



Notice and Information Circular for the Fifth **ANNUAL GENERAL MEETING OF MEMBERS**

Wednesday, 6 May 2015

7:00pm

77 Carlton Street, Toronto, Ontario

Your participation is important!

Rev. 2015-03-16



Dear Members:

We invite you to attend **OUTSPORT TORONTO**'s fifth Annual General Meeting of Members, which will be held at 77 Carlton Street in Toronto at 7:00pm on Wednesday, 6 May 2015. We and our colleagues on the board of directors look forward to meeting you, presenting our view of **OUTSPORT TORONTO**'s activities for 2014, and outlining our plans for the future. We hope you can join us, and linger after the adjournment of the meeting for conversation over refreshments!

Please take the time to read this document and the Annual Report for 2014. This circular contains important information about the Annual General Meeting and the business to be conducted, voting, and the nominated directors.

OUTSPORT TORONTO's Annual General Meeting is open to all, although only registered nominees of member organisations may vote. We ask all member organisations to ensure their appointed nominee is at the Annual General Meeting. If your nominee cannot be present, then we ask that they either vote electronically or appoint a proxy to attend the meeting, as outlined in this circular. It is important that your organisation be represented in the voting.

Sincerely,

Shawn D. Sheridan
Chair of the Board

Lyle R. Brockman, CPA, CA
Secretary Treasurer

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AGENDA

You are invited to the fifth Annual General Meeting of Members of **OUTSPORT TORONTO**.

When: Proxy registration – Wednesday, 7 May 2015, 6:00pm – 6:30pm.
Nominee registration – Wednesday, 7 May 2015, 6:30pm – 7:00pm.
Meeting Commences – Wednesday, 7 May 2015, 7:00pm.

Where: Party Room, 77 Carlton Street, Toronto, Ontario.

Our meeting will cover:

Acceptance of the prior AGM minutes.

Year in Review: We will cover **OUTSPORT TORONTO**'s performance for the 2014 year, including reviewing the financial statements for the year ended 31 December 2014.

Looking forward: We will present our plans for 2015 and beyond.

Bylaws Amendments: There will be five motions to amend **OUTSPORT TORONTO**'s bylaws:

- i) to increase the number of possible directors from nine to 15;
- ii) to modify wording around quorum for a directors' meeting so that a majority of directors at the time constitutes quorum;
- iii) to increase the maximum number of directors from a single member organisation from two to four;
- iv) to reduce the required proportion of directors from member organisations from two-thirds to a simple majority; and
- v) to adjust the wording around an independent director candidate which closes a loophole where someone potentially could be elected to the board as a member of a member organisation where they might not be in good standing and endorsed by that member organisation..

As these are changes to the bylaws, at least two-thirds of member organisations must be represented at the meeting by their registered nominee or proxy, or have submitted an electronic vote in order for us to make these changes. Please make sure your nominee or their proxy is present at the meeting, or your nominee has voted electronically.

Election of Directors: Nominees will elect directors to our board. In the Election of Directors

section on page 8, you will find information about each nominated director, including their background and experience, and committee work. All directors are elected for a term of one year.

Other business: If other items of business are properly brought before the meeting, or after any adjournment, you can vote as you see fit. We are not aware of any other items of business to be considered at this Annual General Meeting.

On Behalf of the Board

A handwritten signature in blue ink that reads "Lyle R. Brockman". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Lyle R. Brockman, CPA, CA
Secretary Treasurer

VOTING

Who Can Vote?

One Vote per Member

Each member organisation has a single vote. A member organisation is one that has submitted an application or reapplication form for membership for the 2015 year to the directors of **OUTSPORT TORONTO**, and that application for membership has been accepted by a majority vote of the directors at a directors' meeting.

Voting by Nominees

As part of the application or reapplication process, organisations are to appoint a nominee who is named on the application form. The nominee votes on behalf of the member organisation. Only nominees on record at the time of the Annual General Meeting of organisations whose membership has been accepted by the board in advance of the Annual General Meeting may vote. To check who is registered as your nominee, log into www.OutSportToronto.org, and from the organisations listing, click on your organisation. Your registered nominee will be displayed on your organisation's information page. If you need to change your nominee, please complete the form found at the bottom of the page at www.OutSportToronto.org/notify-us-changes, and ensure **OUTSPORT TORONTO** receives the signed form at least five business days prior to the AGM.

