

**BY-LAW NO. 1**

A By-law relating generally to the

Conduct of the Affairs of

**THE NEWFOUNDLAND AND  
LABRADOR TRIATHLON ASSOCIATION INC.**

**BE IT ENACTED AND IT IS HEREBY ENACTED** as a by-law of The Newfoundland and Labrador Triathlon Association Inc. (the "Society"), as follows:

**DEFINITIONS**

1. In this by-law and all other by-laws of the Society, unless the context otherwise specifies or requires:
  - (a) "Act" means the *Corporations Act*, Revised Statutes of Newfoundland and Labrador, 1990, C-36, as from time to time amended, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any references in the by-laws of the Society shall be read as referring to the amended or substituted provisions therefore;
  - (b) "by-law" means any by-laws of the Society from time to time in force and effect;
  - (c) all terms contained in the by-laws which are defined in the *Act* shall have the meanings given to such terms in the *Act*;
  - (d) words importing the singular number only shall include the plural and vice versa; and
  - (e) the headings 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 thereof or to be deemed in any way to clarify, modify or explain to the effect of any such terms or provisions.

## MEMBERSHIP

2. **Membership.** Membership in the Society shall be divided into two classes, namely, honorary life membership and regular membership. Honorary life members and regular members are hereinafter referred to as “members”.
3. **Regular Membership.** Any individual may be admitted to regular membership in the Society from time to time by resolution of the directors.
4. **Honorary Life Members.** Any individual may be admitted to honorary life membership in the Society from time to time by resolution of the directors. All honorary life members shall be exempt from any requirement to pay annual dues or fees.
5. **Fees.** The board of directors may from time to time fix annual dues or fees payable by the members or any specific category of members. The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Society, but any such members may on payment of all unpaid dues or fees be reinstated as members by the directors.
6. **Resignation from Membership.** Any member may resign from membership in the Society upon notice in writing thereof received by the Secretary of the Society.
7. **Amendment.** Sections 3 and 4 of this by-law shall not be amended, repealed or rescinded except by a resolution confirmed by a least two-thirds of the votes cast at a special general meeting of the Society duly called for that purpose.

## MEETINGS OF MEMBERS

8. **Annual Meetings.** The annual meeting of the members required by section 217 of the *Act* shall be held at any place within Newfoundland and Labrador, on such day in each year and at such time as the directors may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Society for the previous year, a financial statement of the Society and the auditor’s report thereon, should there be one, as required by the *Act*, and such other information or reports relating to the Society’s affairs as the directors may determine.
9. **Special General Meetings.** Other meetings of the members (to be known as “special general meetings”) may be convened by order of the President or Vice-President or by the board of directors to be held at any date and time and at any place within Newfoundland and Labrador. The board of directors shall call a special general meeting of members on written requisition of not less than 25 regular members in good standing.
10. **Notice.** Notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given, by electronic means (email, social, and/or newsletter) or in writing, to each member and to the auditors of the Society at least 21 days before the date of every meeting. 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.

11. **Omission of Notice.** The non-receipt of any notice by any member or members or by the auditor of the Society shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
12. **Voting.** Each regular member in good standing resident of Newfoundland and Labrador and each honorary life member shall be entitled to one vote at any meeting of members. Unless the *Act* or these by-laws otherwise provide, every question submitted to any meeting of members shall be decided in the first instance by a majority of votes given on a show of hands and in case of any equality of votes, both on a show of hands and at a poll, the chairman shall not be entitled to vote to break a tie. At any meeting, unless a poll is demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
13. **Chairperson.** In the absence of the President and Vice-President, the members present shall choose another director as chairman and, if no director is present or, if all the directors present decline to act as chairman, the members present shall choose one of the members present to be chairman.
14. **Polls.** If at any meeting a poll is taken on the election of a chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of directors, it shall be taken in such manner and either at once or after adjournment as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
15. **Adjournments.** The chairman may, with the consent of any meeting, adjourn the same from time to time to a fixed time and place within Newfoundland and Labrador and no notice of the time and place for the holdings of the adjourned meeting need be given to the members. 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.
16. **Quorum.** The presence of 2 members shall be a quorum of any meeting of members for the choice of a chairman and the adjournment of the meeting; for all other purposes the presence of 10 of the regular members in good standing shall be necessary to constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

## DIRECTORS

17. **Number and Powers.** The affairs of the Society shall be managed by a board of directors consisting of not fewer than 5 directors and not more than 15 directors. The directors may exercise all such powers and do all such acts and things as may be exercised or done by

the Society and are not by the by-laws of the Society or by statute expressly directed or required to be done by the Society at a meeting of members.

