



September 16, 2022

***Proposed By-Law Amendments 2022 Annual Meeting:  
Article 18, 25, 40, 42, 50, 55***

**Background on the proposed amendments:** The Biathlon Canada Board of Directors is proposing a change to the Title of its leadership positions, whereby the title of President becomes “Chair of the Board of Directors” or “Chair” and the title of “General Manager” becomes “Chief Executive Officer” or “CEO”. As these titles are reflected in the Bylaws (specific details further below), a formal motion must be passed at the Annual Meeting to change them, as per Bylaws articles 52, 53 and 54.

**Reasoning for this by-law amendment:**

At present, the majority of Canadian winter Olympic NSO’s operate with Chairperson and CEO/Executive Director titles for their respective Board and Staff leadership positions. The proposed changes will bring Biathlon Canada, the only winter Olympic NSO using the title General Manager for their senior Staff position, to the same basis as virtually all of the other Canadian winter Olympic NSO’s.

In addition, and of equal or greater importance, these title changes reflect the growth and development of the senior Staff position and will recognize the current reality of the respective roles of Biathlon Canada’s Board and Staff leadership positions.

**Proposed Changes to the Bylaws:**

1. *Article 18* substitutes “President” with “Chair of the Board of Directors” or “Chair” along with a minor amendment to make the language gender neutral.

*from*

**18. President.** A President shall be elected by the Members from among the elected Directors at the Annual Meeting, to hold such position until the end of their current term in office. The President is subject to re-election up to the term limit in Article 20. The President shall be charged with overseeing the administration and management of all Board matters and shall preside at all Board meetings. With the concurrence of at least three other Board members, the President may call Board meetings. No such constraint shall apply to the Board meeting held in conjunction with the Annual Meeting. Upon the written request of a simple majority of the members of the Board, the President shall call a Board meeting within sixty days of receipt of such notice. The President shall be empowered to invite such members of Biathlon Canada, or other persons, as he deems advisable to any meeting of the Board.



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*to*

**18. Chair of the Board of Directors.** A Chair of the Board of Directors (Chair) shall be elected by the Members from among the elected Directors at the Annual Meeting, to hold such position until the end of their current term in office. The Chair is subject to re-election up to the term limit in Article 20. The Chair shall be charged with overseeing the administration and management of all Board matters and shall preside at all Board meetings. With the concurrence of at least three other Board members, the Chair may call Board meetings. No such constraint shall apply to the Board meeting held in conjunction with the Annual Meeting. Upon the written request of a simple majority of the members of the Board, the Chair shall call a Board meeting within sixty days of receipt of such notice. The Chair shall be empowered to invite such members of Biathlon Canada, or other persons, as they deem advisable to any meeting of the Board.

- 2. Article 25 is rewritten to clarify the two officers and to reflect the change in title of the two positions from President to Chair of the Board, and from General Manager to Chief Executive Officer. It is also recommended that the reference to the Finance and Audit Committee be removed from this section, as it's role is described in Article 29.*

## **Officers**

25. The Chair of the Board of Directors (Chair) and the Chief Executive Officer (CEO) are the two officers of Biathlon Canada. The Chair and the CEO will be assigned their duties in writing by the Board and these duties will be reviewed at least annually by the Board.

a. The Chair is elected by the Members in accordance with Article 18 and shall preside at meetings of the Members and at meetings of the Board of Directors and represent Biathlon Canada at national or international meetings. The Chair shall appoint another Director to preside at such meetings in the Chair's absence.

b. The CEO is the most senior employee of Biathlon Canada and is responsible to the Board of Directors for the management and operations of the organization. The CEO does not have a vote at the Board meetings but will act as the Secretary of the Corporation at meetings of the Members and meetings of the Board.



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~~The Board will appoint a Director to Chair the Finance and Audit Committee and this Committee performs the financial oversight similar to that of a Treasurer but at the strategic level.~~

3. Other changes include substituting the title "President" with "Chair of the Board of Directors" or "Chair" (second and subsequent usage in an Article): in the following Articles:

- Article 40
- Article 42
- Article 50
- Article 55 in four places