



By-Laws
of
Pentathlon Canada

March 10, 2014

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By-Laws

INTERPRETATION

PART 1

In the construction of these by-laws, the following expressions, unless the context otherwise requires, have the following meanings:

“Act”	1.01	“Act” means the <i>Canada Not-for-profit Corporations Act (S.C.2009, c.23)</i> including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
“articles”	1.02	“articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of Pentathlon Canada.
“board” “board of directors” “directors”	1.03	“board” or “board of directors” or “directors” means the board of directors of Pentathlon Canada.
“by-laws”	1.04	“by-laws” means these by-laws, as amended from time to time.
“delegate”	1.05	“delegate” means that individual elected to represent a Member Association at a meeting of the Members.
“in writing” “written”	1.06	“in writing” and “written” include words printed, typewritten, lithographed, or represented or reproduced by any mode of representing or reproducing words in visible form.
“LTAD”	1.07	“LTAD” means Long Term Athlete Development Model.
“meeting of the Members”	1.08	“meeting of the Members” means a duly constituted annual or special meeting of those individuals entitled to attend those meetings as delegates.
“Member Association”	1.09	“Member Association” means an entity that is or is entitled to be a member of Pentathlon Canada as a Member provincial or territorial pentathlon association.
“Member Pentathlete”	1.10	“Member Pentathlete” refers to individuals who are pentathletes and hold membership in Pentathlon Canada as athletes.
“ordinary resolution”	1.11	“ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast by or on behalf of the persons who are entitled to vote in respect of the resolution.
“regulations”	1.12	“regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
“schedule”	1.13	“schedule” means supplementary details appended to these by-laws.
“special resolution”	1.14	“special resolution” means a resolution passed by not less than two-thirds (2/3) of the votes cast by or on behalf of the persons who are entitled to vote in respect of that resolution.
“officer”	1.15	“officer” means President, Vice-President, Secretary or Treasurer.

MEMBERSHIP

PART 2

Board control	2.01	Membership in Pentathlon Canada is under control of the board.
Application for membership	2.02	<p>(1) An application for membership by a provincial or territorial pentathlon association must be in writing, accompanied by the application fee.</p> <p>(2) The application fee shall be set by a special resolution passed at a meeting of Members.</p> <p>(3) The board shall notify an applicant of its decision to accept or refuse the application within one hundred and twenty (120) days after the date upon which it receives the application.</p>
Eligibility	2.03	<p>The following are eligible for membership in Pentathlon Canada:</p> <p>a) any provincial or territorial pentathlon association incorporated under the laws of Canada, or of any of the provinces or territories of Canada, which has paid the application fee and has been accepted by the board for membership in Pentathlon Canada, and which has at least one (1) pentathlete who is actively competing or in training;</p> <p>b) all pentathletes who belong to Member provincial or territorial pentathlon associations and who are actively competing or in training.</p>
Name of Member Association	2.04	Member Associations must be known as <i>Pentathlon (geographic location)</i> where possible. Those Member Associations known as <i>Modern Pentathlon Association</i> or <i>Modern Pentathlon Federation</i> prior to and including 2013 may retain their names in perpetuity.
Minimum size of Member Association	2.05	A new Member Association shall be composed of a minimum of five (5) individual members in good standing and which has at least one (1) pentathlete who is actively competing or in training. Any Member Association that falls below 5 individual members shall not be precluded from ongoing membership in Pentathlon Canada by virtue of the decline in membership.
Dues	2.06	<p>(1) To maintain membership in Pentathlon Canada, each Member Association shall pay annual dues.</p> <p>(2) Annual dues shall be set by a special resolution passed at an annual meeting of the Board.</p> <p>(3) The board shall determine by which day in each year the annual dues shall be paid.</p> <p>(4) Written notice outlining any proposed changes to the dues shall be sent to all Member Associations at least one hundred and twenty (120) days prior to the annual meeting of the Members.</p>
Withdrawal of membership	2.07	(1) A Member Association may withdraw from Pentathlon Canada by giving the secretary of Pentathlon Canada at least one hundred and twenty (120) days' written notice of its intention to withdraw, but the board, by ordinary resolution, may accept a request for withdrawal on shorter notice.

