



## MANAGEMENT INFORMATION CIRCULAR

### WHAT'S INSIDE:

<b>Letter to Members</b>	.....	<b>2</b>
<b>Voting Information</b>	.....	<b>3</b>
<b>Notice of Annual General Meeting</b>	.....	<b>5</b>
<b>Form of Proxy</b>	.....	<b>6</b>
<b>Matters to be acted upon at Annual General Meeting</b>	.....	<b>8</b>

## PICKERING SOCCER CLUB INFORMATION CIRCULAR

---

### OPEN LETTER TO MEMBERS

October 10, 2018

Dear Member,

You are invited to Pickering Soccer Club's 2018 Annual General Meeting (for the fiscal year October 1 2017 to September 30 2018) which this year will be held on Wednesday November 21, 2018 at 7:00 p.m. at the Pickering Soccer Centre, 1975 Clements Road in Pickering, Ontario. Registration will open at 6:00 p.m.

This meeting is your opportunity to:

- Hear firsthand about our performance in 2017-18, our 34<sup>th</sup> year;
- Hear our strategy for future growth and planned response to Ontario's changing soccer landscape;
- Vote in person on the items of business brought before the meeting; and
- Meet the Board of Directors and senior management, including newly hired staff, and fellow members.

We email a copy of our Information Circular to all of our registered members. The management information circular contains important information about voting, what the meeting will cover, and the nominated directors for this year's elections. You can also find our disclosure documents available for viewing at our office.

Your vote and participation are important to us. If you cannot attend the meeting in person, we encourage you to vote by proxy.

We look forward to seeing you on November 21, 2018.

Yours in Soccer,

*Corrado Roccasalva*

Corrado Roccasalva  
President  
Pickering Soccer Club

*Ed Whitehead*

Ed Whitehead  
Executive Vice President  
Pickering Soccer Club

## VOTING INFORMATION

### ***Solicitation of Proxies***

**This Management Information Circular is furnished in connection with the solicitation, by the Board of Directors (the "Board") of the Pickering Soccer Club Inc., (the "Corporation") of proxies for use at a Special General Meeting of the members to be held at the time and place and for the purposes set forth in the attached notice of meeting (the "Meeting") or at any adjournment thereof.** The solicitation will be primarily electronic, but proxies may also be solicited personally, by advertisement or by telephone, by directors, officers or employees and volunteers of the Corporation without special compensation.

### ***Appointment of Proxyholder***

The persons named in the accompanying form of proxy are members in good standing of the Corporation. Each member may choose to name their own proxyholder rather than the name(s) provided.

**Each member has the right to appoint as proxyholder a person over the age of eighteen (18), (who need not be a member of the Corporation) to attend and act on the member's behalf at a Meeting or at any adjournment thereof by inserting the name of the person in the blank space provided on the enclosed form of proxy or by completing another form of proxy.**

Parents and guardians, as proxyholder for their minor children, **must** complete and place on deposit with the Corporation, a form of proxy up to 48 hours (excluding Saturdays, Sundays and holidays) prior to the start of the meeting or any adjournment.

Where the member is a minor, the minor together with a parent or guardian, may appoint a person over the age of eighteen (18), who need not be a member of the Corporation to act on the minor's behalf.

### ***Right of Revocation***

A member who has given a proxy may revoke it by providing a letter, in writing, signed by the member, at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or the last business day preceding the day of any adjournment of the Meeting, or with the Chair of the Meeting on the day of, and prior to the start of, the Meeting or adjournment.

A member may also revoke a proxy in any other manner permitted by law, including attending the Meeting in person.

### ***Voting of Proxies***

On any ballot that may be called for, the vote(s) represented by a properly executed proxy given in favour of the person(s) in the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions given on the ballot, and if the member specifies a choice with respect to any matter to be acted upon, the vote(s) will be voted accordingly.

**The enclosed form of proxy confers discretionary authority upon the person(s) named therein with respect to amendments to matters identified in the accompanying Notice of Meeting and with respect to any other matters which may properly come before the Meeting or any adjournment.**

As of the date of this Circular, the Board of Directors is not aware of any such amendment or other matter to come before the Meeting. However, if any amendments to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to the Board should properly come before the Meeting or any adjournment, the vote(s) represented by properly executed proxies given in favour of the person(s) in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority.

### ***Validity of Proxies***

A proxy will not be valid unless, it is dated and signed by the member, or their attorney. If the proxy is executed by an attorney then the instrument (or a notarial copy thereof) empowering the attorney to execute the proxy must accompany the proxy.

