



Triathlon PEI -BYLAWS
As amended November 2025

GENERAL

1. DEFINITIONS

In these bylaws, the following definitions apply:

'Act' means the Canada Corporations Act.

"Aquabike" means a sport event comprised of swimming and cycling.

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

"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.

'Multisports' means continuous events with disciplines related to Triathlon. These include, Duathlon, Aquathlon, Aquabike, Winter Triathlon and other related events as may be included from time to time.

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

'Provincial Sport Organisation' means Triathlon PEI, a body recognized by the provincial sport governing authority as controlling the sport in that province, referred to herein as "PSO."

'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, Aquabike, Winter Triathlon and related multisports.

2. OBJECTS [Letters Patent]

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

- (a) to function as the PSO for Triathlon and multisports, in Prince Edward Island, and to represent Prince Edward Island nationally;
- (b) to promote Triathlon and multisports, 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 multisport athletes;
- (e) to organize training courses for triathletes, multisport athletes, coaches, officials and administrators to provincial, national and international standards;
- (f) to set criteria for the selection to the Provincial teams to represent Prince Edward Island nationally;
- (g) 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 PSO, in the form authorized by the Board, and after payment of the required membership fee, shall have been received by the PSO.

Membership in the PSO 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. Provided only that such fee, assessment or other charge is approved by 2/3 of the membership at the next general meeting.

3.02 Selection of Members

All applications for any class of membership shall be approved upon completion of the forms and payment of the required membership fee.

3.03 Classes of Membership

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

- (a) *Adult* - to qualify to apply to the PSO as an Adult Member 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 PSO as a Junior Member one must be 19 years of age or younger and 16 years of age or older on December 31 of the year of Membership and pay the prescribed Membership fee;
- (c) *Youth* - to qualify to apply to the PSO as a Youth Member one must be 15 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 PSO as an Official Member one 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, shall be an Adult or Junior Member, and shall pay the prescribed fee;
- (e) *Coach* - to qualify to apply to the PSO 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, shall be an Adult or Junior Member, and shall pay the prescribed fee;
- (f) *Organizer* - to qualify to apply to the PSO 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, shall be an Adult or Junior Member, and shall pay the prescribed fee;
- (g) *Honorary* - 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 PSO and do not have voting rights. Honorary Members may also have another class of membership, in which case they shall pay the prescribed fee and have the voting rights assigned to that membership class;
- (h) *Associate Member* - to qualify to apply to the PSO 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 PSO 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 prescribed 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 PSO 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 PSO's annual renewal date.
- (b) there are no charges payable to the PSO by such member which remain outstanding for a period of sixty (60) days for items and services provided by the PSO 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 PSO is not transferable, and lapses and ceases to exist upon death of the member, or dissolution of the PSO.

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 PSO prior to acceptance by the PSO of his resignation.

3.10 Revocation of Membership

Any member may be expelled from the PSO in accordance with the Board approved *Member Conduct, Dispute Resolution, and Appeals Policy*. Notice of such an expulsion shall be published by the PSO following the exhaustion of all Appeal procedures.

3.11 Termination

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

- (a) if the member, in writing, resigns as a member of the PSO;
- (b) if the member dies;
- (c) if the member is expelled from the PSO 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.

4. HEAD OFFICE

- 4.1. 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. PROCEEDINGS AT MEETINGS

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

6. BOARD OF DIRECTORS

- 6.1. The property and business of the PSO shall be managed by a Board of directors of whom one-half shall constitute a quorum. The directors would consist of four (4) officers and eight (8) directors at large. Directors shall be elected for a term of two (2) years and 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.

- 6.2. The following positions shall comprise the Board of Directors of the PSO:

(a) Four officers of the PSO:

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

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 two (2) years or until a successor is elected or appointed, with such term to expire on the later of the date of the annual general meeting.

Where the position of an Officer is vacant, the Board of Directors by majority vote, may, by appointment, fill the vacancy with another Officer. The Board shall take every reasonable step to recruit a replacement for the vacancy filled by the officer. Such an appointment or replacement shall serve until the next scheduled general meeting.

- 6.2. The immediate Past President shall be a non-voting director on the Board.
- 6.3. An individual must be nominated to the position of officer or director at large by a Member.
- 6.4. Directors shall be elected for a two (2) year term.
- 6.5. 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 PSO;
 - (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 (3/4) 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. MEETINGS OF BOARD OF DIRECTORS

- 7.1. 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 PSO 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 taken or had thereat.

- 7.2. At meetings of the Board of Directors, each director exercises one (1) vote with the exception of the immediate Past President who does not have a vote.
- 7.3. 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 that director's duties. Nothing contained herein shall be construed to preclude any director from serving the PSO and receiving compensation therefore.
- 7.4. 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.
- 7.5. If all directors of the PSO 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.

7.6 Resolutions in writing:

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.

7.7 Attendance at Board meetings by non-directors

A Member may attend a Board meeting upon reasonable notice to the Board by the Member. If the Member has a specific issue for the Board, the Member must identify the issue upon which a submission is to be made, seven (7) days in advance of the meeting. The Member shall be entitled to attend the meeting to speak to the issue identified and to participate in reasonable discussion.

