

ATHLETICS CANADA BYLAWS

ARTICLE 1 GENERAL

1.1 These Bylaws relate to the general conduct of the affairs of the Athletics Canada | Athlétisme Canada, a Canadian Corporation.

1.2 The following terms have these meanings in these Bylaws:

1. *Act* – the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
2. *Associates* - individuals and organizations who are engaged in activities that are provided, sponsored, supported, sanctioned or recognized by the Corporation or its Members, but who are not Members of the Corporation;
3. *Articles* – the restated articles of continuance of the Corporation;
4. *Athletics* - track and field, road running, race walking, cross-country running, mountain running and para-athletics;
5. *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the annual meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next annual meeting;
6. *Board* – the Board of Directors of the Corporation;
7. *Corporation* – Athletics Canada | Athlétisme Canada;
8. *Days* – total days irrespective of weekends and holidays;
9. *Director* – an individual elected or appointed to serve on the Board as set out in these Bylaws;
10. *World Athletics* - the international governing body for the sport of athletics;
11. *World Para Athletics* – the international governing body for the sport of para athletics;
12. *Meetings of Members* – shall include annual meetings, semi-annual meetings and special meetings;
13. *Member* – those organizations meeting the definition of member as set out in these Bylaws;
14. *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws;
15. *Ordinary Resolution* – a resolution passed by the majority of votes cast on that resolution; and
16. *Special Resolution* – a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.

1.3 The business and affairs of the Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its purposes.

1.4 Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Corporation as set out in the Articles. The Board will consult with the Members prior to making any such interpretation.

1.5 These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

ARTICLE 2 MEMBERS

2.1 The Corporation has one class of Members, which is *Member Branches*. Member Branches are organizations in each province and territory of Canada that are recognized by their respective provincial and territorial governments as the governing body for the sport of athletics within that jurisdiction, and which are registered with the Corporation as a Member.

2.2 Each Member agrees to abide by the Corporation's Articles, Bylaws, policies, procedures, rules and regulations, as may be amended from time to time.

2.3 Each Member will select a delegate to represent that Member at Meetings of Members.

2.4 Membership dues will be determined from time to time by the Members at the annual meeting.

2.5 Membership in the Corporation is terminated when:

1. The Member no longer meets the definition of Members set out in Article 2.1;
2. The Member fails to pay any dues or fees payable within 30 days of the date that the Secretary sends a written demand for payment;
3. The Member resigns from the Corporation by giving written notice to the Secretary in which case the resignation becomes effective on the date specified in the notice, provided that resignation as a Member does not relieve the Member of its obligation to pay any outstanding dues or fees; or
4. The Corporation is liquidated or dissolved under the Act.

ARTICLE 3 ASSOCIATES

3.1 There are four categories of Associates. Associates are not Members of the Corporation. The categories of Associate are:

1. *Club Associate* - a local club offering programs in the sport of athletics, which is duly registered with the Member and with the Corporation, in accordance with such

registration requirements and limitations as the Member or the Corporation may prescribe;

2. *Individual Associate* - an athlete, coach, manager, official, volunteer or other individual who is directly involved in the sport of athletics, and who is duly registered with the Member and with the Corporation, in accordance with such registration requirements and limitations as the Member or the Corporation may prescribe;
3. *Affiliated Associates* - a nationally registered organization that may be interested in the promotion, assistance, or study of athletics in Canada and who cooperates with the Corporation in the promotion of athletics;
4. *Honorary Life Associates* – individuals who have made an outstanding contribution to the Corporation.

ARTICLE 4 MEETINGS OF MEMBERS

4.1 Meetings of Members will include annual meetings, semi-annual meetings and special meetings. The Corporation will hold Meetings of Members at such date, time and place as determined by the Board. Such meetings will be conducted according to *Roberts Rules of Order*, current edition.

4.2 The annual meeting will be held within 15 months of the last annual meeting but not later than six months after the end of the Corporation's preceding financial year. The semi-annual meeting will be held approximately six months prior to the annual meeting.

4.3 A special meeting of the Members may be called at any time by the Chair or upon the written request of Members holding not less than five percent of the total Members' votes as would be calculated at the time of the request, using the formula in Article 4.10. The agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

4.4 A Meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

4.5 Any Member entitled to vote at a Meeting of Members may participate in the meeting by means of telephone, or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed present at the meeting.

4.6 Notice for a Meeting of Members will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:

1. By mail, courier or personal delivery to each Member entitled to vote at the meeting, at least 30 days before the day on which the meeting is to be held; or

2. By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, at least 21 days before the day on which the meeting is to be held.

4.7 Persons entitled to be present at a meeting of Members are the delegates identified by each Member to exercise the Member's vote, other representatives of the Member that the Member consents to being present, the Directors, the Auditor, the World Athletics and or World Para Athletics Liaison, Associates and such other persons who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only at the invitation of the Chair of the meeting or by Ordinary Resolution of the Members at the Meeting.

4.8 Any Meeting of Members may be adjourned to any time and place as determined by the Members present at the meeting being adjourned, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

4.9 Quorum for a Meeting of Members will be those Members carrying 30 percent of Member votes. If quorum is met at the start of the meeting, but thereafter Members depart the meeting such that quorum is lost, the meeting is nonetheless a valid meeting and may continue.

4.10 For the purpose of electing directors, each Member is entitled to one vote. For all other purposes and on all other Member resolutions at Meetings of Members, each Member will be allocated a number of votes based upon the following formula, where the Member's votes are the sum of Population votes and votes of Associates who are individuals:

Population of Province or Territory

Less than 500,000	1 vote
500,000 to 1,499,999	2 votes
1,500,000 to 2,999,999	3 votes
3,000,000 to 5,999,999	4 votes
6,000,000 or more	5 votes

Where population is based upon published figures from the most recent Statistics Canada federal census.

Number of Associates

1 to 500	1 vote
501 to 1,000	2 votes
1,001 to 2,000	3 votes
2,001 to 4,000	4 votes
4,001 to 6,000	5 votes
6,001 to 8,000	6 votes

8,001 to 10,000 7 votes

That additional votes beyond 7 shall be awarded based on the schedule to be determined.

Where the number of Associates is based upon those individuals who are registered with the Member as of December 31 of the year preceding the meeting of Members at which voting is to occur.

4.11 Members will exercise their vote as a block of votes. There will be no proxy voting. Except as otherwise provided in the Act or these Bylaws, an Ordinary Resolution will decide each issue. In the case of a tie, the vote is defeated.

ARTICLE 5 GOVERNANCE

5.1 The Board will consist of a minimum of eight and a maximum of twelve Directors, including the Chair, as follows:

- a) A Chair, elected by the Members at the Annual Meeting to serve a term of two years, which term may be renewed two times for a maximum service of six years as Chair;
- b) A Vice-Chair, elected by the Members at the start of the last term of the Chair, to serve a term of two years, with the intent that the Vice-Chair shall be the successor to the Chair;
- c) Four to six Directors-at-Large, with a minimum number of two from each gender elected by the Members at the annual meeting to serve terms of two years. At Large Directors may serve a maximum of four terms (eight years);
- d) Three Athlete Directors, a minimum of one of each gender, a minimum of one para-athlete and one able-bodied athlete who are a member of and nominated by the group of athletes who are 18 years of age or older and who have been nominated or selected by the Corporation to a National Team in any discipline in the previous four years (calculated from the date of nomination), acting collectively, and elected by the Members at the annual meeting to serve terms of two years; and
- e) Two Directors who may be appointed by the Board following the annual meeting to serve as a Director until the next annual meeting. One of those appointed shall be the Chair whose final term concluded at that annual meeting, with the purpose of serving a one year term as Past Chair.

5.2 Any person who is 18 years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, who is an Associate of the Corporation or if not an Associate, undertakes to obtain status as an Associate within 10 days of being elected, and who satisfies the requirements of the Income Tax Act in relation to the eligibility to serve as a director of a registered charity, may be nominated for election or appointment

as a Director.

5.3 Any nomination of an individual for election or appointment as a Director must include the written consent of the nominee. Nominations for Athlete Director must be supported by a resolution of the Athletes Council dated prior to the relevant annual meeting.

Nominations for Director-at-Large must have the support of two Associates and one Member or the support of the Governance and Nominating Committee. A nomination for election may also be supported by the Governance and Nominating Committee without requiring the support of Associates or Members.

