Waterloo Minor Soccer Club

PROXY FORM

1. Per Section 3.17 of the Waterloo Minor Soccer Club By-laws and the Proxy Policy a Voting Member in good standing may appoint an eligible individual to vote for the Member by proxy at a Members Meeting. The Member must complete this form and submit it to the address by the mentioned deadline.

2. All proxies must be verified by the Club's Executive Director to become valid. Proxy holders must keep a copy of this form with them at all points of time during the Meeting.

3. Active Members may register their appointed proxy holder with the Waterloo Minor Soccer Club by the following means:
   a) **IN PERSON AT THE REGISTERED OFFICE:** Sealed completed proxy form addressed to "Mr. Paul Burns" at 2001 University Ave E, Suite 107, Waterloo, ON, N2K 4K4.
   b) **EMAIL:** Completed proxy form received in pdf or word format at the Executive Director's email address – *executivedirector@waterloounited.com*.
   c) **MAIL:** Completed proxy form addressed to "Mr. Paul Burns, Waterloo Minor Soccer Club, 2001 University Ave E, Suite 107, Waterloo, ON, N2K 4K4" with the subject line "Proxy Form for 2019 AGM."

4. This proxy is only valid for the following Member Meeting: Thursday December 12, 2019

5. **DEADLINE:** Thursday December 5, 2019 at 5:00pm EST.

6. Members must read and acknowledge by signing, the attached **Proxy Policy**.

The undersigned, being an active member in good standing of the Waterloo Minor Soccer Club, hereby appoints

_____	_____	_____
Name	Role within WMSC or not applicable	Email Address

OR *(Alternate Proxy Holder)*

_____	_____	_____
Name	Role within WMSC (or not)	Email Address

As my proxy to attend and vote on my behalf on any matters listed in the Notice of Meeting or any other matters properly brought before the Waterloo Minor Soccer Club Annual General Meeting to be held on December 12, 2019. I acknowledge that I have read and understand the Club's Proxy Policy.

_____/_____/_____	_____	_____
Date *(mm/dd/yyyy)*	Member Name	Member Signature

FOR OFFICE USE ONLY

Verified by:

_____	_____	_____/_____/_____
Name	Signature	Date *(mm/dd/yyyy)*

Waterloo Minor Soccer Club

PROXY POLICY

DEFINITIONS

1. The following words will have these meanings:
   a. "Club" – The Waterloo Minor Soccer Club.
   b. "By-laws" – Waterloo Minor Soccer 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 by the Club's By-laws, and proxy holders.

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. Not an individual receiving more than the annual exclusion remuneration value under WMSC By-law 2.4. Must be in compliance with the Club's applicable conflict of interest By-Laws and Policies. (To be a Proxy holder, the individual and their family may not have any affiliation with another youth soccer organization that draws members from the same geographic area as WMSC)

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 of 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 completed in full,
   b. Be assigned to an eligible proxy holder,
   c. Be signed by the voting Member,
   d. Be in a form that complies with the Ontario Not for Profit Corporations Act,
   e. Comply with the proxy format stipulated by the Club (proxy form as Appendix A),
   f. Be submitted to the Registered Office of the Club at least two (7) calendar days prior to the meeting of the Members, by the date and time mentioned in the Club's Proxy Form.
   g. The proxy holder shall, at all times, maintain a copy of the proxy at the Members Meeting.
   h. A listing of proxy holders and voting Members who have granted proxies will be made available to all Members attending the Members Meeting at the start of the meeting.

8. Proxies will be reviewed and confirmed by the Club's Nominations Officer (or designate), whose determination will be final. The Club's Compliance Director (or designate) will observe the proxy review process.

NON-SOLICITATION

9. An individual who is excluded from Membership under By-law 2.4 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 or void.
10. 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 or void.

REVOCATION OF PROXY

11. A proxy will be deemed revoked without further formality or action when the Voting Member is present in person at the Members Meeting. A Voting Member may revoke a proxy at any time by providing written notice to the Executive Director of such revocation of proxy. A proxy revocation must be dropped off to:

Waterloo Minor Soccer Club
C/O AGM Proxies
2001 University Ave E, Suite 107
Waterloo, ON, N2K 4K4

I, _____ confirm that I have read and understand the Club's Proxy Policy and the Proxy is in compliance with the Proxy Policies.
Member Name

_____
Signature