# BOARD NOMINATION CONSENT AND DECLARATION

In order to stand for election or to be appointed to the VICA Board of Directors, you must sign this declaration.

In accordance with VICA policies, Directors' qualifications are [(section 7.1)](https://www.vicabc.ca/wp-content/uploads/2025/07/VICA-Approved-Bylaws-2411108-AGM-approved.pdf):

**A Director must:**

(a) have voting rights;

(b) be in good standing;

(c) be at least age 18 as of the annual general meeting;

(d) not have been found to be incapable of managing his or her own affairs by any court in Canada or elsewhere;

(e) not be an undischarged bankrupt;

(f) not have been convicted in any jurisdiction of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:

(i) the court orders otherwise;

(ii) 5 years have elapsed since the last to occur of:

(iii) the end of the period set for suspension of the passing of sentence without a sentence having been passed,

(iv) the imposition of a fine,

(v) the end of the term of imprisonment, and

(vi) the end of the term of any probation, or

(vii) a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect:

(g) not have been found guilty of an offense against a youth by any court in Canada or elsewhere;

(h) not have been found guilty of misconduct by an official sports organization;

(i) have agreed in writing to serve on the Board;

(j) must:

(i) be the representative of an Industry Member that has been in good standing for at least the previous full year; OR

(ii) have been the representative of an Industry Member for at least the previous full year; and

(iii) have served on the Board or a Board committee during that period;

(k) be appointed in accordance with these bylaws.

A director:

(a) must resign immediately if at any point they:

(i) declare that they are no longer qualified; or

(ii) the Board deems that they have ceased to be qualified.

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| I declare that I:* have read the information below; and
* will act accordingly; and
* understand that if there is any difference between the information and the legislation and / or the bylaws, the legislation and then the bylaws will prevail.

I declare that I:* am the authorized representative of an Industry Member in good standing;
* meet the qualifications in the [*Societies Act*](https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01#division_d1e3289):
* have not been declared by any court to be unfit to manage my own affairs;
* am not an undischarged bankrupt;
* have not been convicted of an offense related to the promotion, formation or management of an organization of if I have been convicted, at least five (5) years have elapsed since:
	+ the suspension of sentence period and no sentence was passed;
	+ a fine was imposed;
	+ the term of imprisonment was concluded;
	+ any probationary period was concluded; or
	+ have been convicted but granted a pardon.

I consent to stand for election or to be appointed to serve as a Director of the Association. |
| **COMPANY** | **NOMINEE** |
|  | **Name** |
|  | **Signature** |
|  | **Date** |

# INFORMATION ABOUT YOURSELF

Please complete the profile form provided in the nomination package. Information provided will be placed on our website and shared with our members so that they can make an informed decision prior to the nomination close date of August 15, at 4 PM.

**This is a summary of the requirements and rights of being a Director**. We have provided it to help you make an informed decision on standing for election or appointment to the Board. You can find more detailed information in the bylaws.

# ABOUT BEING A DIRECTOR

Here’s what you can expect from our Association, and what will be expected from you, if you’re elected or

appointed to the Board.

You must *always* act:

* in compliance with the *Societies Act*;
* in support of the Purpose in our constitution;
* in accordance with our bylaws; and
* in the best interest of our Association

You must meet the qualifications to be a Director:

* when you are elected or appointed to serve on the Board; and
* while you serve on the board.

*You will work with the rest of the Board to oversee the management of the Association’s activities and affairs.*

You will:

* be prepared for the Board meetings;
* attend the meetings;
* participate in the discussions; and
* fully support decisions once they have been made

You will serve until the earliest of when:

* your term ends;
* you resign;
* you are deemed to have resigned; or
* you are removed from the board.

If you are in a conflict of interest position, you:

* must immediately let the Board know that you are or may be in a conflict of interest position;
* may be asked to provide more information to the Board;
* must not act in any way to influence the discussion or vote; and
* will not vote on the matter;

If you are found to be in a conflict of interest position, you:

* will pay an amount equal to any profit you made unless after disclosure, the contract or transaction was approved by:
* a Board resolution, or
* a special resolution by the members.

You will:

* not be paid for your services as a Director; but you will be
* reimbursed for reasonable costs (i.e., travel, accommodation) incurred when carrying out director duties.

The Association will provide:

* liability insurance to pay for all reasonable costs of a legal proceeding or investigative action.

In return, you will not be liable for any consequences of your actions if you:

* act honestly and in good faith;
* rely on information that comes from what should be a reliable source; and
* exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

The Association will also provide:

* indemnification insurance to cover costs if you are taken to court for your actions except if you:
* don’t act in accordance with all applicable legislation; or
* you are found to be negligent or in default, breach of duty or breach of trust