

NOVA SCOTIA TRIATHLON ASSOCIATION  
**BY-LAWS**

**DEFINITIONS**

1.1 In these bylaws, the following definitions apply:

- (a) "Association" means Nova Scotia Triathlon Association.
- (b) "Aquathlon" means a sport event comprised of swimming, and running.
- (c) "Board" means the Board of Directors of Nova Scotia Triathlon Association.
- (d) "Club" means any bona fide club, or organization within Nova Scotia whose Membership includes three or more Nova Scotia Triathlon Association Members, with objectives compatible with the objectives of Nova Scotia Triathlon Association and which has submitted a training plan for the year that is acceptable to Nova Scotia Triathlon Association.
- (e) "Cycling" means cycling on all types of bicycles, in road and off-road conditions.
- (f) "Directors" mean the Directors of Nova Scotia Triathlon Association and includes trustee, officer, and member of an executive committee.
- (g) "Duathlon" means a continuous event comprised of cycling, and running.
- (h) "Executive Committee" means the executive committee provided for in Section 13.
- (i) "Member" means a Member of Nova Scotia Triathlon Association as defined in the Membership Section.
- (j) "President" means Chair.
- (k) "Vice-President" means Vice Chair.
- (l) "Provincial Governing Body" means a body recognized by the Nova Scotia Government and the national governing body, Triathlon Canada, as controlling the sport in Nova Scotia.
- (m) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act, and includes the Deputy Registrar and a person authorized under that Act to perform the duties of the Registrar in his absence
- (n) "Sanctioning" means the process whereby Nova Scotia Triathlon Association determines whether an event shall be covered by the insurance provided by Nova Scotia Triathlon Association.

- (o) "Triathlon" means a continuous event comprised of swimming, cycling and running.
- (p) "Triathlon Nova Scotia" and "TNS" mean Nova Scotia Triathlon Association.
- (q) "Winter Triathlon" means a sport event comprised of skiing, skating, running, cycling, snowshoeing or any combination of these events. References to Triathlon include Winter Triathlon.

## MEMBERSHIP

2.1 Any person or Club may become a Member by making an application to TNS on the prescribed form and paying the applicable membership fee. For the purposes of registration, the number of members of the Association is unlimited.

2.2 There shall be five (5) classes of Members as follows:

- (a) Adult – an Adult Member shall be 16 years or older on December 31 in the year of Membership and pay the prescribed Membership fee.
- (b) Youth – a Youth Member shall be not less than 12 years of age and not more than 19 years of age on December 31 in the year of Membership and pay the prescribed Membership fee.
- (c) Child Member – a Child Member shall be not more than 15 years of age on December 31 in the year of Membership and pay the prescribed Membership fee.
  - (i) A member who is not less than 12 years of age, and not more than 19 years of age on December 31 in the year of Membership shall be eligible to race in the non-competitive Kids' races, and shall also be eligible to race in competitive Youth races provided they have upgraded their membership to a Youth Membership and paid the prescribed Youth Membership fee.
- (d) Honourary – the Directors of Nova Scotia Triathlon Association may at their discretion from time to time by special appointment appoint an Honourary Member. An Honourary Member need not pay the Membership fee and shall remain a Member at the discretion of the Directors.
- (e) Club – A group of three or more TNS Members forming a training group and completing the required club sanction form on an annual basis.

2.3 Membership in the Association is not transferable.

2.4 Every Member shall comply with these by-laws.

- 2.5 A Member shall be in good standing when the membership fee has been paid for the current year. A membership remains in effect for a further 3-month period beyond the end of the year, or up to the date of the annual general meeting which ever first occurs.
- 2.6 Members who are Adult or Youth as defined above, who are 18 years of age or older on December 31 of the year of Membership shall be entitled to attend any meeting of TNS and are entitled to a single vote at meetings of TNS and shall be entitled to hold offices as a Director or be a member of a Committee.
- 2.7 There shall be no proxy voting.

## ZONES

- 3.1 Nova Scotia Triathlon Association recognizes the province of Nova Scotia as the area in which it will sanction triathlon, duathlon, and aquathlon events, subject to their meeting the correct criteria for sanctioning.
- 3.2 The Association recognizes the zones of Nova Scotia as determined by the Department of Health Promotion.

