

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

TABLE OF CONTENTS

1.	INTERPRETATION	1
1.1	General	1
1.2	Definitions	1
1.3	Rules apply to incumbent Board Directors seeking reelection	1
2.	NOMINATION PROCESS.....	1
2.1	Call for candidates.....	1
2.2	Nomination	1
2.3	Candidate Declaration.....	1
2.4	Confidentiality of candidate information	3
2.5	Determination of eligibility	3
2.6	Discretion to refuse a nomination	3
2.7	Disputing a finding of ineligibility or rejection of nomination	3
2.8	Board Recruitment and Elections Committee to review nominations	4
2.9	Board Recruitment and Elections Committee may make recommendations to membership.....	4
2.10	Number of recommended candidates.....	4
2.11	All qualified candidates may stand for election	4
3.	CONDUCT OF ELECTION	5
3.1	When an election will be held	5
3.2	Appointment of returning officer	5
3.3	Notice of election provided to membership	5
3.4	Privacy of members	5
3.5	No speeches at Annual General Meeting	5
3.6	Method of voting.....	5
3.7	Period for voting	6
3.8	Voting oversight.....	6
3.9	Announcement of results	6
3.10	Tie Between Candidates	6
4.	TIMELINES	7
4.1	Timelines may be varied by the Board Recruitment and Elections Committee .	7

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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 Board Recruitment and Elections Committee (BREC). 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 Board Recruitment and Elections Committee (BREC), in a form prescribed by the BREC and by the deadline prescribed by the BREC, 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 as at, and no later than, January 1st of the calendar year in which they seek to be nominated and appointed to the Board.
- (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 RCAAA has participated and the registration of the charity or RCAAA 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 BREC. 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 BREC 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 BREC 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 BREC may reject the nomination of the member as a candidate for Director. The BREC 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 BREC under sections 2.5 or 2.6, may apply to the Board of Directors for a ruling that the BREC’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 Board Recruitment and Elections Committee (BREC) 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 BREC or its delegates, at the time and place specified by the BREC, unless the requirement to attend such an interview has been waived by the BREC.
- (b) The BREC may gather relevant information about a nominated individual as it deems fit to assist in determining whether to make a recommendation.

2.9 Board Recruitment and Elections Committee (BREC) 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 BREC may, in its discretion, report to the membership that it recommends certain candidates for election. In making such recommendations, the BREC:

- (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 BREC;
- (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 BREC.

2.10 Number of recommended candidates

The BREC may recommend more candidates than the number of Board vacancies available. The BREC 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 BREC.

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 no later than at the upcoming 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 BREC 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 BREC 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 BREC. 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 and by telephone, by means of a secure electronic voting system to be selected by the BREC in consultation with the Executive Director.

The voting system must reasonably ensure that each member may participate in the election only once.

3.7 Period for voting

The period for voting shall begin no later than one week prior to the AGM on a date to be set by the BREC, and shall end no later than at the AGM, at a time and date to be set by the BREC.

3.8 Voting oversight

The Returning Officer will ensure and supervise the voting process.

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) The Returning Officer will announce that there is a tie between candidates as soon as practicable after the conclusion of voting, and in any event no later than at the AGM. The announcement will include the names of the tied candidates, the number of votes each candidate received, and the method through which the tie will be resolved, as noted in 3.10(b).
- (b) A vote by secret ballot will be conducted at the AGM of the members present at the AGM to determine the winner of the tie.
 - (i) For an AGM that is held remotely, the vote will take place by electronic means. The Returning Officer will supervise the voting process.
 - (ii) For an AGM that is held in person, the vote will take place in person. The Returning Officer will supervise the counting of the votes.
- (c) The Returning Officer will announce at the AGM the winning candidate(s) of the tie based on the votes cast at the AGM, and will notify the membership of the winning candidate(s) no later than three days following the AGM.

4. TIMELINES

4.1 Timelines may be varied by the Board Recruitment and Elections Committee

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