



# ADR Institute of Ontario

## By-Law No. 1 Section 2.8 & 7

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Accepted by Membership on June 13, 2024

## Section 2 – Directors

### 2.8 Election of Directors:

- a) Nominations. To nominate a candidate for the Board of Directors, the nomination must be written and submitted to the Nominating Committee at least 45 days prior to the annual meeting, not including the day of the meeting itself.
  
- a) The Board of Directors will designate the Executive Director or another suitable person to prepare and distribute ballots. These ballots will include candidates' names in alphabetical order, along with any additional stipulations specified by the Board. Members will receive ballots and any other specified requirements at least 30 days prior to the annual meeting, not counting the meeting day itself.
  
- b) Members must submit their ballots to the Executive Director, or another individual designated by the Board of Directors.
  
- c) Voting will conclude at the scheduled start time of the annual meeting or as determined by the Board.
  
- d) The Executive Director or another person chosen by the Board will give the collected ballots to scrutineers, who are selected by the Board from non-candidate members. These scrutineers are responsible for tallying the votes on the ballots.
  
- e) For the election of Directors at any meeting:
  - i. the two nominees receiving the highest number of votes from areas outside Greater Toronto will be elected as Directors. These Directors will serve from the date of their election at the annual meeting until the second annual meeting following their election, or until their successors are chosen; and
  
  - ii. nominees receiving the highest number of votes from the overall pool, both from within and outside Greater Toronto, will be elected as Directors. These Directors commence their term from the election date at the annual meeting and continue until the second annual meeting following their election, or until successors are chosen.

- f) Scrutineers are tasked with finalizing, signing, and presenting to the annual meeting's Chair a certificate listing the elected candidates. They also compile and sign a vote summary for each successful candidate, which is submitted to the Executive Director or a designated Board appointee. In the event of a tie, scrutineers privately draw lots to determine the outcome.
- g) At the annual meeting, the Chair will announce that the individuals listed in the scrutineers' certificate have been elected to the Board of Directors for the upcoming year. Despite this, the current Officers of the Corporation will remain in their positions until their successors are duly elected.
- h) The ballots and the summary of votes shall be destroyed by the Executive Director following the annual meeting.

## **Section 7 – Conflict of Interest**

### **Conflict of Interest**

- 6.1 A Director or Officer who is in any way directly or indirectly interested in a contract or transaction, or a proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.
- 6.2 If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.

Enacted on the 13<sup>th</sup> day of June, 2024.