



Biathlon Canada
2019 Annual Meeting
Monday, September 16, 2019 7:00 pm (ET)

MINUTES

- 1.0 Call to Order** - 17h02
- 2.0 Opening Remarks of the President:** Lyle McLeod provided the opening remarks.
- 3.0 Roll Call of Divisions**
- Alberta: Clayton Paradis
BC: Kevin Moutray
Manitoba: Lorraine Mitchell
NB: Ray Kokkonen
NFLD: Cecilia Thistle
NS: Jylene Ryan
ON: Absent
PEI: Corinne Rowswell
QC: Arlene Fafard
SASK: Wendy Pletz
Yukon: Bill Curtis
NWT: Absent
Quorum has been reached.
- 4.0 Registration and Confirmation of Votes was completed.**
- 5.0 Notice of Annual Meeting** – Confirmed. Email confirmation sent on August 16.
- 6.0 Approval of Agenda** – NB, Nfld: Carried unanimously.
- 7.0 Approval of Minutes of June 2018 SGM, 2018 Annual Meeting, March 2019 SGM**
- Alberta, NS:** Motion to approve the minutes. **No discussion. Carried unanimously**
- 8.0 Audit**
- 8.1 Auditor's Report:** Clean audit reported from Baker Tilley in Canmore. There are ongoing issues with the finances of Biathlon Canada as the deficit continues.

NS, Sask: Motion to accept the final auditor's report. Carried unanimously.

8.2 Appointment of Auditors:

Sask, NFLD: Motion to appoint Baker Tilley Canmore as auditors of Biathlon Canada. **Carried unanimously.**

9.0 Sanctioning of the Actions of the Board of Directors.

NS, QC: Motion to sanction the actions of the board.

Discussion: NB – curious about the actions the Board has completed as BoD minutes are not shared.

Heather detailed that a Division engagement strategy will be shared during the Town Hall at the completion of the Annual Meeting.

Motion to sanction the actions of the Board carried unanimously.

10.0 Proposed Articles of Continuance amendment

Bill Gilliland, Chair of the Nominations Committee presented the proposed changes.

BE IT RESOLVED:

- that section 4 of the Articles of Continuance be amended by deleting "Ontario" and inserting in place thereof "Alberta" as the province or territory in Canada where the registered office of the Corporation is situated.
- that section 5 of the Articles of Continuance be amended by deleting "7" as the maximum number of directors of the Corporation, and inserting in place thereof "12" as the maximum number of directors, such that the Corporation shall have a minimum of 7 and a maximum of 12 directors.
- that section 10 of the Articles of Continuance be amended by deleting "N/A" under Additional provisions, if any, and inserting in its place the following:

"The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members."

- FURTHER RESOLVED as a special resolution that any one director or officer of the Corporation is authorized and directed on behalf of the Corporation to sign and send the Articles of Amendment to the Director, *Canada Not-for-profit Corporations Act*, and to sign and deliver all documents and to do all things necessary or advisable in connection with the foregoing.

NB, Alberta: Motion to approve the proposed amendments to the Articles of Continuance. **Discussion: none. Carried unanimously.**

11.0 Proposed By-law amendment

Motion: To confirm the following amendments to the bylaws of the Corporation: Sections 17 to 20 of the Bylaws of the Corporation are deleted in their entirety and replaced with Sections 17 to 20 set forth in Schedule "A" to this Notice.

NB, AB. Carried unanimously.

12.0

Elections

BiCan Board recommends that Divisions fix the number of directors to hold office until the next AGM at 8 and the number of directors to be elected at 4 at this meeting.

Manitoba, QC: Motion to fix the number of directors as proposed. **Carried.** (PEI did not vote – technology issues(?)).

12.1

Election of members of the Board of Directors:

Four members have been Nominated: Bruce Jarvis, Peter Pekos, Ron Pelletier, Donald Villeneuve.

NB, NFLD: Motion to elect all individuals nominated.

Other nominations from the floor: none.

Acclaim that Bruce Jarvis, Peter Pekos, Ron Pelletier, Donald Villeneuve are elected for a two year term.

13.0

Adjournment

Motion to adjourn: AB, NFLD. 17h39 MT.