



NOTICE OF ANNUAL GENERAL MEETING

5:00 pm MT on September 9, 2020 by video-conference:

<https://zoom.us/j/8831663314?pwd=MHdLYXB2NXp4UW9jSXR5TWJGUxF3UT09> (Meeting ID: 883 166 3314; Passcode: 834034)

Notice is hereby given of the Annual General Meeting of Nordiq Canada (incorporated as Cross-Country Ski de fond Canada) on September 9 at 5:00 pm MT:

1. Welcome and Call to Order
2. Establishment of Quorum
3. Approval of the Agenda
4. Declaration of Conflicts of Interest
5. Adoption of 2019 AGM Minutes
6. Board, Committee and Staff Reports (provided in advance at nordiqcanada.ca)
7. Report of Auditors (2019-2020) (provided in advance at nordiqcanada.ca)
8. Appointment of Auditors (2020-2021)
9. Proposed Bylaw Amendments (see below)
10. Election of New Directors (voting instructions to follow)
11. Location of 2021 AGM (See <https://nordiqcanada.ca/wp-content/uploads/AGM-Planning-and-Preparation.pdf>)
12. Adjournment

A Division Voting Delegate Form is provided at the end of this document. Divisions who will delegate their votes must submit this form to mbegley@nordiqcanada.ca before the meeting begins.

Proposed By-law Changes

It is proposed that Section 2.t of the bylaws be amended as follows:

The Division Chairs Council is an organization consisting of the chairperson or delegate of each Division. The Chair of the Board and Chief Executive Officer of the Corporation are ex-officio members of the council.

It is proposed that Section 25 of the bylaws be amended as follows:

Annual Meeting –The Annual Meeting will be held within fifteen months of the last Annual Meeting but not later than six months after the Corporation’s preceding year-end.

It is proposed that Section 34 of the bylaws be amended as follows:

New Business – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least twenty-one days prior to the meeting date.

It is proposed that Section 44 of the bylaws be amended as follows:

Directors – The Board will consist of a minimum of ten and a maximum of eleven Directors as follows:

- a. Chair of the Board
- b. Six Directors-at-Large
- c. Athlete Director (two – one male & one female)
- d. A member of the Division Chairs Council elected by the Division Chairs Council

In addition to the Directors specified immediately above, the Board may, at its sole discretion, resolve to appoint a Director to serve for a one-year term expiring at the next Annual Meeting.

It is proposed that Section 46 of the bylaws be amended as follows:

Athlete Director – The Athlete Directors must currently be, or have been at some point during the prior five years, an active Canadian cross-country ski racer and license member at the national level. Gender equity among the Athlete Directors is required. Representation from both able-bodied and para athletes is desired.

It is proposed that Section 47 of the bylaws be amended as follows:

Nominations Committee – A Nominations Committee will be created that will be responsible for soliciting nominations for the election of the Directors. The Nominations Committee will have the following composition:

- e. Current Chair of the Board
- f. A former Chair of the Board (appointed by the Board)
- g. One of the current Athlete Directors
- h. An appointee of the Women's Committee
- i. Two individuals, not from the same Division, to be appointed by the Division Chairs Council.

It is proposed that Section 48 of the bylaws be amended as follows:

Competency of Nominees – the Nominations Committee shall seek the advice of the Board as to the competencies that the Board sees as being desirable to be brought to the Board at the time.

It is proposed that Section 51 of the bylaws be amended as follows:

Terms – Elected Directors, except for the Athlete Director and the Division Chairs Council Director, will hold office for a term of three years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office. Directors may serve a maximum of two consecutive terms. The Chair of the Board may serve two consecutive three-year terms, in addition to any terms already served as a Director to a maximum of nine years. A Chair of the Board after having completed his or her term may not run for office as a Director until at least four years after ceasing to be Chair of the Board; however, such person may be appointed as a non-voting advisor to the Board at a duly constituted meeting of the Board of Directors to serve at the pleasure of that Board.

It is proposed that Section 52 of the bylaws be amended as follows:

Term – Elected Directors: Athlete Directors, will hold office for a term of two years and will hold office until their successors have been duly elected in accordance with these by-laws, unless they resign, are removed from or vacate their office. These Directors may serve a maximum of three consecutive terms.

It is proposed that Section 53 of the bylaws be amended as follows:

Term – Elected Director: Division Chairs Council Director, will hold office for a term of two years and will hold office until their successors have been duly elected in accordance with these by-laws, unless they resign, are removed from or vacate their office. This Director may serve a maximum of three consecutive terms.

It is proposed that Section 54 of the bylaws be amended as follows:

Staggered Terms – The election of Directors will take place at each Annual Meeting of Members, as follows:

- a. The Chair of the Board will be elected by Division Members and License Members (exercising their block of five votes) every three years.
- b. One of the Athlete Directors will be elected every year in by individual License Members through a process determined by the Board, which may include either:
 - i. an electronic ballot system in advance of or immediately following the Annual Meeting; or
 - ii. through a voting process at or immediately following an athlete's meeting at the National Championships.

- c. Three Directors-at-Large (at least one male and one female) will be elected by Voting Members in 2020 and then every following three years, and three Directors-at-Large (at least one male and one female) will be elected by Voting Members in 2021 and then every following three years;
- d. The Division Chairs Council Director will be elected every two years in odd-numbered years by Division members.

It is proposed that Section 56 of the bylaws be amended as follows:

Appointed Directors – Within 30 days following the Annual Meeting, the Directors may appoint a Director for a one-year term, to be served until the next Annual Meeting.

Division Voting Delegate Form for 2020 AGM

(Present this form to the recording secretary, Megan Begley at mbegley@nordiqcanada.ca, before the meeting.)

This is to confirm that, in place of the Division Chairperson, _____

(name of representative) is authorized to represent the _____

(name of Division) at Nordiq Canada's Annual General Meeting to be held at the time and location shown above.

Signed by: _____ (Division Chairperson or President)

Date and location: _____