



Triathlon Prince Edward Island -BYLAWS

GENERAL

1. DEFINITIONS

In these bylaws, the following definitions apply:

'Act' means the Canada Corporations Act.

'Aquathlon' means a sport event comprised of swimming and running.

'Association' means Triathlon PEI.

"Corporation" means Triathlon PEI

'Cycling' includes cycling on all types of bicycles, on road and off-road conditions.

'Duathlon' means a continuous event comprised of cycling and running.

'Member' means Member as set out in section 3.

'National Federation' means a body recognized by Sport Canada and the Canadian Olympic Association as controlling the sport in Canada, referred to herein as "NF."

'Provincial Sport Governing Body' means a body recognized by the provincial sport governing authority as controlling the sport in that province, referred to herein as "PSGB."

'Triathlon' means a continuous event comprised of swimming, cycling and running.

'Winter Triathlon' means a sport event comprised of skiing, skating, running, biking, snowshoeing or any combination of these events.

1.1 In this Bylaw, references to Triathlon include Triathlon, Duathlon, Aquathlon and Winter Triathlon.

2. OBJECTS [Letters Patent]

2.1 The objects of the Association are, until amended in accordance with the Act:

- (a) to function as the Provincial Federation for Triathlon, in Prince Edward Island, and to represent Prince Edward Island nationally;
- (b) to promote the Triathlon, both competitive and non-competitive in Prince Edward Island;
- (c) to encourage support of Triathlon PEI programs by the public generally;
- (d) to provide guidance, information and assistance to the provincial members and clubs in respect to these objects and in the development of programmes for competitive and non-competitive triathletes and duathletes;
- (e) to organize training courses for triathletes, duathletes, coaches, officials and administrators to national and national standards;
- (f) to set criteria for the selection to the Provincial teams to represent Prince Edward Island nationally;
- (h) to sanction, fix the dates and venues for Triathlon competitions on Prince Edward Island;

3. MEMBERSHIP

The members of the Corporation shall be all the applicants for the incorporation of the Corporation and those Persons as may from time to time be admitted to membership after application to the Corporation in the form authorized by the Board shall have been received and approved of by the a resolution of the directors in accordance with the provisions of the bylaws of the Corporation, and after payment of the required membership fee. Each member shall be promptly informed by the Secretary of his admission as a member.

Membership in the Corporation shall consist of such persons as are admitted as members by the Board. Membership may be conditional upon the payment of a fee, assessment or other charge which the Board may prescribe from time to time.

3.02 Selection of Members

All applications for any class of membership shall be approved by a two-thirds (2/3) majority of the Board.

3.03 Classes of Membership

There shall be nine (9) classes of membership in the Corporation:

- (a) Adult - to qualify to apply to the Corporation as a member in the Adult class one must be 20 years or older on December 31 in the year of the Membership and pay the prescribed fee;
- (b) Junior -to qualify to apply to the Corporation as a Junior Member one must be under 20 years of age or younger on December 31 of the year of Membership and pay the prescribed Membership fee;
- (c) Youth - to qualify to apply to the Corporation as a Youth Member one must be 16 years of age or younger on December 31 of the year of Membership and pay the prescribed Membership fee;
- (d) Official - to qualify to apply to the Corporation as an Official Member shall be at least 18 years or older on December 31 of the year of Membership and shall be an official recognized by Triathlon PEI in accordance with its stated criteria, who does not compete, who is not another class of member and shall pay the prescribed fee;
- (e) Coach - to qualify to apply to the Corporation as a Coach Member one must be 18 years of age or older on December 31 of the year of Membership and shall be a coach recognized by Triathlon PEI in accordance with its stated criteria and shall pay the prescribed fee;
- (f) Organizer - to qualify to apply to the Corporation as an Organizer Member one shall be a race camp or clinic organizer, 18 years of age or older on December 31 of the year of Membership who does not compete, who is not another class of member and shall pay the prescribed fee;
- (g) Honorary - to qualify to apply to the Corporation, Honorary membership may be granted by the Board of Directors to individuals who, in the opinion of the Board, have distinguished themselves in the cause of the sport. Honorary members do not pay membership fees to the Corporation and do not have voting rights;
- (h) Associate Member - to qualify to apply to the Corporation as an Associate Member one shall be an individual who does not domicile in the province of PEI, is a member of another Provincial Governing Body, but wishes to remain informed of activities in PEI, Associate members do not have voting rights;
- (i) One Day Member - to qualify to apply to the Corporation as a One Day Member one shall be a Member for one (1) day being the day of the event for which the One Day Member paid their Triathlon PEI Fee. One day members do not have voting rights.

