



CANADIAN PROFESSIONAL RODEO ASSOCIATION

NOTICE OF SPECIAL MEETING AND ANNUAL MEETING

TAKE NOTICE THAT a Special Meeting (the "*Special Meeting*") of the Members of the Canadian Professional Rodeo Association (the "*Association*") will be held on February 23, 2019 at Lions Club Event Center, 109-5th Avenue, Cochrane, Alberta commencing at 10:00 a.m. and **FURTHER TAKE NOTICE THAT** the Annual Meeting (the "*Annual Meeting*") of the Association will be held at the same location immediately following the Special Meeting.

The Board of Directors has set December 31, 2018 as the record date for the Special Meeting and the Annual Meeting. **Regular Members in good standing as at December 31, 2018 will be entitled to attend and vote on matters to be brought before the Special Meeting and the Annual Meeting.**

Any Member entitled to be present and to vote at the Special Meeting or the Annual Meeting may be represented at such meetings and vote on any matter properly brought before the meetings by any person (who need not be a Member) as proxy for the Member, provided that a written proxy signed by the Member in a form complying with the *Canada Not-for-Profit Corporations Act* (the "*Act*") and acceptable to the Secretary of the Association is deposited with the Secretary prior to commencement of the applicable meeting. A form of proxy is available on the website of the Association.

Business to be conducted at the Special Meeting

There are three items of business to be conducted at the Special Meeting. These are referred to below as the "*Board Composition Amendments*", the "*Voting Amendment*" and the "*Consequential By-Law Amendments*". The By-Laws of the Association containing these amendments will be posted on the website of the Association with the amendments colour coded as follows:

- 1) **Board Composition Amendments – Green**
- 2) **Voting Amendment – Blue**
- 3) **Consequential By-Law Amendments**
 - a. **Notice Amendment – Red**
 - b. **Other than Notice Amendment – Yellow**

Board Composition Amendments

The first item of business at the Special Meeting will be to consider and, if thought appropriate, adopt certain amendments to the By-Laws of the Association relating to the composition of the Board of Directors (the "*Board*") of the Association. The current By-Laws of the Association provide for a Board consisting of the following Directors:

- (a) two (2) Contestant Directors representing timed events elected by the timed event Contestant Members;
- (b) two (2) Contestant Directors representing riding events elected by the riding event Contestant Members;
- (c) two (2) Stock Contractor Directors, one (1) elected by all Regular Members and one (1) elected by the Stock Contractor Members only;

- (d) two (2) Rodeo Committee Directors elected by all Association Rodeo Committees holding an Approved Rodeo during the Rodeo Season in which the election takes place with each Rodeo Committee having one (1) vote; and
- (e) the President of the Association.

In early 2015, the Board adopted a policy to allow all members of the Event Representative Committee (one person representing each of the seven Major Events) to serve as voting members of the Board. At a special meeting of the Association held on May 14, 2016, the Members resolved by special resolution to amend the Articles of the Association to increase the maximum number of Directors on the Board from 10 to 12 and at the annual meeting of the Association immediately following such special meeting the Members elected (or confirmed elected) to the Board 12 Directors, being seven Contestant Directors (one representing each Major Event), two Stock Contractor Directors, two Rodeo Committee Directors and the President of the Association. This Board composition was confirmed at the annual meetings of the Association held on February 25, 2017 and March 24, 2018.

The *Canada Not-for-Profit Corporations Act* (the “*Act*”) contains specific rules for how a not-for-profit corporation may amend its bylaws. One of those provisions, being Section 197(1)(f) of the Act, provides as follows:

197 (1) A special resolution of the members - or, if section 199 applies, of each applicable class or group of members - is required to make any amendment to the Articles or the by-laws of a corporation to . . .

(f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;

The Act requires a “*special resolution*” to affect any of these changes, which is defined as follows:

special resolution means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.

