

**BOARD OF DIRECTOR ELECTION RULES
OF THE
BRITISH COLUMBIA CIVIL LIBERTIES ASSOCIATION**

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1. INTERPRETATION

1.1 General

These Rules shall be construed and interpreted in accordance with the Bylaws of the Association. In the event of a conflict between these Rules and the Bylaws, the Bylaws shall govern.

1.2 Definitions

These Rules adopt the definitions contained in Part 1 of the Bylaws of the Association.

In these Rules,

- (a) **“Qualified candidate”** means a candidate for election to the Board of Directors who has fulfilled the requirements under sections 2.3 and 2.8 of these Rules and section 5.6 of the Bylaws, and who has not been deemed ineligible or rejected under sections 2.6 or 2.7 of these Rules.

1.3 Rules apply to incumbent Board Directors seeking reelection

These Rules apply to all members seeking election, including incumbent Board Directors seeking reelection.

2. NOMINATION PROCESS

2.1 Call for candidates

At least two months prior to the Annual General Meeting (“AGM”), the Board will cause a call for nominations for candidates for election to the Board of Directors to be issued to the membership via electronic means.

2.2 Nomination

A member may nominate another member, or themselves, as a candidate for election to the Board of Directors, in a form prescribed by the Elections Committee. A member may nominate no more than three individuals.

2.3 Candidate Declaration

Every member who seeks to become a candidate for election as a Board Director will file with the Elections Committee, in a form prescribed by the Elections Committee and by the deadline prescribed by the Elections Committee, a written and signed declaration stating:

- (a) that they are willing to stand for election;
- (b) that they are a member in good standing of the Association and that they have been a member in good standing for at least six (6) months prior to being nominated;
- (c) that they will comply with and uphold the BCCLA Constitution and Bylaws;
- (d) that they will comply with the policies adopted from time to time by the Board on the conduct of Board Directors, and without limiting the generality of the foregoing, including policies that may be in effect on confidentiality, attendance and conflict of interest;
- (e) that they will comply with these Rules and other procedures adopted by the Board relating to the election process;
- (f) that they will submit themselves to the nomination process established by the Board;
- (g) all known conflicts of interest between the nominated individual and the BCCLA (for example, and without limiting the generality of the foregoing, actual or potential financial conflicts of interest or membership on boards of organizations that are opposed to the purposes, objectives and interests of the BCCLA);
- (h) any factor that could make that member an “ineligible individual” to serve as a director of a charity within the meaning of section 149.1(1) of the *Income Tax Act*, including but not limited to:
 - (i) convictions for a relevant criminal offence for which a pardon has not been granted, inside or outside Canada, relating to financial dishonesty, tax evasion, theft, fraud or other offence that is relevant to the operation of a charity;
 - (ii) convictions for a non-criminal relevant offence inside or outside Canada relating to financial dishonesty, such as offences under fundraising legislation, consumer protection legislation or securities legislation, or other offence that is relevant to the operation of a charity;
 - (iii) being or having been a member of the board of directors, trustee, officer or individual who controlled or managed or oversaw the operation of a charity or registered Canadian amateur athletic association (“RCAAA”) during a period in which the charity or RCAAA engaged in conduct that constituted a serious breach of the requirements for registration for which the charity or RCAAA had its registration revoked within the past five years;

(iv) being or having been the promoter of a gifting arrangement or other tax shelter in which a charity or RCAA has participated and the registration of the charity or RCAA was revoked within the past five years for reasons that were related to participation in the tax shelter.

- (i) their relevant experience, education and work history;
- (j) a description of their past or current involvement with the BCCLA;
- (k) a description of their choosing about their candidacy of no more than 500 words.

2.4 Confidentiality of candidate information

The information collected under sections 2.3(f) to (h) shall be treated as confidential by the Association and will be used solely to determine whether a nominated individual is a qualified candidate and whether the individual will be recommended by the Elections Committee. Information collected under 2.3(a) through (e), and 2.3(i) through (k) is not confidential and may be disclosed to the membership.

