**ELECTION POLICY Based on the provisions of CAPIC By-law and Policies AMENDED BY THE BOARD OF DIRECTORS ON FEBRUARY 2, 2023**

**PART 1 - Definitions**

1.1 This Policy relies on the same definitions as provided for in the By-law of the Corporation.

1.2 Unless the context otherwise specifies or requires:

(a) "**Act**" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c. 23, including the regulations made pursuant thereto, and any statute or regulations that may be substituted therefor, as amended from time to time;

(b) "**Campaign Activity**" means any act having the purpose of eliciting the direct or indirect promotion of a particular Candidate, and which has been implicitly or explicitly authorized by that Candidate;

(c) "**Campaign Communications**" means any communications having the purpose of eliciting the direct or indirect promotion of a particular Candidate, and which has been implicitly or explicitly authorized by that Candidate, and includes communications that are oral, written, pictorial, film or video and by any form of electronic means, including internet, social media, and electronic communications;

(d) "**Campaign Materials**" means Campaign Communications published in writing, pictorial, film, video or by any form of electronic means including internet, social media, and electronic communications implicitly or explicitly authorized by the Candidate;

(e) "**Campaign Period**" mean the period of time, as determined by the Chief Elector, during which a Candidate can engage in any Campaign Activity;

(f) "**Candidate**" means an individual who has been nominated and accepted as a candidate to become a Director in accordance with Section 6.5 and Section 6.6 of the Corporation's By- Law and who has not otherwise been disqualified pursuant to Section 6.5 of the Corporation's By-law or otherwise;

(g) "**Chief Elector**" means the Chair of the Governance and Nomination Committee (GNC), but if the Chair of the Governance and Nomination Committee is a Candidate in the upcoming election then the Board shall appoint a Director who is not a Candidate in the upcoming election to act as the Chief Elector;

(h) **"Region"** the groups of Members, each representing a different geographical jurisdiction, which geographical jurisdictions are set out in Section 2.5 of this Policy;

(i) "**Member in Good Standing**" means a Member who
has paid all applicable membership fees, dues and levies owing to the Corporation, is not under disciplinary action or suspension, whose membership has not been terminated and who is in compliance with the Articles, the By-law and all policies of the Corporation, as determined by the Board;

(j) **"OPIC"** means the Organization of Professional Immigration Consultants Inc.; and

(k) "**Voters List**" means a list containing the names and addresses of Members who are Members in Good Standing and entitled to vote at a meeting of Members as at eight (8) weeks before the meeting of Members, and which is prepared in accordance with this Policy.

**PART 2 - Director Qualifications and Nomination Process.**

2.1 To be eligible for election or appointment as a Director, an individual shall:

(a) not be an undischarged bankrupt;

(b) be a Registered Member or an Honorary Registered Member and a Member in Good Standing of the Corporation;

(c) not have previously been removed as a Director by the Members or have had his or her office as Director automatically vacated pursuant to Section 6.8 of the Bylaw;

(d) not have previously been removed as an Officer by the Board;

(e) not be a director or officer of and not hold an executive or staff position with another immigration and citizenship advocacy organization, an organization providing services equivalent or similar to the Corporation, or a regulatory body for Authorized Representatives;

(f) possess a minimum of two years of experience as a Director, a director of OPIC, a director of AICC, a member of a committee of the Corporation, or other equivalent experience as determined by the Board from time to time;

(g) not have resigned during his or her term of office as Director at any time within the previous term; and

(h) not have been reinstated within the last four years following a termination or suspension.

2.2 Potential Candidates for the position of Director must be nominated for election to the Board as follows:

(a) At least eight weeks prior to the expiry of a Director's term, the Secretary shall provide notice to the Members in Good Standing at the cut-off date as determined by Governance and Nomination Committee and entitled to vote at a Meeting of the Members of a pending vacancy on the Board. Such notice shall include information about the qualifications for the position and the Corporation's nomination and voting procedures and policies currently in effect. Such notice shall be provided to Members in accordance with Part 11 of the Bylaw.