3.04 Regular Members

The applicants for incorporation of the Corporation shall be regular members of the Corporation. Regular membership shall be limited to Adult members, Junior members, Youth members, Official Members, Coach members, and Organizer members.

3.05 Members in Good Standing

A Member shall be considered in good standing with the Corporation when:

- (a) the Membership fee for that member has been paid for the current year and for the additional period of thirty (30) days beyond the Corporation's annual renewal date.
- (b) there are no charges payable to the Corporation by such member which remain outstanding for a period of sixty (60) days for items and services provided by the Corporation to the member including but not limited to clinics, camps, banquets, clothing orders, etc.

3.06 Voting Classes

No person who is not a regular member shall be entitled to vote in any proceedings of the members. Associate members, Post-Season Non-Competition Club Members and Honorary Members shall be entitled to notice and to attend all meetings of the members but shall not be entitled to vote thereat.

3.07 Board of Directors

All directors of the Board must be regular members.

3.08 Transfer of Membership

A membership in the Corporation is not transferable, and lapses and ceases to exist upon death of the member, or dissolution of the Corporation.

3.09 Resignation

Members may resign by resignation in writing which shall be effective from acceptance thereof by the Board. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance by the Corporation of his resignation.

3.10 Revocation of Membership

Any member may be expelled from the Corporation by a two-thirds (2/3) votes taken by ballot of the members present and eligible to vote at an annual or other general meeting of members. Notice of such meeting designating the time and place of the meeting and the reasons for the proposed revocation of such membership shall be forwarded to the member in question at least seven (7) days prior to the date of the meeting of the members. Notice of the meeting shall indicate that the member in question shall be afforded an opportunity for a hearing before the members of the Corporation.

3.11 Termination

A membership in the Corporation automatically terminates upon the happening of any of the following events:

- (a) if the member, in writing, resigns as a member of the Corporation;
- (b) if the member dies;
- (c) if the member is expelled from the Corporation pursuant to section 3.10 hereof; or

- (d) if any assessment under the authority of section 3.01 or section 3.12 hereof remains unpaid for more than sixty (60) days after the notice of the assessment has been given to the member. Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 3.01 or section 3.12 hereof prior to termination of his membership.

3.12 Dues

There shall be annual dues or fees payable by regular members as shall from time to time be fixed by resolution of the Board, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

There shall be daily dues or fees payable by one day members as shall from time to time be fixed by resolution of the Board, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within sixty (60) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board.

WHERE IS SECTION 4

4. 5. HEAD OFFICE

- 5.1. Until changed in accordance with the Act, the Head Office of TRIATHLON PEI shall be at 40 Enman Crescent, Charlottetown, Province of PEI, C1E 1E6.

5. 6. PROCEEDINGS AT MEETINGS

- 6.1. All meetings of the Association shall be run in accordance with Robert's Rules of Order Revised.

6. 7. BOARD OF DIRECTORS

- 7.1. The property and business of the Association shall be managed by Board of directors of whom one-half shall constitute a quorum. The directors would consist of four officers and three directors at large. Directors must be individuals, at least 18 years of age, with power under law to contract. To be eligible to serve on the Board of Directors, an individual must be a member in good standing.

