

GENERAL MEETING PROXYING

A. Proxy Forms

1. A form of proxy issued to a Councillor (“Councillor Proxy Form”) must specify instructions for voting on each item of business enumerated on the General Meeting agenda and how the Councillor is to deal with amendments made on the floor at the General Meeting.
2. All forms of proxy other than a Councillor Proxy Form (“General Proxy Forms”) may specify instructions for voting on each item of business enumerated on the General Meeting agenda and may provide the member the ability to confer discretionary authority as they deem fit on all other matters.
3. All proxy forms to be used at a General Meeting may be deposited at the Head Office of the Corporation no fewer than twenty-four (24) hours prior to the start of the meeting, or at the end of the last business day prior to the day on which the meeting is to take place, whichever is first.
4. The Board may, by resolution in the affirmative, affix a time not exceeding forty-eight hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of shareholders before which time proxies to be used at that meeting must be deposited. If no such time is issued, the President shall accept all proxies submitted in accordance with §A(3) of this procedure.
 - a. If such is resolution issued by the Board, it must be done no later than the issuance of the meeting agenda.
5. In addition to the requirements, where applicable, of §88 of the Act, a proxy shall contain the date of appointment, the name of the member issuing a proxy and restrictions, limitations, or instructions as to the manner in which the chosen proxy-holder are to vote or those supporting information/additional instructions issued with the proxy.

B. Solicitation of Proxies

1. The Federation shall be responsible for solicitation of proxy forms, including both regular and Councillor proxies.
2. In accordance with §86 of the Act, only the Federation shall be responsible for solicitation of proxies; no Councillor may solicit their own proxies to members.
 - a. Councillors may generally notify their constituents of the right to proxy and methods of proxy through distribution or promotion of those solicitations and notices provided by the Federation to the membership.
3. The President, or a designate, shall prior to or concurrently with giving notice of a General Meeting, send to each member a proxy form for use at such meeting that complies with §88 of the Act.
 - a. The President, or a designate, shall in such notice make efforts to explain and clarify the nature of the various forms of proxy.

C. General Rules

1. Any member may, by means of a proxy, appoint a proxy to act as the member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy subject to those limitations contained in the proxy.
 - a. The appointed proxy need not be a member themselves.
 - b. Unless otherwise stated in this procedure or elsewhere in the bylaws, no individual may hold more than one (1) proxy.
2. Pursuant to §88(d) of the Act, no proxy may confer the authority to the proxy-holder to vote for the election of any Director of the Corporation unless that nominee proposed in good faith for such election is named in the solicitation provided by the Federation.
3. Pursuant to §88(b) of the Act, no proxy may confer the authority to the proxy-holder to vote for appointment of the Auditors.
4. In accordance with §88(c) of the Act, a proxy may confer discretionary authority with respect to, amendments or variations to matters identified in the notice of meeting, or other matters which may properly come before the meeting provided that the person by whom or on whose behalf the solicitation is made is not aware a reasonable time prior to the time the solicitation is made that any such amendments, variations or other matters are to be presented for action at the meeting, and a specific statement is made in the proxy form that the proxy is conferring such discretionary authority.
5. No proxy may confer the authority to vote at any meeting other than the meeting specified in the notice of meeting.

D. Councillor Proxies

1. Councillors may *either* accept one (1) general proxy from any member of the corporation, as would a regular member outlined above, *or* hold up to thirty (30) councillor proxies from members of their constituency.
 - a. The President, or their designate, who certifies and receives all those proxies deposited in accordance with this procedure shall be responsible for providing to Councillors the proxies as deposited.
2. The Federation shall accept, without reservation or unreasonable delay, the first thirty (30) Councillors Proxies issued by members, with the following exceptions:
 - a. No proxies shall be accepted that do not provide instructions for voting on each item of business enumerated on the General Meeting agenda.
 - b. A Councillor to whom proxies are issues shall be of the same constituency as the issuer of the proxy.
3. Councillors shall be required to vote as specified on the form of proxy by the member issuing the proxy, subject to those legal penalties provided for in the Act, other applicable legislation, and regulation.
 - a. Councillors shall be permitted discretionary authority with respect to amendments or variations to matters identified in the notice of the meeting or other matters which may properly come before the meeting with, where permitted by the issuer of the proxy. Such discretion shall be interpreted to best comply with the initial enumerated voting order and those supporting information/additional instructions issued to the Councillor with the proxy.