(2) Any application for withdrawal that Pentathlon Canada receives must be presented to the board at its next meeting.

(3) Following the board meeting at which the directors consider a Member Association's application to withdraw, the secretary shall advise the Member Association of the effective date of the cancellation of that Member Association's membership.

Termination of membership	2.08	The board is entitled to terminate the membership of a Member Association: <ul style="list-style-type: none">(a) if the Member Association no longer meets the eligibility requirements as set out in 2.03;(b) if, in the opinion of the board, Pentathlon Canada or any of its Members could suffer harm or injury, directly or indirectly, of any nature, through the Member Association's act or proposed act, or omission or proposed omission, and the act or proposed act, or omission or proposed omission, is intentional;(c) if a Member Association becomes insolvent or bankrupt or winds up;(d) on any other grounds reasonably determined by the board.
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REPRESENTATION

PART 3

Delegates represent Members	3.01	(1) A Member Association's rights to attend and to participate and vote at meetings of the Members are vested in the Member's delegate(s). (2) No Member may vote except through the Member's delegate(s).
Delegate election procedure	3.02	(1) Each Member is entitled to set its own procedures for electing or appointing, and for removing, its own delegate(s). (2) No Member may elect or appoint as a delegate an individual who is a delegate for another Member.
Delegates recorded by secretary	3.03	Each Member will advise the secretary of Pentathlon Canada of the name(s) and address(es) of its delegate(s) at least fourteen (14) days before the annual meeting of the Members.
Failure to elect delegate or have recorded	3.04	The failure of any Member to elect or appoint a delegate or to advise the secretary of the appointment does not invalidate any proceedings or transactions at any meeting of the Members.
Member classes: delegate entitlement	3.05	(1) Each Member Association is entitled to be represented at any meeting of the Members by one (1) delegate. (2) The Member Pentathletes are entitled to be represented at any meeting of the Members by one (1) delegate.
Delegate duties	3.06	(1) It is the duty of each delegate to attend any meetings of the Members as the Member representative, and to report back to the Member on the meeting. (2) The failure of any delegate to attend any meeting of the Members or to vote does not invalidate any proceeding or transaction at the meeting.

MEETINGS

PART 4

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|-------------------------------------|------|---|
| Annual meetings | 4.01 | An annual meeting of the Members shall be held once each year no later than three (3) months after the fiscal year end. |
| Special meetings | 4.02 | The board, at any time of its own motion, may call a special meeting of the Members for the transaction of any business the general nature of which is specified in the notice of the meeting. |
| Special Meeting Requisitions | 4.03 | <p>(1) Member(s) who hold at least five (5%) of the voting rights that could be exercised at a meeting of the Members may requisition the directors to call a meeting for the purpose stated in the requisition.</p> <p>(2) A requisition under (1):</p> <ul style="list-style-type: none">(a) must state the business to be transacted at the meeting;(b) must be sent to each director; and(c) may consist of several documents in like form, each signed by one (1) or more Members who are entitled to vote at the meeting. <p>(3) Subject to the Act, if, within twenty-one (21) days after receiving the requisition under (2), the board does not call a special meeting, any Member who signed the requisition may call the special meeting.</p> <p>(4) A special meeting called under this section by Members requisitioning the special meeting must be called in the manner as nearly as possible to that in which meetings of the Members are to be called pursuant to these by-laws and the Act.</p> <p>(5) No business other than that specified in the requisition under (2) may be transacted at a special meeting called pursuant to this section.</p> |
| Notice | 4.04 | <p>(1) At least twenty-one (21) days before any meeting of the Members, a notice of meeting, specifying the place, the date, the hour of the meeting and the general nature of the business to be transacted at it, must be sent to:</p> <ul style="list-style-type: none">(a) each Member;(b) each delegate;(c) each director; and(d) the auditor of Pentathlon Canada. <p>(2) The notice shall contain the name(s) of any director(s) elect, if applicable.</p> <p>(3) Notice of a meeting of the Members at which special business (as determined in accordance with the Act) is to be transacted must:</p> <ul style="list-style-type: none">(a) state the nature of the special business in sufficient detail to permit the recipient to form a reasoned judgment with respect to the special business; and |

