

# 2023 ANNUAL GENERAL MEETING

## PROXY VOTING GUIDELINES AND FORM

Tuesday, May 30<sup>th</sup>, 2023 | 1:00 – 1:30 p.m. MDT

Charbar, The Simmons Building | 618 Confluence Way SE, Calgary, AB

### GUIDELINES

#### When is a proxy used and how?

The Decentralised Energy Canada (DEC) bylaws allow a member in good standing to vote at DEC's annual general meeting. If you are unable to attend the AGM but wish to vote, you may vote by means of a proxy by appointing a member in attendance or by appointing the Chair of the Board to vote in your place. The appointed member must be in good standing. This proxy form has been approved by the DEC Board for such appointments and shall be used by members to appoint representatives.

If you choose to appoint another member instead of the Chair, you must write that person's name on the proxy form.

#### How do I submit my proxy form?

Proxy forms should be received by DEC no later than **4:59 p.m. MDT on Monday, May 29, 2023** to allow sufficient time to effectively plan for the AGM. Proxy forms **MUST** be submitted to the Chair of the DEC Board of Directors (John Rilett – [info@deassociation.ca](mailto:info@deassociation.ca)).

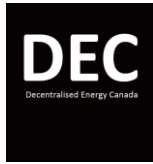
#### Does participation by proxy count towards quorum at the meeting?

When a member of DEC appoints a representative to vote on his/her behalf at the meeting, each proxy counts towards determining quorum at the meeting.

#### How will my proxy vote be made at the meeting?

Proxies duly submitted will be collected by DEC and delivered to the Secretary at the site where the AGM will be held.

According to DEC bylaws, at all meetings of members, every question shall be decided by a show of hands unless otherwise required by the bylaws of the association or unless a poll is required by the Chair or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxy holder for a member entitled to vote, present in person shall have one (1) vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration will be made by the Chair that a resolution has been carried or lost by a particular majority and an entry will be made into the Minutes of the Meeting and inserted into the Association's Minute Book to that effect.



**When must I submit my proxy?**

You must submit (i.e., successful receipt by email, regardless of the time you initiated delivery) by Monday, May 29, 2023 (and no later than 4:59 p.m. MDT that day). Proxies arriving after that date and time will not be collected.

**How do I check to ensure my proxy appointee is a member in good standing?**

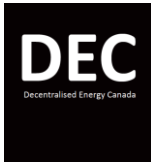
Contact Crystal Thomson-Dick, by email at [crystal@deassociation.ca](mailto:crystal@deassociation.ca)

**IMPORTANT:** It is **YOUR** responsibility to ensure that the member you wish to appoint as your proxy is a member in good standing. Any proxy appointing someone who is not a member in good standing will not be recognised. Membership renewals will be accepted by email until 4:59 p.m. MDT on Monday, May 30, 2022.

**INSTRUCTIONS FOR SUBMITTING YOUR PROXY By email:** Complete and return this proxy by email to [info@deassociation.ca](mailto:info@deassociation.ca) on or before Monday, May 29, 2023 at 4:59 p.m. MDT. If this proxy is not dated, it will be deemed to bear the date on which it is emailed.



*Print and Sign Pages 3 and 4 Only*



## FORM

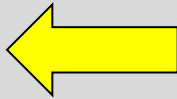
Proxy solicited by the directors and management of the company for the annual general meeting scheduled for May 31, 2022 from 2:30-3:00 p.m. MDT

### NAME OF APPOINTEE

I confirm that I am a member of DEC in good standing, and I hereby appoint the Board Chair, John Rilett,

### OR

I hereby appoint, \_\_\_\_\_<sup>1</sup>, who is a DEC member in good standing and is attending the AGM in person,



Your Initials: \_\_\_\_\_

as the proxy holder of the undersigned, with full power of substitution, to attend, vote, and act for and on behalf of the undersigned at the annual general meeting of the members of DEC to be held on Tuesday, May 30, 2023 and at any adjournment thereof. Unless other instructions are provided below, the member represented by this proxy are to be voted, FOR approval of on any matters than come before the meeting for a vote including approval of all nominees for election to the Board, approval of the audited financial statements, approval of internal audit process until such a time that the transactions in the DEC account warrant an external audit service, and approval of the Membership Rates.

## VOTING

The proxy holder is hereby instructed as follows:

**Voting recommendations are displayed in RED CAPITALS. Insert 'X' accordingly.**

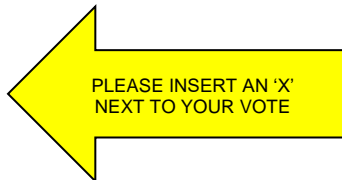
### 1. 2023 AGM Agenda

Approve the 2023 AGM Agenda.

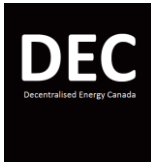
**VOTE FOR (X):** \_\_\_\_\_

VOTE AGAINST (X): \_\_\_\_\_

WITHOLD from voting (X): \_\_\_\_\_



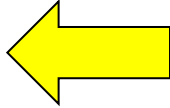
<sup>1</sup> Leave blank to appoint the Board Chair or enter a different name if you choose to appoint another DEC member to vote on your behalf at the meeting.



**2. 2022 AGM Minutes**

Approve the 2022 AGM Minutes.

**VOTE FOR (X):** \_\_\_\_\_



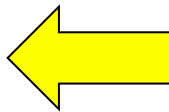
VOTE AGAINST (X): \_\_\_\_\_

WITHOLD from voting (X): \_\_\_\_\_

**3. 2022 FINANCIAL STATEMENTS AND NOTES**

Approve the internally audited financial statements for 2022.

**VOTE FOR (X):** \_\_\_\_\_



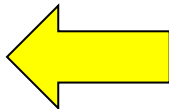
VOTE AGAINST (X): \_\_\_\_\_

WITHOLD from voting (X): \_\_\_\_\_

**4. 2023 AUDIT REQUIREMENTS**

Continue with the internal audit process chaired by the Treasurer of DEC until such a time that the transactions in the DEC account warrant an external audit service.

**VOTE FOR (X):** \_\_\_\_\_



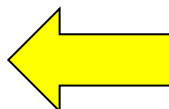
VOTE AGAINST (X): \_\_\_\_\_

WITHOLD from voting (X): \_\_\_\_\_

**5. 2023 MEMBERSHIP RATES**

The Board recommends that the members approve of DEC's 2023 Membership Rates as proposed in the AGM documents.

**VOTE FOR (X):** \_\_\_\_\_



VOTE AGAINST (X): \_\_\_\_\_

WITHOLD from voting (X): \_\_\_\_\_

Submitted by: \_\_\_\_\_ Date: \_\_\_\_\_ 2023