

# Memorandum

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Date: May 21, 2021  
Submitted by: Legislative Services Division  
Subject: Special Meeting of E-Comm Members

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An Extraordinary General Meeting of the Shareholders of E-Comm Emergency Communications for British Columbia Incorporated will be held on Thursday, June 24, 2021 at 10:00am by video conference to conduct a vote on the following three proposals:

1. Approve an amendment to the Members' Agreement to provide the E-Comm Southern Vancouver Island Agencies with the right to appoint a Director;
2. Approve an amendment to the Company's Purpose, as set out in Section 2.1 of the Members' Agreement, and in the definition of permitted activities in Article 25 of the Company's Articles, to fully align the language of both provisions with the language set out in the Emergency Communications Corporations Act; and
3. Approve additional amendments to the Members' Agreement and the Articles of the Company, including amendments to lower the special majority voting threshold for approval of extraordinary matters by the Members from 75% of shares outstanding to 2/3 of votes cast.

Details of the proposal are included in the E-Comm Special Meeting Package (**Attachment 1**). E-Comm is strongly recommending that Shareholders vote by proxy rather than appointing a proxy holder to attend the electronic meeting. The Board of Directors is also recommending a vote in support of each proposal. The recommended resolution is:

**THAT Sandra MacKay, Corporate Secretary of E-Comm Emergency Communications for British Columbia Incorporated, or, failing her, Doug Campbell, Board Chair, be appointed as the City of Port Moody's proxy for the Special Meeting of the Shareholders to be held on June 24, 2021 as recommended in the memo dated May 21, 2021 from the Legislative Services Division regarding Special Meeting of E-Comm Members.**

Should Council wish to appoint a proxyholder to attend the meeting and vote at their discretion, the alternate resolution would be:

THAT \_\_\_\_\_ be appointed as the City of Port Moody's proxy for the Special Meeting of the Shareholders to be held on June 24, 2021 as outlined in the memo dated May 21, 2021 from the Legislative Services Division regarding Special Meeting of E-Comm Members.

Council may also provide direction to vote against any or all of the proposal by resolution.

Attachment(s)

1. E-Comm Special Meeting Package – June 24, 2021.

## Report Approval Details

Document Title:	Special Meeting of E-Comm Members.docx
Attachments:	- Attachment 1 - E-Comm Special Meeting Package - June 24, 2021.pdf
Final Approval Date:	Jun 1, 2021

This report and all of its attachments were approved and signed as outlined below:

Rosemary Lodge, Manager of Communications and Engagement - May 24, 2021 - 11:40 PM

Paul Rockwood, General Manager of Finance and Technology - May 25, 2021 - 8:36 AM

Tim Savoie, City Manager - Jun 1, 2021 - 1:50 PM