

Le texte français suit l'anglais

NOTICE TO MEMBERS

49th ANNUAL GENERAL MEETING OF MEMBERS (AGM)

- When:** Thursday, September 22, 2022
- Where:** Delta Hotels Prince Edward, 18 Queen St, Charlottetown, PE C1A 4A1, Summerside Room
- Time:** 4:30 – 5:00 pm ADT

AGENDA

1. Welcome
2. Approval of Agenda
3. Competition Law Checklist for CFLA Meetings
4. Approval of the Minutes of the Last AGM held on October 28, 2021
5. Board Chair's Report
6. President's Report
7. Audited Financial Statements for the Financial Year Ended June 30, 2022
8. Appointment of the Public Accountant (Auditors)
9. Motion of Affirmation
10. Any other Business
11. Next AGM: September 21, 2023, Quebec City, QC
12. Close of Meeting

COPIES OF THE GENERAL BY-LAWS OF THE ASSOCIATION ARE AVAILABLE UPON REQUEST

AVIS DE CONVOCATION

49^{ÈME} ASSEMBLÉE ANNUELLE DES MEMBRES

Date: Jeudi, le 22 septembre 2022

Lieu: Delta Hotels Prince Edward, 18 Queen St, Charlottetown, PE C1A 4A1, Summerside Room

Heure: 16h30 à 17h00 ADT

ORDRE DU JOUR

1. Mots de bienvenue
2. Approbation de l'ordre du jour
3. Liste sommaire des obligations pour les assemblées de l'ACFL en vertu de la Loi sur la concurrence
4. Approbation du procès-verbal de la dernière assemblée des membres du 28 octobre 2021
5. Rapport du Président du conseil
6. Rapport du Président
7. Présentation des états financiers vérifiés pour l'exercice terminant le 30 juin 2022
8. Nomination de l'expert-comptable (vérificateur)
9. Résolution d'affirmation
10. Divers
11. Prochaine assemblée : le 21 septembre 2023, Québec City, QC
12. Clôture de l'assemblée

COPIES DES «GENERAL BY-LAWS» DE L'ASSOCIATION SONT DISPONIBLE SUR DEMANDE

3. CFLA COMPETITION LAW CHECKLIST

This Checklist is for use by CFLA’s directors, officers and staff and member company representatives in the conduct of CFLA-sponsored meetings and is intended to avoid even the appearance of inappropriate action. Prohibited discussion topics apply equally to social gatherings and other communications outside of, or incidental to, CFLA-sponsored meetings. Failure to comply can result in severe criminal and civil penalties for trade associations, companies and individuals.

[The complete CFLA Competition Law Compliance Policy](#)

<p>Do ensure that CFLA meetings have appropriate oversight and supervision:</p> <ul style="list-style-type: none"> • Have a CFLA staff representative at each CFLA-sponsored meeting, unless an exception has been authorized by a senior CFLA official. • Consult with legal counsel on any competition law issues or questions relating to CFLA-sponsored meetings. • Limit meeting discussion and materials to agenda topics. <p>Do insist on appropriate record keeping:</p> <ul style="list-style-type: none"> • Prepare an agenda and minutes or action lists which accurately reflect the matters that are discussed and the individuals in attendance. A CFLA staff representative should normally be assigned to prepare and review the official minutes. • If certain working groups or subgroups are formed within a committee, fully describe the purposes and authorities of those working groups and/or subgroups in the minutes of the appropriate parent committee. <p>Do be vigilant:</p> <ul style="list-style-type: none"> • Protest against any discussion or meeting activities which appear to violate this checklist. • Report all perceived violations to the President of the CFLA or to legal counsel. • Discontinue the discussion and consult with legal counsel whenever questions regarding competition law compliance arise. 	<p>Do not, in fact or appearance, discuss or exchange the following types of “competitively sensitive information” (unless pre-cleared with legal counsel):</p> <ul style="list-style-type: none"> • Individual company prices/rates, price/rate changes, price/rate differentials, discounts, down payments, prepayments, credit terms, warranties, or terms or conditions of sale, lease or financing. • Individual company data on costs, inventories, leases, loans, sales, <i>etc.</i> • Individual company plans concerning the design, distribution or marketing of particular products or services, including actual or proposed sales territories or customers. • Individual company bids on contracts or procedures for responding to bid invitations. • Matters relating to actual or potential individual suppliers, distributors, or customers that might have the effect of excluding them from any market or influencing the business conduct of other companies towards them. • Information that your company considers to be confidential or sensitive, even if that information does not fit in any other category above. <p>Do not engage in collective action, or appear to engage in collective action, by way of refusal to deal or boycott of certain competitors, suppliers or customers.</p> <p>Do not enter into any agreements or make any threat or promises involving the pricing or rate setting activities of other companies.</p>
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As approved by the CFLA Board of Directors, February 5, 2014

