

SASKATCHEWAN TRIATHLON ASSOCIATION CORPORATION

Objects & Organization

GENERAL

1. DEFINITIONS

1.1 In these bylaws, the following definitions apply:

'Act' means the Non-profit Corporations Act, 1995.

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

'Association' means Saskatchewan Triathlon Association Corporation.

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

"Directors", "Board" and "Board of Directors" means any person elected or appointed to the Board of the Saskatchewan Triathlon Association. This includes the President

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

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

'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.

1.2 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:

To promote interest in and provide for the development of and the enhancement of the sport of Triathlon in the Province of Saskatchewan and for

the attainment of this purpose:

- (a) to raise and maintain funds and to apply and expend the income therefrom for the attainment of and carrying out of the activities of the association;
- (b) to regulate triathlon competition in the Province with a view to promoting sanctioned, safe events;
- (c) to set criteria for the selection to the Saskatchewan provincial representative teams;
- (d) to establish a provincial triathlon championship;
- (e) to provide guidance, information and assistance to the provincial triathlon members, zones and clubs in respect to these objects and in the development of programs for competitive and non-competitive triathletes.

3. MEMBERSHIP

3.1 Membership in the Association shall be limited to the following classes:

- (a) **Adult** - Any person who is eighteen (18) years of age or older may apply to the Board for an adult membership in the Association. Upon acceptance as a regular member an adult member shall be entitled to all privileges of membership.
- (b) **Minor** - Any person who is seventeen (17) years of age or younger may apply to the Board for minor membership in the Association. Upon acceptance as a minor member, the member is entitled to all privileges of membership except the right to vote at meetings of members or to be a Director.
- (c) **Family** - A family of two (2) or more may choose to apply for family membership. Communication articles will only be sent to the family address.
- (d) **Day of Race/Event** - A person may apply for Day of Race membership. These persons are entitled to all privileges of membership for the day of the race. This membership is designed for individuals participating in one-time team events, clinics or participants from out-of-province.

(e) **Honourary/Lifetime** – Honorary/Lifetime membership may be granted by the Board of Directors to individuals who, in the opinion of the Board, have distinguished himself or herself in the cause of the sport. Honourary members pay a discounted membership fee but are privileged with all other benefits.

4. SUSPENSION OF MEMBERS

4.1 If a Member has failed to pay his or her membership fees or has engaged in conduct injurious to the Association, the Board may:

(a) suspend, for a specified period of time not to exceed two (2) years, the Member's power to exercise its rights and privileges as a Member;

(b) expel the Member from the Association, if authorized by a vote of two-thirds (2/3) of the membership of the Association present at a general meeting duly convened for that purpose.

5. HEAD OFFICE

5.1 The Head Office of the Saskatchewan Triathlon Association Corporation is located in the City of Regina, Province of Saskatchewan. The location may be changed in accordance with the *Non-Profit Corporations Act*.

6. PROCEEDINGS AT MEETINGS

6.1 All meetings of the Association shall be run in accordance with Robert's Rules of Order Newly Revised, 11th ed.

7. BOARD OF DIRECTORS

7.1 The property and business of the Association shall be managed by a Board of eleven (11) Directors of whom two-thirds (2/3) shall constitute a quorum. The eleven (11) Directors shall consist of four (4) officers; the President, the Vice-President, the Treasurer and the Secretary-General, and a minimum of two (2) and a maximum of seven (7) Directors-at-large. Additionally, the immediate Past-President serves on the Board as an unelected and non-voting member.

Directors must be members in good standing with the Association, and must be at least eighteen (18) years of age with legal power to enter into a contract. A

Director may not be an employee of the Association.

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

(a) Four (4) officers of the Association:

President

Vice-President

Treasurer

Secretary-General

No officer may hold more than one (1) position on the board at any time.

An individual may only serve four (4) consecutive years in a particular officer position. An individual who has served four (4) consecutive years is not eligible for re-election to that position until the next election cycle has passed, however, the individual is eligible for election to any other officer position or Director position.

(b) The Directors-at-large shall be elected by the Members using an online ballot.

