



Notice and Information Circular for the Fourth

ANNUAL GENERAL MEETING OF MEMBERS

Wednesday, 7 May 2014

7:00pm

Mattamy Athletic Centre

Your participation is important!



Dear Members:

We invite you to attend **OUTSPORT TORONTO**'s fourth Annual General Meeting of Members, which will be held at Mattamy Athletic Centre in Toronto at 7:00pm on Wednesday, 7 May 2014. We and our colleagues on the board of directors look forward to meeting you, presenting our view of **OUTSPORT TORONTO**'s activities for 2013, and outlining our plans for the future. We hope you can join us!

Please take the time to read this document and the Annual Report for 2013. 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's membership be represented in the voting.

Sincerely,

Shawn D. Sheridan
Chair of the Board

Darlene Homonko
Vice Chair of the Board

CONTENTS

Agenda	1
Voting	2
Who Can Vote?	2
Voting Process	2
Business of the Meeting	3
Call to Order and Acceptance of Prior AGM Minutes	3
Year in Review and Financial Statements.....	3
Looking Forward.....	3
Election of Directors.....	4
Schedule A: Detailed Agenda	11
Schedule B – Proxy Voting Policy	12

AGENDA

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

When: Proxy registration – Wednesday, 7 May 2014, 6:00pm – 6:30pm.
Nominee registration – Wednesday, 7 May 2014, 6:30pm – 7:00pm.
Meeting Commences – Wednesday, 7 May 2014, 7:00pm.

Where: Eggy's Summit Conference Room, 3rd Floor, Mattamy Athletic Centre, 50 Carlton Street, Toronto, Ontario.

Our meeting will cover:

Year in Review: We will cover **OUTSPORT TORONTO**'s performance for the 2013 year, including reviewing the financial statements for the year ended 31 December 2013.

Looking forward: We will present our plans for 2014 and beyond.

Election of Directors: Nominees will elect directors to our board. In the **Election of Directors** section on page 4, 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 the Annual General Meeting.

On Behalf of the Board



Beth Beattie
Secretary

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 2014 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 2013, at the location of the AGM.

Voting Process

Voting Electronically by the Nominee

A nominee may vote electronically up to midnight on 5 May 2014. Electronic voting may be done by the nominee logging into **OUTSPORT TORONTO**'s website and navigating to www.OutSportToronto.org/forms/2014-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 2014, 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 6 June 2013 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-2013 . Please log in to the website to access those minutes.

Motion: To accept of the minutes of the third Annual General Meeting of **OUTSPORT TORONTO** of 6 June 2013.

Year in Review and Financial Statements

2013 was **OUTSPORT TORONTO**'s fourth year of operation. An annual report for 2013 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 2013. Highlights from the annual report will be covered, and questions from the floor will be entertained. The 2013 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 2013.

Looking Forward

Objectives and plans for 2014 and beyond will be presented. Again, questions from the floor will also be entertained following this portion of the meeting.

Election of Directors

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



Beth Beattie | Secretary

Member, Downtown
Swim Club

History

- 2013 – Secretary
- 2012 – Secretary

Committees

- Executive
- Pride / SportZone
- PrideHouseTO

Born in Toronto, Beth grew up playing many sports. She played college basketball and soccer while in university at King's College, Halifax. Upon returning to Toronto to start her career, Beth played with Pink Turf and Rainbow Hoops.

An experienced scuba diver, Beth has a love of water. She has been swimming with the Downtown Swim Club for many years. She played water polo with the Toronto Triggerfish for five years. She has attended the International Gay and Lesbian Aquatics Association tournaments in Washington, DC and Reykjavik, Iceland as well as the World Games in Antwerp, Belgium.

A keen runner, Beth has participated in many road races including the Boston Marathon. In recent years, she has focussed on trail racing, earning top honours in her age category in 2011 at the Southern Ontario 5 Peaks Trail Racing Series. Beth has taken part in many duathlons and triathlons.