For certain amendments to the bylaws, a special resolution is required from “*each applicable class or group of members*”. In connection with the Board Composition Amendments, the “*class*” of Members would be Regular Members, which are defined in the By-Laws as “*a Member of the Association other than an Honorary Member, Lifetime Member or any other class of Member which may be created by the Association not having all the privileges of a Regular Member*”. This would include Contestant Members, Stock Contractor Members, Rodeo Committee Members and Contract Personnel Members. Each of these categories of Regular Members would constitute a “*group*” of members. In the case of Contestant Members, there are two groups, being riding event Contestant Members and timed event Contestant Members, as each of these groups have specific rights relating to representation on the Board. The provision of the Act requiring a “*class or group vote*” which is applicable to the Board Composition Amendments is found in section 199(1)(c) of the Act and reads as follows:

199 (1) The members of a class or group of members are, unless the Articles otherwise provide in the case of an amendment referred to in paragraphs (a) and (e), entitled to vote separately as a class or group on a proposal to make an amendment referred to in subsection 197(1) to . . .

(c) increase the rights of any other class or group of members having rights equal or superior to those of the class or group;

The Board has directed that the Members of the Association consider the Board Composition Amendments in order to amend the By-Laws of the Association to comply with the applicable provisions of the Act in connection with the present composition of the Board (as referred to above). An amendment of the By-Laws to change the composition of the Board must be approved by a special resolution of the voting Members of the Association. **The Board Composition Amendments would affect the rights and conditions of a class of Members (being Regular Members) and the rights and conditions of certain groups of Regular Members (being riding event Contestant Members, timed event Contestant Members, Stock Contractor Members and Rodeo Committee Members). Therefore, each such group of Members is entitled to vote separately on the Board Composition Amendments. The Board Composition Amendments will be adopted when (1) the Members of each affected group of Members (the riding event Contestant Members, timed event Contestant Members, Stock Contractor Members and Rodeo Committee Members), voting separately and (2) all Regular Members (including Contract Personnel Members) taken together, have approved the amendments by a special resolution (a resolution passed by a majority of *not less than two thirds* of the votes cast on that resolution).**

The text of the Special Resolution relating to the Board Composition Amendments and the amendments to the By-Laws of the Association contemplated thereby are set forth in Appendix 1 to this Notice.

If the Board Composition Amendments are adopted, 12 Directors of the Association (inclusive of the President) will be elected or confirmed elected at the Annual Meeting. It is proposed that the current Directors of the Board will be confirmed, other than the one Stock Contactor Director and one Rodeo Committee Director to be elected. If the Board Composition Amendments are not passed, the election of Directors at the Annual Meeting will proceed on the basis of the existing By-Laws of the Association (as described above). This would require the following:

- (a) election of the one Stock Contactor Director and one Rodeo Committee Director to be elected; and**
- (b) election of two riding event Contestant Directors and two timed event Contestant Directors (the nominees for such positions being the current members of the Event Representative Committee in accordance with the existing By-laws of the Association).**

Voting Amendment

The second item of business at the Special Meeting will be to consider and, if thought appropriate, adopt an amendment to the By-Laws of the Association to include timers and rodeo secretaries as Regular Members in the group of Contract Personnel Members of the Association. The effect of such amendment would be to constitute timers and rodeo secretaries as Regular Members of the Association and give them all of the rights and privileges of a Regular Member, including the right to vote at meetings of Members. The provision of the Act requiring a “*class or group vote*” which is applicable to the Voting Amendment is found in section 199(1)(d) of the Act and read as follows:

199 (1) The members of a class or group of members are, unless the Articles otherwise provide in the case of an amendment referred to in paragraphs (a) and (e), entitled to vote separately as a class or group on a proposal to make an amendment referred to in subsection 197(1) to . . .

(d) increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;

...

At a meeting held on September 26, 2018, the Board directed that the Members of the Association consider the Voting Amendment to take effect for the annual meeting of the Association to be held in 2020. The Voting Amendment must be approved by a special resolution of the Regular (voting) Members of the Association.

The Voting Amendment will be adopted when the Regular Members (the Contestant Members, Stock Contractor Members, Rodeo Committee Members and Contract Personnel Members) voting as a class of Members have approved the amendments by a special resolution (a resolution passed by a majority of *not less than two thirds* of the votes cast on that resolution).