(b) contain the text of any special resolution to be submitted to the meeting.

(4) If notice is received generally by the persons entitled to attend a meeting of the Members, irregularities in the notice of the meeting or in the giving of the notice, or the non-receipt by any Member, delegate, director or auditor shall not invalidate the meeting or any resolution or proceedings at the meeting and shall not prevent the holding of the meeting.

Quorum	4.05	A quorum at any annual or special meeting of the Members is a majority of the delegates eligible to vote at the meeting. If a quorum is present at the opening of a meeting, those present may proceed with the business of the meeting even if quorum is not present throughout the meeting.
Voting generally	4.06	Except for a special resolution, any question coming before a meeting of the Members must be decided by a majority of the votes of the delegates in attendance at the meeting, and, in the case of a tie, the motion is lost.
Voting by show of hands	4.07	Unless a ballot is demanded by a delegate, the votes taken at any meeting of the Members may be by show of hands.
Voting by ballot	4.08	1) Any delegate may demand a ballot either before or after a vote by show of hands. 2) The results of a ballot are deemed to be the resolution of the meeting at which the ballot was demanded. 3) In any ballot, the number voting for and against the resolution must be recorded.
Time of ballot voting	4.09	A ballot demanded on any question of adjournment must be taken immediately, but a ballot demanded on any other question may be taken at any time during the meeting determined by the person chairing the meeting.
Delegate voting: no proxy	4.10	No delegate may vote by proxy at meetings of the Members.
Adjournments	4.11	Any adjournment of a meeting of the Members shall be governed by the Act.
Meeting attendance	4.12	A delegate is entitled to attend and vote at a meeting of the Members either in person or by means of the telephonic, electronic or other communication facility that Pentathlon Canada has made available for that purpose.

NOMINATION AND ELECTION OF DIRECTORS

PART 5

Number of directors per Member	5.01	A fully constituted board consists of at least one (1) director from each Member Association and one (1) directors from the Member Pentathletes.
Term of office	5.02	(1) A director's term of office expires at the close of the second annual meeting following the meeting at which that director was elected, unless:

(a) before the election of that director, the delegates to the meeting of the Members establish an earlier date for the expiry of that director's term of office; or

