

Taekwondo Canada Notice of Special General Meeting (SGM)

The Board of Directors of Taekwondo Canada wishes to inform the members that a Special General Meeting (SGM) has been called for Sunday, February 12, 2022. This meeting, to be held by Zoom, will allow for one (1) new Director at Large Board member to be elected as well as a number of proposed by-law changes to be discussed. The agenda is as follows:

Agenda

1. Election of Director – One (1) vacancy – Director at Large
 - a. Election of Members of Standing Committees (H.R., Gov. & Nominations)
2. Bylaw Changes
 - a. Notice Required for Bylaw Change
 - b. Process – Resignation from the Board of Directors
 - c. Process – Board Vacancy
 - d. Process – Standing Committee Vacancies

Nomination Process

In terms of the nomination process for the new Board member, this has been restarted and those nominees that applied on the first call will be retained in this second call for the purposes of the SGM election. Please indicate to the nomination committee your desire to let your name still stand

Filling a Vacancy on the Board

Article 4.19 - Vacancy – Where the position of a Director becomes vacant, the Nominations Committee will seek qualified candidates and the position will remain vacant until such time the Members fill the vacant position at a meeting of Members for the remainder of the term.

Director Position Available

Pursuant to Taekwondo Canada's bylaws passed March 25, 2019, the following is a call for nominations for election to the current vacant Board of Directors.

- a) One Director at Large from the block described in Article 4.11 a). This position's term will be up for re-election at the 2024 AGM.

PLEASE NOTE:

The Board of Directors of Taekwondo Canada is a policy board. Members of the Board are responsible for approval of annual budgets. The Board guides the association's direction through good governance, policy development and working with the Executive Director to ensure compliance with the bylaws and the policies of the association.

The Board supports the ED who is responsible for the overall operations of the organization including, but not limited to, programs, staffing and high performance. The Board provides direction in these areas via their policies. The board is not involved in the day to day operations of the association.

Director Nomination Process

Interested applicants are required to submit a signed document consenting to be a nominee for the Board position and must also submit:

- 1) A **resume** outlining the nominee's qualifications, successes, and work and volunteer history
- 2) A full and complete listing of all potential conflicts of interest
- 3) A declaration that the candidate meets the eligibility criteria listed above

All information MUST be submitted and addressed to the Governance and Nominations Committee at: nominations@taekwondo-canada.com. The deadline for submission of interest shall be no later than Thursday, January 12th at 5:00 p.m. EST.

As per section 4.4 of the bylaws, all nominees must:

- a) Be eighteen (18) years of age or older,
- b) Be a resident of Canada as defined in the *Income Tax Act*,
- c) Have the power under law to contract,
- d) Not have been declared incapable by a court in Canada or in another country,
- e) Not have the status of bankrupt,
- f) Complete and pass a screening in accordance with the Corporation's Screening Policy,
- g) Not be a director, officer, contractor, or employee of a member,
- h) Not hold a position or acting as an Athlete, Coach: National, or Referee;
- i) Not be a contractor or employee of the Corporation,
- j) Not be a director, officer, shareholder, employee, or contractor of a corporate sponsor of the Corporation; and
- k) Not be a director, team manager, or executive director of the National Interest Group Taekwondo sports program.

Priority Skills Desired:

For this position, Taekwondo Canada is particularly interested in finding a director with experience in legal or marketing/sponsorship. We are also seeking diverse candidates, in particular gender and self-identified diversity.

Skills and qualifications should include:

- Experience with writing, editing, and interpreting governance policies
- A complete understanding of conflict-of-interest situations and the importance of avoidance of same
- A desire to support and work with Taekwondo Canada staff, committees, members, and stakeholders for the development of taekwondo in Canada.

As well as exemplify the following General attributes:

- Marketing/Communications
- Representative of membership population
- Team player
- Risk management experience
- Not for Profit Board experience
- Business Acumen
- Policy Development
- Experience in strategic thinking
- Ethical and values-based behavior
- Commitment and Capacity
- Knowledge of sport of Taekwondo

Specific Attributes:

- Leadership
- Funds Development
- Legal
- Human Resources Management
- Entrepreneurship
- Political Capital
- Government Relations
- Accounting & Finance
- Strategic Change Management
- Marketing/Communications
- International Sport Perspective

Taekwondo Canada Committee Positions

As well, we are seeking members of the Governance and Nominations as well as the Human Resources Committee. Both committees are to be re-elected each year and as well, will be seeking to fill 1-2 positions. As per Article 6.3, the vacant Standing Committee positions will be appointed by the Board for the remainder of the term.

The Terms of Reference for these committees may be found at taekwondo-canada.com.

- Interested applicants are required to submit a signed document consenting to be a nominee for a committee, which committee they are interested in and must also submit:
 - 1) A **resume** outlining the nominee's qualifications, successes, and work and volunteer History
 - 2) A full and complete listing of all potential conflicts of interest

Bylaw proposal 1 - **Bylaw Change Notice**

Purpose: To align bylaw change Notice in Writing (Article 9.2) and Meeting notice requirements (Article 3.7).