The text of the Special Resolution relating to the Voting Amendment and the amendments to the By-Laws of the Association contemplated thereby are set forth in Appendix 2 to this Notice.

Consequential By-Law Amendments

The third item of business at the Special Meeting will be to consider and, if thought appropriate, adopt certain additional consequential amendments to the By-Laws. One of the Consequential Amendments are certain amendments to By-Law 4.03 relating to notice to Members of meetings (the "*Notice Amendment*"). One of these amendments is to correct an error in which Members are entitled to receive Notice of meetings of Members (the existing By-Law only requires notice to voting Members). These amendments also provide further flexibility to the Association in the methods of giving notice to Members of meetings. The Notice Amendment must be approved by a special resolution of the Regular (voting) Members of the Association. The balance of the Consequential By-Law Amendments must be approved by an ordinary resolution of the Regular (voting) Members of the Association.

The Consequential By-Law Amendments will be adopted when the Regular Members (the Contestant Members, Stock Contractor Members, Rodeo Committee Members and Contract Personnel Members) voting as a class of Members have approved the amendments by:

- (c) a special resolution (a resolution passed by a majority of *not less than two thirds* of the votes cast on that resolution) in the case of the Notice Amendment; and
- (d) an ordinary resolution (a resolution passed by a majority of the votes cast on that resolution) in the case of the balance of the Consequential By-Law Amendments.

The text of the Special Resolution to approve the Notice Amendment and the ordinary resolution to approve the balance of the Consequential By-Law Amendments and the amendments to the By-Laws of the Association contemplated thereby are set forth in Appendix 3 to this Notice.

Business to be conducted at the Annual Meeting

In accordance with the By-Laws of the Association, the business to be conducted at the Annual Meeting is as follows:

- (a) to approve the minutes of the last annual meeting and consider business arising from those minutes;

- (b) to receive the financial statements and the report of the public accountant of the Association thereon;
- (c) to appoint the public accountant of the Association to hold office until the next Annual Meeting;
- (d) to receive and consider the report of the Executive;
- (e) to receive and consider the report of the General Manager;
- (f) to confirm the election of Terry Cooke as the President of the Association by acclamation;
- (g) to elect the Directors of the Association; and
- (h) such other business as may be properly brought before the meeting.

The financial statements of the Association are available to any Member on request to the Association. Copies of the financial statements will be available to the Members at the Annual Meeting.

Voting Procedure for Special Meeting and Annual Meeting

Special Meeting

Voting on the resolutions to approve the Board Composition Amendments, the Voting Amendment and the Consequential By-Law Amendments will be conducted by anonymous ballot and the ballots for the resolutions will be destroyed by the Secretary of the Association upon the completion of the Special Meeting. **A form of ballot for each class or group of Members entitled to vote on such amendments is attached as Appendix 4 to this Notice. If a Member will not be in attendance at the Special Meeting in person or by proxy, he/she may vote on such resolutions by completing, signing and depositing their ballots with the Association prior to the meeting. Members in attendance at the Special Meeting who have not previously deposited their ballots with the Association will be provided with ballots at the meeting.**

Annual Meeting

In accordance with By-Law 4.07 of the Association, voting for the election of Directors at the Annual Meeting shall be conducted by anonymous ballot and the ballots for the election of Directors will be destroyed by the Secretary of the Association upon the completion of the election. Every other question submitted to the Annual Meeting shall be decided in the first instance by ordinary resolution (a resolution passed by a majority of the votes cast on that resolution) by show of hands unless a person entitled to vote at the meeting has demanded a ballot and in the case of an equality of votes the chairman of the meeting shall both on a show of hands and on a ballot have a second or casting vote in addition to the vote or votes to which he may be otherwise entitled. **A form of ballot for each class or group of Members entitled to vote on the election of Directors is attached as Appendix 5 to this Notice. If a Member will not be in attendance at the Annual Meeting in person or by proxy, he/she may vote on such elections by completing, signing and depositing their ballots with the Association prior to the meeting. Members in attendance at the Annual Meeting who have not previously deposited their ballots with the Association will be provided with ballots at the meeting.**

DATED this ____ day of January, 2019.

BY ORDER OF THE BOARD