

Process for a Defence Fund Member Union to Change a Director and Proxy Information

Under the Defence Fund By-law, directors must be elected as per one of the methods noted below. It is not possible to change a director simply by notifying the Fund.

Election of a Director by their Member Union at the Annual Meeting

The most common method for a director to be elected is at the Defence Fund Members' Annual General Meeting (AGM). Each Member Union nominates their own director or directors who are then elected by ordinary resolution at the Members' AGM.

In advance of each AGM, if a Member Union has a director position that will be expiring or that is otherwise empty, the Member Union should complete the [Director Nomination Form](#) and send it via email to the Fund's Secretary. About half of the directors' terms expire each year at the adjournment of the meeting when their term expires. Director terms begin at the adjournment of the Member Union Meeting in which they are elected.

Election of a Director to Fill a Vacated Term

If a director's position becomes vacant prior to the term's expiry date (if, for example, a director resigns), the Member Union may elect a replacement who shall hold office for the duration of their predecessor's term ([see By-Law #1 \[7.3 Vacancy in Office\]](#)). Member Unions must elect the director pursuant to their own Constitution and By-laws and inform the Secretary in writing, using the [Election of a Director to Fill a Vacated Term](#) form. The director elected to fill the vacancy holds office for the unexpired term of their predecessor.

Before a replacement can be appointed:

- a) The resigning director must send an email to the Secretary advising of their resignation, or
- b) The Member Union must send a notification that it has passed a resolution to remove the current director.

Election of a Director by a Member Union with no current Director(s) between Annual Meetings

Member Unions that have not exercised a right to nominate someone to be elected as a director, and wish to do so between Annual Meetings, may nominate a director pursuant to their own Constitution and By-laws and then must inform the Secretary in writing by sending them a filled out [Director Nomination Form](#). (If the Member Union has newly joined the Defence Fund, please complete only the second paragraph of Option 2 under the form.) The nominee may be elected by the directors via a conference call (see Schedule B to the Form 4031, annexed to the [Articles of Continuance \(2013\)](#)).

A director elected in this manner only holds office until the next Annual General Meeting.

Proxy Appointments

*****Proxies are only available for membership portions of a meeting. For directors' meetings, there can be no proxies.**

Article 6.8 of the Defence Fund By-law provides that a Member Union may be represented at a meeting of the members either by:

- a) The director(s) it currently has elected to the Defence Fund, and/or
- b) A proxy holder(s) who will have the voting authority and number of votes specified by the Member Union.

A Member Union who has more than one vote may prefer that all its votes be cast by one representative, in which case the Union must complete a [Proxy Appointment for the Members' Meeting of the CAUT Defence Fund form](#) assigning one person all votes.

If a Member Union has a director that will be newly appointed during the Member's portion of the meeting, the Union should complete a [Proxy Appointment for the Members' Meeting of the CAUT Defence Fund](#) form to ensure that the individual can vote for the Member Union at the meeting before they are elected.

If a Member Union is re-nominating its current director(s), the Union does not need to fill the "Proxy Appointment for the Members' Meeting of the CAUT Defence Fund" form.

Support

For further support or questions please send an email to CAUTDefenceFund-CaisseDefenseACPPU@caut.ca.