



Articles
of
Pentathlon Canada

March 10, 2014

Table of Contents

	<u>Page</u>
ARTICLES	
[Certificate of Continuance].....	2
Articles of Continuance.....	3

PAGE LEFT BLANK FOR:

Certificate of Continuance

Canada Not-for-profit Corporations Act

Certificat de prorogation

*Loi canadienne sur les organisations à but
non lucrative*

(Completed Form 4031 to go on these pages)

ARTICLES OF CONTINUANCE

1 – Current name of the corporation

PENTATHLON CANADA

2– If a change of name is requested, indicate proposed corporate name

3– Corporation number

038167-5

4– Minimum and maximum number of directors *(for a fixed number, indicate the same number in both boxes)*

Minimum number 3

Maximum number 15

5– The province or territory in Canada where the registered office is located

Ontario

6–Statement of the purpose of the corporation

See the attached Schedule “A”.

7– Restrictions on the activities that the corporation may carry on, if any

8– The classes, or regional or other groups, that the corporation is authorized to establish

There shall be two classes of membership in Pentathlon Canada –as follows:

- (i) “Member Association” refers to a member that is a provincial or territorial pentathlon association;
- (ii) “Member Pentathletes” refers to the member that is the pentathletes who belong to Member Associations and who are actively competing or in training. Only delegates of this class shall have the right to vote in the election of athlete directors.

9– Statement regarding the distribution of property remaining on liquidation

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.

10– Additional provisions, if any

No Gain for Members

Pentathlon Canada shall be carried on without the purpose of gain for its Members, and any profits or other accretions to Pentathlon Canada shall be used in furtherance of its purposes.

No Remuneration for Directors

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to Pentathlon Canada in another capacity.

Director Eligibility

A director must be a member of a Member Association and meet the further qualifications as set out in the by-laws of Pentathlon Canada.

11– Declaration

These articles must be signed by a director or officer of Pentathlon Canada.

SCHEDULE A
TO
ARTICLES OF CONTINUANCE

6—Statement of the purpose of the corporation

The purpose of Pentathlon Canada is to act as the governing body for (and as such to administer, promote and encourage) the sport of modern pentathlon in Canada and in particular:

- (i) to carry out the powers, obligations, duties and general objects of the corporation known as Pentathlon Canada;
- (ii) to act as the representative member for Canada in international affairs and to affiliate to the Union Internationale de Pentathlon Moderne (UIPM);
- (iii) to develop and nurture relationships with the Canadian Olympic Committee, Sport Canada and other relevant agencies;
- (iv) to develop strategy for long-term athlete development and performance in accordance with Sport Canada's LTAD pathway;
- (v) to establish and be responsible for the maintenance of a policy manual consisting of an anti-doping policy, an official languages policy, an equity and access policy, an anti-discrimination, harassment and abuse policy, an appeals policy; a code of conduct policy, a conflict of interest policy, and a long-term athlete development policy;
- (vi) to oversee the training of and selection of pentathlon officials for pentathlon events in Canada;
- (vii) to promote competitions within Canada;
- (viii) to select, co-ordinate and train national teams to represent Canada at international pentathlon events.

In furtherance of the above objects Pentathlon Canada shall have the following powers:

- (1) to raise funds and organize appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, subject to such consents as may be required by law;
- (2) to do all other such lawful things as will attain the objects of Pentathlon Canada or any of them.