5.4 Nominations using the Candidate Nomination Form (Rule 118) must be submitted to the registered office of the Corporation at least 60 days prior to the annual meeting, will be circulated to the Members at least 30 days prior to the annual meeting, and elections will take place at the annual meeting. Proposed revisions to formalize the election process: Elections at the Annual Meeting to the Board of Directors, to Chair and to Vice-Chair shall:

- (a) be conducted by ranked ballot unless there are three or fewer candidates;
- (b) be supervised by two scrutineers proposed by the Nominating Committee and accepted by a resolution of the Members at the Annual Meeting;
- (c) ballots shall be destroyed by the Corporate Secretary at the conclusion of the Annual Meeting;

5.5 Directors' terms of office will be staggered such that the Chair will be elected at the annual meeting in the year following the Olympic Summer Games, at least two Directors-at-Large will be elected in even-numbered years, and at least two Directors-at-Large will be elected in odd-numbered years. The terms of Athlete Director will also be staggered such that one Athlete Director is elected each year.

5.6 A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective at the time the notice is sent, or at the time specified in the notice, whichever is later.

5.7 The office of any Director will be vacated automatically if the Director:

- a) Fails to maintain the qualifications specified in Article 5.2;
- b) If within ten days of being elected or appointed as a Director, fails to obtain status as an Associate;
- c) For whatever reason fails to maintain status as an Associate;
- d) Is convicted of any criminal offense; or
- e) Upon the Director's death.

5.8 A Director may be removed by Ordinary Resolution of the Members at a Meeting of Members, provided the Director has been given written notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from the position as an Officer.

5.9 Where the position of a Director-at-Large or an Athlete Director becomes vacant for

whatever reason, the Board may appoint a qualified individual, who satisfies Article 5.2, to fill the vacancy for the remainder of the vacant position's term. Where the position of the Chair becomes vacant for whatever reason, an election will be held to elect a Chair to fill the vacancy for the remainder of the vacant position's term.

5.10 The Chair or any three Directors may call a meeting of the Board. The Board will hold a minimum of four meetings per year.

5.11 Notice of meetings of the Board will be given to all Directors at least 14 days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those Directors who are absent consent to the meeting being held in their absence.

5.12 At any meeting of the Board, quorum will be a majority of Directors holding office.

5.13 A meeting of the Board may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

5.14 Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the Board will:

- a) Approve the vision, mission, values and strategic direction of the Corporation;
- b) Approve policies and procedures to deliver the programs and services of the Corporation;
- c) Provide continuity for the Corporation by maintaining its financial health;
- d) Engage a Chief Executive Officer to manage and oversee the operations of the Corporation;
- e) Maintain positive relationships with stakeholders; and
- f) Perform any other duties from time to time as may be in the best interests of the Corporation.

5.15 Where the World Athletics / World Para Athletics Council includes a member from Canada, that individual will be recognized by the Corporation as the Liaison between the World Athletics / World Para Athletics and the Corporation, and as such will be entitled to attend all meetings of the Board and of the Members of the Corporation. For further clarity, the World Athletics / World Para Athletics Liaison is neither a Director nor a Member and will not be entitled to vote as a Director or as a Member.

ARTICLE 6 OFFICERS

6.1 The Officers of the Corporation are the Chair, Vice-Chair, Secretary, Treasurer and Chief Executive Officer. The Treasurer will be appointed by the Board from among its number. The Board will appoint a Secretary, who need not be a Director.

6.2 The *Chair* will be responsible for the general supervision of the affairs of the Corporation, will preside at meetings of Members and at meetings of the Board, will be responsible for the operation of the Board, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.

6.3 The *Vice-Chair* will act for the Chair in his or her absence or inability to act, and will perform such other duties as may from time to time be established by the Board. It is intended that the Vice-Chair be elected by the Members to succeed the Chair when the Chair has completed her or his term.

6.4 The *Secretary* will have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. The Secretary will give, or cause to be given, notices of all meetings of the Members and of the Board, will certify all documents of the Corporation, which require certification, and will perform such other duties as, may from time to time be established by the Board.

6.5 The *Treasurer* will see that proper accounting records as required by the Act are kept, will cause to be deposited all monies received by the Corporation into the Corporation's bank account, when requested will provide the Board with an account of financial transactions and the financial position of the Corporation, and will perform such other duties as may from time to time be established by the Board.

6.6 The *Chief Executive Officer* will be responsible for the management and supervision of the operations of the Corporation.

ARTICLE 7 COMMITTEES

7.1 The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws. The Board will establish written terms of reference for all Committees.

7.2 A quorum for any Committee will be the majority of its members.

7.3 When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term. The Board may remove any member of any Committee.

7.4 Except for the Executive Committee, on which the Chair is a voting member, the Chair will be an ex-officio and non-voting member of all Committees of the Corporation.

7.5 The Executive Committee will consist of the Chair, Vice-Chair and Treasurer. The Chief Executive Officer will be a member of the Executive Committee but will have no vote. The Executive Committee will have full authority of the Board in urgent situations, and will perform such other duties as the Board may prescribe.

7.6 The composition of any Committee, other than the Executive Committee, shall have a minimum of one member of each gender.

ARTICLE 8 CONFLICT OF INTEREST

8.1 In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 9 FINANCE

9.1 The fiscal year of the Corporation will be April 1 to March 31, or such other period as the Board may from time to time determine.

9.2 The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

9.3 The Corporation will send to the Members a copy of the annual financial statements at least 21 days before the annual meeting.

9.4 The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board will be available to the Board and to Members, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

9.5 Officers will have authority, as defined within the Delegation Of Authority Policy, to sign for and on behalf of the Corporation all instruments and contracts. The Board may establish different signing authorities for cheques and other banking documents, as it deems appropriate. From time to time, the Board may, by resolution, appoint a Director or Officer to sign a specific instrument or contract on behalf of the Corporation. Any instruments or contracts so signed will be binding upon the Corporation without any further authorization or formality.

9.6 The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

9.7 The Corporation may invest and may borrow funds upon such terms and conditions as the Board may determine.

9.8 All Directors, Officers who are not employed by the Corporation, and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties.

ARTICLE 10 AMENDMENT OF BYLAWS

10.1 A Special Resolution of the Members is required to make any changes to these Bylaws, and to make any fundamental changes as specified in Section 197 of the Act.

ARTICLE 11 NOTICE

11.1 In these Bylaws, notice will mean written notice, which is provided by mail, courier, personal delivery, electronic, or other communication facility to the address of record filed with the Corporation of the Director or Member, as the case may be.

11.2 Date of notice will be a) the date on which notice is given by personal delivery, b) one day after the date on which the notice is delivered by telephone, electronic or other communication facility, c) two days after the date that notice is couriered, or d) five days after the date that notice is mailed.

11.3 The accidental omission to give any required notice to any Member, Director, Officer, member of a committee or the Auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

ARTICLE 12 INDEMNIFICATION

12.1 The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, his or her heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer, but will not

indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

ARTICLE 13 ADOPTION OF THESE BYLAWS

13.1 These Bylaws were ratified by a Special Resolution of the Members of the Corporation at a Meeting of Members duly called and held on May 24, 2014.

13.2 In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

ARTICLE 14 TRANSITION PROVISIONS

14.1 The Directors holding office at the time the Corporation receives the Certificate of Continuance from Corporations Canada will continue in office, and the provisions of these Bylaws as they apply to election of Directors will take effect at the annual meeting in 2015.

PREAMBLE

Note: All references in the Rules to the masculine gender shall apply to all genders and all references to the singular shall also include references to the plural.



ATHLETICS CANADA ORGANIZATIONAL STRUCTURE RULES

ATHLETICS CANADA COMMITTEE STRUCTURE

Committees fulfill an important function by providing sound and timely advice to the Board and the CEO on key areas of governance, stewardship, and strategy. Committees also provide a means for individuals to contribute directly to the organization and to the sport, and can serve to prepare individuals for greater responsibilities.

