

**CHARTERED PROFESSIONAL
ACCOUNTANTS OF ONTARIO**

REGULATION 3-1

COUNCIL NOMINATION AND ELECTION PROCESS

Adopted by the Council under the *Chartered Professional Accountants of Ontario Act, 2017* and the By-law on September 21, 2018, and effective as of November 19, 2018.

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**REGULATION 3-1
COUNCIL NOMINATION AND ELECTION PROCESS**

Application

This is the Council nomination and election process contemplated by the By-law.

Definitions

1. In this Regulation, words have the same meaning as they do in the Act and by-laws and, for the purpose of this Regulation:
 - 1.1 “Candidate” means a Member who is qualified in accordance with the By-law and nominated for election to the Council; and
 - 1.2 “Election Materials” means the nomination form, Candidate biography, Candidate statement, Candidate photograph, education verification check, Candidate criminal background check, and such other materials as may be prescribed by the Council from time to time, all in the form prescribed by the Council.

Eligibility

2. Every Member who meets the Council Member qualifications set out in the By-law is eligible for election to the Council.
3. A Candidate who ceases to meet the Council Member qualifications set out in the By-law at any time before the Annual Meeting at which an election of Council Members is to take place shall immediately notify the Office of the General Counsel of that fact.

Nomination Process

Call for Nominations

4. At least 90 days before each Annual Meeting at which an election of Council Members is to take place, the Secretary shall provide a notice to all Members In Good Standing calling for nominations for Candidates and describing the nominations process and requirements for that election.
5. The call for nominations may be provided by any method of notice set out in the By-law.

Submission of Election Materials

6. Any two Members In Good Standing may nominate another qualified Member as a Candidate by completing and signing a nomination form, in the prescribed form.
7. The Candidate shall also sign the nomination form and, in so doing, shall certify that the Candidate is qualified and eligible for election to the Council, and that all information

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provided in the nomination form and other submitted Election Materials is accurate and complete.

8. Together with the nomination form, the Candidate:
 - 8.1 shall provide a Candidate biography in the prescribed form;
 - 8.2 shall provide a Candidate statement in the prescribed form;
 - 8.3 may provide a photograph;
 - 8.4 shall complete, sign, and provide an education verification check, in the prescribed form;
 - 8.5 shall complete, sign, and provide a criminal background check form, in the prescribed form; and
 - 8.6 shall provide such other materials as may be prescribed by the Council from time to time.
9. The Candidate shall file the nomination form and other Election Materials with the Office of the General Counsel by personal delivery, registered or ordinary mail, email, or other electronic method.
10. Election Materials shall be filed by 5:00 p.m. on the 60th day before the Annual Meeting at which the election is to take place. Late filing shall result in the rejection of the nomination.
11. The Office of the General Counsel shall validate Election Materials.
12. If a Candidate is not qualified in accordance with the By-law and this Regulation, or if the Election Materials contain information that is false or misleading, the Office of the General Counsel shall reject the nomination.

Candidate Vetting Process

13. The Governance and Nominating Committee or its designees shall evaluate all Candidates whose Election Materials were validated and not rejected by the Office of the General Counsel in a vetting process.
14. The vetting process may include: an assessment of the Election Materials; a request for additional information; an interview; and other processes determined by the Governance and Nominating Committee, with the approval of the Council. Each Candidate will be evaluated on criteria such as: skill sets aligned to strategy; experience, leadership, diversity, professional reputation, engagement, and any additional factors determined by the Governance and Nominating Committee, with the approval of the Council.
15. The Governance and Nominating Committee shall provide the Council with a report on each Candidate whom it intends to recommend to the Members for election to the

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Council; however all Candidates shall be put forward for election. The Governance and Nominating Committee may recommend to the Members more Candidates than vacancies.

16. Candidates who will not be recommended for election by the Governance and Nominating Committee shall be so notified before the publication of Election Materials.
17. A Candidate may withdraw their nomination at any time.

Posting of Election Materials

18. The Candidate biography, Candidate statement, and photograph, if filed, shall be posted to CPA Ontario's website for the information of Members, as the Council election profiles, and, by filing these Election Materials, the Candidate agrees to that posting.
19. CPA Ontario may edit any Candidate biography and/or Candidate statement for uniformity of presentation and space requirements and, while CPA Ontario shall make reasonable efforts to contact the Candidate before making changes, the Candidate agrees that changes may be made without their knowledge.
20. The Candidate biography shall include the Candidate's disclosure of their CPA Ontario discipline history.

Disqualification

21. A Candidate shall be disqualified from the election process if the Candidate:
 - 21.1 is not eligible for election, as set out in this Regulation and the By-law;
 - 21.2 fails to comply with this Regulation, which includes a failure to fully participate in the vetting process;
 - 21.3 withdraws their nomination; or
 - 21.4 is disqualified by the Governance and Nominating Committee.

Election Method

22. At each Annual Meeting, the Members shall elect the number of Council Members equal to the number of open seats on the Council.
23. The vote shall take place for each Candidate individually.

Voting

24. The scrutineer retained to manage the Annual Meeting at which the election takes place shall act as scrutineer for the election.

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25. A ballot and proxy containing, in alphabetical order, the names of all Candidates whose nomination forms have been accepted, and who have not been disqualified, shall be provided to each Member Entitled to Vote.
26. Each Member Entitled to Vote may vote for up to the number of Candidates to be elected. Any ballot or proxy containing more votes than that number shall be considered spoiled and the scrutineer shall reject and not count that ballot or proxy.
27. A Member may not cast more than one vote for any one Candidate and must ensure that their ballot is received as required by the scrutineer.

Tabulation of Results

28. The scrutineer shall tabulate all votes received by ballot or proxy, and shall prepare a list with the name of each Candidate and the number of votes received by that Candidate.
29. Candidates shall be elected to the Council in the order of votes received, until all vacancies are filled.
30. If two or more Candidates receive the same number of votes, and that equality of votes would result in one or more of the Candidates not being elected, the Candidate(s) to be elected shall be decided by lot drawn by the chair of the meeting in the presence of the scrutineer and the Candidate(s) affected, if present at the meeting.

Certificate of Results

31. The scrutineer shall prepare, sign and deliver to the Office of the General Counsel a certificate of the results of the election showing the total number of votes cast for each Candidate.
32. The certificate of results shall be retained by the Office of the General Counsel and a copy of that certificate shall be made available to any Member In Good Standing on written request made within one year of the date of the meeting at which the election took place.
33. Except as provided in section 32, the Office of the General Counsel shall destroy all voting papers, documents and records pertaining to the Council election, including the Election Materials, within 30 days following the meeting at which the election took place.

Governance and Nominating Committee

34. The Governance and Nominating Committee shall:
 - 34.1 monitor, review and make recommendations on the nomination and election processes;

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- 34.2 make rulings on the propriety of Election Materials, and any other matters related to the nomination and election processes; and
 - 34.3 address, as it deems appropriate, any matter related to the nomination and/or election process impacting on the integrity of that process or on the reputation of the profession, the membership, any Member, or CPA Ontario.
35. A decision of the Governance and Nominating Committee under section 34.2 is final.