



NIAGARA

Minutes

Annual General Meeting

December 1, 2023

Inn on The Twenty, Jordan Station

Present:	Chair	Mike Goodale
	Vice Chair	Bill Kerr
	Directors	Rob DePetris
		Janice Thomson
		Michael Cottenden
		Ray Archer
		Matthew Leask
		Ken Kawall
		Kristine Clark
		Kathy Uher
	President & CEO	Peter Van Hezewyk

Item I – Call to Order/Opening Remarks

Mike Goodale, Chair of the CAA Niagara Board welcomed members and the out-of-town guests. Chair Goodale then called the meeting to order.

Item II – Notice of Meeting

The Chair introduced Mr. Peter Van Hezewyk, CAA Niagara President & CEO and invited him to read the notice calling the meeting, which was published in the Fall 2023 edition of the CAA Magazine.

Mr. Van Hezewyk read the notice, outlining the agenda for the meeting as follows:

1. Read and approve the Minutes of the Annual Meeting of Members held in November 2022.
2. Appoint Auditors and authorize Directors to fix their remuneration.
3. Elect Directors.
4. Receive, consider, and approve the financial statements for the fiscal year ending September 30, 2023, together with the Auditor's Report and all transactions reflected hereby.
5. Review and approve proposed changes to CAA Niagara By-Laws, if required.
6. Conduct such other transactions as may properly be brought before the meeting.

The Chair confirmed there was quorum and declared the meeting regularly called and properly constituted for the transaction of business.

Item III - Minutes of Last Annual Meeting

The Chair informed the attendees that the Minutes of the Annual Meeting of Members of November 25, 2022, were distributed with a copy included in the Annual Report.

IT WAS MOVED BY BILL KERR, SECONDED BY RAY ARCHER THAT THE MINUTES OF THE CAA NIAGARA ANNUAL GENERAL MEETING OF MEMBERS HELD ON NOVEMBER 25, 2022 BE APPROVED.

Carried

Item IV – Financial Reports

The Chair noted that the Financial Statements and Auditors Report were reviewed and approved by the Board of Directors. Copies were also made available at the meeting for any Member in good standing to review.

The Chair called upon Mr. Nick Visser, Senior Manager with Durward, Jones, Barkwell and Company LLP to present the Auditor's Report. Mr. Visser read the report on the Audited Financial Statements of CAA Niagara for the period ended September 30, 2023.

IT WAS MOVED BY ROB DEPETRIS, SECONDED BY MICHAEL COTTENDEN THAT THE BALANCE SHEET OF THE CORPORATION OF CAA NIAGARA AND THE STATEMENT OF INCOME AND EXPENDITURES FOR THE YEAR ENDED SEPTEMBER 30, 2023 BE APPROVED AND ADOPTED.

Carried

The Chair called for a motion to appoint Auditors.

IT WAS MOVED BY JANICE THOMSON, SECONDED BY RAY ARCHER THAT DURWOOD, JONES, BARKWELL AND COMPANY LLP BE APPOINTED AUDITORS OF CAA NIAGARA UNTIL THE NEXT ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE APPOINTED AT SUCH REMUNERATION AS MAY BE FIXED BY THE DIRECTORS.

Carried

Item V – Election of Directors

The Chair called upon Mr. Mathew Leask, Chair of the Governance Committee to present the Director nominations which were made in accordance with the By-laws of the Corporation.

For their first terms, the Committee nominates the following Directors:

Kathy Uher
Kristine Clark
Ken Kawall

For their second terms, the Committee nominates the following Directors:

Ray Archer
Michael Cottenden
Matthew Leask

And for his fifth term, the Committee nominates the following Director:

Robert DePetris

IT WAS MOVED BY BILL KERR, SECONDED BY JANICE THOMSON TO ACCEPT THE NOMINATIONS AS OUTLINED IN THE GOVERNANCE COMMITTEE REPORT.

Carried

The Chair declared the nominees to be duly elected Directors of CAA Niagara, to hold office until their successors are elected or appointed in accordance with the By-laws of the Corporation.

Item VI – Approval of By-Laws

The Chair informed the attendees that a copy of the revised By-Laws, were included in the Annual Report. The Chair called for a motion to approve the revisions to the By-Laws

IT WAS MOVED BY KEN KAWALL, SECONDED BY KIRSTINE CLARK THAT THE REVISIONS TO THE CAA NIAGARA BY-LAWS BE APPROVED.

Carried

Item VII – Confirming Motion

The Chair called for a confirming motion.

IT WAS MOVED BY KATHY UHER, SECONDED BY RAY ARCHER THAT ALL ACTS, CONTRACTS, BY-LAWS, PROCEEDINGS, APPOINTMENTS, ELECTIONS AND PAYMENTS ENACTED, MADE AND TAKEN BY THE DIRECTORS OF CAA NIAGARA, HERETOFORE AS THE SAME, AS SET OUT OR REFERRED TO IN THE MINUTES OF THE MEETINGS OF THE BOARD OF DIRECTORS, OR IN THE STATEMENTS SUBMITTED TO THIS MEETING, BE AND THE SAME, ARE HEREBY APPROVED, RATIFIED AND CONFIRMED.

Carried

Item VIII- President and CEO’s Report

Mr. Peter Van Hezewyk provided an update on the operational highlights of Fiscal Year 2023.

Item IX – Chair’s Report

The Chair provided an overview of the CAA Niagara Board highlights for Fiscal Year 2023.

Item X – CAA National Chair’s Report

John Kong, Vice Chair of the CAA National Board provided greetings on behalf of the CAA National Board.

Item XI- Adjournment

The Chair called for a motion to adjourn the meeting.

IT WAS MOVED BY KRISTINE CLARK, SECONDED BY KATHY UHER TO ADJOURN THE 2023 ANNUAL GENERAL MEETING OF CAA NIAGARA.

Carried