		(b) the director is elected to fill a vacancy on the board, and, in that case, the newly-elected director holds office for the balance of the term of the vacating director.
		(2) A director may serve for only two (2) consecutive terms unless there is no other candidate.
Director eligibility	5.03	<p>Only an individual who:</p> <ul style="list-style-type: none"> (a) is a member of a Member Association; (b) is at least eighteen (18) years of age; (c) has not been found to be of unsound mind by a Court in Canada or elsewhere; (d) is not a bankrupt; (e) meets the qualifications set forth in the Act and these by-laws; and (f) has been elected by the delegates of the appropriate class, in accordance with 5.04 and 5.05, <p>is eligible to be elected to the position of director.</p>
Director(s) elect from Member Associations	5.04	Each Member Association is entitled to elect one (1) individual as its director elect. Each Member association with paid-up individual members in excess of fifty (50) is entitled to elect a second individual as its director elect. Each Member Association with paid-up individual members in excess of one hundred (100) is entitled to elect a third individual as its director elect. Each Member Association is entitled to designate up to a maximum of three (3) directors according to their paid-up individual membership as stated above. Should this arrangement result in a directors elect in excess of the Pentathlon Canada maximum of fifteen (15) directors, an equitable redistribution of representation will be agreed to by the delegates of the Members.
One director elect from the Member Pentathletes	5.05	<p>(1) The Member Pentathletes class is entitled to elect one (1) individual as their director elect.</p> <p>(2) Only the Member Pentathletes class is entitled to elect a director elect from the Member Pentathletes class.</p> <p>(3) The Member Pentathlete director elect shall be elected by secret ballot of eligible Member Pentathletes at the summer national competition. The director elect of the Member Pentathletes shall begin representation at the first meeting of the board after the AGM following that summer nationals. Until that time the standing Member Pentathlete director will remain the member of the board.</p>
Election of Member director(s) elect	5.06	<p>The following provisions apply to the election of a Member director elect:</p> <p>1) After each Member elects its director(s) elect as provided in 5.04 and 5.05, the Member must submit a written nomination of its director(s) elect to the secretary of Pentathlon Canada at least thirty (30) days prior to the annual meeting of the Members when the election of the Member director(s) will be held.</p>

2) The secretary of Pentathlon Canada must circulate the name of each nominee to the position of Member director elect with the notice of the annual meeting when the election of directors will be held.

3) The procedure for balloting and determining the outcome of an election of a Member director elect is the procedure determined from time to time by the board.

Delegates elect directors	5.07	The delegates at the annual meeting of the Members shall elect the Member director(s) elect as directors to hold office for the appropriate term.
Removal and replacement of directors	5.08	A director ceases to hold office: <ul style="list-style-type: none">(a) when succeeded by an elected successor;(b) when the director vacates the position of director pursuant to 5.10; or(c) when a meeting of the members removes that director from office by ordinary resolution at a special meeting.
Vacating the office of director	5.09	The office of director is vacated: <ul style="list-style-type: none">(a) on the death of the director;(b) when the director resigns from office by written notice to the secretary of Pentathlon Canada; or(c) when the director no longer meets the qualifications required to be a director as set out in the Act and these by-laws.
Vacancies	5.10	(1) If a vacancy occurs in the office of director from a Member Association, the Member Association may elect a director to fill the vacancy. (2) A vacancy in the office of director from the Member pentathletes may only be filled by a director elect from the Member Pentathletes.

PROCEDURE OF DIRECTORS

PART 6

Time and place of meetings	6.01	(1) Regular meetings of the board may be held by such method and at such times and places as may be determined by ordinary resolution of the board. (2) Special meetings of the board may be held upon the call of the President, or upon written call signed by at least two (2) directors and filed with the secretary and any call so filed must state the purpose or purposes for which the meeting is to be called.
Notice	6.02	(1) Except as provided in (2), (3) and (4), the secretary must give all directors written notice of any board meeting at least seven (7) days before the meeting and must state the purpose or purposes of the meeting. (2) In cases of emergency, the President or the Vice-President of the board acting in absence of the President of the board may authorize a special general meeting to be called upon forty-eight (48) hours notice.

(3) Meetings of directors may be held on fewer than seven (7) days notice if all the directors are present or if those absent have signified their consent to the meeting or to the business transacted at it in writing or by telegram, facsimile or similar means of printed communication.

(4) No notice is necessary in the case of a meeting of directors held immediately after the adjournment of the annual meeting of the Members.

Quorum	6.03	A majority of the number required to constitute a full board constitutes a quorum at any board meeting.
Voting	6.04	Each Member director has one (1) vote on each question at board meetings. The Member Pentathlete director has one (1) vote on each question at board meetings.
No proxy voting	6.05	Directors may not vote by proxy at board meetings.
Majority vote	6.06	Except as otherwise set out in these by-laws or the Act, questions arising at a meeting of the board must be decided by a majority of the votes cast on the questions.
Meetings by telephone, etc.	6.07	A director may attend a meeting of directors by means of a telephonic, electronic or other communication facility if it permits all persons participating in the meeting to communicate adequately with each other during the meeting.
Meetings or sessions held in camera	6.08	Meetings or sessions held <i>in camera</i> may be necessary if the agenda concerns personnel and privacy issues. The minutes from those meetings shall not be available to Members.

