

PROSPECTORS AND DEVELOPERS ASSOCIATION OF CANADA
Nominating and Voting Procedures for New and Incumbent Directors

This document shall be reviewed and revised from time to time by the
Governance and Nominating Committee (the "Committee")

Preamble

Nominations for the PDAC Board of Directors open in September every year with elections held in advance of the annual meeting of Members ("next AGM") to be held before March 31 of the following year. Directors shall be elected for a term of up to three (3) years. No person may be elected for more than four (4) total terms or twelve (12) total years. However, a person holding the office of president or vice-president may be elected for an additional one (1) to two (2) terms, if required to complete their term as vice-president and president. No person who has held the office of president may subsequently be re-elected or re-appointed as a Director, regardless of the number of years that person was on the board prior to serving as president.

Nominations from Membership for New Director Candidates

1. Only Members in good standing are eligible to nominate Members to run for election to the PDAC Board of Directors. Candidates for nomination must meet the qualifications set out in these procedures.
2. Members who intend to stand for election must submit a written information package by email. The following is required, using the prescribed forms available on the PDAC website:
 - a. Completed Nominee Information Form. This must include the following information: profession, title and employer, duration of PDAC membership, current and former PDAC board and committee involvement, other mining industry membership and involvement, mining industry experience, volunteer leadership in the mining industry and/or elsewhere, maximum 200-word biography, maximum 150-word election statement, and a photograph. Nominees should note that this information may be shared with the Membership if there is an election.
 - b. Consent of the nominee to stand for election evidenced by the nominee signing the Nominee Information Form.
 - c. Completed and signed Nomination Support Forms of ten (10) Members in good standing nominating the Member.
3. Nominees must have the following qualifications:
 - a. Be at least 18 years of age with power under law to contract;
 - b. Not have been declared incapable by a court in Canada or another country;
 - c. Not have the status of bankrupt;
 - d. Be a Member in good standing;
 - e. Have been a Member in good standing for a minimum of five (5) consecutive years or served for a minimum of three (3) consecutive years on a PDAC committee.

Nominees who do not meet the qualifications and/or do not submit a complete nomination package will not be considered a candidate for nomination.

4. The complete nomination package shall be delivered to the Executive Director or designate by email not later than the fifteenth (15th) day of November preceding the next AGM.

Incumbent Directors Standing for Re-Election

5. All directors with terms expiring as of the next AGM will be contacted by the Committee to determine their intention to stand for re-election.
6. Directors who intend to stand for re-election must submit a written information package by email. The following is required, using the prescribed form to be sent to the incumbent by email:
 - a. Completed Incumbent Information Form. This must include the following information: profession, title and employer, duration of PDAC membership, current and former PDAC board and committee involvement, other mining industry membership and involvement, mining industry experience, volunteer leadership in the mining industry and/or elsewhere, maximum 200-word biography, maximum 150-word election statement, and a photograph. Incumbents should note that his information may be shared with the Membership if there is an election. In addition, the incumbent's board meeting attendance as recorded by the Secretary, will be provided on the election ballot.
 - b. Consent of the incumbent to stand for election evidenced by the incumbent signing the Incumbent Information Form.
7. Incumbents standing for re-election must have the following qualifications:
 - a. Not have been declared incapable by a court in Canada or another country;
 - b. Not have the status of bankrupt;
 - c. Be a Member in good standing.

Incumbents who do not meet these qualifications and/or do not submit a complete incumbent information package will not be considered a candidate for election.

8. The complete incumbent information package shall be delivered to the Executive Director or designate by email not later than the fifteenth (15th) day of November preceding the next AGM.

Nominations by the Committee

9. If the aggregate total of Members nominated and incumbents standing for re-election is less than the number of vacancies on the Board to be filled at the next AGM, or if the Committee determines there are others who should be nominated, keeping in mind the desire to maximize skill sets and diversity on the Board and in alignment with strategic priorities outlined in the PDAC Strategic Plan, then subject to the approval of the Board, the Committee may nominate one or more additional Members in good standing as directors so that the total number of candidates is at least equal to the number of vacancies. Such additional nominees must meet the qualifications for directors.

Review by the Committee

10. Subject to any statutory requirements, no nominations from the membership will be accepted after the fifteenth (15th) day of November. The Committee, assisted by staff, will review the nomination packages. Those candidates whose packages are complete and whose membership requirements are met shall be candidates for election, subject to the approval of the slate by the Board.

Slate Approval by Board

11. The Committee shall provide a list of the incumbent directors standing for re-election and the Members nominated in accordance with the nominating procedure to the Board for approval of the slate at the December board meeting.
12. An election is not required if the total number of candidates is less than or equal to the number of vacancies to be filled at the next AGM. In this case, the nominees and incumbents shall be named on a list, to be included with the notice of meeting, for confirmation by Members at the next AGM.

Voting Procedure

13. If the aggregate number of incumbent directors standing for re-election and Members nominated in accordance with the nominating procedure exceeds the number of vacancies to be filled, a ballot for the election of directors shall be prepared for voting by electronic means. The form of ballot shall be distributed to the Members with the notice of meeting or separately. The notice of meeting and/or ballot shall specify that the ballot must be submitted at least five (5) days before the date set for the next AGM. Any votes received after that time shall not be counted for the purposes of the election of directors.

14. The ballot shall list all nominees in alphabetical order by surname, with the submitted photograph, and state the information set out in the submitted Nominee Information Forms, the Incumbent Information Forms as well as the PDAC board meeting attendance if the candidate is an incumbent.

15. The Executive Director shall arrange for the tally of the ballots by an independent third party and report to the next AGM. If two or more nominees receive the same number of votes resulting in a tie for the final spot available, the Executive Director will administer a runoff vote. Members will receive a form of ballot and will be required to submit the ballot within three (3) days. If the runoff vote fails to break the tie, the President, in consultation with the Committee, will cast the tie-breaking vote.

16. Those candidates elected by ballot or whose election is confirmed by the Members at the next AGM shall become directors effective at the end of that AGM.

17. Directors are elected for a term of up to three (3) years. Some terms may be one (1) or two (2) years if vacancies have arisen during the year or when the director who holds the office of president has completed the term of president, is no longer a director but that director seat has one (1) or two (2) years remaining in its three (3) year term. The candidates with the highest number of votes will fill the three (3) year terms; when these positions are filled, any two (2) and one (1) year terms will be filled by candidates with successively lower numbers of votes.

18. Should a director holding the position of president or vice-president not be re-elected, the Board may, at its discretion, appoint the individual to the Board for a one-year term at the Board Meeting immediately following the AGM.

Related Documents

Nominee Information Form

Nomination Support Form

Incumbent Information Form

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