

WINDSORSEX ECONOMIC DEVELOPMENT CORPORATION

ANNUAL MEETING OF THE MEMBERS

June 12, 2013

8:00 am – 10:00 am

Ciociaro Club, Salon F Windsor

MINUTES

CONSTITUTION OF MEETING

The Chairman, Joseph Byrne, states:

(a) Call to Order

"This meeting will now come to order and I would ask that, in Roy Verstraete's absence, Vice Chair Shelley Fellows act as the secretary of this meeting".

(b) Attendance/Quorum

"I am advised that a quorum of the members of the WEEDC is present, and as Chairman I declare that this meeting is duly constituted for the transaction of business".

(c) Declaration of Conflicts

"Are there any conflicts among the members to be disclosed?"

NO CONFLICTS

APPROVAL OF THE AGENDA

The Chairman, Joseph Byrne, states:

"We would like to begin with approval of the agenda of the meeting in the form circulated this morning with all attachments.

"I would ask someone to move and second this resolution to approve said agenda:"

MOVED BY: JIM LYNN

SECONDED BY: MIKE MUELLER

"All those in favour of the resolution, please so specify by raising your hands"

CARRIED

"I declare the resolution carried"

ANNUAL REPORT

Chair, Joe Byrne presents the Annual Report

Funder – City of Windsor – Mayor Eddie Francis brings remarks

Funder – County of Essex – Warden Tom Bain brings remarks

CEO (2013) – Sandra Pupatello brings remarks

APPROVE ANNUAL REPORT AND CHAIRMAN’S REPORT

The Chairman, Joseph Byrne, states:

“I would ask someone to move and second this resolution to approve said Annual Report which includes the Chairman’s Report:”

MOVED BY: SHELLEY FELLOWS

SECONDED BY: MAYOR EDDIE FRANCIS

“All those in favour of the resolution, please so specify by raising your hands”

CARRIED

“I declare the resolution carried”

FINANCIAL REPORT - Presentation of Audited Financial Statements:

In the Finance Committee Chair’s absence (i.e. Roy Verstraete), the Chairman, Joe Byrne, states:

“The next item of business is to receive the audited financial statements of the WindsorEssex Economic Development Corporation for the fiscal period ended December 31, 2012, together with the report of WindsorEssex Economic Development Corporation’s auditor thereon.”

“I would now ask someone to move and someone to second the presentation of the financial statements and auditor’s report and to bring the auditor forward to present such report.”

MOVED BY: MIKE MUELLER

SECONDED BY: WARDEN TOM BAIN

All those in favour of the resolution, please so specify by raising your hands”

CARRIED

“I declare the resolution carried”

¥ JOE BYRNE INTRODUCES MIKE GREENAWAY, MICHAEL GREENAWAY PROFESSIONAL CORP.

¥ MIKE GREENAWAY GOES TO PODIUM – PRESENTS F/S

¥ JOE BYRNE GOES BACK TO PODIUM AFTER F/S PRESENTATION BY AUDITOR

Joe Byrne states:

“I will now ask someone to move and someone to second the following resolution”:

“The audited financial statements of the WindsorEssex Economic Development Corporation for the fiscal period ended December 31, 2012, which have been prepared by the auditor of the WindsorEssex Economic Development Corporation, together with the report of such auditor in respect of the financial statements be and the same are hereby accepted.”

MOVED BY: SHELLEY FELLOWS

SECONDED BY: MIKE MUELLER

“All those in favour of the resolution, please so specify by raising your hands”

CARRIED

“I declare the resolution carried”

APPOINTMENT OF AUDITORS

Joe Byrne states:

“The next item of business is to appoint the auditors of the WindsorEssex Economic Development Corporation for the current fiscal period”

“I will now ask someone to move and second the following resolution”:

“That the Board and the CEO of the WindsorEssex Economic Development Corporation assess our need for our Annual Audit and then proceed through a selection process”

MOVED BY: MAYOR EDDIE FRANCIS

SECONDED BY: JIM LYNN

“All those in favour of the resolution, please so specify by raising your hands”

CARRIED

“I declare the resolution carried”

¥ JOSEPH BYRNE BACK TO PODIUM

APPOINTMENT OF DIRECTORS (Shelley Fellows)

The Chairman, Joseph Byrne, states:

“The next item of business concerns the appointment of directors of the WEEDC I would invite Vice Chair, Shelley Fellows, on behalf of the Governance Committee to assist in this process”

¥ **SHELLEY FELLOWS GOES TO PODIUM**

Shelley Fellows states:

“I will now ask someone to move and second the following resolution”:

“The resignation of Michael Robinson, effective September 2012, is accepted and acknowledged by the members.

