

**Tri-County Basketball Association
Constitution**

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Constitution of the Tri-County Basketball Association

ARTICLE 1 NAME

The organization shall be named and known as the "Tri-County Basketball Association", hereinafter to be referred to as the Association.

ARTICLE 2 DEFINITIONS

In this Constitution, unless there be something in the subject or context inconsistent therewith:

2.1 "Constitution" shall mean this document and the Articles specified within.

2.2 "Special Resolution" shall mean a resolution passed by not less than three-fourths of the total votes available to such members entitled as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

2.3 "Minor" shall mean an individual who is under the age of 18 years.

2.4 "Player" shall mean a duly registered member of the Association.

2.5 "Executive" shall mean the current elected Officers of the Association as well as the Past President.

2.6 "Director" shall mean an appointed or elected member of the Association's Board of Directors.

2.7 "Board" shall mean the Board of Directors of the Association.

2.8 "Member" shall refer to a member as outlined in Article 5 of this Constitution.

2.9 "Officers" shall mean the elected positions on the board that hold specific duties. This includes chair/president, vice chair/vice president, treasurer, secretary and past-president.

ARTICLE 3 OBJECTIVES

The objectives of the Association shall be the establishment and operation of a non-profit association of basketball for the purpose of:

3.1 Exercising a leadership role in the promotion and development of the sport of basketball in the Municipality of East Hants and surrounding areas of the Province of Nova Scotia.

3.2 Provide a local non-profit basketball league giving the opportunity for minor players to develop their talents in the game of basketball while learning life skills through their participation in organized sport.

3.3 To organize, develop and implement travel basketball teams for the U10, U12, U14, U16 and U18 age groups (when membership allows) in order to provide minor basketball players the opportunity for challenging competition in a fun environment.

3.4 To promote the highest degree of sportsmanship, with the emphasis on the molding of our youth as better citizens, through play and team work.

3.5 To have all members obligated in playing an active role to ensure a harassment free, non-discriminatory and inclusive environment.

3.6 To define and uphold the policies, procedures, and bylaws as adopted collectively by the membership.

3.7 To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use such property to the realization of the objectives of the Association.

3.8 To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objectives of the Association.

ARTICLE 4 ORGANIZATION

The Association shall be composed of members as hereinafter set out, shall be given direction and guidance by the Board of Directors and shall be managed by the Officers of the Executive described in this Constitution.

ARTICLE 5 MEMBERSHIP

5.1 The subscribers to the Memorandum of Association shall be admitted to membership in accordance to these Articles and none other shall be members of the Association, and their names shall be entered in the Registry of Members accordingly.

5.2 For the purposes of registration, the number of members of the Association is unlimited.

5.3 The Association shall be composed of the following categories of membership:

5.3.1 **General Membership:** Voting memberships which shall be open to coaches, managers and parents/guardians of all players registered to play within the Association who have self-designate themselves at the time of registration and have completed all necessary documentation including a signed Code of Conduct. Voting limited to one vote per member.

5.3.2 **Associate Membership:** Non-voting memberships which shall be open to individuals who desire to assist the Association in achieving its objectives, as well as Association paid employees and contractors.

5.3.3 **Corporate Membership:** Non-voting memberships, which shall be open to organizations wishing to support the development of basketball and the objectives of the Association.

5.4 Every member of the Association who is in good standing shall be entitled to attend any meeting of the Association and to be nominated to hold any office.

5.5 Membership in the Association shall not be transferable.

5.6 Entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Association.

5.7 Membership in the Association shall cease upon:

5.7.1 The death of an individual member;

5.7.2 Receipt of notice in writing to the Association in which an individual resigns their membership;

5.7.3 A member not renewing their or their child's registration with the Association by October 31st in any given year. Members who renew their membership after October 31st will be subject to registration and insurance costs.

5.7.4 If a member ceases to qualify for membership in accordance with any By-laws set forth by the Association.

5.8 The Board of Directors shall have the authority to suspend or deny membership to individuals not in good standing with the Association or with Basketball Nova Scotia (BNS).

5.8.1 Non- payment of membership, registration and/or program fees shall result in members being declared to be "not in good standing".

5.8.2 Members who have been sanctioned by the Association or by BNS may be declared to be "not in good standing".

ARTICLE 6 BOARD of DIRECTORS AND EXECUTIVE COMMITTEE

6.1 The authority of the Association shall be vested in the Board of Directors of the Association, hereinafter to be referred to as the Board, who, in addition to the powers and authorities granted by the Constitution and By-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts as may be exercised or done by the Association. In particular, the Board shall have power to contract services or engage paid employees and to determine their duties, responsibilities and remuneration.

6.2 The Board shall be comprised of the Officers and by a number of Directors at large such that the total number of Board members shall not be less than five or more than fifteen.

