

Procedure Governing the Election of Directors

Purpose:

To ensure the formation of the Board of Directors (**BOD**) is compliant with the Canada Not-for-profit Corporations Act (CNCA), with the regulations of Canada Revenue Agency (cra) associated with charitable organizations, and with the Corporate By-Laws.

Scope:

This procedure covers the election of corporate Directors and is not related to other Policies and/or Procedures governing the organization and operations of the corporation.

References and Related Documents:

Newsletter Guidelines	https://www.hkvca.ca/newsltr/guidelines.php
Corporate ByLaws	https://www.hkvca.ca/aboutus/bylaws/By-Law_incorp_2014.php
Justice Laws Website	https://laws-lois.justice.gc.ca/eng/acts/c-7.75/
cra Registered Charities Guidelines Checklist	https://www.canadiancharitylaw.ca/blog/

Definitions:

Eligible - an individual that has paid membership dues for the current year.

Annual General Meeting (**AGM**) - Yearly assembly of members as required by our ByLaws.

Roles and Responsibilities:

Corporate Secretary (**CS**) - initiates this process

Webmaster (**WM**) - distributes relevant documentation

Election Officer (**EO**) - ensures all procedural steps are followed

Procedure:

Action	Role	Timing
1. Verify that our ByLaw, policy, and procedure comply with the current requirements of CNCA and cra.	CS	Finish by March 1 st
2. Prepare the call for nominations and ensure inclusion in newsletter. See Appendix 2.	CS	Finish by March 1 st
3. Ensure that the BOD schedules the AGM and ensure that an election officer is appointed	CS	During Feb BOD
4. Arrange a location for electronic submissions of nominations, with automatic forwarding of submissions to elections officer.	WM	Coincide with posting of Newsletter
5. Set up a special email folder or a new email address for nominations electronically submitted and hard copy documentation folder	EO	Same as above
6. Select a cloud-based voting platform (such as Election Buddy). Will be needed should the number of nominations exceed 10.	EO	Finish by the closing date of nominations
Nomination and Election		
7. Determine which Directors are standing for re-election.	EO	March BOD
8. Verify that nominees are willing to stand if elected.	EO	As nominations are received
9a. If there are 10 or less nominations, complete steps 10-11, then continue with step 16. 9b. If there are 11 or more nominations, skip to step 13.	EO	Nomination Closing Date
10. Prepare the Motion of Installation of Directors and forward to Webmaster for distribution. See Appendix 5.	EO	Nomination Closing Date
11. Distribute the Motion of Installation of Directors to eligible members.	WM	Upon receipt of motion
12. Input biographies and photos of nominees on the voting platform.	EO	Immediate
13. Prepare Online Voting Notice for electronic distribution and prepare ballot for post mail members, and forward both to Webmaster for distribution. See Appendices 3 & 4.	EO	Immediate

Action	Role	Timing
14. Distribute Voting Notice and ballot.	WM	Immediate
15. Determine successful candidates. Combine results from voting platform and mail-in ballots.	EO	Start when voting closes (date in Online Voting Notice)
Reporting Results		
16. Prepare report for AGM. See Appendix 6.	EO	Prior to AGM
17. Present election results and forward the motion during the AGM.	EO	During AGM
18. Submit documentation folder to Corporate Secretary.	EO	After AGM
End of Assignment		

List of Appendices:

1. Information Flow Chart
2. Sample Call for Nominations
3. Sample Online Voting Notice
4. Sample Mail-in Ballot
5. Sample Motion to Install Directors
6. Sample Report to AGM

Revision History:

1Rev#	Date	Change Description	Approval Method	Reference	Remarks
1	Jan 2013	Converted to HTML. Minor update.	BOD Meeting, 23 Jan	Minutes	Link to: Superseded policy document (superseded/Admin005)
2	Mar 2015	Rewritten and stored as pdf			
3	Aug 2015	Updated, converted to HTML, with link to pdf copy	BOD Meeting	Minutes	
4	May 2016		BOD Meeting	Minutes	Link to superseded copy (superseded/Admin005 2016htm)

5	Feb 2020	Updated and expanded	BOD Meeting	Minutes	Link to superseded copy (superseded/Admin005
6	Aug 2024	Rewritten	BOD Meeting	Minutes	

