



Annual General Meeting of Athletics Ontario

Sunday Nov. 22, 2020

Zoom Meeting

MINUTES

1) WELCOME AND CALL TO ORDER

Call to order at 3:34pm

The Chair and President of the board, Dean Hustwick, introduced himself and stated that he will proceed as Chair of the 2020 Athletics Ontario Annual General and Special Meeting. The chair gave an overview of key events that took place in the last year as well as new things to come in the new year.

Introductions

The Chair introduced the board and staff of Athletics Ontario.

Board of directors:

- Jason Bunston, Vice Chair
- Brian McClelland, Secretary
- Scott Currier, Treasurer
- Sarah Boyle, Director
- Petrina Dolby, Director
- Robin Campbell, Director
- Dayna Maaten, Director

Staff:

- Paul Osland, Chief Executive Officer
- Anthony Biggar, Manager, Member Services, Programs & Development
- Randolph Fajardo, Manager, Competitions, Technical Specification & Logistics
- Emily Sitarz, Marketing & Communications Coordinator
- Saheed Khan, Coaching Coordinator
- John Stevenson, Coaching Development Volunteer
- Sheryl Preston, Road & Trail Running Coordinator
- Shehara Vanniasinkam, Office Manager

Moment of Silence:

The Chair requested all to observe a moment of silence in tribute to those in the sport community who passed away during the past year.

Appointment of recording secretary

The Chair stated that Shehara Vanniasinkam was appointed the recording secretary for the 2020 Annual General Meeting.

2) QUORUM, PARLIAMENTARY PROCEDURES AND VOTING REVIEW

The Chair introduced the Chief Executive Officer, Paul Osland to explain how the AGM will be conducted and review the voting procedure. The Chief Executive Officer listed all clubs present, the number of votes per club and the voting member attending the AGM.

Clubs present at the 2020 AGM:

	Club Name	Number of Votes	Voting Member
1.	Bolton Pole Vault	1	Ian Anderson
2.	Boost Athletics Club	1	Ron Cuffy
3.	Brampton Racers Track & Field Club	1	Michael Knight
4.	Brampton Track Club Inc.	1	Frank Bucca
5.	Bytown Walkers	1	Sandy Archibald
6.	C.A.N.I. Athletics	1	Lyndon George
7.	Durham Dragons Athletics	3	Zack Jones
8.	Eclipse Track & Field Inc.	2	Cathy Barry
9.	Etobicoke Track & Field Club	3	John Powell
10.	Extreme Velocity Track Club	1	Jamal Miller
11.	Hamilton Olympic Club	3	Patti Moore
12.	Kitchener Waterloo Track & Field Athletics	1	Cheryl Bowman
13.	Laurel Creek Trak & Field Club	3	Tina Lorentz
14.	London Western Track & Field Club	3	Kathy Roberts
15.	Maximus Performance	2	Dave Tomlin
16.	National Capital Track & Field Club	1	Andrew Page
17.	Newmarket Huskies Track Club	3	Derek Hackshaw
18.	Niagara Olympic Club	2	Sharon Stewart
19.	Ontario Officials	2	Peter Hocking
20.	Ontario Racewalkers Association	1	Stafford Whalen
21.	Ottawa Lions Track & Field Club	3	Jennifer Dumoulin
22.	Royal City Athletics Club	3	Phil Martin
23.	South Simcoe Dufferin Track & Field Club	2	Mary Ann Brown
24.	StrideWise Running	1	Brittany Moran
25.	Thames Athletics Club	1	Sherry Watts
26.	Throwers Club	1	Bill Pearson
27.	Toronto Harriers	1	Alistair Munro
28.	Toronto Olympic Club	2	Brian Lovshin
29.	Toronto West Athletics	3	Paula MacLeod
30.	University of Toronto Track Club	3	Carl Georgevski
31.	Variety Village Athletics Club	1	Karla Del Grande
32.	York University Track & Field Club	3	Bradley Matheson

Board members present at the 2020 AGM:

	Director	Number of Votes
1.	Dean Hustwick	1
2.	Jason Bunston	1
3.	Scott Currier	1
4.	Brian McClland	1
5.	Sarah Boyle	1
6.	Petrina Dolby	1
7.	Robin Campbell	1
8.	Dayna Maaten	1

This year there are 110 AO-Members eligible to vote. A quorum for this meeting is at least 20% (which is 22) of all AO-Members eligible to vote present, and voting in person or by proxy. We have 40 AO-Members present who are eligible to vote, and therefore we have a quorum.

The Chief Executive Officer then described the procedure to conduct a vote using zoom polling.

Voting procedure:

The Chief Executive Officer stated that each club has been communicated in advance with respect to the number of votes each club has and described how the number of votes each club receives is determined.

Because this AGM is being conducted virtually, when a vote is required, a poll will be issued with 3 options:

1. Favour
2. Opposed
3. Abstain

If the results of the poll are close, each voting member will submit their vote using the chat feature to the recording secretary. She will determine the results based on the number of votes each member has.