POWERS AND DUTIES OF DIRECTORS

PART 7

General powers	7.01	The directors shall administer, promote and encourage the sport of modern pentathlon in Canada.
Officers	7.02	<p>(1) At its first meeting after each annual meeting of the Members, the board shall elect from among its directors elect a President, a Vice-President, a Treasurer, and a Secretary, according to the following schedule: Year One: President and Vice-President; Year Two: Secretary and Treasurer.</p> <p>(2) The terms of office of the President, the Vice-President, the Treasurer and the Secretary expire at the end of the second annual meeting following their election to those offices or when their respective successors are elected.</p> <p>(3) Elections of officers must be by secret ballot.</p> <p>(4) A majority of the votes cast is necessary to elect any of the President, the Vice-President, the Treasurer and Secretary.</p>
Banking	7.03	The banking account(s) of Pentathlon Canada shall be kept at such bank or banks, or other financial institution(s) authorized by law to accept them, as the board may designate from time to time by ordinary resolution, and all moneys received by Pentathlon Canada must be deposited in any such account.

Signing authority	7.04	The board, from time to time, will determine who will exercise the signing authority for Pentathlon Canada.
Additional powers and duties	7.05	<p>The duties and powers of the board, in addition to those required by the Act and those mentioned above and below, are:</p> <ul style="list-style-type: none"> (a) subject to the Act, to constitute any committees that it deems are necessary or desirable for the conduct of the business of Pentathlon Canada, to confer authority upon those committees and to assign to them the duties as the board may determine, from time to time; (b) to ensure the preparation of an annual report of the business of Pentathlon Canada, to present the same, with the auditor's report, to the annual meeting of the Members, and to file the same with the Canada Revenue Agency as required to maintain the charitable status of Pentathlon Canada; (c) to ensure that all necessary provisions for the calling of annual and special meetings of Pentathlon Canada have been effected; and (d) to ensure that the conduct of the business of Pentathlon Canada is according to the law, the statute or statutes under which Pentathlon Canada from time to time derives its power, the by-laws, and the best interests of Pentathlon Canada.
Validity of acts	7.06	All acts done at any meeting of the directors, or by a committee of directors, although it may be discovered afterwards that there was some defect in the qualification, election or appointment of a director or any committee of directors, shall be as valid as if the director or any committee of directors had been duly appointed.
Directors' duty of care	7.07	<p>A director, in exercising the powers and performing the duties of a director, must:</p> <ul style="list-style-type: none"> (a) act honestly and in good faith with a view to the best interests of Pentathlon Canada; (b) exercise the care, due diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
Disclosure of conflicts of interest	7.08	<p>(1) Each director shall disclose all private interests that compete with or may be at variance with any of the director's functions and duties on behalf of Pentathlon Canada or with the decisions, interests and/or business of Pentathlon Canada.</p> <p>(2) Directors shall maintain an arm's length separation between their private interests and their functions and duties for or on behalf of Pentathlon Canada.</p> <p>(3) A director who has a conflict of interest shall act in accordance with Conflict of Interest Policy of Pentathlon Canada.</p> <p>(4) The disclosure by a director of a conflict of interest and the abstaining of the director from voting shall be recorded in the minutes of the relevant meeting.</p> <p>(5) A director who abstains from voting due to a conflict of interest shall be included in determining the quorum for the meeting.</p>