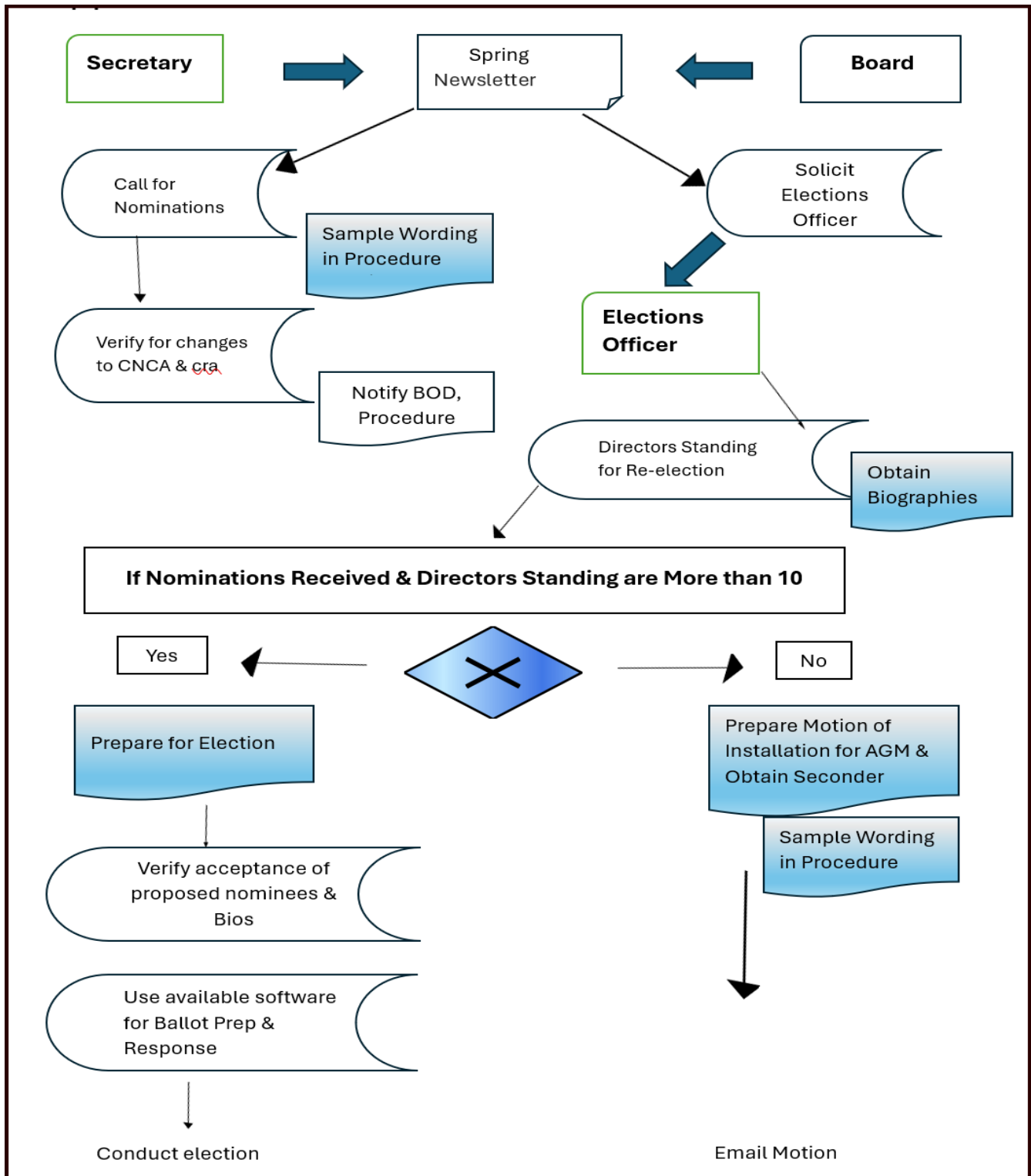
Effective Date: _____

Approval Signatures:

President

Secretary

Appendix 1: Information Flow Chart



Appendix 2: Sample Call for Nominations

Election of Directors

Our Annual General Meeting will be held on **Tuesday, May 7 at 2pm Eastern Time**. Please see the details at the end of this newsletter.

A key item on the agenda of the AGM is the election of the Board of Directors. We are seeking candidates to serve as Directors and would especially welcome grandchildren of Hong Kong Veterans to volunteer. The role of our directors is to:

- Ensure that the HKVCA's mission and goals are properly executed.
- Ensure that the HKVCA's financial resources are managed and utilized correctly and consistently with our mission.
- Represent the needs and desires of the HKVCA's members, and to maintain communication with the membership.
- Ensure that Veterans Affairs Canada continues to manage the welfare of the widows of Hong Kong Veterans in accordance with established programs.

Our Board meetings are held once per month via Zoom, so access to, and ability to use a computer, phone or tablet equipped with a webcam and microphone/speakers or headset is required.

Please consider volunteering for this vital role in the HKVCA or nominate a member you feel can contribute to our association.

Nominations Deadline: **April 1, 2024**

YES! I would like to put my name forward to join the HKVCA Board of Directors. Please send your name and telephone number, a brief biography, and a brief summary of your skills to nomination@hkvca.ca by April 1, 2024. If you know of someone who would be a positive asset to the Board, if they agree, please submit their name to the same address.

Appendix 3: Sample Online Voting Notice

1Hong Kong Veterans Commemorative Association

VOTE FOR BOARD OF DIRECTORS - AGM on May 7th, 2024

Canada Not-for-profit Corporations Regulations requires our Association to elect a maximum of ten (10) members to the Board. Nominations for the following individuals have been submitted and all nominees have agreed to serve if elected.

The following individuals have been nominated for Directors this year.

Please sign on to the voting program at *<insert website address>* and select only your choice of ten.