Voting by Proxy

A nominee can appoint a proxy to vote on behalf of the member organisation, with the endorsement of a signing officer of the member organisation. The proxy must be a member in good standing of the member organisation. Proxy forms can be found on **OUTSPORT TORONTO**'s website at www.OutSportToronto.org/annual-reports-and-information-circulars. The proxy must bring the completed and signed proxy form to the Annual General Meeting no later than 30 minutes before the meeting, and register with **OUTSPORT TORONTO**'s Secretary, providing photo-ID proof of identity. Registration within 30 minutes of the start of the meeting is at the discretion of the Secretary. Proxy registration will commence at 6:00pm on Wednesday, 7 May 2014, at the location of the AGM.

Voting Process

Voting Electronically by the Nominee

A nominee may vote electronically up to midnight on 5 May 2015. Electronic voting may be done by the nominee logging into **OUTSPORT TORONTO**'s website and navigating to

www.OutSportToronto.org/forms/2015-agm-electronic-proxy-vote . Only nominees will have permission to access this form. A nominee may change her / his vote and / or delete that vote up until midnight, 5 May 2015, at which time electronic voting will close. Once the electronic voting period has closed, any electronic votes cast will stand as cast, and neither the nominee nor a proxy will have the right to cast a separate vote at the AGM, regardless of whether or not the nominee or a proxy is in attendance. If the nominee or a proxy is in attendance at the AGM and other business arises (motions that were not part of the electronic voting form), the nominee or proxy will have the right to vote on such business. Electronic votes will be tallied and added to the votes cast at the AGM.

Voting in Person by Nominee or Proxy

Voting done in person at the Annual General Meeting – either by the nominee or by a proxy appointed by the nominee and authorised by a signing officer of the Member – will be done by a show of hands, to which will be added electronically cast votes. Should there be a tie vote, the chair has a casting (second) vote, in addition to the vote to which he may be entitled as a nominee, per **OUTSPORT TORONTO**'s bylaws.

BUSINESS OF THE MEETING

Call to Order and Acceptance of Prior AGM Minutes

OUTSPORT TORONTO's Chair (or Vice Chair in the event the Chair is unable to attend the meeting) will call the Annual General Meeting to order, and then will move to accept the minutes of the 7 May 2014 Annual General Meeting. Those minutes can be found on OUTSPORT TORONTO's website at www.OutSportToronto.org/meeting-minutes/minutes-annual-general-meeting-%E2%80%94-thursday-6-june-2014 . Please log in to the website to access those minutes.

Motion: To accept of the minutes of the fourth Annual General Meeting of OUTSPORT TORONTO of 7 May 2014.

Year in Review and Financial Statements

2014 was OUTSPORT TORONTO's fifth year of operation. An annual report for 2014 has been published in advance of the Annual General Meeting, and contains a review of the year as well as the financial statements for the year ended 31 December 2014. Highlights from the annual report will be covered, and questions from the floor will be entertained. The 2014 Annual Report can be found at www.OutSportToronto.org/annual-reports-and-information-circulars . **If you wish to refer to the annual report during the meeting, please ensure you bring your own copy, as copies will not be provided at the AGM.**

Motion: To accept the Annual Report of OUTSPORT TORONTO for the year ended 31 December 2014.

Looking Forward

Objectives and plans for 2015 and beyond will be presented. Again, questions from the floor will also be entertained following this portion of the meeting.

