

TRIATHLON CANADA BY-LAWS**ARTICLE I: GENERAL**

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of Triathlon Canada, a Canadian Corporation.
- 1.2 Definitions – The following terms have these meanings in these By-laws:
- a. Act – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the regulations;
 - b. Annual Meeting – the annual meeting of the Members
 - c. Annual Registrant – a Registrant who has registered with, and paid dues/fees (directly or indirectly) to Triathlon Canada and is admitted as an annual registrant;
 - d. Articles – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
 - e. Athlete Director – an individual that is elected to the position in accordance with these By-laws and the Corporation’s Athlete Director Policy;
 - f. Auditor – a Public Accountant, as defined in the Act, appointed by the Members in accordance with these By-laws;
 - g. Board – the board of directors of the Corporation;
 - h. By-laws – the by-laws of the Corporation;
 - i. Chief Executive Officer – the senior employee of the Corporation appointed by the Board to manage and administer the day-to-day affairs of the Corporation;
 - j. Committee – a committee of the Board formed in accordance with these By-laws;
 - k. Corporation – Triathlon Canada;
 - l. Days – days including weekends and holidays;
 - m. Director – an individual elected or appointed to serve on the Board pursuant to these By-laws, including for greater certainty the Athlete Director;
 - n. Fundamental Changes – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
 - o. Member – The Provincial or Territorial governing body for the sport of triathlon, recognized by the Corporation as the sole governing body for Triathlon in the applicable Province or Territory, admitted as Members of the Corporation in accordance with these By-laws;
 - p. Member Designated Representative – the PSO President is designated to represent the Member at a meeting of Members;
 - q. Nominations Committee – the Committee appointed by the Board to assist in the process of finding suitable candidates for the role of Director in accordance with these By-laws;
 - r. Officer – an individual elected or appointed to serve as an officer of the Corporation pursuant to these By-laws;
 - s. Officers of the Corporation – The Officers of the Corporation shall be comprised of the Chief Executive Officer, and the following Officers of the Board: President of the Board, and Treasurer of the Board as elected or appointed to serve pursuant to these By-laws;
 - t. Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution;

- u. Past President – a position that is held by the last person to occupy the position of President who (i) was not re-elected as a Director, (ii) was not removed from office, (iii) did not vacate the office, and (iv) if such person resigned from the office, was asked to occupy such position by the Board;
 - v. President – the individual elected or appointed to serve as president of the Corporation pursuant to these By-laws;
 - w. Provincial Sport Organization for Triathlon (“PSO”) – the organization recognized by the Corporation as the sole governing body for Triathlon in a Province or Territory;
 - x. Registrants - individuals who are engaged in activities that are provided, sponsored, supported or sanctioned by a PSO and may include, but are not limited to including, recreational and competitive athletes, members of national teams, coaches, officials, event organizers, administrators of provincial and territorial clubs, and volunteers who serve on club executives, committees and boards of directors;
 - y. Regulations – the in-effect regulations made under the Act;
 - z. Special Meeting – a special meeting of the Members;
 - aa. Special Resolution – a resolution passed by not less than two-thirds of the votes cast on that resolution; and
 - bb. Triathlon – the sport that generally combines swimming, cycling and running skills but may include other multi-athletic skill combinations. The sports of Triathlon referenced in this document shall include, but not be limited to triathlon, paratriathlon, duathlon, aquathlon, aqua-bike, winter triathlon, cross, and the individual and team versions of these sports.
- 1.3 Registered Office – The Registered Office of the Corporation will be located in the province of British Columbia at such address as the Board may determine.
- 1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any property, profits or other accretions to the Corporation shall be used exclusively in promoting its objectives and shall not be distributed, directly or indirectly, to a Member, Director or Officer of the Corporation, unless the Member is authorized by the Corporation to carry on activities on behalf of the Corporation, in which case the Corporation may distribute any of its money or other property to the Member to carry on those activities.
- 1.5 Ruling on By-laws – Except as provided in the Act, the Board shall have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Corporation.
- 1.6 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board shall be conducted in the manner specified by the President or if the President is not present, the chair of such meeting.
- 1.7 Approval - Unless otherwise specified herein, any act or approval of the Board shall be by way of Ordinary Resolution.