4. DRAFT MINUTES OF THE 48TH ANNUAL GENERAL MEETING OF MEMBERS

Date & Time: Thursday, October 28, 2021, 1 PM – 2 PM ET

Location: Video Conference

Present

- Angela Armstrong, Prime Capital Group [Chair]
- Richard McAuliffe, Key Equipment Finance Canada
- Doug McKenzie, BAL Global Finance Canada
- Blake Macaskill, Ritchie Bros. Financial Services Ltd.
- Diane Brooks, Blaney McMurtry LLP
- Geoff Seely, ARI Financial Services Inc.
- Howard Cobham, GM Financial of Canada
- Isabella Mira, Wilson Vukelich LLP
- Jeffery Hartley, Foss National Leasing
- Jeff Brubacher, Equifax Canada
- Kevin Bowman, HarbourEdge Commercial Finance Corporation
- Mike Rusch, Jim Pattison Lease
- Eugene Basolini, RCAP Leasing Inc
- Mark Reichling, De Lage Landen Financial Services Canada
- Troy Campbell, Bennington Financial Inc
- Dan Reason, Harrison Pensa
- Andy Ayotte, Wilson Vukelich LLP
- Julie Gingras, Wilson Vukelich LLP

1. CALL TO ORDER

CFLA Chair Angela Armstrong welcomed everyone to the 48th Annual Meeting of Members and called the meeting to order at 1:00 pm ET.

The Chair noted that Article 4.4 of The Code of General By-laws of the Association required that the notice for this meeting be sent to the designated representative of every member at least 21 days prior to the date of the meeting. The notice was sent via email on September 2, 2021. The Chair therefore declared that the notice for this meeting has been duly sent.

Article 4.5 of The Code of General By-laws sets the required quorum for members' meetings at ten Regular Members. The Chair therefore declared that a quorum was present.

The Chair also reminded that only one representative from each member company may vote on motions before the membership. The Chair introduced the others on the panel: Michael Rothe, President & Chief Executive Officer of the Association and Doug McKenzie of BAL Global Finance

Canada - Secretary Treasurer of the CFLA Board of Directors. The Chair also introduced Isabella Mira, Associate Lawyer at Wilson Vukelich LLP, who acted as the scrutineer for this meeting.

2. APPROVAL OF AGENDA

On a motion by Richard McAuliffe, seconded by Jeff Hartley, it was proposed that the agenda, as circulated to members prior to the meeting and presented to the meeting, be approved. *Motion carried.*

3. COMPETITION LAW CHECKLIST FOR CFLA MEETINGS

The Chair reminded everyone of the personal and collective obligations under Canada’s competition law. The Chair noted that the Competition Law Checklist for CFLA meetings can be found in the meeting package and that the more detailed compliance policy is available on the CFLA website.

4. APPROVAL OF THE MINUTES OF THE LAST MEETING – OCTOBER 1ST 2021

The Chair noted that the draft minutes of the 47th Annual Meeting held in on October 1st, 2020 had been distributed in advance.