6.3 The Executive shall have powers as granted to them by the Board. The Executive shall be comprised of the Officers:

- President;
- Vice-President;
- Secretary;
- Treasurer; and
- Past-President

6.4 The members shall elect one of their numbers to be the President of the Association:

6.4.1 Only members who served on the Board of Directors the previous year and are in good standing with the Association shall stand for President. Should no Board members who served on the Board of Directors the previous year stand for President then consideration shall be given to those members who have been elected to this year's incoming Association's Board of Directors.

6.4.2 The President shall be the Chief Executive Officer of this Association. He/she shall chair all Executive, General and Special membership meetings and shall be an Ex Officio member of all committees of the Board.

6.4.3 The President shall enforce observance of the Constitution, By-laws and any other policies and procedures set forth by the Association.

6.4.4 The President shall have general supervision of the activities of the Association.

6.5 The members shall elect one of their numbers to be the Vice President of the Association.

6.5.1 The Vice-President shall perform the duties of the President during the absence, illness or incapacity of the President or during such period as the President may request him or her to do so.

6.6 The members shall elect one of their numbers to be the Secretary of the Association.

6.6.1 The Secretary shall attend all Association meetings and act as clerk thereof. He/she shall record the minutes of all proceedings and shall post the minutes for the inspection of same by all members.

6.6.2 The Secretary may also carry out such duties as the Board may assign.

6.6.3 If the members think fit, the same person may hold both offices of Secretary and Treasurer.

6.7 The members shall elect one of their numbers to be the Treasurer of the Association.

6.7.1 The Treasurer shall receive all monies due to the Association from any source. He/she shall pay all bills as authorized by the membership or the Executive.

6.7.2 The Treasurer shall keep a correct account of the amounts and sources of receipts and the amounts and purposes of disbursements.

6.7.3 The Treasurer shall at such times as the membership directs or the President requires, present for examination, all books, vouchers, papers, etc., that may be necessary for proper auditing of his/her accounts.

6.8 The immediate outgoing President will fill the position of Past-President. If the immediate outgoing President is not available, the position remains vacant until the following annual general meeting. The Past-President shall:

6.8.1 Act as a consultant to the Officers of Association;

6.8.2 Acts as Chair of the Nominating Committee, working with the other members of the Board to fill positions on the Board of Directors, and appointed positions as terms of office are completed.

6.8.3 Responsible for tallying the ballots at the annual general meeting for the new Boards of Directors and Executive Committee.

6.8.3 Provide advice to the Board and its Officers on the day to day business; and the Constitution, By-Laws and other policies and procedures as set forth by the Association.

6.9 Officers and Directors shall be accorded one (1) vote at all meetings of the Association where voting is required by the Board with the exception of the President who shall vote only in the case of a tie.

6.10 Board members should attend all meetings of the Board of Directors; however if a member misses two consecutive meetings, the President may declare said member's position to be vacant and it shall remain so until such time as the membership may elect, or the Board may appoint a new member.

6.11 At the annual general meeting of the Association, all Officers shall retire from their position but shall hold office until the dissolution of the meeting at which their successors are elected. Exception is the Past-President as outlined in section 6.8.

6.12 Retiring Officers shall be eligible for re-election.

6.13 To be elected as an Officer or Director a candidate must have the majority (50% plus 1) of the valid votes cast.

6.14 In any contested election, voting shall be by secret ballot unless all candidates consent to a show of hands.

6.15 If no person receives a majority of the valid votes cast, there shall be another ballot, from which the person receiving the least number of votes shall be omitted.

6.16 In the event that an Officer resigns his or her office, or ceases to be a member of the Association, whereupon his or her position as an Officer shall become vacant, the vacancy may be filled for the unexpired portion of the term by the Board from among the Directors.

6.17 The Association may, by special resolution, remove any Officer or 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 Officer or Director in whose place he or she is would have held office if he or she had not been removed.

6.18 The Board shall be independent and impartial and not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism.

6.19 Signing Authority on behalf of TCBA will be granted to certain members of the Board and the list shall be updated annually. 2 members shall always be required to co-sign any cheques on behalf of TCBA

ARTICLE 7 ELECTION of DIRECTORS

7.1 Directors shall hold term for two (2) years. Directors are to be elected by the membership at the annual general meeting when Director Positions are up for election. The general membership will be notified in writing or electronically by the Secretary 30 days in advance of the annual general meeting of the positions up for elections. The general membership will be notified of the nomination process.

