THE FORTIETH ANNUAL GENERAL MEETING

of the members

Scheduled to begin at or about
5:45 p.m. Newfoundland Daylight Time
on Friday, June 3, 2016 in
Salon C
Delta St. John's Hotel and Conference Centre
120 New Gower St., St. John's
Newfoundland and Labrador

PROXY CIRCULAR

Preamble

This information, concerning the upcoming annual general meeting (AGM) of the members, is presented in accordance with sections 2.03 and 4.07 of By-Law No. 1 of the Association:

2.03 Notice of Meetings of Members

Notice of the time and place of a meeting of the members shall be given to each member, in good standing, entitled to vote at the meeting by mail, courier, personal delivery, telephonic or electronic means during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

4.07 Votes to Govern at Meetings of Members

Each member in good standing present at a meeting of members shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. At any meeting of members every question shall, unless otherwise provided by the articles or by-law or by the Act, be determined by a majority of the votes cast on the questions either on a show of hands or on a ballot or on the results of electronic voting. In the event of a tie, the chair shall cast the deciding vote.
Provisions Relating to Voting by the Members

It is understood that only members deemed to be in good standing shall be eligible to vote per s. 2.01 of the By-Laws. Each such member present in person or by proxy at the AGM shall have the right to exercise one vote.

All members in good standing on the records of the CAAA, at the close of business on Friday, May 6, 2016, shall be provided with a proxy form.

Provisions Relating to Proxy

A valid proxy confers discretionary authority upon the person named as proxy with respect to all amendment(s) or variation(s) to any matter(s) identified in the Notice of Meeting of the Members and to any other matter(s) which may properly come before the meeting.

To be valid, the proxy form that comes with this circular must be:
- duly completed, signed and dated by a CAAA member deemed eligible to vote at the AGM; and
- received at the CAAA Head Office by
  - e-mail: admin@caaa.ca;
  - mail: 1800-80 Bloor St W., Toronto, ON, Canada M5S 2V1
no later than 5:00 p.m. EDT on Friday, May 27, 2016.

Any CAAA member who is eligible to vote at the AGM may be represented at the AGM by another eligible CAAA voting member provided the former has properly executed a proxy (completed, signed and dated) on the form provided by the Association for this purpose and returned to the Association by the above-noted deadline.

Business Matters to be Transacted at this Meeting

The Notice of the 40th Annual General Meeting of members of the Association, the full Agenda, and associated documents will be posted on the Association website no later than 12 midnight EDT on Friday, May 13, 2016.

Sincerely,
Mary Henricksen

Executive Director
Toronto, Ontario
May 9, 2016
Important Note

The undersigned, hereby, appoints the CAAA Secretary or

(Proxyholder’s Name)

who is a CAAA member in good standing, as proxyholder with full power of substitution, to attend, vote, and act for and on the undersigned’s behalf in respect of matter(s) that may come before this annual meeting of members and at any adjournment thereof.

Furthermore, the undersigned ratifies and confirms whatever the proxyholder may do by virtue of the appointment provided that, if a choice is specified on the reverse hereof with respect to any of the items set forth in the Proxy Circular for this meeting (receipt of which the undersigned hereby acknowledges), the proxy holder shall vote for or against, as the undersigned has indicated.

NAME

ADDRESS

X

SIGNATURE

DATE

AGM Agenda

1. Appointment of Collins Barrow, of Toronto, as auditors

   ☐ For   ☐ Against

2. Acceptance of the official slate of nominees of directors to be elected (as specified in the attached CAAA Nominating Committee Report) and as recommended by the Special Nominations Committee to the CAAA

   ☐ For   ☐ Against

3. Other Business. Any formal business/motion that may be brought forward at the meeting. I, hereby,

   ☐ authorize   ☐ do not authorize

   my proxy holder to vote on my behalf.

Please complete, sign, date and return this proxy form as soon as possible.

To be in effect for the Friday, June 3, 2016 Fortieth Annual Meeting of the members, it must reach the CAAA Head Office no later than 5:00 p.m. EDT on Friday, May 27, 2016 either by e-mail or mail.

Please send it to:

The Canadian Academic Accounting Association
1800-80, Bloor St. W, 18th Floor
Toronto, ON, Canada M5S 2V1

E-mail: admin@caaa.ca