

September 17, 2021

Proposed Amendments to Biathlon Canada By-laws: By-law 55 ***October 2021***

Background Information:

Current Biathlon Canada by-laws do not stipulate the process involved when there is a vacancy in the office of the President nor when the automatic removal of a Director is required due to ineligibility. These situations may present themselves and it is imperative that Biathlon Canada be prepared with sound governance and by-laws to handle any such situation efficiently and fairly.

As such, Biathlon Canada is proposing an amendment to by-law 55 in order to clarify these processes.

Rationale:

Although the current by-laws stipulate the process involved when the resignation of a Director occurs, it does not specify a process in the event of a President's resignation. In the past when dealing with the resignation of the President, a Special General Meeting was required. This proposed amendment allows for an appointment to be made when the vacancy in the President's office occurs, by the other members of the Board of Directors. This method is an adaptation of the model used by Speed Skating Canada in its own by-laws as it related to the resignation of the President.

In addition, this proposed amendment outlines that a Director position is automatically vacated when a Director ceases to meet the eligibility criteria for Board membership. This could include ineligibility due to provisions already covered in the *Canada Not for Profits Act* in areas such as criminal convictions and bankruptcy, as well as in our own by-law and policy provisions around eligibility for membership, Safe Sport, etc. These provisions are not all outlined specifically here, nor are they outlined in by-law 19 where the same wording is used, nor is there any requirement for them to be fully outlined in this section of the by-law.

Lastly, a minor housekeeping amendment to by-law 55 has been proposed to make the language of the by-laws gender neutral; the word "his" has been amended to "their".

Proposed Motion:

Motion to adopt the amendments to by-law 55 below and that this by-law come into effect after the 2021 Annual Meeting.

RESIGNATION OR INCAPACITY

55. **Directors and Officers.** The position of any Director or Officer shall be automatically vacated:

- a. if the Director or Officer resigns ~~his~~ **their** office by delivering a written resignation to the President of Biathlon Canada; *or in the case of the President, by delivering a written resignation to the members of the Board of Directors;* or
- b. *if the Director or Officer ceases to meet the criteria of Board membership; or*

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- c. if, at a meeting of the Board, ~~five of the seven~~ *a two thirds majority of* Board members approve the removal from office of such Director or Officer; or
- d. on the death of such Director or Officer,

Provided that, if any vacancy shall occur for any reason contained in this paragraph, in the case of a member of the Board, the President will request the Nominating Committee to designate a replacement Director. *In the case of a vacancy in the office of the President, the Board of Directors will appoint one of their members to fill such a vacancy.* Any person appointed pursuant to this paragraph shall not retain such appointment beyond the conclusion of the next annual meeting unless duly elected to the same such meeting.