

**SASKATOON TRIATHLON CLUB INC.****GENERAL BY-LAW NUMBER 2018 - 1****TABLE OF CONTENTS**

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# **SASKATOON TRIATHLON CLUB INC.**

## **GENERAL BY-LAW NUMBER 2018 - 1**

### **1 INTERPRETATION**

#### **1.01 Meaning of Words**

The interpretation of this By-law and regulations or of any other matters not provided for herein shall be referred to the Board of Directors of the Corporation whose decision in the matter shall be final. In this By-Law and all other By-Laws, resolutions and Board Regulations of the Corporation, unless otherwise defined:

- (a) "Act" means *The Non-profit Corporations Act, 1995* (Saskatchewan), including any Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "Annual Business" shall include: consideration of the financial statements; consideration of the audit engagement or review engagement report, if any; election of Directors; reappointment of the incumbent Auditor and fixing or authorizing the Board to fix their remuneration;
- (c) "Annual Meeting" means an annual meeting of Members, as provided in section 6.01;
- (d) "Articles" means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act;
- (e) "Auditor" means the Auditor of the Corporation appointed pursuant to Article 15;
- (f) "Authorized Representative" means a person named to act as an authorized representative of a Member pursuant to section **Error! Reference source not found.**;
- (g) "Board" means the Directors of the Corporation from time to time;
- (h) "Board Regulation" means a regulation passed by the Board in accordance with Article 7;
- (i) "By-Laws" means this by-law and any other by-laws of the Corporation that may be in force;
- (j) "Corporation" means Saskatoon Triathlon Club Inc.;
- (k) "Director" means a member of the Board;
- (l) "Government Regulations" means the regulations made under the Act as amended, restated or in effect from time to time;
- (m) "Ineligible Individual" has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;
- (n) "Member" means a person who has become a Member in accordance with section 2.01;

- (o) "Officer" means an officer elected or appointed pursuant to Article 8 or by Board Regulation;
- (p) "Ordinary Resolution" means a resolution passed by Written Resolution or by a majority of the votes cast on that resolution;
- (q) "Patron" means a person who is a Patron in accordance with Section 10;
- (r) "Protected Person" means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
  - (i) is a Director of the Corporation;
  - (ii) is an Officer of the Corporation;
  - (iii) is a member of a committee of the Corporation; or
  - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person's personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (s) "Special Business" includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;
- (t) "Special Meeting" includes any meeting of Members that is not an Annual Meeting;
- (u) "Special Resolution" means a resolution passed by Written Resolution or by a majority of not less than two-thirds (2/3rds) of the votes cast on the resolution; and
- (v) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

## **2 MEMBERSHIP**

### **2.01 Composition**

Subject to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to individuals, 18 years of age or older, who are members in good standing of the Saskatoon Triathlon Club Inc. and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

### **2.02 Members' Rights**

Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

A Member may attend a Board Meeting upon reasonable notice to the Board by the Member. The Member must identify the issue upon which a submission is to be made. The individual shall be entitled to attend the meeting only to speak to the issue identified and to participate in reasonable discussion, which reasonable discussion will be determined by the Board.

### 2.03 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the resignation in writing of a Member of the Corporation;
- (b) the death, insolvency or dissolution, as applicable, of a Member;
- (c) the expulsion of a Member from the Corporation in accordance with section 2.05;
- (d) the liquidation or dissolution of the Corporation under the Act; or
- (e) the cessation of membership for failure to pay membership dues as provided in section 2.04.

### 2.04 Membership Dues

- (a) Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall automatically cease to be Members of the Corporation. Membership dues shall be as set by the Board from time to time.
- (b) Notwithstanding termination of membership, a former Member remains liable for any assessment levied under the authority of this section 2.04 prior to termination of the membership.

### 2.05 Discipline of Members

- (a) The Board shall have authority to suspend or expel any Member from the Corporation for any one (1) or more of the following grounds:
  - (i) violating any provision of the Articles, By-Laws, legislation or written policies of the Corporation;
  - (ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
  - (iii) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purposes of the Corporation.
- (b) In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board before the end of the twenty (20) day period.
- (c) In the event that no written submissions are received, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section 2.05, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

### 2.06 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

### **3**     **BOARD OF DIRECTORS**

#### 3.01   Board

The number of Directors shall be fixed from time to time by Special Resolution.

