



PROXY

FOR THE JUNE 20, 2024 ANNUAL GENERAL MEETING OF REGISTRANTS

I, the undersigned registrant of Professional Geoscientists Ontario (the "PGO"), hereby appoint Robert Hearst P.Ge., PGO Vice President or _____ (see note below) to attend, act or vote on my behalf at the meeting noted above (the "Meeting") and any adjournment or adjournments thereof, in the same manner, to the same extent and with the same effect as if I were personally present at the Meeting and, without limiting the generality of the foregoing, with respect to each of the following matters. (Note: Amendment of By-laws has been separated from other matters in case the registrant has a specific wish respecting the By-laws.)

1. VOTE FOR ANY MATTER OTHER THAN BY-LAW AMENDMENTS

This Proxy confers discretionary authority to vote on amendments or variations to matters identified in the Notice of Meeting and all matters that properly come before the Meeting, WITH THE EXCEPTION of a vote for By-law amendments in 2 below.

2. VOTE FOR BY-LAW AMENDMENTS

Regarding the Motion to accept the following change to By-Law #1A (provided by legal counsel), designed to give PGO flexibility in this challenging macroeconomic environment, be accepted and approved by PGO registrants as stated below.

The following underlined wording is to be added to section [13.02 of Bylaw 1A](#):

- (e) Subject to section 13.02(f), proposals to enact new By-laws or to amend, repeal or re-enact By-laws shall be subject to approval by two thirds (2/3rds) majority of the votes cast by the Members either (i) at a meeting of the Members duly called for the purpose of considering same or (ii) by ballot voting in lieu of a meeting set out in Section 5.15.
- (f) Section 13.02(e) does not apply to a by-law relating to fees and dues, and Council may enact, amend, repeal or re-enact a by-law relating to fees and dues in accordance with section 33 of the Act without the approval of the registrants.

as recommended by Paul Connor, Chair of the Governance Committee.

For **Against** **Abstain**

If neither of the boxes immediately above is checked, this Proxy confers discretionary authority to vote on **item 2, Vote for By-law Amendments**.

DATED this _____ day of June 2024

please print name

signature

Registrant #

Please return this Proxy by fax or email, to the Association at the following address or fax number or email address, to be received by the PGO no later than **5:00 p.m. on Wednesday, June 19, 2024**.

By e-mail: info@pgo.ca

Notes:

A registrant has the right to appoint a person to attend and act on his/her behalf at the Meeting, other than the persons designated in this Proxy, by striking out the printed names and inserting another name, in the blank space provided, of a person who will be attending the Meeting. On any ballot that may be called for in the Meeting, this Proxy will be voted as directed in this Proxy or, if no direction is given, it will be withheld from voting for the matters noted.