



NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

NOTICE is hereby given that the Annual General Meeting (AGM) of the Members of **IMAGINE CANADA** (the "Corporation") is called for and will be held electronically via Zoom videoconferencing on the *20th day of June, 2024, at 4:00 pm (ET)* for the following purposes:

1. To receive the audited financial statements of the Corporation for the financial year ended December 31, 2023;
2. To elect Directors of the Corporation;
3. To appoint the Auditors of the Corporation for the ensuing year;
4. To transact such other business as may properly be brought before the meeting.

For further information, please download the **Fiscal 2023 AGM Package** at www.imaginecanada.ca.

TO RSVP:

1. If you are attending: Please [register here](#) by the *13th day of June, 2024, at 4:00 pm (ET)*. If more than one person is attending from your organization, please have one (1) voting representative identify themselves by writing "Voting Representative" in the Last Name field following their name.
2. If no one from your organization is able to attend the meeting and you wish to vote on the above mentioned items: Please complete and return a proxy form appointing a representative to vote at the meeting on your behalf, and return via email to Danielle Ferguson-Shivrattan at dshivrattan@imaginecanada.ca prior to the commencement thereof.

DATED the 16th day of May, 2024.

BY ORDER OF THE BOARD

Pascal Lépine

Pascal Lépine
Chair, Board of Directors



IMAGINE CANADA
(the "Corporation")

PROXY
FOR THE ANNUAL GENERAL MEETING OF MEMBERS

TO BE HELD ON
June 20, 2024

The undersigned Member of the Corporation hereby appoints _____ or, failing him/her, the chair of the meeting, as proxy of the undersigned to represent the undersigned at the Annual General Meeting of Members to be held electronically via Zoom videoconferencing on the 20th day of June, 2024, at 4:00 pm (ET), or at any adjournment or adjournments of said meeting and at such meeting to vote for the undersigned upon any and all matters which may come before the meeting, and to do any and all acts and things which the undersigned might or could do if personally participating. The undersigned hereby undertakes to ratify and confirm all that the said attorney and proxy of the undersigned may do or cause to be done by virtue hereof.

IN WITNESS WHEREOF the undersigned has executed this Proxy by its authorized officer, the _____ day of _____, 2024.

Name of Member Representative
(please print)

Name of Member Organization
(please print)

Title of Member Representative
(please print)

Signature of Member Representative

Please return by email to Danielle Ferguson-Shivrattan at dshivrattan@imaginecanada.ca.

Proxies must be received before the calling to order of the meeting.



**Annual General Meeting
AGENDA**

Thursday, June 20, 2024
4:00 PM ET

Via Zoom videoconferencing

1. Welcome and call to order
2. Minutes of the June 2023 Annual General Meeting
3. Report from the Chair
4. Report from the President & Chief Executive Officer
5. Financial statements
6. Appointment of Auditors
7. Election of Directors
8. Other business
9. Adjournment

Members in Attendance: Ronan Ryan (Chair), Ninette Bishay (Treasurer), Abundance Canada (Darren Pries-Klassen), Ali Salam, Bhayana Family Foundation, Calgary Council of Voluntary Organizations, Charlene Krepiakevich, Columbia College, Community Initiatives Fund, Cridge Centre for the Family, Embrace Health Foundation, Family Service Ontario, Florence Carey, Health Partners International of Canada, Heart & Stroke Foundation of Canada, Human Concern International, Jordan Gray, Mississauga Sports Council, Muslim Association of Canada, Muttart Foundation, Pascal Lépine, Pillar Nonprofit, Roger Ali, South Asian Canadian Access to Justice Association, Tania Cheng, The Primate's World Relief and Development Fund, Vantage Point, Winnipeg Folk Festival (Lynne Skromeda)

Others in Attendance: Danisha Bhaloo-Shivji, Bill Harper, Bruce MacDonald, Cathy Barr, Chaerin Kwon, Chantal Edwards, Danielle Ferguson-Shivrattan, Audrey Guo, Claire Williams, Devon Hurvid, Eric Saarvala, Eeman Khan, Emilie Pontbriand, Kate Cornell, Malia Rogers, Meghan Grigg, Noéline Le Jeune, Tim Richardson, Willy Van Klooster, Florence Etienne (Interpreter), Joelle Jensen (Interpreter)

1. Welcome & Call to Order

Ronan called the meeting to order, confirmed that the Notice of Meeting had been duly sent to members on May 16, 2023, and that a quorum had been achieved.

Ronan led a reflection on the events and reckonings of the past year and how we, as individuals and our organizations, can play a part in relieving injustice to make Canada a fair and peaceful country for all.

No conflicts of interest were declared.

2. Minutes of the 2022 Annual General Meeting

Ronan presented the minutes of the June 2022 Annual General Meeting.

It was moved by Lynne and seconded by Pascal that the June 22, 2022 Annual General Meeting minutes be approved as presented. Carried.

