

PERFORMING ARTS LODGES OF CANADA FOUNDATION

RULES AND REGULATIONS

1. Directors Elected At Large to the Board of Directors

The election of the seven Directors who are elected at large to the Board of Directors of PAL Canada Foundation shall be by secret mail-in ballot in a proportional, single transferable vote system*. A Returning Officer (RO) and a Deputy Returning Officer (DRO), who are independent and not current Board members or candidates, will be chosen to oversee the election.

Members will be notified of vacancies on the Board to be filled by election I Palingenesis, at least three months before the Annual General Meeting, and by any other appropriate means.

Individual and Life members of PAL Canada in good standing must advise the RO by hand, mail, or facsimile no later than seven (7) full weeks before the Annual General Meeting (AGM) of their intention to stand for election.

The RO will determine and advise candidates of whether they are qualified within 48 hours of the deadline for receipt of notice of intention to stand for election. If there are more qualified candidates than vacancies, candidates will be invited to submit a candidate statement of no more than 250 words, setting out their qualifications, reasons they wish to and/or should be elected, or any information they feel is pertinent. Statements, which are the responsibility of the candidate, may be submitted in English and/or French for distribution to all voting members of PAL Canada. The statements must be received by the RO by hand, mail, or facsimile no later than five (5) full weeks before the AGM.

Ballots will list the candidates in order drawn by lot by the RO, and members at least three (3) weeks before the AGM, containing an official ballot, a ballot envelope in which to seal the completed ballot (the purpose of this envelope is to protect the secrecy of the vote), and a pre-addressed return envelope to mail in the sealed ballot. Members without Internet access will also receive the candidate statements, and those with Internet access will be directed to the statements on the PAL Canada web site. The completed ballots must be received by the RO no later than four (4) full days before the AGM.

- ***The Proportional, Single Transferable Vote System:***

In an election for three (3) positions, for example, a candidate must attract 1/3rd of the total votes. Candidates receiving at least 1/3rd of the first-choice votes will be declared elected. Remaining seats will be won by counting second-choice votes, and then third choices, and so on, until all seats are filled.

By counting the votes this way, there is a reasonable guarantee that everyone's vote will help someone get elected. If a candidate gets more votes than required to win a seat, then the surplus votes are transferred to the next candidate of choice on the voter's ballot.

Computer software will be used for the calculations, which are as follows:

In proportional elections winners are declared based on each candidate's or party's share of the total votes cast. The precise number of votes required to win a seat is called the quota. In an election with 3 seats to fill, the quota will be calculated by dividing the total number of valid votes by 4 (that is, the number of seats to be filled, plus one).

Step One:

The first-choice votes of each candidate will be counted. If any candidate receives a quota of first-choice votes, that candidate will be declared elected. If they receive more than the quota, those surplus votes will be transferred to the remaining candidates according to the second choices on those ballots.

How are votes transferred?

If, for example the quota is 30 votes, and a candidate receives 35 first-choice votes, the 5 surplus votes will be transferred to other candidates according to the second choices expressed by the voters. Rather than simply pick 5 ballots out of the pile at random, all 35-ballot papers are transferred. But each ballot paper will now count for only $1/7^{\text{th}}$ of a vote according to the following formula:

$5/35=1/7$, where 5 is the number of surplus votes and 35 is the total number of ballot papers, so each ballot paper will count for $1/7^{\text{th}}$ of a vote when it is transferred to the second-choice candidate.

Step Two:

The total number of votes for each remaining candidate are counted again. If another candidate now has a quota of votes, that candidate will also be declared elected, and the transfer of surplus votes will be repeated. If no candidate has a quota of votes, then the last place candidate will be eliminated and all of his/her votes will be transferred according to the second choices on those ballot papers.

These two steps will be repeated as many times as necessary until there are only 3 candidates who have either received a quota or have not yet been eliminated.

The Returning Officer will announce the results of the election and call for a motion to declare the candidates elected and the ballots destroyed at the AGM.

2. Expenditures

Standing Committees may authorize expenditures of less than \$100; expenditures of \$100 to \$1000 may be authorized by the Treasurer; and, expenditures of over \$1000 must be authorized by the Executive Committee or the Board.

3. Guests

Any member of the Board may request that the Chair approve the attendance of a guest at a meeting of the Board or a Committee.

4. Legal Counsel

The Board will appoint its legal counsel annually, at the first Board meeting following the Annual General Meeting.

5. Procedure for Recruiting New Board Members

When a Board member knows of a potential candidate to fill a vacancy on the Board, the member will:

1. Inform the Executive Committee of the potential new member and if requested, have them provide a curriculum vitae for the candidate,
2. May meet with the President and/or other Executive Committee member(s) and the candidate,
3. Where appropriate, arrange through the President for the candidate to attend a meeting of the Board.

6. Conflict of Interest

When a Board member has a conflict of interest, s/he will declare the conflict and abstain from voting on and participating in discussion of the matter, and her/his name will be recorded in the Minutes.

7. Review of Public Communications

All communication materials produced by Committees or Members for public distribution will be submitted to the Research and Communications Committee for review, in a timely fashion.

8. Corporate Membership Fees

Corporate Members as defined in Article 2.01(d) of Constitution By-law No 1 shall pay a \$100 annual membership fee.

Confirmed by the members this 27th day of October, 2003

Meg Hogarth, President

Barb Caplan, Secretary

PAL Canada Rules and Regulations