**In compliance with the Ontario Corporations Act, section 84(5) the Directors have fixed a time of 48 hours (excluding Saturdays, Sundays, and holidays) preceding any meeting or adjourned meeting of**

## PICKERING SOCCER CLUB INFORMATION CIRCULAR

---

**members before which time proxies to be used at the meeting must be deposited with the company in order to be considered valid.**

### **Record Date**

The Board has fixed **September 1, 2018**, as the record date for the purpose of determining holders of votes entitled to receive notice of and to vote at the Meeting. Any holder of votes of record at the close of business on the record date is entitled to vote the votes registered in such member's name at that date on each matter to be acted upon at the Meeting.

### **New Business**

No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board.

### **Relevant By-Laws**

Except as otherwise noted in this Circular, a simple majority of the votes cast at the Meeting, whether in person, by proxy or otherwise, will constitute approval of any matter submitted to a vote.

#### **By-Law 7-6 - VOTING** (in part)

Regular Members who:

- Are not Board members
- Have reached the age of 18 years
- Have paid all applicable Registration Fees
- Are in good standing with the Club,

shall be eligible to vote on their own behalf or be represented by a Proxy at Annual and Special General Meetings of the Club.

Regular Members who:

- Are under the age of 18 years.
- Have paid all applicable Registration Fees
- Are in good standing with the Club,

shall **not** be eligible to vote on their own behalf but they may be represented by a Proxy at Annual and Special General Meetings of the Club.

**An Eligible Voter shall be given a single vote on any motion.**

A Proxy is only valid for the specific Annual or Special General Meeting for which it has been registered.

#### **BY-LAW 7-1 – ANNUAL GENERAL MEETING** (in part)

With regard to AGM Quorum:

No less than twenty-five (25) Members who are Eligible Voters at the Annual General Meeting, as per the Voting By-Law, shall form a Quorum.

PICKERING SOCCER CLUB INFORMATION CIRCULAR



**NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS**

**TAKE NOTICE** THAT AN ANNUAL GENERAL MEETING OF THE REGULAR MEMBERS OF *PICKERING SOCCER CLUB INC.* WILL BE HELD AT THE **PICKERING SOCCER CENTRE ON WEDNESDAY NOVEMBER 21st, 2018 AT 7:00 PM** (registration begins at 6pm) LOCAL TIME, FOR THE FOLLOWING PURPOSES:

1. To receive the Consolidated Financial Statements and Auditor's Report for the fiscal year ended **September 30, 2018**;
2. To appoint the auditors of the Company for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditors;
3. To elect the directors of the Company;
4. To transact such other business that may properly come before the Annual General Meeting.

Details of the above items are contained in the accompanying Management Information Circular which forms a part of this notice. A copy of this notice and the Circular is posted on the club website.

Members registered on the books of the Corporation at the close of business on **September 1, 2018**, are entitled to notice of and to vote at the meeting. Voting members who are unable to attend the meeting in person are urged to sign and return the enclosed form of proxy to the Secretary of the Corporation using one of the methods outlined on the proxy. All current members are also cordially invited to attend the meeting.

**EXERCISE YOUR RIGHT TO VOTE**

If present in person and voting at the meeting, proxies will become void and members may vote personally on all matters properly brought before the meeting.

**PLEASE NOTE: No previously authorized form of proxy will be considered valid at the Annual General Meeting.**

We sincerely hope you will attend the members meetings. As a substantial representation of the members is required, kindly sign and return the form of proxy accompanying this notice by the options identified on the proxy form to ensure your representation at the meeting whether or not you are able to personally attend.