OFFICERS

PART 8

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| President's duties | 8.01 | <p>(1) The President presides at all annual and special meetings of Pentathlon Canada and all board meetings or shall provide for another individual to chair the same.</p> <p>(2) The President is the administrative head of Pentathlon Canada and an ex officio, non-voting member of all committees.</p> |
| Vice-President's duties | 8.02 | <p>(1) If the President is absent or unable to act for any reason, the Vice-President shall discharge the duties of the president.</p> <p>(2) If the office of President becomes vacant, the Vice-President acts as President until the next meeting of the board, which shall be held within one (1) month after the office becomes vacant for the purpose of electing a new President.</p> |
| Secretary's duties | 8.03 | <p>The secretary shall:</p> <ul style="list-style-type: none">(a) keep a full and impartial record of all the proceedings of the meetings held by the board and Pentathlon Canada;(b) have charge of the books, records and papers of Pentathlon Canada, all of which shall be delivered as and when instructed, or authorized by ordinary resolution of the board;(c) give due notice of all meetings of Pentathlon Canada, the directors and committees of the board;(d) perform the other duties that are incidental to the office or required from time to time by the board. |
| Secretary's records | 8.04 | <p>The secretary must also keep or cause to be kept books, in a form approved by the board, in which must be kept recorded:</p> <ul style="list-style-type: none">(a) a copy of the documents incorporating Pentathlon Canada, and any amendments, and the by-laws of Pentathlon Canada;(b) the name of every past and current Member;(c) the address of every Member as far as can be ascertained; and(d) the names and addresses of all individuals who are or have been directors of Pentathlon Canada, with the dates each became or ceased to be a director. |
| Treasurer's duties | 8.05 | <p>The treasurer shall:</p> <ul style="list-style-type: none">(a) have charge of all the monies of Pentathlon Canada;(b) prepare the financial statements as prescribed by the Act;(c) prepare the annual budget;(d) be a member of the audit committee; and |

- (e) prepare a report of the audit committee, including the budget, the report of the auditor, and any substantive change to financial policy to the annual meeting of the Members for the approval of the Members.

Delegation of officers' duties 8.06 (1) Subject to the Act, in case of the absence or inability of any officer to act, the board may delegate all or any of the powers of that officer to any other officer of Pentathlon Canada.

(2) The reference in (1) to any officer includes any individual appointed to perform the duties of that office temporarily.

Vacancies 8.07 If a vacancy occurs in the office of a director, the remaining directors shall elect a director to fill the vacancy.

DISPUTE RESOLUTION

PART 9

Complaints and appeals policy 9.01 The board shall develop a Pentathlon Canada complaints and appeals policy.

9.02 The board shall manage or delegate management of disputes and appeals by application of the Pentathlon Canada complaints and appeals policy.

FISCAL YEAR

PART 10

Year end 10.01 The fiscal year of Pentathlon Canada shall be from the 1st day of January to the 31st day of December of the same year.

AUDITOR

PART 11

Appointment 11.01 The delegates at the annual meeting of the Members, by ordinary resolution, shall appoint one (1) or more auditor(s) to hold office until the close of the next annual meeting, and, if the delegates fail to do so, the auditor or auditors in office shall continue in office until the successor is appointed.

Vacancy 11.02 The directors must fill any casual vacancy in the office of auditor.

Remuneration 11.03 The remuneration of the auditor shall be fixed by the directors of Pentathlon Canada.

Removal 11.04 The delegates, by ordinary resolution, may remove any auditor before the expiry of the term of appointment and may appoint another auditor for the remainder of the term.

Audit committee 11.05 (1) Pentathlon Canada shall have an audit committee composed of at least three (3) directors, one of whom shall be the Treasurer.

(2) The role of the audit committee is to review the financial statements and the budget of Pentathlon Canada before they are approved by the board.

(3) The auditor of Pentathlon Canada is entitled to receive notice of every meeting of the audit committee and to attend and be heard at the meeting at the expense of Pentathlon Canada.