Bylaw Amendments

OUTSPORT TORONTO's directors are recommending two principal bylaw changes that are appropriate for the organisation at this time. Those two amendments are explained here along with their accompanying motions. **Note that if we do not have the necessary two-thirds or better representation from member organisations per the bylaws paragraph 76 to sustain an affirmative vote of at least two-thirds of current member organisations, we will not be able to**

pass these motions, and thus they will not be put forward as part of the meeting. **Please make sure your registered nominee or their properly appointed proxy is present at the meeting, or that your nominee has voted electronically.**

Increasing the Size of the Board of Directors

We are recommending that the number of seats on the Board be expanded from nine to 15. The current compliment of nine is not able to meet the demands on the Board. By increasing the size of the Board to 15, we will be able to attract the talented volunteers that are needed. This increase has the added benefit of potentially engaging more individuals from our member organisations and the community at large at the Board level.

Motion: To change the wording of **OUTSPORT TORONTO**'s bylaws paragraph number 32(a) so that it reads, "The Chair, Vice Chair, Secretary, Treasurer and eleven other persons are the directors of OutSport Toronto."

In connection with the increase in the Board size, we must also update the number of Directors needed for Quorum for Board meetings, allowing for flexibility when there are vacancies on the Board.

Motion: To change the wording of **OUTSPORT TORONTO**'s bylaws paragraph number 32(c) so that it reads, "Quorum for the board shall be a majority of the filled director positions."

Eligibility of Directors

Number of Directors from the Same Member Organisation

We have a broad membership, and the Board was structured to ensure that no one member Sports Organisation could dominate it. The current bylaws only allow each member Sports Organisation to elect up to two directors, approximately 25% of the nine seats. In connection with the prior Motions on increasing the Board size to 15, we recommend increasing this restriction on Board seats to four seats (approximately 25%).

Motion: To change the wording of **OUTSPORT TORONTO**'s bylaws paragraph number 29(b) so that it reads, "Where a director is a member in good standing of a member Sports Organisation, no more than three other persons who are also members in good standing from the same member Sports Organisation may be directors unless the latter persons are the nominees of other Sports Organisations and are thus representing the interests of those other Sports Organisations."

Proportion of Directors from Member Organisations

In the interest of allowing **OUTSPORT TORONTO** to attract qualified volunteers, a restricted number of the Director positions can be occupied by people who are not part of our member organisations. This allows the board to expand its pool of potential candidates to find someone who is interested, is a sports-person, and is willing to volunteer time at the board level. We recommend that this restriction be increased from no more than one third to less than one half.

Motion: To change the wording of **OUTSPORT TORONTO**'s bylaws paragraph number 29(c) so that it reads, "At least a simple majority of the directors must be persons which meet the requirements of 29(a)(i)."¹

In addition, the wording in paragraph 29(a)(ii) requires adjustment, as technically as it is currently written, a member of a member sports organisation who is not in good standing with that organisation could be elected to the board of **OUTSPORT TORONTO**. The following motion removes the words "in good standing" after the initial words "they are not a member".

Motion: To change the wording of **OUTSPORT TORONTO**'s bylaws paragraph number 29(a)(ii) so that it reads, "they are not a member of a member Sports Organisation but they nonetheless support the objects as set out in the letters patent or supplementary letters patent of OutSport Toronto and they are actively involved in sport."

¹ Paragraph 29(a)(i) states that a person is eligible to be a director of **OUTSPORT TORONTO** if they are a member in good standing of a member Sports Organisation and have been endorsed by that member Sports Organisation's governing body to be a candidate for being a director of OutSport Toronto.

Election of Directors

Following is information about the candidates nominated to be directors, including their background, experience, and committees on which they serve in addition to being on the board.



Lyle Brockman | Secretary Treasurer

Member, Toronto Triggerfish Water Polo Club

History

- 2015 – Secretary-Treasurer
- 2014 – Treasurer

Committees

- Executive
- Finance Committee (Chair)

Lyle Brockman has been a member of the Toronto Triggerfish Water Polo team since 2012. He holds a Bachelor of Business Administration from Wilfrid Laurier University, and is a member of the Institute of Chartered Professional Accountants of Ontario. His career has placed him in senior financial roles at entrepreneurial and multi-national corporations.

Lyle's first foray into Toronto's LGBT sports environment was through the Toronto Gay Football League. He has played three seasons in the league, and was proud to join its rep team, the Canadian Mounties, at the Chicago Pride Bowl of 2013. In addition to playing, Lyle has also volunteered his time as a sideline referee to support the league.

