

# Election of a Director to Fill a Vacated Director's Term by a Member of the CAUT Defence Fund

## (in between Annual General Meetings)

### **Background**

The principal decision-making body of the Defence Fund is the Board of Directors who "manage ... the activities and affairs of the Corporation". The Fund's By-Law refers to "Trustees", but the term "Director" is used now to more accurately reflect their status with the Fund, which is a non-profit corporation.

Directors must:

- act honestly and in good faith with a view to the best interests of the Defence Fund;
- exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- comply with the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, the CAUT Defence Fund corporate documents, By-law and Standing Rules and Regulations.

Each Member Union of the Fund is entitled to "one trustee [director] for each five hundred dues-paying persons or portion thereof" (By-law 1, 2.2.iv). The most common method for a director to be elected is by nomination by their Member Union at the Fund's Annual Meeting in October (By-law 1, article 7.3). However, if a director vacates their position before the end of their term, the Union may name another individual to be director for the duration of the term.

**Nomination**

\_\_\_\_\_ *[Name of former director]* has vacated their term as director of the Defence Fund.

\_\_\_\_\_ *[Name of Member Union]* elects \_\_\_\_\_ *[name of proposed director]*, whose email is \_\_\_\_\_, to be elected for the duration of \_\_\_\_\_'s *[name of former director]* term.

**DATED** this \_\_\_\_\_ day of \_\_\_\_\_ 202\_\_.

Name of Member Union : \_\_\_\_\_

Per : *[signature]* \_\_\_\_\_

Name : \_\_\_\_\_

Title : \_\_\_\_\_

I have the authority to bind the Union.