



NOTICE of Special Meeting of the Members of Cheerleading Canada Inc.

Notice Date: November 3, 2019

**TO: All Members of Cheerleading Canada Inc.
(hereinafter "Cheer Canada", "CC", and/or "the Corporation")**

British Columbia Cheerleading Association,
Alberta Cheerleading Association,
Saskatchewan Cheerleading Association,
Cheer Manitoba Inc.,
Ontario Cheerleading Federation,
the Fédération de Cheerleading du Québec,
Cheer Nova Scotia,
Cheer New Brunswick and
Newfoundland and Labrador Cheerleading Association.

FROM: Jim Greenough, President, on behalf of the Board of Directors

In accordance with the By-Laws of CC, the Board of Directors is hereby providing Notice to all Members of CC, of a Special Meeting of the Members of CC.

When: 7:00 PM (mountain time), Tuesday, December 3, 2019

Where: Held by Zoom video conference (details below)

Purpose:

1. To ratify the Officers of CC elected by the Board of Directors; and
2. To approve the Amended and Restated Bylaws of CC.

Ratification of Officers of Cheer Canada

WHEREAS on September 19, 2019, the Saskatchewan Cheerleading Association brought concerns to Cheer Canada regarding the process of the votes carried out relating to the ratification of Officers held at the Annual General Meeting ("AGM") of Cheer Canada held August 17, 2019; and

WHEREAS Cheer Canada conducted an in depth review of the AGM and concluded the following:
 it was unclear as to whether a Motion was made and seconded to ratify the Officers;
 it became apparent that at least two voting delegates had lost their electronic link to the reconvened AGM after the election of the Officers was conducted by the Board of Directors, thereby rendering the vote of the ratification incomplete; and
 it was unclear to the Scrutineer as to the specific votes of each voting Delegate, whether votes were cast or abstained; and

WHEREAS the Board of Directors believes it is crucial to conduct all of its affairs with the utmost integrity and that Meetings are held with the highest standards of governance,

BE IT RESOLVED THAT the Officers as elected by the Board of Directors of Cheer Canada on August 17, 2019, hereby be ratified and that such ratification be voted upon by individual position:

POSITION	INDIVIDUAL	YES	NO	ABSTAIN
President:	Jim Greenough	___	___	___
Vice-President	Krista Gerlich-Fitzgerald	___	___	___
Treasurer	Erica Royal	___	___	___
Secretary	Kathleen Meyer	___	___	___

Approval of Amended and Restated By-Laws of Cheer Canada

WHEREAS the Members of Cheer Canada have approved several amendments to the By-Laws of Cheer Canada at Meetings of the Members held on August 24, 2018 and August 17, 2019, and

WHEREAS the Board of Directors felt it was important for the Members to ratify a fully amended and restated version of the By-Laws of Cheerleading Canada Inc. so that they may be properly filed with the appropriate regulatory bodies,

BE IT RESOLVED THAT the attached Amended and Restated By-Laws of Cheerleading Canada Inc. dated December 3rd, 2019 hereby be adopted and approved.

WHO MAY PARTICIPATE IN THE SPECIAL MEETING OF MEMBERS?

Voting Delegates and Alternate Delegates of Members (in good standing) of Cheerleading Canada Inc. may participate in the Meeting.

Names and contact information (email and cell phone) of Delegates and Alternate Delegates of each Member must be provided to Joanna Low (executivedirector@cheerleadingcanadainc.com) no later than 5:00 pm Mountain time on Friday, November 22, 2019.

SUPPORTING MATERIAL

- 1) Ratification and Approval process & related Information
- 2) Voting Form
- 3) Agenda
- 4) Two versions of the Amended and Restated By-Laws of Cheerleading Canada Inc.:
 - a) one with "red-line" amendments and
 - b) a clean version.

Conference details

The Board of Directors of Cheerleading Canada Inc. is inviting you to a scheduled Zoom Video meeting.

Topic: Cheer Canada Special Meeting of Members

Time: Dec 3, 2019 07:00 PM Mountain Time (US and Canada)

Join Zoom Meeting

<https://zoom.us/j/701587366>

Meeting ID: 701 587 366

Ratification and Approval Process at the Special Meeting of Cheerleading Canada Inc.