Option 1 Bylaw Change Notice

Article 9.2

Notice in Writing– Notice of proposed amendments to these By-laws and sufficient information to make an informed decision relating to the proposed amendment will be provided to Members at least **thirty (30) days** ~~twenty-one (21) days~~ prior to the date of the meeting of the Members at which it is to be considered.

If not passed there is no effect on balance of proposals.

Bylaw proposal 2 - **Resignation**

Purpose: To clarify and provide clear protocols for standard administrative process

Article 4.15

Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board.

- a. **There will be up to 30 days allowed in which the Director can reconsider.** This resignation will become effective **30 days after** the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- b. **Notice to Members - The board member resignation notice will be conveyed to the members within 30 days of taking effect.**

If not passed no effect on balance of proposals.

Bylaw proposal 3 - **Filling a Vacancy**

Purpose: To clarify and provide clear protocols for standard administrative process. Option 3 a) is to reduce the administrative costs associated with General Member Meetings to fill a board vacancy.

Note that the utilization of the Member authorized “Nominations Committee” is still mandated as a required protocol under either Option 3 a) or 3 b).

Option 3 a) Vacancy appointment by Board

Article 4.19

Vacancy – Where the position of a Director becomes vacant, the Nominations Committee will seek qualified candidates and the position will remain vacant until such time the ~~Board Members~~ fill the vacant position at a ~~Board~~ meeting ~~of Member~~ for the remainder of the term **utilizing the timelines indicated by the chart in Article 4.6 .**

Article 5.5

Vacancy – Where the position of an Officer becomes vacant, the Nominations Committee will seek qualified candidates and the position will remain vacant until such time the ~~Board Members~~ fill the vacant position at a ~~Board~~ meeting ~~of Member~~ for the remainder of the term **utilizing the timelines indicated by the chart in Article 4.6 .**

Option 3 b) Vacancy election by Members

Article 4.19

Vacancy – Where the position of a Director becomes vacant, the Nominations Committee will seek qualified candidates and the position will remain vacant until such time the Members fill the vacant position at a meeting of Member for the remainder of the term **utilizing the timelines indicated by the chart in Article 4.6 .**

Article 5.5

Vacancy – Where the position of an Officer becomes vacant, the Nominations Committee will seek qualified candidates and the position will remain vacant until such time the Members fill the vacant position at a meeting of Member for the remainder of the term **utilizing the timelines indicated by the chart in Article 4.6 .**

Either version has no effect on balance of proposals.

Bylaw proposal 4 - **Standing Committees**

Purpose: Separate Governance and Nominations Committee because duties require two different skill sets to accomplish the mission. Place the Human Resources Committee under the board authority to facilitate efficient populations of the HR committee.

Option 4 a)- Separate Governance & Nominations and leave entirely in Members authority

Article 6.2

Standing Committees – The Corporation will have the following Standing Committees and the Members will prescribe the duties and terms of reference for Standing Committees:

- a. Human Resources Committee
- b. Governance ~~and Nominations~~ Committee
- c. **Nominations Committee**

Article 4.6

~~Governance~~/Nominations Committee – The Members will appoint a ~~Governance~~/Nominations Committee. The ~~Governance~~/Nominations Committee will be responsible to solicit nominations for the election of the Directors and for recommending individuals who best meet the Corporation’s requirements for personal attributes, competencies, gender and personal and geographic diversity. The ~~Governance~~/Nominations Committee will also comply with the following timelines:

Timeline	Deadline
At least 90 days before Annual Meeting or SGM	Nominations Committee will begin soliciting nominees
At least 75 days before Annual Meeting or SGM	Nominations Committee will begin reviewing Applications and supporting materials submitted by nominees
75 – 30 days before Annual Meeting or SGM	Nominations Committee will short list candidates and conduct the Nominations Committee’s due diligence
30 days before Annual Meeting or SGM	Nominations are closed
14 days before Annual Meeting or SGM	Taekwondo Canada will post all approved candidates, those endorsed by the Nominations Committee and all approved campaign material on the Taekwondo Canada website

Option 4 b)- Separate Governance & Nominations but leave Nomination committee in Members authority

Article 6.2

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- a. ~~Human Resources Committee~~
- a. ~~Governance and~~ Nominations Committee

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At least 90 days before Annual Meeting	Nominations Committee will begin soliciting nominees
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75 – 30 days before Annual Meeting	Nominations Committee will short list candidates and conduct the Nominations Committee’s due diligence
30 days before Annual Meeting	Nominations are closed
14 days before Annual Meeting	Taekwondo Canada will post all approved candidates, those endorsed by the Nominations Committee and all approved campaign material on the Taekwondo Canada website

If not passed no effect on balance of proposals.