



**CONSTITUTION  
AND  
BY-LAWS  
OF  
BASKETBALL NEW BRUNSWICK, INC.**

**Updated June 15, 2021**

**CONSTITUTION AND BYLAWS**  
**of**  
**BASKETBALL NEW BRUNSWICK INCORPORATED**

**1:00 NAME**

- 1:01 The name of the organization shall be Basketball New Brunswick Incorporated, referred to as BNB.
- 1:02 The Annual General Meeting shall be referred to as AGM.
- 1:03 In this document, any time 'he' or 'his' is used, it shall be construed to include both male and female persons.

**2:00 HEAD OFFICE**

- 2:01 The Head Office of BNB shall be in a city in the Province of New Brunswick designated by the Board of Directors and at such place as the Board of Directors may, from time to time, determine.

**3:00 JURISDICTION**

- 3:01 The jurisdiction limitations of BNB shall be within the boundaries of the Province of New Brunswick.

**4:00 OBJECTS**

- 4:01 To promote, develop, encourage the sport and recreation of basketball in the Province of New Brunswick and to act as the forum for the exchange of members' views.
- 4:02 To assist in the establishment of minor basketball associations and clubs throughout the Province of New Brunswick.
- 4:03 To communicate information to its members.
- 4:04 To promote all elements of basketball from recreational to elite development and from early childhood to basketball for life activities and categories.
- 4:05 To liaise with government, private agencies and organizations interested in promoting and supporting basketball in New Brunswick.
- 4:06 To coordinate, liaise with, or support, where appropriate, groups and associations involved in the promotion and development of basketball in New Brunswick.
- 4:07 To establish, regulate, and supervise championship provincial playoff tournaments in those categories of competition approved by BNB.

## **5:00 MEMBERSHIP**

- 5:01 The members of BNB shall be the subscribers to the Constitution and Bylaws and those persons admitted as members will pay membership fees as approved by the Directors.
- 5:02 There shall be three classes of membership, namely, "Active", "Associate", and "Honorary".
- 5:03 Application for membership will be made to the BNB Executive Director (ED), in writing or electronically, and shall be accompanied by the payment of a fee set out in the regulations in the Policy and Procedures Manual.
- 5:04 Any member shall be able to terminate his membership by written or email notice to the BNB Office.
- 5:05 The membership of any member may be terminated by resolution of the Board of Directors (Board) and termination shall be in effect immediately.
- 5:06 Any member of BNB may appeal a decision affecting membership rights and state his case at a meeting for this purpose. The appeal must be in writing or by email and be addressed to the President or ED.
- 5:07 Application to renew membership and a registration form shall be sent to all members or posted electronically by the last Saturday of September (or as determined by the Board of Directors) by the BNB Office. Membership and registration shall be for one year and run from September 1<sup>st</sup> to August 31<sup>st</sup>, and be renewable on a yearly basis.
- 5:08 Active Membership
- a) Individual - any person involved in basketball in New Brunswick may apply to be an Individual Active Member. Such person shall pay an annual membership fee to BNB, receive no vote at AGM of BNB and receive such BNB services that are available, including insurance. Most BNB members attain Active Membership status as members of teams, clubs or Minor Associations. As such, these members do not receive votes at the AGM or Special Meetings except as the representative of a club or Minor Basketball Association.
- b) Organization - any Active Member Association (primarily Minor Basketball Associations) involved in basketball may apply and pay an annual membership fee and is entitled to: BNB insurance plan for eligible members, be represented at BNB meetings, services of AABO referees, and other rights and privileges as stated for this membership class in the BNB Policy and Procedures Manual. A Club is an organization, with a special purpose, usually competition or player development, that registers all members

with BNB. It is not registered within a minor association. Clubs will also receive services as stated for this class in the BNB Policy and Procedures Manual.

Each Active Member Association remains an autonomous association which elects its own executive, has its own Constitution and Bylaws, regulates its membership, collects dues, affiliates with other associations at various levels, and retains all other rights and privileges of a duly constituted organization.

5:09 Associate Membership - Associate Membership shall be open to any person, corporation or association admitted to BNB from time to time by the Board . Members in this category will not pay dues, will receive no vote at the AGM, will not be eligible to serve on the Board and will receive limited services.