- 7.2. The following positions shall comprise the Board of Directors of the Association:

- (a) Four officers of the Association:

- President
- Vice-President
- Treasurer
- Secretary-General

No officer may hold more than one position on the board at any time. At the May 2012 election, the President and Secretary-General shall be elected for a term of 2 years and the Vice-President and Treasurer shall be elected for a term of 1 year. Thereafter, the officer positions shall be elected for a term of

1 year or until a successor is elected or appointed, with such term to expire on the later of the date of the annual general meeting.

- 7.2. The immediate Past President shall be a non-voting director on the Board.
- 7.3. An individual must be nominated to the position of officer or director at large by a Member.
- 7.4. The office of a director shall be automatically vacated:
 - (a) if a director has resigned his office by delivering a written resignation to the Secretary-General of the Association;
 - (b) if the director is found by a court to be of unsound mind;
 - (c) on death; or
 - (d) if at a special general meeting of Members, a resolution is passed by three-quarters of the Members present at the meeting that the director be removed from office, provided that if any vacancy shall occur for any of the reasons in subparagraphs (a) through (d), the Board of Directors by majority vote, may, by appointment, fill the vacancy.

7. 8. MEETINGS OF BOARD OF DIRECTORS

- 8.1. Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that 10 days written notice of such meeting shall be given to each director. Notice for a conference call meeting shall be by email, fax or by telephone. There shall be at least three meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Association shall invalidate such meeting or make void any proceeding taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings take or had thereat.
- 8.2. At meetings of the Board of Directors, each director exercises one vote with the exception of the immediate Past President who does not have a vote.
- 8.3. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from the position as such; provided that a director may be paid reasonable expenses incurred by that director in the performance of director's duties. Nothing contained herein shall be construed to preclude any director from serving the Association and receiving compensation therefore.
- 8.4. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the retirement is accepted and the successor is elected.
- 8.5. If all directors of the Association or a committee of the Board consent with respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of a conference telephone or other communications facilities that permits all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is present at the meeting.

Resolutions in writing:

- 8.6. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of directors or committee of directors, and sealed with the Corporate Seal, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

Attendance at Board meetings by non-directors

- 8.7 The Member Representatives are entitled to attend any Board meeting and to speak to any issue and to participate in all discussions at such Board meetings. A Member may attend a Board meeting upon reasonable notice to the Board by the Member. The individual must identify the issue upon which a submission is to be made. The individual shall be entitled to attend the meeting to speak to the issue identified and to participate in reasonable discussion.

8. 9. POWERS OF DIRECTORS

- 9.1. The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.
- 9.2. The duties of the Board of Directors are:
- (a) to manage the affairs of the Association between meetings of the Association;
 - (b) to supervise and exercise guidance of the work of standing committees;
 - (c) to grant membership;
 - (d) to prepare the next general meeting.
- 9.3. The directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board of Directors may prescribe.
- 9.4. The Board of Directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the association.
- 9.5. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- 9.6. A reasonable remuneration for all agents, employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of Members when such resolution shall be confirmed by resolution of the Members, or in the absence of such confirmation by the Members, then the remuneration to such agents, employees or committee members shall cease to be payable from the date of such meeting of the Members.
- 9.7. The Board may assign responsibility for any one or more of the following areas to the officers and directors or such other duties as the Board sees fit: program development, marketing and promotion, provincial teams, technical, triathlon, duathlon, aquathlon, youth, special interest, communications, championship and selection events.

9. 10. DUTIES OF OFFICERS

- 10.1. The PRESIDENT: Shall preside at all meetings of the Association and the Board of Directors. In the President's absence, the Vice-President shall preside. The President shall represent the Association at all appropriate occasions and events and shall be an ex-officio member of all committees.
- 10.2. The VICE-PRESIDENT: Shall assume the duties of the President when the President is incapacitated or when asked to do so by the President and such other duties as the Board of Directors may assign from time to time.
- 10.3. The SECRETARY-GENERAL: Shall attend all meetings of the Association and the Board of Directors and keep minutes of same. The secretary-general shall preserve and have custody of the minutes. The secretary-general shall keep a complete record of the membership and addresses, and shall be custodian of all documents of value and other properties.
- 10.4. The TREASURER: The treasurer shall account for the funds of the Association, and keep proper records of said funds, receipts, books and disbursements necessary, as laid out by the Board of Directors and the provisions of the Act. The treasurer will present an accounting statement whenever required by the Board and will prepare the annual financial statements of the Association and assist the auditor with the preparation of the auditor's report. Upon approval at the annual general meeting, the treasurer shall submit the annual financial statements and the auditor's report to the secretary for the inclusion in the record of the Association.