(4) If requested to do so by a member of the audit committee, the auditor must attend every meeting of the audit committee held during the auditor's term of office.

(5) The auditor of Pentathlon Canada or a member of the audit committee may call a meeting of the audit committee.

AMENDMENTS TO BY-LAWS

PART 12

Procedure	12.01	Amendments or additions to, alterations, or repeal of these by-laws constitutes special business under the Act and may be made: (a) by a special resolution at any special meeting of the Members called for the purpose; or (b) by a special resolution at any annual meeting of the Members.
Fundamental Changes to By-laws	12.02	Any fundamental changes to By-Laws of Pentathlon Canada, as defined by the Act, will be approved by the Members as per the Act.
Notice approved by board	12.03	(1) The board must approve a proposed by-law or by-law amendment, addition, alteration or repeal at least thirty (30) days before the commencement of the meeting of the Members at which the proposed by-law or by-law amendment, addition, alteration or repeal is to be considered. (2) The secretary must give each Member notice of the proposed by-law amendment, addition, alteration or repeal at least fourteen (14) days before the commencement of the meeting of the Members at which it is to be considered and the notice must contain the text of the special resolution.
Member proposal	12.04	A Member may make a proposal to make, amend or repeal a by-law and the provisions regarding the timing and subject matter of proposals as set out in the Act apply.
Effective date	12.05	A by-law becomes effective on the later of the date of the special resolution made under 12.01 and the date set out in the by-law, amendment or repeal.

REGISTERED OFFICE

PART 13

Location	13.01	The location of the registered office of Pentathlon Canada shall be located in the province of Ontario at an address as determined by the board.
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NOTICES

PART 14

Mail, electronic means, etc.	14.01	Whenever, under the provision of these by-laws, notice is required to be given to any Member, delegate, director, member of any committee of the board, or the auditor of Pentathlon Canada, the notice may be served either personally, by telephone, by facsimile, or similar printed means of communication, secure electronic means, or by mailing it to that Member, delegate, director, member of any committee or the auditor to the latest address as shown in the records of Pentathlon Canada.
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Deemed service	14.02	A notice or document is deemed to have been received seven (7) days after it was sent unless there are reasonable grounds to believe that the Member, delegate, director, member of any committee or the auditor did not receive the notice at that time or at all.
Non-receipt of notice	14.03	If the provisions of this Part have been duly observed, the non-receipt of any notice by any Member, delegate, director, member of any committee or the auditor shall not invalidate any proceedings or transactions at any meeting.
Waiver of notice	14.04	Any Member, delegate, director, member of any committee or the auditor may at any time waive any notice required to be given under these by-laws.
Returned notice	14.05	If Pentathlon Canada sends a notice or document to a Member as set out in this Part 14 and the notice or document is returned on two (2) consecutive occasions because the Member cannot be found, Pentathlon Canada is not required to send any further notices or documents to the Member until Pentathlon Canada is informed in writing of the Member's new address.

INDEMNIFICATION

PART 15

Indemnity	15.01	<p>Pentathlon Canada will indemnify:</p> <ul style="list-style-type: none"> (a) its directors; (b) its former directors; (c) any other person who undertakes any liability on behalf of Pentathlon Canada; (d) the heirs and legal representatives of the individuals referred to in (a), (b) and (c); <p>on the conditions and in the manner set out in the Act.</p>
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DISSOLUTION

PART 16

Dissolution in case of insolvency	16.01	In case of insolvency, Pentathlon Canada shall be considered lawfully dissolved and shall be wound up by the board.
Dissolution for reason other than insolvency	16.02	To dissolve Pentathlon Canada for any reason other than insolvency a special resolution shall be passed at an annual or special meeting of the Members.
Distribution of assets	16.03	In the event of dissolution of Pentathlon Canada for any reason other than insolvency, the board shall distribute all remaining assets after payment of liabilities to qualified donees under the Income Tax Act.