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| **Instructions**  This form contains four sections that *must* be completed by members wishing to vote on the Annual General Meeting (AGM) resolutions of Family Enterprise Xchange (FEX). The form can be filled out electronically or by hand, and *must* be submitted to [AGM@FEXCanada.ca](mailto:AGM@FEXCanada.ca) no later than 2:00 pm (EDT) on Friday, the 11th day of September 2020.  Votes will be confidential and will be tallied in the aggregate and presented to the Governance and Nominating Committee at the AGM by a scrutineer who will be appointed by the Board.The scrutineer will be required to sign an oath to maintain secrecy and confidentiality of the individual votes as per *Canada Not-for-profit Corporations Act* regulations. | | | | | | | |
| **SECTION I: Member Information** | | | | | | | |
| *Name and Contact Information* | | | | | | | |
| **First Name:** | Click or tap here to enter text. | | **Last Name:** | | Click or tap here to enter text. | | |
| **Email Address:** | Click or tap here to enter text. | | **Company Name:** | | Click or tap here to enter text. | | |
| *Membership Information* | | | | | | | |
| **Please indicate your membership type:**  Family Membership  FBN Canada  FEA or FEA Candidate  Other (Please specify \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_) | | | | | | | |
| I confirm that my membership is in good standing. | | | | | | | |
| *Appointment of Representative (family or corporation membership only)* | | | | | | | |
| Any Family or corporation, which is a member of FEX, must appoint one (1) representative who may exercise on its behalf all its powers to vote:  I am representing \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (please insert Family/Corporation name).  Not applicable | | | | | | | |
| **SECTION II: Member Voting** | | | | | | | |
| *Resolution 1 – Appointment of Auditors* | | | | | | | |
| Resolved that Henderson Partners LLP be appointed as auditors for the 2020 fiscal year and that the Directors be authorized to fix their remuneration. | | | | | | | Yes  No |
| *Resolution 2 – Election of Directors* | | | | | | | |
| Resolved that the following current Directors of FEX Board be elected for a one-year term until the next Annual General Meeting: | | | And resolved that the following new Directors be elected for a three-year term to the FEX Board commencing at this Annual General Meeting: | | | | |
| **James A. Burton**  **Brian Henley**  **Margaret-Jean Mannix**  **William H. Sheffield**  **Michelle Osry**  **Susan St. Amand**  **Allen S. Taylor** | | Yes  No  Yes  No  Yes  No  Yes  No  Yes  No  Yes  No  Yes  No | **Naim Ali**  **Serge Bilodeau**  **Julia Chung**  **Keita Demming**  **Karen Macdonald**  **Janie Provencher Blais** | | | Yes  No  Yes  No  Yes  No  Yes  No  Yes  No  Yes  No | |
| *Resolution 3 – FEX Bylaws Amendment* | | | | | | | |
| Resolved that amending By-law No. 1 respecting three provisions, namely, adding a Banking Arrangement provision, adding a Notice provision and amending the Term of Office of Directors, all as proposed in Appendix A of the this form, be approved and confirmed. | | | | | | | Yes  No |
| **SECTION III: Proxy Form** | | | | | | | |
| *Appointment of Proxy Holder* | | | | | | | |
| I, the undersigned, a member in good standing of the Family Enterprise Xchange, hereby appoint my proxy to vote as noted above to (please select one):  James A. Burton, Board of Directors Chair  William Brushett, President and CEO  Alternate (please specify name of proxy holder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_)  to represent me and vote on my behalf at the Annual General Meeting of Family Enterprise Xchange, which will be held on Tuesday, the 15th day of September 2020 commencing at 2:00 pm (EDT).  **Note:** Members have the right to revoke a proxy or make changes as long as they submit a request in writing to [AGM@FEXCanada.ca](mailto:AGM@FEXCanada.ca) no later than 2:00 pm (EDT) on the 14th day of September, 2020. | | | | | | | |
| **SECTION IV: Signature** | | | | | | | |
| By typing your name electronically, you are agreeing that your electronic signature is the legal equivalent of your manual signature on this form. | | | | | | | |
| **E-Signature:** | Click or tap here to enter text. | | | **Date:** Click or tap to enter a date. | | | |