10. 11. GENERAL MEETINGS

- 11.1. The annual or any other general meeting of the Members shall be held at any place in Prince Edward Island as the Board of Directors may determine and on such day as the Directors shall appoint. The Members may consider and transact any business either special or general at any meeting of the members.
- 11.2. The annual general meeting will:
 - (a) hear and receive reports from the directors;
 - (b) receive the financial statements and the auditor's;
 - (c) appoint an auditor for the following year;
 - (d) hold elections of directors and officers;
 - (e) transact other business properly brought before the meeting;
 - (f) approve the per capita fees for the upcoming season.
- 11.3. Individual persons who hold membership in either a Member or an associate member may attend general meetings of the Association as observers, and if the meeting agrees, may speak at the meeting.
- 11.4. The Board of Directors shall have power to call, at any time, a general meeting of the Members of the association for the transaction of any business, the nature of which is specified in the notice calling the meeting.
- 11.5. The Board of Directors shall call a special general meeting of Members on written requisition of four Members.

11. 12. NOTICE OF GENERAL MEETINGS

12.1. Twenty-eight days written notice of the time, place and date of the meeting shall be given to each Member of any annual or special general meeting of the Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any Member, director, or officer for any meeting or otherwise, the address of the Member, director, or officer shall be the last address, email or phone number recorded on the books of the Association.

12.2. A resolution in writing, signed by all the Members entitled to vote on that resolution at a general meeting of members is as valid as if it had been passed at a meeting of Members.

12. 13. QUORUM

13.1. 20% of voting Members present at a general meeting shall constitute a quorum.

13. 14. VOTING OF MEMBERS

14.1. To be eligible to vote, unless waived by a two-thirds vote of the Members present at the meeting, a Member shall not be in arrears in the payment of affiliation fees to the Association.

14.2. All questions properly proposed for consideration at a meeting of the Members shall be determined by a majority vote, except bylaw changes which require two-thirds of the vote recorded or unless otherwise required by the Act.

14.3. Members shall be entitled to one vote.

14.4. If an individual presents written authorization issued by the Member of which the individual is a member, such individual may cast the number of votes to which the Member is entitled.

14.5. Elections of a single person will be by simple majority. Votes may be by show of hands or, on request shall be by ballot.

14.6. In the election of several persons, members may vote for one or a combination of names. Votes may be by show of hands or, on request, shall be by ballot.

14. 15. FINANCES

15.1. The financial year of the Association shall terminate on the 31st of March each year, or at such date as the Board of Directors determines by resolution.

15.2. The membership fee consisting of the annual per capita fee is due April 1st of each year. The annual per capita fee payable is based on the membership category of the Member.

15. 16. COMMITTEES

16.1. The Board of Directors may create any committee to assist the directors in carrying on the affairs of the Association, such as:

(a) Appeals Committee;

(b) Athlete Development Committee;

- (c) Capacity Building Committee;
- (d) Coaching Committee;
- (e) Finance and Audit Committee;
- (f) Governance Committee;
- (g) High Performance Committee;
- (h) Human Resources Committee;
- (i) Technical Committee;
- (j) Race Selection Committee.

- 16.2. A majority of committee members present constitutes a quorum. The committee shall strive for consensus but may act by majority decision.
- 16.3. Committee members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and may fix any reimbursement of expenses or remuneration to be paid.
- 16.4. With the exception of the Appeals Committee, a committee may set its own practice and procedures and may act by majority. The practice and procedures of the Appeals Committee must be approved by the Board of Directors and are subject to ratification at a general meeting of the Members.
- 16.5. Committees may use sub-committees to address matters within their areas of responsibility.

