

2013

AGM Ontario Romanian Canadian Association



Ontario Romanian Canadian Association
3/23/2013

March 11, 2013

To Member of Ontario Romanian Canadian Association

On behalf of the Directors of your Corporation, we are pleased to enclose for your review and consideration Notice of the Annual General Meeting to be held on Saturday, March 23rd, 2013 11:00 AM, at the offices of Rainbow International located at 425A Midwest Rd., Toronto, ON, M1P3A6.

1. The Official Notice of the Annual General Meeting
2. An agenda of Matters to be considered at the Meeting
3. The Review Engagement By-Laws
4. Nomination forms for the positions of President and Directors
5. An instrument of proxy and accompanying notes

In addition to the regular business we will be **electing the President and four (4) Directors**. Nomination forms for these positions are attached hereto; please note the nomination period ends March 18th, 2013 at 6:00 PM. Please fax your completed nomination forms to the Management Office at 1-888-389-3565.

If you are unable to attend, we urge you to complete the attached proxy. We wish to emphasize the status of the Proxy Form as a legal document as well as its importance to you. It is imperative for any Member who is unable to attend the Meeting that you fax your completed proxy to the Management Office at 1-888-389-3565 so you can be represented at the meeting.

Yours Truly,

Bogdan Stanescu

For and on behalf of:

Ontario Romanian Canadian Association

/ Enclosures

Notice of Annual General Meeting

You are hereby notified that the annual general meeting of the Members of Ontario Romanian Canadian Association will be held Saturday, March 23rd, 2013 at 11:00 AM, at the offices of Rainbow International located at 425A Midwest Rd., Toronto, On, M1P3A6.

Registration of Members – 10:30 AM

In accordance with Section 161 of the Ontario Corporation Act, 1990 we wish to inform you **that the position of President and four (4) positions** are available for election to the boards of directors. Nomination forms for these positions are attached hereto; please note the nomination period ends March 18th, 2013 at 6pm. Please fax your completed nomination forms to the Management Office at 1-888-389-3565.

An agenda of matters to be considered at the meeting I attached hereto.

Dated at Richmond Hill, this 22nd day of March, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

Bogdan Stanescu

ONTARIO ROMANIAN CANADIAN ASSOCIATION

Annual General Meeting

HELD AT THE OFFICE of Rainbow International

located at

425A Midwest Rd., Toronto, On, M1P3A6

Saturday, March 23, 2013 AT 11:00 AM

AGENDA

1. Opening of meeting and welcome
2. Call to Order / Proof of Notice / Appointment of Scrutineers;
3. President's Report
4. Accountant's report
 - a. Presentation of Review Engagement Financial Statements for the year ending 2012 (to be provided at the Annual General Meeting)
 - b. Appointment of Accountant
5. By-Laws
 - a. Presentation of Review Engagement By-Laws
 - b. Approval of By-Laws
6. Nomination/Election of the President to hold office for a term of one (1) year and four (4) Directors, two (2) directors shall be elected to hold office for a term of two (2) years, and two (2) directors shall be elected to hold office for a term of one (1) year each.
7. Other business
8. Election results
9. Termination of Meeting

INFORMATION CIRCULAR

This Information Circular is furnished in connection with the holding of the Annual General Meeting of the Members of Ontario Romanian Canadian Association to provide further information on the matters to be considered at the Meeting.

1. **PRESENTATION OF REVIEW ENGAGEMENT FINANCIAL STATEMENTS – AGENDA ITEM 4 (a)**

A brief presentation of the Review Engagement financial statements from March 07, 2012 to December 31, 2012 will be made. The Members will have the opportunity to ask any questions related to the statements.

2. **APPOINTMENT OF ACCOUNTANT - AGENDA ITEM 4 (b)**

At the Meeting, the Members will be called upon to appoint Accountants to serve until the next Annual General Meeting of the Corporation and to authorize the Directors to fix a remuneration of the Accountants so appointed. Nicole Dronca is the current Accountant.

