



Guelph Soccer Proxy Policy

Definitions

The following words will have these meanings:

Club - Guelph Soccer.

By-Laws - The Club's most current and published By-Laws.

Purpose

The purpose of this policy is to describe the use of proxy voting at any duly called members' meetings of the Club.

Scope and Application

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

A proxy holder must meet the following eligibility criteria:

1. Over the age of eighteen (18) years of age;
2. Be of sound mind;
3. A Club employee will not be eligible to cast, hold or vote by proxy; and
4. An individual who is excluded from membership under By-Law 2.3 Membership Exclusions¹, shall not be eligible to cast, hold or vote by proxy.

Number of Proxies

No proxy holder will hold more than two (2) proxy votes and if holding their own vote, a maximum of three (3) votes.

Proxy Procedure

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.

¹ Guelph Soccer Bylaw 2.3 Membership Exclusions: An Individual who receives more than \$5000 in remuneration per year from the Guelph Soccer Club is not eligible for Membership, not eligible to vote and is not eligible to collect, hold and vote by proxies.



A proxy must:

1. Be assigned to an eligible proxy holder;
2. Be signed on all pages by the voting member;
3. Be in a form that complies with the Ontario Corporations Act;
4. Be the proxy format as provided in advance by the Club; and 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.

The proxy holder shall at all times maintain a copy of the proxy form at the members' meeting. Proxies must be received at least 48 business hours prior to the scheduled start time published for the members' meeting and may be returned to the Club as follows:

- a) Scanned and emailed (from the member's email address registered with the Club) to proxyvote@guelphsoccer.ca;
- b) Each page photographed with a smart phone and all pages emailed (from the member's email address registered with the Club) to proxyvote@guelphsoccer.ca;
- c) Dropped off in person;
- d) Or, returned by mail to the Club's address:

Guelph Soccer
% Proxy Voting
375 College Ave W Guelph, ON N1G 0C3

All proxy submissions will be stored, unopened and without review, in a locked submission box in the care of the general manager or their designate.

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, upon request.

A proxy vote will be confirmed by the appointed scrutineers, (or designate) whose determination shall be final. The Club's compliance director (or designate) will observe the proxy review process.

Non-Solicitation

- a) An individual who is excluded from membership under By-law 2.3 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

A voting member may revoke a proxy at any time prior to the meeting to which it applies 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 prior to the calling of a vote relating to the proxy.

A proxy revocation may be dropped off in person or emailed (from the member's email address registered with the Club) to:

Guelph Soccer
% Proxy Voting
375 College Ave W Guelph, ON N1G 0C3
Email: proxyvote@guelphsoccer.ca

Proxy Validation Process

At the meeting of the members for which the proxy vote is applicable, the proxies will be validated as per the following process:

- a) Prior to the day of the meeting of the members for which the proxy vote is applicable, the proxy submission box will remain sealed and in the care of the general manager of the Club.
- b) The appointed scrutineers, along with the general manager and compliance director, or their designates, will review all proxy submissions to ensure that all proxies are complete as per the requirements in this policy, subject to any additional security measures as they see fit.
- c) Once all proxies have been validated, ballots will be distributed to the designated proxy holders prior to the start of the meeting.