3. Report from the Chair

Ronan reflected on the past year and highlighted Imagine Canada's role as a convener of sector strategy development and amplification. He thanked Imagine's leadership and dedicated Staff for their extraordinary efforts through another challenging year.

4. Report from the President & Chief Executive Officer

Bruce emphasized that the ongoing pandemic has shone a spotlight on the need for a strong and vibrant social sector. Canadians in need turn to charities, nonprofits, and social entrepreneurs in their hour of need, and our sector has responded.

Bruce thanked our Members, donors, sponsors, and supporters, who continue to contribute financially so that we can fulfill our mission. He also acknowledged the efforts of the Staff and Board of Directors.

5. Financial Statements

Refat Jiwani, Chair of the Risk Management, Finance & Audit Committee, presented the audited financial statements for the year ended December 31, 2022, circulated in the AGM Package, which were reviewed and approved by the Board of Directors at their May 2023 meeting.

It was moved by Ninette and seconded by Darren that the 2022 audited financial statements be received. Carried.

6. Appointment of Auditors

Refat advised that RSM Canada LLP has performed Imagine Canada's financial statement audit for 8 years. Both Management and the Risk Management, Finance & Audit Committee have been satisfied with their performance and fees, and propose their re-appointment.

It was moved by Ninette and seconded by Ali that RSM Canada LLP be appointed Auditors for Imagine Canada for the year ending December 31, 2023. Carried.

7. Election of Directors

Lynne introduced the Board candidates for election and re-election, biographies for whom were circulated in the AGM Package.

It was moved by Lynne and seconded by Ali that Danisha Bhaloo-Shivji be elected to the Board of Directors of Imagine Canada for a three-year term. Carried.

It was moved by Lynne and seconded by Florence that the following be re-elected to the Board of Directors of Imagine Canada for their second three-year terms.

1. Roger Ali
2. Tania Cheng
3. Charlene Krepiakovich
4. Darren Pries-Klassen

Carried.

8. Other Business

Ronan opened the floor for a question-and-answer session with Board officers.

Ronan thanked long-serving Board member Lynne Skromeda on behalf of the Board of Directors for her leadership and dedication over her many years on the Board, especially as Chair of the Governance & HR Committee.

Lynne thanked long-serving Board member Ronan Ryan on behalf of the Board of Directors for his tremendous service over many years on the Board, particularly as Board Chair for the last 2 years.

9. Adjournment

There being no further business, the meeting was adjourned.

It was moved by Ronan and seconded by Florence that the meeting be adjourned. Carried.



Annual General Meeting 2024 Report from the Nominating Committee

The **Nominating Subcommittee** is composed of the following members:

1. Roger Ali, Nonprofit Executive
2. Derek Gent, CEO, YMCA-YWCA Vancouver Island

There are fifteen positions on the Board, four of which are coming vacant. The Nominating Committee, with Board support, recommends that the following people be elected to the Imagine Canada Board of Directors at the Annual General Meeting on the 20th day of June, 2024:

To be elected for a three-year term (four candidates):

1. Andrea Dicks (Ottawa, ON)
2. Jessie Hale (Iqaluit, NU)
3. Mélanie Valcin (Montréal, QC)
4. Mahalia Verna (Westmount, QC)

To be re-elected for a second three-year term (two candidates):

1. Ninette Bishay, Partner, Adams & Miles LLP (Toronto, ON)
2. Denis Carignan, President, PLATO Testing (Pasqua First Nation, SK)

Directors continuing to serve in 2024-2025 include:

1. Roger Ali, Nonprofit Executive (St. Catharines, ON)
2. Danisha Bhaloo-Shivji, Boys & Girls Clubs Big Brothers Big Sisters of Edmonton (Calgary, AB)
3. Florence Carey, Lawyer/Consultant, F I Carey Law Corporation (Winnipeg, MB)
4. Tania Cheng, Independent Consultant; Senior Consultant, Lumiere Consulting; Impact Challenge Lead, Sonor Foundation (Halifax, NS)
5. Jessica Gordon, Senior Director of Indigenous Relations, YWCA Regina (Regina, SK)
6. Jordan Gray, Senior Policy Analyst, Indigenous Services Canada (Calgary, AB)
7. Charlene Krepiakevich, CEO, viaSport BC (Vancouver, BC)
8. Pascal Lépine, président fondateur, d'Atypic (Montréal, QC)
9. Darren Pries-Klassen, CEO, Abundance Canada (St. Catharines, ON)



Board Candidate Bios

Andrea Dicks (Ottawa, ON)

Andrea joined Community Foundations of Canada (CFC) in 2015 as Vice-President, before serving two years as Chief Operating Officer. She was named President by the CFC Board of Directors in January 2020. In addition to her work with CFC, Andrea brings 15 years of community and corporate philanthropy experience, including as the Founding Executive Director of the Community Foundation of Greater Peterborough. She also served in leadership roles with the Rideau Hall Foundation, PwC Canada Foundation, and the Make-A-Wish Foundation of Toronto & Central Ontario. Working closely with Canada's 207 community foundations and fostering connection across the growing international community foundation network, Andrea is helping to strengthen philanthropy's impact by being a vocal advocate for the role of community-driven solutions to pressing global challenges, from climate change to human rights and gender equality.

