


T.K. SPARKS

TRIATHLON BRITISH COLUMBIA - CONSTITUTION & BYLAWS

CONSTITUTION

- 1.) The reserved name of the Society shall be 'Triathlon BC' The Society number is S-20242.
- 2.) The purposes of the Society shall be:
 - A. To manage and develop multisport for competition and sport in British Columbia
 - B. To promote the development of, and conduct programs for:
 - i. Continuous multisport competition, which includes: 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;
 - ii. Other activities that relate to the development and growth of multisport in British Columbia.
 - C. To represent British Columbia and, where applicable, administer the directives of Triathlon Canada, the national sport organization that officially represents Canada in the world triathlon organization, known as the International Triathlon Union (ITU).
 - D. to work co-operatively with other community groups, agencies, and organizations (public, private, and professional) having similar objectives and which in any way contribute to the aims of the Society;
 - E. to seek support and assistance from all persons and organizations interested in the promotion and development of the aims consistent with the objectives of the Society as outlined in 2(a) and (b);
 - F. to make, maintain and consider rules consistent with those set out by recognized national and international governing bodies for the governance of multisport within British Columbia; and
 - G. To raise, use, invest and reinvest money to support the activities of the Society, provided however, that no property, funds or income of the society shall inure to the private profit of any employee, member, club or person.

BYLAWS

Purpose – These by-laws relate to the general conduct of the affairs of Triathlon BC.

PART 1 - DEFINITIONS

1.1 The following terms have these meanings in these by-laws:

- A. **Act** – the *Society Act* of British Columbia from time to time in force and all amendments to it.
- B. **Board** – the persons elected or appointed as directors from time to time to manage or supervise the management of the affairs of the Society.
- C. **Chair** – the Chair of the Board;
- D. **Society** - The Triathlon British Columbia Society;
- E. **Club** - Any affiliated Club within the Province of British Columbia that meets all the requirements of a Club as defined by Triathlon BC;
 - (i) is registered and in good standing with the Society;
 - (iii) consists a minimum number of Members; and
 - (iii) May or may not be registered as a society under the Act.
- F. **Directors** - the Directors of the Society for the time of their elected term;
- G. **Registered Address of the Members** - The member address as recorded in the Register of Members;
- H. **Member in Good Standing** - 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.
- I. **Registered Member** - any person registered with the Society eligible for competition as an amateur under the rules of Triathlon Canada, and
- J. **Triathlon** - triathlon, winter triathlon which includes ski, snowshoe, canoe and also duathlons of run, cycle and other continuous 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.
- K. **Ordinary Resolution** – a resolution passed by a simple majority of the votes cast on that resolution by those who are entitled to vote therein.
- L. **Special Resolution** – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- M. **Registered Office** – The registered office of the Society will be located within the Province of British Columbia.

1.2 Ruling on By-laws: Except as provided in the Act, the Board will 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 of the Society.

1.3 Conduct of Meetings: Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.4 Interpretation: Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

PART 2 – MEMBERSHIP

2.1 Admission of Members – No individual will be admitted as a Member of the Society unless:

- A. The candidate member has made an application for membership in a manner prescribed by the Society;
- B. the candidate member has paid dues as prescribed by the Board;
- C. the candidate member agrees to uphold and comply with the Society's By-laws, policies, procedures, rules and regulations; and
- D. the candidate member meets any other condition of membership determined by the Board

2.2 Membership may be refused to any applicant who:

- A. 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;
- B. 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.
- C. 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;
- D. 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.

2.3 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 Athlete** 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 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 athlete. Technical membership will be granted free of charge.

2.3 Membership in the Society is not transferable.

2.4 Membership Dues and Duration:

- A. *Year* – unless determined by the Board, the membership year of the Society will be from January 1st until December 31st of the calendar year;
- B. *Dues* – membership dues will be determined annually by the Board and ratified by the Members at a General Meeting;
- C. *Duration* – membership duration is accorded on an annual basis and the Members will reapply for membership annually.

2.5 Member in Good Standing: A Member will be in good standing provided that the Member:

- A. Has not ceased to be a Member;
- B. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- C. Has completed and remitted all documents as required by the Society;
- D. Has complied with the By-laws, policies, and rules of the Society;
- E. Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.

2.6 Cease to be in Good Standing: Members that cease to be in good standing, as determined by the Board or a disciplinary panel, will not be entitled to vote at meetings of the 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.