- 1.8 Interpretation – The By-laws shall be interpreted in accordance with the following, unless the context otherwise specifies or requires:
- a. all terms which are contained in the By-laws and which are defined in the Act, shall have the meanings given to terms in the Act;
 - b. words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing a person include an individual, corporation, a partnership, an unincorporated association, an unincorporated organization, a trust and a natural person in his or her capacity as trustee, executor, administrator or other legal representative. Words importing an organization name, title, or program shall include any successor organizational name, title, or program;
 - c. the heading used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
 - d. any references in the By-laws to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference to it as amended or re-enacted from time to time or as a reference to any successor to it; and
 - e. any references to sections or articles in these By-laws are references to sections or articles of these By-laws.

ARTICLE II: MEMBERSHIP

- 2.1 Membership Criteria - The Members of the Corporation shall include each PSO admitted as a Member in accordance with these By-laws and that has not ceased to be a Member.
- 2.2 Admission of Members – Candidates will be eligible for membership if:
- a. The candidate makes an application for membership in a manner prescribed by the Corporation;
 - b. The candidate has paid dues as prescribed by the Board;
 - c. The candidate is recognized by the Corporation as the sole PSO in the respective Province or Territory;
 - d. The candidate has been approved for membership by Ordinary Resolution of the Board or by any Committee or individual delegated this authority by the Board; and
 - e. The candidate has agreed in writing to abide by the Corporation's By-laws, policies, procedures, rules and regulations.
- 2.3 Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendments to these By-laws if those amendments affect the following membership rights and/or conditions:
- a. change a condition required for being a Member in this Article 2;
 - b. change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
 - c. change the method of voting by Members not in attendance at a meeting of Members.
- 2.4 Transfer of Membership – Any interest arising out of membership in the Corporation is not transferable.

- 2.5 Duration of Membership – Membership within the Corporation is on an annual basis and will terminate on December 31st each year, subject to continuation of Membership, at the option of the Corporation, provided the Member continues to abide by the Membership Criteria and conditions for Membership set out in these By-laws.
- 2.6 Membership Dues – **Membership** dues will be recommended annually by the Board and approved by the Members at a meeting of the Members by way of Ordinary Resolution.
- 2.7 Payment of Dues – Members shall be notified in writing of the membership dues at any time payable by them, and if they are not paid within sixty (60) days of the membership renewal date, the:
- a. Board may by Ordinary Resolution suspend the Member, for a specified period of time not to exceed six (6) months or until its membership dues in arrears have been paid in full, whichever is later; or
 - b. Members may by Ordinary Resolution expel the Member from the Corporation at meeting of Members duly convened for that purpose.
- 2.8 Withdrawal and Termination of Membership – Membership in the Corporation is terminated if:
- a. the Member dissolves;
 - b. the Member fails to meet the condition of membership described in Section 2.2(c);
 - c. the Member terminates its membership in the Corporation by giving written notice to the Corporation, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees/dues payable to the Corporation until the actual withdrawal becomes effective;
 - d. the Board or the Members terminate the Member by Ordinary Resolution, at a duly called meeting of the Board or the Members, as applicable, provided (i) fifteen (15) days' notice of such duly called meeting is given to the Member, (ii) such notice sets out the reasons for the recommended termination of the Member, and (iii) the Member is provided an opportunity to oppose the termination at such meeting either through an in-person response or a written submission;
 - e. the Member's term of membership expires; or
 - f. the Member has been expelled from the Corporation.
- 2.9 May Not Resign – A Member may not resign from the Corporation if the Member is subject to disciplinary investigation or action.
- 2.10 Discipline – A Member or Registrant may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to the discipline of Members and Registrants.
- 2.11 Good Standing Definition – A Member will be in good standing provided that the Member:
- a. has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
 - b. has completed and remitted all documents as required by the Corporation;
 - c. has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;

- d. is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - e. has paid all required membership dues or debts to the Corporation, if any.
- 2.12 Cease to be in Good Standing – Members that cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out in Section 2.11.

