



## NOTICE OF ANNUAL GENERAL MEETING

3:00-4:00 pm ET on June 18, 2022

Four Points Sheraton Gatineau-Ottawa, 35 Rue Laurier

Zoom link for those who can't attend in person:

<https://zoom.us/j/8831663314?pwd=MHdLYXB2NXp4UW9jSXR5TWJGUWF3UT09>

(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 18 at 3:00 pm ET:

1. Welcome and Call to Order
2. Establishment of Quorum
3. Approval of the Agenda
4. Declaration of Conflicts of Interest
5. Adoption of 2021 AGM Minutes
6. Board, Committee and Staff Reports
7. Report of Auditors (2021-2022)
8. Appointment of Auditors (2022-2023)
9. Proposed Bylaw Amendments (see below)
10. Election of New Director (available position: one male independent director; nomination received: Alexis Turgeon)
11. Location of 2023 AGM
12. Adjournment

### Division Voting Delegate Form for 2022 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: \_\_\_\_\_

## **Proposed By-law Changes**

**It is proposed that Section 33 of the bylaws be amended as follows:**

Agenda – The agenda for the Annual Meeting will include:

- a. Call to order
- b. Establishment of Quorum
- c. Approval of the Agenda
- d. Declaration of any Conflicts of Interest
- e. Adoption of Minutes of the previous Annual Meeting
- f. Board, Committee and Staff Reports
- g. Report of Auditors
- h. Appointment of Auditors
- i. Business as specified in the meeting notice
- j. Election of new Directors
- k. Adjournment

**The matters listed in the agenda are an exhaustive list of what members can vote on.**

**It is proposed that Section 35 of the bylaws be amended as follows:**

Quorum – A minimum of seven Division members or delegates representing a minimum of 65% of the votes that could be cast at a meeting will constitute a quorum. **The members of the Corporation shall vote only on the election of directors, the appointment of the auditors, those matters on which members are entitled to vote under the Act and any specific matter that the Board determines shall be voted on by the members.**

**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)

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- c. A member of the Division Chairs Council elected by the Division Chairs Council
- d. 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.

Directors from a.,b., c., and d. may not hold a Management Position or CEO or executive role in the Corporation during the tenure as a Director and for 12 months thereafter.

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

Nominations Committee – A **Standing** 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.

Any Director, independent or otherwise, that is up for re-election shall not be on the Nominations Committee.

**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. Do we need this with our change to Directors nominate a board chair annually after the agm

If a Director served as Chair of the Board for at least two one-year terms as chair, in a three-year term that person may serve an additional term as a Director for a maximum of nine consecutive years but may not serve as Chair longer than six years.

**It is proposed that Section 89 of the bylaws be amended as follows:**

Annual Financial Statements – The Corporation will send to the Division Members, Athlete Directors, Board and Auditors a copy of the annual Financial Statements and auditors report thereon 21 to 60 days before every Annual Meeting. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents. **Audited Financial Statements are to be posted on the Corporation's website within 6 months of year end.**

**It is proposed that Section 97 of the bylaws be amended as follows:**

Notice in Writing – Notice of proposed amendments to these By-laws, and articles will be provided to Members of the Corporation entitled to vote at a meeting of Members at least **forty-five days** prior to the date of the meeting of the Members at which it is to be considered.