## MEETINGS

- 4.1 The Board of Directors shall have the power to call, at any time, an ordinary, or special general meeting of the Members of the Association for the transaction of any business, the nature of which will be specified in the notice calling the meeting.
- 4.2 An ordinary or special general meeting may be called by the Chair or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least 25% of the Members of the Association. Such requisition shall include the purpose of the meeting.
- 4.3 The annual general meeting of the Association shall be held within three months after the end of each fiscal year, ending December 31<sup>st</sup>.
- 4.4 All meetings shall be held at any place in Nova Scotia as the Board of Directors may determine, and on such day as the Directors appoint. The Members may consider and transact any business either special, or otherwise at any meeting of the Members.
- 4.5 At each annual general meeting of the Association, the following items of business shall be dealt with, and shall be deemed to be ordinary business.
- (a) Minutes of preceding general meeting;
  - (b) Consideration of the annual report of the Directors;

- (c) Consideration of the financial statements, including balance sheet and operating statement;
- (d) Elections of Directors for the ensuing year;
- (e) consideration of the Membership fees
- (f) Transact other business properly brought before the meeting.

4.6 All other business transacted at an ordinary, special or annual general meeting shall be deemed to be special business.

4.7 No business shall be transacted at any Members meeting of the Association unless a quorum of Members is present at the commencement of such business and such quorum shall consist of five Members as defined in the bylaws.

4.8 If within one-half hour from the time appointed for the Members meeting, a quorum of Members is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the Members then present shall direct and if at such adjourned meeting a quorum of Members is not present, it shall be adjourned sine die.

4.9 Seven days notice of any Members meeting, specifying the place, day and hour, of the meeting and, in the case of special business, the nature of such business, shall be given to the Members. Notice shall be given in writing, by facsimile, email, or by sending it through the post in a prepaid letter addressed to each member at his or her last known address. Any notice shall be deemed to have been given by facsimile when transmission has been confirmed, by email if not returned undelivered within three business days, and by post in which it will be deemed to have been delivered in three business days, provided there is no disruption of the postal service. The non-receipt of any notice by any Member shall not invalidate the proceedings at any meeting.

4.10 At a Members' meeting the Chair shall have a vote as any other Member. In the case of an equality of votes, the motion shall be lost.

4.11 The President may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the Members.

4.12 At any meeting, unless a poll is demanded by at least three Members, a declaration by the Chair that a resolution has been carried out and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the Members recorded in favour of or against such resolution.

4.13 If a poll is demanded in manner aforesaid, the same shall be held in such a manner as the chair may prescribe and the result of such poll shall be deemed to be the resolution of the Association in general meeting.

4.14 If all Directors of the Association or committee of the Board consent with respect to a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of a conference telephone or other communication facilities that permits all persons participating in the meeting to hear one another, and each Director participating in such a meeting by such means is present at the meeting.

## NOMINATION AND ELECTION PROCEDURES

### **5.1 Nomination Committee Definition and Responsibilities**

The Board of Directors shall appoint a chair of a Nomination Committee not less than 90 days prior to the Annual Members Meeting. The Nomination Committee chair will appoint two or more additional Members to serve on the Nominating Committee. It shall be the responsibility of the Committee to identify Members of the Association willing to serve on the Board.

- a. There is no limit as to the number of candidates to be recommended, however the Committee shall recommend at least five (5) candidates.
- b. Existing Directors may be recommended for another term as Director.
- c. Any Member may provide his or her name to the Nominating Committee not less than fourteen (14) days prior to the Annual Meeting for self-nomination.
- d. Not less than fourteen (14) days prior to the Annual Meeting, all candidates shall submit a brief biography and indicate why they want to serve on the Board of Directors.
- e. Not less than ten (10) days prior to the Annual Meeting, all Members receive the list of candidates with their respective biographies and reasons for wanting to serve on the Board.

