



Chartered Secretaries Canada
Ontario Branch

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PROXY FORM

The undersigned, being a Member of the Institute of Chartered Secretaries and Administrators in Canada – Ontario Branch (“ICSA Ontario Branch”), hereby appoints Ken Nason, Chair of ICSA Ontario Branch, or failing him, Rafail Veli, Vice-Chair of ICSA Ontario Branch or failing him, Binita Jacob or instead of them, _____ of _____,

as proxy with power of substitution, to attend, act and vote for and on behalf of the undersigned at the Annual General Meeting of Members of ICSA Ontario Branch to be held on Friday, the 27th day of March, 2009, and any and all adjournments thereof, and the undersigned hereby revokes any and all proxies previously given.

The above named proxy is specifically directed to (select the appropriate response):

1. Vote to elect the following candidate to the Ontario Branch Council for a second three-year term beginning with the ensuing year.

J.L. Gilles LeVasseur, FCIS Yes__ No__

2. Vote to elect the following candidates to the Ontario Branch Council for a second three-year term to begin in the ensuing year.

Howard Keck, FCIS Yes__ No__
John E. Clausen, ACIS Yes__ No__

3. Vote for the nomination of the following three individuals to sit on the three available Ontario Branch seats on the Board of The Institute of Chartered Secretaries and Administrators in Canada.

Howard Keck, CMA, FCIS (for a three year term) Yes__ No__
Garnet Fenn, CA, CPA, CIM, FCIS (for a two year term) Yes__ No__
Belle Kaura, B.C.L., LL.B., LLM, FCIS (for a one year term) Yes__ No__

4. To vote to approve _____ or withhold approval _____ of the appointment of Thomas A. Koger as auditor.

Discretionary authority is conferred on the above-named proxy with respect to any and all matters identified in the notice of meeting or which may properly come before the Meeting.

DATED this _____ day of March, 2009

Print Name of Member

Signature of Member

Address of Member

Please complete and sign the Proxy Form and forward it to the Ontario Branch office at the above address in person, by mail, by e-mail (signed PDF) or by Fax (613-737- 4150) for submission to your appointee, Proxies must be received by 4:00 p.m. on Wednesday, March 25, 2009