Notice of meeting:

Members having viewed a copy of the Notice of the 2020 Annual General and Special Meeting and with a quorum being present, the Chief Executive Officer declared the Athletics Ontario 2020 Annual General and Special Meeting to be properly constituted.

The Chair stated that members were provided a copy of the agenda and that he would now proceed with items listed on the agenda.

3) APPROVAL OF THE MINUTES OF THE ANNUAL GENERAL MEETING OF NOV. 22, 2019

MOTION: To waive reading and approve the minutes of the Annual General Meeting of the member of Athletics Ontario held on November 22, 2019 made by Robin Campbell and seconded by Mary Ann Brown.

POLL CONDUCTED; MOTION CARRIED

- 4) RATIFICATION OF BUSINESS CONDUCTED BY THE AO BOARD OF DIRECTORS IN THE PAST YEAR**
MOTION: To ratify the business conducted by the Athletics Ontario's board of directors since the adjournment of the Annual General Meeting of Nov. 22, 2019 made by Brian McClelland and seconded by Zack Jones.

POLL CONDUCTED; MOTION CARRIED

- 5) 2019-2020 YEAR-END REPORT**

The Chief Executive Officer presented the 2019-2020 year-end report.

- 6) 2020-2021 INTERIM REPORT**

The Chief Executive Officer presented the 2019-2020 interim report. A video was presented of events that occurred in 2020 and the impact of COVID-19 in Ontario and the athletics community.

- 7) REPORT ON FINANCIAL STATEMENT, BUDGET, REVIEW, AND APPOINTMENT OF AUDITORS**

Members had received a copy of the 2019-20 audited financials and 2020-2021 budget. The Chair introduced the Treasurer, Scott Currier. The Treasurer presented an overview of the audited financial statements.

Appointment of the Auditor

MOTION: To appoint as auditor Thompson Turnbull Chartered Accountants for 2020-2021 and to authorize the Directors to fix their remuneration made by Paula MacLeod and seconded by Brian Lovshin.

POLL CONDUCTED; MOTION CARRIED

- 8) RESOLUTIONS AMENDING AO BY-LAWS**

The Chair introduced board member Robin Campbell who spoke of approved changes to Athletics Ontario's by-laws moving from a term of two years to a term of three years, and from a maximum duration of service of seven consecutive years to a maximum of nine consecutive years.

In the process of looking at the by-laws, the board approved some word clarifications as well. All approved changes were posted with material posted in connection with this meeting. A copy of the text of the special resolution of members to amend the by-laws of Athletics Ontario is attached to these minutes as Schedule A.

MOTION: To amend the by-laws as described in the form of the special resolution that was posted on the AO website with the materials for this meeting made by Jason Bunston and seconded by Paula MacLeod.

POLL CONDUCTED; MOTION CARRIED

9) MEMBERSHIP CHANGES

The Chief Executive Officer reviewed the membership changes for the three following areas:

- Policy update for inclusion of NCCP Safe Sport course for all coaches, officials, and associates.
- Safe Sport levy.
- Club membership fee increase and inclusion of Directors & Officers Liability insurance.

10) COMMITTEE REPORTS

Members had received copies of the reports listed on the agenda. The Chair listed each report and gave members the opportunity to ask questions.

Board reports:

- Board Report and Executive Committee Report
- Finance Committee Report (included in Board and Executive Committee report)
- Governance Committee Report

Operational reports:

- Competition Committee Report
- Programs & Services Committee Report
- Technical Committee Report
- Ontario Masters Report
- Athletics Ontario Officials Reports
- Risk Management Committee Report
- Quest for Gold

11) ELECTION OF DIRECTORS

Board Director, Robin Campbell explained the process of electing new directors to the board. There are 4 Directors with one year remaining on their 2-year terms; 3 Directors who have confirmed they wish to stand for re-election; and 1 Director not seeking re-election. 5 Directors can be elected at this meeting. Public notice of the nomination process was given on September 1st, with a deadline date of September 18th.

After interviews and review, the Nominations Committee presented two applicants that they recommended be added to the slate of nominees.

Nominees:

- Jason Bunston (re-election)
- Scott Currier (re-election)
- Dean Hustwick (re-election)
- Meshell Lynch-James
- Patti Moore

The two new nominees were introduced and were given the opportunity to speak to the members.

MOTION: To accept the slate of nominees as presented, made by Jennifer Dumoulin and seconded by Brian Lovshin.

POLL CONDUCTED; MOTION CARRIED

Robin Campbell reviewed terms for all members of the board with the new changes.

12) NEW BUSINESS

A question was asked about Quest for Gold funding and criteria for next year. The Chief Executive Officer informed that funding for 2020 has been issued and for 2021, the criteria has not been established yet because we are waiting for details from the province. There are delays due to COVID-19 but information will be provided to members as Athletics Ontario receives it.

13) COMMENTS BY CHAIR

The Chair thanked everyone for attending the Athletics Ontario Annual General Meeting and Special Meeting.