ARTICLE III: MEETINGS OF MEMBERS

- 3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.
- 3.2 Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called. A Special Meeting of the Members may be called at any time by:
- a. the President,
 - b. the Board, or
 - c. Any Member
- 3.3 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation's preceding financial year. A Special Meeting shall be held within 30 days of the date of call for such meeting at the time and place specified by the Board.
- 3.4 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication mean that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication means.
- 3.5 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, electronic or other communication facility that permits any such Member to communicate adequately with other Members during the meeting. A Member so participating in a meeting is deemed to be present at the meeting and shall count in determining a quorum at such meeting.
- 3.6 Notice – Subject to Section 3.3 of this Article, notice of a meeting shall (i) include the time and place of a meeting, the proposed agenda, sufficient information to permit Members to make informed decisions, and (ii) be provided to each Member entitled to vote at the meeting, the Auditor, and the Board not less than thirty (30) days before the day on which the meeting is to be held by:
- a. Mail, courier or personal delivery to each Member entitled to vote at the meeting;
 - b. Telephone, electronic or other communication facility to each member entitled to vote at the meeting; or
 - c. Posting on the Corporation's website.

Any Member may at any time waive notice of any meeting of the Members.

- 3.7 Persons Entitled to Attend – All Member Designated Representatives, Directors, the Auditor and such other persons who are entitled or required under the Act or the By-laws to attend meetings of Members are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.
- 3.8 Adjournment – Any meeting of Members may be adjourned by a majority of votes cast to any time and place as determined by the Board 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.
- 3.9 Agenda – The agenda for the Annual Meeting may include:
- a. call to order
 - b. determination of a quorum
 - c. appointment of scrutineers
 - d. approval of the agenda
 - e. declaration of any conflicts of interest
 - f. adoption of minutes of the previous Annual Meeting
 - g. Board, Committee and Staff reports
 - h. report of the Auditor
 - i. appointment of the Auditor for the following year
 - j. business as specified in the meeting notice
 - k. election of new Directors; and
 - l. adjournment
- 3.10 New Business at Annual Meeting – No other item of business will be included in the notice of an Annual Meeting unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board fifteen (15) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments then proposed by the Board and copies of all resolutions to be put forward by the Board and the agenda for the meeting shall be sent to all Members with notice calling an Annual Meeting.
- 3.11 Quorum – A majority of Members will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 3.12 Voting Privileges at Meetings of Members – Members will have the following voting rights at all meetings of Members:
- a. Members are entitled to appoint a delegate who may attend meetings of Members and exercise votes on behalf of the Member; and
 - b. each Member has one vote for all decisions and issues, excluding elections and membership dues which voting rights are defined in Section 3.13.

- 3.13 Voting in Elections and for Membership Dues – In elections and votes relating to Membership dues, Members are entitled to the following number of votes:
- a. Less than 100 Annual Registrants: 1 vote
 - b. 100 – 250 Annual Registrants: 2 votes
 - c. 251 – 500 Annual Registrants: 3 votes
 - d. 501–1000 Annual Registrants: 4 votes
 - e. 1001+ Annual Registrants: 5 votes

Annual Registrants shall be the highest number thereof at any point in the full calendar year prior the Meeting.

