



**NOTICE OF ANNUAL GENERAL MEETING
OF THE MEMBERS OF
VOLUNTEER OTTAWA/BÉNÉVOLES OTTAWA**

Take notice that the Annual General Meeting (“**Meeting**”) of the members of **VOLUNTEER OTTAWA/BÉNÉVOLES OTTAWA** will be held as follows:

DATE: Thursday, May 23, 2019
TIME: 4:30 p.m. to 5:30 p.m.
LOCATION: BDO Boardrooms at United Way
363 Coventry Rd. Ottawa, ON K1K 2C5

The purpose of the Meeting is:

1. to consider and, if thought fit, to pass, with or without variation, the following resolutions, the full text of each of which is set out in Schedule “A”:
 - a. **Resolution 1** to receive the minutes of the May 17, 2018 Annual and Special General Meeting of Volunteer Ottawa;
 - b. **Resolution 2** to receive the audited financial statements of Volunteer Ottawa for the year ended December 31, 2018;
 - c. **Resolution 3** to appoint Baker Tilly Ottawa, Chartered Professional Accountants, as the auditors of Volunteer Ottawa until the close of Volunteer Ottawa’s next Annual General Meeting, and the Directors of Volunteer Ottawa are authorized to fix the auditor’s remuneration.
 - d. **Resolution 4** to confirm the election of the directors of Volunteer Ottawa, to serve as directors and to hold office until the next Annual General Meeting of members or until their successors are elected or appointed;
 - e. **Resolution 5** to confirm and sanction amendments to By-law No. 1.
2. to transact such other business as may properly come before the meeting.

In order to be effective each of Resolutions 1 to 4 must be approved by the affirmative vote of greater than 50% of the votes cast by members of Volunteer Ottawa, in each case in person or by proxy, at the Meeting. Resolution 5 must be approved by the affirmative vote of greater than 66 2/3 % of the votes cast by member of Volunteer Ottawa, in each case in person or by proxy, at the Meeting. Each member is entitled to one vote.

May 2, 2019

A member who is unable to be present at the Meeting may submit a completed and executed form of a proxy (attached as Schedule "B" to this Notice) by means of which such member appoints a proxy holder to attend and act on the member's behalf at the Meeting.

BY ORDER OF THE BOARD
Nancy Beerkens, Chair

SCHEDULE "A"

DRAFT 2019 RESOLUTIONS

**VOLUNTEER OTTAWA/BÉNÉVOLES OTTAWA
("Volunteer Ottawa")**

1. RECEIPT OF MINUTES

RESOLVED that the minutes of the May 17, 2018 Annual General Meeting of Volunteer Ottawa, is hereby received.

2. ORDINARY RESOLUTION - RECEIPT OF 2018 AUDITED FINANCIAL STATEMENTS

RESOLVED that the financial statements of Volunteer Ottawa for the financial year ended December 31, 2018, is hereby received.

3. ORDINARY RESOLUTION - APPOINTMENT OF AUDITOR

RESOLVED that Baker Tilly Ottawa, Chartered Professional Accountants, are hereby appointed auditors of Volunteer Ottawa until the close of the next annual meeting and the directors of Volunteer Ottawa are authorized to fix the auditor's remuneration.

4. ORDINARY RESOLUTION - CONFIRMATION OF DIRECTORS

RESOLVED AND CONFIRMED THAT

(a) Attiya Hirji, Dennis Jackson and Sugan Mannavarajan are hereby elected directors of Volunteer Ottawa to hold office until the 2021 annual meeting of the members of Volunteer Ottawa, or until their successors are elected or appointed,

(b) Nancy Beerkens, Lola Dubé-Quibell and Adrienne Vienneau be re-appointed as directors of Volunteer Ottawa for a two year term ending 2021 or until their successors are elected or appointed, and

(c) Anne Butler, Alice Kubicek, Asiyeh Norouzpour, Natalie Rumscheidt, Mahima Sharma, Jason Solomon, Evelyn Spence and Claudia von Zweck, directors of Volunteer Ottawa whose terms of office have not expired or are not up for renewal shall continue to serve as directors and to hold office until the next Annual General Meeting of members or until their successors are elected or appointed.

