directors of the Company as appointed on November 6, 2018: Bill Dingwall, Mike Hayes, Nicole MacDonald, Bob Meachen, Tracy Miyashita, Gwen O'Connell, and Anena Simpson; OR
- F. 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

☐ Information Report

☒ Decision Report

☐ Direction Report

DISCUSSION

Background:

The Pitt Meadows Economic Development Corporation (PMEDC) was incorporated in 2010 to implement the City's economic development strategy. With a change in council and strategic direction in 2015, the PMEDC 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 corporation if ever there's a need or desire.

The annual requirements include:

- a) holding an annual general meeting by resolution at a regular meeting of Council;
- b) waiving the annual financial statements (as the company is inactive with no employees, budget, or transactions);
- c) engaging an auditor for the upcoming year (statutorily required); and
- d) confirming the Company's directors.

Relevant Policy, Bylaw or 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
☐ Not Applicable
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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
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KATZIE FIRST NATION CONSIDERATIONS

Referral ☐ Yes ☒ No

SIGN-OFFS

Written by:

Kate Barchard, Corporate Officer

Reviewed by:

Mark Roberts, Chief Administrative Officer

ATTACHMENT(S):

None.