18. ***Qualifications of Directors.*** Every director shall be 19 or more years of age and, subject to the provisions of section 172 of the *Act*, shall, at the time of their election or within 10 days thereafter and throughout the term of their office, be a member of the Society.
19. ***Election of Directors and Term of Office.*** The directors' term of office shall be from the date of the meeting at which they are elected or appointed until the annual meeting of members next following or until their successors are elected or appointed.

Directors shall be elected by the members in good standing at a general meeting on a show of hands unless a poll is demanded and, if a poll is demanded, such election shall be by ballot. Retiring directors shall be eligible for re-election to the board of directors if otherwise qualified and retiring directors shall continue in office until their successors shall have been duly elected or appointed.

From time to time in the event of any vacancy however caused occurring in the board of directors (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors of the Society if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of members or at a special general meeting of members held prior to such annual meeting and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

20. ***Vacation of Office.*** The office of a director of the Society shall become vacated:
- (a) if a director becomes bankrupt or a receiving order is made against the director or the director makes an assignment under the *Bankruptcy and Insolvency Act* (Canada) or any statute that may be substituted therefor;
  - (b) if an order is made declaring the director to be a mentally incompetent person or incapable of managing the director's own affairs;
  - (c) if the director is convicted of any criminal offence;
  - (d) if by notice in writing to the Secretary of the Society the director resigns from the office of director and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
  - (e) if the director ceases to be a member.
21. ***Removal of Directors.*** The members of the Society may, by resolution passed by a least two-thirds of the votes cast at a special general meeting of members in respect of which notice specifying the intention to pass such a resolution has been given to all members,

remove any director before the expiration of the director's term of office and may, by a majority of the votes cast at such meeting, elect any member for the remainder of the term.

22. **Remuneration of Directors.** The directors shall serve 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 in the performance of the duties of a director.

### MEETINGS OF DIRECTORS

23. **Place of Meetings.** Meetings of the board of directors may be held either at the registered office of the Society or at any other place within Newfoundland and Labrador.
24. **Notice.** A meeting of directors may be convened at any time by the President or Vice-President or any 2 directors. The Secretary, by direction of the President or Vice-President or any 2 directors, shall convene a meeting of directors. The directors may from time to time by resolution determine to hold regular meetings of the directors and shall by such resolution fix the dates or times of such regular meetings; so long as any such resolution is in effect the Secretary of the Society shall convene such regular meetings by notice given in the manner hereinafter referred to.

Notice of any meeting of directors stating the day, hour and place of meeting shall be given to each director at least 2 business days before the meeting is to take place, provided always that meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director and such waiver may be validly given either before or after the meeting to which such waiver relates.

For the first meeting of the board of directors to be held immediately following the election of directors at an annual or special general meeting of the members or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

25. **Quorum and Voting.** A majority of directors shall constitute a quorum for the transaction of business. Questions arising at any meeting of director shall be decided by a majority of votes. The chairman of the meeting shall not have a tie-breaking vote. In the event of an equal number of votes for and against a motion such motion shall be deemed not to have been passed.
- 26.\* **Participation by Way of Technical Means.** A director may participate in a meeting of the Board of Directors by way of technical means which enables them to communicate well

with the other directors. In such a case, the director shall be deemed to have attended the meeting. A meeting of directors may be held via teleconference, web conference, or video conference.

- 27.\* ***Resolution in Writing.*** A resolution in writing, signed by all of the directors entitled to vote on that resolution at a meeting of directors, is as valid as if it had been passed at a meeting of directors. A resolution distributed via email or similar technical means, to which all directors entitled to vote on that resolution at a meeting of directors have responded approving the resolution, is as valid as if it had been passed at a meeting of directors.

### **CONFLICTS OF INTEREST**

28. Any member or director who has an interest in, or who has an interest in a commercial enterprise which has an interest in, a contract or proposed contract with the Society shall disclose the nature and extent of such interest at the meeting of the Society or the board at which time the same is first considered.
29. No members shall vote on any question before the Society and no director shall vote on any question before the board of directors upon the determination of which the director, any immediate relative or any commercial enterprise in which any of them has an interest, may derive any pecuniary or other material advantage.

### **INDEMNITIES TO DIRECTORS AND OTHERS**

30. Every director or officer of the Society or other person past or present who has undertaken or is about to undertake any liability on behalf of the Society and their heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless, out of the funds of the Society, from and against:
- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted for or in respect of any act, deed, matter or thing whatsoever made, done or permitted in or about the execution of the duties of office or in respect of any such liability; and
  - (b) all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by willful neglect or default; or which are illegal.