- 3.14 Delegates – The Designated Representative of each Members is the delegate who is permitted to attend a meeting of the Members and exercise votes on behalf of the Member. A Designated Representative who wishes to appoint a designate shall provide written notice (inclusive of electronic notice) to the Corporation appointing the specific designate at least seven (7) days prior to the meeting of Members. Delegates (or their designate, if appointed) must be at least eighteen (18) years of age and be authorized to represent the Member.
- 3.15 Proxy Voting – Members may vote by proxy at a meeting of Members if:
- a. the Member notified the Corporation in writing at least seven (7) days prior to the meeting of an appointment of a proxy holder;
 - b. the proxy is received by the Corporation prior to the start of the meeting;
 - c. the proxy clearly states the date of the specific meeting; and
 - d. the proxy clearly states to whom the proxy is given.
- 3.16 Maximum Number of Proxies – No Member shall hold a proxy for more than one (1) other Member.
- 3.17 Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors, if applicable, by providing its written vote(s) to the Corporation in a form prescribed by the Corporation.
- 3.18 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.19 Determination of Votes – Except in the case of elections, which require a secret ballot, or if a secret or recorded ballot is otherwise requested by a Member, voting shall be by poll of eligible voters signifying by a show of hands, verbally or by electronic means of communication their assent or dissent on the respective matter. An abstention shall not be considered a vote cast. Whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried (or carried by a specific percentage) and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

- 3.20 Majority of Votes – Except as otherwise provided in the Act or these By-laws, the majority of votes cast will decide each proposal. In the case of a tie, the respective proposal shall be considered defeated.

ARTICLE IV: GOVERNANCE

- 4.1 Directors – The Board will consist of eight (8) Directors, including the Athlete Director. Of the 8 Directors, no more than 5 may be of the same gender identity.

4.2 Eligibility of Directors

- a. Any individual, who is eighteen (18) years of age or older, who is a resident of Canada for purposes of the Income Tax Act (Canada), who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director.
- b. No more than two (2) Directors can be resident in the same province at the time of election, excluding, for greater certainty, the Athlete Director.
- c. In addition, the following persons are disqualified from being a Director:
 - i. A person who has not met the requirements of the Corporation's screening policy;
 - ii. A person who is a paid employee, consultant, contractor or independent contractor of the Corporation, any of its Members, or any organization providing services to or on behalf of the Corporation;
 - iii. A person who holds a position as a director or officer of a Member;
 - iv. A person who acts as a race director, technical official or coach, paid or volunteer, on behalf of a non-sanction organization or activity, the Corporation, any of its Members, or any organization providing services to the Corporation;
 - v. A person who is a parent (defined as a birth father or mother, step father or mother, legal parent or guardian) of an International Competition Cardholder athlete; and
 - vi. A person in a conflict of interest as determined by the Corporation's policies relating to conflict of interest.
- d. The Athlete Director must be a retired Elite National Team Member and International Competition Card holder for at least eighteen (18) months.

- 4.3 Cooling Off Period – Effective upon ratification of these By-laws, any individual is who deemed ineligible from being a Director for the following reasons will remain ineligible for eighteen (18) months after the reason for disqualification has ceased:

- a. A person who is a paid employee, consultant, contractor or independent contractor of the Corporation, any of its Members, or any organization providing services to or on behalf of the Corporation;
- b. A person who acts as a technical official or coach, paid or volunteer, on behalf of the Corporation, any of its Members, or any organization providing services to the Corporation; or
- c. A person ceases to be an Elite National Team Member and International Competition Card Holder, in the case of the Athlete Director.

