



## 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 *19th day of June, 2025, 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, 2024;
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 **2025 AGM Package** at [www.imaginecanada.ca](http://www.imaginecanada.ca).

### TO RSVP

1. If you are attending: Please [register here](#) by the *12th day of June, 2025, 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 Marie-Pier Surprenant at [msurprenant@imaginecanada.ca](mailto:msurprenant@imaginecanada.ca) prior to the commencement thereof.

**DATED** the 14th day of May, 2025.

**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 19, 2025**

The undersigned Member of the Corporation hereby appoints \_\_\_\_\_ or, failing them, 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 19th day of June, 2025, 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 \_\_\_\_\_, 2025.

\_\_\_\_\_  
**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 Marie-Pier Surprenant at [msurprenant@imaginecanada.ca](mailto:msurprenant@imaginecanada.ca).**

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



## **Annual General Meeting 2025**

### **AGENDA**

Thursday, June 19, 2025

4:00 PM ET

**Via Zoom videoconferencing**

1. Welcome and call to order
2. Minutes of the June 2024 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:** Pascal Lépine (Chair), Ninette Bishay (Treasurer), Ali Salam, Calgary Foundation (Allison Shulz), Canadian Association of Gift Planners (Dana Thompson), Charlene Krepiakovich, Christmas Bureau of Edmonton (Adam Zawadiuk), Community Foundations of Canada (Andrea Dicks), Community Living Toronto (Brad Saunders), Cote-des-Neiges Black Community Association (Ayanna Alleyne), CUSO International (Nicolas Moyer), Danisha Bhaloo-Shivji, Equitas (Armella Mulorako), Florence Carey, Habitat for Humanity Canada (Matthew Gustafson), Hospice Wellington (Ann Friendship), Jessica Gordon, Jordan Gray, Muttart Foundation (Geoff Braun), Nicolina Farella, OCASI (Parvine Bahramian), Nunavut Association of Non-Profit Organizations (Jessie Hale), Pillar Nonprofit (Maureen Cassidy), Roger Ali (Secretary), Tania Cheng, United for Literacy (Mélanie Valcin)

**Others in Attendance:** Bill Harper, Bruce MacDonald, Cathy Barr, Catherine Wang, Daniel Mugerman, Danielle Ferguson-Shivrattan, Jason Shim, Eric Saarvala, Eeman Khan, Leena Yahia, Matthew Childs, Meghan Grigg, Noéline Le Jeune, Sarah Yu, Florence Etienne (Interpreter), Joelle Jensen (Interpreter)

---

1. Welcome & Call to Order

Pascal Lépine (Board Chair) called the meeting to order, confirmed that the Notice of Meeting had been duly sent to members on May 16, 2024, and that a quorum had been achieved.

Pascal shared a land acknowledgement and led a moment of reflection for Indigenous History Month.

No conflicts of interest were declared.

2. Minutes of the 2023 Annual General Meeting

Pascal presented the minutes of the June 2023 Annual General Meeting.

**It was moved by Ninette and seconded by Florence that the June 21, 2023 Annual General Meeting minutes be approved with one amendment. Carried.**

3. Report from the Chair

Pascal reflected on the past year and highlighted the contributions of Imagine Canada's Members, donors and partners. 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 MacDonald (President & CEO) shared highlights from the past year including exciting growth in our Membership program, the development of a coalition focused on influencing the annual federal budget, delivery of several high-value research reports, rebranding of our Standards Program, improvements to Grant Connect, and renewed energy toward HR Intervals.

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

Ninette Bishay (Chair of the Risk Management, Finance & Audit Committee) presented the audited financial statements for the year ended December 31, 2023, circulated in the AGM Package, which were reviewed and approved by the Board of Directors at their May 2024 meeting.

**It was moved by Ninette and seconded by Florence that the 2023 audited financial statements be received. Carried.**

#### 6. Appointment of Auditors

Ninette advised that RSM Canada LLP has performed Imagine Canada's financial statement audit for 9 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 Nicolas Moyer that RSM Canada LLP be appointed Auditors for Imagine Canada for the year ending December 31, 2024. Carried.**

#### 7. Election of Directors

Roger Ali (Chair of the Governance & HR Committee) introduced the Board candidates for election and re-election, biographies for whom were circulated in the AGM Package.

