



Canadian
Chamber of
Commerce

Chambre de
Commerce
du Canada

Because
Business
Matters.

Parce que
les affaires
comptent.

Notice of the Annual Meeting of Members

Thursday, October 28, 2021 | 10:00 a.m. Eastern Time | Online

Notice is hereby given that the annual meeting of members of THE CANADIAN CHAMBER OF COMMERCE/LA CHAMBRE DE COMMERCE DU CANADA (the "Corporation") will be held online on Thursday, October 28, 2021 at 10:00 a.m. ET (the "Meeting") for the purpose of:

- ratifying all acts of the Board of Directors since the last annual meeting;
- considering the mid-year unaudited financial statements for the year 2021;
- appointing the public accountant;
- approving the renewal of the Corporation's application for extension of time for calling the annual meeting of members;
- electing Directors; and
- transacting such further and other business as may properly come before the meeting or any adjournment thereof.

Dated this 22nd day of September 2021. On behalf of the Board of Directors.

Mario Thériault, Chair of the Board of Directors

Business to Be Transacted at the Annual Meeting

1. **Ratification of Decisions and Actions of the Board of Directors Since the Last Annual Meeting**

As Chair of the Board of Directors, I, Mario Thériault, do hereby request a motion for the ratification of decisions and actions of the Board of Directors since the last annual meeting.

Be it resolved that, to the extent necessary, all acts, contracts, proceedings, appointments, elections, and reports thereon, and payments enacted, done, taken and made by the Board of Directors for and on behalf of the Corporation since the last annual meeting of its members, are hereby approved, confirmed and ratified, the whole notwithstanding any omissions, irregularities in the formalities attendant upon such acts or any lack of qualification or authorization of the parties thereto. (A two-thirds majority is required for approval.)

2. **President's Report**

President and CEO Perrin Beatty will provide an update on the Corporation's advocacy and membership activities during 2021.

3. **Appointment of Public Accountant for 2022**

In accordance with the Canada Not-for-Profit Corporations Act, the Organizational Members shall, at each annual meeting of the Members, appoint a public accountant for the Corporation to hold office until the next annual meeting of Members provided that the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Directors. The public accountant shall be independent pursuant to section 180 of the Canada Not-for-profit Corporations Act.

It is the responsibility of the Finance and Audit Committee of the Corporation to ensure the Corporation is supported by the right audit firm (i.e. quality of firm, works well with management, well managed audit) at the right price (i.e. value for money) while protecting the public accountants' independence.

As part of good governance practices, the Corporation has implemented a formal external audit firm annual evaluation process to support whether the Finance and Audit Committee would recommend to the Board of Directors an extension of the incumbent audit firm or move forward with an RFP process for the external audit services. Management, after discussion with the Finance and Audit Committee, originally planned to issue an RFP for the financial audit for 2021. However, as reported to the Organizational Members at the 2020 annual meeting, it was recommended that the Corporation continue to retain KPMG for at least another year because of the difficulty in running a fair and open RFP process during COVID-19, with all of the changes in work environments etc. As a result, at the 2021 annual meeting, the Members will be asked to appoint KPMG for another year, which will cover the audit of the Corporation for the financial year ending December 31, 2021.

After careful consideration, it has been decided that the Finance and Audit Committee will be moving forward with an RFP process for the external audit services for the Corporation in about February 2022, with the intention of reviewing and considering all proposals submitted at its August 2022 meeting. KPMG will be invited to submit a proposal. The Finance and Audit Committee will make its recommendation in respect of an external auditor to the Executive Committee and Board of Directors in the fall of 2022 and, if approved by the Executive Committee and Board of Directors, will submit its recommendation for external audit services to the Organizational Members at the 2022 annual meeting for the financial audit December 31, 2022.

In the meantime, your Board of Directors approved the recommendation brought forward by the members of the Finance and Audit Committee to offer an extension to the incumbent audit firm, KPMG, for the external audit services.

