

TRIATHLON BRITISH COLUMBIA - CONSTITUTION & BYLAWS

The registered name of this Society is 'TRIATHLON BRITISH COLUMBIA' with a Society number of S-20242.

OBJECTIVES

To function, as the Provincial governing body of the sport of triathlon, winter triathlon which includes ski, snowshoe, canoe and also duathlons of run, cycle and other multi-disciplined endurance events associated with our northern climate, and excluding the traditional decathlon, pentathlon, and ski/shoot biathlon which are part of existing Provincial Governing Bodies;

To promote, encourage, and develop the widest participation and the highest proficiency in triathlon, winter triathlon which includes ski, snowshoe, canoe and also duathlons of run, cycle and other multidiscipline endurance events associated with our northern climate, and excluding the traditional decathlon, pentathlon, and ski/shoot biathlon which are part of existing Provincial Governing Bodies;

To arrange and assist in the arrangement of courses of instruction for coaches, athletes, officials, other interested persons in matters concerning the sport:

To develop and enforce rules and regulations covering all aspects of the sport;

To develop, select, support and manage teams of Triathlon British Columbia (TriBC) athletes to represent B.C. effectively in National and International competition, and

To assist with the development of safety standards for the sport in B.C

BYLAWS

PART 1 - DEFINITIONS

1.1 In these by-laws unless the context otherwise requires:

- a) **Society** means The Triathlon British Columbia Society;
- b) **Club** means any affiliated Club within the Province of British Columbia that meets all the requirements of a Club as defined by Triathlon BC;
- c) **Directors** means the Directors of the Society for the time being;
- d) **Society Act** means the Society Act of the Province of British Columbia from the time in force and all amendments to it;
- e) **Registered Address** of the members means his address as recorded in the Register of Members;
- f) **Member in Good Standing** is a member who has paid membership dues as prescribed by the Society and is not subject to a disciplinary investigation or action of the Society.
- g) **Registered Member** means any person registered with the Society eligible for competition as an amateur under the rules of Triathlon Canada, and
- h) **Triathlon** means triathlon, winter triathlon which includes ski, snowshoe, canoe and also duathlons of run, cycle and other multi-disciplined endurance events associated with our northern climate, and excluding the traditional decathlon, pentathlon, and ski/shoot biathlon which are part of existing Provincial Governing Bodies.

1.2 The definitions in the Society Act on the date these by-laws became effective apply to these bylaws.

- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

PART 2 – MEMBERSHIP

- 2.1 a) Membership may be refused to any applicant who:
- i. Has been refused membership by an International Triathlon Union (ITU) affiliated governing body; country, province or territory. This includes, but is not limited to, an individual who has been suspended, expelled, is not in good standing, repeatedly demonstrates unsportsman-like conduct, who will bring disrepute to the Society or sport, or who, in the reasonable opinion of the Board of Directors, could potentially cause harm to any other members;
 - ii. is a race Director whose application for race sanctions has been denied by the International Triathlon Union (ITU), Triathlon Canada, or any of its affiliates.
 - iii. is currently under sanction by the Canadian Centre for Ethics in Sport (CCES), World Antidoping Agency (WADA), International Triathlon Union (ITU) or other affiliated organization for a violation of the Canadian Anti-Doping Program or WADA Code or any other anti-doping rule violation;
 - iv. any person who has been expelled by Triathlon BC or another Provincial Governing Body, Triathlon Canada or another National Governing Body or the International Triathlon Union for an unusual and/or violent act of unsportsman-like behaviour, extreme violation of the Competition Rules, Code of Conduct, or the By-Laws, or a similar serious offence which, in the reasonable opinion of the Board of Directors, merits expulsion.
- 2.2 There shall be 5 categories of membership in the Society:
- a) **Member Club** being any Club as defined herein which has applied for and been granted non-voting membership within the Society.
 - b) **Member Race Director** being any race Director who has applied for and been granted sanctioning for their event by the Society and holds full voting membership within the Society.
 - c) **Member Triathlete** being any person who has applied for and been granted voting membership in the Society.
 - d) **Honorary Life Member** upon the written recommendation of two (2) Directors, and upon a motion passed by at least two-thirds of the members of the board eligible to vote at a meeting of the board, a maximum of two (2) Honorary Life Memberships may be conferred by the board each calendar year upon a person who shall have rendered notable service to Triathlon British Columbia or who has otherwise brought great prestige to the sport of triathlon in British Columbia.
 - e) **Technical Member** being any person who supports Triathlon BC in a technical role (Technical Official, Technical Delegate) but who does not wish to compete. Technical members will be granted full voting membership in the Society but will not be insured as a competitor. Any technical member who also wishes to compete must apply as a Member Triathlete. Technical membership will be granted free of charge.
- 2.3 Membership in the Society is not transferable.
- 2.4 Every member shall uphold the Constitution and comply with these by-laws.
- 2.5 Membership fees in the Society shall be determined from time to time by members at a general meeting, upon recommendation from the board.
- 2.6 Members will normally be permanent residents of the Province of British Columbia.