Lyle has been an enthusiastic participant with the Toronto Triggerfish Water Polo team. With a background in competitive swimming, he continues to adapt to a very demanding and strategic game. He has played in a number of tournaments on its Recreational team, including a Silver standing at Out Games 2013 in Antwerp and a fun time at Gay Games 2014 in Cleveland. Lyle also volunteered as Tournament Director for Toronto's annual international LGBT water polo tournament, Polopalooza 2014.

Of all aspects of these activities, Lyle has enjoyed the camaraderie the most. He's had the opportunity to meet so many great people while playing in gay-friendly environments.



Chim Kan | Director,

Chim Kan has held many volunteering roles and positions in many organisations over the past ten years. His main passion is to support non-profit organisation in HR, Volunteer Coordination, and Digital and Technology areas. He has multiple skills and experience in project management, business, finance, people management, technology management for non-profit organisations, digital marketing, public presentation, and communication. Among his

Volunteers

Member, Downtown
Swim Club

History

- 2014 – Director, Volunteers

Committees

- Volunteer (Chair)
- Pride / SportZone
- Scrum
- Information Technology

achievements are:

- Migration of eMail and collaboration to cloud services for **OUTSPORT TORONTO**.
- Obtaining Google Ads Grants (\$10K USD / month of Google ads budget) for **OUTSPORT TORONTO** and Endeavor.org.br Brazil.
- Recruitment and management of 80 volunteers for Downtown Swimming Club Toronto's Swim Meet in 2013.
- Establishing an innovative recruitment procedure for Richard Ivey School of Business's LEADER student organisation.
- Teaching business cases in Macedonia with LEADER Project.

Chim loves to swim and play hockey and he joined Downtown Swimming Club and Toronto Gay Hockey League to further his passions. His love for swimming and hockey and volunteering work brought him to **OUTSPORT TORONTO** where he can support **OUTSPORT TORONTO**'s growth and its member organisations.

Professionally, Chim is a resourceful product manager and business-technology executive with over ten years of experience designing, developing, and pioneering web and mobile apps for consumer and B2B markets in e-commerce, CPG, advertising, and education. He held positions at Fortune 100 firms including Google and Anheuser-Busch InBev, and in start-ups such as BuscaPe. His strengths include product management, prototyping, working with clients and cross-functional teams, forging internal and external partnerships, and marketing complex products. He also is proficient in Ruby, Ruby on Rails, HTML5, GIT, CSS3, SQL, and JavaScript.

Chim speaks English, French, Brazilian Portuguese, and Cantonese fluently. He can also communicate in Mandarin when required.

He holds an MBA from the Richard Ivey School of Business at Western and he has a bachelor degree in Economics from University of Sao Paulo, Brazil. He loves in solving business-technology problems for business and non-profit organisations.



Yanick Landry | Vice
Chair

President, Toronto Gay
Ski and Snowboarding
Club

President, Toronto Gay
Sailing Club

Member, Toronto Lesbi-
an and Gay Tennis As-
sociation

History

- 2014 – Director, Mem-
bership and Member
Services

Committees

- Executive
- Finance
- Board Development
- Membership
- Member Services
- Games
- Pride / SportZone
- Scrum
- Marketing
- Communications and
Public Relations

Yanick Landry is the current president of both the Toronto Gay Ski and Snowboarding Club, and of the Toronto Gay Sailing Club. Under his direction, both organisations joined OUTSPORT TORONTO, which afforded him greater insights into the needs of the LGBTQ Sport's Community.

While "coming out" late to the sport world, Yanick has been a long-time activist of LGBTQ rights, a founder and first director of the McGill Gay and Lesbian Legal Information Clinic, a first in North America, while a second year law student, convincing the faculty to grant graduating students credits for volunteer hours. He acquired his LL.B and BCL from McGill University where he joined the diving team, before studying for a Masters in Copyrights and Intellectual Property at Université Paris XI.

