

THE GEORGIAN YACHT CLUB
P.O. Box 382
Owen Sound, Ontario, Canada
N4K 5P5
PROXY

THE GEORGIAN YACHT CLUB

(the "Corporation")

ANNUAL AND SPECIAL MEETING OF MEMBERS April 29, 2024

THIS PROXY WILL BE USED AT THE ANNUAL MEETING OF MEMBERS OF THE CORPORATION TO BE HELD ON APRIL 29, 2024, AT 7:00 P.M.

The undersigned member of the Corporation hereby appoints Michael Forcier, Vice Commodore, or failing him, Rear Commodore, Chris Haslam, of the Corporation, or _____, as the proxyholder(s) of the undersigned to attend and act at the meeting of members of the said Corporation to be held on the 29th day of April, 2024 and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were personally present at the said meeting or such adjournment or adjournments thereof. The undersigned hereby revokes any proxy previously given with reference to the said meeting and adjournment(s) thereof. Without limiting the generality of the power hereby conferred, the proxyholder(s) designated above are specifically directed:

To vote or withhold from voting the membership registered in the name of the undersigned as specified below (Please check one of the choices for each item below): [See Note 3 below]:

1. Vote ___ or withhold from voting ___ in the election of directors
2. Vote ___ or withhold from voting ___ in the appointment and remuneration of an auditor or person to conduct a review engagement

To vote for or vote against the membership registered in the name of the undersigned as specified below (Please check one of the choices for each item below): [See Note 3]:

1. Vote for ___ or against ___ approval of the Articles of Amendment to bring the Corporation into compliance with the provisions in the *Not-for-Profit Corporations Act*, 2010 (Ontario).
[Please check one of the choices]
2. Vote for ___ or against ___ approval of General Operating By-law No. 2 to replace the current General Operating By-law No. 1. [Please check one of the choices]

DATED _____ (insert date)

_____ Name of Member [please print]

_____ Signature of Member [please sign]

*****NOTES**

1. Each member of the Corporation has the right to vote at the meeting either in person or by proxy. If a member is unable to be present at the meeting, the member has the right to appoint a person, who must be a Member, to be the member's proxyholder to attend and act on his/her behalf at the meeting

other than the person designated in the Proxy. Such right may be exercised by striking out the names of the designated person and by inserting in the space provided the name of the person to be appointed.

2. The membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice with respect to any matter to be acted on, the membership is to be voted accordingly.
3. **If no specification has been made with respect to voting for, voting against, or withholding from voting these matters, this proxy will confer discretionary authority on the proxyholder to vote and otherwise act thereat for and on behalf of the undersigned with respect to these matters in accordance with the best judgment of the proxyholder.**
4. The person named in this proxy (unless the name is struck out in accordance with Note 1 above) intends to vote for the resolutions set forth above, and where specified above shall be voted as instructed.
5. This proxy confers authority to the proxyholder to vote in his or her discretion in respect of any amendments or variations to the matters listed in this proxy or other matters that may properly come before the meeting and any adjournment or adjournments.
6. **This proxy form must be signed and dated by the member or attorney authorized in writing, or, if the member is a corporation, by any officer or attorney thereof duly authorized. If the proxy form is executed by an attorney, the authority of the attorney to so act must accompany the proxy form.**