

Board of Directors

Renewal of Mandate – Current Requirements

1. Conditions of Renewal:

Eligibility: Only Class A members (Affiliated Members) are eligible to stand for election to the Board of Directors .

Number of Directors: Determined by the articles.

If a range is specified, the number is fixed by ordinary resolution of members or by board resolution if so empowered by the members.

2. Nomination and Candidacy Declaration

Legal Base

The Act and Regulations do not prescribe a minimum period for declaring candidacy — only the consent to act (s. 128(9)) **must be given in writing within 10 days of election** if the person was absent at the meeting (Reg. s. 28(2)).

By-law

GFORSS has a member-driven nomination mechanism:

- **Any proposal nominating directors may be included in a members' proposal if it is signed by not less than 5% of members entitled to vote at the meeting .**
 - **This effectively creates a nomination threshold — equivalent to a 5% endorsement rule.**
- There is no specified advance candidacy declaration period, beyond compliance with the general meeting notice periods below.

3. Election Timing and Term

Legal Base

- Directors must be elected at annual members' meetings (s. 128(3)).
- **The prescribed maximum term is four years** (Reg. s. 28(1)).

GFORSS By-law

- **GFORSS sets a three-year term for elected directors**, ending at the close of the third annual meeting following their election.
- There are no limits on the number of consecutive terms a director may serve.

4. Method and Manner of Election

Legal Base

- Elections occur at duly called members' meetings (s. 162–163).
- Remote participation and absentee voting are allowed if the by-laws provide for them (s. 171(1)).

By-law

GFORSS explicitly provides for both in-person and electronic elections:

- *Place of Meetings*: May be held anywhere in Canada, or electronically, provided participants can communicate adequately .
- *Remote/Absentee Voting*: Members entitled to vote may cast votes by mail, telephonic, electronic, or other means, provided the system ensures: Verification of votes, and Presentation of tallied results without identifying how each member voted .
- *Entirely Electronic Meetings*: The by-laws authorize holding meetings entirely by electronic means, fully compliant with the Act and Regulations .

Thus, elections may be held remotely, as long as technical and procedural safeguards are met.

5. Notice and Timing Requirements

Legal Base

- The Act (s. 162) and Regulations require 21–60 days advance notice for meetings, depending on the delivery method.

By-law Overlay

GFORSS adopts these same timelines:

- By mail, courier, or personal delivery: **21–60** days before the meeting.
- By electronic means: 21–35 days before the meeting .

No additional deadlines are specified for director nominations beyond these notice periods.

6. Quorum and Voting

- Quorum: 5% of GFORSS members constitute a quorum at any members' meeting .
- Voting: **Each Class A member has one vote.**

Decisions, including elections, are by simple majority, with a casting vote reserved for the chair in the event of a tie .

7. Cessation and Replacement

- A director automatically ceases office if absent (without regrets or notice) for three consecutive board meetings but remains an affiliated member and may later reapply .
- Vacancies can be filled by board resolution until the next annual election (Act, s. 132(4)).