



## NOTICE OF ANNUAL GENERAL MEETING

**1:00-4:00 pm ET on June 19, 2021 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 June 19 at 1:00 pm ET:

1. Welcome and Call to Order
2. Celebration of Annual Award Winners
3. Establishment of Quorum
4. Approval of the Agenda
5. Declaration of Conflicts of Interest
6. Adoption of 2020 AGM Minutes
7. Board, Committee and Staff Reports (provided by June 11 at [nordiqcanada.ca](http://nordiqcanada.ca))
8. Report of Auditors (2019-2020) (provided by June 17 at [nordiqcanada.ca](http://nordiqcanada.ca))
9. Appointment of Auditors (2021-2022)
10. Proposed Bylaw Amendments (see below)
11. Election of New Directors
12. Location of 2022 AGM (See attached proposal per [policy](#)).
13. Adjournment

**A Division Voting Delegate Form is provided at the end of this document. If the Division Chair will not be voting, you must submit this form to [mbegley@nordiqcanada.ca](mailto:mbegley@nordiqcanada.ca) no later than seven days before the AGM.**

## **Proposed By-law Changes**

### **It is proposed that Section 2.i of the bylaws be amended as follows:**

Director –as defined below;

- I. Independent Director: an individual elected or appointed to serve on the Board pursuant to these By-laws
- II. Athlete Director: an individual elected by the Licensed Athletes to serve on the Board pursuant to these By-laws
- III. Division Chairs Council Director: an individual elected by the Division Chairs Council to serve on the Board pursuant to these By-laws

### **It is proposed that Section 2.I of the bylaws be amended as follows:**

Independent - means that a director has no fiduciary obligation to any body for the subject sport at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature. Whether a director or prospective director is Independent shall be determined by the nominating committee. A person who would not be considered Independent will be considered to be Independent once he or she resigns from or terminates the circumstance that gives rise to the non-independence;

### **It is proposed that Section 37 of the bylaws be amended as follows:**

Voting Privileges of License Members – The License Members as a group have five votes, which the Athlete Directors must cast as a block on behalf of License Members at Annual and Special meetings. In electing the Athlete Director, License Members will cast votes individually as described in Article 51 b).

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

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

- a. Eight Independent Directors,
- b. Two Athlete Directors (one male and one female)
- c. 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 Directors – The Athlete Directors must currently be, or have been at some point during the prior eight years, an active Canadian cross-country ski racer and license member at the national or international 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:

- a. Current Chair of the Board
- b. A former Chair of the Board (appointed by the Board)
- c. An independent Director of the Board
- d. One of the current Athlete Directors
- e. An appointee of the Women’s Committee
- f. Two individuals, not from the same Division, to be appointed by the Division Chairs Council.

Provided that if the Chair of the Board will be subject to re-election at the Annual Meeting for which nominations for Directors are being sought, the Chair will be replaced on the Nominations Committee by a Director who is not subject to re-election, to be appointed by the Board.

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

The nominations committee will actively seek Board members that are representative of Canadian society at large.

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

Terms –

- a. Independent elected Directors 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. Independent Directors may serve a maximum of two consecutive terms.

- b. A sitting Chair of the Board may serve an additional term for a maximum of nine consecutive years but may not serve as Chair longer than six years.

An Elected Director having completed his or her term may not run for office as a Director until at least four years after ceasing to be a Director. However, an Elected Director who served as a Chair 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 55 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. Four Independent Directors (two male and two female) will be elected by Voting Members in 2021 and then every following three years and four Independent Directors (two male and two female) will be elected by Voting Members in 2023 and then every following three years.
  - i. The Chair of the Board will be elected annually by the Board at the first Board meeting immediately following the Annual General Meeting. Only Independent Directors are eligible for the Chair. Voting will follow the process outlined in the Bylaws.
- b. One of the Athlete Directors will be elected every year 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 after the Annual Meeting; or
  - ii. through a voting process at or immediately following an athlete's meeting at the National Championships.
- c. 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:**

Decision – Elections will be decided by the Members in accordance with the following:

- a. Candidates who are unopposed will be declared elected by acclamation.
- b. If the number of candidates exceeds the number of positions available then the candidate with the lowest number of votes will be removed from the ballot and subsequent votes will be held with the remaining candidates until the number of candidates equals the number of positions available. All candidates who receive zero votes on the first ballot will be removed from all subsequent ballots.

- c. In voting for Independent Directors, the names of all candidates will be placed on the ballot. Voters will mark the number of candidates to be elected. In the case of a tie for an Independent Director position, those with a clear majority will be declared elected and their names removed from the ballot. Successive ballots will be used until all positions have been filled.

**It is proposed that Section 68 of the bylaws be amended as follows:**

Acting Chair – Prior to the AGM, the Board will select an Acting Chair to preside over the first meeting of the Board where the Chair is elected.

**It is proposed that Section 74 of the bylaws be amended as follows:**

Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. The respective duties and authorities of the Board and the Chief Executive Officer are described in the Board Policy Manual with the exception of budget approval which shall not be delegated.

## **Division Voting Delegate Form for 2021 AGM**

**If the Division Chair will not be voting, you must submit this form to [mbegley@nordiqcanada.ca](mailto:mbegley@nordiqcanada.ca) no later than seven days before the AGM.**

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: \_\_\_\_\_