- 4.4 Election of Athlete Director – The Athlete Director is nominated by the International Competition Cardholder athletes who meet specific criteria as determined by the Corporation’s Athlete Director Policy. The Members will vote to elect the nominated Athlete Director at the Annual Meeting by Ordinary Resolution. An Athlete Director serves a term of four (4) years.
- 4.5 Nominations Committee – The Board will appoint a Nominations Committee in accordance with the Corporation’s Nominations Policy. The Nominations Committee will be responsible to solicit nominations and recommend candidates for the election of the Directors.
- 4.6 Nomination of Candidates for Director – Any nomination of an individual for election as a Director shall:
- a. include an executed written consent of the candidate;
 - b. comply with the procedures established by the Nominations Committee; and
 - c. be submitted to the Corporation in writing at least thirty (30) days prior to the Annual Meeting or such other timeline agreed to by Ordinary Resolution of the Board.
- 4.7 Incumbents – Current Directors wishing to be re-elected are not subject to nomination but must notify the Nominations Committee of their interest in re-election thirty (30) days prior to the Annual Meeting.
- 4.8 Circulation of Nominations – Information in respect of the candidates selected by the Nominations Committee will be circulated to Members at the Annual Meeting prior to the elections.
- 4.9 Election and Term – The election of Directors will take place at each meeting of Members) as follows:
- a. Two (2) Directors will be elected to the Board annually.
- 4.10 Decision – Subject to Section 4.2(b), elections of Directors, other than the Athlete Director, will be decided by the Members in accordance with the following:
- a. if the number of valid candidates nominated is equal to or less than the number of positions available, the nominees shall be elected by Ordinary Resolution; or
 - b. if there are more valid candidates nominated than Director positions available, the nominee(s) receiving the greatest number of votes and declared by Ordinary Resolution shall be elected. In the case of a tie vote between nominees for one or more Director positions which include the last available Director position, the nominees receiving fewer votes than those nominees who received the same number of votes will be deleted from the list of nominees and there shall be a vote amongst the tied nominees to fill the final position(s) and the nominee(s) receiving the greatest number of votes and declared by Ordinary Resolution shall be elected.
- 4.11 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Corporation.
- 4.12 Terms – Directors shall hold office for a term of four (4) years, or such shorter period if appointed to fill a vacancy in accordance with Section 4.14, and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

- 4.13 Maximum Terms – Directors are permitted to hold office for a maximum of two consecutive terms (including any partial term). Any person who has previously served as a Director for two consecutive terms (including any partial term) may not stand for election as a Director until a two- year period has elapsed since such person last served as a Director.
- 4.14 Resignation of Directors – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which such notice of resignation is received by the Board or such other date as agreed to by the Board and the resigning Director. If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.15 Vacate Office – The office of any Director will be vacated automatically if the Director:
- a. is declared incapable by a court of competent jurisdiction;
 - b. becomes bankrupt or is declared insolvent;
 - c. is convicted of a felony criminal offence or a crime of moral turpitude;
 - d. no longer is resident of Canada for purposes of the Income Tax Act (Canada); or
 - e. dies.
- 4.16 Removal of Directors – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given 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 his or her position as an Officer.
- 4.17 Suspension – A Director may be suspended by Special Resolution of the Board at a meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at such meeting.
- 4.18 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint an eligible individual (in accordance with Section 4.2) to fill the vacancy of such vacant position until the next Members Meeting at which an election will be held to fill the remainder of the term of such vacant position. .
- 4.19 Employment- Any person assuming a position as a Director of the Corporation will remain ineligible for employment with the Corporation for eighteen (18) months after the individual is no longer a Director.
- 4.20 Call of Board Meeting – Meetings of the Board will be held any time and place as determined by the Board.