As Chair of the Board of Directors of the Canadian Chamber of Commerce, I, Mario Thériault, in accordance with the Canada Not-for-profit Corporations Act, do hereby request a motion for the appointment of KPMG as the public accountant for the Corporation to hold office until the next annual meeting of members provided that the Directors shall immediately fill in any vacancy in the office of public accountant, and to authorize the Board of Directors to fix the remuneration of the public accountants. (A two-thirds majority is required for approval.)

4. Renewal of Application for Extension of Time for Calling Annual Meeting of Members

Proposal: To confirm and ratify by special resolution, an application to Innovation, Science and Economic Development Canada requesting the renewal of the extension of time in which to call an annual meeting of the members of the Canadian Chamber of Commerce (the "Corporation").

Background: Subsection 160(1)(b) of the *Canada Not-for-profit Corporations Act* (the "Act") and the applicable regulations promulgated thereunder require the Corporation to hold its annual meeting of members (the "Annual Meeting") no later than June 30 of each year, being six months following the Corporation's preceding financial year (the "Meeting Requirement").

The Corporation has determined that compliance with such requirement would (a) be inconsistent with the past practice of the Corporation, (b) be disruptive to the policy development, advocacy and discussion process of the Corporation and the Organizational Members, and (c) risk undermining the ability of many Organizational Members to participate in this policy development, advocacy and discussion process.

The Corporation has previously made applications to the Director under the Act (the "Director") seeking relief from the Meeting Requirement and requesting permission to hold its meeting by October 31 of each year (the "Requested Relief"). The Director agreed on March 21, 2014 and again on October 25, 2018 to grant the Requested Relief for five-year periods (i.e. 2014-2018 and 2019-2022) subject to the following requirements:

- a) the Corporation shall distribute or make available to its members, on an annual basis, the audited annual financial statements for the previously completed fiscal year upon their approval by the Board of the Corporation (and in any event, prior to June 30);
- b) in advance of an Annual Meeting, the Corporation will make available to its members the most recent unaudited quarterly financial statements then available; and
- c) the approval of the Requested Relief shall be put to a vote of the voting members of the Corporation every five years,

(Collectively, the "Approval Conditions")

The Corporation now needs to apply to the Director appointed under the Act for a renewal of an extension of the time for calling an annual meeting of members. If approved by the Executive Committee, this decision will need to be presented to the full Board of Directors with a request that the Board ratify or confirm the decision of the Executive Committee. Once ratified by the Board, a special resolution in support of the extension will be presented to the members at the annual meeting to be held in October of 2021.

As Chair of the Board of Directors, I, Mario Thériault, do hereby request a motion to pass by a special resolution:

- a) the application of the Corporation to Innovation, Science and Economic Development Canada for a renewal of an extension of the time for calling an annual meeting of members is confirmed and ratified;

- b) the holding of the Corporation's Annual Meeting by October 31 following the end of the Corporation's financial year end is confirmed and ratified, subject to the Approval Conditions; and
- c) any one Officer or Director of the Corporation or any solicitor of the Corporation is authorized, for and in the name of and on behalf of the Corporation, to execute and deliver all such further documents, to make any such further applications and to do all such other acts or things as such Officer, Director or solicitor may determine to be necessary or advisable in connection with the matters contemplated by the foregoing resolutions, the execution and delivery of any such document or the doing of any such other act or thing by such Officer, Director or solicitor being conclusive evidence of such determination.

(A two-thirds majority is required for approval.)

5. Election of Directors

In accordance with the Corporation's bylaws, the Nominating and Governance Committee has prepared a slate of the names of its nominees for: the Chair, the Vice Chair, the Treasurer and the appropriate number of other Directors whose terms of office cease as of October 27, 2020. The slate of nominees conforms to the Corporation's selection policies and considers the regional, cultural, gender and linguistic balance of the Board.

2021-2022 Slate of Nominees

The following individuals have agreed to allow their names to stand as nominees for the posts indicated on the Corporation's 2021-2022 Board of Directors.