Types of Committees

AC's Committee structure is consolidated into four categories:

- 1) Board Committees
- 2) Operational Committees
- 3) Partner Sessions
- 4) Independent Committees

111 Committee Guidelines

Committees will operate under the following general guidelines:

1. Committees will operate in a transparent and open manner
2. Committees will report, make recommendations, and be accountable to the Board
3. The Board will use Committees as a primary medium to communicate and engage directly with Members and stakeholders
4. Committees will have Terms of Reference approved by the Board
5. On an annual basis, the Board will review each Committee's terms of reference, and will identify expected outcomes. This review will ensure that each Committee is meeting its objectives, continues to be relevant, and is following its Terms of Reference
6. The Chair of each Board Committee will be appointed by the Board. The CEO (or designate) will be the Chair of each Operational Committee. Committee Chairs of Board Committees will serve terms of two years, in the year that the Chair of the Governance and Nominating committee is standing for re-election, the committee shall create a Nominating sub-committee to be chaired by one of its members, other than the Chair of the Governance Committee.
7. Committee Chairs are non-voting except in the case of a tie.
8. Committees will be composed as described in each Committee's Terms of Reference
9. Non-staff members of all Committees will serve terms of two years, unless otherwise indicated in a Committee's Terms of Reference
10. Quorum for all Committees will be a majority of the voting members, unless otherwise indicated in a Committee's Terms of Reference
11. Committee membership is "competency" based

12. Committees may invite guests or outside experts to attend Committee meetings.
These individuals will not have a vote at Committee meetings
13. Committees will not exercise authority over employees and may not delegate tasks to any employees unless the CEO has specifically agreed to such delegations
14. Unless explicitly empowered by the Board, Committees cannot make binding decisions or speak for the Board or the CEO
15. The work of Committees must not conflict with the responsibilities of staff
16. The Board and the CEO (with the approval of the Board) each have authority to establish ad hoc working groups for any purpose, putting such conditions, restrictions, or limitations on the mandate of such working groups and their composition and terms of reference, as they deem appropriate. Ad hoc working groups will usually be established for specific and time-limited tasks.
17. Committee members are to receive a minimum of twenty-one (21) days notice of meetings. If at the time of giving notice, it is known by the Chair that a quorum cannot be present, the meeting will be rescheduled until a quorum can be present. In circumstances when the urgency of business makes 21 days notice impractical, as much notice as possible shall be given.

112 Board Committees

Board Committees are advisory to the Board and assist the Board in fulfilling its fiduciary responsibilities. Each Board Committee has a Terms of Reference and a composition as determined or approved by the Board. Board Committees are chaired by a Director or designate, and report to the Board at meetings of the Members.

Board Committees include:

- **Athletes Council** – Provides a forum for national team athletes to identify issues, recommend solutions, and generally express their needs and concerns to the Board. Members of the Council are recommended by the Athlete Directors and approved by the Board.
- **Finance** – Assists the Board in fulfilling its oversight responsibilities related to corporate auditing and reporting, financial policies and strategies, and financial risk management.
- **Human Resources** – Leads the recruitment, hiring, compensation and performance management of the CEO. This Committee will also review succession plans for the CEO, including development plans for senior staff. This Committee is available to support the CEO in all human resources matters, including human resources policies and processes.
- **Governance & Nominating** – Monitors and proposes changes to AC's governance processes and By-Laws and to ensure that the Board is composed of qualified and skilled individuals who will provide effective governance leadership.

- **Rules** – Receives and reviews proposed rule changes and advises the Board on amendments to rules.
- **Safe Sport** – Oversees all aspects of Athletics Canada’s safe sport strategy and advises the Board on matters related to maintaining a safe and equitable sport system for all.
- **Diversity, Equity and Inclusion** – Steer Athletics Canada’s strategy relating to matters of diversity, equity and inclusion.

113 Operational Committees

Operational Committees link to the various functions of AC operations and make operational decisions. Each Operational Committee has a Terms of Reference, approved by the Board, and a composition as determined by the CEO and staff. Operational Committees are chaired by the CEO (or designate). Operational Committees deal primarily with technical matters that link directly to strategic goals and objectives. In consultation with the Board and the CEO, Operational Committees will typically be assigned a staff resource to ensure alignment with AC’s strategic and operational plans. Operational Committee reports are submitted semi-annually as part of the CEO’s report at in-person Board meetings.

Operational Committees include:

- **National Team** – to design, deliver, implement and evaluate National Team Policies to fulfill AC’s high performance goals and objectives.
- **Officials** – to design, coordinate, and evaluate programs to develop and improve the performance of athletics officials.
- **Awards** – to recommend recipients for annual trophies and develop, coordinate and evaluate other recognition programs.
- **Competitions** – to select the hosts, or the bid to go forward, of national / international championships and events.
- **Off Track (Road, Cross Country, Mountain, Ultra & Trail)** – to design, deliver, implement, and evaluate programs and policies which seek to sustain and improve programming, representation, and support for off-track athletes, coaches, officials, race directors, volunteers, and spectators.
- **Coaching** – to review, recommend and evaluate programs for coach recruitment, training and certification in athletics.

114 Partner Sessions

Partner Sessions provide guidance, advice and recommendations to the Board and/or staff. Partner Sessions are meetings, typically held at meetings of the Members or other athletics conferences, which are attended by interested stakeholders. Partner Sessions

reports are submitted semi-annually as part of the CEO's report at in-person Board meetings.

Partner Sessions include:

- **Grassroots** – to review, recommend and evaluate programs to encourage participation, ensuring consistency with the strategic plan. This is typically a full day meeting with Member representatives (potentially in conjunction with a Semi-Annual Meeting).
- **Coaching** – to review, recommend and evaluate programs for coach recruitment, training and certification in athletics. This is typically a full day meeting with Member representatives (potentially in conjunction with the Annual Meeting or Coaches Conference).
- **Road Running** - to review, recommend and evaluate road running policies and programs, which will guide the development of road running within the framework of the strategic plan. This is typically a full day meeting with Member representatives held in conjunction with the annual Road Running Summit.
- **Strategic Planning** – In consultation with Partner Sessions, proposes AC's overall strategic plan to the Board, leads the ongoing review of the plan, and provides input to the CEO on annual operating plans.

The CEO may establish working groups in preparation for these sessions to ensure relevant and topical discussion and the ability to make timely decisions.

115 Independent Committees

Independent Committees have prescribed mandates to make binding decisions. They operate independently of Board, staff, and other committees of AC. Their work may be supported by external and independent consultants.

Independent Committees include:

- **Branch Council** – The Council nominates Member representatives for Operational Committees and takes an active involvement in Partner Sessions to shape the direction of the organization. The Council has regular engagement with staff via monthly conference calls, may nominate Directors, and has a presence at meetings of the Members.
- **The Commissioner's Office** manages discipline and appeals on an as-needed basis. The Commissioner's Office is a stand-alone body governed by the Commissioner's Office Terms of Reference.

117 Board Committee - Governance & Nominating - Terms of Reference

117.01 Mandate

The purpose of the Governance Committee is to oversee matters of governance including formulating and recommending governance principles and policies, assisting in the development of appropriate documentation, and enhancing the quality of nominees to the Board of Directors and to committees. Act as or appoint the Nominating Committee to oversee the development of appropriate documentation and enhancing the quality of nominees to the Board of Directors and to committees. Review proposed rule and by-law changes and initiate rule and by-law changes. Oversee the relationship between the board and the CEO to ensure that AC has a governance board that only gets involved in operations when appropriate.

117.02 Key Duties

The Committee will, under the authority delegated to it by the Board, be responsible for overseeing all governance matters of Athletics Canada (AC), including:

- **Governance:** recommending improvements to AC governance practices
- **Documentation:** recommending changes to and developing governance documentation, including keeping the Articles of Continuance, Bylaws and Policies separate and apart from the technical rules of the organization which are governed by the Rules Committee
- **Nominating:** making recommendations about Board composition, including the size of the Board; assisting in defining and assessing qualifications of Directors; identifying potential candidates for the Board; developing assessment tools to aid in the review of Board performance; and ensuring the integrity of the nomination process
- **Succession Planning:** serving in an advisory capacity to the Board Chair on matters of succession planning, and recommending appointments to internal and external committees
- **Orientation and Training:** reviewing and recommending appropriate orientation, training, and continuing education programs for Directors

More specifically, the Committee will perform the following key duties:

- Seek, identify and recruit qualified persons to stand for election as Directors. In addition to seeking candidates through the usual networking channels within the athletics community and the Members, the Committee may issue an open call for nominations through national promotional efforts including, but not limited to, press releases, the e-news service of SIRC (Sport Information Resource Centre), the AC website, other online services where suitable, and advertisements in national newspapers where appropriate.

- Ensure that candidates for election meet the qualifications to serve as a Director (**Candidate Nomination Form-Rule 118**) with particular regard to the specific and desired competencies required on the Board as a whole in soliciting nominations.
- Communicate directly with each candidate to discuss the roles, responsibilities and expectations of a Director.
- Review Candidate Nomination Form (**Rule 118**)
- Promote diversity of the Board in regards to gender, region, age, language, ethnicity, professional backgrounds and personal experiences.
- Oversee all aspects of the election procedures leading up to and at the Annual Meeting, including identifying and enforcing specific timelines and any other administrative requirements.
- As a by-product of the nominations process, identify individuals who may be strong candidates for positions on AC committees, and relay this information to the appropriate persons within AC.
- Where appropriate, identify individuals for future nomination as Directors and maintain this information for use by future Governance & Nominating Committees.
- Carry out these duties in a manner that encourages a long-term view of AC's leadership needs, as well as Board succession planning.
- Such additional duties as may be delegated to the Committee by the Board.

117.03 Authority

The Committee will exercise its authority as set out in this Terms of Reference, and will do so with the full support of the Board, management, and staff.

Article 5.1 of the AC Bylaws describes the composition of the Board.