- 4.21 Notice of Board Meeting – Written notice of meetings of the Board shall be given to all Directors at least five (5) days prior to the scheduled meeting. Such notice shall be delivered personally or sent by prepaid mail, courier or by electronic means to the Directors at their latest addresses shown in the records of the Corporation, or if no address is set out therein then to the last address of such person known to the Corporation. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.22 Number of Board Meetings – The Board will hold at least four (4) meetings per fiscal year.
- 4.23 Quorum – At any meeting of the Board, quorum will consist of four (4) Directors, one of which must be an Officer of the Board. No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present.
- 4.24 Voting at Board Meetings – Each Director participating in a meeting of the Board is entitled to one vote at such meeting. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the case of a tie, the President will declare that the resolution has not been decided and will set a date for further deliberation. After further deliberation, if the vote remains tied, the resolution is defeated. An abstention shall not be considered a vote cast. Whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried (or carried by a specific percentage) and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- 4.25 Absentee Voting – There will be no absentee or proxy voting by Directors at meetings of the Board.
- 4.26 Past President – a position that is invited to attend meetings of the Board, as requested by the Board, in a non-voting capacity.
- 4.27 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board. Any guests invited by the Board may be asked to leave a meeting at any time.
- 4.28 Meetings by Electronic Means – A meeting of the Board may be held by means of telephonic, electronic or other communication facility that permits all Directors to communicate adequately with each other during the meeting.
- 4.29 Powers of the Board – Except as otherwise provided in the Act or these By-laws, the Board has the powers to supervise, govern and manage the affairs of the Corporation, including, without limitation the power to:
- a. make policies and procedures to deal with the operations and affairs of the Corporation in accordance with the Act and these By-laws;
 - b. make policies and procedures relating to the discipline of Members and Registrants, and to discipline Members and Registrants in accordance with such policies and procedures.

- c. make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
 - d. employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
 - e. determine registration procedures and membership fees, dues, assessments, charges, and other registration requirements;
 - f. Perform any other duties from time to time as may be in the best interests of the Corporation.
- 4.30 Delegation of Powers – Except as otherwise provided in the Act or these By-laws, the Board may delegate any of its powers, duties and functions to any person or committee.

ARTICLE V: OFFICERS

- 5.1 Officers of the Board – The Officers of the Board will be the President and Treasurer. Other Officer positions may be determined at the discretion of the Board.
- 5.2 Election – If there is a vacancy in an Officer position at the first meeting of the Board following an Annual Meeting, elections will be held for the vacant position(s). Officers will be elected from among the Directors by Ordinary Resolution as follows:
- a. The President and Treasurer will be elected for a four-year term. If the President or Treasurer (as applicable) is not re-elected as a Director while serving as President or Treasurer, the President's term as President or the Treasurer's Term as Treasurer will expire even if the four-year term has not completed
- 5.3 Term Limits – Each elected Officer position may only be held for two consecutive terms.
- 5.4 Duties – The duties of Officers are as follows:
- a. the President shall be responsible for the general supervision of the affairs and operations of the Corporation, shall preside at the Annual and Special Meetings of the Corporation and at meetings of the Board, will be the official spokesman of the Board, and will perform such other duties as may from time to time be established by the Board; and
 - b. the Treasurer shall, subject to the powers and duties of the Board, monitor the financial situation of the Corporation on a regular basis, oversee financial controls and records, ensure financial compliance with all relevant regulatory authorities, assist the Chief Executive Officer in the preparation of the budget, assist the Auditor in the annual audit of the Corporation's financial statements and present the audited financial statements to the Board in advance of the Annual Meeting and subsequently to the Members at the Annual Meeting, and perform such other duties as may from time to time be established by the Board.
- 5.5 Delegation of Duties – With approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff of the Corporation.

- 5.6 Removal – An Officer may be removed by Special Resolution of the Board or by Ordinary Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.
- 5.7 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a Director to fill the vacancy for the remainder of the vacant position's term of office.

ARTICLE VI: COMMITTEES

- 6.1 Appointment of Committees – The Board may (i) form such Committees as it deems necessary for managing the affairs of the Corporation, (ii) appoint members of Committees or provide for the election of members of Committees, (iii) prescribe the duties of Committees, and (iv) delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.
- 6.2 Quorum – A quorum for any Committee will be a majority of its voting members.
- 6.3 Terms of Reference – The Board may establish the terms of reference and operating procedures for any Committee.
- 6.4 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy.
- 6.5 President Ex-officio – The President will be an ex-officio voting member of all Committees of the Corporation.
- 6.6 Removal – The Board may remove any member of any Committee.
- 6.7 Debts – No Committee will have the authority to incur debts in the name of the Corporation.
- 6.8 Meetings – Unless the Board determines otherwise, a Director shall chair all Committees.

