

MEMO

DATE: April 7, 2021
TO: All Voting Members
FROM: Council
RE: Bylaw Amendments – Election to Council & Eligibility for President

PURSUANT TO SECTION 6 OF THE ARCHITECTS ACT AND EVERY ENABLING POWER, COUNCIL ORDERS THAT THE BYLAWS OF THE NORTHWEST TERRITORIES ASSOCIATION OF ARCHITECTS BE AMENDED AS PRESENTED IN THIS DOCUMENT.

1. By deleting **Part 3 (“Election to Council”) in its entirety and replacing it with the following:**

Disqualification

- X1. (1) *A person who ceases to be a Voting Member is disqualified from:*
- (a) *nominating or being nominated for election, and*
 - (b) *continuing to stand as a candidate for election.*
- X2. (1) *If a candidate withdraws or is disqualified or dies during an election, thus causing the number of candidates to be equal to or less than the number of vacancies to be filled, the election shall proceed in all respects as if the candidate had not withdrawn, been disqualified or died until immediately after they were elected.*
- (2) *A person elected pursuant to subsection (1) shall not be considered as having been elected to, or as having served on, Council except for the purpose of this bylaw.*

Nominations

- X3. (1) *The Registrar shall send a call for nominations to all members at least forty-five (45) days before an annual meeting.*
Provides two weeks to submit nominations.
- (2) *Notice in an Association publication at least sixty (60) days before an annual meeting shall satisfy this requirement.*
- X4. (1) *Nominations shall be submitted to the Registrar on a form prescribed by Council and signed by any two Voting Members, not including the nominee.*
- (2) *The Registrar shall obtain written confirmation the nominee’s willingness to stand for candidacy and to act if elected.*

Call for Election

- X5. (1) *The Registrar shall, at least thirty (30) days prior to an annual meeting,*
- (a) *call an election, if the number of candidates for any position exceed the number of vacant seats for that position, or*
- (b) *notify members that an election is not called pursuant to subsection (1)(a).*

Shortened from 45 days.

- (2) *Notice in an Association publication sent forty-five (45) days prior to an annual meeting shall satisfy this requirement.*
- (3) *An election called pursuant to bylaw X5(1)(a) shall conclude at noon three (3) days before an annual meeting.*

Acclamation

- X6. *If no election is called pursuant to bylaw X(1), each nominee is deemed to be acclaimed to each respective vacancy.*
- X7. *If the number of nominees is less than the number of vacancies for any position thirty (30) days before an annual meeting, Council may nominate any eligible member until all vacancies are filled, and such nominees shall be deemed as acclaimed to their respective positions.*

If not enough nominees, Council can still solicit candidates/ appointees.

Election Campaign

- X8. *No person shall campaign for or against a candidate during the period that voting is permitted.*

Election Ballot

- X9. (1) *Elections shall be conducted by secret ballot.*
- (2) *Each ballot shall contain*
- (a) *the name of each candidate, arranged alphabetically by surname then given name, and grouped by office with the number of vacancies and terms for each office clearly indicated, and*
- (b) *a brief explanation of the maximum number of candidates for which a vote may be cast to make the ballot valid.*

- (3) *Ballots may be accompanied by a brief biography of each candidate with such information as prescribed by Council.*
- (4) *The Registrar shall send a ballot to each Voting Member at least thirty (30) days before an annual meeting.*

Voting

- X10. (1) *A Voting Member is entitled to the same number of votes as there are vacancies on Council but is not required to use all votes entitled to them.*
- (2) *A Voting Member may not cast more than one vote for each candidate.*

Ballot Count

- X11. (1) *The Registrar shall destroy a ballot if*
 - (a) any mark on the ballot identifies the voter, or*
 - (b) it is received after the election is concluded.*
- (2) *A ballot that is improperly marked or marked with more than the maximum number of votes permitted shall be marked “spoilt” and discounted.*

An eBallot cannot be spoilt nor cause itself to be destroyed; provision remains in case of a paper option.

- X12. (1) *Before an election is concluded, the President shall appoint at least three (3) members, not including candidates, to act as scrutineers.*

Replaces the practiced function of the Nominations Committee, now defunct.
- (2) *At the conclusion of an election, the scrutineers shall*
 - (a) receive all ballots collected by the Registrar,*
 - (b) count all ballots and maintain such records as are necessary to ensure all ballots have been properly cast and counted,*
 - (b) certify the election results and the list of elected candidates,*
and
 - (d) deliver the results and a sealed package containing the ballots and any counting materials, to the Registrar.*
- (3) *The scrutineers shall keep secret the results of an election until the President has announced the results at an annual meeting.*

Still relevant for eBallots, but further policy is required to instruct scrutineers on how to inspect such a system.