5. SPECIAL RESOLUTION – AMENDMENT TO BY-LAWS

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

Section 3.03 Termination of Membership be amended to read as follows:

Membership in the Corporation is terminated when:

- (a) the Member dies;
- ~~(b) automatically when the Member ceases to be a Director~~
- ~~(c) the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation~~
- (d) the Member is expelled by a vote of three-quarters (3/4) of the Members at an annual meeting or special general meeting;
- (e) the Member's term of membership expires, if any; or
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. ~~Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.~~

Section 5.05 Ceasing to Hold Office be amended to read as follows:

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.07, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as ~~a Member~~, an Officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

SCHEDULE "B"

PROXY FORM

**VOLUNTEER OTTAWA/BÉNÉVOLES OTTAWA
("Volunteer Ottawa")**

ANNUAL GENERAL MEETING

May 23, 2019

The undersigned member of Volunteer Ottawa hereby appoints

Claudia von Zweck, Corporate Secretary of the Board of Directors of Volunteer Ottawa, or instead of the foregoing,

(Enter name of member appointed as proxy in box above)

of the _____ of _____
(Enter one of: City/Town/Village/Hamlet) (Enter name of proxy's
city/town/village/hamlet)

in the Province of _____, (Enter name of proxy's province)
a member in good standing of Volunteer Ottawa

as proxy, with power of substitution, to attend and act for the undersigned and on behalf of the undersigned at the Annual General Meeting of the members of Volunteer Ottawa to be held on Thursday, May 23, 2019 at 4:30 p.m. at 363 Coventry Rd., Ottawa, ON K1K 2C5, and at any adjournments thereof, in the same manner, to the same extent and with the same powers as if the undersigned were present at the said meeting or any adjournments thereof, provided that the undersigned specifies and directs the person above named that the shares registered in the name of the undersigned shall be:

- (a) **VOTED FOR () or AGAINST ()** the approval of Resolution 1 receiving the minutes of the May 17, 2018 Annual General Meeting of Volunteer Ottawa;
- (b) **VOTED FOR () or AGAINST ()** the approval of Resolution 2 receiving the financial statements of Volunteer Ottawa for the financial year ended December 31, 2018;
- (c) **VOTED FOR () or AGAINST ()** the approval of Resolution 3, the full text of which is set out in Schedule "A" attached to the Notice of Annual General Meeting, approving the appointment of Baker Tilly Ottawa, Chartered Professional Accountants, as auditors of Volunteer Ottawa;

- (d) **VOTED FOR () or AGAINST ()** the approval of Resolution 4, the full text of which is set out in Schedule “A” attached to the Notice of Annual General Meeting. (a) Attiya Hirji, Dennis Jackson and Sugan Mannavarajan are hereby elected directors of Volunteer Ottawa to hold office until the 2021 annual meeting of the members of Volunteer Ottawa, or until their successors are elected or appointed. (b) Nancy Beerkens, Lola Dubé-Quibell and Adrienne Vienneau be re-appointed as directors of Volunteer Ottawa for a two year term ending 2021 or until their successors are elected or appointed, and (c) Anne Butler, Alice Kubicek, Asiyeh Norouzpour, Natalie Rumscheidt, Mahima Sharma, Jason Solomon, Evelyn Spence and Claudia von Zweck, directors of Volunteer Ottawa whose terms of office have not expired or are not up for renewal shall continue to serve as directors and to hold office until the next Annual General Meeting of members or until their successors are elected or appointed.
- (e) **VOTED FOR () or AGAINST ()** the approval of Resolution 5, the full text of which is set out in Schedule “A” attached to the Notice of Annual General Meeting to confirm and sanction amendments to By-law No. 1
- (f) **VOTED** on such amendments to the foregoing matters and on such other matters as may properly be brought before the meeting.

This proxy revokes any proxy previously given.

DATED _____, 2019.

(Signature of Member or authorized signatory)

Name of Member (please print)

INSTRUCTIONS: VOTING BY PROXY

When is a proxy used and how?

The Volunteer Ottawa/Bénévoles Ottawa Bylaw allows a member in good standing to vote at the Annual General Meeting (“**Meeting**”).