5.2 Candidates are not required to be present at the Annual Meeting to be elected.

5.3 Proxy voting for the election of Directors is not permitted.

#### **5.4 Board of Directors Election Procedure**

- a. The names of persons identified by the Nominating Committee and the names of all Members who provided a timely self-nomination shall appear on the printed ballot for the Annual Meeting, which shall also provide spaces for additional nominations to be taken at the Annual Meeting.
- b. No Member standing for election to the Board of Directors will chair this part of the Annual Meeting.
- c. At the Annual General Meeting, the chair of the Nominating Committee will present its nominees and self-nominations to the Membership and the Members present will stand to be identified.
- d. The chair will entertain nominations from the floor from Members present at the meeting for all Board positions except executive positions, (namely, President, Vice President, Secretary, Technical Chair, and Treasurer).
- e. Any candidates nominated from the floor must accept their nomination in order for it to stand and they shall address the Members present by providing a brief oral biography and indication of why they want to serve on the TNS Board of Directors.
- f. The chair will call for a motion to close nominations.
- g. If the total number of candidates is fifteen (15) candidates or fewer, a motion of the Members shall be required to deem the nominees as duly elected Directors.
- h. If the total number of candidates is four (4) candidates or fewer, the President shall seek to appoint suitable person(s) required to meet the minimum five (5) Directors required by these bylaws.
- i. Should the total number of candidates, including the Slate, write-in candidates, and nominations from the floor, exceed fifteen (15) candidates then a vote by ballot shall be held.
- j. Any candidates present, may provide a brief oral biography and indication of why they want to serve of the TNS Board of Directors.
- k. Those candidates receiving the majority of the votes cast shall be considered elected.

## **5.5 Election of Officers**

- a. The Election of Officers shall take place immediately following the election of the Board of Directors.
- b. No Member standing for elected office may chair this part of the Annual Meeting.
- c. In order to stand for elected office, a Member must be an elected Director.
- d. No name for any position will be presented from the podium by the Chair.
- e. All nominations for elected office shall be made from the floor.
- f. Any Member may provide his or her name for self- nomination.
- g. All nominations must be seconded.
- h. Nominations shall be accepted for one position at a time, in the order given in the Bylaws (namely, President, Vice President, Secretary, Technical Chair, and Treasurer) and shall be voted upon before nominations for further positions are received.
- i. Each candidate shall indicate why they want to serve that particular office.
- j. All candidates must be present at the Annual Meeting to accept the nomination. A candidate attending the Meeting via telephone or video conference shall be considered to be present.
- k. The Chair will call for a motion to close nominations.
- l. In the case where more than one person seeks the same position, a secret ballot vote is taken.
- m. Should a position not be filled at the Annual Meeting, the President shall seek to appoint a suitable person to said position at a later date from the Board of Directors.

## **RESOLUTIONS IN WRITING**

- 6.1 A resolution in writing, signed by all the Directors entitled to a vote on that resolution of a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

## **PROCEEDINGS OF MEETINGS**

- 7.1 All meetings of the Association shall be run in accordance with *Roberts Rules of Order Newly Revised*.

## QUORUM

8.1 Five (5) Members present in person constitute a quorum at a meeting of Members. No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a meeting at a time when a quorum is not present. If at any time during a 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.

## SUSPENSION OR TERMINATION OF MEMBERS

9.1 The conditions under which Membership in the Association ceases:

- (a) by delivering his or her resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association;
- (b) on his or her death;
- (c) on being expelled;
- (d) on having been a Member not in good standing for thirty (30) days; or
- (e) if the Member otherwise ceases to qualify for membership in accordance with these by-laws.

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

- (a) No Member shall be expelled or suspended without being notified of the charge or complaint against him or her, or without having first been given the opportunity to be heard by the Directors at a meeting of the Directors called for that purpose.
- (b) 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 to the meeting.
- (c) Notice 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 to the meeting.
- (d) Any Member suspended or expelled pursuant to this section may appeal the decision to an appeals Board consisting of at least three (3) Members, who may not be Directors, named by the Board at its first meeting following each annual general meeting. Notice of the appeal must be sent to the head office of the Association within fourteen (14) days of receipt by the Member of the decision and shall be conclusively deemed to have been properly given if



mailed by prepaid first class mail and postmarked within the fourteen (14) day period.

- (e) Notice of the time and place of the appeal hearing shall be sent to the last known address of the Member not less than fourteen (14) days prior to the hearing. Notice of the hearing shall be conclusively deemed to have been properly given if mailed by prepaid first class mail to the last known address of the Member at least fourteen (14) days prior to the hearing. The decision of the appeal Board at the hearing shall be final.

## BOARD OF DIRECTORS

- 10.1 Unless otherwise determined by general meeting, the number of Directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Association shall be the first directors of the Association.
- 10.2 The Chair or, in his or her absence, the Vice-Chair or, in the absence of both of them, any director appointed from among those directors present shall preside as Chair at meetings of the Board. The Board of Directors shall consist of the following:
  - (a) President, who shall also be the Chair
  - (b) Vice President, who shall also be the Vice-Chair
  - (c) Treasurer
  - (d) Secretary
  - (e) Coaching and Athlete Development chair
  - (f) Up to Nine (9) Directors at large
- 10.3 Any Adult or Junior Member of the Association who is 18 years of age or older shall be eligible to be elected a Director of the Association.
- 10.4 Directors shall be elected by Members at the ordinary or annual general meeting of the Association and they shall serve staggered terms of two-years to maintain continuity of the management of the Association.

