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**ATTENDED OFFICERS AND DIRECTORS**

Arnon	Melo	President	Mellowhawk Logistics
Paul	Glionna	Past - President	Universal Logistics Inc.
Paul	Courtney	Treasurer	Courtney Agencies Ltd.
Angelo	Loffredi	Vice President	
Christina	Forth	V.P. III	Mass Logistik Inc
Troy	Cowen	Director	Manitoulin Global Forwarding
Paul	Lobas	Secretary	ITN Logistics Group
Marc	Bibeau	Director	Overseas Express Consolidators Inc
William	Gottlieb	Director	ITN Logistics Group
Flavia	Iuston-Blair	Director	DSV Air & Sea Inc
Martin	Schultz	Director	Manitoulin Global Forwarding
Chris	Ford	Director	The Ace Group
Derrick	Sones	Director	Cole International
Joel	Belanger	Director	Pro-Formance Intermodal Inc.
Bruce	Rodgers	Executive Director	CIFFA

**RECORD OF ATTENDANCE**

<b><u>First Name</u></b>	<b><u>Surname</u></b>	<b><u>Company Affiliation</u></b>	<b><u>Member Affiliation</u></b>
Marie	Takemura	AllCargo Express Inc.	Regular
Theodore	Chazin	CH Robinson	Regular

Derrick	Sones	Cole International Inc	Regular
Mark	Evans	Complete Shipping Solutions	Regular
Paul	Courtney	Courtney Agencies Ltd.	Regular
Flavia	Iuston-Blair	DSV Air & Sea Inc	Regular
Christina	Forth	MASS Logistik Inc.	Regular
Shun Yin Alex	Wong	ICNT Logistics Inc.	Regular
Paul	Lobas	ITN Logistics Group	Regular
William	Gottlieb	ITN Logistics Group	Regular
Troy	Cowen	Manitoulin Global Forwarding	Regular
Martin	Schultz	Manitoulin Global Forwarding	Regular
Arnon	Melo	Mellohawk Logistics	Regular
Marc	Bibeau	Overseas Express Consolidators Inc.	Regular
Joel	Belanger	Pro-Formance Intermodal Inc.	Regular
Chris	Ford	The Ace Group	Regular
Paul	Glionna	Universal Logistics Inc.	Regular
Angelo	Loffredi		Regular
Bruce	Rodgers	CIFFA	
Julia	Kuzeljevich	CIFFA	
Stephen	McDermott	CIFFA	

**TIME: 11:00 – 11:45 am**

A Melo calls the meeting to order at 11:02 am and ask Julia Kuzeljevich to read the Competition Bureau Clause.

**Competition Bureau Canada Clause – J. Kuzeljevich**

*Commitment to full compliance with both the letter and the spirit of the antitrust laws is a fundamental commitment of the Canadian International Freight Forwarders Association (CIFFA). The Competition Bureau of Canada is an organization that investigates anti-competitive practices and promotes compliance with the laws under its jurisdiction. The following is CIFFA's directive:*

***“All meetings will be conducted in compliance with the provisions of the Competition Act. Meetings will not discuss or take action on any subject related to restraint of trade, price fixing, compensation, reimbursement, rate setting, marketing strategies and any other topics that could be considered anti-competitive.”***

**8. Call to Order, Roll Call & Call for Proxies – A. Melo**

I wish to remind everyone that only Regular Members are entitled to vote, and that there is only one vote per company. Associate Members and PFFs are not eligible to vote.

Call for proxies.

J. Kuzeljevich confirms number and names of proxies received; 3

and the number of Regular Members who have logged into the webinar: 16

J. Kuzeljevich announces the total number of votes 19 indicating that we have a quorum.

**9. Notice of Meeting – A. Melo**

The Notice of this Special Meeting of Members has been sent to all Members of the Association in accordance with our By-Laws.

Good morning CIFFA Members,

My name is Arnon Melo and I am the President of CIFFA, the Canadian International Freight Forwarders Association. Today is a momentous day in our history, as I will be presenting to you eight voting items on significant, but well-needed changes, to our Articles of Incorporation.

These changes have been discussed and agreed upon by your Board of Directors, and we have obtained legal guidance and direction on the language being proposed.