Nominees for Officers

Chair of the Board

Karl Tabbakh
Regional Managing Partner for Quebec
McCarthy Tétrault
Montreal, QC

Vice Chair

Candace Laing
Vice President, Sustainability and Stakeholder Relations
Nutrien Ltd.
Saskatoon, SK

Treasurer

Victor Pang
Chief Financial Officer
Vancouver Fraser Port Authority
Vancouver, BC

Nominees for Directors: Two-year Term

Sam Boutziouvis
Vice President, Government Relations and Multilateral Development Institutions
SNC-Lavalin
Ottawa, ON

Sandra Buckler
Senior Director
Bombardier Inc.
Toronto, ON

Carolyn Chisholm
Director, External Affairs
Rio Tinto Alcan
Ottawa, ON

Rhona DelFrari
Chief Sustainability Officer and Senior Vice President, Stakeholder Engagement
Cenovus Energy
Calgary, AB

Paul Gruner
President and CEO
Det'on Cho Management LP
Yellowknife, NT

Lucie Guillemette
Executive Vice President and Chief Commercial Officer
Air Canada
Saint-Laurent, QC

Martha Hall Findlay
Senior Vice President and Chief Sustainability Officer
Suncor
Calgary, AB

Laura Hewitt
Vice President, Government and Regulatory Affairs
Sun Life Financial
Toronto, ON

Tara-Lynn Hughes
Senior Vice President, Greater Ontario Region
TD
Ottawa, ON

Brian Humphreys
Vice President, Energy
Federated Cooperatives Ltd.
Saskatoon, SK

Dave Lye
Canadian Government Relations and Sustainability
Ovintiv Inc.
Calgary, AB

James Maunder
Director, Canada Public Policy
Amazon Canada
Toronto, ON

Martin Plante
Vice President and Chief Security Officer
GardaWord
Montreal, QC

Penny Wise
President
3M Canada Company
London, ON

Ted Woodhead
Senior Vice President, Regulatory
Rogers Communications Inc.
Toronto, ON

Niranjan Vivekanandan
Senior Vice President, Loyalty, Rewards and Merchant Solutions
RBC
Toronto, ON

Nominees for Directors: One Year Remaining on a Two-year Term

Lesia Babiak
Executive Director, Government Affairs & Policy (Canada)
Johnson & Johnson Corporate
Toronto, ON

Julien Baudry
Director, Public Affairs
Montreal Port Authority
Montreal, QC

Lance Follett
Executive Vice President, Corporate Development and Chief Legal Officer
Westport Fuel Systems
Vancouver, BC

Cyrus Reporter
Vice President, Government and Regulatory Affairs
CN
Ottawa, ON

Nominees for Directors: Chair's One-year Discretionary Position

Tyler Edgington
President
Dow Chemical Canada ULC
Calgary, AB

Andy Lodge
Division Director
IG Wealth Management
Saint John, NB

Kristine Simpson
Partner
BDO
Vancouver, BC

Nominees for Directors: Provincial and Territorial Chamber Representatives

Shawna Feth
Past Chair
Alberta Chambers of Commerce
Camrose, AB

Johanne Hinse
Director
Fédération des chambres de commerce du Québec
Trois-Rivières QC

Bill Kellett
Canadian Chamber of Commerce Representative
Northwest Territories Chamber of Commerce
Yellowknife, NT

Monica Kreuger
Immediate Past Chair
Saskatchewan Chamber of Commerce
Saskatoon, SK

Aleece Laird
Immediate Past Chair
BC Chamber of Commerce
Kamloops, BC

Shawn Lester
Member
Baffin Regional Chamber of Commerce
Iqaluit, NU

Don Ludlow
Chair Elect
Ontario Chamber of Commerce
Toronto, ON

Stephen Lund
Past Chair
Atlantic Chamber of Commerce Inc.
Moncton, NB

Kyle Romaniuk
Director
Manitoba Chambers of Commerce
Winnipeg, MB

Stan Thompson
Director
Yukon Chamber of Commerce
Whitehorse, YT

Nominees for Director: President of the Chamber of Commerce Executives of Canada

Stuart Harrison
President
Chamber of Commerce Executives of Canada
Peterborough, ON

As Chair of the Board of Directors, I, Mario Thériault, do hereby request a motion to elect those individuals as listed on the slate of nominees to the Corporation's Board of Directors. (A two-thirds majority is required for approval.)

6. Other Business