(b) Any five Registered Members and/or Honorary Registered Members who are Members in Good Standing may nominate any other Registered Member or Honorary Registered Member who is a Member in Good Standing for the position of Director by mailing a nomination to the Secretary at least six weeks prior to the expiry of the current Director's term in the form set out in Schedule B.

(c) The total number of nominations made by a Registered Member and/or Honorary Registered Member may not exceed the total number of vacancies.

2.3 In order to be accepted as a Candidate for the position of Director and be added to the election ballot, a nominee must:

(a) provide written acceptance as stated in Schedule A to the Chief Elector provided in accordance with Section 2.3 (b) of this Policy at least five weeks prior to the expiry of the current Director's term;

(b) declare in writing as per Schedule A that the Candidate will observe the provisions of the Act, the Articles, the By-law, and any policies of the Corporation including, without limitation the Corporation's election policy and procedures; and

(c) deliver to the Chief Elector a biography summarizing the Candidate's skill set and experience, a summary of the Candidate's vision and priorities for the Corporation, and the Candidate's proposed contributions to the Corporation based on the Corporation's most recent strategic plan and financial information, at least five weeks prior to the expiry of the current Director's term for circulation.

2.4 The Chief Elector may require a nominee to provide a police record check and may disqualify any nominee who possesses a prior criminal record.

2.5 There shall at all times be at least one (1) Director elected from each of the following Regions:

(a) Alberta
(b) Atlantic Canada and Territories: New Brunswick, Newfoundland and Labrador, Nova Scotia, Prince Edward Island, Yukon, Northwest Territories, and Nunavut.
(c) British Columbia
(d) Manitoba
(e) Ontario
(f) Quebec
(g) Saskatchewan
(h) International

2.6 The Chief Elector must disqualify any nominee or Candidate whose nomination or Campaign contravenes the Act, the Articles, the By-law, the Code of Conduct and Ethics, this Policy, or any policy established or adopted by the Board or the Members from time to time. For clarity, a Candidate can be disqualified by the Chief Elector if he or she engages in Campaign Activity outside of the Campaign Period.

**PART 3 - CAMPAIGN PERIOD**

3.1 A Candidate may only conduct Campaign Activities during the Campaign Period.

3.2 The Campaign Period will be approximately a four-week period commencing one week after the deadline for nominations.

3.3 The Chief Elector shall announce the Campaign Period and publish the commencing date and ending date on the Corporation's website.

3.4 A Candidate shall not engage in any Campaign Activities, including Campaign Communications and the publishing or authorization of the publishing of Campaign Materials, outside of the Campaign Period.

**PART 4 - CAMPAIGN RULES AND ACTIVITIES**

4.1 All Candidates shall:

(a) be familiar with and comply with the Corporation's By-law, Code of Conduct and Ethics, this Policy, and other policies established or adopted by the Board or its Members from time to time;

(b) at all times conduct himself or herself professionally and be courteous and civil towards his or her colleagues and other Candidates;

(c) not malign the reputation of other Members, Candidates, or the Corporation in his or her Campaign Communications, including Campaign Materials; and

(d) not make any statement or representation about himself or herself, other Candidates, other Members, or the Corporation itself that is unprofessional, false, or misleading.

4.2 A Candidate or Member shall not publish any Campaign Materials until the Campaign Materials have been submitted to the Chief Elector through the Corporation's head office, and the Chief Elector has approved the Campaign Materials in conformity with the campaign policies set by the Governance and Nomination Committee.

4.3 A Candidate shall submit Campaign Materials and information about any in-person campaign events to the Chief Elector for review at least five days before the beginning of the Campaign Period.

4.4 The Governance and Nomination Committee will review any additional Campaign Materials and notify the Candidate of the approval or rejection of the Campaign Materials within five days following receipt of the Campaign Materials.

4.5 The Chief Elector shall place all biographies received from Candidates and approved by the Governance and Nominations Committee on the Corporation's website.

