

September 19, 2018

Mr. Bellis and Council Members and Officers,

RE: Section 145(a) Petition to Bylaw amendments to section 110

We, the undersigned members of Canadian Actors' Equity Association, object to the August 27, 2018, amendment to sections 110-110.3 of the CAEA Bylaws (the "Bylaws") that concerns officer elections and changes thereto (the "Amendments"). As such, please accept this letter as our formal petition under section 145(a) of the Bylaws to revoke those Amendments.

The newly changed section 110 of the Bylaws reads as follows:

110. Council shall elect the following officers from among its members:

- (i) a chief governance officer called the Council President;
- (ii) a First Vice-President;
- (iii) a Second Vice-President; and
- (iv) a Secretary-Treasurer.

110.1 Elections to fill any vacant offices shall be held at the first regular meeting of Council in each new term, and thereafter as needed to fill vacancies or as required in Article 110.2.

110.2 Officers shall serve for a period of two (2) years, at which point a new election for the office shall be held. An incumbent officer may run again to continue to fill the same office.

110.3 Where the two-year period spans two terms of Council, an incumbent officer:

- (i) who is re-elected to Council shall remain in office until the two-year period is complete; or
- (ii) who does not run in the Council elections or is not re-elected to Council, shall be deemed to have vacated the office at the end of the expiring term.

Rationale

The Amendments subvert the democratic right of incoming Council to elect their own officers.

As per section 114 of the Bylaws, Council will determine and declare in its policies rules for its own effective and efficient operation. The Amendment by out-going Council removes the incoming Council's right to declare its own policies for effective and efficient operation. It does this during an active Council election. This does not reflect the spirit of democracy.

As Council elections occur every three years, Council was long aware of the timeline for the election and had sufficient time to make changes to the structure of Council prior to the announcement of the election and prior to any steps that have inevitably been taken by nominators, candidates and members in connection with the election.

We argue this is a "major owner issue" as defined in Council Policy #4(B) and that owners/members were not sufficiently informed or consulted on the proposed Amendment. This is not unlike the issue that arose following the publication of Bylaw changes in June 2018. In response to the June changes, members noted an eligibility adjustment to section 110 regarding the office of

the President. After being questioned on the change, Council admitted it was included in error. Perhaps, with sufficient consultation, this could have been avoided.

While we understand that some past elected councillors may have felt unprepared for a swift assumption of leadership, it is presumptive to conclude all newly elected councillors will feel the same way. Nominees in the current election have a breadth of experience including board governance and past council tenure. They joined the election under the original Bylaw and should have the opportunity to conclude their election under the same Bylaw. An election is not an appropriate time to make a significant change to Council structure and leadership, as it denies members their freedom of expression.

We appreciate the President's Council Connect sent out on September 17. However, we do not find it relieves our concerns. If anything, such a missive should indicate the level of confusion the Amendment of Bylaw 110 has created at this time.

Conclusion

For the reasons stated above, we ask that the August 27, 2018, Bylaw Amendment to section 110 either be revoked by Council at the next Council meeting as part of their regular business or that a membership referendum on the issue be called pursuant to section 145(a).

The signatory members each endorse the requested change outlined above.

CAEA Council Candidates

Candidate Nominators

Members/Owners