

AGM Planning and Preparation

Policy
2019



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Preamble

Nordiq Canada's Annual General Meeting (AGM) serves to bring together the leadership of the Association for corporate planning and decision-making.

Aim

The aim of this operational policy is to provide direction for the planning and preparation of the AGM, consistent with the provisions of the Nordiq Canada By-Laws.

By-Law Provisions

AGMs will be conducted in accordance with the Nordiq Canada By-Laws. Pertinent By-Laws regarding preparations for the AGM are as follows:

Annual Meeting

The Annual General Meeting of the Corporation shall be held at such place as designated by majority decision of the Voting Members at the previous Annual General Meeting, normally on the first or second weekend in June.

The general business to be considered at such meetings shall include the appointment of auditors, presentation of annual audited financial statements, election of Board members, the amendment of by-laws, the report of the President and such other business, if any, as may properly come before the meeting.

Notice of Meetings

Notice specifying the place, day and hour of each Annual or Special Meeting of members shall be delivered to the members at least thirty (30) days prior to the time fixed for the meeting. Any meeting so called may be held at any time and for any purpose, without notice, if all Voting Members are present or represented by proxy or have waived notice of the meeting before the meeting.

Any notice to be given to any member, director or auditor shall be served either personally or by sending it through the post prepaid, by electronic mail, or by facsimile transmission addressed to such member, director or auditor at his address as it appears in the books of the Corporation, or if no address is given, then to the last address known to the Corporation.

For a notice sent by e-mail or facsimile transmission, a confirmation receipt shall be sufficient to prove that the notice was properly addressed.

The signature of any notice may be written, stamped, typewritten or printed, or partly written, stamped, typewritten or printed.

Each member entitled to receive notice shall be deemed to have received such notice if the notice is delivered as provided in the By-Laws to the Chairperson of each Division and any other persons that the Board or meeting of members shall from time to time determine by resolution.

No accident, error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceeding taken thereat.

Activities

The following business activities will take place as part of the AGM weekend:

- a) a meeting of the Division Chairs Council;
- b) a meeting of the Nordiq Canada Board of Directors;
- c) the AGM; and
- d) other meetings that may be scheduled to take advantage of the gathering (eg, committee meetings, workshops, clinics, planning seminars).

In addition, the AGM provides the opportunity to celebrate outstanding achievements or acknowledge significant contributions to the sport of cross-country skiing in Canada. These include, but are not limited to:

- a) the presentation of Nordiq Canada annual awards (to volunteers, sponsors, etc.);

- b) the formal retirement of distinguished athletes with long membership on the National Ski Teams; and
- c) inductions into the Nordiq Canada Hall of Fame.

Role of President

In accordance with Nordiq Canada By-Laws, the President of Nordiq Canada will normally be the Chairperson for the AGM and, as such, is responsible for conducting the meetings as required in the By-Laws. In addition, the President's duties include the following:

- a) Approving the agendas for the Board Meeting and the AGM.
- b) Approving the minutes.

Timing and Venue

The AGM will normally be held on the first or second weekend in June. The duration will be determined in consideration of the activities planned for the particular AGM. Core activities are expected to last, as a minimum, two and a half days (ie, from Thursday evening to Sunday noon).

The venue for the AGM will be selected with due consideration to the following factors:

- a) cost of travel, accommodation and facilities;
- b) convenience and suitability of logistics;
- c) scheduling of complementary activities or social events within the host community; and
- d) regional rotation, to enable the Nordiq Canada leadership, including Division Chairs, to develop an improved understanding of local circumstances throughout the Association.

A request for bids to host the next AGM will be promulgated to Divisions three months in advance of the current AGM. Bids should be developed jointly by an interested club or community and the parent Division. Bids must contain sufficient information to permit a comparative assessment of bids to be made and must be submitted by the bidding Division to Nordiq Canada, with copies to all other Nordiq Canada Division Chairpersons and offices, no

later than two weeks before the AGM. The venue will be determined by a majority decision of the Voting Members at the AGM.

Cost

The logistical costs associated with hosting an AGM will be borne by Nordiq Canada. These include facility and equipment rental, local transportation, etc. AGM hosts are expected to minimize these costs to the extent possible.

The costs for Board Members, Committee Chairpersons, essential staff and any other attendees required by the agenda will be borne by Nordiq Canada. These costs include travel (by most economical means), accommodation, meals and any pertinent conference fees.

The costs of travel for Voting Members (i.e. one representative per Division – normally the Chairperson) will be borne by Nordiq Canada in the interest of equalizing costs. Other costs, to include accommodation, meals and conference fees, should be paid directly by the member or will be billed back to the Division. The costs for other attendees representing Divisions will also be billed back to Divisions.

AGM Preparations

Preparations for the AGM are a shared responsibility of Nordiq Canada and the AGM host. A checklist is provided at Annex A.