While his childhood memories of organised sports remain of the bullying type, he took to individual sports: swimming, windsurfing, biking, rollerblading and x-country running in the summer; downhill and x-country skiing in the winter. He also added snowboarding to his winter activities and has recently become an avid fly-fisher in the summer to spend more time with his Dad.

Balancing his career as a talent agent and partner at Newton Landry Management - one of Canada's foremost talent agencies - with his family life with husband of twenty-one years Tommy and their adopted greyhound daughters Geisha and Stella, Yanick has previously dedicated his volunteer hours as president of the Talent Agents and Managers Association of Canada (TAMAC) and Greyhounds in Need of Adoption (GiNA).



Liz McLachlan | Director, Partnerships and Development

Member, Pink Turf Soccer League

History

- 2014 – Director, Fundraising

Committees

- Partnerships and Development (Chair)
- Member Services
- Marketing, Communications, and Public Relations

Liz is the Strategic Alliance Director on the TELUS Customer Solutions team, managing the partnerships with a number of TELUS' strategic business partners. Liz joined TELUS in January 2007.

As Alliance Director, Liz oversees the go-to-market partnership and strategy between key strategic partners and TELUS. Her key responsibilities include creating a strategic relationship driving profitable revenue growth, and leveraging partner and TELUS' market presence and core competencies to enable differentiated solutions for clients. Some of the key partners she currently manages are Microsoft, Accenture, VOX Mobile, HP, IBM, and EMC.

Liz also has over 15 years of experience in high technology, software, and telecommunications sectors. Prior to TELUS, Liz worked at Hewlett-Packard for almost eight years in various sales, business development, and global alliance management roles. Liz also has extensive sales and business development experience from working at PeopleSoft, Bell Mobility, and Intrawest.

Liz was a founding member of the TELUS LGBTQ Employee Resource group called 'Spectrum' and is an active member in the Toronto Chapter. She is also Co-Chair of the GTA chapter of Women's Connections, the TELUS Employee Resource Group for women. Liz sat on the Board of Directors for Community One Foundation for two and a half years, where she co-chaired the Fundraising Committee. Liz was an advisor to the Board of "Out on Bay Street" for three years. Out on Bay Street's is a not-for profit organisation where the mission is to provide effective opportunities and resources for our future LGBTQ leaders amongst Canada's business, law and technology space. Liz has been a frequent speaker in the LGBTQ Community and recently sat on a panel discussing Homophobia at an all-girls private high school in Toronto.

Liz attended the University of Western Ontario where she earned her Combined Honours Degree in Political Science and English. She has also completed executive management courses at The Richard Ivey School of Business, The Rotman School of Management, and the Tuck School of Business at Dartmouth. Liz recently completed the Not-for-Profit Governance Essentials Program jointly put on by

Institute of Corporate Directors and Rotman School of Management.

Liz is a member of Women's Executive Network where she completed a mentoring program called Wisdom II, and has also frequently volunteers at her daughter's elementary school.

Liz lives in Toronto and remains active by playing in the Pink Turf Women's Soccer league for the past three years. While at The University of Western Ontario, Liz played varsity soccer as Goalkeeper. Growing up in Guelph, Liz played competitive softball and her team won the National Championships in 1987 which resulted in her and the team being nominated to The Guelph Sports Hall of Fame. She enjoys golf, skiing, cycling, spinning, and spending time with her nine year old daughter. She tries to keep up with her daughter Grace who is an exceptional cross country runner, skier, who also is into hip hop dance and ball hockey.



Catherine Meade | Director, Games Committee

Member, Toronto Gay Football League

History

- 2013 – Director, Games Committee
- 2012 – Director, Games Committee

Committees

- Games (Chair)

Catherine Meade earned a B.P.E. degree from McMaster University; an M.A. degree focused on sport administration and management from the University of Alberta; and an LL.B. degree, cum laude, from the University of Ottawa.

Catherine has a long history of involvement in the LGBT movement. She was the President of Womonspace, a lesbian social and recreational organisation in Edmonton in the early 1990's. She attended the 1990, 1994, 1998 and 2002 Gay Games. As well, she led city teams preparing for each of those Gay Games and was a member of Toronto's Bid Team to host the 2002 Gay Games.