Professionally, Beth was called to the bar in Ontario in 1994. As a litigator at Fasken Martineau, she gained experience in the areas of class actions, libel and slander, professional negligence and insurance defence. Seeing the drawbacks of traditional civil litigation, Beth returned to school to obtain a Master of Laws in alternative dispute resolution from Osgoode Hall in 2002.

Beth is currently counsel at the Ministry of Health and Long-Term Care where she practices in the areas of mental health, human rights and Ontario health insurance.

Being a team player is an integral part of Beth's life. She brings a collaborative approach to her work and to boards on which she sits as a director. She has been the secretary of **OUTSPORT** TORONTO since 2012.



David Carter | Treasurer

Independent

History

- 2013 – Treasurer
- 2012 – Secretary Treasurer, Treasurer

Committees

- Executive
- Finance Committee (Chair)
- Fundraising and Development

David Carter was attracted to **OUTSPORT TORONTO**'s mission, vision, and values, and decided he wanted to get involved. Active in swimming, cycling, running, and rollerblading, David has also been a contributor to the LGBT community volunteering for Fife House, and has many fond memories of being a 'Friendly Visitor' for Cabbagetown's Central Neighbourhood House, as well as fulfilling duties with its board.

OUTSPORT TORONTO is delighted to have David as Treasurer, as he is licensed in Canada as a Chartered Accountant (CA) and a Certified Management Accountant (CMA), and in the US as a Certified Public Accountant (CPA). David also holds a Bachelor of Science degree from the University of Waterloo.

As a seasoned executive, David is President of Canada Film Capital ('CFC') which is Canada's leading film and television tax incentive financing and administration company serving productions from coast to coast. CFC's client base includes the major American film and television studios as well as many of the US and foreign independent studios which come to Canada to produce film and TV projects. He is also Executive Vice President of CFC's sister company, Entertainment Partners (EP) Canada.



Darlene Homonko | Vice Chair

Independent

History

- 2013 – Vice Chair
- 2012 – Vice Chair

Committees

- Executive
- Partnerships and Advocacy (Chair)
- Finance
- Fundraising and Development

An athlete, lifelong competitor and fitness geek, Darlene Homonko started her athletic career playing basketball with the Quebec Basketball Federation in their junior and senior programs, rising to Captain of the Quebec team in the summer of 1980 and Vanier College in 1980-81. Having acquired a scholarship to play Division1 in the USA, she left Canada in 1981 to play the next four years at the University of Rhode Island. Lettering in three out of her four years where she was a swing guard and shooting forward, she helped a talented and determined WRAMS team upset Rutgers in the Atlantic 10 Conference Championship semi-final in 1984. Following her time in Rhode Island, Darlene assisted Dalhousie University as an Assistant Coach for the varsity basketball team in 1986-87.

A passionate Montreal Canadiens fan, Darlene has a love of hockey that goes back to when she was a very little girl. She finally had her opportunity to play the game when she moved back to Toronto in 1989. Over the next 23 years she played competitive hockey in Toronto, making it up to the A level and double BB where she played center and wing for a variety of teams in the GTA. A gifted goal scor-

- PrideHouseTO

er and unselfish play maker, she continues to play at the recreational level. While not playing hockey in the summer she developed a love for golf and as a competitive golfer regularly competed in the Toronto Star Amateur, Ontario Amateur and other GAO Team events during the period of 1998-2012. She currently is a member of the Trafalgar Golf and Country Club in Milton, Ontario.

In 2012, Darlene placed her fitness commitment and training ethic to the challenge of completing her first marathon which she did in Toronto last October. She is now planning to run her second one in Chicago in October 2013 and knows this may be a permanent thing.

"Sport has always been and continues to be such an important part of my life. Sport has helped me become the person that I am and the people I have met have helped shape my life and helped me realise my gifts. I believe we are meant to share those gifts and give back to the community that helped us get where we are and who still inspire us to go further and accomplish what we dare to dream."