Fifty per cent (50%) of the Directors, shall serve a term of two years determined by being elected in a year ending in an even number beginning in the year 2012 and they will include the Executive positions of President and the Secretary. The remaining fifty per cent of the Directors (50%) including the Executive positions: Treasurer & Vice President shall initially hold a one-year term in the first even year (2012) and those elected in 2013 and future years ending in an odd number will serve a term of 2 years. In the first year, the President shall determine which Directors not holding Executive positions shall hold one or two year terms.

- 10.5 At the annual general meeting the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring directors shall be eligible for re-election.

- 10.6 In the event that a director resigns his or her office or ceases to be a member of the Association, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the Members of the Association
- 10.7 The majority of Members may, by special resolution, remove any Director before the expiration of the period of office and appoint another person in his or her stead. The person so appointed shall hold office during such time only as the Director in whose place he or she is appointed would have held office if he or she had not been removed. The Directors may, with respect to this provision, develop a code of conduct for board members or a job description which may provide grounds for such removal.
- 10.8 Directors who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs of the Association, have a duty to declare this interest. Such a declaration is to be made to the members upon nomination or, if serving as a Director, to the Board, when the possibility of a conflict is realized. A conflict of interest does not preclude a member from serving as a Director provided that he or she withdraws from decision making on matters pertaining to that interest and that such withdrawal is duly recorded.
- 10.9 Meetings of the Board of Directors shall be held as often as the business of the Association may require and shall be called by the Secretary. A meeting of Directors may be held at the close of every ordinary or annual general meeting of the Association without notice. Notice of all other meetings, specifying the time and place thereof shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.
- 10.10 One third of the total number of Directors shall constitute a quorum.
- 10.11 At all meetings of the Board of Directors every question shall be decided by a majority of the votes cast on the question. The President shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he or she shall have a casting vote.
- 10.12 No business shall be transacted at any meeting of the Board of Directors unless at least one third in number of the Directors is present at the commencement of such business.
- 10.13 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from the position as such; provided that a Director may be paid reasonable expenses incurred by that Director in the performance of the Director duties. Nothing contained herein shall be construed to preclude any Director from serving the Association and receiving compensation therefore.

## POWERS OF DIRECTORS

- 11.1 The responsibility for the management of the activities of the Association shall rest with the directors who, in addition to the authorities and responsibilities outlined by these by-laws or otherwise expressly conferred upon the, may exercise, with the limits of the law, all powers as may be required by the Association to achieve its purpose. In particular, the directors shall have power to set policy to guide the management of the Association, engage staff, and to determine their duties, responsibilities and remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

## OFFICERS

- 12.1 The officers of the Association shall be a President, Vice President, Secretary, and Treasurer.
- 12.2 The President shall preside at all meetings of the Association and the Board of Directors. In the President's absence the Vice President shall preside. The President shall represent the Association at all appropriate occasions and events and shall be an ex-officio Member of all committees.
- 12.3 The Vice-President shall assume the duties of the President when the President is incapacitated or when asked to do so by the President.
- 12.4 The Secretary shall attend all meetings of the Association and Board of Directors and keep minutes of same. The secretary shall preserve and retain custody of the minutes. The secretary shall keep a complete record of the Membership and addresses and shall be custodian of all books, documents and records of the Association.
- 12.5 The Treasurer shall account for the funds of the Association, keep proper records of said funds, receipts, books and disbursements as necessary for the Board of Directors and the provisions of the Corporations Act and the Societies Act of Nova Scotia
- (a) Whenever requested by the Board, the treasurer will present an accounting statement in the form of a balance sheet showing general particulars of the Association's liabilities and assets and a statement of income and expenditures. A copy of the annual accounting statement will be submitted to the Secretary for inclusion in the record of the Association.
- (b) An accounting statement in the form of a balance sheet showing general particulars of the Associations liabilities and assets and a statement of income and expenditures in the preceding year shall be filed with the Registrar within 14 days after the annual general meeting. The accounting statement shall to be signed by two TNS Directors, or an auditor if the statements have been audited.
- (c) When required by the Board of Directors the Treasurer shall provide an audited accounting statement.