The documents have been circulated to all who have registered, and my intent is to read both current and drafted language, stop for questions, and then make motions to accept the changes as proposed.

The first change, and most significant deals with our name, the Canadian International Freight Forwarders Association. Our Association was founded in 1948, representing the interests of the Canadian Freight Forwarders. Most recently, we have expanded our representation, and we now include customs brokers, drayage companies, freight brokers, freight forwarders and warehouse operators as Regular Members. These new groups allow us the opportunity to have a greater voice with government officials, and truly represent the interests of the supply chain.

CIFFA is a well-recognized name, one that we use on our website and marketing material. In order to more accurately represent our new membership base, we wish to change the name of the Corporation to "**CIFFA CORP**".

**Does anyone have any questions pertaining to this proposed name change?**

No questions were raised.

**I would like to make a motion to accept the name change of the Association to CIFFA Corp.**

**May I have a seconder please?**

Moved by	A. Melo
Seconded by	M. Schultz
Any Discussion	-
All in favour	15
Opposed	-
Abstained	-
	Motion Carried

The second change deals with the Objects of the Corporation.

The current language reads:

To represent and support members of the Canadian international freight forwarding industry in providing the highest level of quality and professional services to their clients.

The Proposed language is as follows:

*The objective of the Corporation is to establish and operate a professional association for members of the Canadian logistics industry and other supporting industries for the purpose of:*

- a) supporting members of the Canadian logistics industry and other supporting industries in providing the highest level of quality and professional services to their clients;*
- b) providing sector specific education geared towards service excellence and competence;*
- c) educating and increasing the public's understanding and appreciation of the Canadian logistics industry;*
- d) advocating and representing members of the Canadian logistics industry and other related supporting industries;*
- e) conducting research on issues affecting the Canadian logistics industry and other supporting industries;*
- f) render assistance to various levels of government, regulatory agencies and others by supplying information collected as a result of research and other activities carried on by the Corporation;*
- g) making representations to various levels of government for the advancement of these objects;*
- h) working with government and regulatory agencies to develop and improve procedures relating to Canadian logistics and other supporting industries;*

- i) *coordinating activities of the Corporation with those of similar organizations, associations and individuals in Canada; and*
- j) *receiving and maintaining a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada) and/or non-qualified donees.*

*and such other complementary purposes not inconsistent with these objects.*

**Does anyone have any questions pertaining to the proposed revised Objects of the Corporation?**

No questions were raised.

**I move to accept the proposed amendment to the Objects of the Corporation.**

**May I have a seconder please?**

Moved by	A. Melo
Seconded by	P. Lobas
Any Discussion	-
All in favour	18
Opposed	-
Abstained	-
	Motion Carried

The third change relates to Restriction of Activities.

Current language reads as follows:

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

Proposed language being proposed changes to the single word:

“None”

Note: The subject of director remuneration is not being removed completely, but being properly placed under Additional Provisions, which will be presented shortly.

**Does anyone have any questions pertaining to the proposed revised Restrictions on the Activities?**

No questions were raised.

**I move to accept the proposed Restrictions on the Activities of the Association.**

## May I have a seconder please?

Moved by	A. Melo
Seconded by	A. Loffredi
Any Discussion	-
All in favour	18
Opposed	-
Abstained	-
	Motion Carried

The fourth change, Classes of Membership, is proposed to be revised as follows:

Current language:

The corporation is authorized to establish Class A members, Class B members, Class C members, and Class D members as follows:

- (1) The Class A members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class A member shall have one (1) vote at each such meeting, except for meetings at which only another class are entitled to vote separately as a class.
- (2) Except as otherwise provided by the Canada Not-for-profit Corporations Act, S.C.2009, c.23, the Class B, C and D members shall not be entitled to receive notice of, attend, or vote at meetings of the members of the corporation.

