



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 22nd day of June, 2022, 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, 2021;
2. To elect Directors of the Corporation;
3. To appoint the Auditors of the Corporation for the ensuing year;
4. To consider and, if amenable, approve bylaw amendments;
5. To transact such other business as may properly be brought before the meeting.

For further information, please download the **2022 AGM Package** at www.imaginecanada.ca.

TO RSVP:

1. If you are attending: Please [register here](#) by the 17th day of June, 2022, 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 19th day of May, 2022.

BY ORDER OF THE BOARD

Ronan Ryan

Ronan Ryan
Chair, Board of Directors



IMAGINE CANADA
(the "Corporation")

PROXY
FOR THE ANNUAL GENERAL MEETING OF MEMBERS

TO BE HELD ON
June 22, 2022

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 22nd day of June, 2022, 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 _____, 2022.

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**

Wednesday, June 22, 2022
4:00 PM ET

Via Zoom videoconferencing

1. Welcome and call to order
2. Minutes of the June 2021 Annual General Meeting
3. Report from the Chair
4. Report from the President & Chief Executive Officer
5. Financial statements
6. Appointment of Auditors
7. Bylaw amendments
8. Election of Directors
9. Other business
10. Adjournment

Members in Attendance: Margaret Mason (Chair), Refat Jiwani (Treasurer), Abundance Canada (Darren Pries-Klassen), Ali Salam, Association québécoise du lymphoedème (Marie-Claude Gagnon), Bhayana Family Foundation (Raksha Bhayana), Breakfast Club of Canada (Pierre Champagne), Canadian Medical Hall of Fame (Lissa Foster), Charlene Krepiakevich, CIJA (Richard Marceau), Community Initiatives Fund (Tracey Mann), Community Sector Council of Newfoundland & Labrador (Penny Rowe), Deaf & Hear Alberta (Alison Stutz), Denis Carignan, Dialogue NB (Nadine Duguay-Lemay), Embrace Health Foundation (Arlene Lusterio), Epilepsy Association of the Maritimes (Monica Jordan), Fondation Québec Philanthrope (Karen Bouchard), High Park Nature Centre (Sara Street), Hospice Wellington (Ann Friendship), J.W. McConnell Family Foundation (Lili-Anna Pereša), John Howard Society NB (Joanne Murray), Legacy Leaders Inc (Chris Heldman), March of Dimes (Christina Sperling), MediaSmarts (Kathryn Hill), Muslim Association of Canada (Abdul Nakua), Muttart Foundation (Bob Wyatt), Niagara Health Foundation (Andrea Scott), Nicolina Farella, Oakville Community Foundation (Wendy Rinella), Pascal Lépine, Plan Canada (Pamela Spencer), Roger Ali, SARA for Women (Jennifer Breakspear), Tania Cheng, Vancouver Foundation (Kevin McCort), Vanier Institute of the Family (Lynne Steele), Vantage Point (Jenessa Ellis), Victoria Foundation (Sandra Richardson), Volunteer Alberta (Karen Link), Winnipeg Folk Festival (Lynne Skromeda), YWCA Calgary (Sue Tomney)

Others in Attendance: Bill Harper, Bruce MacDonald, Cathy Barr, Danielle Ferguson-Shivrattan, Eeman Khan, Haley MacDonald, Navin Singh, Ninette Bishay, Noéline Le Jeune, Tim Richardson

1. Welcome & Call to Order

Margaret called the meeting to order, confirmed that the Notice of Meeting had been duly sent to members on May 13, 2021, and that quorum had been achieved. Margaret led the land acknowledgement and requested a moment of silence to reflect 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 2020 Annual General Meeting

Margaret presented the minutes of the June 2020 Annual General Meeting.

It was moved by Bob Wyatt and seconded by Ronan Ryan that the June 10, 2020 Annual General Meeting minutes be approved as presented. Carried.

3. Report from the Chair

Margaret reflected on the past year and highlighted Imagine Canada's role as a convenor of sector strategy development and amplification. Margaret thanked Imagine's leadership and dedicated staff for their extraordinary efforts even as they, like the rest of the sector, struggled with reductions in personnel and resources.

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.

