

## **ELECTION OF BOARD CHAIR AND VICE CHAIR**

### **General provisions**

- 1 As provided in the Act:
  - (a) At the first Meeting held after November 1 in each year, the Board must elect a Chair and a Vice Chair.
  - (b) The Vice Chair has, during the absence, illness or other disability of the Board Chair, all the powers and duties of the Board Chair and is subject to all rules applicable to the Board Chair.
  - (c) If the Board Chair and the Vice Chair are not present at a Meeting of the Board, the Directors present may elect an acting Chair who, during that Meeting, has all the powers of the Board Chair and is subject to all rules applicable to the Chair.
  - (d) Each Director present at the Meeting has one vote in each election for an office.

### **Election of Board Chair**

- 2 The call for nominations for the office of Board Chair will be conducted by the Corporate Officer.
- 3 The Corporate Officer will call for nominations for the office of Board Chair. Each nomination must be seconded and the nominee must consent to the nomination. If the nominee is not present at the Meeting, he or she must have advised the nominator of his or her consent in writing or else such person will not be considered for the position of Board Chair.
- 4 If only one candidate is nominated for the office of Board Chair, that candidate will be declared elected by acclamation.
- 5 If more than one candidate is nominated for an office, each candidate will be given two minutes to speak. If a candidate is not present at the Meeting, he or she may have another Director deliver a prepared speech on his or her behalf.
- 6 At the conclusion of candidates' speeches, an election will be held and voting will be conducted by secret ballot. If a Director is participating in the Meeting electronically, to cast a vote for the office of Board Chair, he or she shall, at the time the vote is being conducted, telephone the Corporate Officer who will record his or her vote on a ballot paper and deposit same in the ballot box. When the Meeting location is equipped with electronic communications equipment and the appropriate security is in place, Directors shall vote by secret electronic ballot.
- 7 The counting of ballots will be conducted by the Corporate Officer together with the Chief Financial Officer. The number of votes for each candidate will be announced and, immediately thereafter, the ballots will be destroyed.
- 8 The candidate with the most votes for the office of Board Chair will be declared elected to that office.

### **Tie vote**

- 9 In the event of a tie vote that makes the election results inconclusive, the candidates who are tied remain in the election. If a definitive election result cannot be declared after three elections have been held, then the result of the election will be determined by lot between those candidates as follows:
- (a) the name of each candidate is to be written on a separate piece of paper, as similar as possible to all other pieces prepared for the determination;
  - (b) the pieces of paper are to be folded in a uniform manner in such a way that the names of the candidates are not visible;
  - (c) the pieces of paper are to be placed in a container that is sufficiently large to allow them to be shaken for the purpose of making their distribution random, and the container is to be shaken for this purpose;
  - (d) a person who is not a candidate shall be asked to withdraw one paper;
  - (e) the candidate whose name is on the paper that was drawn shall be declared elected to that office.

### **Election of Vice Chair**

- 10 The election for the position of Vice Chair will be conducted following the procedures set out in sections 2 to 9 above.