On a motion by Doug McKenzie, seconded by Mike Rusch, it was proposed that the draft Minutes of the 47th Annual General Meeting be approved as previously circulated and presented to the meeting. *Motion carried.*

5. PRESENTATION OF THE CHAIRMAN’S REPORT

The Chair provided her report to the members, highlighting the Association’s achievements over the past year. The Chair thanked the CFLA staff and welcomed Scott Long to the team. The Chair also thanked the members, the Board of Directors and Michael Rothe for his leadership through a trying year of fundamental upheavals, kept a good cadence on the essential business of the CFLA while working through lots of innovative change. The Chair also thanks Richard McAuliffe for his dauntless support and the big commitment of the executive team to make the load lighter when extra work was required for their support and hard work during this challenging year.

6. PRESENTATION OF THE PRESIDENT’S REPORT

Michael Rothe presented the President’s report and thanked the members, the Board of Directors, Executive Committee, and volunteer member representatives for their great support of the Association. He also thanked the Chair Angela Armstrong for her support and the CFLA team: Marcel Buerkler, Stephanie Godinho, Lalita Sirnaik and Scott Long for their hard work over the past year.

Michael Rothe updated everyone that the CRM and website have been successfully launched in July. CFLA Fundamentals to launch early 2022 which is a replacement of the Canadian Leasing Education Online program. In Events, CFLA hosted multiple Webinars and online events and

the goal is to organize one each month. In Advocacy, CFLA research showed industry contributes 2.2% of GDP (\$50B) and directly and indirectly supports over 350,000 jobs. The Canadian Market Overview indicates overall business volumes fell by 8% but financing of that machinery rose by 12% - for a total financed assets rising 1% overall at \$427B.

7. PRESENTATION OF THE AUDITED FINANCIAL STATEMENTS

The Secretary Treasurer, Doug McKenzie, presented the audited statements for the past financial year and the Auditors' Report. The Secretary Treasurer confirmed that the auditors (Kriens-LaRose LLP), had issued a clean opinion on the audited statements with no caveats or reservations.

The Secretary Treasurer proceeded to congratulate and compliment the Director of Finance & Administration, Lalita Sirnaik, on her work in ensuring a smooth and prompt audit. The financial year ended on June 30, 2021, and the audit was successfully completed on August 8, 2021, with no adjustments having been made.

The Secretary Treasurer gave a quick overview of the 2020 – 2021 financial highlights. The Chair asked if there were any questions on the audited statements or any other aspect of the financial report. There were no questions.

8. APPOINTMENT OF A PUBLIC ACCOUNTANT

The Chair advised the members that since the CFLA has been continued under the new federal Not-for-profit Corporations Act, the governing law of the Association requires the Association to appoint a Public Accountant rather than an auditor, although regardless of title, to perform the same function – providing the Board and Members with audited financial statements of the Association.

The Chair then asked for a motion for the appointment of the chartered accountants' firm of Kriens-LaRose LLP as the Public Accountant of CFLA to carry out an audit for the fiscal period July 1, 2021 to June 30, 2022.

On a motion by the Chair, seconded by Geoff Seely it was agreed that the firm of Kriens,LaRose LLP be appointed as the Public Accountant of the Association for the fiscal period July 1, 2021 to June 30, 2022. *Motion carried.*

9. PRESENTATION OF THE NOMINATIONS COMMITTEE REPORT

At its June 2021 meeting, the Board appointed a Nominations Committee with the mandate to recommend to the Members a proposed list of candidates for the Board. The Nominations Committee was composed of Angela Armstrong - retiring Chair of CFLA, together with former Chairs, Richard McAuliffe, Eugene Basolini, Jeff Hartley, and Tom Simmons.

The Nominations Committee Report was sent by email to all Members on October 7, 2021, along with the formal notice for this meeting. In that report, the Committee recommended a list of names to serve on the Board. On behalf of the Nominations Committee, the Chair formally

submitted the Committee’s report. The Chair acknowledge the valuable contributions of four departing Board members - Andy Ayotte, Michael Burke, Bill Dost, & David Dalziel and thanked them for their service on the CFLA Board of Directors.

10. ELECTION OF THE BOARD OF DIRECTORS 2021-23

The Nominations Committee Report circulated to Members with the notice of the Annual Meeting, also invited Members to nominate candidates for election to the Board. To do so, each nominee was asked to provide letters of support from two Members with confirmation in writing from the candidate that if elected, he or she will serve on the Board. All such nominations were asked to be sent to the President at the CFLA offices by Wednesday, October 27th, at 4pm ET.