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.
- E. Dues Payable – Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

3.2 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.
- A. 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.
 - B. 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 The Provincial Governing Body (Society) shall receive its direction under the guidance of its members at the Annual General Meeting:

- A. The Society shall follow the provisions and guidelines of the (BC) Societies Act.

- B. 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.
- C. All meetings of the Society will govern itself according to the parliamentary procedures as laid out in *Roberts Rules of Order Revised (current edition)*.

PART 6 - FINANCES

6.1 The fiscal period of the Society shall terminate on December 31st of each year, or at such date as the Board, by resolution, determines:

- i. The remuneration paid, in excess of \$75,000, to every officer, employee, or agent, shall be clearly and identifiably reported in the financial statements.
- ii. 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 - MEETING OF THE MEMBERS

7.1 Annual General Meeting: The Society will hold meetings of Members at such date, time and place as determined by the Board within the Province of British Columbia. The Annual General Meeting will be held within the calendar year, and within 12 months of the fiscal year end.

7.2 Extraordinary General Meeting: An Extraordinary General Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

7.3 Participation/Holding by Electronic Means: Where technology allows, and is approved by the Board, any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. The Society shall use commercially reasonable efforts to make such means available. A person so participating in a meeting is deemed to be present at the meeting.

7.4 Chair: The Chair of the Society, or in the Chair's absence, a Director, shall preside as Chair of all Member meetings; however, if at any Member meeting the Chair or any Director is not present and willing to act as Chair of the meeting within thirty (30) minutes after the time appointed for the meeting, it shall stand adjourned to the same day in the next week, at the same time and place, as if quorum was not present. If a person presiding as Chair of a meeting wants to step down as Chair for all or part of that meeting, that person may designate an alternate, preferably a Director, to Chair such meeting or portion thereof, upon receiving the consent of a majority of the Members present at the meeting.

7.5 Adjournment: The Chair of any general meeting may with the consent of a majority of the Members present at the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment takes place.

7.6 Agenda: The agenda for the Annual General Meeting will at a minimum include:

- A. Call to order;
- B. Establishment of quorum;
- C. Approval of the agenda;
- D. Approval of minutes of the previous Annual General Meeting;
- E. Receive and consider financial statements of the Society, together with the report of Auditors thereon;
- F. Appointment of Auditors;
- G. Approval of membership dues and related fees;
- H. Additional business as specified in the meeting notice;
- I. Election of any vacant Director positions; and
- J. Adjournment.

7.7 Scrutineers: At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes of Members are properly cast and counted.

7.8 Adjournments: With the majority consent of the Members present and quorum ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

7.9 Attendance: The only persons entitled to attend a meeting of the Members are the Members, Directors, Officers and the auditors of the Society. Others who are entitled or required under any provision of the Act or these by-laws to be present at the meeting may attend but do not have the right to vote on any matter. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

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.

9.2 Error or Omission in Giving Notice: No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

PART 10 - QUORUM

10.1 A quorum exists when there are present twenty (20) or more members, in person or by proxy, as referred to in these by-laws.

- i. No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- ii. 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.
- D. 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.

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 – PLEASE SEE APPENDIX 1

12.1 Eligibility – To be eligible for election as an Officer, an individual must:

- A. Be eighteen (18) years of age or older;
- B. Be a Member of the Society;
- C. Have the power under law to contract;
- D. Have not been declared incapable by a court in Canada or in another country;
- E. Not be an undischarged bankrupt; and
- F. Not been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud.

12.2 Call for Nominations – The ‘Call for Nominations’ will state the method with which nominations are to be made, the requirements for the position, and the deadline for submission. No nominations will be accepted on a date that is fourteen (14) days prior to the annual general meeting (or as determined by the Board).

12.3 A. The following officers of the Society shall be elected for two (2) 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 (2) year terms:

- (i) six (6) Directors

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

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

12.5 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.

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

12.7 Terms: Each Director will serve terms of two (2) years, to a maximum of four (4) consecutive terms, and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from office by special resolution or vacate their office.

12.8 Vacancy: Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors as defined under article 15.1 (a) [five], the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual General Meeting. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual General Meeting.

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. Six (6) 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 Meetings of the Board of Directors shall be held at least quarterly, and may be convened by the Chair at any time or place.

- A. The quorum necessary for the transaction of business at any Directors meeting shall not be less than five (5).
- B. 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.
- C. 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 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.

- A. 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.
- B. 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 Standard of Care – Every Director will:

- A. Act honestly and in good faith with a view to the best interests of the Society; and exercise the care, diligence and skill that a reasonably prudent person would
- B. Exercise in comparable circumstances.