“The resignation of Dave Cooke, effective October 2012, is accepted and acknowledged by the members.

MOVED BY: MIKE MUELLER

SECONDED BY: WARDEN TOM BAIN

“All those in favour of the resolution, please so specify by raising your hands”

CARRIED

“I declare the resolution carried”

Shelley Fellows states:

“I will now ask someone to move and second the following resolution”:

In accordance with the by-laws of the Corporation, on Tuesday, April 16, 2013, a Resolution was passed by the board of directors of the Corporation decreasing the number of directors comprising the board from eleven (11) to eight (8) with each municipal member being permitted to appoint one of the eight (8) directors.

The decision of the directors requires approval of the members and as such we resolve as follows:

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE MEMBERS OF THE CORPORATION THAT:

Members hereby confirm, authorize and resolve that the number of directors comprising the board of directors of the Corporation shall be decreased from eleven (11) to eight (8) with each municipal member being entitled to appoint one (1) of the eight (8) directors.

All prior resolutions, by-laws, acts and proceedings of the Corporation inconsistent with such resolution are hereby amended, modified, revised and adopted in order to give effect to this resolution.

MOVED BY: MIKE MUELLER

SECONDED BY: JIM LYNN

"All those in favour of the resolution, please so specify by raising your hands"

CARRIED

"I declare the resolution carried"

"I will now ask someone to move and second the following resolution":

The following remain as previously appointed until the completion of the next annual meeting of the members, until their successors may be appointed or until the expiration of their respective agreed upon term of service, as applicable:

*Lindsay Boyd
Shelley Fellows
Joseph Byrne*

*Jim Lynn
Edgar Francis
Mike Mueller*

*Roy Verstraete
Tom Bain*

All other directors remain as previously appointed until the completion of the next annual meeting of the members, until their successors may be appointed or until the expiration of their respective agreed upon terms", as applicable.

MOVED BY: WARDEN TOM BAIN

SECONDED BY: MAYOR EDDIE FRANCIS

"All those in favour of the resolution, please so specify by raising your hands"

CARRIED

"I declare the resolution carried"

Shelley Fellows states:

"I am advised that a quorum of the directors (as newly appointed and/or confirmed) of the WindsorEssex Economic Development Corporation is present, and as such this meeting of the directors duly constituted for the transaction of business".

Shelley Fellows states:

"Are there any conflicts among the directors to be disclosed"?

NO CONFLICT

“The Governance Committee of the WindsorEssex Economic Development Corporation proposes that the following slate of officers be appointed to serve at the pleasure of the Board of Directors or until their successors may otherwise be appointed”

<i>Past Chair</i>	LINDSAY BOYD
<i>Chair</i>	JOSEPH BYRNE
<i>Vice Chair</i>	SHELLEY FELLOWS
<i>Secretary/Treasurer</i>	ROY VERSTRAETE

“I would ask someone to move and second this resolution.”

MOVED BY: MAYOR EDDIE FRANCIS

SECONDED BY: MIKE MUELLER

“All those directors in favour of the resolution, please so specify by raising your hands”

CARRIED

“I declare the resolution carried”.

Shelley Fellows invites RAKESH NAIDU, COO, FOR REMARKS

¥ RAKESH NAIDU GOES TO PODIUM

Rakesh Naidu reviews the previous year’s activities

Rakesh Naidu invites JOE BYRNE back to podium to close

¥ JOSEPH BYRNE BACK TO PODIUM

CLOSE

The Chairman, Joseph Byrne, states:

“This concludes all matters listed on the agenda and as such I declare this meeting adjourned”

MEETING ADJOURNED 9:00 AM