2.5 Determination of eligibility

The Elections Committee will determine whether a nominated individual is eligible to be a candidate under the Bylaws, and whether a nominee who would otherwise be an eligible candidate under the Bylaws may be an “ineligible individual” under the *Income Tax Act*. Individuals determined to be ineligible under the Bylaws or the *Income Tax Act* shall not be candidates in the election or included on the ballot.

2.6 Discretion to refuse a nomination

If the Elections Committee resolves that a candidate’s declaration under section 2.3 is in any material respect false, incomplete or misleading, or that the candidacy is frivolous, vexatious or for the purpose of harming the Association, the Elections Committee may reject the nomination of the member as a candidate for Director. The Elections Committee shall give the candidate a reasonable opportunity to respond to such an allegation in writing before refusing the nomination. Individuals so rejected shall not be candidates in the election or included on the ballot.

2.7 Disputing a finding of ineligibility or rejection of nomination

A nominated individual who has been determined to be ineligible, or whose nomination has been rejected by the Elections Committee under sections 2.5 or 2.6, may apply to the Board of Directors for a ruling that the Elections Committee’s determination was in error by writing to the President within five days after the rejection was issued. The letter

to the President must include all information the person wishes to have considered by the Board. The Board's determination of eligibility or rejection as a candidate is final.

2.8 Elections Committee to review nominations

- (a) Before the nominated individual is permitted to stand as a candidate for election as a Director, said individual must attend an interview with the Elections Committee or its delegates, at the time and place specified by the Elections Committee, unless the requirement to attend such an interview has been waived by the Elections Committee.
- (b) The Elections Committee may gather relevant information about a nominated individual as it deems fit to assist in determining whether to make a recommendation.

2.9 Elections Committee may make recommendations to membership

Based on the information gathered about candidates through section 2.3, 2.7 and 2.8 and the needs of the Association, the Elections Committee may, in its discretion, report to the membership that it recommends certain candidates for election. In making such recommendations, the Elections Committee:

- (a) will strive to ensure knowledgeable, experienced and diverse participation in the Association, putting forth candidates that support the Association's object, as set out in the BCCLA Constitution, and charitable goals;
- (b) may consider a candidate's demonstrated interest and involvement in the Association;
- (c) may consider whether candidates have the ability and skills necessary to contribute to the work of the Board of Directors;
- (d) may consider whether candidates provide any necessary or relevant expertise or knowledge, taking into account organizational needs identified by the Board Development Committee;
- (e) may consider whether candidates are members of groups that have been traditionally under-represented in the Association's governance, taking into account any gaps identified by the Board Development Committee.

2.10 Number of recommended candidates

The Elections Committee may recommend more candidates than the number of Board vacancies available. The Elections Committee will generally recommend no more than three candidates for every two Board vacancies available, but may recommend a greater number, in its sole discretion, when extraordinary circumstances warrant.

2.11 All qualified candidates may stand for election

All qualified candidates may stand for election and shall appear on the ballot regardless of whether or not they are recommended by the Elections Committee.

3. CONDUCT OF ELECTION

3.1 When an election will be held

- (a) If the number of qualified candidates exceeds the number of Board vacancies to be filled, the provisions of Rules 3.2 to 3.10 shall apply and an election shall be held at the next AGM.
- (b) If there are insufficient candidates to trigger an election under 3.1(a), the Association will give notice to the membership of the candidates to be elected by acclamation.

3.2 Appointment of returning officer

The Elections Committee will appoint a Returning Officer, who may be a Board Director who is not up for re-election, or the BCCLA Executive Director. The Returning Officer will monitor the process of the election of Directors, and will have such authority as is expressly assigned in a Board resolution, or in these Rules. The Returning Officer will verify the results of the election of Directors.

3.3 Notice of election provided to membership

Notice of an election at the AGM must be given at least seventeen days prior to the AGM, to comply with the requirements of the Society Act, by electronic means to those members who have provided email addresses or other electronic contact information and by mail to others. The Elections Committee will make all reasonable efforts to give one month's notice of an election. This notice will include the names of the candidates, a summary of relevant experience, education and work history, summary of past or current involvement with the BCCLA and the candidates' descriptions of their candidacy provided under sections 2.3 (i),(j) and (k). The notice will indicate all candidates who are recommended for election by the Elections Committee. The information described in this section will also be posted on the BCCLA's website.