PART 3 - SUSPENSION OF MEMBERS

3.1 The conditions under which membership in the Society ceases:

- a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
- b) on his death, or in the case of a club, on dissolution;
- c) on being expelled, or
- d) on having been a member not in good-standing for thirty (30) days.

3.2 a) The Directors shall have the power by vote of two-thirds (2/3) of those present at a duly convened meeting to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming, or in conflict with the interest or reputation of the Society or who willfully commits a breach of Constitution, By-laws, or Rules and Regulations of the Society.

- i. No member shall be expelled or suspended as aforesaid without being notified of the charge or complaint against him or without having first been given the opportunity to be heard by the Directors at a meeting of the said Directors called for that purpose.
 - ii. Notice of intention to suspend or expel a member, setting forth the reasons for such intended suspension and fixing the time and place for the meeting at which the resolution to suspend shall be heard by the Directors shall be sent to the last known address of such member not less than fourteen (14) days prior the meeting.
 - iii. Notice of the Directors shall be conclusively deemed to have been properly given if mailed to the last known address of such member at least fourteen (14) days prior the meeting.
- b) A suspended or expelled member may appeal his suspension by giving written notice of intention to appeal to the Secretary of the Society setting out in such notice the grounds for his appeal. The Secretary shall give notice to the subject member and the Directors fixing a date for the appeal hearing not more than thirty (30) days after receipt of such notice by the expelled or suspended member. The time period may be abridged by mutual consent. An ad-hoc appeals committee will be formed consisting of three (3) Members in Good Standing of the Society, one of whom will be selected by the suspended or expelled member, one of whom will be selected by the Chair of the Society, and one of whom will be selected by mutual agreement between the subject member and the Chair. The committee shall hold the appeal hearing and by majority vote determine whether the sanctions are appropriate. The decision of the appeals committee will be binding.
- c) Nothing in this Part prevents the Board from adopting an independent dispute resolution process to adjudicate on all matters relating to the suspension or termination of membership provided that the adoption of the independent process is done at a Board meeting in advance of any complaint and that any complaints then underway must not follow the independent dispute resolution process except with the unanimous agreement of the parties.

PART 4 - ZONES

- 4.1 The Society recognizes the provincial zones of British Columbia as determined by the BC Games Society, Recreation and Sports Branch and the Province of B.C., for the organization and development of triathlon in B.C.

PART 5 - GOVERNMENT OF SOCIETY

- 5.1
- a) The Provincial Governing Body (Society) shall receive its direction under the guidance of its members at the Annual General Meeting.
 - b) The Society shall follow the provisions and guidelines of the Society Act.
 - c) The affairs of Triathlon BC shall be conducted so as to promote the purposes of the Society and the Society shall not carry on its activities for the purpose of the personal financial gain of its members. The provisions of this paragraph are unalterable.
 - d) All meetings of the Society will govern itself according to the parliamentary procedures as laid out in *Roberts Rules of Order Revised*.

PART 6 - FINANCES

- 6.1
- a) The fiscal period of the Society shall terminate on March 31st of each year, or at such date as the Board, by resolution, determines.
 - b) The remuneration paid to every officer, employee, or agent shall be clearly and identifiably reported in the financial statements.
 - c) The financial statements shall be approved by the Board of Directors, and the approval shall be evidenced at the foot of the balance sheet by the signature of two of the Directors.
- 6.2 The annual membership fee will be due January 1st of each year, in the amount as voted on by the membership.

