



## **Role of the Shareholder**

The privilege of becoming a Shareholder of the Stampede comes with great pride and responsibility. A right earned by those most dedicated and engaged in the Calgary Stampede, it is incumbent on all of us as Shareholders to perform our duty to the best of our abilities and in the best interests of the continued longevity and connection to community of this organization.

As many of the Stampede's Shareholders are active volunteers, it is important to differentiate between our roles as volunteers and our role as Shareholders. As volunteers, we are engaged in the execution of operational activities within our respective areas of the organization. By contrast, as a Shareholder we must focus on the direction of the organization broadly and our considerations concentrate on ensuring that the best leadership is in place to lead forward the organization.

We would like to take this opportunity to provide you with information on the role of the Shareholder at the Stampede.

### **Becoming a Shareholder**

The Calgary Stampede's [by-laws](#) outline the governance around awarding Shares (Sections 4-6) and becoming a Shareholder of the Stampede (Section 92).

### **Role and Responsibility of Shareholders**

The role of the Shareholder is largely defined by the activities undertaken at the Annual General Meeting of Shareholders (Section 31). These activities include receiving and considering the audited financial statements of the organization, electing Directors who best meet the requirements of the organization (and at a minimum meet the Director Qualifications as outlined in Section 41 and defined on page 1 of the by-laws), appointing auditors, and transacting any other business related to by-law considerations (i.e. potential changes to the by-laws).

The election of Directors is in many ways the most important role of the Shareholder. It represents an opportunity for Shareholders to not only make a choice on new Director candidates, but also to reflect an evaluation of the performance of incumbents by choosing whether to support or not support candidates for re-election. As such, Shareholders should endeavor to engage in and understand the election process to best make informed voting decisions when executing their right to elect Director candidates to oversee the organization.

To help further explain the Director/Shareholder relationship, following is an excerpt from the Institute of Corporate Directors' overview of "Directors Responsibilities in Canada."

*The role of director is one of stewardship. Directors are responsible for overseeing the management of the corporation. Shareholders make a[n] ...investment in the corporation which entitles those with voting shares to elect the directors. If shareholders are not satisfied with the performance of the directors, they may remove the directors or refuse to re-elect them. Except for certain fundamental transactions or changes, shareholders normally do not participate directly in corporate decision-making, and while, as a practical matter, boards want to know the views of the shareholders, strictly speaking, directors are not normally required to solicit or comply with the wishes of shareholders.*

If you have any questions about any of the information provided above, please do not hesitate to contact the Corporate Secretary ([corporatesecretary@calgarystampede.com](mailto:corporatesecretary@calgarystampede.com); 403-261-0356).