

**RESORT MUNICIPALITY OF WHISTLER**

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STAFF REPORT TO COUNCIL

PRESENTED: February 6, 2024
REPORT: 24-018
FROM: Legislative Services Department
FILE: 0500-02-0005
SUBJECT: TOURDEX.COM SYSTEMS INC. 2023 ANNUAL FILING AND DIRECTORS
UPDATES

RECOMMENDATION FROM THE CHIEF ADMINISTRATIVE OFFICER

That the recommendation of the General Manager of Corporate Services and Public Safety be endorsed.

RECOMMENDATION(S)

That Council of the Resort Municipality of Whistler (RMOW) in open meeting assembled, hereby resolves that the RMOW, as a shareholder of Tourdex.com Systems Inc. pass the Consent Resolutions attached as Appendices A, B and C to Administrative Report No. 24-018, and that the consent resolutions be executed by the corporate signatories on behalf of the RMOW.

PURPOSE OF REPORT

The purpose of this report is to seek Council's approval and execution by the corporate signatories of the annual Shareholders' Consent Resolutions of Tourdex.com Systems Inc. (Tourdex).

☐ Information Report ☒ Administrative Report (Decision or Direction)

DISCUSSION

Background

Tourdex is the holding company that owns the URL *www.whistler.com* and has no other assets. 51 per cent of its shares are owned by the Resort Municipality of Whistler (RMOW) and 49 per cent of its shares are owned by Whistler Resort Association (dba Tourism Whistler).

The Directors of Tourdex have approved the Financial Statements and the Directors' Consent Resolutions are attached as Appendix D.

Analysis

Change in Directors

The RMOW have been notified that Roger Soane resigned as a director of Tourdex with effect from May 4, 2023. The Shareholders' Consent Resolutions reflecting that change are attached as Appendix A and require shareholder approval. Tourism Whistler has signed the resolution.

The RMOW have also been notified that Kevin Small has consented to being appointed as a director of Tourdex with effect from October 24, 2023. The Shareholders' Consent Resolutions approving this appointment are attached as Appendix B and require shareholder approval. Tourism Whistler has signed the resolution.

Annual Filings

The Shareholders' Consent Resolutions, attached as Appendix C, resolves that:

- the annual reference date is December 10, 2023, the date of incorporation;
- the financial statements of Tourdex for the fiscal year ended July 31, 2023 be accepted;
- Barrett Fisher, Virginia Cullen and Kevin Small be appointed as the Directors of Tourdex; and
- the appointment of an auditor for Tourdex be waived.

POLICY CONSIDERATIONS

Relevant Council Authority/Previous Decisions

Section 182 of the *Business Corporations Act*, provides that a company may consent in writing to all of the business required at the annual general meeting.

Section 203 of the *Business Corporations Act*, provides that a company may consent in writing to waive the appointment of an auditor.

2023-2026 Strategic Plan

The 2023-2026 Strategic Plan outlines the high-level direction of the RMOW to help shape community progress during this term of Council. The Strategic Plan contains four priority areas with various associated initiatives that support them. This section identifies how this report links to the Strategic Plan.

Strategic Priorities

☐ Housing

Expedite the delivery of and longer-term planning for employee housing

☐ Climate Action

Mobilize municipal resources toward the implementation of the Big Moves Climate Action Plan

☐ Community Engagement

Strive to connect locals to each other and to the RMOW

☒ Smart Tourism

Preserve and protect Whistler's unique culture, natural assets and infrastructure

☐ Not Applicable

Aligns with core municipal work that falls outside the strategic priorities but improves, maintains, updates and/or protects existing and essential community infrastructure or programs

Community Vision and Official Community Plan

The Official Community Plan (OCP) is the RMOW's most important guiding document that sets the community vision and long-term community direction. This section identifies how this report applies to the OCP.

The partnership with Tourism Whistler is supported by the OCP through Economic Viability, including the following Policy statement:

6.5.1.2. Policy

Work with resort stakeholders to pursue diversification opportunities that are appropriate and complementary to our infrastructure.

BUDGET CONSIDERATIONS

All costs are included within the existing Legislative Services Department budget.

LÍŁWAT NATION & SQUAMISH NATION CONSIDERATIONS

The RMOW is committed to working with the Lílwat People, known in their language as *L'il'wat7úl* and the Squamish People, known in their language as the *Skwxwú7mesh Úxwumixw* to: create an enduring relationship; establish collaborative processes for Crown land planning; achieve mutual objectives; and enable participation in Whistler's resort economy.

There are no specific considerations to include in this report.

COMMUNITY ENGAGEMENT

Level of community engagement commitment for this project:

☒ Inform ☐ Consult ☐ Involve ☐ Collaborate ☐ Empower

No external engagement is required for this report.

REFERENCES

Appendix A - May 4, 2023 Shareholders' Consent Resolutions
Appendix B - October 24, 2023 Shareholders' Consent Resolutions
Appendix C - 2023 Annual Shareholders' Consent Resolutions
Appendix D - 2023 Annual Directors' Consent Resolutions

Financial Statements, ending July 31, 2023 (Not included in Council Package)

SUMMARY

This report seeks Council's approval and authorization for execution of the Shareholders' Resolutions of Tourdex attached as Appendices A, B and C.

SIGN-OFFS

Written by:

Lucy Wyn-Griffiths,
Legislative and Privacy Coordinator

Reviewed by:

Pauline Lysaght,
Manager of Legislative Services/ Corporate
Officer

Ted Battiston,
General Manager of Corporate Services and
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Virginia Cullen,
Chief Administrative Officer