4.6 Upon request from the Candidate, CAPIC may provide a link from the CAPIC website to the Candidate's Campaign Materials which have previously been approved by the Governance and Nomination Committee.

4.7 Campaign Materials shall be in compliance with all Canadian laws.

4.8 Candidates are solely responsible at law for the content of any Campaign Communications or Campaign Material which are distributed or published by the Corporation and shall provide a signed indemnity agreement as per Schedule C to the Corporation attesting to the same.

4.9 During the Campaign Period, and in compliance with privacy law, the Corporation shall facilitate the sending of a maximum of four email broadcasts on dates specified by the Chief Elector to Members on the Voters List who have provided their current email address to the Corporation and any consent required by the Act or Canada's Anti-Spam Law. The email broadcasts will contain any Candidate's messages which:

(a) has been received by the Chief Elector from the Candidate in a MS Word form document in English and/or French and edited by the Candidate for spelling, grammar and content at least four working days before the delivery date of the broadcast schedule;

(b) has been approved by the Chief Elector;

(c) contains a disclaimer that the content is the sole responsibility of the Candidate and is not an endorsement by the Corporation; and

(d) has been submitted by a Candidate who has provided the Corporation with the indemnity form referred to in section 4.8 of this Policy.

4.10 Where pre-approved by the Chief Elector, a Candidate may invite Members to campaign events. The Candidate shall ensure that the event has a professional atmosphere and is in compliance with all Canadian laws.

**PART 5 - VOTING**

5.1 Election of Directors shall be conducted by electronic ballot and/or paper ballot submitted by the Members in Good Standing at the cut-off date determined by the Governance and Nomination Committee and entitled to vote at the Members meeting during the voting period designated by the Chief Elector. Only those electronic and/or paper ballots received by the Corporation on or before the deadline shall be accepted as valid.

5.2 Every Member on the Voters List shall be entitled to vote for any Candidate and will have one vote for each position open for election.

5.3 Upon the closing of balloting, the voting results of an election of Directors shall be tabulated and certified as accurate by the independent voting service and shall be communicated to the Chief Elector in writing or electronically. The results shall also be communicated to the Chair in writing or electronically, unless the Chair is a Candidate in which case the election results will be communicated to the Vice-Chair in writing or electronically instead of the Chair. If the Vice-Chair is also a Candidate, then the Board shall appoint a Director who is not a Candidate for this role.

5.4 The Chief Elector and Chair, Vice-Chair, or Board member as appointed by the Board under Section 5.3 of this Policy who received the results pursuant to Section 5.3 of this Policy shall ensure the results are kept confidential and stored safely until the meeting of Members. The Chair, Vice-Chair or Board member appointed under Section 5.3 of this Policy shall announce the successful Candidates for each vacancy at the Annual General Meeting.

5.5 The Members in Good Standing entitled to vote at the Members meeting shall table a resolution ratifying the results of the voting and ratifying the election of the successful Candidates for each vacancy.

## PART 6 - CHIEF ELECTOR AND GOVERNANCE AND NOMINATION COMMITTEE

6.1 The Chief Elector shall interpret and enforce this Policy.

6.2 During the Campaign Period, the Governance and Nomination Committee shall only comprise of committee members who are not Candidates in the upcoming election.

6.3 The duties of the Chief Elector shall include:

(a) receiving nominations;

(b) preparing ballots;

(c) overseeing and monitoring the campaigns of each Candidate;

(d) monitoring voting;

(e) supervising the Governance and Nomination Committee for the purpose of election;

(f) collecting ballots; and

(g) reporting on the results in accordance with this Policy.

## PART 7 - VOTERS LIST

7.1 The Voters List shall be prepared as follows:

(a) The Voters List shall contain Members in Good Standing and entitled to vote at the meeting of Members and shall include each Member in Good Standing and entitled to vote at the meeting of Members;

(b) The Voters List shall include the Member's first and last name, and the Member's mailing address of record; and

(c) The Voters List shall only include those Members who have provided any necessary consent as required by the Act or Canada's Anti-Spam Law;

7.2 A Candidate wishing to obtain a copy of the Voters List shall submit a statutory declaration as per Schedule D to the Chief Elector before receiving the Voters List.

