



POLICY ON NOMINATIONS AND ELECTIONS

ASSOCIATION OF CANADIAN ARCHIVISTS ASSOCIATION CANADIENNE DES ARCHIVISTES

(the “Corporation”)

SECTION 1 INTERPRETATION

1.01 Definitions.

Unless the context otherwise specifies or requires, the words and expressions used in this Policy shall have the following meanings. All other words and expressions used in this Policy shall have the same meaning as in By-law No. 1 of the Corporation.

- (a) “**Call for Nominations**” has the meaning set out in subsection 4.01;
- (b) “**Close of Call for Nominations**” has the meaning set out in subsection 4.02;
- (c) “**Election Rules**” has the meaning set out in subsection 3.01;
- (d) “**List of Qualified Nominees**” has the meaning set out in subparagraph 3.03(a)(i);
- (e) “**Member**” or “**Members**” has the meaning set out in By-law No. 1 of the Corporation and “**Membership**” has a corresponding meaning;
- (f) “**Member in Good Standing**” means a Member who has paid the applicable membership fee with no outstanding balance owing to the Corporation;
- (g) “**Nomination Committee**” means the Nomination Committee appointed as a subcommittee of the Governance Committee in accordance with Sections 2.01 and 2.02 of this Policy;
- (h) “**Nominees**” means those individuals whose names are obtained as a result of the Call for Nominations, as well as such other names of individuals as have been brought to the attention of the Nomination Committee other than through the Call for Nominations.

1.02 Interpretation. This Policy shall be, unless the context otherwise requires, construed and interpreted in accordance with the interpretation provisions of By-law No. 1 of the Corporation. In the event of a conflict between the provisions of this Policy and the provisions of the By-law No. 1 of the Corporation, the provisions of the By-law shall govern.



SECTION 2 NOMINATION COMMITTEE

- 2.01 Appointment of Committee. The Governance Committee shall appoint a Nomination Committee that will be charged with the responsibility of identifying and nominating individuals who are interested in becoming a Director or Officer of the Corporation. The Nomination Committee may formulate its own rules of procedure, subject to such regulations or directions as the Governance Committee or the Board may from time to time make.
- 2.02 Size and Composition of Committee. The size and composition of the Nomination Committee shall be determined by the Governance Committee from time to time and may include non-board members. The Governance Committee shall appoint the members of the Nomination Committee, including the Chair of the Nominations Committee, who shall be a Director.

SECTION 3 GENERAL

- 3.01 Purpose. The purpose of this Policy is to establish the process for recruiting and nominating individuals who wish to stand for election as Directors and Officers. The Board may adopt such other policies or rules to supplement this Policy and prescribe further rules with respect to the nomination and election process applicable to any particular election of Directors and Officers in any given year (“**Election Rules**”), provided that such Election Rules are not inconsistent with By-law No. 1 of the Corporation or this Policy.
- 3.02 Dates of Annual meeting of Members and Elections. The Board shall set out the dates of the Annual meeting of Members of the Corporation and the Election Period at least six (6) months in advance. The Corporation shall publish on the Corporation’s website the dates of the Annual meeting of Members of the Corporation and the Election Period at least three (3) months in advance of the Annual meeting of Members.
- 3.03 Election Officer. The Chair of the Nomination Committee shall be the primary person responsible for overseeing the process for nominating and electing Directors and Officers (the “**Election Officer**”). The Election Officer shall carry out his/her duties in accordance with this Policy and any other applicable policies or Election Rules.

SECTION 4 NOMINATIONS PROCESS

- 4.01 Call for Nominations. Each year there shall be a call to solicit names of individuals who are interested in becoming a Director or Officer of the Corporation (the “**Call for Nominations**”).



