

ONTARIO ALLIANCE OF CLIMBERS
NOTICE OF ANNUAL MEETING OF MEMBERS

October 30, 2024

Dear Member,

You are invited to the annual meeting of the members of Ontario Alliance of Climbers (OAC), to be held on November 13, 2024, at 7:00 pm via Zoom webinar.

Registration is required in advance in order to keep the event secure. After registering, you will receive a confirmation email containing information about joining the webinar. [Click here to register.](#)

At the meeting, members will:

1. Receive OAC's annual audited financial statements;
2. Be asked to elect Board directors;
3. Be asked to approve, by special resolution, the election of co-chairs of the Board of Directors;
4. Be asked to appoint the OAC's auditor at a remuneration to be fixed by the Board of Directors; and
5. Carry out any other business that may properly come before the meeting.

Meeting details, including the directors proposed to be nominated for election to the Board of Directors of the OAC, and the text of the special resolution, are set out in the Meeting FAQ attached as an appendix to and forming part of this notice.

We look forward to seeing you there.

Sincerely,

OAC Board of Directors

APPENDIX

ONTARIO ALLIANCE OF CLIMBERS 2024 ANNUAL MEETING FAQ

WHEN IS THE MEETING?

The annual meeting (the Meeting) of the members of Ontario Alliance of Climbers (OAC) will be held on Wednesday, November 13, 2024, at 7:00 pm.

WHERE WILL THE MEETING BE HELD?

The Meeting will be via Zoom webinar. Registration is required in advance to keep the event secure. After registering, you will receive a confirmation email containing information about joining the webinar. [Click here to register.](#)

WHO CAN VOTE?

Only regular OAC members can vote. Both lifetime members and annual members are classified as regular members. Regular members are individuals who are members of OAC acting in a personal capacity. Special members are welcome to come to the Meeting, but cannot vote. Special members are corporations, associations and other organizations that carry on a business, trade, industry or profession.

All member decisions at the Meeting, other than the election of co-chairs, must be determined by a majority of votes cast by regular members at the Meeting. The election of co-chairs must be determined by 66⅔ percent of votes cast by regular members at the Meeting.

WHAT IF I CAN'T ATTEND?

If you are a regular member and cannot attend the Meeting, you may appoint someone else as your proxy who can vote on your behalf at the Meeting.

If you would like to appoint a proxy, please contact OAC Secretary David Irwin (david.irwin@ontarioallianceofclimbers.ca) for a form of proxy. To be effective, a proxy must be deposited with David on or before 5:00 pm on Monday, November 11, 2024.

WHAT WILL HAPPEN AT THE MEETING?

The following business will be conducted at the Meeting:

1. Financial Statements

OAC's audited financial statements for the year ending December 31, 2023, will be presented at the Meeting and will be made available to Meeting participants.

2. Election of Directors

Rotation System

OAC's by-laws provide for the election of directors in rotation. Each year, three of the six director seats become open for election. Once elected, these directors will hold office for a two-year term.

Three director seats (three A Directors) are thus open for election at the Meeting. Members will be asked at the Meeting to vote on the election of directors to fill these vacancies. The three A directors elected at the Meeting will hold office for a term of two years.

Incumbent directors may stand for re-election.

Proposed Nominees

Set out below are the names of two individuals who have indicated their consent to be nominated for election to OAC's Board at the Meeting, all of whom are members, along with information regarding each nominee:

Patrick Lam

Patrick Lam has supported the OAC since its inception and has served as a Director since 2013. His analytical, technological and writing skills are a great asset to the team, and his main goal is to contribute to the effectiveness of the OAC as an organization. Pat has been climbing for over 20 years. He enjoys sport, trad, multi-pitch and mountaineering.

Patrick will be nominated for election to the board as a Director for a term of two years.

Tori Silvera

Tori is the co-owner and general manager at Wild Rock Outfitters in Peterborough, Ontario. Tori is interested in using business to build fulfilling jobs and healthy community, as well as to contribute to preserving green spaces and facilitating responsible (and fun) outdoor recreation. She loves climbing in all its forms, but especially traditional big walls.

Tori played a central role in helping the OAC organize the 2024 Beaver Valley Climbing Festival, including coordinating key sponsorships and prizes. Her deep knowledge of the outdoor sports industry and connections within it will make her an asset to the OAC.

Tori will be nominated for election to the board as a Director for a term of two years.

3. Election of Chair

At the Meeting, members will be asked to pass a special resolution providing for the election by the directors of Mike Penney as Chair of the Board. Mike currently serves as Co-Chair of the Board alongside Randy Kielbasiewicz, who will not be running for re-election this year. The Chair must be a Director. The text of the special resolution is as follows:

RESOLVED, as a special resolution of members, that Mike Penney be elected as Chair of the Board sharing, subject to the authority of the Board, the duties of the President of

the Corporation.

4. Appointment of Auditors

Members are being asked to approve a resolution appointing Peters, Brown LLP as OAC's auditor for the 2024 fiscal year and authorizing the Board to fix their remuneration.

Upon the conclusion of these four items of business, unless there is any other business which properly comes before the Meeting, the formal part of the Meeting will end. After the formal part of the Meeting, the directors present will be available to answer any questions.