7.3 The Voters List shall only be used for campaign purposes and may not be used for any other purposes after the Campaign Period.

**PART 8 - ELECTION OFFENCE**

8.1 Any breach of this Policy may result in the disqualification of the Candidate by the Chief Elector.

**PART 9 - APPENDIX**

Schedule A: Candidate's Declaration

Schedule B: Nomination Form

Schedule C: Indemnity Agreement

Schedule D: Declaration for obtaining Voters List **Schedule A**

**Candidate's Declaration**

I, the Candidate named below,

| **Candidate's Legal name (Last Name, Given Name):** | | | |
|---|---|---|---|
| Usually known as: | | | |
| Business Address: | | | |
| Cell: | | Email Address: | |
| CAPIC ID: | | CICC ID: | |

hereby submit my nomination package which includes the following (check where appropriate):

☐ This Declaration

☐ (number) completed Nomination Forms

☐ Conflict of Interest Declaration

☐ Biography duly endorsed by all nominating members

**I hereby solemnly declare that:**

a) I have read and I will observe the provisions of the Canada Not-for-profit Corporations Act, the Articles, the CAPIC By-Law, the Code of Conduct and Ethics and any policies of CAPIC;

b) I am a Member in Good Standing defined by Section 1.2 (i) of the Election Policy;

c) I am eligible to run for election having met the criteria listed in Section 2.1 of the Election Policy;

d) If elected, I will participate in CAPIC's governance and strategic plan training and will abide by the rules of CAPIC's governance model and its strategic plan;

e) I have the necessary experience and meet all the other qualifications and requirements to become a director of CAPIC as specified in CAPIC's Board Policy;

f) I fully understand that, if elected as a director of CAPIC, I will have all the duties and responsibilities of a director of the organization, in law and as specified in the By-law, and pledge to diligently discharge them;

g) All the facts and assertions contained in my attached biography are accurate and true;



h) I accept the nomination of the members who have provided the enclosed nomination forms; and

i) I solemnly declare that the information I have given is truthful, complete, and correct, and I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath.

Candidate's Signature:_____ Date: _____

**Schedule B**

**CAPIC Election Nomination Form**

I, the undersigned, hereby nominate _____ ,

CICC ID: _____ CAPIC ID____as a candidate for a position on the Board of Directors.

I confirm that as at the date of signature hereof –

1 I am a Member in Good Standing defined by Section 1.2 (i) of the Election Policy

2 I am a Registered Member and/or Honorary Registered Member as described in CAPIC By-law section 2.1(a)(i) and (iv), and my personal information as follows:

| | |
|---|---|
| Full Name of Nominating Member: | |
| CAPIC Membership Number: | |
| CICC ID#: | |
| Complete Address: | |
| | |
| Email Address: | |
| Phone # | |

3 I have reviewed the above-mentioned Candidate's biography attached to this form, and, having found it to my satisfaction, I have provided my endorsement by placing my initial (initial) on the Candidate's biography.

Signed at__(City)__(Province) on the _____ day of (month),_____(year) _____

Signature: _____

**REVISED by GNC Committee on February 5, 2024**

Canadian Association of Professional Immigration Consultants
L'Association Canadienne des Conseillers Professionnels en Immigration

**Attachment:** The biography of the Candidate initialled by the nominator. **Schedule C**

## INDEMNITY AGREEMENT

THIS AGREEMENT is made as of_____day of_____, 20___

BETWEEN:

**CANADIAN ASSOCIATION OF PROFESSIONAL IMMIGRATION CONSULTANTS**, 18 King St E Suite 1400, Toronto, ON M5C 1C4, Canada

("CAPIC")

AND:

_____ , of _____

("Candidate")

**WHEREAS:**

A. The Candidate intends to run in CAPIC's upcoming election at which the Registered Members and Honorary Registered Members of CAPIC will elect or affirm new directors for CAPIC.