Highlights from 2020 include:

- Data and information created by Imagine Canada has been widely cited by the government and in media reports. With the participation of many members, we were able to produce Sector Monitor studies in the spring and fall and are about to release a spring 2021 report.
- Giving voice to the impact of the global pandemic on the sector was a critical role for Imagine Canada in 2020. We participated in and/or our data was cited in over 1,500 media reports last year.
- We produced reports related to the participation of Newcomers and Second-Generation Canadians as contributors to their communities, an examination of companies and their reaction to giving and engagement during the pandemic and a key report on the readiness of charities to participate in social finance opportunities.
- From a public policy perspective, the 'three-legged stool' was the rallying cry for much of the year. These three legs included our sector's participation in the main government support programs such as Wage and Rent Subsidies, targeted funding for charities and nonprofits, and donor incentives. Beyond that, we sought to advance other policy files in cooperation with others - issues like changes to Direction and Control rules and securing a home in government. Our collective efforts have resulted in investments in the sector that are now approaching \$5 billion!
- In response to the COVID-19 pandemic, a Community Edition of Grant Connect was launched, offering work from home access to nearly 1,000 Canadian charities. Last June, Grant Connect offered 20 one-year plans at no cost to Black-led and Black-serving organizations.
- The WE Charity controversy dropped like a bombshell and shook the foundation of trust for our sector. We are delighted that so many organizations already participating in the Standards program have continued to see its value and many more have inquired about the process - realizing that many donors and supporters are asking questions.

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, referred to the audited financial statements for the year ended December 31, 2020, circulated in the AGM Package, which were reviewed and approved by the Board of Directors at their May 2020 meeting.

Highlights include:

- The year ended with a small excess of revenue over expenditures, of approximately \$31,000. This small profit helps to further reduce our accumulated deficit, and this is the fifth consecutive year of doing so. This represents another small step on the organization's efforts to become more financially sustainable, a goal that the Board continues to be relentlessly focused on.
- This past year's unprecedented challenges included significant financial challenges, making the year's small profit all the more exceptional and welcome. Like many organizations, we benefited during 2020 from Federal Government support through the Canada Emergency Wage and Rent Subsidies. We are also grateful for the continuing support of several leading foundations who provided pandemic-specific support, either through additional funding or waived restrictions or both.
- Salaries and benefits continue, in common with many organizations, to be our largest cost, as it is the hard work and dedication of Imagine Canada's Staff team that actually delivers the accomplishments being reported on today. During the year, Management took difficult decisions around the organization's staffing levels to ensure our own ongoing financial security, even as pandemic-related demands increased the workload for all. The Board is tremendously grateful to all members of the Staff for their continued commitment and support.
- Our cash position, which is closely monitored by Management, continues to be adequate to meet our day-to-day operational needs. A number of steps were taken early in the pandemic to ensure that operations could continue without interruption.

It was moved by Refat and seconded by Nicolina Farella that the 2020 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 6 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 Refat and seconded by Denis Carignan that RSM Canada LLP be appointed Auditors for Imagine Canada for the year ending December 31, 2021. Carried.

7. Bylaw Amendment

Nadine Duguay-Lemay, Chair of the Governance & HR Committee, introduced proposed revisions to Imagine Canada's Bylaws sections 2.07, 3.03, 4.01, 8.03 and 13.01, circulated in the AGM Package, which were reviewed and approved by the Board of Directors at their February 2021 meeting.

It was moved by Nadine and seconded by Nicolina that the revisions to Imagine Canada's Bylaw 2.07, 3.03, 4.01, 8.03 and 13.01 be approved by special resolution as presented. Carried.

8. Election of Director

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

It was moved by Nadine and seconded by Jennifer Breakspear that the following be elected to the Board of Directors of Imagine Canada for a three-year term:

- **Ninette Bishay**

And, re-elected to the Board of Directors of Imagine Canada for their second three-year term:

- **Nadine Duguay-Lemay**
- **Nicolina Farella**
- **Pascal Lépine**

Carried.

9. Other Business

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

Lynne Skromeda thanked Margaret on behalf of the Board of Directors for her tirelessness and dedication over her years on the Board, and especially the last 2 years as Chair.

10. Adjournment

There being no further business, the meeting was adjourned.

It was moved by Abdul Nakua and seconded by Nicolina that the meeting be adjourned. Carried.



**Proposed Bylaw Amendment
Section 2.07b**

Original wording:

“In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Board shall provide twenty (20) days’ notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion.”

Proposed wording:

“In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Board shall provide twenty (20) days’ notice of suspension or expulsion to the Member **in writing** and shall provide reasons for the proposed suspension or expulsion.”



**Annual General Meeting
Updated Slate of Candidates
June 10, 2022**

Subsequent to the Notice of our Annual General Meeting that was circulated on May 20th, 2022, we received a resignation from one of our Board members with immediate effect. Five (5) Members have come forward to nominate a candidate for this new vacancy in accordance with our bylaws. Please accept this notice announcing one (1) additional candidate (in blue) to our slate recommended for election at Imagine Canada's Annual General Meeting on June 22nd, 2022. Bios for each candidate can be found within the AGM Package [here](#).