16. 17. EXECUTIVE COMMITTEE

- 17.1. There shall be an Executive Committee composed of the four elected officers. Any executive committee member may be removed from the executive committee by a majority vote of the Board of Directors.
- 17.2. The Executive Committee shall be responsible for the day-to-day management of the affairs of the Association in accordance with the policies and actions approved by the Board of Directors or by the Members at a General Meeting. The Executive Committee shall take the initiative in preparing policies and actions for consideration and possible action by the Board of Directors and/or the Members. This committee is also responsible for the implementation of all resolutions passed at general meetings of the Members.
- 17.3. Meetings of the Executive Committee are called by the President, who is also responsible for the preparation of the agenda. The Executive Committee shall also meet at the request of at least two of its members. At least seven days notice shall be given of the date, time, and place for meetings of the Executive Committee. In emergencies, special meetings may be called at three days notice. Meetings may be held by telephone conference call or video conference at the discretion of the committee.
- 17.4. The Executive Committee may establish subcommittees from time to time in order to conduct its business more effectively.
- 17.5. A quorum for all meetings of the Executive Committee shall be a majority of its eligible voting members.
- 17.6. The Executive Committee may act by resolution in writing signed by all of the members of the Executive Committee.
- 17.7. The Executive Committee may assign, approve, revise, audit or remove the budget of any committee.

17. 18. EXECUTION OF DOCUMENTS

- 18.1. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two directors, at least one of whom must also be an officer, and sealed with the Corporate Seal, and all contracts, documents and instruments in writing so signed and sealed shall be binding upon the Association without any further authorization or formality. The Executive Committee shall have power from time to time by resolution to appoint a director or directors, or delegate a person or persons on behalf of the Association to sign specific contracts, documents and instruments in writing.

18. 19. BANKING

- 19.1. The Board of Directors or Executive Committee shall designate, by resolution, a minimum of two individuals as authorized to transact the banking business of the Association, or any part thereof, that the Board of Directors has designated as the Association's business, including: the power to make, sign, draw, accept, endorse, lodge, or deposit or transfer, cheques, drafts, money orders for the payment of money.

19. 20. AMENDMENT OF BYLAWS

- 20.1. The BYLAWS of the Association that are not embodied in the Letters Patent may be amended, enacted or repealed by motion duly passed by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the Members of a meeting duly called for the purpose of considering the said bylaw, provided that where the repeal or amendment of such bylaws requires the approval of the Minister pursuant to the Act, the bylaws shall not be enforced or acted upon until the approval has been obtained.

20. 21. AUDITOR

- 21.1. The Members shall, at each annual general meeting, appoint an auditor to audit the accounts of the Association for report to the Members at the next annual general meeting except if such appointment is waived by the unanimous vote of the Members. The auditor shall hold office until the next annual general meeting provided that the directors may fill any causal vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

21. 22. BOOKS AND RECORDS

- 22.1. The Directors shall see that all necessary books and records of the Association required by the bylaws of the Association or by any applicable statute or law are regularly and properly kept.

22. 23. RULES AND REGULATIONS

- 23.1. The Board of Directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the Members of the Association when they shall be confirmed, and failing such confirmation at such annual general meeting of members, shall at and from that time cease to have any force and effect.

23. 24. OTHER

- 24.1. All disputes, which may occur between the Association, Triathlon Canada or the International Triathlon Union, if not resolved, shall be referred to the Court for Arbitration for Sport (CAS) for resolution.

24. 25. CORPORATE SEAL

- 25.1 The Seal of the Corporation shall be kept at the head office of the Corporation. Any documents executed on behalf of the Corporation shall be certified by affixing the Corporate Seal thereto.

25. 26. DISSOLUTION

- 26.1 Upon dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed to another sports organization in the Province of Prince Edward Island with similar objects and purposed.

26. 27. INTERPRETATION

- 27.1. In these bylaws unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.