3. **PRESENTATION OF REVIEW ENGAGEMENT BY-LAWS – AGENDA ITEM 5 (a)**

A brief presentation of the Review Engagement By-Laws for the Association will be made. The Members will have the opportunity to ask any questions related to the By-Laws.

4. **APPROVAL OF THE BY-LAWS – AGENDA ITEM 5 (b)**

At the Meeting, the Members will be called upon to approve the By-Laws.

5. **ELECTION OF PRESIDENT AND DIRECTORS – AGENDA ITEM 6**

At the meeting, the owners will elect the President to hold office for a term of one (1) year and four (4) additional directors, two (2) directors shall be elected to hold office for a term of two (2) years, and two (2) directors shall be elected to hold office for a term of one (1) year each. The current composition of the Board, the Directors terms and their present status are shown below:

<u>Director</u>	<u>Position</u>	<u>Expiry</u>	<u>Status</u>
Bogdan Stanescu	President	March 2012	Good
Mihai Nicula	Director	March 2012	Good
Florin Pirjol	Director	March 2012	Good
Cristi Banaru	Director	March 2012	Good
George Vasililache	Director	March 2012	Good

6. **SOLICITATION OF PROXIES**

This Information Circulation is furnished in connection with the solicitation by the Directors of Ontario Romanian Canadian Association of proxies to be used at the Annual General Meeting of the Corporation to be held on March 23rd, 2013 for the purpose set forth in the accompanying Notice of Meeting.

7. **APPOINTMENT AND REVOCATION OF PROXIES**

The Board of Directors of the Corporation has approved the person(s) named in the form of proxy accompanying the Notice of Meeting. The person(s) so named hold a position(s) in the Association stated in the form of proxy. **A MEMBER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT HIM / HER AT THE MEETING MAY DO SO BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE ACCOMPANYING FORM OF PROXY AND DELIVERING THE COMPLETED PROXY IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED ON THE NOTICE OF MEETING AND ACCOMPANYING FORM OF PROXY.** Under applicable laws, a Member attending a meeting has the right to vote in person and if he or she does so, the vote of his / hers proxy is a nullity.

A Member who has given a proxy may revoke it either:

- (a) By signing another proxy bearing a later date and delivering it in accordance with the printed instructions aforementioned; or
- (b) As to any matter on which a vote shall not already been cast pursuant to the authority conferred by such proxy, by signing a written notice of revocation and delivering it to the Association or an agent therefor prior to the Meeting or by handing it to the Chairman at the Meeting.

A person named as proxy need not be a Member to vote by the instrument of the proxy in which he / she is named.

WHERE THE REGISTERED MEMBER HAS NOT CLEARLY INDICATED HIS /HER CHOICE FOR THE ELECTION OF PRESIDENT OR DIRECTOR(S) OR FOR ANY OTHER GENERAL MATTER REQUIRING A VOTE AS SET OUT IN THE PROXY FORM, THE HOLDER OF THE PROXY WILL NOT BE ELIGIBLE TO PARTICIPATE IN THE ELECTION OF PRESIDENT OR A DIRECTOR NOR FOR ANY OTHER VOTE WHERE THE PROXY ALLOWS FOR SUCH A VOTE.

THE NOTES PRINTED ON THE FORM OF PROXY ACCOMPANYING THE NOTICE OF MEETING SHOULD BE READ CAREFULLY AND THE INSTRUCTIONS SET OUT THEREIN FOLLOWED.

8. EXERCISE OF DISCRETION BY PROXIES

The person named in the printed form of proxy accompanying the Notice of Meeting will vote in accordance with the specifications of the member appointing his as indicated on the Instrument of Proxy or as otherwise in writing instructed.

