

Whistler Resort Association, dba, Tourism Whistler Rules for the 2012 Advanced Polling (Online) Election of Directors

As per the Whistler Resort Association Bylaws, section 7.5 (d), which states:

notwithstanding these By-Laws, the Elected Directors may be elected by mail and the Directors may make those rules they consider necessary or advisable respecting only the conduct of the election of directors by mail, including but not limited to the form of the ballot, the time and place for the return of the ballot, the sending or return of the ballot on-line or by facsimile transmission or other method of transmitting legibly recorded messages and the appointment of an election auditor.

(May 20, 2006 - #1(5))

the following election rules have been reviewed and approved by the Directors, and shall govern the advance voting for Directors in the 2012 election. In-person voting at the Annual General Meeting is governed as per Part 6 of the Bylaws.

1. For the purpose of the following, in all situations where a deadline date falls on a weekend or holiday, the date will be deemed to be the next business day.
2. The Directors shall establish the date for the close of nominations for the election of Directors (the "Election") at least 70 days prior to the Annual General Meeting ("AGM").
3. At least 100 days before the AGM, the Directors shall:
 - (a) appoint the Election Auditor
 - (b) mail or email to all Members of the Association:
 - (i) notice that elections of the Directors are to take place;
 - (ii) notice that the Member must be in good standing by 5:00pm on the day 49 days prior to the AGM to be entitled to vote for Directors;
 - (iii) notice that advanced polling will in the form of online voting;
 - (iv) a nomination information form
4. Election Auditor – The Election Auditor shall be a Member of an independent firm of chartered accountants or an independent firm in the business of polling or tabulation as the Directors may select.
5. Governance & Nominating Committee ("GNC") of the Tourism Whistler Board shall be charged with:
 - (a) receiving nominations;
 - (b) making nominations before the close of nominations;
 - (c) making nominations after the close of nominations only if a position has received no nominations as at the close of nominations. In such a case, the GNC may nominate a person already nominated for another position, provided that that person withdraws his/her nomination in respect of that other position and there remains more than one nominee for that other position;
 - (d) advising the Election Auditor of the names of all persons nominated 65 days prior to the AGM.
6. Nominations –
 - (a) Any two Members of the Association in good standing may nominate a person to stand for election to the Board of Directors by completing and signing the Nomination Form. The nominee may accept the nomination by signing the Nomination Form.
 - (b) The Nomination Form must be delivered to the Nomination Committee at the offices of the Association no later than 5:00pm on the date of the close of nominations.
 - (c) In making nominations, the GNC shall also complete the Nomination Form. In the event that the GNC consists of more than two Directors, only two of such Directors are required to sign the Nomination Form. A person may not accept a nomination for more than one position.
7. Nominees –
 - (a) 60 days prior to the AGM, a Nominee will be asked to submit to the GNC at the offices of the Association a photograph, along with standardized information as outlined in the nomination package, and a response to three questions as posed by the GNC. Responses to the questions will be limited to 100 words for each response. Candidate photographs and the responses to the questions will also be posted on a separate section of the Member website, dedicated to the Election.

- (b) If a Nominee does not submit responses to the questions or a photograph in the time allotted, then only the Nominee's name will appear in the Circular as set out in Rule 8.
 - (c) The GNC may review the information submitted by a Nominee and make amendments to ensure its accuracy.
8. Circular – The GNC shall prepare a Circular to include:
- (a) responses to questions posed by the GNC and photographs of the Nominees if provided by them;
 - (b) a statement setting out the responsibilities of the Directors.
9. Election Materials for Advanced Voting (“Election Materials”)– The GNC shall prepare Election Materials for Advance Voting as follows;
- (a) instructions for voting;
 - (b) the Circular
 - (c) a Special Resolution for any proposed Bylaw amendments
10. Voting –
- (a) Only those Members in good standing as of the close of business of the Association 49 days prior to the AGM shall be eligible to vote in the election of Directors. Good standing includes all Members whose resort lot does not have a certificate of default registered against its title for non-payment of assessment fees.
 - (b) The Association shall provide the Election Auditor with a list of Members in good standing 40 days before the AGM.
 - (c) At least 30 days prior to the AGM, the GNC shall forward the Election Materials to all Members who are eligible to vote
 - (d) The GNC shall issue a replacement set of Election Materials to a Member entitled to vote who informs the GNC by signed statement in writing that the original Election Materials have been misplaced, spoiled or not received by the Member and that if such materials are received they will be returned to the GNC unused.
 - (e) The accidental omission to mail Election Materials or the non-receipt of the Election Materials does not invalidate an election.
 - (f) A Member may not vote by e-mail or facsimile transmission.
 - (g) A Member shall complete the online voting process by no later than 5:00pm 5 business days prior to the AGM.
 - (h) A Member who does not choose to vote online may vote in-person or by proxy during the AGM, at a time which is in accordance with the meeting agenda.
11. Counting the vote –
- (a) The Election Auditor shall perform such audit and verification tests to the online voting data as the Election Auditor shall consider proper.
 - (b) The Election Auditor shall declare an election invalid if in his opinion, the audit and verification tests reveal irregularities of a sufficient magnitude to potentially have an effect on the outcome of the election.
 - (c) A Nominee shall be entitled to appoint a single scrutineer to attend the Election Auditor during the counting of ballots and any recount of the ballots. A Director shall not be a scrutineer. A Nominee shall advise the Election Auditor of the name of the scrutineer 15 days prior to the AGM.
 - (d) The results of the election shall be announced at the AGM of the Association by the Election Auditor or his representative including the total number of votes cast, either online or in person, in each category, and those in favour of each candidate. The results will also be posted on the Tourism Whistler Member website.
12. All voting materials, including ballots, both counted and not counted, from the in-person election, tallies, reports and other material related to the election may be destroyed by the Election Auditor sixty days after the AGM unless notice of an action to be commenced challenging the validity of the election has been received by the Election Auditor and the Association, in which case the ballots, tallies, reports, and other material shall be kept by the Election Auditor until the matter has been resolved.