The President stated that no future nominations have been received. According to the CFLA By-laws, the Board of Directors is made up of not less than 10 and not more than 32 voting directors.

The Chair proposed that the following 23 individuals recommended by the Nominations Committee to serve on the Board of Directors until the Annual Meeting of Members in 2023, be elected:

1. Angela Armstrong	13. Richard McAuliffe
2. Eugene Basolini	14. Douglas McKenzie
3. Julien Bigras	15. Josph Micallef
4. Diane Brooks	16. Douglas Moore
5. Troy Campbell	17. François Nantel
6. Howard Cobham	18. Bill Patterson
7. Clare Colledge	19. William Phelan
8. Darren Cooke	20. Mark Reichling
9. Michael Dubowec	21. Mike Rusch
10. Julie Gingras	22. Geoff Seely
11. Jeffrey Hartley	23. Hugh Swandel
12. Blake Macaskill	

Seconded by Jeff Hartley, the Chair declared that the candidates duly proposed and seconded are elected by acclamation to serve on the Board of Directors of the Association until the end of the Annual Meeting in 2023

MOTION OF AFFIRMATION

At the request of the Chair, Kevin Bowman made the motion affirming the actions of the Board of Directors, of the Executive Committee and of the Officers this year seconded by Eugene Basolini, introduced the following motion:

“May it be resolved that all payments, acts and proceedings of the Board of Directors, Executive Committee and Officers of the Association made, done and taken since the last annual meeting of the Members of the Association recorded or referred to in the minutes of meetings of the Board of Directors or the Executive Committee or in the financial reports submitted at this meeting be approved, ratified, sanctioned and confirmed.”

Motion carried.

12. OTHER BUSINESS

The Chair asked whether there was any other matter a member wished to raise. No matter was raised.

13. DATE OF NEXT MEETING

The Chair announced that the 49th Annual Meeting of the Members of CFLA, will be held at PEI Charlottetown on September 22, 2022.

12. CLOSE OF MEETING

On a motion by Jeff Brubacher and seconded by Doug McKenzie, the Chair declared this 48th Annual General Meeting of the Members of CFLA officially closed at 2:00 pm ET.

7. SUMMARY OF FINANCIAL POSITION

as of June 30, 2022

	2022 (\$)	2021 (\$)
ASSETS		
CURRENT		
Cash and cash equivalents	1,803,715	1,621,921
Short-term investment	681,825	677,539
Accounts receivable	11,217	1,016
Government remittances receivable	0	695
Prepaid expenses	40,948	84,663
TOTAL CURRENT ASSETS	2,537,705	2,385,834
Prepaid and deposits	28,297	1,000
Capital assets	16,568	0
TOTAL ASSETS	2,582,570	2,386,834
LIABILITIES		
CURRENT		
CEBA loan	40,000	40,000
Accounts payable and accrued liabilities	81,236	63,658
Government remittances payable	56,197	43,244
Deferred membership fees	634,379	563,390
Deferred national conference revenue	102,313	0
TOTAL CURRENT LIABILITIES	914,125	710,292
NET ASSETS		
Unrestricted net assets	1,668,445	1,676,542
TOTAL LIABILITIES AND NET ASSETS	2,582,570	2,386,834

The Equipment Leasing Association of Canada (ELAC) was incorporated by Letters Patent under Part II of the Canada Corporations Act on April 18, 1973. On October 7, 1993, ELAC changed its name to the Canadian Finance & Leasing Association – Association canadienne de financement et de location (CFLA-ACFL). The Canadian Automotive Leasing Association (CALA) was incorporated by Letters Patent under Part II of the Canada Corporations Act on October 10, 1979. In 1993, CALA transferred all its assets to CFLA-ACFL. On May 1, 1995, CALA was dissolved. CFLA-ACFL was continued under the Canada Not-for-profit Corporations Act on September 30, 2013. The CFLA supports, informs, and advocates for members to advance the Canadian equipment and vehicle financing and leasing industry.

Financial statements audited by Kriens - LaRose LLP are available for members upon request.