B. CAPIC may publish campaign materials supplied by and on behalf of the Candidate; and

C. It is appropriate for the Candidate to indemnify CAPIC in respect of such publications.

**NOW THEREFORE** in consideration of the mutual promises set out below and other good and valuable consideration, CAPIC and the Candidate agrees as follows:

1. CAPIC may publish campaign materials provided to CAPIC by the Candidate in accordance with the CAPIC Election Policy or otherwise (the "Publication").

2. The Candidate hereby covenants and agrees to indemnify and save CAPIC, including its directors, officers, Chief Elector, employees, members, independent contractors, and agents, and each of them, harmless from and against any and all loss, damage, and liability arising from the Publication, whether arising in law or equity, under statute,

regulation, government ordinances or otherwise which CAPIC, including its directors, officers, Chief Elector, employees, members, independent contractors, and agents, sustains or incurs in or about any demand, claim, action, suit or proceeding which is made, brought, commenced, or prosecuted, or threatened to be made, brought, commenced or prosecuted against any or all of them, for or in respect of the Publication.

3. If either party to this agreement receives any complaint, demand, claim, action, suit or proceeding concerning the Publication, then that party will immediately provide the other party with written notice of same by either courier or email transaction to the addresses of each party set out below:

Attachment: The biography of the Candidate initialled by the Nominator



CAPIC: Suite 1400, 18 King Street, Toronto, Ontario M5C 1C4
E-mail: admin2@capic.ca

Candidate: _____

E-mail: _____

4. If such complaint, demand, claim, action, suit or proceeding concerning the Publication is made, then the Candidate agrees to cooperate with CAPIC in any attempts to resolve the matter.

5. The parties shall execute and deliver such further documents and instruments and do such further acts and things as may be reasonably required to carry out the intent and meaning of this agreement.

6. Each of the parties acknowledges having been advised to obtain and having had the opportunity to obtain independent legal advice prior to executing this agreement.

7. This agreement may be executed in counterpart and such counterparts together shall constitute a single instrument.

**IN WITNESS WHEREOF** the parties have executed this agreement.

Canadian Association of Professional Immigration Consultants
L'Association Canadienne des Conseillers Professionnels en Immigration

SIGNED, SEALED & DELIVERED in the presence of:

_____
**Signature of Witness**

Name: _____

Address: _____

_____

**Candidate**

A Commissioner, etc.
(Sign, print name and affix commissioner's stamp

**CANADIAN ASSOCIATION OF PROFESSIONAL IMMIGRATION CONSULTANTS**

Per:
Authorized Signatory

**Schedule D**

**STATUTORY DECLARATION**

IN THE MATTER OF obtaining a list of members of the Canadian Association of Professional Immigration Consultants

I, _____ of _____

(Print Name) Complete Residential Address)

do hereby solemnly affirm and declare:

Canadian Association of
Professional Immigration Consultants

L'Association Canadienne des
Conseillers Professionnels en Immigration

1. THAT I am a member in good standing of the Canadian Association of Professional Immigration Consultants, a not-for-profit organization incorporated under the Canada Notfor-profit Corporations Act;

2. THAT I hereby apply for a list of members of the Canadian Association of Professional Immigration Consultants;

3. THAT the list of members and the information contained therein will not be used for any purposes except in connection with:

   a. an effort to influence the voting of members;

   b. requisitioning a meeting of members; or

   c. any other matter relating to the affairs of the Canadian Association of Professional Immigration Consultants as per Section 23 subsection (7) or (8) of the Canada Not-for-profit Corporations Act; and

4. THAT the list of members and the information contained therein will not be further distributed.

**I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Evidence Act of Canada.**

DECLARED BEFORE ME at the city of _____
in the Province of __ on the_____day of the
year _____

_____

**Signature of Declarant**

_____

A Commissioner, etc.
(Sign, print name and affix commissioner's stamp)