12.6

## EXECUTIVE COMMITTEE

- 13.1 There shall be an Executive Committee composed of five elected officers, namely the President, Vice President, Secretary, and Treasurer.
- 13.2 The Executive Committee shall be responsible for the day-to-day management of the affairs of the Association in accordance with the policies and actions approved by the Board of Directors or by the Membership at a General meeting. The Executive Committee shall take the initiative in preparing policies and actions for consideration and possible action by the Board of Directors and/or general Membership. The committee is also responsible for the implementation of resolutions passed at general meetings of the Membership.
- 13.3 The President, who is also responsible for the preparation of the agenda, calls meetings of the Executive Committee. Meetings may be held by telephone conference call or videoconference at the discretion of the committee and providing that all Members consent.
- 13.4 A quorum for all meetings of the Executive Committee shall be a majority of its voting Members.
- 13.5 The Executive Committee may act by resolution in writing signed by all of the members of the Executive Committee.

## **COMMITTEES**

- 14.1 The Board of Directors may appoint the following committees to assist the Directors and to carry on the affairs of the Association:
- (a) Membership Committee
  - (b) Banquet Committee
  - (c) Communications Committee
  - (d) Athletic Development Committee
  - (e) Clubs Development Committee
  - (f) Finance Committee
  - (g) Governance Committee
  - (h) Kids' Committee
  - (i) Technical Committee
  - (j) Women's Committee
  - (k) Nomination Committee
  - (l) Paratriathlon Committee
- 14.2 The Board of Directors may from time to time constitute such other committees as deemed necessary and shall prescribe their duties.
- 14.3 A majority of committee Members present constitutes a quorum. The committee will strive for a consensus but may act by majority decision.
- 14.4 A committee may set its own practices and procedures.

## **DUTIES OF THE DIRECTORS**

- 15.1 Directors of the Board will attend Board meetings regularly and on time. A Director that misses two consecutive meetings, without due cause, will receive a call from the President. Three meetings consecutively missed may be reason to be dismissed from the Board. Directors will be well informed of agenda items in advance.
- 15.2 Directors will contribute knowledge and express points of view based on experience.
- 15.3 Directors will attend meetings of committees for which they volunteer or to which they are appointed.
- 15.4 Directors will assume Board leadership responsibilities as requested and as possible (such as committee chairperson, elected officer, etc.).
- 15.5 Directors will represent the Association at Regional, Club, and at Sanctioned events, and with private individuals.
- 15.6 Directors will maintain a level of confidentiality and discretion when items of that nature are discussed at the meetings.

- 15.7 Directors will be well informed about the Associations programs, policies and services, and will be informed as to the needs of the Associations Members.
- 15.8 Directors of the Association may administer the affairs of the Association and make or cause, in its name, any contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other things as the Association is by its Memorandum, By-Laws, or otherwise authorized to exercise.
- 15.9 The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees.

## FINANCES

- 16.1 The fiscal year of the Association shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.
- 16.2 The Board of Directors shall designate, by resolution, a minimum of two (2) individuals as authorized to transact the banking business of the Association, or any part thereof that the Board of Directors has designated as the Associations business, including the power to make, sign, draw, accept, endorse, lodge, or deposit or transfer cheques, drafts, or money orders for the payment of money.

## BOOKS AND RECORDS

- 17.1 The Directors shall see that all necessary books and records of the Association are regularly and properly kept.

## RULES AND REGULATIONS

- 18.1 The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Association as the expedient, provided that such rules and regulations shall have force and effect at the next annual general meeting of the Members of the Association when they shall be confirmed, and failing such confirmation at such annual general meeting of Members, shall and from that time cease to have any force and effect.

## AMENDMENT OF BY-LAWS

- 19.1 The Association has the power to repeal or amend any of these By-Laws by special resolution passed by the Members, subject to the approval of the Registrar. Proposed revisions

to the By-Laws shall be posted on the official website of the Nova Scotia Triathlon Association two weeks prior to the Annual General Meeting.

## **INTERPRETATION**

20.1 In these By-Laws unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and vice versa.

## **MISCELLANEOUS**

21.1 The Association shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen (14) days of a change of directors, notify the registrar of the change.

21.2 The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.

21.3 If the Association has a seal it shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

21.4 The financial statements and minutes of membership and directors meetings may be inspected by any Member with one week's notice to the Association. All other financial records of the Society may be inspected by any Member at any reasonable time within two days prior to the annual general meeting at the registered office of the Association.

21.5 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the Chairman or the Vice-Chairman and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

21.6 The borrowing powers of the Association may be exercised by special resolution of the members.