Professionally, Darlene has over fifteen years' experience in life sciences commercialisation. She is a Senior Business Development Officer for the Samuel Lunenfeld Research Institute at Mount Sinai Hospital in Toronto, Ontario where she is actively engaged in commercialising new medical technologies. She began her career as a key member of Milestone Medica Corporation, an early stage Canadian Biomedical Venture Fund and has held senior management posts at the University of Toronto and at the Golden Horseshoe Bioscience Network where she was Executive Director and spearheaded the formation of a vibrant bioscience cluster. A natural at engaging people and developing partnerships, she has a strong background in intellectual property management, technology evaluation and business development for start-up companies and small businesses. Darlene holds a Ph.D., Neuroscience from the University of Toronto, Institute of Medical Sciences; a M.Sc., Kinesiology from Dalhousie University; and a B.Sc., Physical Education, Health, General Science from the University of Rhode Island.



Yanick Landry | Director, Membership and Member Services

President, Toronto Gay Ski and Snowboarding Club

President, Toronto Gay Sailing Club

Committees

- Membership and Member Services (Chair)
- Scrum
- Marketing, Communications, and Public Relations
- Games
- Pride / SportZone

Yanick Landry is the current president of the long-running Toronto Gay Ski and Snowboarding Club, and of the newly formed Toronto Gay Sailing Club. Under his direction, both organizations 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 organized 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 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, Fundraising and Development

Member, Pink Turf Soccer League

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

Committees

- Fundraising and Development (Chair)
- Marketing, Communications, and Public Relations

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 a member of the national planning committee and also provides leadership in women's outreach. She is also a member 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 organization 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 he 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 is the Director, Multi-Sport Games for the City of Toronto. In this role, she leads the Parks, Forestry and Recreation Division’s 2015 Pan/Parapan American Games Branch and had ultimate oversight over the 2012 Ontario Summer Games. She 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 Womospace, 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 Organization (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.



Shawn Sheridan | Chair

Member, Central Canada Gay Rodeo Association

Member, Toronto Gay Sailing Club

History

- 2013 – Chair
- 2012 – Chair
- 2011 – Chair
- 2010 – Chair

Committees

- Executive (Chair)
- Finance
- Fundraising and Development
- Partnerships and Advocacy
- Board Development (Chair)
- Pride/ SportZone
- Scrum
- PrideHouseTO

Shawn has been involved in sport in various capacities for more than 25 years. He spent over 15 years actively involved in aquatics including as a National Lifeguard Service examiner, 13 years as an avid rock climber, nine years as a horseman, is a sailor, cross-county skis, 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.

Outside of sport, Shawn has held a number of executive-level 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 27-year career, and runs his own web delivery and information technology consulting company.

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

1. Shawn Sheridan as Chair
2. Darlene Homonko as Vice Chair
3. Beth Beattie as Secretary
4. David Carter as Treasurer
5. Yanick Landry as Director
6. Liz McLachlan as Director
7. Catherine Meade as Director

SCHEDULE A: DETAILED AGENDA

1. Call to order.
2. **Motion:** To accept of the minutes of the third Annual General Meeting of **OUTSPORT TORONTO** of 6 June 2013.
3. Presentations by the directors:
 - a. Year in Review – Chair, Shawn Sheridan.
 - b. Financial Statements – Treasurer, David Carter.
 - i. **Motion:** To accept the Annual Report of **OUTSPORT TORONTO** for the year ended 31 December 2013.
 - c. Looking forward – Vice Chair, Darlene Homonko.
4. Election of Directors – Secretary, Beth Beattie.
 - a. **Motion:** To acclaim the following individuals to the cited board positions:
 - i. Shawn Sheridan as Chair,
 - ii. Darlene Homonko as Vice Chair,
 - iii. Beth Beattie as Secretary,
 - iv. David Carter as Treasurer,
 - v. Yanick Landry as Director,
 - vi. Liz McLachlan as Director, and
 - vii. Catherine Meade as Director.
5. Other business.
6. Adjournment:
 - a. **Motion:** To adjourn this fourth Annual General Meeting of Members.

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**.

OUTSPORT TORONTO is generously funded in part by the Ontario Trillium Foundation.



The Ontario Trillium Foundation is an agency of the Government of Ontario.