

October 31, 2014

Cathy Saunders, City Clerk  
City of London  
P.O Box 5035  
London ON N6A 4L9

Dear Cathy,

On behalf of the Western Fair Association (the “**Association**”) I am writing to advise you of a number of revisions to the Association’s By-laws which were approved by our membership at the Association’s Annual General Meeting on October 22, 2014. These By-law revisions include the addition of certain definitions which were required to provide clarity to those positions held by a city official or representative on both the Association’s Board of Governors (the “**Board**”) and Programming Council. The By-law revisions also included amendments as to how the City’s representative on the Board would be nominated and how the City’s representatives on the Programming Council would be appointed. In this regard, please find below excerpts from the Association’s By-laws which include the amendments which involve the City’s representatives/officials who will be sitting on the Board and Programming Council:

**1. Definitions**

- a) “**City Board Seat**” means the position of the Board to be filled by the City Representative.
- b) “**City Board Representative**” means an individual Member, who may or may not be an elected official, as recommended by the Mayor of the City of London or the City of London Council, and approved by the Board and elected by the Members as a Governor of the Association.
- c) “**City Programming Council Seat**” means the two (2) positions on the Programming Council to be filled by the City Programming Council Representatives.
- d) “**City Programming Council Representatives**” means an individual Member who is either the Mayor of the City of London or a member of the City of London Council who is appointed by the Mayor of the City of London or the City of London Council, as applicable, to serve as a Councillor.

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## 2. Board and Programming Council

- 33: **Nomination Process for the Board:** Prior to the selection of the nominees to stand for election to the Board for each Membership Section, the Secretary of the Association shall deliver written notice to all Members requesting an expression of interest for nomination for election as a Governor. All such expressions of interest shall be considered by the Nomination Committee of the Board who shall then provide their recommendations to the Board. Each nominee shall be advised in writing of his or her nomination. Unless the nominee notifies the Secretary in writing within the time stated in the notice of nomination of his or her withdrawal as a candidate, then he or she shall stand for election in the Member Section in which he or she was nominated. In the event that less than the required number of nominees in any Membership Section agree to stand for election, then the Nomination Committee shall reconvene and attempt to make such further recommendations as may be required. In addition, the Secretary of the Association shall, as required, deliver written notice to the Mayor of the City of London requesting nominees for the position of the City Board Seat. With respect to the City Board Seat, the City shall be requested to submit three (3) nominees for the Board's consideration such request shall include the skill set required by the Association given its future plans, ongoing operations and the businesses being undertaken by the Association. In the event none of the submitted nominees is approved by the Board, then the Board shall request that the City submit further nominees for consideration.
- 33a) **Nomination Process for Programming Council:** Prior to the selection of the nominees to stand for election to the Programming Council for each Membership Section, the Secretary of the Association shall deliver written notice to all Members requesting an expression of interest for nomination for election as a Councillor. All such expressions of interest shall be considered by the Nomination Committee of Programming Council who shall then provide their recommendations to the Board. Each nominee shall be advised in writing within the time stated in the notice of nomination of his or her withdrawal as a candidate, then he or she shall stand for election in the Member Section in which he or she was nominated. In the event that less than the required number of nominees in any Membership Section agree to stand for election, then the Nomination Committee shall reconvene and attempt to make such further recommendations as may be required. In addition, the Secretary of the Association shall, as required, deliver written notice to the Mayor of the City of London and the Warden of Middlesex County requesting appointees or an appointee, as the case may be, for the positions of the City Programming Council Seats and Middlesex Programming Council Seat, respectively.

What do these by-law revisions all mean for the City?

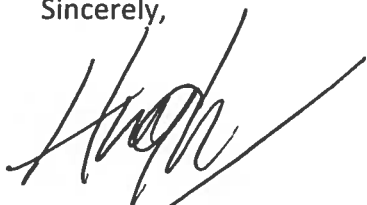
First, with respect to the governance of the Association's Programming Council, there are no changes to the number of City Representatives, (the number shall remain at two), their qualifications and/or the manner in which they are appointed.

Secondly, with respect to the governance of the Board, there is no change to the number of City Representatives (the number remains at one). However, there is a change in the City Board Member's qualifications. Going forward this individual may or may not be an elected official, which opens up the pool of candidates who may be nominated by the City to sit as a Board member. In addition, there is a change to the nomination process. Now the Board will request that the City provide the names of three nominees of which the Board will select one of the nominees to serve on the Board as the City Board Representative. The Association will be requesting nominees with specific skills and experience in certain business sectors which will compliment the present and future requirements of the Association.

Looking ahead, Councillor Harold Usher will remain the City Board Representative until his current four year term as Councillor concludes at the end of November 2014. Mr. Usher's four year term as a Councillor coincides with the maximum term of four years for any City Board Representative. As a result, the Association would like to have in place a new City Board Representative in December of this year. To this end, I will be forwarding to you within the next couple of weeks a letter setting forth the skill set and experience the Association will be looking for from the City nominee who will fill the City's Seat of the Board. Likewise, Bill Armstrong and Denise Brown's respective terms as the City Programming Council Representative expires at the end of November which means the Association will require two replacements in early December.

Cathy, I trust this information meets with your understanding. Should you have any questions, please do not hesitate to contact me directly.

Sincerely,

A handwritten signature in black ink, appearing to read "Hugh Mitchell", written over a horizontal line.

HUGH MITCHELL, CEO

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