4.02 Applications of Nominees.

- (a) The Call for Nominations shall invite Members in Good Standing who are interested in becoming a Director or Officer of the Corporation to submit an application package, in a manner prescribed by the Corporation, to the Nomination Committee.
- (b) The application package of each Nominee shall consist of:
 - (i) An information statement in English or both no longer than 500 words indicating why he/she wishes to be elected as a Director or Officer and including relevant biographical information. This statement may point to a website where further information is available about the individual;
 - (ii) email address, postal address and current daytime telephone number;
 - (iii) the signature of at least five (5) other Members of the Corporation, evidencing such Members' support of the Nominee's nomination; and
 - (iv) such other information or documentation as the Nomination Committee may determine.

4.03 Close of Nominations.

- (a) The Call for Nominations shall set out a date by which the application package must be delivered to the Nomination Committee (the “**Close of Nominations**”).
- (b) The Close of Nominations shall be set on a date that is at least ten (10) weeks prior to the date of the annual Meeting of Members. In the event that there are not a sufficient number of nominations received to fill the number of Director or Officer vacancies by the Close of Nominations, that date may be extended provided that such extension does not go beyond a date that is at least six (6) weeks prior to the date of the annual Meeting of Members.

4.04 List of Qualified Nominees.

- (a) On a date that shall be no more than two (2) weeks after the Close of Nominations, the Nomination Committee shall select qualified Nominees who will stand for election as Directors and Officers (the “**List of Qualified Nominees**”).
- (b) In preparing the List of Qualified Nominees, the Nomination Committee shall include only the names of Nominees who have delivered to the Nomination Committee the materials described in Section 4.02(b) of this Policy and who meet the qualification requirements set out in By-law No. 1 of the Corporation.



- (c) In calculating the number of Nominees to be included on the List of Qualified Nominees, the Nomination Committee shall use the number of Director and Officer positions that will be vacant, as at the date on which the Nomination Committee finalizes the List of Qualified Nominees. If any additional vacancy occurs in a Director or Officer position after that date, the Nomination Committee may, at its discretion, add additional Nominees to the List of Qualified Nominees in accordance with paragraph 4.04(b).
 - (d) Any individual who is or was a Member of the Nomination Committee is not eligible to be a Nominee unless that individual has ceased to be a Member of the Nomination Committee for at least one (1) year prior to the first day of the Election Period in which he/she is seeking to be elected as a Director.
- 4.05 List of Qualified Nominees. The List of Qualified Nominees shall be made available to Members in the notice of the annual meeting of Members and may be made available earlier by other electronic means (e.g. on the Corporation’s website).
- 4.06 Report on Nominations Process. Each year, the Board or the Governance Committee may provide a written report to the Nomination Committee that assesses the Board’s view as to the overall nominations and election process of that year. Any such report shall identify any issues or deficiencies with respect to the overall nominations and election process and include recommendations as to how such issues or deficiencies can be addressed in the following year. The Nomination Committee shall take into consideration any such report when recruiting and selecting Nominees for the next election of Directors and Officers.

SECTION 5 ELECTIONS

- 5.01 Election Rules. The election of Directors and Officers from the List of Qualified Nominees shall take place in accordance with By-law No. 1 of the Corporation. If taking place electronically, voting in the election may begin no more than seven (7) days prior to the annual Meeting of Members and shall remain open until no later than the close of the annual Meeting of Members (the “**Election Period**”).
- 5.02 Ranking of Elected Directors and Officers.
- (a) At the end of each Election Period the persons elected as Directors and Officers shall be declared as those having received a plurality of votes in accordance with the following:
 - (b) Each vacant Director and Officer position shall be filled with the Nominees who received the most number of votes.
 - (c) Ties, if any, between any two (2) or more Nominees where such tie is relevant to the determination of the outcome of the election of Directors and Officers with



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respect to one (1) or more seats, shall be settled by a random draw of names of the Nominees so tied, under the supervision of the Election Officer. The Nominee whose name is drawn first shall be deemed to have received the highest number of votes, the Nominee whose name is drawn second shall be deemed to have received the second highest number of votes and so on.

- 5.03 Election Results. The results of the election of Directors and Officers shall be announced at the annual meeting of Members.