PART 7 - ANNUAL GENERAL MEETING

- 7.1 The Annual General Meeting shall be held once every calendar year and not more than 15 months after the adjournment of the previous Annual General Meeting.
- 7.2 The Annual General Meeting will:
- a) hear and receive reports and statements as required by the Society Act;
 - b) approve a financial report;
 - c) hold election of Directors;
 - d) appoint an auditor or instruct the Board to appoint no less than 2 Directors and the Executive Director or 3 Directors to act as members of the financial committee, and
 - e) transact any other business properly brought before the meeting.

PART 8 - SPECIAL GENERAL MEETING

- 8.1 The Board of Directors may call a special general meeting of members for the transaction of any business, the nature of which is specified in the notice calling the meeting.
- 8.2 A special meeting shall be called upon written request by 10% or more registered members provided such requests:
- a) States the purpose or the special meeting;
 - b) be signed by those members requesting the meeting, and

- c) be delivered or sent by registered mail to the address of the Society.

PART 9 - NOTICE OF MEETING

- 9.1 Notice of time, place and date of general or special meetings shall be given at least fourteen (14) days prior to the meeting date. This notice may be given by electronic mail, and electronic bulletin board, and another electronic medium accessible by all members or by mail. The general nature of the business to be conducted at the meeting shall also be contained in the notice.

PART 10 - QUORUM

- 10.1
- a) A quorum exists when there are present twenty (20) or more members as referred to in these by-laws.
 - b) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
 - c) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 10.2 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall proceed with the members in attendance. Forthwith after the meeting, the minutes of the meeting shall be posted on the Triathlon British Columbia website. If thirty (30) days after such posting, a written request for a special meeting seeking to rescind business passed at the meeting has not been received by the Society, then all business transacted at the meeting shall be deemed to have been lawfully passed.

PART 11 - VOTING

- 11.1
- a) Each registered member in good standing, as recorded in the membership registry thirty (30) days prior to the meeting shall be entitled to attend and speak at all general meetings of the Society and shall be entitled to one (1) vote on any question put to a vote at such general meeting.
 - b) At all meetings of the members of the Society, every question shall be determined by a majority vote, except constitutional changes which require 75% of the votes recorded or unless otherwise required by the Society Act.
 - c) Voting may be by show of hands or secret ballot at the discretion of the chair; except that the voting for Directors and officers shall always be conducted by secret ballot.
 - i. At all general meetings of the society, each regular member of the society shall have one vote: and in the absence of any such member at any general meeting of the society, such member may, by proxy in writing, appoint such other member as approved by the registered owner(s) who is present at such meeting to vote in the place of such absent member. No person shall act as a proxy for more than one (1) active member.

The proxy shall be delivered to the Secretary, of the Society, or their designate, before the announced starting time of the meeting at which the person named in the proxy proposes to vote, and in default the instrument of proxy shall not be treated as valid.

At all meetings of the society, every question shall be decided by a majority of the votes of the members present in person or represented by proxy, unless otherwise required by the Bylaws of the Society, or by law.

An instrument appointing a proxy may be in the following form, or in any other form that the Directors shall approve:

<p>"I, _____, of _____, in the Province of British Columbia, hereby appoint</p> <p>_____, of _____, as my proxy to vote for me and on</p> <p>my behalf at the _____ General Meeting of Triathlon BC, to be held on the ____ day of</p> <p>_____, 20____, and at any adjournment thereof.</p> <p>Signed at _____ this _____ day of _____, 20_____.</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">Signature Membership Number</p>	
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- d) Prior to the general meeting the Secretary of the Society shall be notified in writing of the names of the registered members.

PART 12 - ELECTION OF OFFICERS

12.1 a) The following officers of the Society shall be elected for two year terms:

- (i) The Chair of the Society;
- (ii) The Treasurer; and
- (iii) The Secretary.

b) The following officers of the Society shall be elected for two year terms:

- (i) six (6) Directors

Each Director shall hold office until the second annual general meeting after election to office.

12.2 a) Separate elections shall be held for each table officer, a majority elects.

b) The Directors positions will be filled by members voting for one (1) only, or combination of required names in the election of several positions, or none at all. The nominee with the greatest number of votes are elected until the last available position is filled.

c) Every Director shall be eighteen (18) or more years of age, and shall not be an undischarged bankrupt nor be of unsound mind as so found by a court of competent jurisdiction in Canada or elsewhere.

d) The Chair shall have served at least one year previously on the Board, in any position.

12.3 No person shall be eligible to serve as a Director unless s/he is a member in good standing, as recorded in the membership registry thirty (30) days prior to the meeting.

