

**Waterloo Minor Soccer Club (WMSC) Proxy Policy**  
**October 27, 2017**

**Definitions**

1. The following words will have these meanings:
  - a) “*Club*” – The Waterloo Minor Soccer Club.
  - b) “*By-law*”- The Club’s most current and published By-laws.

**Purpose**

2. The purpose of this Policy is to describe the use of proxy voting at the Club’s Members Meetings.

**Scope and Application**

3. This Policy applies to all voting Members, as described in the Club’s By-laws, and any individual wishing to hold a proxy or any proxy holder.

**Proxy Holder Eligibility**

4. A proxy holder must meet the following eligibility criteria:
  - a) Over the age of eighteen (18) years of age;
  - b) Be of sound mind;
  - c) Employees, part time staff and independent contractors receiving more than the annual exclusion remuneration value under WMSC By-law 2.4 - Membership Exclusions, are not eligible to hold, solicit or vote proxies, or otherwise influence voting.

**Number of Proxies**

5. No proxy holder will hold more than three (3) proxy votes and if holding their own vote, a maximum of four (4) votes.

**Proxy Procedure**

6. Any Member entitled to vote at a meeting of Members may, by means of proxy, appoint an eligible proxy holder, or one or more alternate eligible proxy holders, to attend and vote on behalf of the Member in accordance with this Policy.
7. A proxy must:
  - a) Be assigned to an eligible proxy holder;
  - b) Be signed by the voting Member;
  - c) Be in a form that complies with the Ontario Corporations Act;
  - d) Comply with the proxy format stipulated by the Club (sample provided as Appendix A); and
  - e) Be submitted to the Registered Office of the Club at least two (2) business days prior to the meeting of the Members by the date and time to be specified on the Club provided proxy form.
8. The proxy holder shall at all times maintain a copy of the proxy at the Members Meeting.
9. Proxies must be dropped off, faxed or emailed, at least two (2) business days prior to the Members Meeting to:

Waterloo Minor Soccer Club  
C/O AGM Proxies  
Waterloo Minor Soccer Club, RIM Park  
2001 University Ave. Suite 107  
Waterloo, ON  
Tel: 519-578-9680  
Email: [wmsc@waterloounited.com](mailto:wmsc@waterloounited.com)

10. A listing of proxy holders and voting Members who have granted proxies, will be made available to all voting Members attending the Members Meeting at the start of the Members Meeting.

11. A proxy vote will be confirmed by the Club's Executive Director (or designate), whose determination shall be final. The Club's Compliance Director (or designate) will observe the proxy review process.

#### **Non-Solicitation**

12.

- a) An individual who is excluded from Membership under By-law 2.4 Membership Exclusions, shall not at any time, engage in soliciting any voting Member, to vote by proxy. Such conduct will be subject to discipline or termination (as applicable) and such proxies will be deemed null and void.
- b) An individual who is not a voting Member, shall not at any time engage in soliciting any voting Member, to vote by proxy. Such proxies will be deemed null and void.

#### **Revocation of Proxy**

13. A voting Member may revoke a proxy at any time by providing written notice to the Club of such revocation of proxy. Furthermore, a proxy will be deemed revoked without further formality or action, when the voting Member is present in person at the Members meeting. A proxy revocation must be dropped off, faxed or emailed to

Waterloo Minor Soccer Club  
C/O Proxy Votes  
Waterloo Minor Soccer Club, RIM Park  
2001 University Ave. Suite 107  
Waterloo, ON  
Tel: 519-578-9680  
Email: [wmsc@waterloounited.com](mailto:wmsc@waterloounited.com)

## APPENDIX A

### WMSC Proxy Form

Per Section 3.17 of the Waterloo Minor Soccer Club By-laws, a voting Member in good standing may appoint an eligible individual to vote for the Member by proxy at a meeting at the Members. The Member must complete this form and submit it to the address below at least two business days before the meeting of the Members.

#### Member Information (Member who is appointing the proxy holder)

1. Member Name (print): \_\_\_\_\_
2. Membership Number (print) \_\_\_\_\_

#### Choice of Proxy Holder

3. The Member's proxy holder will be:

Proxy Holder Name (print): \_\_\_\_\_

Alternate Proxy Holder Name (print): \_\_\_\_\_

#### Meeting and Location

4. This Proxy is only valid at the following meeting of the Members:

Meeting Date and Location: Wednesday, December 6, 2017, Riviera Room, Century Room RIM Park, Waterloo

#### Compliance with the Club's Proxy Policy

5. By signing the Proxy, the Member acknowledges that the Club's Proxy Policy has been complied with.

#### Member Signature (Member who is appointing the proxy holder)

6. Signature: \_\_\_\_\_

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

#### Additional Instructions

7. All voting Members in good standing are permitted to vote at a meeting of the Members in accordance with the Club's By-laws and the Proxy Policy. If a Member cannot attend but still wishes to vote, the Member may designate a proxy holder to attend and act on the Member's behalf a meeting of the Members. The proxy holder must be in attendance at the meeting, will be identified, and will indicate the number of proxy votes held and for which Members. It is not necessary for the proxy holder to be a Member. Proxy holders must be of sound mind and over the age of majority (18 and over) and comply with the Proxy Form Requirements and the Proxy Policy.
8. If you wish to execute a proxy and appoint a proxy holder, please complete this proxy form and be sure to sign the form. If the form is not signed, not legible or the proxy holder is ineligible to hold a proxy, the proxy will not be counted.

#### WMSC must receive your proxy by close of business Monday, December 4, 2017 (5:00PM EST).

Proxies must be dropped off, faxed or e-mailed to:

Waterloo Minor Soccer Club  
C/O AGM Proxies  
2001 University Ave. Suite 107  
Waterloo, Ontario  
E-mail: [wmsc@waterloounited.com](mailto:wmsc@waterloounited.com)