

Amendments to UNA Bylaws to Implement Online Voting

1. Bylaws 5.1 to 5.16 of the Bylaws of the University Neighbourhoods Association are replaced by the following:

5.1 An election of directors must be held in 2024 and in every third calendar year thereafter.

5.2 Voting in an election is to take place online, using a secure online voting system approved by the Board.

5.3 For a year in which an election is required, the Board shall:

- (a) set the deadline by which nominations are to be received by the Association, which deadline must be at least 15 days before the date set by the Board under Bylaw 5.3(b);
- (b) set the deadline by which the Association must, if Bylaw 5.10 applies, mail or email to members the information required by that Bylaw; and
- (c) set the voting period, which is to
 - (i) commence after the Association's annual general meeting for the year,
 - (ii) end before December, and
 - (iii) be a period of at least 21 days after the date set by the Board under Bylaw 5.3(b).

5.4 Throughout a period of at least 14 days ending on the day set by the Board under Bylaw 5.3(a), the Association shall display on the Association website a notice of the election that includes a call for nominations and the deadlines and voting period set by the Board under Bylaw 5.3.

5.5 At least 14 days before the day set by the Board under Bylaw 5.3(a), the Association shall notify Resident Members of the election, which notification may be given by mail or email. In addition, if a community newspaper exists and an issue of the paper will be published in the 14-day period ending on the day set by the Board under Bylaw 5.3(a), the Association shall, if possible, have the election notice published in the paper.

5.6 Only Resident Members may be elected as directors. A Resident Member seeking to be elected as a director must be nominated by no fewer than 5 other Resident Members. Nominations must be in writing and delivered to the Association's business office by the deadline for nominations set by the Board under Bylaw 5.3(a).

5.7 The nomination of a member who is prohibited by Bylaw 6.17 from serving an additional term is invalid.

5.8 If, at any time after the close of nominations, the number of nominees (excluding persons who have ceased to be nominees) is equal to or less than the number of directors to be elected, the nominees are acclaimed as directors and the election ends.

5.9 If Bylaw 5.8 does not apply and any nominee is a Director seeking to serve an additional term as permitted by Bylaw 6.18,

- (a) nominees, other than nominees who are such Directors, are acclaimed as directors, and
- (b) the election shall be limited to filling the remaining positions from among the Directors seeking to serve an additional term as permitted by Bylaw 6.18.

5.10 For each election – other than an election for which it can be determined in sufficient time that Bylaw 5.8 applies – the Association must either mail or email, by the day set by the Board under Bylaw 5.3(b), to every person who is a member at least 7 Business Days before that day:

- (a) the name of each nominee who has not been acclaimed as a director;
- (b) a statement provided by each such nominee not exceeding 200 words; and
- (c) instructions for online voting, including the voting period set by the Board under Bylaw 5.3(c), and a password, personal identification number, or other authentication code to enable the person to vote.

5.11 The persons eligible to vote in an election are those persons who are members 2 Business Days before the last day of the voting period set by the Board under Bylaw 5.3(c).

5.12 Unless Bylaw 5.8 applies with respect to an election, when a person becomes a member in the period that

- (a) begins immediately after the day that is 7 Business Days before the day set by the Board under Bylaw 5.3(b), and
- (b) ends at the end of the second Business Day before the last day of the voting period set by the Board under Bylaw 5.3(c),

the Association shall give or email to the person the materials referred to in Bylaw 5.10.

5.13 The Association shall provide at least 3 kiosks at which members can vote online during an election. The kiosks must be available on 3 or more days during the voting period set by the Board under Bylaw 5.3(c), including the last day of that period.

5.14 The Board shall establish the rules and procedures for an election that are not provided under these Bylaws.

5.15 The Association's senior manager is responsible for those aspects of the conduct of an election for which the Board has not appointed another person to be responsible.

5.16 The nominees who are elected as directors are those who receive the larger number of votes until all positions are filled.

5.17 If 2 or more nominees receive the same number of votes and, as a result, their election together with the election of nominees who receive a larger number of votes would result in more elected nominees than positions to be filled, the nominee or nominees to be elected from among the nominees who receive the same number of votes shall be determined by lot using a method analogous to that described in sections 151(a) to (c) of the Local Government Act (as it read on September 1, 2023), administered by the person responsible for the conduct of the election.

5.18 If the method in Bylaws 5.16 and 5.17 for determining the elected nominees would or may, before the application of this Bylaw, result in more than 3 Directors who reside in a particular Local Area or Designated Building, the following provisions apply:

- (a) each nominee whose election would result in more than 3 Directors who reside in that Local Area or Designated Building is deemed to have received fewer votes than nominees who do not reside in that Local Area or Designated Building;
- (b) in applying (a), nominees shall be assumed to be elected one after the other, in accordance with the number of votes received (starting with the nominee who received the most votes); and
- (c) if the number of nominees, other than nominees to whom (a) applies, is less than the number of positions to be filled, the remaining positions shall be filled by applying Bylaws 5.16 and 5.17 with respect to the nominees to whom (a) applies.

5.19 For the purposes of Bylaw 5.18(a), if

- (a) 2 or more nominees who reside in the Local Area or Designated Building receive the same number of votes,
- (b) the election of all those nominees would result in more than 3 Directors who reside in the Local Area or Designated Building, and
- (c) the election of fewer than all those nominees would not have this consequence,

the nominees to whom Bylaw 5.18(a) applies shall be determined by lot using a method analogous to that described in sections 151(a) to (c) of the Local Government Act (as it read on September 1, 2023), administered by the person responsible for the conduct of the election.

5.20 Notwithstanding anything to the contrary, if an election cannot take place in accordance with these Bylaws due to circumstances beyond the control of the Association, the Board may make alternative arrangements for the election, with such arrangements to comply as closely as possible to the requirements for elections under these Bylaws.

2. Bylaws 6.6 and 6.7 are replaced by the following:

6.6 A person elected as a director holds office for a term that

- (a) commences at the start of the first Board meeting after the last day of the voting period set by the Board under Bylaw 5.3(c) for the election, and
- (b) ends at the start of the first Board meeting after the last day of the voting period set by the Board under Bylaw 5.3(c) for the next election of directors.

6.7 The Board may, from time to time, appoint a Resident Member as a Director to fill a vacancy. The term of office of a Resident Member so appointed commences on the day specified by the Board and ends at the start of the first Board meeting after the last day of the voting period set by the Board under Bylaw 5.3(c) for the next election of directors.