Article 5.2 describes the minimum qualifications to serve as a Director. All nominees must satisfy any further requirements as set out in the **Candidate Nomination Form**, and must complete the Candidate Nomination Form (**Rule 118**). A nominee for Athlete Director must have been a member of an AC National Team within the previous four years.

Article 5.3 sets out the support that is required of a nomination. Nominations may be supported by the Committee, or may be supported by the required threshold of members or associates outside of the process of the Committee.

Article 5.4 sets out the timelines that will apply to nominations. Notably, nominations using the Candidate Nomination Form (Rule 118) must be submitted to the National Office 60 days prior to the Annual Meeting to be circulated to Members not less than 30 days prior to the Annual Meeting.



The Committee will have the authority to resolve any dispute in relation to timelines or the election process.

117.04 Composition

The composition of the Committee will be:

- One current Director
- One appointee from the Branch Council who is not seeking election (typically the Chair of the Branch Council)
- Chief Executive Officer
- Athlete Representative (as designated by the Athlete Directors)
- Board Chair (ex-officio)
- Executive Assistant (ex-officio, support)

The Committee will designate a Chair from among its members.

Non-staff members of the Committee will serve a term of one year, which may be renewed to a maximum of three consecutive terms. No non-staff member of the Committee may serve more than three terms.

117.05 Meetings

The Committee will meet by telephone or in person, as required, with meetings held at the call of the Chair.

117.06 Resources

The Committee will receive the necessary financial and administrative resources from AC to fulfill its mandate.

117.07 Reporting

The Chair will provide status reports to the Board at every meeting of the Board, and will report to the Members at the Annual Meeting.

117.08 Review

These Terms of Reference were approved by the Board on May 21, 2015. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.

118 Board of Directors: Candidate Nomination Form



I Legal Compliance

I understand that I am responsible to submit, and confirm receipt of, the complete Candidate Nomination Form to the Athletics Canada office at least sixty (60) days prior to the Athletics Canada Annual Meeting at which I am standing for election.

I agree to stand as a candidate for the Board of Directors of Athletics Canada, whether by election by the Members (the provincial/territorial branches) or by appointment.

I affirm that:

- I am of legal age (18 years) and a resident of Canada,
- I understand and will fulfil my obligations as a director under the Canada Not-For-Profit Corporations Act (a good resource to understand these obligations is the CPA publication, "20 Questions Directors of Not-For-Profit Organizations Should Ask about Fiduciary Duty"),
- I understand and will fulfil the requirements of the Canada Income Tax Act as they relate to directors of registered charities (available at [CRA](#)),
- As a candidate for Director-at-Large, I have the support of two Associates and one Member, or the support of the Governance and Nominating Committee,
- As a candidate for Athlete Director, I have the support of the Athletes Council, and have been a member of a National Team in the last four years, and
- I am an Associate of Athletics Canada, or, if not, I undertake to become an Associate within 10 days of being elected.

I understand and agree that Directors of Athletics Canada commit to ethical and lawful conduct, including the proper use of my authority.

I hereby agree to be bound by the Athletics Canada Code of Conduct and Ethics and to respect the independence of the Commissioner's Office.

In accordance with the Code of Conduct, I will recuse myself from board discussions and decisions where there may be a perceived or actual conflict of interest, and I will act in the best interests of Athletics Canada at all times.

Name (please print)

Signature

Date



II Qualifications:

Athletics Canada seeks candidates for the Board of Directors who come from a wide range of perspectives and experiences, and who share a deep commitment to the advancement of athletics in Canada (participation, performance and positive experience for all).

We believe that better decisions are made when the challenging questions are asked, when different perspectives are brought to the question, and when decision-makers adopt a problem-solving attitude.

In a sport that is organized by gender and ability, we are particularly committed to ensuring that the board reflect this fundamental aspect of athletics.

Given the above, please respond to the following questions:

I am standing for election to the Athletics Canada board of directors because (outline your ideas for change, for continuity, your commitment to a particular aspect of the sport etc.):

In brief, my life (including sport) experience, and my most significant qualifications are (please also complete the matrix and you may attach a resume):

Please complete the following matrix regarding your specific qualifications and competencies.

Gender
Visible Minority
Bilingual
Sport Community – please be specific (official, coach, athlete etc.)
Paralympic
Private Sector
Non-profit/Public Sector
Other
Leadership/Board Experience
High Performance
Participation/Sport Development
Financial Management
Risk Management
Human Resources
Legal/Governance
Non Profit/Public Sector Management
Strategic Planning
Media/PR
Government Relations
Contacts (corporate, foundations etc.)
Special Events Experience

120 Board Committee - Athlete's Council - Terms of Reference

120.01 Mandate

The purpose of the Athlete's Council (the "Council") is to advise the Board through the Athlete Directors on matters related to AC national team athletes.

120.02 Key Duties

The Council will address and consider all matters relating to AC athletes and will specifically:

- Provide feedback and input on the Sport Canada Athlete Agreement and Commercial Agreement to the appropriate Athletics Canada staff member
- Recommend to the Athlete Directors, athletes who will represent the Athletes Council on other AC Committees and Partner Sessions (these appointees do not need to be members of the Council) who will report back to the Council
- Review and provide feedback to draft national team selection and carding criteria
- Expect to participate in a timely manner in the decision-making of AC by providing an athlete perspective
- Ensure that Athlete Directors attend all meetings of the Board, and report to and from the Council at meetings of the members
- Connect with other Committees through the respective Athlete Representative on that Committee to discuss any implications of those Committees' proposals on athletes
- Perform such additional duties as may be asked of the Council by the Board.

120.03 Authority

The Council will exercise its authority as set out in this Terms of Reference, and will do so independently, with the full support of the Board, management, and staff.

120.04 Composition

The Council will be composed of the three Athlete Directors. The Athlete Directors will appoint to the Council between six and twelve athletes who bring diverse perspectives, experience, and knowledge of athletics in Canada. The Council may also request an AC staff member to attend Council meetings in a non-voting (ex-officio) administrative capacity.



In composing the Council, the Athlete Directors will consider, but are not bound by, the following criteria:

- Representation of each event group (including Para event groups that do not have an able-bodied equivalent);
- A blend of active and recently-retired athletes;
- Gender diversity;
- Regional representation; and
- Individual knowledge of the functional areas of athletics in Canada, including finance, governance, sport science, etc.

The Council may invite other individuals, and AC staff members (with approval of the CEO), to participate in Council meetings as necessary. These individuals are not permitted to vote.

120.05 Meetings

The Council will meet by telephone at least quarterly and in person annually, or more as required, with meetings held at the call of the Chair.

120.06 Resources

The Council will receive the necessary financial and administrative resources from AC to fulfill its mandate, including an assigned AC staff member to assist the Council in fulfilling its mandate.

120.07 Reporting

The Chair will provide status reports to the Board at every meeting of the Board, and will report to the Members at the Annual Meeting.

120.08 Review

These Terms of Reference were approved by the Board. The Board will review these Terms of Reference on a regular basis, with input from the Council as required.

121 Board Committee - Finance - Terms of Reference

121.01 Mandate

The purpose of the Finance Committee is to assist the Board in fulfilling its oversight responsibilities related to corporate auditing and reporting, financial policies and strategies, and financial risk management.

121.02 Key Duties

The Committee will, under the authority delegated to it by the Board, be responsible for the oversight of all financial matters of Athletics Canada (AC), and will specifically:

- Advise the Board on AC's compliance with legal and regulatory requirements
- Keep all necessary books and records that are required by AC's Bylaws or by applicable law
- Determine the adequacy of AC's internal financial controls and procedures for financial reporting to the Board, members, and funding agencies
- Develop and oversee the implementation of policies to safeguard AC's assets and revenue streams
- Review and approve the scope of the annual audit and audit fees to be paid, and recommend annually to AC members the appointment of the auditor
- Ensure that any problems, issues or concerns raised by the auditor are promptly and satisfactorily addressed by the Board, management and staff
- As required, receive reports and advise the Board on any material government investigation, litigation, contractual dispute or legal matter
- Connect with other Committees to discuss any financial implications of those Committees' proposals
- Advise the Board on AC's risk management and insurance policies and programs
- Work with management and staff to review, monitor and evaluate budgets, and recommend annual budgets to the Board for approval
- On an ongoing basis, provide expertise to enhance the quality of Board discussion on financial matters and facilitate effective Board decision-making in this area
- As necessary, propose finance-related policies to the Board
- Conduct financial investigations and retain, at AC's expense, the services of outside resources including legal counsel or other experts
- Perform such additional duties as may be delegated to the Committee by the Board

121.03 Authority

The Committee will exercise its authority as set out in this Terms of Reference, and will do so with the full support of the Board, management, and staff.