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

- Florence Carey, Lawyer/Consultant, F I Carey Law Corporation (Winnipeg, MB)
- Laure Delmarque, V-P, Engagement des donateurs, Opération Enfant Soleil (Québec, QC)
- **Jessica Gordon, Senior Director of Indigenous Relations, YWCA Regina (Regina, SK)**
- Jordan Gray, Senior Policy Analyst, Indigenous Services Canada (Calgary, AB)

To be re-elected for a second three-year term (one candidate):

- Ali Salam, Assistant VP, Government & Regulatory Affairs, Sun Life Financial (Toronto, ON)

Directors continuing to serve in 2022-2023 include:

Roger Ali, Nonprofit Executive (St. Catharines, ON)

Ninette Bishay, Partner, Adams & Miles LLP (Toronto, ON)

Denis Carignan, President, PLATO Testing (Pasqua First Nation, SK)

Tania Cheng, Director, Design & Impact, Feminuity and Director, Process Innovation, SheEO (Halifax, NS)

Nicolina Farella, Program Director, The J.W. McConnell Family Foundation (Montréal, QC)

Charlene Krepiakevich, CEO, viaSport BC (Vancouver, BC)

Pascal Lépine, président fondateur, d'Atypic (Île des Sœurs, QC)

Darren Pries-Klassen, CEO, Abundance Canada (St. Catharines, ON)

Ronan Ryan, CEO, CIBC Foundation (Oakville, ON)

Ali Salam, Assistant VP, Government & Regulatory Affairs, Sun Life Financial (Toronto, ON)

Lynne Skromeda, Executive Director, Winnipeg Folk Festival (Winnipeg, MB)

DATED the 10th day of June, 2022.

BY ORDER OF THE BOARD

Lynne Skromeda

Lynne Skromeda
Secretary, Board of Directors



Board Candidate Bios

Florence Carey, BA , LLB, TEP, ICD.D (Winnipeg, MB)

Lawyer/Consultant, F I Carey Law Corporation

Florence Carey is a lawyer practicing in the area of charities and non-profits, with a focus on corporate governance and Canada Revenue Agency compliance. She is a frequent writer and lecturer on charity law subjects, and is Past Chair of the Canadian Bar Association Charity and Not-for-Profit Law Section, Chair of CAGP Manitoba, and a member of the Technical Issues Working Group of CRA's Charities Directorate. She has served on a number of charity and non-profit boards, and is presently the President of the Manitoba Chamber Orchestra. Florence brings solid background in the legal and regulatory framework applicable to charities and nonprofits, and board experience across a range of sectors. She is passionate about the charitable sector and believes that the current stresses and disruption create opportunities.

Laure Delmarque (Québec, QC)

Vice President, Donor Engagement, Opération Enfant Soleil

Being responsible for annual campaigns, major gifts and the Telethon call centers, Laure integrates the entire donor relationship from the acquisition process to the ultimate commitment. After a career in marketing and business development in France, Laure discovered the philanthropic sector when she became a volunteer with Opération Enfant Soleil. Laure is still there after having held a position as a partnership advisor. Known for her listening skills and sensitivity, she is also very analytical and comfortable with numbers, creating the perfect balance in her current position.

Jessica Gordon (Regina, SK)

Senior Director of Indigenous Relations, YWCA Regina

Jessica Gordon is committed to her community and the organizations within. Having worked with and counselled a variety of people from marginalized populations, Jessica is well informed on social issues, the child welfare system, trauma-informed care and Indigenous ways of knowing, culture, history and practice. Jessica specializes in program development and management, facilitation and policy development from her experience in roles within the Pasqua First Nation's Band Council, the Federation of Sovereign Indigenous Nations and the Saskatoon Indian & Métis Friendship Centre.

Jordan Gray (Calgary, AB)

Senior Policy Analyst, Indigenous Services Canada

Jordan Gray is a senior policy analyst with the Government of Canada. Since beginning in community advocacy ten years ago, Jordan has advanced a wide range of policy actions to improve social outcomes for Indigenous, racialized and underrepresented communities. He studied global and transnational history at Carleton University and has a Master's of Public Policy from the University of Calgary. Jordan is also the recipient of Ontario's Lincoln M. Alexander Award for his leadership towards eliminating racial discrimination. Currently, he serves as Treasurer of Canada's largest Indigenous youth-focused charity, the Canadian Roots Exchange and is an uncle to seven.



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 22nd day of June, 2022.

- 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 7th day of June, 2022, 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 22nd day of June, 2022. 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: _____
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Your Name: _____
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