

**WGCC WOMEN GENERAL COUNSEL CANADA NETWORK**

**FORM OF PROXY**

**THIS PROXY IS SOLICITED BY THE EXECUTIVE OF WGCC WOMEN GENERAL COUNSEL CANADA NETWORK FOR USE AT THE ANNUAL MEETING OF MEMBERS TO BE HELD ON JANUARY 24, 2019. A MEMBER MAY APPOINT ANOTHER MEMBER OTHER THAN THE DESIGNATED NOMINEES BY INSERTING SUCH NOMINEE'S NAME IN THE SPACE PROVIDED.**

The undersigned, a member of WGCC Women General Counsel Canada Network (the "**Corporation**") hereby nominates, constitutes and appoints as her nominee, **CHERYL FOY** or, failing her, **BINDU CUDJOE**, or instead of either of the foregoing (strike out preceding names and print name of alternative nominee), \_\_\_\_\_ with full power of substitution, to attend and vote for and on behalf of the undersigned at the annual meeting of members of the Corporation to be held at Sun Life Head Office, 22<sup>nd</sup> floor, 1 York Street, Toronto, Ontario on January 24, 2019 commencing at 1:30 p.m. (the "**Meeting**") and at any adjournment or postponement thereof in the manner indicated.

1. **FINANCIAL STATEMENTS** FOR  WITHHOLD

Approval of the financial statements of the Corporation for the fiscal year ended December 31, 2018.

2. **SPECIAL RESOLUTION** FOR  WITHHOLD

A special resolution authorizing and approving amendments to the Articles and By-Law No. 1 of the Corporation to add a second class of members.

3. **ELECTION OF DIRECTORS AND APPOINTMENT OF EXECUTIVES** FOR  WITHHOLD

Election of the following slate of nominees as directors and executives of the Corporation.

- |     |                   |                                 |
|-----|-------------------|---------------------------------|
| (a) | Elspeth Hagan     | (President)                     |
| (b) | Bindu Cudjoe      | (Vice President)                |
| (c) | Alena Thouin      | (Treasurer)                     |
| (d) | Hilda Wong        | (Secretary)                     |
| (e) | Cheryl Foy        | (Past President)                |
| (f) | Alexa Abiscott    | (Ontario Chapter Lead)          |
| (g) | Ellen Desmond     | (Atlantic Canada Chapter Lead)  |
| (h) | Deborah Greenberg | (Quebec Chapter Lead)           |
| (i) | Erika Tse         | (British Columbia Chapter Lead) |

- (j) Elizabeth Fanjoy (Memberships & Awards)
- (k) Trisha Callon (Partnerships & Sponsorships)
- (l) Angela Nikolakakos (Communications & Website)
- (m) Andrea Cotroneo (2020 Conference Co-Chair)
- (n) Judy Naiberg (2020 Conference Co-Chair)

4. **WAIVER OF APPOINTMENT OF AUDITORS**

FOR WITHHOLD

Waiver of the requirement for an auditor for the Corporation.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_.

PRINT NAME: \_\_\_\_\_

Signature of Member:

\_\_\_\_\_

Number of Votes Represented Hereby: One (1)

**INSTRUCTIONS FOR PROXY:**

1. This proxy should be read in conjunction with the meeting materials prior to voting. The meeting materials can be found at [www.womengc.ca/Annual-General-Meeting](http://www.womengc.ca/Annual-General-Meeting).
2. A member has the right to appoint a person to attend and act for her on her behalf at the meeting other than the persons designated in this form of proxy. Such right may be exercised by filling in the name of such person in the blank space provided and striking out the names of the Corporation's nominees. A person appointed as nominee to represent a member must be a registered member of the Corporation. A person appointed as your proxy holder must be present at the meeting to vote.
3. If not dated, this proxy is deemed to bear the date on which it was first emailed to members.
4. To be valid, this proxy must be received by e-mail ([info@womengc.ca](mailto:info@womengc.ca)) not later than 1:30 p.m. (Toronto time) on January 22, 2019 or 48 hours (excluding Saturdays, Sundays and holidays) before the time of the holding of any adjourned or postponed meeting or delivered to the Secretary of the Corporation on the day of the meeting or any adjournment or postponement thereof.