121.04 Composition

The composition of the Committee will be:

- Treasurer (Chair)
- Chief Executive Officer
- Chief Operating Officer
- Individuals appointed by the Board (up to three)
- Athlete Representative (as designated by the Athlete Directors)
- Director, Finance (ex-officio, support)
- Chair of the Board (ex-officio)

Individuals appointed by the Board and by the Athlete Directors should have experience with financial matters. An accounting designation (CA, CMA, and CGA) is considered an asset.

The Committee may invite other individuals to participate in Committee meetings as necessary. These individuals are not permitted to vote.

121.05 Meetings

The Committee will meet by telephone or in person, as required, with meetings held at the call of the Chair.

121.06 Resources

The Committee will receive the necessary financial and administrative resources from AC to fulfill its mandate.

121.07 Reporting

The Chair will provide status reports to the Board at every meeting of the Board, and will report to the Members at the Annual Meeting.

121.08 Review

These Terms of Reference were approved by the Board on May 21, 2015. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.

122 Board Committee - Human Resources - Terms of Reference

122.01 Mandate

The purpose of the Human Resources Committee is to assist the Board in fulfilling its oversight responsibilities related to human resources policies and Chief Executive Officer succession. The Committee will also report to the Board on the performance of the Chief Executive Officer.

122.02 Key Duties

The Committee will, under the authority delegated to it by the Board, be responsible for overseeing all human resources matters of Athletics Canada (AC), and will specifically:

- Advise the Board on corporate policies relating to all aspects of human resources management including staffing structure, compensation ranges, benefits programs, bonus and incentive schemes, performance appraisals, and related personnel policies
- Review the performance of the Chief Executive Officer on an annual and as-needed basis and make recommendations to the Board on matters relating to Chief Executive Officer performance including hiring, compensation, discipline, and termination
- Advise the Board and the CEO on policies for staff recruitment, hiring, retention, development and succession
- Advise the Chief Executive Officer regarding the hiring, evaluation, and termination of all members of the C-Suite of Athletics Canada, including the COO, CFO and HDP and on any employment-related matter pertaining to AC staff
- As required, receive reports from and advise the Chief Executive Officer and/or the Board on any employment-related dispute or litigation
- Connect with other Committees to discuss any human resources implications of those Committees' proposals
- Develop a succession plan for the Chief Executive Officer and other identified staff positions
- On an ongoing basis provide expertise to enhance the quality of Board discussion on human resources matters, and facilitate effective Board decision-making in these areas
- As necessary, propose human resources-related policies and updates to the Board
- Such additional duties as may be delegated from time to time to the Committee by the Board

122.03 Authority

The Committee will exercise its authority as set out in this Terms of Reference, and will do so with the full support of the Board, management, and staff.

122.04 Composition

The composition of the Committee will be:

- Chief Executive Officer
- Individuals appointed by the Board (up to four)
- Athlete Representative (as designated by the Athlete Directors)
- Branch Representative
- Director, Finance (ex-officio, support)
- Chair of the Board (ex-officio)

One of the individuals appointed by the Board will be appointed as the Chair of the Committee.

Individuals appointed by the Board and by the Athlete Directors should have experience with personnel management and human resources.

The Committee may invite other individuals to participate in Committee meetings as necessary. These individuals are not permitted to vote.

122.05 Meetings

The Committee will meet by telephone or in person, as required, with meetings held at the call of the Chair.

Parts of meetings during which compensation and performance reviews are discussed for staff who are sitting as members of the Committee will be held 'in camera' and such affected staff will be asked to leave the applicable parts of the meeting.

122.06 Resources

The Committee will receive the necessary financial and administrative resources from AC to fulfill its mandate.

122.07 Reporting

The Chair will provide status reports to the Board at every meeting of the Board, and will report to the Members at the Annual Meeting.



122.08 Review

These Terms of Reference were approved by the Board on May 21, 2015. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.

123 Board Committee - Rules - Terms of Reference

123.01 Mandate

The purpose of the Rules Committee is to receive and review proposed technical rule changes and advise the Board amendments to technical rules.

123.02 Key Duties

The Committee will, under the authority delegated to it by the Board, be responsible for the oversight of all issues with respect to the rules of Athletics Canada (AC), and will specifically:

- Review AC's rules; including the Competition Rules, Championship Events Rules, and Records Rules
- Identify deficiencies in the current Rules and recommend changes or updates to the Board
- Receive changes or updates to the Rules as submitted by members and individuals, and include appropriate changes or updates in its recommendation to the Board
- Study implications of proposed Rules changes sent to the Committee by the Board
- Advise the Board, and the members if necessary, on the technical implications of proposed Rules changes
- Connect with other Committees to discuss any Rules implications of those Committees' proposals
- Coordinate the production of an updated publication of all Rules
- Perform such additional duties as may be delegated to the Committee by the Board.

123.03 Authority

The Committee will exercise its authority as set out in this Terms of Reference, and will do so with the full support of the Board, management, and staff.

123.04 Composition

The composition of the Committee will be:

- Individuals appointed by the Board (up to seven)
- Athlete Representative (as designated by the Athlete Directors)
- Executive Assistant (ex-officio, support)
- Chair of the Board (ex-officio)



One of the individuals appointed by the Board will be appointed as the Chair of the Committee.

Individuals appointed by the Board and by the Athlete Directors should have experience with multiple levels and disciplines of athletics.

The Committee may invite other individuals to participate in Committee meetings as necessary. These individuals are not permitted to vote.

123.05 Meetings

The Committee will meet by telephone or in person, as required, with meetings held at the call of the Chair.

123.06 Resources

The Committee will receive the necessary financial and administrative resources from AC to fulfill its mandate.

123.07 Reporting

The Chair will provide status reports to the Board at every meeting of the Board, and will report to the Members at the Annual Meeting.

123.08 Review

These Terms of Reference were approved by the Board on May 21, 2015. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.

124 Board Committee – Safe Sport Committee - Terms of Reference

124.01 Mandate

The purpose of the Safe Sport Committee (the “Committee”) is to oversee all aspects of Athletics Canada’s safe sport strategy and advises the Board on matters related to maintaining a safe and equitable sport for all.

124.02 Key Duties

The Committee will address and consider all matters relating to Safe Sport and will specifically:

- Ensure there is an annual review of the Commissioner’s Office and its activities.
- Ensure that appropriate/required education is being undertaken by the organization.
- Annual review of all policies related to Safe Sport listed below or as developed from time to time. Policy revisions or improvements would be submitted to the Governance Committee for final review and submission for approval.
 - Screening policies
 - Athlete Protection Policy
 - Code of Conduct
- Assist staff with implementation and adherence to all Safe Sport policies.
- Assessing the safe sport landscape to ensure Athletics Canada is a leader in this area.
- Interface with other committees such as the Athlete’s Council, National Officials Committee and the Coaching Committee to ensure integration of Safe Sport practices into all areas of Athletics Canada.

124.03 Authority

The Committee will exercise its authority as set out in this Terms of Reference, and will do so independently, with the full support of the Board, management, and staff.

124.04 Composition

The composition of the Committee will be:

- Board Members (Up to 2, one of which will be Chair)
- Chief Executive Officer or Chief Operating Officer or designate
- Individuals appointed by the Branches (up to 2)
- Athlete Representative (as designated by the Athlete Directors)
- Chair of the Board (ex-officio)

124.05 Meetings

The Committee will meet by telephone at least quarterly and in person annually, or more as required, with meetings held at the call of the Chair.

124.06 Resources

The Committee will receive the necessary financial and administrative resources from AC as defined in the annual budget to fulfill its mandate, including an assigned AC staff member to assist the Committee in fulfilling its mandate.

124.07 Reporting

The Chair will provide status reports to the Board at every meeting of the Board and will report to the Members at the Annual Meeting.

124.08 Review

These Terms of Reference were approved by the Board. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.

125 Board Committee – Diversity, Equity, and Inclusion Committee - Terms of Reference

125.01 Mandate

The purpose of the Diversity, Equity and Inclusion Committee is to steer Athletics Canada's strategy relating to matters of diversity, equity and inclusion and removing barriers to participation at all levels.

125.02 Key Duties

The Committee will address and consider all matters relating to Diversity, Equity, and Inclusion, and will specifically:

- Annual review of policies related to Diversity, Equity, and Inclusion
- Interface with other committees such as the Athlete's Council, Safe Sport Committee, National Officials Committee, and the Coaching Committee to ensure integration of Safe Sport practices into all areas of Athletics Canada.

125.03 Authority

The Committee will exercise its authority as set out in this Terms of Reference, and will do so independently, with the full support of the Board, management, and staff.