3.4 Privacy of members

The Association will not provide member contact information to candidates or their representatives.

3.5 No speeches at Annual General Meeting

There shall be no speeches by candidates or persons speaking on their behalf permitted at the AGM.

3.6 Method of voting

The election shall be conducted online, by means of a secure electronic voting system to be selected by the Elections Committee in consultation with the Executive Director, and in person at the AGM. The electronic voting system must reasonably ensure that each member may participate in the election only once.

3.7 Period for voting

- (a) Electronic voting – the period for online voting shall begin no later than one week prior to the AGM on a date to be set by the Elections Committee, and shall end no later than noon Pacific time on the date of the AGM, at a time and date to be set by the Elections Committee.
- (b) In-person voting – members attending the AGM who have not already voted online may cast their vote at the AGM.

3.8 Counting of votes

The Returning Officer will ensure and supervise the counting of the votes, including the results of the online voting and the ballots cast in-person at the AGM.

3.9 Announcement of results

The results will be announced by the Returning Officer at the AGM or as soon as possible thereafter, and by email to the membership.

3.10 Tie Between Candidates

If two or more candidates receive the same number of votes from the membership, and if that tie vote affects who will be elected to the Board, the winning candidate(s) will be determined by the following procedure.

- (a) In the event that a tie is determined at the AGM:
 - (i) The Returning Officer will announce that there is a tie between candidates; the names of the tied candidates and number of votes received will also be announced.
 - (ii) The Returning Officer will write each tied candidate's name on a piece of paper of the same size and color, using the same pen or pencil for each name
 - (iii) The Returning Officer is to show and announce to the membership in attendance at the AGM the name being written on each piece of paper.

- (iv) Each piece of paper is to be folded in half lengthwise once and placed in a nontransparent container.
- (v) A member of the Elections Committee (or, in the event that they are unavailable, a member of the Executive Committee) will hold the container at a height that is above eye level of the Returning Officer.
- (vi) The Returning Officer, while looking directly ahead, will draw a piece of paper from the container.
- (vii) The Returning Officer will show and announce to the membership present at the AGM the name written on the paper.
- (viii) The individual whose name is written on the piece of paper drawn from the container is deemed to be the winning candidate and will be announced as such.

This process is to be repeated until all seats affected by the tie vote are filled.

- (b) In the event that a tie is determined after the AGM:
 - (i) It will be communicated to the membership, including the reason for the delay, the names of the tied candidates, the amount of votes each candidate received, and the procedure that will be undertaken to determine the successful candidate(s).
 - (ii) The tied candidates (or their designated representatives), two members of the Elections Committee (including the Returning Officer), two members of the Executive Committee, and two Director level staff will attend at the BCCLA office at a mutually agreeable date and time within one week following the AGM.
 - (iii) The Returning Officer will write each tied candidate's name on a piece of paper of the same size and color, using the same pen or pencil for each name
 - (iv) The Returning Officer will show the individuals present the name being written on each piece of paper.
 - (v) Each piece of paper is to be folded in half lengthwise once and placed in a nontransparent container.

- (vi) A member of the Elections Committee or the Executive Committee will hold the container at a height that is above eye level of the Returning Officer.
- (vii) The Returning Officer, while looking directly ahead, will draw a piece of paper from the container.
- (viii) The Returning Officer will show the individuals present the name written on the paper.
- (i) The individual whose name is written on the piece of paper drawn from the container is deemed to be the winning candidate.

This process is to be repeated until all seats affected by the tie vote are filled. The membership is to be notified of the results as soon as possible.

4. TIMELINES

4.1 Timelines may be varied by the Elections Committee

Timelines for doing anything under these Rules may be varied by the Elections Committee, except if a timeline is dictated by the Bylaws or the *Society Act*.