Jessie Hale (Iqaluit, NU)

Jessie is the Executive Director of the Nunavut Association of Non-Profit Organizations (NANPO), which exists to build community among the 250+ non-profit organizations in Nunavut. She is passionate about the nonprofit sector's potential to make social change. Prior to joining NANPO, she spent nine years as managing editor at Inhabit Education, a multimedia educational publishing company that creates resources for Nunavut schools. She is also on the board of the Qajuqturvik Community Food Centre in Iqaluit and in her free time she enjoys walking her dog, Abby, along the Road to Nowhere.

Mélanie Valcin (Montréal, QC)

Mélanie is the President and CEO, United for Literacy. Having received a Masters degree in International and Community Development from the University of Toronto, she has been working in the areas of social innovation, youth mobilization and community development for the past 20 years. Prior to joining United for Literacy, a Canada-wide literacy organization supporting communities coast to coast, to coast, Mélanie worked for the Canadian Red Cross, coordinated international exchange programs with Monash University in Australia and served for the United Nations Development Fund for Women in Mexico City. Mélanie currently sits on the Board of Directors of Le Devoir, a prominent daily newspaper as well as on the Board of Directors of the National Alliance for Children and Youth. She also volunteers with Groupe 3737, an incubator for entrepreneurs from minority groups. In 2022, Melanie was named Black Changemaker by the CBC and is a member of Montreal's Groupe des Trente, which aims at promoting diversity in governance. One thing Melanie knows for sure: Literacy. Changes. Everything.

Mahalia Verna (Westmount, QC)

Mahalia is a creative industries executive with over 20 years of experience, namely at the National Film Board (NFB) and the Canadian Broadcasting Corporation (CBC). She has senior leadership experience in complex organisations, with an emphasis on business development, fundraising, human resources, production, marketing and communications. She is a strategist with the deep understanding required to affect change, growth and impact, as well as a diverse consultative history working with government agencies, the private sector and not-for-profit organisations.



For over 15 years, Mahalia has held numerous board and advisory committee positions for arts, culture, education and community organizations, serving currently as Board Trustee at the Canadian Museum of History. She is a member of the Women's Impact Montréal Collective Fund at the Foundation of Greater Montréal, which offers financial support to local nonprofits that are directly serving women and girls in order to improve their life circumstances. In 2022, she won the inaugural Chair of the Board Award at the Women's Executive Network's Canadian Equity Diversity and Inclusion Awards in her role as Board President of Digital Moment which she held from 2018 to 2024. Mahalia is a member of the Institute of Corporate Directors (ICD) and holder of the ICD.D designation.



Board of Directors – Process for Nomination

The Nominating Committee has considered a range of candidates and made recommendations to the Board of Directors. The [Report from the Nominating Committee](#) identifies the candidates recommended to the Members by the Board.

Further Nominations

Nomination of additional candidates will be accepted for consideration at the Annual General Meeting scheduled for the 20th day of June, 2024.

- Nominees must be nominated by five (5) Members of Imagine Canada.
- The nomination of additional candidates must be accompanied by the consent of the nominee.
- Nominations for the additional candidates **must be received no later than the 6th day of June, 2024, at 4:00 pm (ET)** (15 days in advance).
- Nominations for the additional candidates must be submitted on the Nomination form attached and submitted by email to Danielle Ferguson-Shivrattan at dshivrattan@imaginecanada.ca.

Please note that directors are to be nominated, and are elected, as individuals and not as organizational representatives.



Board of Directors – Nomination of Additional Candidates

We would like to recommend the following candidate for election to the Imagine Canada Board of Directors at the Annual General Meeting on the 20th day of June, 2024. All nominators must be Members of Imagine Canada and this notice must be accompanied by the written consent of the proposed candidate.

Name: _____

Email address: _____

Organizational affiliation/position (if any): _____

Please provide a brief summary of each nominee’s experience and the strengths they would bring to the Board. Additional documentation supporting the nomination is welcome.

Nominators (must all be Members of Imagine Canada)

Your Name: _____

Email address: _____

Organizational affiliation/position: _____

Signature: _____

Your Name: _____

Email address: _____

Organizational affiliation/position: _____

Signature: _____

Your Name: _____

Email address: _____

Organizational affiliation/position: _____

Signature: _____

Your Name: _____

Email address: _____

Organizational affiliation/position: _____

Signature: _____

Your Name: _____

Email address: _____

Organizational affiliation/position: _____

Signature: _____