

**Subject: Wood Buffalo Economic Development Corporation -
Amendment to Articles of Association****APPROVALS:****Annette Antoniak**_____
Director_____
Chief Administrative Officer**Recommended Motion:**

THAT the Chief Administrative Officer be directed to exercise the Municipality's membership rights for the Wood Buffalo Economic Development Corporation by signing a written Special Resolution amending the Articles of Association to the version at Attachment 3.

Summary:

The Board of Directors of the Wood Buffalo Economic Development Corporation (WBEDC) is requesting Council's approval to amend the Company's Articles of Association.

Background:

The WBEDC was incorporated by the Municipality on July 5, 2018 under Alberta's Companies Act. The Company has two members: the Chief Administrative Officer (CAO) and the Municipality. The WBEDC requires Council's consent to amend its Articles of Association because under the Companies Act, an amendment of the Articles of Association must be approved by Special Resolution of the member. Pursuant to the CAO Bylaw 17/021, when the Municipality is member of a Corporation, Council has reserved the right to exercise any power, duty or function of the Municipality member.

The inaugural Board of Directors was appointed by Council on July 10, 2018. Since that time, the Board has appointed a sub-committee of its Directors to oversee matters associated with the Company's start-up; one of their assigned tasks included a review of the Company's Articles of Association. Because the Articles of Association is an important document that specifies the regulations for a Company's operations and defines its purpose, providing the new Board of Directors with an opportunity to review and amend the document enables them to take some ownership over its contents and ensures consistency with the Board's intended practices and procedures.

Summary of Requested Changes:

The majority of the requested amendments are minor and reflect changes to style and formatting. The substantive changes proposed by the WBEDC can be summarized as follows:

- 1) Deletion of the sections addressing appointment of the first Board of Directors and Chair: this amendment is intended to simplify the Articles; these sections are no longer required as the first Board of Directors and Chair have been appointed.
- 2) Amending the number of Directors from 11 to a range of no less than 9 and no more than 13: this amendment provides the Board with greater flexibility in ensuring the Board has the necessary skill set and also takes into account that Board vacancies may occur from time to time.
- 3) Including a requirement that one of the Directors shall have a tourism skill set: the WBEDC advises that it has amalgamated with Fort McMurray Tourism and this requirement ensures that promoting tourism in Fort McMurray is an important objective of the WBEDC.
- 4) Deletion of the requirement that Board meetings will be generally open to the public: the WBEDC advises that it intends to ensure public transparency and accountability is maintained by holding an Annual General Meeting that is open to the public; by hosting an annual business luncheon; publishing an annual report; and maintaining provisions in the Articles of Association that specify the Municipality's CAO is appointed ex-officio as Director and stipulate that the Mayor is entitled to attend all Board meetings.

Should Council wish to approve the WBEDC's request to amend the Articles as summarized and presented in Attachment 3, Administration recommends that Council pass a resolution instructing the CAO to exercise the Municipality's membership rights by signing a written Special Resolution amending the Articles of Association.

Strategic Priorities:

Regional Economic Development

Attachments:

- 1. Comparison Articles - Current & Proposed**
- 2. Current Articles**
- 3. Proposed Articles**