



CANADIAN PROFESSIONAL RODEO ASSOCIATION (C.P.R.A.)
(the “Association”)

PROXY

THIS PROXY WILL BE USED AT THE SPECIAL MEETING OF MEMBERS OF THE ASSOCIATION TO BE HELD ON SATURDAY, 23RD JANUARY, 2016 AT 11:00 AM AS ADJOURNED TO CONTINUE SATURDAY, 20TH FEBRUARY, 2016 AT 11:00 AM.

The undersigned member of the Association hereby appoints **Murry Milan, President of the Association**, or _____ (Full Name), as the proxyholder(s) of the undersigned to attend and act at the meeting of members of the said Association to be held on the **23rd day of January 2016** and at any adjournment (**February 20th, 2016**) 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. Without limiting the generality of the power hereby conferred, the proxyholder(s) designated above are specifically directed:

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 ___ or withhold from voting ___ on the following motion:**
[Please check one of the above choices]

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The directors of the Association are authorized and directed to make an application under section 201 of the *Canada Not-for-Profit Corporations Act* for a Certificate of Amendment of the Articles of the Association;
2. The Articles of Amendment of the Association, which have been submitted to this meeting and are annexed to this Resolution as Schedule A, are approved;
3. The current By-laws for the Association enacted on the 23rd day of April, 2013 are hereby repealed and replaced by the General Operating By-law which has been submitted to this meeting and is annexed to these minutes as Schedule B which are hereby approved and will be effective immediately upon the enactment of this By-law at the time of confirmation by the members of the Association; and
4. Any one of the officers and directors of the Association is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Amendment.

DATED _____ [please insert date]

Name of Member [please print]

Signature of Member [please sign]



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NOTES

- 1. Each member of the Association 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 to be the member’s proxyholder to attend and act on his/her behalf at the meeting other than the person designated. 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 or voting against these matters, the proxyholder is instructed to vote the membership represented by this proxy in favour of such matters.**
4. The person named in this proxy 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.

This proxy form must be signed and dated by the member or attorney authorized in writing, or, if the member is an Association, 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.

The signed proxy form must be returned to the Secretary of the Board of the Association NO LATER THAN Wednesday, February 17th, 2016 at 4:00 PM MST by delivery to the offices of the Association located at Canadian Professional Rodeo Association (C.P.R.A.) 272245, Range Road 292, Airdrie, AB T4A 2L5 Canada or by emailing it to vote@rodeocanada.com, or sending it by fax to (587) 254-9955 on or before Wednesday, February 17th, 2016 at 4:00 PM MST.