5:10 Honorary Member - The Board may elect a distinguished person as an Honorary Member of BNB. Such Honorary Membership may be granted for a definite period of time, or for life, at the discretion of the Board. The recognition of an individual as an Honorary Member does not preclude this individual from holding Active Membership status at the same time with all privileges accorded those with such status.

## **6:00 MEETINGS**

6:01 All meetings shall be called by the President of BNB (through the ED) with the exception of Special Meetings (Art. 6:04).

6:02 Annual Meeting - The AGM of the members for the purpose of electing Directors, receiving reports of Directors and auditors, and transacting other business as may come before the meeting. It shall be held at a site determined by the Board of Directors on a date as determined by the Board. The ED shall send notice (or post on the BNB website such notice) of the meeting with the Agenda at least 30 days prior to the meeting.

6:03 Agenda at the AGM - At the AGM of BNB the order of business shall be as follows:

- a) Calling the meeting to order;
- b) Reading of notice calling the meeting and furnishing proof that such notice was duly given and that a quorum is present;
- c) Reading of minutes of last meeting of members and of any intervening special general meeting of members and considering confirmation of the same;
- d) Presentation of financial report;
- e) Discussion and, if thought fit, approval of the financial report;
- f) The appointment of an auditor(s) and, if thought fit, meeting with his or their remuneration;
- g) Presentation of annual reports of directors
- h) The approval of confirmation of the enactment, repeal, amendment, or re-enactment of any by-law(s), but only if notice of this item of business has been circulated thirty days in advance of the AGM by the ED; such motions will require a two-thirds majority of the votes present at the meeting.
- i) Election of Directors

- j) Miscellaneous business, if any, of which a notice of motion has been circulated in advance.
  - k) New business
- 6:04 Special Meeting -
- a) Other meetings of the members, either special or general, may be convened by the President or majority of the Board, at any time as determined by the President or majority of the Board.
  - b) Such a meeting shall be called by the President or Directors if a request is received in writing or by email from at least ten percent of the voting membership of BNB or from the Presidents of twenty-five percent of the Minor Basketball Associations .
  - c) The ED of BNB shall send a notice and the agenda to all members a full fifteen days prior to said meeting.
- 6:05 Observer status may be granted to persons associated with sport in New Brunswick. Observers are not entitled to vote, but may be accorded floor privileges.
- 6:06 Quorum of members - A quorum for the transaction of business at any meeting shall consist of not less than fifteen Voting Individuals..
- 6:07 Copies of the minutes of every special meeting and annual meeting shall be mailed, ( or sent electronically or posted on the BNB website) to the Board of Directors and to the Presidents of all registered active member organizations within sixty days of adjournment of said meeting.

## **7:00 VOTING**

- 7:01 Representatives of Clubs or Member Minor Associations in good standing shall be entitled to vote at the general and special meetings.
- 7:02 Member Minor Associations with 199 members or less will hold 2 votes; Minor Associations with 200 members or more will hold 3 votes. BNB Clubs with more than 24 members will receive 1 vote. BNB Board members shall be entitled to 1 vote, if they are not representing a club or Minor Association. No delegate may hold more than 3 votes individually, regardless of the groups they represent.
- 7:03 All motions voted on at an AGM or Special meeting, other than motions to amend the constitution and bylaws, shall require a simple majority to be passed.
- 7:04 The Chairman of the meeting, in the event of a tie on any motion, shall cast a deciding vote.
- 7:05 Each Active Minor Association and Club shall register their voting delegate(s) prior to the meeting.

- 7:06 An Active Minor Association delegate shall be entitled to vote as a representative of the Active Minor Association (two or three votes may be shared by delegates). The representative of a BNB Club with more than 24 members will hold one vote.
- 7:07 Every question submitted to any meeting of members shall be decided by a show of hands, unless a secret ballot is requested.
- 7:08 On any question passed for consideration at a meeting of members, and whether or not a show of hands or a voice vote has been taken, the Chairman, or any person entitled to vote, may demand a poll thereon.
- 7:09 When voting for the office of Director is required, each voting member **present** shall be entitled to only one vote for each candidate of choice, for as many candidates as needed to complete the Board.