- ☐ Carol Hadley
- ☐ Lucette Mailloux Muir
- ☐ Stephanie Mitchell
- ☐ Mark Purcell
- ☐ Mike Babin
- ☐ Bernard Leblanc
- ☐ Gerry Tupper
- ☐ <name of nominee>

This ballot must be received in *Ottawa* by 12:01 pm May 5th, 2024.

Appendix 4: Sample Mail-in Ballot

1 Hong Kong Veterans Commemorative Association

BOARD OF DIRECTORS BALLOT - AGM on May 7th, 2024

Canada Not-for-profit Corporations Regulations requires our Association to elect a maximum of ten (10) members to the Board. Nominations for the following individuals have been submitted and all nominees have agreed to serve if elected.

Please check only ten of the nominees listed below. ☐

Nominees

Carol Hadley	For <input type="checkbox"/>
Bernard Leblanc	For <input type="checkbox"/>
Lucette Mailloux Muir	For <input type="checkbox"/>
Barry Mitchell	For <input type="checkbox"/>
Stephanie Mitchell	For <input type="checkbox"/>
Gerry Tuppert	For <input type="checkbox"/>
Mike Babin	For <input type="checkbox"/>
Mark Purcell	For <input type="checkbox"/>

Member's name or signature: _____

This ballot must be received in Ottawa by 12:01 pm May 5th, 2024.

Mail your printed, completed ballot to:

HKCVA 2024, Box 164, 1826 Robinson Rd., Ottawa, K2H 1B9

Appendix 5: Sample Motion to Install Directors

We are required by our ByLaws to elect our directors each year at the AGM. We solicited nominations via our March newsletter. We received fewer nominations than there were Director positions available, and so I will be asking you to endorse the eight individuals I will name when I make the Motion.

It is now time to vote on the Motion to confirm the slate of Directors for the upcoming term, which will last until our Annual General Meeting in 2025.

Here is the motion:

I move, seconded by *<name of seconder>*, that the following be installed as Directors of the Hong Kong Veterans Commemorative Association effective immediately.

- Mike Babin of Toronto, ON
- Carol Hadley of Winnipeg, MB
- Bernard LeBlanc of Arichat, NS
- Lucette Mailloux Muir of Granby, QC
- Barry Mitchell of Winnipeg, MB
- Stephanie Mitchell of Winnipeg, MB
- Mark Purcell of Bradford, ON
- Gerry Tuppert of Duncan, BC

Are there any questions before we vote?

Now the vote: does anyone wish to vote AGAINST the motion? If so, please say AGAINST. Otherwise, you do not need to say anything.

Thank you. The motion is carried.

Appendix 6: Sample Report to AGM

The following is a report sample, suitable for the AGM. Items of note:

1. A personal statement of reflection by the EO about their experience with the process. This is not a required element of the report, but if you have any thoughts of this nature, please provide them.
2. A brief description of the work completed
3. A section to use when the number of nominations is 10 or fewer.
4. A section to use when the number of nominations exceeded 10, and therefore an election was held.

ELECTIONS OFFICER REPORT TO AGM

Date: YYYY-

MMM-DD

On (...date...) I was asked by ther Board to act as Elections Officer for the coming year. I connected the Secretary on (...Date...) to ensure that the annual verifications of any changes by the Canada Not-for-profit Corporations Act (CNCA), with the regulations of Canada Revenue Agency (cra) associated with charitable organizations, and with the Corporate By-Laws was completed.

Once assured, I started the process of obtaining nominees for the upcoming Board of Directors in accordance with the Corporate procedure governing Elections. This ensured that all members, regardless of their preference to online or postal communications, would receive ample time to ponder and submit their choice(s)

Use the following if number 10 or less

Of those nominated, **xx** agreed to stand in an election. Because less than 10 nominations were approved, and in accordance with existing CNCA regulations, an election was not required. However, the proposed slate must be approved by

vote at this AGM, so a Motion to this was prepared and distributed for consideration. I will now read that Motion and call for a vote. Because this meeting is conducted by telephone, only the NAY votes need be voiced.

Read motion

All not in favour, please acknowledge (**count nay votes**).

The Motion being carried, all candidates have been acclaimed to the board.

Respectfully Submitted,
Name of Elections Officer

Or ***Use the following if number greater than 10***

The nomination process ...<describe>. Of those nominated, xx agreed to stand in an election. Because more than 10 nominations were received, an election was held.

As we have xxx (eg 430) members in good standing, we issued 430 ballots. Of these, 334 were issued online and the remaining were mailed. CNCA requires a return of rate of at least 8%; ergo, we needed 35 respondents. By chance that was the number we received. Of the 35 we received, 23 were mailed in.

Because the number of nominees exceeded 10, <name of voting platform> was selected as a voting platform. Generated reports from the voting platform accompany this report.

This system recorded and tabulated the online votes submitted, and coupled with the mail in votes received, the following have been elected as your Board of Directors for the coming year.

The ten successful candidates are:

- List the names

Respectfully Submitted,
Name of Elections Officer