



**Governance Committee  
Proposed By-law No. 7 Amendments  
October 25, 2015**

In 2012-2013 the association underwent a review of its By-Law No. 6. A rewrite of the By-law was overdue and provided an opportunity for AO to comply with requirements of the new ONCA in preparation for the transition, which will include filing Articles of Amendment to replace AO' Letters Patent. AO By-law No. 7 (November 24, 2013) was approved by the membership as a means of providing clarity and ensuring compliance with the new ONCA legislation.

Provisions for a proper nominations process were made to encourage member participation in the nominations process ahead of the AGM and allow for proper review of all board of director candidates. The proposed amendment would allow for adequate review of board candidates and in the event the Nomination's Committee slate does not receive majority approval, it will ensure that all director candidates nominated/recommended during the nomination process can be presented to the membership in a consistent format, in order for members to make an informed decision during an open board of director election.

The material change to By-law No. 7, identified in red font below, is recommended by the Governance Committee for approval by the board.

**Section I. 28 - Board of Directors**

"The Governance and Nominations Committee will invite applicants at least thirty (30) days in advance of the annual or special meeting, at which the election of Directors is to take place. A slate of candidates selected by the Governance and Nominations Committee, to reflect the skills and criteria needed for good governance, will be presented to the members for election to the Board of Directors at an annual or special meeting. ~~Members will be invited at least thirty (30) days in advance of the annual or special meeting, at which election of Directors is to take place to recommend candidates to the Governance and Nominations Committee or make nominations. Nominations recommended to the Governance and Nominations Committee by members must be signed by at least two members. Nominations signed by at least five (5) members and received by the Chair the day of the meeting, but in advance of commencement of the meeting, will be presented to the members along with the slate.~~

The slate of candidates shall be deemed elected as Directors if approved by a majority of the votes cast by the members. In the event that the slate does not receive majority approval, the names of candidates on the slate and such others as have been nominated shall be submitted for election individually and approved or rejected by majority vote. Any candidate not receiving such approval shall not be appointed by the Board to fill a vacancy in the current year or as a director-at-large."