



## Biathlon Canada

### 2022 Annual Meeting

Tuesday, October 18, 2022 @ 7:00 pm (ET)

#### MINUTES

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- 1.0 Call to Order 17h02 MST
- 2.0 Opening Remarks of the President  
Lyle McLeod opened the meeting and reviewed his President's report.
- 3.0 Roll Call of Divisions  
AB – Clayton Paradis  
BC – Aaron Sinclair  
MB – Melissa Davidson  
NB – Yves St-Germain  
NS – Kyle MacIsaac  
NFLD – Cecilia Thistle  
NWT – Kandace Groenewegen  
ON – Dan Denief  
PEI – Darlene Macdonald  
QC – Arlene Fafard  
SK – Wendy Pletz  
YK – Bill Curtis
- 4.0 Registration and Confirmation of Votes  
12 of 12 Divisions are present and 100% of Votes. Confirmation that quorum has been reached.
- 5.0 Notice of Annual Meeting  
  
The Notice of the Annual Meeting was provided on September 16, 2022, which is in accordance with the By-laws.
- 6.0 Approval of Agenda

MB, BC Motion to approve the agenda. **Carried**

7.0 Approval of Minutes of October 2021 Annual Meeting

NFLD, YK Motion to approve the Minutes of the 2021 Annual Meeting. **Carried.**

8.0 Audit

8.1 Auditor's Report –

**Finance and Audit Committee Chair, Mandy Tran provided an update and walked through the 2021-22 Audited Statements. There was a clean audit this year with no issues.**

8.2 Appointment of Auditors 2022-23

BC, SK Motion to appoint Baker Tilly LLP as auditors for 2022-23 .  
**Carried.**

9.0 Sanctioning of the Actions of the Board of Directors

YK, NB – Motion to sanction the actions of the Board of Directors.

Discussion around the amount of turnover within the organization in the last two years.

The Board minutes will be published going forward so the membership can see the activities of the Board.

**Carried.**

10.0 Proposed By-law Amendments

By-law amendments:

1. *Article 18* substitutes "President" with "Chair of the Board of Directors" or "Chair" along with a minor amendment to make the language gender neutral.

**18. President.** A President shall be elected by the Members from among the elected Directors at the Annual Meeting, to hold such position until the end of their current term in office. The President is subject to re-election up to the term limit in Article 20. The President shall be charged with overseeing the administration and management of all Board matters and shall preside at all Board meetings. With the concurrence of at least three other Board members, the President may call Board meetings. No such constraint shall apply to the Board meeting held in conjunction with the Annual Meeting. Upon the written request of a simple majority of

the members of the Board, the President shall call a Board meeting within sixty days of receipt of such notice. The President shall be empowered to invite such members of Biathlon Canada, or other persons, as he deems advisable to any meeting of the Board.

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**18. Chair of the Board of Directors.** A Chair of the Board of Directors (Chair) shall be elected by the Members from among the elected Directors at the Annual Meeting, to hold such position until the end of their current term in office. The Chair is subject to re-election up to the term limit in Article 20. The Chair shall be charged with overseeing the administration and management of all Board matters and shall preside at all Board meetings. With the concurrence of at least three other Board members, the Chair may call Board meetings. No such constraint shall apply to the Board meeting held in conjunction with the Annual Meeting. Upon the written request of a simple majority of the members of the Board, the Chair shall call a Board meeting within sixty days of receipt of such notice. The Chair shall be empowered to invite such members of Biathlon Canada, or other persons, as they deem advisable to any meeting of the Board.

2. *Article 25 is rewritten to clarify the two officers and to reflect the change in title of the two positions from President to Chair of the Board, and from General Manager to Chief Executive Officer. It is also recommended that the reference to the Finance and Audit Committee be removed from this section, as its role is described in Article 29.*

## **Officers**

25. The Chair of the Board of Directors (Chair) and the Chief Executive Officer (CEO) are the two officers of Biathlon Canada. The Chair and the CEO will be assigned their duties in writing by the Board and these duties will be reviewed at least annually by the Board.

a. The Chair is elected by the Members in accordance with Article 18 and shall preside at meetings of the Members and at meetings of the Board of Directors and represent Biathlon Canada at national or international meetings. The Chair shall appoint another Director to preside at such meetings in the Chair's absence.

b. The CEO is the most senior employee of Biathlon Canada and is responsible to the Board of Directors for the management and operations of the organization. The CEO does not have a vote at the Board meetings but will act as the Secretary of the Corporation at meetings of the Members and meetings of the Board.

~~The Board will appoint a Director to Chair the Finance and Audit Committee and this Committee performs the financial oversight similar to that of a Treasurer but at the strategic level.~~

3. Other changes include substituting the title "President" with "Chair of the Board of Directors" or "Chair" (second and subsequent usage in an Article): in the following Articles:

- Article 40
- Article 42
- Article 50
- Article 55 in four places

BC, NS – motion to approve the by-law amendments as per above. **Carried.**

#### **11.0** Elections

- 11.1 Election of members of the Board of Directors –  
**SK, ON** Motion to acclaim the five nominated candidates: Colin Bell, Gail Niinimaa, Anne Olszewski, Mike Walker, Ntala Quintillio. **Carried.**
- 11.2 Election of the Chair  
**AB, YK** Motion to acclaim Mike Walker as the Chair for the board until the end of his current term. **Carried**

#### **12.0** Adjournment 17h41 MST