## **8:00 AMENDMENTS**

- 8:01 Articles included in the constitution and bylaws may be repealed, varied, added to or amended by the Board of Directors, if deemed necessary by the Board, at any meeting of the Board, provided that any such repeal, variance, addition or amendment by the Board shall only have force until the next annual meeting of the members of BNB, or a special meeting held to ratify such change. If not ratified by two-thirds majority of the members present and voting at such meeting, from that time the change in Constitution or bylaw shall cease to have application.
- 8:02 Notices of motion to amend the constitution and bylaws must be forwarded to the BNB ED in writing or electronically at least thirty days prior to the annual meeting, and the BNB ED shall forward copies of the notice to the membership or post such notices of motion on the BNB website at least fifteen days prior to the annual meeting.
- 8:03 The ED is authorized to correct such typographical errors and misspellings as may be found from time to time.

## **9:00 DIRECTORS**

- 9:01 The Board of Directors of BNB shall include not less than nine Directors or more than 11 Directors, considering:
- a) provincial-wide knowledge
  - b) geography of New Brunswick
  - c) categories of competition
  - d) organizations involved in basketball
- 9:02 Qualifications of Directors - The qualification for a Director shall be coincident with qualifications for Active Membership in BNB. Individuals nominated for a position on

the Board of Directors but not having active membership status due to membership in a team, club or Minor Association shall, if elected, be deemed

9:02:01 be at least eighteen (18) years of age;

9:02:02 not be an undischarged bankruptcy;

9:02:03 completes an annual vulnerable sector check;

9:02:04 **SKILLS AND CHARACTERISTICS** – potential nominees will have experience in one (1) or more of the following areas:

### **CHARACTERISTICS**

- Commitment and capacity (time, energy, expertise) to fulfill the commitment as a director
- Knowledge about roles and responsibilities of a director, officer, board of directors and staff
- Experience in formulating policy
- Experience in thinking strategically
- Knowledge about the sport of basketball
- Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- Ethical and values based behaviour
- Representative of client population (e.g. athlete, coach, official, administrator, manager)
- Other attributes valued by the board of directors

### **SKILLS**

- Accounting designation (e.g. CPA)
- Legal designation (e.g. LL.B)
- Professional qualifications (e.g. MD, PhD, MBA, Sport Science)
- Personnel management (e.g. Human Resource Professional designation)
- Media/marketing/public relations contacts/experience
- Fundraising and funding source contacts
- Administration/management experience
- Government relations/contacts
- Organizational development/strategic planning experience

Other skills valued by the board of directors.

9:03 Term of Office of Directors - Directors shall hold office until the end of the second AGM after being elected.

- 9:04 The Directors of BNB shall be elected and retire in rotation with fifty percent retiring each year. At the AGM, an election of Directors will be held, by ballot, including names submitted by a nominating committee and individuals nominated in advance of the AGM (minimum 14 days). Directors whose term has expired may re-offer for the Board.
- 9:05 Resignations and Vacancies - If any member of the Board shall resign his office or without reasonable excuse absent himself from two or more Board meetings, or be expelled from the association, the Directors (by motion) may declare his office vacated and may appoint a successor in his place to hold office until the next AGM.
- 9:06 Vacancies on the Board, however caused, may be filled by the Directors from among Active Members of BNB, but also including such individuals as the Board may recruit if they shall see fit to do so; otherwise, vacancies shall be filled at the next AGM, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.
- 9:07 Quorum - A majority of the Board constitutes a quorum.
- 9:08 Meetings - The Board shall meet quarterly (four times per year) at a minimum on such days as the Board may determine. Meetings of the Board shall be held at such time and place (including electronic virtual meeting) as the President, or in his absence, the Vice President may decide to call, and at least 72 hours notice of such meeting shall be given to each Director in the manner provided for in these by-laws, provided that no formal notice of meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Meetings of the Board may be formally called by the President, or the Vice President on the direction of two Directors.
- 9:09 Decisions at all meetings of the Directors shall be decided by a majority vote. In the case of a tie, the Chairman shall have a second or deciding vote.
- 9:10 The remuneration of any Director shall be determined from time to time by resolution of the Board. The remuneration shall be for "out of pocket" expenses associated with expenses incurred as it relates to BNB business.
- 9:11 Powers of the Board of Directors:
- a) The management of the business and affairs of BNB is vested in the Board who may exercise all such powers, and do all acts and things on behalf of BNB as may be exercised or done by BNB in general meeting. Without restricting the generality of the foregoing, the duties of the Board shall be to administer, supervise, and otherwise carry on the business and affairs of BNB except those specifically reserved to BNB in general meeting.