Proposed language:

*The Corporation is authorized to establish five (5) classes of members, namely, Class A members, Class B members, Class C members, Class D (1)members, and Class E members, as follows:*

- 1. The Class A members and the Class E members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class A member and each Class E member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class; and*
- 2. Except as otherwise provided by the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, the Class B members, the Class C members, and the Class D members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.*

*Class B members, Class C members and the Class D members are not entitled to vote separately as a class or group on an amendment, or a proposal to make an amendment, to:*

- a) effect an exchange, reclassification or cancellation of all or part of the memberships of the Class B members, the Class C members and the Class D members; or*
- b) create a new class or group of members having rights equal or superior to those of the Class B members, the Class C members and the Class D members.*

**Does anyone have any questions pertaining to the proposed revised additional provisions to Classes of Membership?**

No questions were raised.

**I move to accept the proposed language change to the Classes of Membership.**

**May I have a seconder please?**

Moved by	A. Melo
Seconded by	P. Courtney
Any Discussion	-
All in favour	18
Opposed	-
Abstained	-
	Motion Carried

The fifth change being proposed pertains to Liquidation of the Association:

The current language reads:

None

Proposed language:

*Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act (Canada).*

**Does anyone have any questions pertaining to the statement regarding the distribution of property remaining on liquidation?**

No questions were raised.

**I move to accept the amendment to the Liquidation clause.**

**May I have a seconder please?**

Moved by	A Melo
Seconded by	J. Belanger
Any Discussion	-
All in favour	18
Opposed	-
Abstained	-

The sixth change relates to Additional Provisions

Current language:

The non-voting members shall not be entitled to vote separately as a class or group on an amendment, or proposal to make an amendment to:

- a) Effect an exchange, reclassification or cancellation, of all or part of the membership of such class: or
- b) Create a new class or group of members having rights equal or superior to those of the non-voting members. The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members.

Proposed language:

- 1 a) *The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in furtherance of its purposes; and*
- b) *Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties.*
- c) *The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual general meeting of members.*
- 2 The proposed Articles of Amendment, in the form annexed hereto, is hereby approved.
- 3 Any of the officers and directors of the Corporation are authorized to take all such actions and execute and deliver all such documentation, including the Articles of Amendment, with such additions, deletions or other changes as required by Corporations Canada or any other federal or provincial regulator, which are necessary or desirable for the implementation of this resolution.

**Does anyone have any questions pertaining to the statement regarding Additional Provisions?**

No questions were raised.

**I move to accept the amendment of Additional Provisions.**

**May I have a seconder please?**

Moved by	A Melo
Seconded by	M. Schultz
Any Discussion	-
All in favour	18
Opposed	-
Abstained	-



	Motion Carried
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The seventh and final change pertains to the current by-laws of our Association. To coincide with clause 1 c) as discussed under Additional Provisions, I wish to propose the following:

1) Appointment of Additional Directors – Clause 18

Current Language

The board may appoint additional directors to a maximum of eight who shall hold office for a term expiring not later than the close of the next annual meeting of members. The total number of additional Directors will be determined at the discretion of the Board.

Proposed Language

The board may appoint additional directors not exceeding 1/3 of the number of directors elected at the last meeting who shall hold office for a term expiring not later than the close of the next annual meeting of members.

**Any Questions?**

No questions were raised.

**I move to accept the proposed language revising the size of Additional Directors.**

**May I have a seconder please?**

Moved by	A. Melo
Seconded by	J. Belanger
Any Discussion	-
All in favour	18
Opposed	-
Abstained	-
	Motion Carried

**A. Melo reminded Membership of the upcoming AGM following our conference.**

75<sup>th</sup> Annual General Meeting – will be held on April 24<sup>th</sup>, 11:00 – 12:00 ET, in person at the Toronto Airport Westin Hotel, following the close of the conference.

**Other/New business**

A Melo asked if anyone has anything additional they wish addressed.

Nothing further was raised.

**Meeting Adjournment**

**As there is no further business of the Association may I ask for a motion to adjourn this**

meeting.

**May I have a seconder please?**

	A. Melo
Seconded by	C Forth
Any Discussion	-
All in favour	18
Opposed	-
Abstained	-
	Motion Carried

**10. Adjournment of the Special Meeting of Members**

A. Melo adjourns the meeting at 11:32 am and commented that this is indeed a very significant day in the history of our Association. He thanked the Board for their passionate commitment and for the members for their ongoing support of the industry.