



The Corporation of the Town of Tecumseh

Legislative & Clerk Services

To: Mayor and Members of Council

From: Robert Auger, Director Legislative Services & Clerk

Date to Council: May 28, 2024

Report Number: LCS-2024-11

Subject: Essex Power Corporation – Appointment of Proxyholder for Shareholders' 2023 Annual Meeting

Recommendations

It is recommended:

That Mayor McNamara be appointed proxyholder for the Town of Tecumseh to cast its shareholder's votes at Essex Power Corporation's 2023 Shareholders' Annual Meeting scheduled to be held on Thursday, June 27, 2024;

And that Tom Burton be appointed as an alternate proxyholder for the Town of Tecumseh to cast its shareholder's votes at Essex Power Corporation's 2023 Shareholders' Annual Meeting, if Mayor Gary McNamara is absent from the meeting;

And further that the Clerk **be authorized** to sign all necessary proxy forms to implement this resolution and to forward them to Essex Power Corporation.

Background

The Corporation of the Town of Tecumseh (Town), together with the Municipality of Leamington, and Towns of LaSalle and Amherstburg are the shareholders of Essex Power Corporation. Essex Power is required to hold an annual meeting of shareholders and occasionally requires a special shareholders' meeting. The Town as a shareholder is entitled to appoint two directors to the Essex Power Board. Mayor Gary McNamara and Mr. Tom Burton are the current directors appointed by the Town to sit on the Board.

The directors have authority to represent the Town and vote at board meetings but are not authorized to represent or vote at shareholders' meetings.

Essex Power Corporation and its related companies are incorporated pursuant to the *Ontario Business Corporations Act* (OBCA). Section 110 of the OBCA provides that a shareholder may appoint a proxyholder to vote by proxy for the shareholder at any shareholder meeting.

The section provides:

110. (1) Every shareholder entitled to vote at a meeting of shareholders may by means of a proxy appoint a proxyholder or one or more alternate proxyholders, who need not be shareholders, as the shareholder's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. R.S.O. 1990, c. B.16, s. 110 (1).

(2.1) A proxy appointing a proxyholder to attend and act at a meeting or meetings of shareholders of an offering corporation ceases to be valid one year from its date.

Comments

The only practical way for a Municipal Council to cast its shareholder vote at a shareholder meeting is by proxy. In keeping with the past practice of Council, it is recommended that Mayor Gary McNamara be appointed as the Town's proxyholder to vote at the 2023 Shareholders' Annual Meeting and that Mr. Tom Burton be appointed as an alternate proxyholder, in the absence of the Mayor.

Since a proxy is not valid for more than one year, the appointment of a proxyholder is necessary every year prior to the Shareholders' Annual Meeting.

The agenda for the Shareholders' Annual Meeting is circulated prior to the meeting and often the matters to be voted on are routine business matters. If the Mayor determines there is a matter on the Shareholders' Annual Meeting agenda of special importance, then the Mayor can seek direction from Council on how the Town's shareholder vote should be cast on that issue.

This recommended appointment is only for the 2023 Shareholders' Annual Meeting, which is scheduled for Thursday, June 27, 2024 at 6:00 p.m. as an in-person meeting. If at any time there is a need for a special shareholders' meeting to vote on an issue, then the matter should be brought before Council.

Consultations

Essex Power Corporation

Financial Implications

There are no financial implications for the Town.

Link to Strategic Priorities

Applicable	2023-2026 Strategic Priorities
<input checked="" type="checkbox"/>	Sustainable Growth: Achieve prosperity and a livable community through sustainable growth.
<input type="checkbox"/>	Community Health and Inclusion: Integrate community health and inclusion into our places and spaces and everything we do.
<input type="checkbox"/>	Service Experience: Enhance the experience of Team Tecumseh and our citizens through responsive and respectful service.

Communications

Not applicable

Website

Social Media

News Release

Local Newspaper

This report has been reviewed by Senior Administration as indicated below and recommended for submission by the Chief Administrative Officer.

Prepared by:

Jennifer Alexander, AOMC, MPA
Deputy Clerk & Manager Legislative Services

Reviewed by:

Robert Auger, LL.B.
Director Legislative Services & Clerk

Recommended by:

Margaret Misek-Evans, MCIP, RPP
Chief Administrative Officer

Attachment Number	Attachment Name
1	Proxy Form