125.04 Composition

The composition of the Committee will be:

- Board Members (Up to 2, one of which will be Chair)
- Individuals appointed by the Branches (up to 2)
- Athlete Representative (as designated by the Athlete Directors)
- Chair of the Board (ex-officio)

125.05 Meetings

The Committee will meet by telephone at least quarterly and in person annually, or more as required, with meetings held at the call of the Chair.

125.06 Resources

The Committee will receive the necessary financial and administrative resources from AC as defined in the annual budget to fulfill its mandate, including an assigned AC staff member to assist the Committee in fulfilling its mandate.

125.07 Reporting

The Chair will provide status reports to the Board at every meeting of the Board and will report to the Members at the Annual Meeting.

125.08 Review

These Terms of Reference were approved by the Board. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.

126 Operational Committee - Awards - Terms of Reference

126.01 Mandate

The purpose of the Awards Committee is to identify criteria for Athletics Canada awards and criteria for eligibility for the Athletics Canada Hall of Fame. The Committee will solicit and evaluate nominations for awards and the Hall of Fame and determine award winners and inductees. The Committee, at its sole discretion, can put eligible members forward for consideration both for the annual awards, and for the Hall of Fame. The Committee is also responsible for putting forth nominees for external awards.

The Committee is also tasked with selecting the Athlete of the Month.

126.02 Key Duties

The Committee will, under the authority delegated to it by Athletics Canada (AC) staff, be responsible for overseeing all awards matters and will specifically:

- Identify criteria for AC awards
- Determine awards for athletes, officials, builders, and lifetime achievement
- Receive, put forward and review nominations for AC's awards and recommend recipients, as well as external awards
- Based on published criteria, submit nominations for AC athletes, officials, builders, and other individuals to other organizations for their awards
- Determine eligibility for the AC Hall of Fame
- Solicit, nominate and evaluate nominations for the AC Hall of Fame
- Review, suggest and select Athletics Canada's Athlete of the Month
- Perform such additional duties as may be delegated to the Committee by AC staff

126.03 Authority

The Committee will exercise its authority as set out in this Terms of Reference, and will do so with the full support of the Board, management, and staff.

126.04 Composition

The composition of the Committee will be:

- Chief Operating Officer (Chair)
- Individuals appointed by the Board (up to five)
- Branch Representative (as designated by the Branch Council)
- Athlete Representative (as designated by the Athlete Directors)
- Athletics Canada staff (ex-officio, support)

The Committee may invite other individuals and/or members of the Board of Directors to participate in Committee meetings as necessary. These individuals are not permitted to vote.

126.05 Awards Procedures

Each AC award will have its own criteria and eligibility as determined by the Committee.

126.06 Hall of Fame Procedures

Eligibility

Athletes/teams, coaches, and builders (officials, administrators, and volunteers) who have shown outstanding excellence in the sport of Athletics are eligible for induction into the Hall of Fame. Nominees must have held Canadian citizenship or Canadian residency at some point in their careers. Deceased athletes, coaches, and builders are eligible for induction in the 'In Memoriam' category.

In general, nominees must have made a significant contribution to the growth and development of the sport and demonstrated their dedication to the highest ideals of competition.

Specifically:

- Athlete nominees must have achieved significant success in international competition. Athletes may be nominated as individuals or as members of a relay team. Athletes must be retired from international competition for a minimum of three years at the time of their nomination.
- Coach nominees must have achieved significant success in international or national competition over a sustained period. Coaches may be active or inactive at the time of their nomination.
- Builder nominees must have made a significant contribution to the development of the sport over a sustained period. Builders may be active or inactive at the time of their nomination.
- In Memoriam nominees may be former athletes, coaches, or builders. In Memoriam nominees must be deceased.

Nomination

The Committee will actively seek nominations, and will accept nominations from a Club Associate, Individual Associate, or Affiliated Associate. Groups may submit nominations in any category. Nominations should describe the following:



- The significance and scope of the nominee's achievements
- The nominee's dedication to the sport
- The consistency of the nominee's contribution to the sport of athletics
- The personal qualities of the nominee – demonstrated on and off the field - that reflect the values of Athletics Canada

The nomination package should be limited to three pages of documentation. Following the receipt of nominations, the Committee may solicit additional nominations in the event that there are no nominations for a particular category, none of the nominees meets the general guidelines for induction, or special circumstances exist whereby an individual should be considered even if he or she was not nominated.

Nominees are eligible for induction for a three-year period after being nominated. If the nominee is not inducted in the three-year period, they may be nominated again for induction after four years have passed.

Selection

The Committee will evaluate nominations on the basis of the four criteria outlined above, as well as the Committee's discretion. The Committee will vote on the induction of each nominee and a 2/3rd majority vote indicates the Committee's approval for that nominee.

Annually, a maximum of five Athlete nominees, one Coach nominee, one Builder nominee, and three individuals in the 'In Memoriam' category will be inducted into the Hall of Fame.

126.07 Meetings

The Committee will meet by telephone or in person, as required, with meetings held at the call of the Chair.

126.08 Resources

The Committee will receive the necessary financial and administrative resources from AC to fulfill its mandate.

126.09 Reporting

The Chair will provide status reports to the Board semi-annually at a meeting of the Board, and will report to the Members at the Annual Meeting.

126.10 Review

These Terms of Reference were approved by the Board on May 21, 2015. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.

127 Operational Committee – National Team – Terms of Reference

127.01 Mandate

The mandate of the NTC is to oversee Selection Criteria for AC teams that represent Canada (“National Teams”) and to ratify National Records.

127.02 Key Duties

The Committee will, under the authority delegated to it by the Athletics Canada (AC) Board, be responsible for:

- a) Approving the competitions to which AC will send representative Canadian teams (“National Team Competitions”):

The NTC will be guided by the High Performance Director’s (HPD) recommendations regarding participation in each event. These recommendations will be based on prior consultation with the CEO and will take into account the AC Strategic Plan, the AC High Performance Plan, the international competition calendar and, if relevant, the available budget and the likely cost of participation.

- b) Approving the National Teams Selection Guidelines:

The National Teams Selection Guidelines outline the selection process for all National Team Competitions including but not limited to factors such as: athlete selection, staff selection and selection committees (including the selection committees’ composition and terms of reference).

- c) Approving National Team Selection Criteria:

The NTC will be guided by the objectives of the AC Strategic Plan and the AC High Performance Plan and the criteria’s compliance with the National Teams Selection Guidelines and the relevant competition’s entry process.

- d) Review the written outcomes of any selection appeals:

The NTC will ensure that any recommendations and/or relevant learnings from selection appeals (whether successful or otherwise), are included in future AC National Teams Selection Guidelines and National Team Selection Criteria.

- e) Approve National Records based on the relevant AC rules and bylaws.

127.03 Authority

The Committee will exercise its authority as set out in this Terms of Reference, and will do so with the full support of the Board, management, and staff.

127.04 Composition

127.04.01 Voting members

The composition of the NTC will reflect whether the selection being considered is Para or able-bodied (AB) and will include:

Role		Para events	Able-bodied events	Combined Para and able-bodied events
Chair	AC's High Performance Director (HPD) or equivalent	Y	Y	Y
Technical Lead, AB	AC's Head Coach	Y	Y	Y
Technical Lead, Para	AC's Para Performance Lead	Y	Y	Y
2 x AB Event Area Experts	Appointed by the CEO in consultation with the HPD or equivalent	N	Y	One rep
2 x Para Event Area Experts	Appointed by the CEO in consultation with the HPD or equivalent	Y	N	One rep
2 x Branch Reps	Appointed by Branch Council	Y	Y	Y
Para Athlete Rep	Appointed by the Athlete Council	Y	N	Y
Male AB Athlete Reps	Appointed by the Athlete Council	If Para Rep female	Y	If Para Rep female
Female AB Athlete Reps	Appointed by the Athlete Council	If Para Rep male	Y	If Para Rep male

127.04.02 Term limits for voting members

The term limits for the voting members of the NTC are as follows:

Role	Term Limit
Chair (HPD)	To match term of employment by AC
Technical Leads	To match term of employment by AC

Event Area Experts	No term limit but reconfirmed by CEO every two years.
Branch Reps	No term limit but reconfirmed by Branch Council every two years.
Athlete Reps	Must be a current member of the Athlete Council and reconfirmed by the Council every two years.

127.04.03 Non-voting members

The CEO is a non-voting ex officio member of this committee for the term of employment by AC.

The Chair may request participation of other individuals to support the operation of the NTC meeting, for example to provide statistical support, take notes, etc.

127.05 Meetings

The NTC meeting will typically be held electronically (by email exchange, voice conference call or video conference call).

Meeting are held on an ad hoc basis, whenever an approval is required. To minimise email traffic Nationals Records may be grouped together for convenience.