#### 3.02   Qualifications

Each Director shall:

- (a)    be a resident Canadian;
- (b)    be an individual who is at least eighteen (18) years of age;
- (c)    be a Member of the Corporation;
- (d)    not have the status of a bankrupt;
- (e)    not be a person who has been found to lack capacity by a court in Canada or elsewhere;
- (f)    not be an Ineligible Individual who has made disclosure to the Board as required by section **Error! Reference source not found.**, unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made.

If a person ceases to be qualified as provided in this section 3.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.04.

Directors are expected to demonstrate an ongoing interest in the affairs of the Corporation; to attend meetings and to undertake other assignments in support of the Corporation including active membership on one or more committees.

#### 3.03   Removal of Directors

- (a)    The Members may by Ordinary Resolution remove a Director from office at a Special Meeting called for that purpose before expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office.
- (b)    Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 3.04.

#### 3.04   Vacancies

- (a)    Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by Ordinary Resolution of the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board.
- (b)    The Directors may not fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

#### 3.05   Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to a refund of membership fees (\$20) as a token honorarium for serving

Directors, and to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

#### **4 ELECTION OF THE BOARD**

##### **4.01 Election of Directors**

Subject to the provisions of the Act and Articles, Directors shall be elected by the Members.

At the first meeting of Members following the enactment of this By-Law 2018-1 at which there is an election of Directors,

- (a) previously elected Directors who have two (2) years remaining in their terms of office shall continue to serve for the remaining two (2) years;
- (b) previously elected Directors who have one (1) year remaining in their terms of office shall continue to serve for the remaining one (1) year;
- (c) \_\_\_\_\_ Directors shall be elected for a term of two (2) years; and
- (d) \_\_\_\_\_ Directors shall be elected for a term of one (1) year.

##### **4.02 Term of Office**

The term of office of a Director shall be one (1) year, to expire at the next Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected, unless such Director is elected to be an Officer as described in Section 8, then the term of office of such Director who is also an Officer shall be two (2) years, to expire at the second Annual Meeting following election or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

##### **4.03 Re-Election**

A Director shall not hold office for more than 5 years, across any combination of one (1) year Director terms or two (2) year Officer terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director.

##### **4.04 Elections**

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding may be elected.

##### **4.05 Nominations**

Candidates for the office of Director shall comprise the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Board. The Board may consider nominations from the floor at the Annual Meeting.



#### 4.06 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

### 5 MEETING OF DIRECTORS

#### 5.01 Calling Meetings

Meetings of the Board may be called by the President of the Board, the Vice-President of the Board, the Secretary or any two (2) Directors, one of whom must be an Officer, and shall be held at the place specified in the notice. If the Corporation has only one (1) Director, that Director may call and constitute a meeting.

#### 5.02 Meeting Following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

#### 5.03 Regular Meetings

The Board may appoint one (1) or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act.

#### 5.04 Notice of Meetings

Subject to the provisions of sections 5.02 and 5.03, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail or other electronic method at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or
- (b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

#### 5.05 Meetings by Electronic Conference

- (a) A Director may participate in a meeting of the Board by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The President of the Board, the Vice-President of the Board, the Secretary or any two (2) Directors, one of whom must be an Officer, may call a meeting of the Board and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

## 5.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least a majority of the Directors.

## 5.07 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the immediate Past-President of the Corporation shall cast the deciding vote.

## 5.08 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

## 5.09 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

# **6 MEETINGS OF THE MEMBERS**

## 6.01 Annual Meeting

- (a) An Annual Meeting shall be held within Saskatchewan, unless all of the members entitled to vote at that meeting agree to hold a meeting outside of Saskatchewan.
- (b) The first Annual Meeting shall be held within eighteen (18) months of incorporation and every fifteen (15) months thereafter, provided that any Annual Meeting shall be held within six (6) months of the financial year end of the Corporation.