In 2004, Catherine became a founding board member and Co-President of the Gay & Lesbian International Sport Organisation (GLISA). As such, she oversaw the delivery of the 2006 World Outgames in Montreal, the 2005 North American Outgames in Calgary and the 2008 Asia-Pacific Outgames in Melbourne. In addition, Catherine served on the Site Selection Committee for the 2009 World Outgames in Copenhagen.

Catherine also has an extensive volunteer background in mainstream sport, the highlights of which include working with the 1993 World University Games, the 1994 Commonwealth Games, the 1996

Olympic Games and the 1999 and 2011 Canada Winter Games.

Through the years, Catherine has served on the boards of the National Association of Women & Law, the Metropolitan Community Church Toronto, the Nova Scotia Rainbow Action Project, and numerous other community organisations such as women’s shelters and the Black Educators’ Association.

Before commencing her law degree, Catherine worked as a human rights/equity professional for eight years with organisations such as: the Canadian Human Rights Commission, Acadia University and the Nova Scotia Barristers’ Society.



Darin Sameshima | Director, Membership

Member, Toronto Gay Ski and Snowboard Club

Member, Toronto Gay Sailing Club

Committees

- Membership (Chair)
- Member Services
- Games
- Pride / SportZone
- Scrum

Darin Sameshima has always had a passion for medicine and healthcare, which led him into the field at an early age. Darin has been on staff at what is now Trillium Health Partners for the past 18 years, with experience ranging from clinical to enabling services and currently holds the position of Senior Consultant in Organisational Development across the Mississauga Hospital, Credit Valley Hospital and Queensway Health Centre. In his current role, Darin works with leaders across the organisation to elevate performance against the organisational strategic goals and objectives, and to gain traction on metrics that ultimately enhance the way care is delivered. Darin holds a Bachelor of Science Degree from the University of Toronto, a Masters Certificate in Healthcare Leadership from Cornell University, and is a Certified Health Executive with the Canadian College of Health Leaders.

Darin is new to the LGBT sports arena and was parachuted into the scene joining the Toronto Gay Ski and Snowboarding Club in January 2015. Darin describes the experience as “profound,” and as a result he participated in every event hosted by the club. The inviting, inclusive nature of the club has prompted Darin to become more broadly involved, with the hopes of replicating this experience for others across the LGBT sports spectrum. As the skiing season closes, Darin is excited to take on his new role as Director of Racing and Regattas for the Toronto Gay Sailing Club.

From a sports perspective, while being independent in nature and due to the feeling of exclusion from team sports, Darin gravitated

towards sports in which he could excel as an individual. Darin started both skiing and sailing at an early age, competing at various levels in Canada and the United States. Darin is a Level II ski instructor and spent his teenage years teaching on the weekends. In the summer Darin taught sailing and continued to evolve his racing skillset on the J-24 and Melges 24 circuit.

Complementing his in-hospital work, Darin is the Principal of Shark Island Health, an independent Toronto-based healthcare consulting firm. In his downtime and driven by his love of dogs, Darin is also the owner of a private dog training company, Off the Leash – Dog Training Academy, of which his furry companion Cooper is a graduate.



Nicole Schmidt | Secretary

Member, Downtown Swim Club

Committees

- Executive

Nicole Schmidt moved to Toronto from Peterborough where she was completed her BA in History and Women’s Studies at Trent University, and the Law Clerk programme at Fleming College. Her full-time career with a leading Toronto law firm has her engaged in all aspects of supporting a vibrant legal practice, from trial preparations to ensuring legal filings are done properly and in a timely fashion.

Nicole was active in sports throughout her university career, both competitively and recreationally. She also worked as a lifeguard, swim instructor, and Aquafit instructor for over ten years. Upon moving to Toronto, Nicole’s love for aquatics and her competitive spirit (and probably pining for the smell of chlorine) paired her with the Toronto Triggerfish Water Polo team. She is into her second year with the club and is a member of the Executive as the Recreation Representative.