127.06 Resources

The Committee will exercise its authority as set out in this Terms of Reference, and will do so with the full support of the Board, management, and staff.

127.07 Decision making

A quorum consists of 5 members which must include at least the Chair, one Technical Lead, one Event area expert (who must be an appointed Para expert for Para events), one Branch Rep and one Athlete Rep.

Decision are made by a simple majority vote of the Voting Members excluding the Chair. The Chair only votes to break a tie.

127.08 Reporting

The NTC may not proceed in camera.

An Official Record of each NTC meeting will be keep on record. The Official Record may be written minutes, an email trail or a recording of an electronic meeting. The NTC Chair will decide which format of the Official Record of each meeting, based on the meeting format.

The Official Record of the NTC meeting will be shared with the Board and/or CEO at their request, otherwise all matters discussed by the NTC, together with all material provided to attendees will be confidential. Releasing such information to other parties will only be with the express permission of the NTC Chair, the CEO or the AC Board Chair.

127.09 Conflicts of Interest

Sub-committee members must declare conflicts of interest, at the start of each meeting or during a meeting when a conflict of interest arises.

The Chair of the sub-committee will decide how declared conflicts of interest will be managed. Typically, the conflicted member will be asked to absent themselves from the conversation and any subsequent vote – this may require switch out committee members with alternates. In any case the conflict and the Chair's decision on how to manage it will be documented in the Official Record of the meeting.

127.10 Review

These ToR will be reviewed every two years.

The last review was on 2020-07-01.

The next review is due on 2022-07-01.

128 Operational Committee – Officials – Terms of Reference

128.01 Mandate

The purpose of the Officials Committee is to design, coordinate, and evaluate programs to develop and improve the performance of athletics officials.

128.02 Key Duties

The Committee will, under the authority delegated to it by Athletics Canada (AC) staff, be responsible for overseeing all officials' matters and will specifically:

- Assess the needs of AC officials and develop strategies to meet those needs
- Provide formal and informal educational training opportunities
- Review, evaluate and monitor existing officials programs
- Assist with identifying and recruiting new officials
- Develop and maintain an incentives system for officials
- Ensure adequate numbers of quality officials to meet AC's needs
- Determine, recommend, and monitor certification criteria
- Promote and support AC officials interested in officiating international events
- Perform such additional duties as may be delegated to the Committee by AC Board

128.03 Authority

The Committee will exercise its authority as set out in this Terms of Reference, and will do so with the full support of the Board, management, and staff.

128.04 Composition

The composition of the Committee will be:

- Chief Executive Officer or designate (Chair)
- Technical Director
- Active Officials (up to three, appointed by the CEO)
- Branch Representatives (up to three, as designated by Branch Council)
- Athlete Representative (as designated by the Athlete Directors)
- Athletics Canada staff (ex-officio, support, appointed by the CEO)

There are no term limits for members of the Committee.



The Committee may invite other individuals and/or members of the Board of Directors to participate in Committee meetings as necessary. These individuals are not permitted to vote.

128.05 Meetings

The Committee will meet by telephone or in person, as required, with meetings held at the call of the Chair.

128.06 Resources

The Committee will receive the necessary financial and administrative resources from AC to fulfill its mandate.

128.07 Reporting

The Chair will provide status reports to the Board semi-annually at a meeting of the Board, and will report to the Members at the Annual Meeting.

128.08 Review

These Terms of Reference were approved by the Board on May 21, 2015. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.

129 Operational Committee - Competitions Committee – Terms of Reference

129.01 Mandate

The purpose of the Competitions Committee is to recommend the host, or the bid to go forward, of national championships and events to the Executive Committee and/or the Board of Directors.

129.02 Key Duties

The Committee will, under the authority delegated to it by Athletics Canada (AC) staff, be responsible for overseeing all official matters and will specifically:

- Oversee the bid processes for AC competitions.
- Develop effective criteria for competition bidding.
- Work in collaboration with branches to ensure an effective calendar.
- Develop, recommend, and implement improvements to competitions.
- Perform such additional duties as may be delegated to the Committee by AC Board
- To recommend the hosts or the bid to go forward, of national/international championships and events.

129.03 Authority

The Committee will exercise its authority as set out in this Terms of Reference and will do so with the full support of the Board, management, and staff.

129.04 Composition

The composition of the Committee will be:

- Chair – Board representative
- Board representative
- High Performance Director
- Chief Operating Officer
- Athlete representative
- Branch representative – large branch
- Branch representative – small branch

There are no term limits for members of the Committee.

The Committee may invite other individuals and/or members of the Board of Directors to participate in Committee meetings as necessary. These individuals are not permitted to vote.



129.05 Meetings

The Committee will meet virtually or in person, as required, with meetings held at the call of the Chair.

129.06 Resources

The Committee will receive the necessary financial and administrative resources from AC to fulfill its mandate.

129.07 Reporting

The Chair will provide status reports to the Board semi-annually at a meeting of the Board and will report to the Members at the Annual Meeting.

129.08 Review

These Terms of Reference were approved by the Board on December 11, 2021. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.

130 Operational Committee – Off Track (Road, Cross Country, Mountain, Ultra, & Trail) – Terms of Reference

130.01 Mandate

The purpose of the Off-Track Committee is to design, deliver, implement, and evaluate programs and policies which seek to sustain and improve programming, representation, and support for off-track athletes, coaches, officials, race directors, volunteers, and spectators.

130.02 Key Duties

The Committee will, under the authority delegated to it by Athletics Canada (AC) staff, be responsible for overseeing all official matters and will specifically:

- Work in collaboration with key organizations within the Off-track community.
- Develop, recommend, and implement athlete and coach selection criteria for identified events (i.e., World Mountain & Trail Running Championships)
- Develop, recommend, and implement selection criteria for the hosting of identified National Championships
- Review, evaluate, and monitor existing off-track programs and events
- Promote and support the alignment and sanctioning of off-track events
- Encourage greater awareness of the sport
- Perform such additional duties as may be delegated to the Committee by AC Board

130.03 Authority

The Committee will exercise its authority as set out in this Terms of Reference and will do so with the full support of the Board, management, and staff.

130.04 Composition

The composition of the Committee will be:

- Board Members (Up to two)
- Mountain/Trail Running Representative
- Ultra Distance Running Representative
- Off Track Race Director (Up to Two)
- Branch Representatives (up to two, as designated by Branch Council)
- Athlete Representative (as designated by the Athlete Directors)
- Athletics Canada staff (ex-officio, support, appointed by the CEO)

There are no term limits for members of the Committee.



The Committee may invite other individuals and/or members of the Board of Directors to participate in Committee meetings as necessary. These individuals are not permitted to vote.

130.05 Meetings

The Committee will meet virtually or in person, as required, with meetings held at the call of the Chair.

130.06 Resources

The Committee will receive the necessary financial and administrative resources from AC to fulfill its mandate.

130.07 Reporting

The Chair will provide status reports to the Board semi-annually at a meeting of the Board and will report to the Members at the Annual Meeting.

130.08 Review

These Terms of Reference were approved by the Board on December 11, 2021. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.

131 Operational Committee - Coaching Committee – Terms of Reference

131.01 Mandate

The purpose of the Coaching Committee is to ensure that coaching development and education is advancing and supporting the needs of coaches in Canada.

131.02 Key Duties

The Committee will, under the authority delegated to it by Athletics Canada (AC) staff, be responsible for overseeing all official matters and will specifically:

- Bring together and unify coaching development at the branch level
- Work in collaboration with key organizations within the coaching community.
- Develop, recommend, and implement improvements to coach education.
- Promote and support coaching
- Perform such additional duties as may be delegated to the Committee by AC Board

131.03 Authority

The Committee will exercise its authority as set out in this Terms of Reference and will do so with the full support of the Board, management, and staff.

131.04 Composition

The composition of the Committee will be:

- Board Members (Up to two)
- Branch Reps – Staff or volunteer leaders involved with Coaching Development
- Athlete Representative (as designated by the Athlete Directors)
- Athletics Canada staff (ex-officio, support, appointed by the CEO)

There are no term limits for members of the Committee.

The Committee may invite other individuals and/or members of the Board of Directors to participate in Committee meetings as necessary. These individuals are not permitted to vote.

131.05 Meetings

The Committee will meet virtually or in person, as required, with meetings held at the call of the Chair.

131.06 Resources

The Committee will receive the necessary financial and administrative resources from AC to fulfill its mandate.



131.07 Reporting

The Chair will provide status reports to the Board semi-annually at a meeting of the Board and will report to the Members at the Annual Meeting.

131.08 Review

These Terms of Reference were approved by the Board on December 11, 2021. The Board will review these Terms of Reference on a regular basis, with input from the Committee as required.