8. POWERS OF DIRECTORS

- 8.1. The directors of the PSO may administer the affairs of the PSO in all things and make or cause to be made for the PSO, in its name, any kind of contract which the PSO 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 PSO is by its charter or otherwise authorized to exercise and do.
- 8.2. The duties of the Board of Directors are:
 - (a) to manage the affairs of the PSO between meetings of the PSO;
 - (b) to supervise and exercise guidance of the work of standing committees;
 - (c) to grant membership;
 - (d) to prepare the next general meeting.
- 8.3. The directors shall have power to authorize expenditures on behalf of the PSO from time to time and may delegate by resolution to an officer or officers of the PSO 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 PSO in accordance with such terms as the Board of Directors may prescribe.
- 8.4. The Board of Directors shall take such steps as they may deem requisite to enable the PSO 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 PSO.
- 8.5. 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.

- 8.6. A reasonable remuneration for all agents, employees and committee members shall be fixed by the Board of Directors by resolution.
- 8.7. 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, aquabike, aquathlon, winter triathlon, youth, special interest, communications, championship and selection events.

9. DUTIES OF OFFICERS

- 9.1. The PRESIDENT: Shall preside at all meetings of the PSO and the Board of Directors. In the President's absence, the Vice-President shall preside. The President shall represent the PSO at all appropriate occasions and events and shall be an ex-officio member of all committees.
- 9.2. 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.
- 9.3. The SECRETARY-GENERAL: Shall attend all meetings of the PSO 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.
- 9.4. The TREASURER: The treasurer shall account for the funds of the PSO, 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 PSO 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 PSO.

10. GENERAL MEETINGS

- 10.1. 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.
- 10.2. The annual general meeting will:
- (a) hear and receive reports from the directors;
 - (b) receive the financial statements and the auditor's report;
 - (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.
- 10.3. Individual persons who hold membership as either a Member or an associate member may attend general meetings of the PSO as observers, and if the meeting agrees, may speak at the meeting.
- 10.4. The Board of Directors shall have power to call, at any time, a general meeting of the Members of the PSO for the transaction of any business, the nature of which is specified in the notice calling the meeting.
- 10.5. The Board of Directors shall call a special general meeting of Members on written requisition of four (4) Members.

11. NOTICE OF GENERAL MEETINGS

- 11.1. Twenty-eight (28) 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 PSO 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 PSO.

- 11.2. 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. QUORUM

- 12.1. 20% of voting Members present at a general meeting shall constitute a quorum.

13. VOTING OF MEMBERS

- 13.1. To be eligible to vote, a Member must be 16 years of age or older on December 31 in the year that the general meeting is held. 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 PSO.
- 13.2. 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.
- 13.3. Members shall be entitled to one vote.
- 13.4. If an individual presents written authorization issued by a Member, such individual may cast the number of votes to which the Member is entitled.
- 13.5. Elections of a single person will be by simple majority. Votes may be by show of hands or, on request shall be by ballot.
- 13.6. 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. FINANCES

- 14.1. The financial year of the PSO shall terminate on the 31st of March each year, or at such date as the Board of Directors determines by resolution.
- 14.2. 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. COMMITTEES

- 15.1. The Board of Directors may create any committee to assist the directors in carrying on the affairs of the PSO, such as, but not limited to:
- (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.

- 15.2. A majority of committee members present constitutes a quorum. The committee shall strive for consensus but may act by majority decision.
- 15.3. 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.
- 15.4. 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.
- 15.5. Committees may use sub-committees to address matters within their areas of responsibility.

16. EXECUTIVE COMMITTEE

- 16.1. There shall be an Executive Committee composed of the four (4) elected officers. Any executive committee member may be removed from the executive committee by a majority vote of the Board of Directors.
- 16.2. The Executive Committee shall be responsible for the day-to-day management of the affairs of the PSO 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.
- 16.3. 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 (2) of its members. At least seven (7) 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 (3) days notice. Meetings may be held by telephone conference call or video conference at the discretion of the committee.
- 16.4. The Executive Committee may establish subcommittees from time to time in order to conduct its business more effectively.
- 16.5. A quorum for all meetings of the Executive Committee shall be a majority of its eligible voting members.
- 16.6. The Executive Committee may act by resolution in writing signed by all of the members of the Executive Committee.
- 16.7. The Executive Committee may assign, approve, revise, audit or remove the budget of any committee.

17. EXECUTION OF DOCUMENTS

- 17.1. Contracts, documents or any instruments in writing requiring the signature of the PSO, 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 PSO 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 PSO to sign specific contracts, documents and instruments in writing.

18. BANKING

- 18.1. 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 PSO, or any part thereof, that the Board of Directors has designated as the PSO's business, including: the power to make, sign, draw, accept, endorse, lodge, deposit or transfer cheques, drafts, or money orders for the payment of money.

19. AMENDMENT OF BYLAWS

- 19.1. The BYLAWS of the PSO 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 (2/3) 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. AUDITOR

- 20.1. The Members shall, at each annual general meeting, appoint an auditor to audit the accounts of the PSO 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. BOOKS AND RECORDS

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

22. RULES AND REGULATIONS

- 22.1. The Board of Directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the PSO 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 PSO 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. OTHER

- 23.1. All disputes, which may occur between the PSO, another PSO, or Triathlon Canada, if not resolved, shall be referred to the Sport Dispute Resolution Centre of Canada (SDRCC) for resolution.

24. CORPORATE SEAL

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

25. DISSOLUTION

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

26. INTERPRETATION

- 26.1. 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.