

**BIATHLON CANADA
BOARD OF DIRECTORS MEETING
CONFERENCE CALL
26 November, 2013
MINUTES**

**Attendance
Board Members**

Ken Davies– AB (Chairman)	Erika Charron– QC
Vanessa Bonk – SK	Paula Septon – NB
Connie MacKinnon – PE	Bruce Jarvis – NS
Bill Curtis- YK	Barry Mitchell- MB
Ken Ransom-BC	Tim Hurley- ON

Executive Members

Steve Hale – President	Murray Wylie – VP Admin
Brendon Bulger – Treasurer	Lisa Belliveau- Secretary
Bruno St Onge- VP Domestic	

Staff

Christie Boyd – Administration and Financial Coordinator

Other

Ray Kokkonen- Nominating Committee Chair	Dan O’Connor- Legal
Carol Henley- Nominating Committee Member	

PRELIMINARIES

1. Call to Order, Notice of Meeting, Quorum

Steve Hale called the meeting to order at 1830 hrs (EDT) and welcomed all participants. The Chair noted that due notice of the meeting had been given and that there was a quorum with all voting members present.

2. Roll Call of Members

Christie Boyd completed nominal roll with all provinces represented by participation or proxy.

3. Registration and Confirmation of Votes

WEIGHTED VOTES BASED ON REGISTERED PARTICIPANTS AS OF 31 MARCH 2013

DIVISION	BC	AB	SK	MB	ON	QC	NB	NS	PE	NL	YT	NT	TOTAL
NUMBER OF VOTES	6	4	2	1	3	3	3	2	1	1	1	1	28

4. Notice of Special General Meeting

Notice of meeting was given on 27th September 2013, and was duly noted in accordance with the current By-Laws.

5. Approval of Agenda

MOTION # 1 "That the Board approve the agenda as presented" Moved by **Ken Davies**; seconded by **Ken Ransom** - Carried

6. Approve AGM Minutes

MOTION # 2 "That the Board approve the minutes of the 2013 AGM as amended." Moved by **Ken Davies**; seconded by **Connie McKinnon** - Carried

7. By-law Amendments Regarding Transition to section 279 of the Not-For-Profit Corporations Act Special Resolution (Annex A)

Steve noted the hard work that the committee put forward into this effort to move forward in the transition and he thanked them for their diligence.

He stated that the first amendments were made to the bylaws on the 7th June and they were quickly sent to and approved by the minister. This is the next stage in complying with the Not-For-Profit Corporation Act.

He reviewed the articles of continuance and the bylaw amendments and asked if the members had any questions. Clarifications were given where required.

MOTION # 3 "That the Board approve the **Not-For-Profit Corporations Act Special Resolution** as presented in Annex A". Moved by **Ken Davies**; seconded by **Tim Hurley** - Carried

8. Approval of Human Resources & Compensation Committee Terms of Reference (previously distributed)

MOTION # 4 "That the Board approve the Human Resources and Compensation Committee TOR as presented". Moved by **Ken Davies**; seconded by **Ken Ransom**- Carried

9. Approval of Finance & Audit Committee Terms of Reference (previously distributed)

MOTION # 5 "That the Board approve the Finance & Audit Committee Terms of Reference as presented". Moved by **Ken Davies**; seconded by **Bruce Jarvis** - Carried

10. Resolution to update Biathlon Canada Policies to reflect term "Registered Participant" (Annex B)

MOTION # 6 "That the Board approve the **Resolution to update Biathlon Canada Policies to reflect term "Registered Participant"** where required as presented in Annex B". Moved by **Ken Davies**; seconded by **Vanessa Bonk**- Carried

Steve noted that given the current transition plan for the Directors in the new by-laws as approved would only result in directors being elected for a half and one and a half years. It was proposed that article 26 be amended to reflect a longer period of service for the transitional Board.

MOTION # 7 "That the Board approve a revision to article 26 in the By-Laws to read 'Director's terms will be two years with the exception of the first board elected under these revised Bylaws which will have 3 Board members elected for one and a half year terms and 4 Board members elected for two and half years' and that the previously revised Bylaws so reflect". Moved by **Ken Davies**; seconded by **Barry Mitchell**- Carried

11. Election of Directors (list of qualified candidates and voting instructions already distributed)

Chaired by Ray Kokkonen, Chair of the Nominating Committee - Ray Kokkonen reviewed the election procedure and called all for all votes. **Note:** Dan O'Connor advised that though the elections are occurring with this Special General Meeting that the effective date of this transition under law will be when the Article of Continuance and the Amended By-Laws are accepted by the responsible Minister (Industry Canada).

The following candidates were elected to the Board:

BOARD CANDIDATES	DIV	Voted in
BELLIVEAU Lisa	NB	X 2.5 yrs
BROWN Tim	AB	
BULGER Brendon	ON	X 2.5 yrs
COLLARD Paul	BC	X 1.5 yrs
DALTON Gregory	ON	
EDEY Brian	ON	X 2.5 yrs
GUAY Daniel	ON	
HALE Steve	PE	X 1.5 yrs
LEVESQUE Jean-Guy	QC	
ST-ONGE Bruno	BC	
THOMPSON Sherry	AB	X 1.5 yrs
WYLIE Murray	NS	x 2.5 yrs

12. Election of President from the Directors

Ray moved on to the election of the President. Murray Wylie was elected as president to succeed Stephen Hale.

13. Adjournment

MOTION #8 -"To adjourn the meeting at 2020 hrs (EDT)." Moved by **Ken Davies** ; seconded by **Connie McKinnon**.

Stephen Hale

Lisa Belliveau

Steve Hale

Lisa Belliveau

President

Secretary

Annex A

AGENDA Item 7 – Special Resolution

WHEREAS Biathlon Canada (the Corporation) was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 22nd day of May, 1985; and

WHEREAS those Letters Patent were amended by Supplementary Letters Patent dated the 22nd day of July, 2013; and

WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-for-profit Corporations Act* (NFP Act) pursuant to section 297 of the NFP Act;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;
2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to this resolution as Schedule 'A', are approved;
3. The general bylaws of the Corporation is repealed effective on the date that the corporation continues under the NFP Act and the new general bylaws which has been submitted to this meeting and is annexed to this resolution as Schedule 'B' is approved and will be effective on the same date.
4. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

The undersigned, being the duly elected President and Director of the Corporation, certifies that the above is a true and correct copy of a special resolution passed at a meeting of members held on the 26th day of November, 2013, by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

Dated in Ottawa this 26th day of November, 2013.

Signature: _____
Stephen Hale

Name: _____
Stephen Hale

Position: President

Date: 26 Nov 13

Annex B

AGENDA ITEM 10 – Policies Resolution

“That wherever in the Corporation's policies, rules or written agreements there is reference to 'Members' which under the former Bylaws included non-voting members of the Corporation, that this will be taken to mean 'Registered Participants' until such time as the Corporation's policies, rules and written agreements are revised to conform with the amended Bylaws”.