16.2 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.

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

16.4 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.

16.5 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.

16.6 Powers of the Society – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

Empowered – The Board is empowered, including but not limited to:

- A. Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;
- B. Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members, in accordance with such policies and procedures;
- C. Make policies and procedures relating to the management of disputes within the Society 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 Society;
- E. Determine registration procedures, recommend membership dues, and determine other registration requirements;

- F. Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
- G. Make expenditures for the purpose of furthering the objects and purposes of the Society; borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- H. Perform any other duties from time to time as may be in the best interests of the Society.

PART 17 – BANKING & FINANCE

17.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be from January 1st until December 31st.

7.2 Bank - The banking business of the Society will be conducted at such financial institution as the Board may determine.

17.3 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.

17.4 Annual Financial Review – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society of the last fiscal year of the Society but not more than six (6) months before the Annual General Meeting and present the approved financial statements before the Members at every Annual General Meeting. A copy of the Annual Financial Review will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual General Meeting. The Financial Statements will include:

- A. The financial statements;
- B. The auditor's report; and
- C. Any further information respecting the financial position of the Society.

Audit Requirements – The financial statements of the Society will be presented annually to the members at the Annual General Meeting in accordance with the Act.

Books and Records - The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept.

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 – INDEMNIFICATION

20.1 Will Indemnify - The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

20.2 Will Not Indemnify - The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:

- A. The individual acted honestly and in good faith with a view to the best interests of the Society; and;
- B. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

20.3 Insurance - The Society will, at all times, maintain in force such Directors and Officers liability insurance.

PART 21 - DISSOLUTION

21.1 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.

21.2 The Society may be dissolved in accordance with the Act.

21.3 Assets - Upon the dissolution of the Society, any funds or assets remaining after paying all debts will be distributed to clubs or organizations supporting or promoting the purposes of the Society.

PART 22 - ADOPTION OF THESE BY-LAWS

22.1 Ratification – These By-laws were ratified by a Resolution vote of the Members of the Society at the Annual General Meeting held on September 24th, 2017.

22.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

APPENDIX 1 - ELECTION OF OFFICERS

TEMPORARY BYLAW AMENDMENT – BOARD TRANSITION

1.1 Board Transition – This Bylaw #1 will be enacted, and the following parts of the Society's Bylaws will be suspended for one year, effective October 1, 2022 through to October 1, 2023:

- a) 12.3B – six (6) directors shall be elected for two (2) year terms, and shall hold office until the second annual general meeting after election to office; and
- b) 12.7 – each director will serve terms of two (2) years, to a maximum of four (4) consecutive terms.

The suspension of these parts of the Society's Bylaws will end immediately prior to the 2023 Annual General Meeting, at which time Bylaw #1 will be repealed.

1.2 Current Board Composition – The current Board composition of the Society is three (3) executive officers (Chair, Treasurer and Secretary) and six (6) directors. As of August 2022, the Board consisted of the following:

- a) six (6) positions with a term that expires in 2022:
 - i. two (2) officers: Stewart Scott (Treasurer) and Keith Iwasaki (Secretary); and ;
 - ii. four (4) directors: Troyce Beglaw, Michael Brown, Andrea Damiani and Murray McCutcheon; and;
- b) three (3) positions with a term that expires in 2023:
 - i. one (1) officer: Larry Feagan (Chair); and
 - ii. two (2) directors: Jody Deane and Susie Ernsting.

1.3 Elections and Expirations at Annual Meetings – The following elections and expirations will occur at the next two annual general meetings of the Society:

- a) 2022 meeting:
 - i. terms expire for six (6) positions listed at 1.2(a) above;
 - ii. two (2) officers (Treasurer and Secretary) elected for a two (2) year term;
 - iii. three (3) directors elected for a two (2) year terms; and
 - iv. one (1) director elected for a one (1) year term.
- b) 2023 Annual General Meeting, after this Bylaw is repealed:
 - i. terms expire for four (4) positions listed at 1.2(b) and 1.3(a)(iv) above;
 - ii. one (1) officer (Chair) elected for a two (2) year term; and
 - iii. three (3) directors elected for a two (2) year term.

1.4 Automatic repeal of this Bylaw #1 – After the one-year term is served by one Member at Large following the 2022 annual general meeting, the Board transition period will have completed, and this Bylaw #1 is repealed immediately prior to the 2023 Annual General Meeting.