

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.

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; • 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

**An authorized representative is defined as meaning the person*

- *is selected by a member organization to act on behalf of the member organization; and*
- *who have decision-making authority in their organization (i.e., owner, senior partner, or officer).*

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 or at the VICA AGM on September 24, 2026.

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 must:

- be the representative of an Industry Member that has been in good standing for at least the previous full year OR
- have been the representative of an Industry Member for at least the previous year AND
- have served on the Board or a Board Committee during that period

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