Nicole has enjoyed the challenge of taking on a new sport and has brought that used that excitement of new opportunities into other aspects of her life. Nicole’s enthusiasm for sport and fitness has led her to **OUTSPORT TORONTO**. As one of the board’s newest member, she is excited to work with an organisation whose values are in line with her own.



Shawn Sheridan | Chair
Member, Toronto Gay
Sailing Club

History

- 2010 –2014 - Chair

Committees

- Executive (Chair)
- Finance
- Partnerships and Development
- Board Development (Chair)
- Pride / SportZone
- Scrum
- Information Technology
- PrideHouseTO
- Marketing
- Communications and Public Relations

Shawn has been involved in sport in various capacities for more than 30 years. He spent over 15 years actively involved in aquatics including as a National Lifeguard Service examiner, 14 years as an avid rock climber, nine years as a horseman, is a sailor, cross-country skier, and has dabbled in running, squash, and other sports activities.

The representative of Crag Crux Climbers, he was involved in the formation of **OUTSPORT TORONTO** as a member of the governance committee starting in 2009, and became **OUTSPORT TORONTO**'s first Chair in June of 2010. In addition to his long service to LGBT sport and recreation, Shawn sat on the board of Fife House for four years, serving on its finance and development committees.

Outside of sport, Shawn earned an Honours Co-op Bachelor of Mathematics degree from the University of Waterloo in Computer Science. He has held a number of executive-level information technology positions with national and international financial services firms, has worked in a variety of other industries including consumer packaged goods, retail, insurance, information technology consulting, and financial audit during his 28-year career, and runs his own information technology consulting company.

Motion: To acclaim the following individuals to the cited board positions:

1. Shawn Sheridan as Chair
2. Yanick Landry as Vice Chair
3. Nicole Schmidt as Secretary
4. Lyle Brockman as Treasurer
5. Chim Kan as Director
6. Liz McLachlan as Director
7. Catherine Meade as Director
8. Darin Sameshima as Director

SCHEDULE A: DETAILED AGENDA

1. Call to order and welcome.
2. **Motion:** To accept of the minutes of the third Annual General Meeting of **OUTSPORT TORONTO** of 6 June 2014.
3. Presentations by the directors:
 - a. Year in Review – Shawn Sheridan.
 - b. Financial Statements – Secretary Treasurer, Lyle Brockman.
 - i. **Motion:** To accept the Annual Report of **OUTSPORT TORONTO** for the year ended 31 December 2014.
 - c. Question period for 2014 results.
 - d. Looking forward – Yanick Landry.
 - e. Question period for 2015 and beyond.
4. Bylaw Amendments – Chair, Shawn Sheridan
 - a. **Motion:** To change the wording of **OUTSPORT TORONTO**'s bylaws paragraph number 32(a) so that it reads, "The Chair, Vice Chair, Secretary, Treasurer and elev-
en other persons are the directors of OutSport Toronto."
 - b. **Motion:** To change the wording of **OUTSPORT TORONTO**'s bylaws paragraph number 32(c) so that it reads, "Quorum for the Board shall be a majority of the filled
director positions."
 - c. **Motion:** To change the wording of **OUTSPORT TORONTO**'s bylaws paragraph number 29(b) so that it reads, "Where a director is a member in good standing of a member Sports Organisation, no more than three other persons who are also members in good standing from the same member Sports Organisation may be directors unless the latter persons are the nominees of other Sports Organisations and are thus representing the interests of those other Sports Organisations."

- d. **Motion:** To change the wording of **OUTSPORT TORONTO**'s bylaws paragraph number 29(c) so that it reads, "At least a simple majority of the directors must be persons which meet the requirements of 29(a)(i)."²
- e. **Motion:** To change the wording of **OUTSPORT TORONTO**'s bylaws paragraph number 29(a)(ii) so that it reads, "they are not a member of a member Sports Organisation but they nonetheless support the objects as set out in the letters patent or supplementary letters patent of OutSport Toronto and they are actively involved in sport."