When a member is unable to attend the Meeting but wishes to vote on the matters at the Meeting that require a vote by the members, s/he may vote by means of a proxy by appointing a person to vote in his/her place who will be attending the Meeting. A proxy form allows a Member to appoint another Member in good standing of Volunteer Ottawa/ Bénévoles Ottawa to vote in his/her place who is present at the Annual Meeting. A proxy form has been approved by the

Volunteer Ottawa/ Bénévoles Ottawa Board for such appointments and shall be used by the member to appoint his/her representative.

A member may choose to designate a Member in good standing of Volunteer Ottawa/Bénévoles Ottawa who will be present at the Meeting to represent him/her for the purposes of voting at the Meeting or s/he may elect to appoint the Corporate Secretary of the Board of Directors to vote on his/her behalf. If a member chooses to name a person who is not the Corporate Secretary, s/he must write that person's name on the proxy form.

How can I deposit my proxy form with Volunteer Ottawa?

We encourage members who wish to vote by proxy to deposit their proxy form with the Volunteer Ottawa/Bénévoles Ottawa Office – see instructions below – no later than 11:59 p.m. EST on Wednesday, May 22, 2019 in order that the organizers of the Meeting are allowed sufficient time to effectively plan for the Meeting. Proxy forms **MUST** be deposited with the Corporate Secretary of the Volunteer Ottawa/Bénévoles Ottawa Board of Directors before any formal vote at the Meeting in order for the member's representative to be eligible to vote at the meeting.

Depositing your Proxy by regular mail or courier

Print a copy of the proxy form and check off the appropriate box to appoint either the Volunteer Ottawa/Bénévoles Ottawa Board Corporate Secretary or write in the name of the person who will be present at the Meeting and whom you appoint to be your representative for voting purposes at the Meeting. Completed proxy forms must be mailed to the attention of the Volunteer Ottawa/Bénévoles Ottawa Corporate Secretary of the Board. See address below:

**Corporate Secretary of the Board of Directors (Proxy)
c/o Volunteer Ottawa/Bénévoles Ottawa
850 Industrial Avenue, Unit 17F, Ottawa, Ontario K1G 4H3
Attention: Marie Eveline on behalf of Board Corporate Secretary**

Depositing your Proxy by Electronic Means

Scan your proxy form and send to Marie Eveline, Executive Director at executivedirector@volunteerottawa.ca.

Does Participation by Proxy Count towards Quorum at the Meeting?

When a member of Volunteer Ottawa/Bénévoles Ottawa appoints a representative to vote on his/her behalf at the Meeting, each proxy counts towards determining quorum at the meeting.

How Will My Proxy Vote Be Made at the Meeting?

Proxies duly deposited will be collected by the office and delivered to the Corporate Secretary at the site where the Meeting will be held. According to Volunteer Ottawa/Bénévoles Ottawa Bylaws, at all meetings of Members, every question shall be decided by a show of hands unless otherwise required by the

Bylaw or unless a poll is required by the Chair or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, or proxy holder for a Member entitled to vote, present in person shall have one (1) vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration will be made by the Chairman that a resolution has been carried or lost by a particular majority and an entry will be made into the Minutes of the Meeting and inserted into the Minute Book of Volunteer Ottawa/Bénévoles Ottawa to that effect.

When Must I Deposit My Proxy?

It would be appreciated if you could kindly deposit (“deposit” means “arriving at the corporation’s office”, regardless of the time you initiated delivery) your proxy by Wednesday, May 22, 2019 (and no later than 11:59 p.m. EST that day). Proxies may also be delivered directly to the Corporate Secretary at the Meeting prior to 4:30 p.m.

How will I know if my Proxy arrived?

If you deposit your Proxy regular mail or electronically, call Marie Eveline of Volunteer Ottawa/Bénévoles Ottawa, at **613-736-5266 ext 155** to confirm receipt.

What if I have questions about the proposed motions?

Call Marie Eveline, Executive Director of Volunteer Ottawa at **613-736-5266 x 155**.

IMPORTANT: It is YOUR responsibility to ensure that the member you wish to appoint as your Proxy is a member in good standing! Any proxy appointing someone who is not a member in good standing will not be recognized.