132 Independent Committee - Branch Council - Terms of Reference

132.01 Mandate

The Branch Council is an Independent Committee of Athletics Canada (AC). The Council is responsible for maintaining effective communication between and among Members and AC, and for advising the Board and AC committees on matters of importance most notably to the development of the sport of athletics at the local and provincial level.

132.02 Key Duties

The Council will perform the following key duties:

- Appoint one individual of its choosing to the Governance & Nominating Committee, typically the Chair of the Council
- Identify suitable candidates for various committees for appointment by the Board
- Elect representatives to serve on committees, as required
- Review recommendations from Operating Committees and advise the Board and staff on operational implications at the local and provincial level
- Provide input on technical matters, including policies, rules and regulations proposed by staff or committees
- Exchange information and best practices, relay information from the Board or committees, and collaborate on inter-provincial matters
- Provide organized input into plans, policies and programs and, in particular, engage fully in the development of strategic plans in accordance with AC's process and timetable
- Assist with the coordination and implementation of plans, programs and policies within Members.
- Identify Member, club or other stakeholder issues that should be brought to the attention of the Board, committees or staff
- Carry out such additional duties as may be agreed to by the Board and the Council from time to time
- Regularly connect with Members to ensure Member views are being accurately represented

132.03 Authority

- The Council is an advisory body and its decisions and recommendations are not binding upon any Member or upon AC
- The Council has authority to carry out its own initiatives to advance its mandate of improving communication and information exchange among Members, provided these initiatives incur no extra expense to AC without prior approval of the Board

- When making decisions and recommendations, the Council will make every effort to do so by way of consensus. In the event a formal vote is required, all Members present in the meeting, either in-person or via teleconference or other electronic means, have one equal vote

132.04 Composition

- The Council will be composed of up to two representatives appointed by each Member. Each Member will have the discretion to determine the method of appointment of its representative, and the term to be served. A Member may change or remove its representative from the Council at any time. Each Member will notify the Chair of the Council and AC in writing of the appointment of its representative and of any change of representative
- Representatives to be appointed to the Council must:
 - Be in an employment or volunteer role within their Member;
 - Not be in an employment or Director role with AC;
 - Know AC and Member governance and policy issues;
 - Respond to requests for written input; and
 - Participate in Council meetings.
- The Council will be chaired by a non-staff representative on the Council who will be appointed to be the Chair for a maximum of two years by the members of the Council at the end of the Branch Council Meeting of the Annual Meeting.

132.05 Meeting

At its meetings, the Council may authorize the attendance of staff support from Members. The Council will meet at least twice per year in person, and may meet more frequently by means of telephone conference. Meetings will be at the call of the Chair, who will ensure that a meeting is held in the three-week period before an in-person Board meeting so that the Chair may provide input to the Board on Council activities and issues. When possible, the in-person Council meeting will be held at a time that allows the in-person participation of AC Directors and senior staff subject to availability.

132.06 Resources

- Members of the Council are responsible for covering their own costs of participation, though in-person meetings of the Council will typically be held concurrent with in-person meetings of AC
- The Council is not allocated a formal annual budget by the Board, though AC will cover its portion of costs for those initiatives mutually agreed to between the Council and AC

- The cost of direct administrative support from AC staff and travel arrangements for any meetings will be arranged exclusively by AC staff in accordance with AC policy

132.07 Reporting

The Council will maintain minutes of its meetings and will submit its minutes to the Board and the National Office on a timely basis. The Council will report to the Members, in writing, after each meeting of the Members.

132.08 Review

These Terms of Reference were approved by the Council and the Board on May 21, 2015. Both parties will review these Terms of Reference on a regular basis, with input from other stakeholders as required, and may submit proposed changes for approval by the other party, provided any changes remain consistent with the mandate and powers of the Council.

PROCEDURE FOR AMENDMENT OF RULES

- 133** Changes to the Athletics Canada By-Laws and Rules of Governance (Organizational Structure), proposed by the Governance and Nominating Committee or a Member, shall be considered at a Meeting (AGM, SAGM, or Special Meeting) of the Members, normally according to the following procedures:
- a. The proposed changes shall be sent to the Athletics Canada National Office at the earliest possible date prior to the applicable Meeting;
 - b. The proposed changes shall be made available to the Governance Committee at least sixty (60) days prior to the Meeting;
 - c. The Governance Committee shall consider the recommendation of the Directors in its assessment of the viability or desirability of the proposed rule changes;
 - d. The Governance Committee shall report to the Members thirty (30) days prior to the Meeting, at which the changes may be accepted, amended, and/or rejected. In exceptional circumstances, a simple majority of Members' votes may waive the period of notice stated above. Where a matter arises after the normal deadline for submission of proposed changes to the rules, and it is considered urgent to examine a proposed rule change at the next Meeting, the proposer may request that the change be considered exceptionally as an Urgent Matter. In such a case, the procedure shall be the following:
 - The proposed changes shall be sent to Athletics Canada's National Office at the earliest possible date prior to the applicable Meeting, provided that such proposed changes shall be made available to the Board of Directors at the opening of the Board of Directors meeting held immediately prior to the applicable Meeting.
 - If possible, the proposals shall be distributed to Members, Directors and the Chairs of relevant Committees with the other materials for the applicable Meeting.
 - At or prior to the applicable Meeting, the Governance Committee shall meet to consider the request for treatment as an Urgent Matter. By a majority, the committee can accept the change as an Urgent Matter. Proposals not receiving a majority shall be treated in the normal manner, as outlined in Athletics Canada Rules. Proposals accepted as urgent shall be discussed by the Governance Committee whose recommendations shall be included in a report to the applicable Meeting, where they will be accepted, amended and/or rejected.

Changes to the Athletics Canada Rules shall take effect at the close of the Applicable Meeting at which they received approval, unless otherwise stipulated by the meeting.

- 134** Changes to the Athletics Canada Rules or WORLD ATHLETICS or IPC rules governing the technical operation of the sport proposed by the Rules Committee

or a Member, shall be considered at a Meeting (AGM, SAGM, or Special Meeting) of the Members, normally according to the following procedures:

- a. The proposed changes shall be sent to the Athletics Canada National Office at the earliest possible date prior to the applicable Meeting;
- b. The proposed changes shall be made available to the Rules Committee and relevant Athletics Canada Committees at least sixty (60) days prior to the Meeting;
- c. The Rules Committee shall consider the recommendation of the Directors in its assessment of the viability or desirability of the proposed rule changes.
- d. The Rules Committee shall report to the Members thirty (30) days prior to the Meeting, at which the changes may be accepted, amended, and / or rejected.
- e. In exceptional circumstances, a simple majority of Members' votes present may waive the period of the notice stated above.

135 Where a matter arises after the normal deadline for submission of proposed changes to the Athletics Canada or WORLD ATHLETICS or IPC rules, and it is considered urgent to examine a proposed rule change at the next Meeting, the proposer may request that the change be considered exceptionally as an Urgent Matter. In such a case, the procedure shall be the following:

- a. The proposed changes shall be sent to Athletics Canada's National Office at the earliest possible date prior to the applicable Meeting, provided that such proposed changes shall be made available to the Board of Directors at the opening of the Board of Directors meeting held immediately prior to the applicable Meeting.
- b. If possible, the proposals shall be distributed to Members, and Directors, the Chairs of relevant Committees with the other materials for the applicable Meeting.
- c. At or prior to the applicable Meeting, the Rules Committee shall meet to consider the request for treatment as an Urgent Matter. By a majority, the committee can accept the change as an Urgent Matter. Proposals not receiving a majority shall be treated in the normal manner, as outlined elsewhere in Athletics Canada Rules. Proposals accepted as urgent shall be discussed by the Rules Committee whose recommendations shall be included in a report to the applicable Meeting, where they will be accepted, amended and/or rejected.

136 Changes to the Athletics Canada Rules shall take effect at the close of the applicable Meeting at which they received approval, unless otherwise stipulated by the meeting.

137 If, during the period between Annual General Meetings, it is brought to the attention of the Rules Committee that:

- a) there are minor grammatical or other errors in a rule which do not impact upon the intent of the rule; or
- b) there is an inadvertent or overlooked discrepancy between one rule and another, then

The Rules Committee shall have the authority to bring such matter to the attention of the Board following notification to Branches and, upon approval, rectify such error or discrepancy and see that it is properly communicated to Branches and all members, and published on the Athletics Canada website.

PROCEDURE FOR TABLING REPORTS

- 138** If proposed amendments to the World Athletics / World Para Athletics rules receive approval at the applicable Meeting, copies (with supporting arguments) shall be sent by the chair of the Athletics Canada Rules Committee to Athletics Canada for forwarding to the World Athletics / World Para Athletics, with a copy to any Canadian member of the World Athletics / World Para Athletics Technical Committee.