



BELGIAN | CANADIAN
BUSINESS CHAMBER

BELGIAN CANADIAN BUSINESS CHAMBER ANNUAL GENERAL MEETING MINUTES

Thursday, June 05, 2014

Aird & Berlis

Brookfield Place; Toronto, ON

OUTGOING BOARD ATTENDEES: Michael Green (President), Sébastien Dillien, Christian Frayssignes, Klaus Koeppen, Frank Murari, Lucas Scoreneau, Lionel Tarin, André van der Heyden

OUTGOING BOARD APOLOGIES: Kristien Boets, Claire Cui, Elly De Winne, Pieter Goubert, Don Johnston, Mieke Pynnaert, Bart Schobben

CALL TO ORDER / QUORUM

18 of 53 active members were present at the 2014 Annual General Meeting. This constituted a quorum, and the meeting was called to order at 18h55.

APPROVAL OF AGENDA / MINUTES FROM PREVIOUS ANNUAL GENERAL MEETING

Christian Frayssignes motioned to approve both the minutes from the 2013 AGM, and the agenda for the 2014 AGM. Lionel Tarin seconded the motion, and all were in favour.

PRESIDENT'S REPORT (Michael Green)

Michael provided members of the Chamber with an overview of the Board's activities for the 2013-2014 year, highlighting the enhancement in our social media presence, the growth of our corporate membership and sponsors, and the immense amount of work that was undertaken to ensure compliance with new legislation both in Canada and in Belgium. He also noted the continued success of our three event series – "Business with Belgium", "Frites Night" and "Belgians in Canada" – as well as the very successful partnership of the BCBC with our three Trade Commissioners (representing Brussels, Flanders and Wallonia) during the *Europe NOW!* trade show last September. Aside from these series, we've also continued our annual Pub Night with the *British Canadian Chamber of Trade & Commerce*. As his final act as President, he thanked Luca Viorel, who has provided photography for several of our events over the year, Aird & Berlis who have hosted many events, and the members of the 2013-14 Board for their efforts over the past year.

TREASURER'S REPORT (Klaus Koeppen)

The BCBC is in a fiscally healthy position, with no outstanding debts at the time of the AGM. For the first time in several years, the members were presented with financial statements produced by a third-party auditor. The most important element of this document was the opinion that the BCBC is fiscally responsible. Total Assets and Liabilities & Equity for the 2012-2013 year equalled \$18,874. The Total Revenue for the year was \$23,987, and the Total Expense was \$31,016, resulting in a deficit of \$7,029. This deficit is largely due to expenses related to compliance issues with both the Belgian and Canadian governments and to the hiring of an executive director at an annual cost of \$13,650 to aid in the running of the Chamber. These issues include completion of audits for 2011, 2012, & 2013 as well as legal requirements to ensure compliance with the new *Canada's Not-for-profit Corporations Act* (see **CNCA Update** for details). Our revenue is allocated according to sources: Membership, Events and other, and Subsidies. Events and others cover activities which are not covered by subsidies; generally these are non-business-oriented activities. Subsidies are further subdivided between Project Grants and Operating Grants.

MEMBERSHIP & SPONSORSHIP REPORT (Idalia Obregón)

At present, we have 40 personal members and 9 corporate/sponsor members. In January we increased the personal membership for the first time in several years, by a modest amount; it currently stands at \$60, which remains one of the most affordable memberships amongst the European chambers in Toronto. We have revised our corporate/sponsor membership structure, and now offer multiple levels which provide various benefits. Our new levels range from \$300-\$500 for corporate members, and \$1000 to \$3000 for sponsors. Depending on the membership level, these include 3-6 representatives, exposure through BCBC media and/or events, and access to BCBC and EUCCAN events, and speaker opportunities. Our current corporate/sponsor members are AB InBev Labatt, AGFA Healthcare, Aird & Berlis, Business Immigration Law Group, COFELY Services Inc. GDF Suez, Holcim Canada, Oquest Business Solutions, Puratos Canada and Scotiabank.



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CHAMBERS ROLE & SUPPORT (Christian Frayssignes)

As noted last year, after nearly 20 years serving the European community in Toronto, the European Chambers of Commerce in Toronto's (EUCOCIT) made the decision to broaden their jurisdiction from local to nationwide; they have recently completed their name change to the European Union Chamber of Commerce in Canada (EUCCAN). There are currently 23 member chambers, each represented by one director on the EUCCAN board. The most recent additions to the EUCCAN community are the Canadian Bulgarian Business Alliance and the French Chamber of Commerce in Canada – Ontario Section; the latter has been absent for several years due to the lack of an active chamber. As a member of the BCBC, you are automatically a member of the EUCCAN, and thus have member access to the events of fellow EUCCAN chambers.

CNCA UPDATE & REVIEW OF BY-LAW CHANGES (André van der Heyden)

On October 17, 2011 Industry Canada enacted the new Canada's Not-for-profit Corporations Act (CNCA), which would replace Part II of the Canada Corporations Act under which the BCBC operated. We have retained the services of Lette LLP to act as our Legal Counsel during the entire process. The deadline for full compliance to CNCA is October 17, 2014, with failure to be compliant by this date likely to result in the dissolution of the Chamber. As such, we have been working for the past two-and-a-half years on becoming compliant with this new legislation; this has involved establishing & conducting audits of our accounts, reviewing existing letters patent & by-laws, preparing Articles of Continuance, and revising by-laws as necessary, all of which has been completed at this time. During the 2014 AGM the members elected to ratify proposed changes; this took part in two stages: First was the ratification of the Articles of Continuance, which was motioned by Christian Frayssignes, seconded by Klaus Koeppen, and approved by all. Second was the ratification of the new By-laws, which was motioned by Klaus Koeppen, seconded by Lucas Scorneau, and approved by all. With the ratification of the Articles of Continuance and By-laws completed we can now proceed to the final step in this process, filing the required documents with Industry Canada, which will be done in the coming weeks well before the aforementioned deadline.

ELECTION OF THE 2014-2015 BOARD (Idalia Obregón)

Approximately three-quarters of the outgoing board presented themselves as candidates for re-election, and a further two new candidates presented themselves for election. These were (Name, Organization Name):

- Returning Candidates
 - o Sébastien Dillien, AMtoFM Promotion
 - o Christian Frayssignes, CF&A Consulting
 - o Pieter Goubert, LCAD
 - o Michael Green, AGFA Healthcare North America
 - o Don Johnston, Aird & Berlis
 - o Klaus Koeppen, Canadian Imperial Bank of Commerce (CIBC)
 - o Lionel Tarin, CI Investments
 - o André van der Heyden, Grey House Publishing Canada
- New Candidates
 - o Grégory Oleffe, Revenu Québec
 - o William Van Loo, PepsiCo Canada
- Returning Honorary (Non-Voting) Candidates
 - o Frank Murari, Agence wallonne à l'Exportation et aux Investissements (AWEX)
 - o Mieke Pynnaert, Flanders Investment & Trade (FIT)
 - o Bart Schobben, Brussels Invest & Export (BIE)

André van der Heyden moved to elect all candidates to the 2014-15 board. This was seconded by Christian Frayssignes, and all were in favour.

AGM Adjourned: 19h38
Respectfully submitted,
André van der Heyden