

**Special Meeting of Members
November 7, 2024**

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ATTENDED OFFICERS AND DIRECTORS

Arnon	Melo	President	MELLOHAWK Logistics Inc.
Paul	Glionna	Past - President	Universal Logistics Inc.
Paul	Courtney	Treasurer	Courtney Agencies Ltd.
Christina	Forth	Secretary	Mass Logistik Inc
Derrick	Sones	Director	Cole International
Karl-Heinz	Legler	Director	Rutherford Global Logistics
Chris	Ford	Director	The Ace Group
Anne	Waldes	Director	TradeLink International Ltd.
Anna	Vitasovic	Director	Omnitrans Inc.
Randy	Hnatko	Director	Sphere One Logistics
Tim	Drake	Director	Seaboard Logistics Inc
Bruce	Rodgers	Executive Director	CIFFA

RECORD OF ATTENDANCE

<u>First Name</u>	<u>Surname</u>	<u>Company Affiliation</u>	<u>Member Affiliation</u>
Derrick	Sones	Cole International Inc	Regular
Mark	Evans	Complete Shipping Solutions	Regular
Paul	Courtney	Courtney Agencies Ltd.	Regular
Christina	Forth	MASS Logistik Inc.	Regular
Arnon	Melo	MELLOHAWK Logistics Inc.	Regular
Patricia	Horan	OIA Global CA Ltd	Regular
Anna	Vitasovic	Omnitrans Inc	Regular
Karl-Heinz	Legler	Rutherford Global Logistics	Regular
Tim	Drake	Seaboard Logistics Inc	Regular

Randy	Hnatko	Spere One Logistics	Regular
Chris	Ford	The Ace Group	Regular
Anne	Waldes	TradeLink International Ltd	Regular
Paul	Glionna	Universal Logistics Inc.	Regular
Jon	Weingarten	Wilson International Logistics	Regular
Bruce	Rodgers	CIFFA	
Julia	Kuzeljevich	CIFFA	

TIME: 11:00 – 11:30 am

A Melo calls the meeting to order and ask J. 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.”

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: 14

J. Kuzeljevich announced that there are a total of 17 votes, indicating that we have a quorum.

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.

President’s Address – A, Melo

Good morning CIFFA Members,

My name is Arnon Melo and I am the President of CIFFA Corp. Thank you for attending this Special Meeting of Members to consider and, if thought advisable, to pass, with or without amendment, a Special Resolution authorizing the Corporation to amend the Articles regarding the Limits of Authority.

This change has been discussed and agreed upon by your Board of Directors, and I wish to call upon our Treasurer, Mr. Paul Courtney to present the changes and make this motion.

Meeting Motions - P. Courtney

Thank you Mr. President and good morning CIFFA Members.

The Board of Directors recently reviewed the Limits of Authority as outlined in Clause 27 of the CIFFA By-Laws. This review highlighted that the authorization limits have not been updated since before 2008. Given current conditions, we recommend raising these limits accordingly. Additionally, we propose changing the contractual value reference from an annual basis to an individual transaction basis.

The proposed changes are as follows:

The current language reads:

Limits on Authority

- a) Contracts, transfers, instruments, or obligations of any kind with a value not exceeding \$20,000 must be executed by any one (1) of the President, Treasurer, Secretary, and Executive Director (for the purposes of this section, "signing officers").
- b) Contracts, transfers, instruments, or obligations of any kind with a value greater than \$20,000 but not more than \$50,000 per annum must have the formal approval of the Executive Committee and be executed by any two signing officers.
- c) Contracts, transfers, instruments, or obligations of any kind with a value greater than \$50,000 per annum but not more than \$100,000 per annum must be approved by resolution of the Board of Directors and be executed by any two signing officers.
- d) Contracts, transfers, instruments, or obligations of any kind with a value greater than \$100,000 per annum must be approved by resolution of the Members and be executed by any two signing officers.

We are proposing to change the language on Limits of Authority to:

Limits on Authority

- a) Contracts, transfers, instruments, or obligations of any kind with **an individual value** not exceeding \$20,000 must be executed by any one (1) of the President, Treasurer, Secretary, and Executive Director (for the purposes of this section, "signing officers").
- b) Contracts, transfers, instruments, or obligations of any kind with **an individual value** greater than \$20,000 but not more than \$50,000 must have the formal approval of the Executive Committee and be executed by any two signing officers.
- c) Contracts, transfers, instruments, or obligations of any kind with **an individual value** greater than \$50,000 per annum but not more than **\$250,000** must be approved by resolution of the Board of Directors and be executed by any two signing officers.

d) Contracts, transfers, instruments, or obligations of any kind with **an individual value** greater than **\$250,000** must be approved by resolution of the Members and be executed by any two signing officers.

Does anyone have any questions pertaining to this proposed change in the Limits of Authority?

No questions were raised.

I would like to make a motion to accept the proposed language changing the Board approved amount from \$100,000 per annum, to \$250,00 per individual value.

May I have a seconder please?

Moved by	P. Courtney
Seconded by	R. Hnatko
Any Discussion	-
All in favour	17
Opposed	-
Abstained	-

A. Melo thanked P. Courtney for making this motion and asks if anyone has anything further they wish addressed.

Members discussion on the current labour challenges in Canada.

Other/New business – A. Melo

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	K. Legler
Any Discussion	-
All in favour	16
Opposed	-
Abstained	-

Adjournment of the Special Meeting of Members – A. Melo

A. Melo adjourns the meeting at 11:27 am and thanked the the members for their ongoing support of the CIFFA and the industry.