## 6.02 Meetings by Electronic Conference

- (a) A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

### 6.03 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

### 6.04 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and entitled to vote at the meeting. The day shall be between fifteen (15) days and fifty (50) days before the day on which the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting, then the record date for determination of members entitled to receive notice of the meeting shall be (15) days before the day on which the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to vote at the meeting, then the record date for determination of members entitled to vote at a meeting of Members is the time of taking the vote.

### 6.05 Notice of Meetings

Subject to section **Error! Reference source not found.**, notice of the time, place and date of an Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor of the Corporation by:

- (a) mail, courier or personal delivery, during a period of fifteen (15) to fifty (50) days before the day on which the meeting is to be held;
- (b) telephone, or other electronic means, during a period of fifteen (15) to fifty (50) days before the day on which the meeting is to be held. If a Member requests that notice of a meeting be given by non-electronic means, the notice will be sent by mail, courier or personal delivery as provided in section 6.05(a); or

Whenever the number of Members exceeds two hundred and fifty (250), by publication:

- (c) in one (1) or more newspapers circulated in the municipalities in which the majority of the Members reside at the addresses recorded in the register of Members, at least once in each of the three (3) weeks immediately before the day on which the meeting is to be held; or
- (d) in a publication of the Corporation sent to all Members at least once during a period of fifteen (15) days to fifty (50) days before the day on which the meeting is to be held.

### 6.06 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Auditor of the Corporation; and
- (c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

### 6.07 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be a majority of total votes available of the voting Members.
- (b) Quorum shall be determined by registration at the meeting of the Members and shall be deemed to continue to the close of business of the meeting of the Members.
- (c) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.
- (d) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

### 6.08 Chair

In the absence of the President of the Board and the Vice-President of the Board, the Members present and entitled to vote and present at any meeting of Members shall choose another Director as chair of the meeting. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to be chair. Unless required by the Act or Government Regulations, each class of members will not vote separately as a class.

### 6.09 Voting by Members

- (a) The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members, every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation or the Act or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### 6.10 Electronic, Mail or Telephone Voting

The Directors may provide for Members to vote by mail, telephone or electronic means instead of proxy voting. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the Members entitled to vote; and
- (b) not allow the Corporation to identify how each Member voted.

### 6.11 Proxies

- (a) Unless the Directors allow for electronic voting in accordance with section 6.10, every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the

- Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
    - (i) the Member entitled to vote;
    - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
    - (iii) if the Member is a body corporate, under its corporate seal, if any, or by an Officer or attorney duly authorized by the body corporate.
  - (c) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
  - (d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient. However, where the proxy has been created by a person other than the Member executing the proxy, the proxy shall contain the information set out in Appendix A to this By-Law.
  - (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, which shall not exceed forty-eight (48) hours prior to the meeting excluding Saturdays and holidays.

#### 6.12 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

#### 6.13 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

#### 6.14 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at an Annual Meeting or Special Meeting, provided that the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal or replacement of the Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

## **7 BOARD REGULATIONS**

### **7.01 Board Regulations**

The Board may make Board Regulations with regard to any matter not inconsistent with the Act and the By-Laws.

## **8 OFFICERS**

### **8.01 Officers**

Subject to the Act, the Articles and the By-Laws of the Corporation, there may be the following Officers:

- (a) a President of the Board, Vice-President of the Board, Secretary and Treasurer, elected from among the Directors by the Members; and
- (b) such other Officers as are provided in section 8.10

### **8.02 Term of Office of Officers**

Any Officer who is also a Director shall hold office for a period of two (2) years, to expire at the second Annual Meeting following election or appointment. Any Officer who is not a Director shall be appointed by the Board and shall hold office at the pleasure of the Board, or pursuant to terms of employment.

### **8.03 Remuneration of Officers**

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties.

### **8.04 President of the Board**

The Chair of the Board shall supervise and control the operations of the Corporation. The Chair of the Board shall, when present, preside at all meetings of the Board and Members. The Chair of the Board shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board or incident to the office.

### **8.05 Vice-President of the Board**

The duties and powers of the President of the Board may be exercised by the Vice-President when the President of the Board is absent or unable to act. If the Vice-President of the Board exercises any of those duties or powers, the President's absence or inability to act shall be referenced in the minutes. The Vice-President shall also perform the other duties prescribed by the Board or incident to the office.