ARTICLE VII: CONFLICT OF INTEREST

- 7.1 Conflict of Interest – In addition to compliance with the Corporation's Conflict of Interest Policy, 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 shall (i) comply with the Act and the Corporation's Conflict of Interest Policy regarding the potential conflict of interest, (ii) disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, (iii) refrain from voting or speaking in debate on such contract or transaction, and (iv) refrain from influencing the decision on such contract or transaction.

ARTICLE VIII: FINANCE AND MANAGEMENT

- 8.1 Fiscal Year – The fiscal year of the Corporation will be April 1st to March 31st, or such other period as the Board may from time to time determine.
- 8.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
- 8.3 Auditor – At each Annual Meeting, the Members will appoint, by Ordinary Resolution, an Auditor to audit the books, accounts and records of the Corporation in accordance with the Act. The Auditor will hold office until the next Annual Meeting. The Auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Directors.
- 8.4 Annual Financial Statements – The Corporation will send to the Members a copy of the annual financial statements and other documents referred to in the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.
- 8.5 Books and Records – The books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Corporation shall be available to any Member upon request and will be available to the Directors, 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.
- 8.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by as per the Level of Approval Policy approved by the Board. In addition, the Board may direct a manner in which any particular instrument or class of instruments may or will be signed.
- 8.7 Property – 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.
- 8.8 Borrowing - The Board may borrow money upon the credit of the Corporation, after ascertaining consent from the Members by way of Ordinary Resolution, as it deems necessary:
- a. from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - b. to limit or increase the amount to be borrowed;

- c. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
 - d. To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
- 8.9 Remuneration – With the exception of the staff of the Corporation, all Directors, Officers of the Board 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 him or her in the performance of his or her duties. Nothing herein contained will be construed to preclude any Director, Officer or member of a Committee from serving the Corporation in any other capacity and receiving compensation therefor if such Director, Officer or member of a Committee has complied with Section 7.1.

ARTICLE IX: AMENDMENT OF BY-LAWS

- 9.1 Directors Voting – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the By-law amendment or repeal to the Members at the next meeting of Members for confirmation, and the Members may by Ordinary Resolution approve or reject some or all of the Board's amendment. An amendment to or repeal of the By-laws is effective from the date of the respective Ordinary Resolution of the Directors. If the amendment or repeal of the By-laws is approved by the Members, it remains effective in the form in which it was confirmed; if amendment or repeal is rejected it shall thereupon cease to have effect.
- 9.2 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least twenty-one (21) days prior to the date of the meeting of the Members at which such amendments are to be considered.

ARTICLE X: FUNDAMENTAL CHANGES

- 10.1 Fundamental Changes – In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members is required in order to make the following fundamental changes to the By-laws or Articles of the Corporation:
- a. change the Corporation's name;
 - b. change the province in which the Corporation's registered office is situated;
 - c. add, change, or remove any restriction on the activities that the Corporation may carry on;
 - d. create a new class or group of Members;
 - e. change a condition required for being a Member;
 - f. change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;

- g. divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h. add, change, or remove a provision respecting the transfer of a membership;
- i. increase or decrease the number of, or the minimum or maximum number of, Directors;
- j. change the statement of the purpose of the Corporation;
- k. of any liabilities of the Corporation;
- l. change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m. change the method of voting by Members not in attendance at a meeting of Members; or
- n. add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE XI: NOTICE

- 11.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director, Officer, Member, member of a Committee or individual as the case may be.
- 11.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- 11.3 Error in Notice – No error or omission in giving notice of any meeting of the Board, the Members or any Committee, or the failure of any Director or Member or member of a Committee to receive notice, shall invalidate or make void any action taken or had at the applicable meeting.