The Chief Executive Officer thanked all the members who have supported the staff and been a part of the weekly town halls for the past 35 weeks. He expressed his thanks and appreciation on behalf of all the staff.

MOTION: To adjourn the 2020 Annual General and Special Meeting of Athletics Ontario made by Ian Anderson and seconded by Brian McClelland.

POLL CONDUCTED; MOTION CARRIED

ADJOURNMENT: 5:04pm

SCHEDULE A.

SPECIAL RESOLUTION OF THE AO-MEMBERS TO AMEND THE BY-LAWS OF ATHLETICS ONTARIO

WHEREAS the Directors have resolved that certain clarifications and amendments be made to the By-Laws of Athletics Ontario and have included information as to such clarifications and amendments, including the proposed text of this Special Resolution, in the materials provided to the AO-Members in connection with this Meeting of AO-Members

AND WHEREAS the following are the clarifications and amendments approved by the Directors:

- a) the wording of Section 4.01.1 of the By-Laws is clarified regarding the number of votes allocated to Clubs of different sizes and amended to provide that Club votes shall not be cast by Directors who may be Club-Members;
- b) Section 5.01 of the By-Laws is amended to eliminate the concept of "Directors-at-Large" appointed by the Board as such an appointment is not provided for under the Act;
- c) the wording of Section 5.03 of the By-Laws is clarified regarding the time by which AO-Members must be invited to make recommendations of candidates to the Board or nominations;
- d) the wording of Section 5.04 of the By-Laws is clarified regarding the process for electing Directors if a slate does not receive majority approval; amended to remove the reference to "Directors-at-Large; and amended to remove the reference to electing half of the Directors in even-numbered years and half in odd-numbered years;
- e) Section 5.05 of the By-Laws is amended to change the term to be served by Directors from two (2) years to three (3) years and to remove the reference to "Directors-at-Large";
- f) the transition provision in Section 5.06 of the By-Laws is replaced with a transition provision appropriate to the change to three (3) year terms;

AND WHEREAS Section 12.02 of the By-Laws provides that the Directors may repeal, amend or re-enact any By-Law but every such By-Law, unless in the meantime confirmed by Special Resolution at a Meeting of AO-Members duly called for that purpose, shall have force only until the commencement of the next annual meeting of members pursuant to the provisions of the Act unless confirmed thereat;

IT IS RESOLVED AS A SPECIAL RESOLUTION OF THE AO-MEMBERS ENTITLED TO VOTE THEREON TO AMEND THE BY-LAWS AS FOLLOWS:

1. Section 4.01.1 is deleted and replaced with the following:

4.01.1 Class 1: Directors and Clubs (Voting)

"Class 1 shall consist of Directors of the Corporation and all Clubs registered as AO-Members with the Corporation who have five (5) or more Club-Members.

<u>Description</u>	<u>Weight of Votes</u>
Directors	1
Clubs with 5 or more but fewer than 51 Club-Members	1
Clubs with 51 or more but fewer than 101 Club-Members	2
Clubs with 101 or more Club-Members	3

Club votes are to be cast by one Club-Member (other than a Director who may be also be a Club-Member of the Club) of a Club classified in Class 1.”

2. The first sentence of Section 5.01 is deleted and replaced with the following:

“The property and business of the Corporation shall be managed by a Board of Directors, comprised of six (6) to nine (9) Directors.”

3. The reference to “at least thirty (60) days” in the second sentence of Section 5.03 is deleted and replaced with “at least sixty (60) days”.

4. In Section 5.04, the second sentence is deleted and replaced with the following: “In the event that the slate does not receive majority approval, the names of the candidates on the slate and such others as have been nominated shall be submitted for election. If the number of candidates nominated for election is greater than the number of vacancies to be filled, election shall be made by ballot vote, in which AO-Members may vote for as many nominees as there are vacancies to be filled. To the extent of the vacancies to be filled, the nominees, who in descending order receive the most number of votes, shall be declared elected. In the event that a tie vote exists for the last remaining vacancy(ies), a second ballot vote shall be taken to determine the order in which such tied nominees are to be ranked to fill the remaining vacancy(ies). If the number of nominees for election is equal to or less than the number of vacancies to be filled, the nominees shall be submitted for election individually and elected or rejected by majority approval.”

5. The last two sentences of Section 5.04 are deleted.

6. The first two sentences of Section 5.05 are deleted and replaced with the following: “Except as may result from the application of the transition provisions in Section 5.06, the elected Directors shall serve a term of three (3) years and no elected Director shall serve more than nine (9) consecutive years.”

7. Section 5.06 is deleted and replaced with the following:

5.06 Transition

Following confirmation of the amendments to the By-Laws at the Meeting of AO-Members held November 22, 2020, a third of the newly elected or returning Directors shall serve a one-year term, a third of the newly elected or returning Directors shall serve a two-year term, and a third of the newly elected or returning Directors shall serve a three-year term. The Directors selected to serve each of these terms will be determined by the Board