5. Election of Directors – Chair, Shawn Sheridan.

- a. **Motion:** To acclaim the following individuals to the cited board positions:
 - i. Shawn Sheridan as Chair,
 - ii. Yanick Landry as Vice Chair,
 - iii. Nicole Schmidt as Secretary,
 - iv. Lyle Brockman as Treasurer,
 - v. Chim Kan as Director,
 - vi. Liz McLachlan as Director,
 - vii. Catherine Meade as Director, and
 - viii. Darin Sameshima as Director.

6. Other business.

7. Adjournment:

- a. **Motion:** To adjourn this fifth Annual General Meeting of Members.

² Paragraph 29(a)(i) states that a person is eligible to be a director of **OUTSPORT TORONTO** if they are a member in good standing of a member Sports Organisation and have been endorsed by that member Sports Organisation's governing body to be a candidate for being a director of OutSport Toronto.

SCHEDULE B: PROXY VOTING POLICY

Section 28 of the by-laws of **OUTSPORT TORONTO** states as follows:

- (a) A Sports Organisation member in good standing with that member's nominee present at a meeting of members is entitled to one vote, cast by that member's nominee, who is entitled to speak and vote, and in all other respects exercise the rights of a member.
- (b) Voting is by show of hands.
- (c) Voting by proxy is permitted provided that there is a well-documented process in place as approved by the directors, and published at least with the same notice period as that for general meetings per 73(c), the publication of which must include all forms, materials, and other artefacts required to effect the proxy-voting process. Furthermore, that process must reasonably ensure the integrity of any votes cast by proxy.
- (d) In the case of a tie vote, the chair has a casting, or second, vote, in addition to the vote to which he or she may be entitled as a nominee.

A nominee of a sports organisation may appoint as a proxy any other member in good standing of that sports organisation to vote on behalf of the sports organisation at a general meeting of **OUTSPORT TORONTO** including an annual general meeting. The proxy may vote on any business as may be properly placed before the meeting.

The board of directors of **OUTSPORT TORONTO** ("Board") shall circulate to all member organisations a written voting proxy form prepared by the Board or its delegate at least three weeks prior to an annual general meeting. In the case of a general meeting that is not an annual general meeting, the Board shall circulate to all member organisations a written voting proxy form with as much advance notice as is reasonable.

The nominee must sign the voting proxy in the prescribed form. The voting proxy form must also be signed by a signing officer of the sports organisation unless the signing officer is the nominee.

A nominee of a sports organisation may vote electronically on any matter properly placed before a general meeting providing the vote is submitted at least 24 hours before the meeting is held. The Board shall set out in the notice of the meeting any motions upon which there is expected to be a vote. In the case of an annual general meeting the Board shall give at least three weeks' notice of any motions upon which there is expected to be a vote. In the case of any other meeting, the Board shall give as much advance notice as is reasonable.

It is understood that a nominee who votes electronically will not be in a position to vote on any motions arising during the course of a meeting unless the nominee or his or her proxy attends the meeting.

Electronic voting shall take place as follows:

1. Voting will take place through **OUTSPORT TORONTO**'s website.
2. Nominees who wish to vote electronically must log in to the website using their login ID and password.
3. All nominees will be informed of the URL at which can be found the electronic voting form.
4. Electronic voting will take place during the period indicated on the voting form, which will commence no later than two weeks and one day before the general meeting, be at least two weeks in length, and cease no later than 24 hours before the general meeting.
5. A nominee can change his / her vote as many times as he / she wishes by editing his / her submission up until the electronic voting close date. She / he can also delete her / his electronic vote up until that date. After that time, a nominee will not be able to vote electronically, nor will he / she be able to change or withdraw his / her electronic vote, which will stand as he / she cast it for the AGM.

Where a nominee has appointed a person to act as their proxy, the proxy must register with the Secretary of **OUTSPORT TORONTO** no later than 30 minutes prior to the start of the general meeting at which that proxy is acting in order for the proxy to be valid. Where a proxy registers within 30 minutes of the start of the general meeting at which that proxy is to act, acceptance of the proxy is at the sole discretion of the Secretary of **OUTSPORT TORONTO**. Proxies must bring photo-ID to validate their identity.

All proxies – including electronic proxies – shall count toward the quorum requirements set out in the bylaws of **OUTSPORT TORONTO**.

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