b) Subject to any bylaws made from time to time by a BNB general meeting, the Board may make such rules and regulations that it deems necessary for carrying out the objects of BNB and for better defining the duties of its officers and its directors and agents, employees and committees and may alter, amend or repeal the same.

c) The Board may establish such standing committees or special committees as in its sole discretion it deems advisable and may delegate to such committees such of its power, duties and functions as it deems necessary. The Board shall specify the terms of reference of any such committee. Membership on such committees shall not be restricted to members of the Board.

d) The Board is authorized the power to delegate to the President or to a committee of the Board such of its sole discretion it shall decide, for the purpose of the management of the business and the affairs of BNB between the meetings of the Board.

## **10:00 OFFICERS**

10:01 The Officers of BNB shall be the President, Vice President, Secretary, and Treasurer. The Past President may be an ex-officio member of the Board of Directors and serves for one year after retiring from the position of President. The officers of BNB shall compose the Executive Committee. The Executive Committee may make financial and other decisions as it deems appropriate and necessary between the meetings of the Board.

10:02 The officers shall be elected following the Annual General Meeting from within the elected Board of Directors by the Board of Directors.

10:03 Officers shall be elected for a one-year term and be eligible for re-election. The Officers shall hold office from Annual General Meeting to the end of the next Annual General Meeting.

10:04 The duties of the Officers shall be in accordance guidelines in the BNB Policy and Procedures Manual.

## **11:00 ZONE COORDINATORS**

11:01 The President, with the approval of the Board, may appoint an Active Member of the Association as a Zone or Regional Coordinator for BNB in a given geographical area.

11:02 The Zone or Regional Coordinator shall perform duties as assigned in accordance with Regulations in BNB Policy and Procedures Manual.

11:03 The Zone or Regional Coordinator may appoint, with the approval of the President, Active Members of BNB in his zone as Chairman of a committee to carry out the wishes of the Board of Directors.

## **12:00 COMMITTEES**

- 12:01 The Board (or President) may authorize and appoint BNB members to serve on the following standing committees or other ad hoc committees (such as a Discipline Committee):
- a) Nomination
  - b) Publicity
  - c) Finance
  - d) Provincial Tournaments
  - e) Development
  - f) Coaching Development
- 12:02 The Board, from time to time by resolution, may authorize such other standing committees as shall be deemed advisable. The President may delegate to the ED the recruitment of committee members for ad hoc committees.
- 12:03 The duties and responsibilities of each committee shall be in accordance with the regulations in BNB Policy and Procedures Manual.

## **13:00 FINANCE**

- 13:01 Fiscal Year - Shall be September 1st to August 31st of the next year.
- 13:02 Banking - All monies of BNB. shall be deposited in a branch of the Chartered Banks of Canada to be designated by the Board of Directors. All payments made by or on behalf of BNB shall be made by cheque drawn on the bank account signed by not less than two officers of BNB (one of which may be the ED) to be designated by the Board from time to time.
- 13:03 Auditing of Accounts - The accounts of BNB shall be balanced in an audited (or such report as recommended by a Chartered Accountant) report submitted to the AGM, or if there is not time for an audit, to the first Board meeting after October 1st.
- 13:04 Membership Fees - The annual fees (for the fiscal year ending August 31 of the current year), shall be determined by the Board, and will be subject to revision from time to time. To allow for proper planning by minor associations, notice of any fee increases will be given by the Board following the winter Board meeting (prior to the March break).
- 13:05 Funds of Basketball New Brunswick, Inc.: All monies shall be applied towards carrying out the objects of BNB in accordance with the direction of the Board.

## **14:00 EMBLEM**

- 14:01 The Directors may, from time to time, adopt any mark, design, device or symbol, or emblem for use by BNB.

### **15:00 DISSOLUTION CLAUSE**

15:01 In the event of dissolution or winding up of BNB, all its remaining assets, after payment of liabilities, shall be distributed to the Active Member Organizations in good standing at time of dissolution.

### **16:00 RULES OF ORDER**

16:01 "Robert's Rules of Order" shall apply at all meetings when a procedural dispute arises.