Voting Results

- X13. (1) *The candidate who receives the highest number of votes for a position shall be elected to that position.*
- (2) *In case of a tie vote,*
- (a) *the President shall cast the deciding vote for a Councillor, and*
- (b) *the Past President, or designate, shall cast the deciding vote for a President.*

Election Results

- X14. *The Registrar shall, prior to commencing an annual meeting,*
- (a) *deliver the election results to the President, and*
- (b) *disclose the election results to each candidate.*
- X15. (1) *The President shall announce the results of the election at the annual meeting and call for a motion to destroy the ballots.*
- (2) *If no election was called, the President shall announce the acclaimed nominees for each vacancy.*

Recount

- X16. (1) *A candidate may, immediately upon being informed of the results, protest the election to the Registrar.*
- (2) *If a protest is received under subsection (1), the President shall appoint at least three (3) members, not including candidates or scrutineers, to recount all ballots.*
- (3) *A candidate, or representative, may be present at such a recount.*
- (4) *The result of a recount shall be delivered to, and announced by, the President at the annual meeting, and such recount shall be final and binding.*

Validation

- X17. *In the event of any failure to comply with procedure relating to an election, Council shall have the power to take any reasonable action to validate the nomination, the counting of the ballots and the election.*

COMMENT

As of 2015 and likely earlier, in lieu of bylaw requirements, members opted to nominate members at the AGM table. Recent attempts to draw the process closer to the bylaw requirements have effected some change and resulted in an inaugural full election in 2019.

For the 2019 election, an eBallot system was created to manage ballots in lieu of the required mail ballot procedure. The new process followed the bylaws as best as possible, including the use of scrutineers and deadlines for calling and ending the election. Paper ballots were also available if an email ballot was not possible for a voting member.

Existing bylaws were presumably adopted, in large part, from elsewhere, primarily Alberta. The election procedures were therefore likely adopted without specific review and were not enforced or practiced due to the size of the Association and the community it represents.

This amendment includes the following recommendations:

1. Dissolve the Nominating Committee and instead provide criteria for calling for, and accepting, nominations.

A Committee was struck in 2019 only to oversee election results as scrutineers. It was not involved in the nominations process. Nominations are currently submitted directly to the Registrar, and past practice was to nominate from the floor at an AGM.

2. Allow for electronic voting and summarize instructions regarding the processing of ballots.

The 2019 election was conducted by eBallot, which does not require as much time as a mailed ballot. The process for both mail and electronic votes should be minimized so that standard “secret ballot” procedure can be followed without being detailed in the bylaws.

3. Allow elections to be conditional on the number of nominations received.

Current bylaws direct that an election is called first, then a candidate can be acclaimed. Per Robert’s Rules, acclamation cannot happen in a ballot election. And, given current practice, an election is simply not necessary if there are not enough candidates. Priority has typically been on sourcing the minimum nominations for a full Council.

Motion & Instructions

This amendment is presented alongside a proposed complete revision of the Bylaws, and is designed to be reviewed and approved *following* the approval of the proposed revision at the same meeting.

The motion is as follows:

TO amend the revised Bylaws of the Northwest Territories pertaining to Election to Council as presented,
AND TO renumber all bylaw paragraphs, sub-paragraphs, and list items as necessary.

COUNCIL FURTHER ORDERS THAT THE BYLAWS OF THE NORTHWEST TERRITORIES ASSOCIATION OF ARCHITECTS BE AMENDED AS FOLLOWS:

2. After bylaw X2, by inserting the following:

- X3. *Notwithstanding anything in the Act or these bylaws, a person who has not served as a Council member or an appointee of Council for at least one (1) year within the previous seven (7) years is disqualified from being nominated as a candidate for election as President.*

COMMENT

This bylaw intends to provide an expectation of familiarity with Association business and Council operations prior to becoming President. It also intends to facilitate the appropriate succession of leadership, including the retention of corporate knowledge & memory and the opportunity to understand the role in various contexts, including public engagement and national representation.

Motion & Instructions

This amendment is presented separate but related to the election amendments noted above and is intended to be reviewed at the same time as the bylaw revision and election amendments.

The motion is as follows:

- TO** amend the revised Bylaws of the Northwest Territories pertaining to eligibility for President as presented,
AND TO renumber all bylaw paragraphs, sub-paragraphs, and list items as necessary.