**It was moved by Roger and seconded by Danisha that Andrea Dicks, Jessie Hale, Mélanie Valcin and Mahalia Verna be elected to the Board of Directors of Imagine Canada for a three-year term. Carried.**

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

1. Denis Carignan
2. Ninette Bishay

**Carried.**

8. Other Business

Bruce thanked Cathy Barr for her decades of dedication to Imagine Canada upon her recent retirement from her role of Vice-President, Research & Strategic Relationships.

Bruce welcomed Jodene Baker as her first day as Imagine's Vice-President, Research, Advocacy & External Relations approaches.

Pascal thanked long-serving Board members Ali Salam, Nicolina Farella and Ronan Ryan on behalf of the Board of Directors for their leadership and dedication over many years on the Board, especially as Committee members, Committee Chairs and Board Chair respectively.

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

9. Adjournment

There being no further business, the meeting was adjourned.

**It was moved by Pascal and seconded by Charlene that the meeting be adjourned. Carried.**



## **Annual General Meeting 2025**

### **Report from the Nominating Committee**

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

1. Roger Ali, Independent consulting, S. Sutton & Associates and Director, Fund Development and Communications, Catholic Children's Aid Society Hamilton (Hamilton, ON)
2. Derek Gent, CEO, YMCA-YWCA of Vancouver Island (Vancouver Island, BC)

There are fifteen positions on the Board, one of which is coming vacant. The Nominating Committee, with Board support, recommends that the following person be elected to the Imagine Canada Board of Directors at the Annual General Meeting on the 19th day of June, 2025:

#### ***To be elected for a three-year term (1 candidate):***

- Odette McCarthy, Executive Director, Equitas (Montréal, QC)

#### ***To be re-elected for a second three-year term (3 candidates):***

- Florence Carey, Lawyer/Consultant, F I Carey Law Corporation (Winnipeg, MB)
- Jessica Gordon, Executive Director, Reconciliation Regina (Regina, MB)
- Jordan Gray, Senior Policy Analyst, Indigenous Services Canada (Mississauga, ON)

#### **Directors continuing to serve in 2025-2026 include:**

1. Roger Ali, Independent consulting, S. Sutton & Associates and Director, Fund Development and Communications, Catholic Children's Aid Society Hamilton (Hamilton, ON)
2. Danisha Bhaloo-Shivji, United Way of Calgary and Area (Calgary, AB)
3. Ninette Bishay, Partner, Adams & Miles LLP (Toronto, ON)
4. Denis Carignan, President, PLATO Testing (Pasqua First Nation, SK)
5. Tania Cheng, Senior Consultant, Lumiere Consulting (Halifax, NS)
6. Andrea Dicks, President, Community Foundations of Canada (Ottawa, ON)
7. Jessie Hale, Executive Director, the Nunavut Association of Non-Profit Organizations (Iqaluit, NU)
8. Charlene Krepiakovich, Consultant/Board Director (Vancouver, BC)
9. Darren Pries-Klassen, Interim Retiree (St. Catharines, ON)
10. Mélanie Valcin, President & CEO, United for Literacy (Montréal, QC)
11. Mahalia Verna, External Advisor, Creative Industries (Westmount, QC)



## **Board Candidate Biography**

### **Odette McCarthy (Montréal, QC)**

Odette McCarthy promotes human rights and gender equality in every project she undertakes. She is Executive Director of Equitas, the International Centre for Human Rights Education, a Canadian organization that advances equality, social justice and respect for human dignity in Canada and around the world. She has nearly 30 years' experience in international cooperation with organizations such as Crossroads International, CECI and WUSC. She has served on the boards of several non-profit organizations, including Cooperation Canada. She is an active member of the working group for a feminist foreign policy and a member of the anti-racism advisory committee of Canada's international cooperation sector. She is a current member of Canada's Foreign Affairs Permanent Table on Human Rights and was a member of the Canadian government's advisory committee for the Indo-Pacific Strategy 2022. In February 2024, Odette McCarthy received the Karen Takacs Award. This award is presented by Cooperation Canada to an individual who, through their collaboration, has significantly improved the lives of women around the world and promoted equality between women and men. For Odette, it was a privileged moment to highlight the strength of collective work in favor of gender equality. For over thirty years, she has worked with people from different backgrounds and levels of influence to advance the cause of gender equality with and for others.





## **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 candidate 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 19th day of June, 2025.

- 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 4th day of June, 2025, 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 Marie-Pier Surprenant at [msurprenant@imaginecanada.ca](mailto:msurprenant@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 19th day of June, 2025. 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: \_\_\_\_\_