### **8.06 Secretary**

The Secretary shall:

- (a) act as secretary of each meeting of the Corporation and the Board;

- (b) attend all meetings of the Corporation, the Board and to record all facts and minutes of those proceedings in the books kept for that purpose;
- (c) give all notices required to be given to the Members and to the Directors;
- (d) be the custodian of the corporate seal of the Corporation (if any) and of all books, papers, records, correspondence and documents belonging to the Corporation; and
- (e) perform the other duties prescribed by the Board.

#### 8.07 Treasurer

The Treasurer shall:

- (a) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- (b) deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board;
- (c) disburse the funds of the Corporation under the direction of the Board;
- (d) render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation;
- (e) co-operate with the Auditors of the Corporation during any audit of the accounts of the Corporation; and
- (f) perform the other duties prescribed by the Board

#### 8.08 Remuneration of Officers or Employees

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out his or her duties. The Board shall fix the remuneration of any other Officers or employees, or may delegate such responsibility to the Chief Executive Officer.

#### 8.09 Delegation of Duties

Any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

#### 8.10 Board Appoint Other Officers

The Board may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, whose duties and remuneration shall be such as the terms of their engagement call for or the Board prescribes.

#### 8.11 Holding More Than One Office

Except for the offices of President of the Board and Vice-President of the Board, a person may be nominated or selected for, elected or appointed to, and hold, more than one office including the offices of Secretary and Treasurer.

### 8.12 Removal from Office

Any Officer may be removed by Ordinary Resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

### 8.13 Remuneration of Officers or Employees

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out his or her duties. The Board shall fix the remuneration of the Chief Executive Officer, if any. The Board shall fix the remuneration of any other Officers or employees, or may delegate such responsibility to the Chief Executive Officer.

## 9 COMMITTEES

### 9.01 Committees

Subject to the Act and the By-Laws, the Board may by Board Regulation appoint such committees as it deems appropriate from time to time and set the rules governing such committees.

### 9.02 Executive Committee

The Board may appoint from among the Directors of the Corporation an Executive Committee and delegate to the Executive Committee any of the powers of the Directors except those powers listed in section 9.03.

### 9.03 Limits on Authority of Committees

No committee, including the Executive Committee, has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or appoint additional Directors;
- (c) issue debt obligations except as authorized by the Board;
- (d) approve any financial statements;
- (e) adopt, amend or repeal any By-Law; or
- (f) establish contributions to be made, or dues to be paid, by Members.

## 10 PATRONS

- (a) There may be such Patrons as determined by the Board from time to time and as set out in the Board Regulations.
- (b) Patrons shall have the rights and privileges in the facilities of the Corporation provided to them by the Board from time to time. For greater certainty Patrons are not Members of the Corporation and are not entitled to notice of meetings or to attend meetings of the Members. For greater certainty, a Patron may be invited to attend and speak, but not vote, at any meeting of the Members, at the invitation of the chair of the meeting.



## **11 CONFLICT OF INTEREST**

### **11.01 Conflict of Interest**

In accordance with the Act and any Board Regulations, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

## **12 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **12.01 Insurance**

- (a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
  - (i) property and public liability insurance;
  - (ii) Directors' and Officers' insurance; and
  - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Director, Officer or other person is added as a named insured to any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

### **12.02 Directors and Officers Liability Exclusion**

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation; and

- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto;
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

### 12.03 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 12.04, or purchasing insurance provided in section 12.01, the Board shall consider:

- (a) the degree of risk to which the Director or Officer is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

### 12.04 Indemnification of Directors, Officers and Others

- (a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such Protected Person sustains or incurs:
  - (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
  - (ii) in relation to the affairs of the Corporation generally;save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of his or her duties of office.
- (b) Such indemnity will only be effective:
  - (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
  - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) Nothing in this By-Law shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

### 12.05 Discontinuing Insurance

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

## **13 EXECUTION OF DOCUMENTS**

### **13.01 Execution of Documents**

Documents requiring execution by the Corporation may be signed by any two (2) of the President of the Board, Vice-President of the Board, Secretary, Treasurer, or Secretary-Treasurer, or any one (1) of the foregoing together with any one (1) Director. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation (if any) shall, when required, be affixed to documents executed in accordance with the foregoing.

