



Election Rules and Procedures

The following constitute election rules within the meaning of the By-laws of the Federation. All capitalized terms used herein and not defined shall have the meaning attributed to those terms set out in the Federation's By-laws.

These Election Rules and Procedures were approved by the Board on December 13, 2019 and replace all previous election rules and procedures of the Federation.

1. Nomination Procedure

- a) No later than two (2) months before the annual Meeting of the Members (the "**Annual Meeting**"), the Federation shall send to each Member an invitation to submit nominations for open positions on the Board. The invitation will be sent either by mail or electronic methods.
- b) Pursuant to the By-law and the resolution of the Board fixing the number of Directors, nominations for two (2) Director positions shall be invited from each of a) learned societies, and b) universities and colleges, such that, on an annual basis, there would normally be nominations for one (1) Director from each constituency.
- c) Before the Federation's invitation to Members to submit nominations for open positions on the Board, the Federation shall approach each current Director whose first two (2) year term is ending to determine if such Director desires to stand for a second two (2) year term. Each such Director has ten (10) business days to indicate, with written consent being sent to the Federation, that she/he would agree to undertake a second two (2) year term. If a Director so indicates, the invitation to be sent out pursuant to paragraph (b) above shall indicate that an incumbent would agree to serve another term and there is no obligation on the Federation to solicit nominees in respect of such Director's board seat.
- d) Both Members and Directors may submit nominations for open positions on the Board, except for the two Directors to be nominated from each of a) learned societies, and b) universities and colleges, which nominations shall be made only by Members from those respective constituencies.
- e) The following information, comprising the Nomination Form, will be sent by the Federation to the Members:
 - the number of Director positions open for nominations;
 - eligibility criteria for those being nominated;
 - the deadline for submission of nominations;
 - instructions on how to submit nominations;
 - Federation contact information in case of queries.



- f) Each nominator may nominate one person, including her/himself, per each open position.
- g) Two nominations for the same nominee constitute a candidacy. Where a proposed nominee does not receive two nominations, they shall not be added to the list of candidates to be considered by the Nominating Committee. In addition, the Nominating Committee may nominate additional candidates at its discretion. The Nominating Committee will propose a slate of candidates to go forward to the annual meeting.
- h) Once all candidates have been identified, the Federation shall request from each candidate: a) a brief biography, b) a short statement indicating why they are interested in the position, c) written consent confirming that the candidate will stand for election to the position for which she/he has been nominated, and (d) written confirmation, in accordance with the *Canada Not-for-Profit Corporations Act* (the “**Act**”), that the candidate is at least 18 years old; has not been declared incapable under the laws of a Canadian province or territory or by a court in a jurisdiction outside Canada; and is not in bankrupt status. Upon receipt of these documents, the Federation will add the candidate’s name to the election ballot to be distributed to the Members.

2. Election Procedure

- a) In accordance with the Act, Directors must be elected by the Members at the Annual Meeting. Notwithstanding the foregoing, the Act and By-laws permit Members to submit Absentee Ballots for the election of Directors, as further set-out herein. Where the Federation collects Absentee Ballots, those ballots shall be added to the votes cast at the Annual Meeting, after which time the Directors elected may be announced, as further set-out herein. For further certainty, where the Act and By-laws allow for Members to participate in the Annual Meeting via electronic means, Members participating by such means shall be deemed to be present at the Annual Meeting and may vote via such electronic means.
- b) The Members are the voters and thus eligible to vote for candidates running in each open position.
- c) The following information, comprising the Voting Package, will be sent by the Federation to the Members:
 - A form of electronic ballot or voting method (each an “**Absentee Ballot**”); setting out the name of each candidate, with an indication of whether the candidate was nominated by the Nominating Committee or otherwise;
 - a brief biography of each candidate;
 - instructions on how to submit Absentee Ballots;
 - Federation contact information in case of queries.
- d) Each Member may vote for one person per each open Board position in respect of which they are eligible to vote



- e) At the Annual Meeting, the Federation shall call an election for each open position on the Board, including those for which there is only one nominated candidate. The candidates may be presented as a slate or individually, at the discretion of the Nominating Committee. In the event the candidates are presented as a slate, a Member may make a motion to consider the election of each candidate separately, which resolution shall require approval by the Members in attendance at the Annual Meeting.
- f) At the Annual Meeting, the Chair shall call for any nominations from the floor of the meeting for any open Board positions. Any such nominations must be moved and seconded by a Member to be considered by the meeting. Any nominees so nominated must meet the eligibility criteria for the position for which they are being nominated.
- g) This vote may take place by a show of hands, by ballot, or by electronic means in accordance with the Act. The Federation shall add the results of the votes cast at the Annual Meeting to the Absentee Ballots and shall report the results to the Chair of the Annual Meeting, after which the Chair of the Annual Meeting will announce the results to the Members. The tallied votes will be presented without it being possible to identify how each Member voted.

3. Vacancies

Should a vacancy occur amongst the elected Directors following the Annual Meeting, the Board may appoint a replacement to complete the term of office of the departing Director. Such an appointment, if less than twelve (12) months in duration, shall not constitute a term for such Director within the meaning of the By-laws and such Director shall be eligible to serve a further two (2) full terms in accordance with the By-laws.