(c) Board members shall be elected for two (2) year terms. At the 2018 AGM the top six (6) nominees who receive the most votes will be elected to a two (2) year term. The nominees with the seventh (7) through (11) highest vote count will be elected to a one (1) year term. Subsequently, in odd numbered years the membership will elect five (5) Directors-at-large and in even numbered years the membership will elect six (6) Directors-at-large.

7.3 An individual must be nominated to the position of Director-at-large by a Member. Nominations open sixteen (16) days prior to the AGM and close seven (7) days prior to the AGM to accommodate the elections from the slate of candidates. All nominated candidates will have their name and biography posted on the Saskatchewan Triathlon Association website within twenty-four (24) hours of receipt.

7.4 Online balloting will open seven (7) days prior to the AGM and shall close at noon (Central Standard Time) on the day of the AGM.

7.5 Should there not be sufficient candidates to fill all of the Board vacancies by

close of nominations, the nominated candidates shall be acclaimed to the Board and the remaining Board vacancies can be filled by appointment by the Board of Directors.

7.6 The Board shall elect a President, a Vice-President, a Secretary-General and a Treasurer and any other officers it deems necessary from within its own membership. The election of the executive shall occur annually at the first meeting of the new board following the AGM.

7.7 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) if the Director becomes bankrupt or suspends payment with his creditors;

(d) on death;

(e) if at a Board of Directors meeting a resolution is passed by three-quarters (3/4) of the Directors present at the meeting that the Director be removed from office.

7.8 Should a vacancy of one (1) or two (2) Board members occur, these vacancies shall be filled by appointment by the Board. Such an appointee shall hold office for the remainder of the term. If there are three (3) or more vacancies at any time, a special meeting of Members will be called to fill the vacancies.

8. MEETINGS OF BOARD OF DIRECTORS

8.1 There shall be at least four (4) 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 of the meeting 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 at the meeting.

8.2 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.

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.

8.4 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:

8.5 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, 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

8.6 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.

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 to individuals, families and honorary 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 (1) 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, youth, special interest, communications, championship and selection events.

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.

11. GENERAL MEETINGS

11.1 The annual or any other general meeting of the Members shall be held at any place in Saskatchewan 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 report;
- (c) appoint an auditor for the following year;
- (d) announce the newly elected Board members;
- (e) transact other business properly brought before the meeting;
- (f) approve the affiliation and per capita fees for the upcoming season.

11.3 Individual persons who hold membership in either a Member or an Honourary member category 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 (4) Members.

12. NOTICE OF GENERAL MEETINGS

12.1 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, to their last known address. 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 email address of the Member, Director, or officer shall be the last address 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.

13. QUORUM

13.1. Six (6) Members present at a general meeting shall constitute a quorum.

14. VOTING OF MEMBERS

14.1 To be eligible to vote, unless waived by a two-thirds (2/3) 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 (2/3) of the vote recorded or unless otherwise required by the Act.

14.3 Members shall be entitled to vote as follows:

Individual One (1) Vote

Minor Zero (0) Vote

Honorary One (1) Vote

15. FINANCES

15.1 The financial year of the Association shall terminate on the Thirty-First (31) day of December each year, or at such date as the Board of Directors determines by resolution.

15.2 The membership fee consisting of the annual affiliation fee and per capita fee is due on First (1) day of September each year. The annual membership fee will be determined by the Board of Directors and approved at the Annual General Meeting.

16. COMMITTEES

16.1 The Board of Directors may create any committee to assist the Directors in carrying on the affairs of the Association.

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 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.

17. EXECUTIVE COMMITTEE

17.1 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.

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 (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 videoconference 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.

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 (2) Directors, at least one (1) of whom must also be an officer, and all contracts, documents and instruments in writing so signed 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.

19. BANKING

19.1 The Board of Directors or Executive Committee shall designate, by resolution, a minimum of two (2) 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.

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 (2/3) of the Members of an online vote or 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.

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.

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.

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.

24. INTERPRETATION

24.1 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.

25. Winding Up

25.1 Subject to Section 199(5), (6), of the Non-profit Corporations Act, on dissolution of the Corporation, its property and assets shall, after the payment of all liabilities be transferred to one (1) or more charitable corporations as may be decided by the Corporation in General Meeting.