## **14 BORROWING BY THE CORPORATION**

### **14.01 General Borrowing Authority**

The Directors may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

## **15 FINANCIAL YEAR**

### **15.01 Financial Year Determined**

The financial year of the Corporation shall terminate on the last day of September in each year or on such other date as the Board may determine.

## **16 AUDITOR**

### **16.01 Board May Make Initial Appointment**

The Board may, following incorporation, appoint an Auditor to hold office until the first Annual Meeting. The Auditor must meet the requirements in the Act.

### **16.02 Annual Appointment**

Subject to the Act and its Government Regulations, and unless the Members resolve not to appoint an Auditor in accordance with the Act, the Members of the Corporation at each Annual Meeting may appoint one (1) or more Auditors. The Auditor shall hold office until the close of the next Annual Meeting and if an appointment is not made, the incumbent Auditor continues in office until a successor is appointed.

### 16.03 Removal of Auditor

The Members may, by Ordinary Resolution passed at a Special Meeting, remove any Auditor before the expiration of the term of office in accordance with the Act.

### 16.04 Vacancy in the Office of Auditor

The Board shall fill any vacancy in the office of Auditor but, while the vacancy continues, any remaining Auditor may act.

### 16.05 Remuneration of Auditor

The remuneration of an Auditor appointed by the Members may be fixed by the Members by Ordinary Resolution, or shall be fixed by the Board if the Members do not do so.

## 17 NOTICE

### 17.01 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given by mail to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent;
- (e) if posted on a notice board pursuant to section 6.05(c), notice is deemed given on the date of posting;
- (f) if published pursuant to sections 6.05(d) or 6.05(e), notice is deemed given on the date of publication; and
- (g) if provided by other electronic means, notice is deemed given when transmitted.

### 17.02 Declaration of Notice

At any meeting, the declaration of the Secretary or President of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

### 17.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

#### 17.04 Omissions and Errors

Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall not be invalidated by:

- (a) an error in notice that does not affect its substance;
- (b) the accidental omission to give notice; or
- (c) the accidental non-receipt of notice by any Director, Member or Auditor.

Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

#### 17.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

### 18 BY-LAWS AND EFFECTIVE DATE

#### 18.01 Effective Date of this By-Law

This By-Law shall only be effective upon the issuance of the Corporation's Certificate of Continuance under the Act by Industry Canada.

#### 18.02 Amendments requiring Special Resolution

Amendments to the following sections of this By-Law shall only be effective upon approval of the Members by Special Resolution:

- (a) Member Composition, section 2.01;
- (b) Members' Rights, section 2.02;
- (c) Number of Directors, section 3.01;
- (d) Notice of Meetings, section 6.05;
- (e) Proxies, section 6.11; and
- (f) any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

#### 18.03 By-Laws and Effective Date

- (a) Subject to the Articles and section 18.02, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 18.02, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.
- (b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

**19 REPEAL OF PRIOR BY-LAWS**

19.01 Repeal

Subject to the provisions of section 19.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

19.02 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

**ENACTED** by the Directors as a By-Law of Saskatoon Triathlon Club Inc. this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
President of the Board

\_\_\_\_\_  
Officer

**CONFIRMED** by the Members in accordance with the *Saskatchewan Non-profit Corporations Act, 1995* on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
President of the Board

\_\_\_\_\_  
Officer

## APPENDIX A

### FORM OF PROXY<sup>1</sup>

Where a proxy has been created by a person other than the Member executing the proxy, the form of proxy must meet the following requirements:

- (a) it must indicate, in bold-face type:
  - (i) the meeting at which it is to be used;
  - (ii) that the Member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and
  - (iii) instructions on the manner in which the Member may appoint the proxy holder;
- (b) contain a designated blank space for the date of the signature;
- (c) provide a means for the Member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder;
- (d) provide a means for the Member to specify that the membership registered in the Member's name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a Public Accountant and the election of Directors;
- (e) provide a means for the Member to specify that the membership registered in the Member's name is to be voted or withheld from voting in respect of the appointment of a Public Accountant or the election of Directors; and
- (f) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly.

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<sup>1</sup> These requirements are set out section 74 of the Regulations to the Act and cannot be changed.