12.4 No person shall be eligible to serve as a Director unless s/he is a resident of British Columbia.

PART 13 – BOARD OF DIRECTORS

- 13.1 Unless otherwise decided by the general meeting, the Board of Directors shall consist of:
- a) The Chair of the Society;
 - b) The Treasurer;
 - c) Secretary, and
 - d) Elected Board Representatives

PART 14 - DUTIES OF THE BOARD OF DIRECTORS

- 14.1 The duties of the Board of Directors are:
- a) To perform the functions and directions of the general meeting between general meetings.
 - b) To supervise and exercise guidance over the work of standing committees;
 - c) To make rules and regulations as they deem necessary to facilitate the functioning of the Society, subject to the approval of the members at the next following general meeting, and such rules and regulations are binding on the members and those participating in the Society's programs, and
 - d) No rule made by the Society in a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 14.2 If a vacancy in the Directors occurs:
- a) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors. That vacancy may be filled by election at the next special meeting, or
 - b) A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- 14.3 A Director shall cease to hold office in the event:
- a) The person resigns his office by delivering a written resignation to the secretary of the Society;
 - b) The person's current membership with the Society expires and he fails to renew the same;
 - c) The person becomes ill and so is unable to fulfill his duties;
 - d) If at a special general meeting of the members a resolution is passed by three-quarters (75%) of the members represented at the meeting that he is removed from office, at which time a successor to complete the term of office may be elected, and
 - e) On death.

PART 15 - PROCEEDINGS OF DIRECTORS

- 15.1
- a) Meetings of the Board of Directors shall be held at least quarterly, and may be convened by the Chair at any time or place.
 - b) The quorum necessary for the transaction of business at any Directors meeting shall not be less than five (5).
 - c) The Chair may be chairperson of all meetings of the Board of Directors; but if at any meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting, the Directors may choose one of their Board members to be chairperson at that meeting.
 - d) Directors may at any time request a meeting of the Board, and the Secretary, upon receipt in writing of such a request, shall convene a meeting of the Directors.
- 15.2
- a) The Directors may carry out their functions through committees. Such committees shall have a liaison Director on the committee and on behalf of the committee, report back to the Board of the Directors for ratification, information, or decision.
 - b) Committee members shall be members of the Society and other than the liaison Director may be selected from the membership at large at the discretion of the Board.

- c) Any committee formed by the Board of Directors shall conform to any rules that may from time to time be imposed on it by the Directors.

PART 16 - DUTIES OF THE OFFICERS

16.1 Chair: Shall be ex-officio member of all committees. When present, may preside at all meetings of the Society and of the Board of Directors. The Chair is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.

16.2 A member of the Board will carry out the duties of the Chair during his absence.

16.3 Treasurer: The Treasurer will present an accounting whenever requested by the board and will prepare a statement of financial position of the Society, as required by the Society Act, for the Annual General Meeting. A copy of the statement of financial position will be submitted to the Secretary for inclusion in the records of the Society.

16.4 Secretary: The Secretary shall record the minutes and keep them in a book, to maintain current, accurate copies of all organizational documents, and to make the minutes and organizational documents available to members at reasonable times and places.

PART 17 - BANKING

17.1 The Board shall designate, by resolution, a minimum of two (2) officers, with a choice between three (3), authorized to transact the banking business of the Society, or any part thereof, that the Board has designated as the Society'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.

PART 18 - BORROWING

18.1 The Society shall be empowered to borrow money and for this purpose to execute and deliver notes, bills of exchange, and to give security upon any of its assets, PROVIDED HOWEVER that such borrowing powers of the Society shall be exercised only upon special resolution at an extraordinary general meeting of the Society called for that purpose and such resolution shall specify the purpose of the borrowing and shall limit the amount of funds to be borrowed and the terms thereof.

PART 19 - AMENDMENT OF THE CONSTITUTION AND BYLAWS

19.1 The Constitution and Bylaws of the Society may be amended, enacted, or repealed by the Board of Directors, and sanctioned by at least 75% of the votes cast at a meeting of members duly called.

PART 20 - DISSOLUTION

20.1 In the event that Triathlon BC should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall, within one year, be turned over to another organization(s) promoting the same purposes of Triathlon BC or to a recognized charitable organization in the Province or elsewhere in Canada, as directed by the members. This clause with respect to dissolution shall be unalterable.