List of Attachments

Annex A AGM Preparation Checklist

Annex A

To: Nordiq Canada AGM Planning and Preparation Policy

AGM Preparation Checklist

Nordiq Canada Responsibilities

The Executive Director has overall responsibility for AGM preparations. This responsibility is delegated to the Director of Administration and Communication (DAC). The duties of the DAC include the following:

- a) Initiating liaison with the AGM host (four months before the AGM). Providing the AGM host with an estimate of AGM attendance to permit block booking of accommodation.
- b) Coordinating with the AGM host all logistical requirements, including accommodation, meeting rooms, audio-visual equipment, photocopying, local transportation, coffee breaks, catering, financial arrangements for deposits and final payments, etc. (initiate three months in advance).
- c) Issuing advance notice of the AGM to Division offices, the Nordiq Canada Board, Committee Chairpersons and essential staff, with a request to respond indicating likely attendance.
- d) Liaising with the Nominating Committee regarding the posting of notices requesting nominations for Board members (notice to be posted three months in advance; nominations close one month in advance);
- e) Liaising with the Women's Committee with respect to volunteer awards, and promulgating through e-mail and on the Nordiq Canada web-site a request for nominations (request posted three months in advance; nominations to be received by 15 May);
- f) Promulgating a request for bids for the next AGM (three months before the AGM).
- g) Booking travel and accommodation for Board Members, Committee Chairpersons and essential staff (approximately two months in advance).
- h) Collating information on overall attendance (including attendance from Divisions), and coordinating the final accommodation requirement and the rooming list with the AGM host.

- i) Collating arrival and departure timings for all attendees, and coordinating with the AGM host arrangements for pickup and return to the airport.
- j) Promulgating notices of AGM motions and proposed changes to By-Law at least thirty (30) days before the meeting.
- k) Promulgating the formal Notice of Meeting to all attendees and posting it on the Nordiq Canada web-site at least thirty (30) days before the meeting. The Notice will include:
 - i. location and dates;
 - ii. schedule of events;
 - iii. agendas for the Board Meeting and the AGM;
 - iv. motions tabled for the AGM;
 - v. proxy form for Voting Members;
 - vi. administrative instruction – covering accommodation, directions/maps, ground transport, meals, social events, meeting rooms, audio-visual equipment, financial arrangements, etc; and
 - vii. minutes of the last AGM.

Note: In order to simplify logistics and reduce costs, Nordiq Canada does not provide comprehensive AGM briefing books to attendees. Attendees are expected to print copies of all relevant material that is distributed in advance of the AGM electronically, and to bring that material with them to the meeting. A reminder of this policy is to be included in the administrative instruction.

- l) Promulgating to all attendees' other documents required to support the Board Meeting and AGM (two weeks in advance). As a minimum, this will include the Nordiq Canada Performance Report from the past year and the Nordiq Canada Business Plan for the coming year.
- m) As directed by the Executive Director, purchasing gifts for retiring Directors and Committee Chairpersons.
- n) Ensuring the provision of supporting documents on site (eg, past AGM minutes, Board minutes) and office supplies (notepads, pencils, markers, etc).
- o) Transporting volunteer awards (or facsimiles) to the AGM and ensuring that engraving takes place. Coordinating with the Women's Committee the purchase of keepsake gifts.

- p) Providing place cards for all official attendees.
- q) As directed by the Executive Director, coordinating with the AGM host the physical setup of the meeting room and seating plans for the Board Meeting and the AGM (the evening before each meeting).
- r) Issuing meal and incidental allowances to Board Members, Voting Members, Committee Chairs and staff, to cover expenses not paid in bulk.
- s) Making a complete record of proceedings, to include the preparation of minutes and, once approved, their distribution.

AGM Host Responsibilities

The AGM host is responsible for the planning and execution of all administrative arrangements and support, as defined in this policy and as coordinated with the DAC. The parent Division is to monitor planning and preparations. The duties of the AGM host include the following:

- a) Appointing an AGM Coordinator, who will function as the primary point of contact, and ensuring that liaison is established between the Coordinator and the DAC (four months in advance).
- b) Booking accommodation that is sufficient to meet all requirements as advised by the DAC.
- c) Providing ground transport arrangements for arriving and departing attendees, and to and from meetings (if required).
- d) Providing meeting rooms with sufficient capacity for all planned meetings and activities within meetings (eg, break-out rooms for syndicate work).
- e) Assisting the DAC with the set-up of meeting rooms.
- f) Arranging for all group catering needs. These include coffee breaks, a meet-and-greet wine and cheese party (normally Friday evening) and lunches (if taken in conjunction with meetings).
- g) Organizing a banquet or community social event on Saturday evening. This will enable AGM attendees to meet the local ski community, and should provide a suitable venue for the retirement of NST athletes or the celebration of notable accomplishments. CCC will partner in creating a suitable program for this event (Director of Marketing and

- Events Management and Coordinator Media Relations and Communication to provide advice and assistance, coordinate athlete attendance, etc.).
- h) Providing required audio-visual equipment (flip charts and markers, OHP, screen, LCD projector, TV, VCR, extension cords).
 - i) Providing a computer and printer on-site, and photo-copying facilities on site or convenient to the meeting rooms.