**Appendix A**

**Family Enterprise Xchange**

**Proposed Revisions to By-laws**

**Proposed revision to clause 26**

Explanation: This revision clarifies the term and eligibility for renewal of Directors while requiring the Board to establish a procedure to facilitate the staggering and renewal of the terms of Directors in line with the three-year term objective.

**26) Term of Office of Directors**

“The term of office of Directors is three (3) years, renewable once for an additional three (3) years, subject to the provision below. At the first election of Directors following the approval of this By-law, all new Directors shall be elected for a three-year (3) term and existing Directors will each be re-elected for one-year terms.

Thereafter, the Board of Directors will strive to cause the terms of Directors to be staggered on a regular basis and will, as soon as possible, establish a procedure to ensure such staggering.

The Board, on an exceptional basis, may from time to time, cause the term of a particular Director to be extended beyond the two terms of three (3) years each, provided that the Governance & Nominating Committee recommends in favor of such extension.”

Previous wording:

At the first election of Directors following the approval of this by-law, one-third (1/3) Directors shall be elected for a three-year term, one-third (1/3) Directors shall be elected for a two-year term and one-third (1/3) Directors shall be elected for a one-year term.

Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for three-year (3) terms.

**Proposed new clause on Banking Arrangements**

Explanation: The current FEX Bylaw does not include a clause on banking arrangements. Best practice and regulatory guidance is to have such a clause. The proposed addition of the paragraph below eliminates this gap.

**6A) Banking Arrangements**

“The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate and authorize.”

**Proposed new clause on Method of Giving Notices**

Explanation: The current FEX Bylaw does not include a clause on method of giving notice. Best practice and regulatory guidance is to have such a clause. The proposed addition of the paragraph below eliminates this gap.

**37A) Method of Giving Notices**

“Subject to the Act or any other provision of this By-law, any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the articles, the by-laws or otherwise to a Member, Director, officer or Member of a committee of the Board or to the public accountant shall be sufficiently given:

1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors); or
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
3. if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
4. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.”

**FEX By-law Amendment**

**Amendment No. 1** to By-Law No. 1 of **Family Enterprise Xchange** (the “Corporation”) relating generally to the conduct of the affairs of the Corporation

**BE IT ENACTED** as an amending by-law of the Corporation as follows:

1. Section 26 of By-law No. 1 is deleted and the following substituted therefore:

“**Term of Office of Directors**

The term of office of Directors is three (3) years, renewable once for an additional three (3) years, subject to the provision below. At the first election of Directors following the approval of this By-law, all new Directors shall be elected for a three-year (3) term and existing Directors will each be re-elected for one-year terms.

Thereafter, the Board of Directors will strive to cause the terms of Directors to be staggered on a regular basis and will, as soon as possible, establish a procedure to ensure such staggering.

The Board, on an exceptional basis, may from time to time, cause the term of a particular Director to be extended beyond the two terms of three (3) years each, provided that the Governance & Nominating Committee recommends in favor of such extension.”

1. The following provision is added as section 6A to By-law No.1:

“**Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate and authorize.”

1. The following provision is added as section 37A of By-law No. 1:

“**Method of Giving Notices**

Subject to the Act or any other provision of this By-law, any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the articles, the by-laws or otherwise to a Member, Director, officer or Member of a committee of the Board or to the public accountant shall be sufficiently given:

1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors); or
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
3. if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
4. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

ENACTED by the Board of Directors of the Corporation by resolution on the 14th day of August, 2020 and confirmed by the Members of the Corporation on the day of September, 2020.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

CHAIR