



Explanation of Proposed Amendments to the Articles and Bylaws of Biathlon Canada

1. The current articles and bylaws fix the number of directors of Biathlon Canada at 7.
2. Currently, once elected, board members have a term of 2 years, with 3 and then 4 directors being elected every second year, respectively.
3. It is proposed to amend the articles and bylaws (i) to provide for a number of directors ranging from 7 to 12, and (ii) to allow the board of directors to appoint additional directors between AGMs up to a maximum of 1/3 of the directors elected at the last AGM.
4. The total number of directors to be elected at an AGM would be set at the AGM while keeping the total number of directors within the 7-12 range.
5. The term of each director elected at an AGM would continue to be 2 years. If a director is appointed by the board between AGMs the term of that director would end at the next AGM.
6. The result would be that effectively $\frac{1}{2}$ of the board would continue to be elected each year, as is now the case.
7. It is proposed to allow for a larger board because of the need to add additional skill sets to the board. The board has developed a skills matrix for the board. As the role of the board continues to evolve as a governance board so do the required skills sets, into areas such as legal, finance, management, sports management, and fundraising, while maintaining levels of knowledge and expertise more directly related to biathlon.
8. It is proposed to allow the board to appoint additional directors between AGMs to allow more flexibility in timing for adding directors. The summer months are proving to be challenging months in which to recruit board members in advance of the statutorily required September AGM. In addition, as the need for more skill sets evolves effective board recruitment will be more of a year-round exercise and there is a need to be able to act opportunistically when an appropriate candidate is found.