December 3, 2019

Respecting the confidences of Members, votes at the Special Meeting on December 3rd, 2019 will be sent by email to the Scrutineer, Doug Goss (DOGoss@bryanco.com), who will report to the Chair of the Special Meeting, Jim Greenough, the results of any vote(s)

If a Member is unable to be present at the Special Meeting of Members, that Delegate may vote using either the absentee voting or proxy voting procedures set out below.

PROCEDURE

1. At the time the votes are called for, each voting Delegate will email the Scrutineer their votes for each of the Officers as put forward in the first Motion and their vote for the second Motion relating to the approval of the Amended and Restated By-Laws, using the Voting Form provided by the Board of Directors.
2. The Scrutineer shall compile the votes and communicate the results to the attendees at the Special Meeting.
3. If any Officer who was elected by the Board of Directors does not receive more than 50% of eligible ratification votes, the Special Meeting shall be recessed, pending a meeting of the Board of Directors, who shall elect a new individual to the specific Officer position.
4. The Special Meeting shall then re-convene and another vote shall take place, using the same procedure noted above. This process shall be repeated until all ratification votes receive a majority of votes.

of Votes by Members

The number of votes of each Member will be the same as at the most recent meeting of Members held August 17, 2019:

MEMBER	# VOTES
British Columbia Cheerleading Association	2
Alberta Cheerleading Association	3
Saskatchewan Cheerleading Association	2
Cheer Manitoba Inc	1
Ontario Cheerleading Federation	2
Fédération de Cheerleading du Québec	3
Cheer Nova Scotia	1
Cheer New Brunswick	1
Newfoundland and Labrador Cheerleading Association	1
TOTAL	16

Absentee Voting

A Member may vote in writing in advance of the Special Meeting of the Members on published proposed resolutions by so indicating the vote(s) to the Scrutineer, in a form prescribed by the Corporation, prior to the vote being taken. You may cast your vote in advance by emailing your vote on the Resolution to Doug Goss (email: DOGoss@bryanco.com) AND to the Executive Director of Cheer Canada, Joanna Low (email: executivedirector@cheerleadingcanadainc.com). Joanna Low will reply to your email, confirming receipt of your absentee vote. If you do NOT receive this confirmation, please phone the Executive Director at 403-863-3010.

Please note: Absentee voting is specific to one or more identified resolutions. If amendments are made, absentee votes will not be cast on the amendments.

Proxy Voting

Members may vote by proxy if:

1. The Member notified the Corporation in writing (To executivedirector@cheerleadingcanadainc.com at least seven (7) days prior to the Special Meeting of the Members of an appointment of a proxy holder;
2. The proxy is received by the Corporation prior to the start of the Special Meeting;
3. The proxy clearly states the date of the Special Meeting; and
4. The proxy clearly states to whom the proxy is given.

Maximum Number of Proxies – No Member will hold more than one (1) proxy vote.

Proxy voting allows the proxy holder to vote on any matter permitted by the Member who granted the proxy.



**Special Meeting of the
Members of
Cheerleading Canada Inc.
December 3, 2019
VOTING FORM**

Name of Cheer Canada Member (PSO):

Completed by (Voting Delegate or Alternate):

Officer Ratification Resolution

POSITION	INDIVIDUAL	YES	NO	ABSTAIN
President:	Jim Greenough	___	___	___
Vice-President	Krista Gerlich-Fitzgerald	___	___	___
Treasurer	Erica Royal	___	___	___
Secretary	Kathleen Meyer	___	___	___

Resolution pertaining to the Adoption and Approval of the Amended and Restated By-Laws of Cheerleading Canada Inc.

Please mark an "X" by the spot signifying your vote.

I approve _____

I do not approve _____

I abstain from voting _____



**Special Meeting of the
Members of
Cheerleading Canada Inc.
December 3, 2019
AGENDA**

1. Call to order
2. Determination of a quorum
3. Appointment of Scrutineer
4. Approval of the Agenda
5. Declaration of any conflicts of interest
6. Motion to Ratify Officers
7. Motion to adopt and approve the Amended and Restated By-Laws
8. Adjournment