

NOTICE OF MOTION TO AMEND ARTICLE 50.1 (PROXIES) OF BYLAW 1-2001

The following motion will be made at the 2023 Annual General Meeting of Pointe du Chene Yacht Club Ltd.:

RESOLVED THAT Article 50.1 of Bylaw 1-2001 be amended by replacing, in the second line of Article 50.1, the words

“a proxy, who need not be a shareholder”

with the words

“his/her spouse or life partner as the case may be, as proxy”

BACKGROUND

1. Article 8 of the Bylaw sets out the Qualifications to be a Director and provides that “a Club Member **or a spouse or a life partner** of a Club Member” may be a Director.
2. In 2012, the wife of a Club Member was a Director but she was not a Club Member (ie not a Shareholder). She believed it was unfair that a spouse of a Club Member could be on the Board but not able to vote at an AGM.
3. The remedy was to allow a Club Member to give a proxy to his/her spouse or life partner to attend and vote at meetings. The bylaw did not have a proxy provision. This was consistent with the way the club was organized and how it operated; the bylaw does not allow a person to own more than one share nor does it allow a company to own a share which prevented a person from owning more than one share by using a company. It is a “one person/one vote” club as a club should be with all members having an equal voice.
4. The motion was passed at the 2013 AGM and amended the bylaw to allow a spouse to be given a proxy however the wording of the proxy provision was a generic corporate wording. It allowed a Club Member to appoint **any person, not just a spouse or life partner**. The wording adopted was the same as that of any business corporation where one person or a few could control the company. That was clearly not the intent in this case.

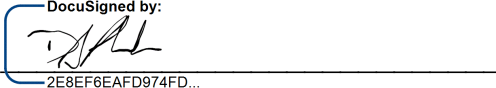
5. Of late, the proxy provision has been used for purposes for which it was not intended.

6. At the 2022 AGM, there were more proxies (47) voted than there were Club Members (45) at the meeting.

Below is the proxy provision (Article 50.1) as proposed with highlights:

“50.1 PROXIES

Every shareholder entitled to vote at meetings of shareholders may, in writing, appoint his/her spouse or life partner, as the case may be, as proxy to attend and act at the meeting in the same manner, to the same extent and with the same power as if the shareholder were present at the meeting in the manner, to the extent and with the power conferred by the proxy. The document appointing the proxy shall be signed by the shareholder or his/her attorney, authorized in writing, and shall cease to be valid after the expiration of One year from the date thereof. The document appointing a proxy shall be deposited with the Secretary of the meeting before any vote is cast under its authority.”

Moved By 

Seconded By _____