The said form of proxy confers discretionary authority upon the persons named therein with respect to amendments to or variations of the items set out in the form of proxy and all other matters which may properly come before the Meeting. At the time of printing this Information Circular, the Directors of the Corporation know of no such amendments or variations or of any other matter to come before said Meeting other than as stated in the Notice of Meeting. In the absence of written instructions to the contrary, the proxy will be voted as stated under the appropriate headings.

Dated this 22th Day of March 2013.

FOR AND ON BEHALF OF THE BOARD

NOMINATION FORM

ONTARIO ROMANIAN CANADIAN ASSOCIATION

FOR THE ANNUAL GENERAL MEETING OF OWNERS TO BE HELD

Saturday, MARCH 23rd, 2013 AT 11:00 AM

I, (print name) _____, MEMBER hereby
nominate _____ as a candidate for election to the Board of
Directors at the Annual Meeting of Ontario Romanian Canadian Association to be held on
Saturday, March 23rd, 2013 at 11:00 AM

Date this _____ day of _____, 2013.

Signature of MEMBER

ACCEPTANCE OF NOMINATION

I, _____, Advisory Member accept the nomination for election to the
Board of Directors of Ontario Romanian Canadian Association.

Signature of Advisory Member

NOMINATION FORM

ONTARIO ROMANIAN CANADIAN ASSOCIATION

FOR THE ANNUAL GENERAL MEETING OF OWNERS TO BE HELD

Saturday, MARCH 23rd, 2013 AT 11:00 AM

I, (print name) _____, MEMBER hereby
nominate _____ as a candidate for election of President at the
Annual Meeting of Ontario Romanian Canadian Association to be held on Saturday, March 23rd,
2013 at 11:00 AM

Date this _____ day of _____, 2013.

Signature of MEMBER

ACCEPTANCE OF NOMINATION

I, _____, Advisory Member accept the nomination for election as
President of the Ontario Romanian Canadian Association.

Signature of Advisory Member

PROXY FOR GENERAL MATTERS AND

FOR ELECTION OF PRESIDENT AND DIRECTORS AND THE APPOINTMENT OF ACCOUNTANT AND THE APPROVAL OF BY-LAWS

Under Subsection 84.1 of the Ontario Corporation Act, 1990

TO: Ontario Romanian Canadian Association

1. I am _____ (print name) Member of the Ontario Romanian Canadian Association.
2. I appoint _____, if present, to be proxy and to attend and vote on my behalf at the Meeting of Members to be held on the 23rd day of March, 2013 and at any adjournments of the Annual Meeting (known as the "Meeting").
3. The proxy may vote on my behalf in respect of all matters that may come before the Meeting, subject to the instructions set out below, as I could do if personally present at the Meeting.
4. I instruct the Proxy holder to nominate, if necessary, and to vote for the candidate next to whose name I place an "X" or similar mark, set out below for the position(s) of President and Directors on the board for which all Members may vote.

Candidates for Positions of President and Directors on the Board for which all Members may vote

Position of President:

Candidates Name	For "X"	Against "X"	Candidates Name	For "X"	Against "X"
1)			3)		
2)			4)		

Positions of Directors:

Candidates Name	For "X"	Against "X"	Candidates Name	For "X"	Against "X"
1)			5)		
2)			6)		
3)			7)		
4)			8)		

Note: if you vote for more positions than available on the board of directors, your proxy will vote and will be recorded in order set out above up to the number of available positions.

Appointment of Nicole Dronca as an accountant for the fiscal year ending 2013. For "X" _____ Against "X" _____

Approval of Engagement By-Laws For "X" _____ Against "X" _____

6. I revoke all proxies previously given,

Dated at _____ 2013 at _____ a.m/p.m (circle whichever is applicable)

Signature of Member

Print Name of Registered Member

(In case of a corporation, affix corporate seal or add a statement that the persons signing have the authority to bind the corporation).

(If you are authorized to act on behalf of the Member attach a copy of the document that gives you this authorization).

(If you do not indicate for whom you wish to vote on this form, this proxy cannot be used to vote for any candidates).