*Rozyn Lavoie*

Roz Lavoie, Club Secretary

Dated at Pickering, Ontario the **5<sup>th</sup> day of October, 2018.**

## PICKERING SOCCER CLUB INFORMATION CIRCULAR



### FORM OF PROXY

**Annual General Meeting to be held on Wednesday November 21, 2018.**

#### THIS PROXY IS SOLICITED BY MANAGEMENT

#### **Proxy Instructions:**

- 1. A REGULAR MEMBER HAS THE RIGHT TO APPOINT AS HIS/HER PROXYHOLDER A PERSON OVER THE AGE OF 18 (WHO NEED NOT BE A MEMBER), BY INSERTING THE NAME OF SUCH OTHER PERSON IN THE BLANK SPACE PROVIDED.**
2. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided.
3. UNDER THE *PICKERING SOCCER CLUB INC.* BY-LAWS, REGULAR MEMBERS ARE DEFINED AS:
  - Registered players, Board members, Coaches, Volunteers (OSA Registered)
4. This form of proxy must be executed by the member in writing. If this form is not dated in the blank space provided, it is deemed to bear the date on which it was emailed to the member.
5. The proxy must be signed in the exact manner the name of the member appears in the OSA registration system.
6. The vote(s) represented by this proxy will be voted or withheld from voting in accordance with the instructions of the member on any ballot that may be called for. In the event that a choice is not specified by the member in regard to the appointment of auditors or the election of the directors, the votes represented by this proxy will be voted for the appointment of auditors and the election of directors.
7. In the event that a choice is not specified by the member in regard to voting for or against such matters noted herein, this proxy will be voted as if the holder had voted FOR the matter(s).
8. This proxy confers discretionary authority in respect to matters identified in the Notice of Meeting or other matters that may properly come before the meeting. As at **Friday, October 5th, 2018** the Board of Directors is not aware of any such amendment or other matter to come before the Meeting. However, if any amendments to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to the Board should properly come before the Meeting or any adjournment, the vote(s) represented by properly executed proxies given in favour of the person(s) in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority.
9. This proxy should be read in conjunction with the accompanying Information Circular.
10. To be effective this form of proxy or another form of proxy must be properly executed and returned to the office of Pickering Soccer Club Inc., 1975 Clements Road, Pickering, ON L1W 4C2. Proxies will be accepted by mail, by fax at 905-239-0067, by email (scanned copy) to [memberservices@pickeringssoccer.ca](mailto:memberservices@pickeringssoccer.ca), or in person, no later than 5pm local time on **November 13<sup>th</sup>, 2018**, or in the case of any adjournment or postponement of the meeting, no later than 48 hours before the time of such reconvened meeting.
11. The undersigned hereby **revokes any proxy previously given.**

...Continued on page 2

**PICKERING SOCCER CLUB INFORMATION CIRCULAR**



**FORM OF PROXY**

The undersigned Regular Member of *Pickering Soccer Club Inc.* hereby nominates, constitutes and appoints **CORRADO ROCCASALVA, Pickering Soccer Club President** or failing him, **ROZ LAVOIE, Pickering Soccer Secretary** or instead of them or either of them, \_\_\_\_\_ as my proxyholder with full power of substitution, to attend, vote and otherwise act for and on behalf of the undersigned in respect of all matters that may properly come before the above dated Annual General Meeting of members and at any adjournments or postponements thereof, to the same extent and with the same power as if the undersigned was personally present at the said Meeting or such adjournments or postponements.

Each person named in this form of proxy is a director of the Corporation.

A member may appoint some other person as proxyholder (who need not be a member) to attend and act on their behalf at the Meeting by inserting the person's name in the blank space above.

WITHOUT LIMITING THE GENERAL AUTHORIZATION AND POWER HEREBY GIVEN, THE NOMINEES NAMED ABOVE ARE SPECIFICALLY DIRECTED TO VOTE OR WITHHOLD FROM VOTING ALL OF THE VOTE(S) IN THE NAME OF THE UNDERSIGNED AS INDICATED BELOW.

Name of Regular Member: \_\_\_\_\_  
(please print)

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

	For Office Use Only:
<b>Regular Member Name:</b>	
<b>Address:</b>	
<b>City:</b>	
<b>Postal Code:</b>	
<b>Proxy Voter Name:</b>	
<b>Birth Date: (MM/DD/YY)</b>	

**PICKERING SOCCER CLUB INFORMATION CIRCULAR**

---

**MATTERS TO BE ACTED UPON AT ANNUAL GENERAL MEETING**

1. To receive the Consolidated Financial Statements and Auditor’s Report for the fiscal year ended **September 30, 2018**;
2. To appoint the auditors of the Company for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditors;
3. To elect the directors of the Company;

Positions that will be up for election at this meeting:

<b>POSITION</b>	
President	• Incumbent: Corrado Roccasalva
Secretary	• Incumbent: Roz Lavoie
Director, Full Field Recreational Soccer	• Incumbent: Vince Chiofalo
Director, Boys’ Competitive Soccer	• Incumbent: Barry Donnelly
Director, Special Projects	• Incumbent: Warren Hutchinson

4. Motion to amend By-Laws: There are no By-Law amendments being proposed at this time.
5. To transact any and such other business that may properly come before the Annual General Meeting.