### **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

31. No director or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense suffered or incurred by the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the respective office or trust or in relation thereto unless the same shall happen by or through wrongful and willful act or through wrongful and willful neglect or default.

The directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the board of directors. If any director or officer of the Society shall be employed by or shall perform services for the Society otherwise than as director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Society, the fact of being a director or officer of the Society shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

## OFFICERS

32. ***Appointment.*** The board of directors shall annually or more often as may be required elect a President, Vice-President, Secretary, and Treasurer. The immediate past President shall be an ex-officio, non-voting, director of the Society. Any person may, in the discretion of the directors, hold one or more offices. The directors may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.
33. ***Remuneration and Removal of Officers.*** The directors may fix the remuneration (if any) to be paid to officers of the Society. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the board of directors at any time with or without cause.
34. ***Delegation of Duties of Officers.*** In case of the absence or inability to act of the President or any other officer of the Society or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

35. **President.** The President shall, when present, preside as chairman at all meetings of the board of directors and of members of the Society. The President shall be the chief executive officer of the Society and shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned by the board of directors.
36. **Vice-President.** The Vice-President shall be vested with all the powers and shall perform all duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall possess and may exercise such other powers and duties as may from time to time be assigned by the board of directors.
37. **Secretary.** The Secretary shall, when present, act as secretary of all meetings of directors and members, and shall have charge of the minute books of the Society and the documents and registers referred to in the *Act*. The Secretary shall perform all duties incident to the office or that are properly required by the board of directors.
38. **Treasurer.** The Treasurer shall collect all Society revenues and, subject to the provisions of any resolution of the board of directors, shall have the care and custody of all the funds and securities of the Society and shall deposit the same in the name of the Society in such bank or banks or with such depository or depositories as the board of directors may direct. The Treasurer shall keep or cause to be kept the books of account and accounting records required by the *Act*. The Treasurer shall perform all duties incident to the office or that are properly required by the board of directors. The Treasurer may be required to give such bonds for the faithful performance of the duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Society to receive any indemnity thereby provided.
39. **Vacancies.** If the office of the President, Vice-President, Treasurer, or Secretary shall be or become vacant by reason of death, resignation, disqualification, or otherwise, the directors may appoint an officer to fill such vacancy.
40. **General Manager.** The board of directors may from time to time appoint a General Manager and may delegate the full authority to manage and direct the business and affairs of the Society (except such matters and duties as by law must be transacted or performed by the board or by the members in general meeting) and to employ and discharge agents and employees of the Society or may delegate any lesser power. The General Manager shall conform to all lawful orders given by the board of directors of the Society and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Society. Any agent or employee appointed by a General Manager shall be subject to discharge by the board of directors.

### **CHEQUES, DRAFTS, NOTES, ETC.**

41. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Society, and in such manner as the board of directors may from time to time designate by resolution.



### **REGISTERED OFFICE**

42. The directors may from time to time by resolution fix the location of the registered office of the Society within Newfoundland and Labrador.

### **SEAL**

43. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Society. The seal shall be retained in the custody of the Secretary of the Society.



### **ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

44. The Board of Directors may from time to time, enact or pass by-laws not contrary to law and may repeal, amend or re-enact by-laws of the Society. However, every such by-law and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a special meeting of the members of the Society duly called for that purpose shall have effect only until the next annual meeting of the Society and in default of confirmation thereat shall, have and from that time only, cease to be in force.

### **AUDITORS**

45. The members may choose to dispense with the appointment of an auditor of the Society by resolution at each annual general meeting. Otherwise, the members shall, at each annual general meeting, appoint an auditor to audit the accounts of the Society to hold office until the next annual meeting of members provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

### **EXECUTION OF CONTRACTS, ETC.**

46. Contracts, documents or instruments in writing requiring the signature of the Society may be signed by the President, or the Vice-President together with the Secretary, or the Treasurer; and all contracts, documents or instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The board of directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Society either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Society may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the board of directors. The Secretary of the Society shall certify all documents issued by the Society.

### **FISCAL YEAR**

47. The fiscal year period of the Society shall terminate at such date as the directors may from time to time by resolution determine.

**WRITTEN RESOLUTIONS**

48. Subject to the Act, the articles of the Society or the by-laws, a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors. Such resolutions in writing satisfy all the requirements of the letters patent and by-laws relating to meetings of directors.

**DATED** at St. John's, in the Province of Newfoundland and Labrador, Canada, this 16<sup>th</sup> day of May, 2018.

*\* Sections 26 and 27 to be ratified at the 2019 AGM.*

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PRESIDENT

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SECRETARY