ARTICLE XII: DISSOLUTION

- 12.1 Dissolution – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

ARTICLE XIII: STANDARD OF CARE / CONFIDENTIALITY

- 13.1 Standard of Care – Every Director and Officer, in exercising his or her powers and discharging his or her duties, shall:
 - a. act honestly and in good faith with a view to the best interests of the Corporation; and
 - b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 13.2 Confidentiality – Every Director, Officer, and employee of the Corporation and every member of a Committee shall respect the confidentiality of matters brought before the Board or any such Committee or coming to his or her attention in the course of his or her duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporation.

- 13.3 Consent to Act – Every Director, Officer and member of a Committee shall sign the Corporation's Consent to Act as a condition of being nominated or elected as a Director, Officer or member of a Committee.

ARTICLE XIV: INDEMNIFICATION

- 14.1 Will Indemnify – The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director, Officer, member of a Committee, their heirs, executors, and administrators from and against any and all claims, demands, actions, damages, expenses or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer or member of a Committee; provided that nothing in this Section 14.1 shall relieve any Director, Officer or member of a Committee from the duty to act in accordance with the Act or from liability for any breach of the Act.
- 14.2 Will Not Indemnify – The Corporation shall not indemnify a person under Section 14.1 unless (a) the person acted honestly and in good faith with a view to the best interests of the Corporation, and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the person's conduct was lawful.
- 14.3 Insurance – The Corporation shall, at all times, maintain in force such directors' and officers' liability insurance as may be approved by the Board and shall ensure such insurance also covers members of Committees.

ARTICLE XV: ADOPTION OF THESE BY-LAWS

- 15.1 Ratification and Amendment – These By-laws were ratified by the Members entitled to vote at a meeting of Members duly called and held on September 26, 2020.
- 15.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

**TRIATHLON CANADA
BY-LAW #2 – BOARD TRANSITION**

- 1.1 Board Transition – This By-law #2 will be enacted, and the following sections of the Corporation’s By-laws will be suspended until this By-law #2 is repealed:
- a) 4.9 – Election and Term
 - b) 4.11 – Terms
- 1.2 Current Board Composition – The current Board composition of the Corporation, prior to June 2020, allowed for eight (8) Directors which included the Athlete Director. As of May 2020, the Board consisted of the following:
- a) Four (4) Director positions with a term that expires in 2021 (“A” Directors – Les Pereira, Shawn Rempel, Brenda Eaton and Yan Therrien)
 - b) Three (3) Director positions with a term that expires in 2023 (“B” Directors – Althea Arsenault, Peter McCrory and Peter Kozik); and
 - c) The Athlete Director (Sarah-Anne Brault) position with a term that expires in 2021.
- 1.3 Elections and Expirations at Annual Meetings – The following elections and expirations will occur at the next five Annual Meetings of the Corporation:
- a) 2021 Meeting:
 - i. “A” Directors terms expire
 - ii. Two (2) Directors elected for a one-year term expiring in 2022 (“C” Directors)
 - iii. Two (2) Directors elected for a three-year term expiring in 2024 (“D” Directors)
 - iv. The Athlete Director elected for a four-year term
 - b) 2022 Meeting:
 - i. “C” Directors terms expire
 - ii. Two (2) Directors elected for a four-year term
 - c) 2023 Meeting:
 - i. “B” Directors terms expire
 - ii. Two (2) Directors elected for a four-year term
 - iii. One (1) Director elected for a two-year term
 - d) 2024 Meeting:
 - i. “D” Directors terms expire
 - ii. Two (2) Directors elected for a four-year term
 - e) 2025 Meeting:
 - i. The Athlete Director elected for a four-year term
 - ii. One (1) Director elected for a four-year term
- 1.4 Repeal of this By-law #2 – After the elections at the 2025 Annual Meeting, the Board transition period will have completed, and this By-law #2 should be repealed.