7.2 The membership may nominate individuals who are members in good standing with the Association and BNS for a director position by providing notice to the Secretary not less than fourteen (14) days prior to the annual general meeting. "Members in good standing" have paid all their dues and fees to Association and have not had their membership suspended or revoked. Such notice shall set out the name of the individual nominated and the position for which the individual is nominated. The nomination must be submitted by one (1) member in good standing (not the nominee). The nomination committee must verify that the nominee is

willing to accept the position if elected prior to the approval of the nomination. The nomination must not come from a family member or business associate.

7.3 A list of all duly nominated candidates and notice of election shall be communicated to the membership not less than seven (7) days prior to the annual general meeting.

7.4 Voting at the annual general meeting for directors shall be by secret ballot or ballots. To be declared elected a candidate must receive fifty percent (50%) percent plus one (1) vote of the ballots cast. If no candidate receives the required number of votes on a ballot, the candidate with the fewest votes shall be eliminated and a further ballot held. This process shall continue until a winner is determined. The Past-President will be responsible for tallying the votes.

7.5 In the absence of the formal nomination process of a minimum number of Directors, as described in section 7.2 and 7.3, nomination of candidates will be allowed after a majority vote (50% plus 1) of the current Board of Director's. A list of the nominations will be sent to the general membership by the Secretary 7 days in advance of a special vote by proxy.

ARTICLE 8 BOARD AND EXECUTIVE MEETINGS

8.1 Meetings of the Board shall be held as often as the business of the Association may require or quarterly (including the annual general meeting), whichever comes first and shall be called by the Secretary or the President. A Board meeting 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 Board Member within a reasonable time period before the meeting is to take place, but non-receipt of such notice by any Officer or Director shall not invalidate the proceedings at any Board meeting.

8.2 A simple majority (50% plus 1) vote shall be required to pass any motion at any Board meeting unless otherwise provided herein.

8.3 At each meeting of the Board, the following items of business shall be dealt with:

- Roll Call;
- Adoption of the Agenda;
- Approval of the Minutes of the preceding meeting;
- Business arising from the Minutes;
- Committee Reports;
- New Business;
- Adjournment.

8.4 No business shall be transacted at any Board or Executive meeting unless a quorum of at least one half in number of the Officers and Directors are present at the commencement of such business.

8.5 The President or, in his or her absence, the Vice President or, in the absence of both of them, any member appointed from among those Officers and Directors present shall preside as Chair at meetings of the Board.

8.6 Minutes of the deliberations of the Board shall be recorded and made available to members on request.

ARTICLE 9 GENERAL MEETINGS

9.1 The annual general meeting of the Association must be held within 60 days after the end of the fiscal year on a date determined by the Executive.

9.2 At each ordinary or annual general meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- Roll Call;
- Adoption of the Agenda;
- Approval of the Minutes of the preceding General Meeting;
- Business Arising from the Minutes;
- Consideration of the Annual Reports of the Officers;
- Consideration of the Financial Statements, including balance sheet and operating statement and the report of the auditors thereon;
- Other Reports;
- Amendments to the Constitution and By-laws;
- Amendments to the Rules of Play;
- Election of Officers and Directors;
- Appointment of Auditors;
- General and New Business;
- Adjournment.

9.3 No business shall be transacted at any general meeting of the Association unless a quorum consisting of at least fifty percent (50%) plus one (1) Board member(s) and 5 voting members in “good standing” are present.

9.4 If within one-half hour from the time appointed for the meeting, a quorum 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 without setting a new date.

9.5 A simple majority (50% plus 1) vote shall be required to pass any motion at any meeting of the members, unless otherwise provided herein.

9.6 The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have the deciding vote.

9.7 The Chair 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.

9.8 At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry in the book of proceedings of the

Association shall be sufficient evidence, without proof of the number or proportion of the members recorded in favour of or against such resolution.

9.9 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 annual general meeting.

9.10 An extraordinary general meeting of the Association may be called by the President or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five percent (25%) in number of the General Membership of the Association.

9.11 Seven(7) days' notice of a 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. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

ARTICLE 10 VOTING

10.1 Each general member, as outlined in section 5.3.1, in good standing shall be allotted one (1) initial vote. Voting limited to one vote per family, regardless of number of registered players in the family. **Members are not entitled to vote by proxy.**

10.2 Any member may move, second and debate any matter deemed to be relevant to the business of the Association but shall not vote.

10.3 At all meetings of the Association, unless a poll is requested in the aforementioned manner, voting shall be by a show of hands and decisions shall be reached by a simple majority (50% plus 1) vote unless otherwise required by this Constitution.

10.4 If a poll is required the results shall be announced to the assembly for the record.

ARTICLE 11 FISCAL YEAR

The fiscal year of the Association shall be the period from May 1 to April 30.

ARTICLE 12 AMENDMENTS TO THESE ARTICLES

12.1 The Association has the power to repeal or amend any of these Articles by a special resolution passed in the manner herein prescribed in 2.2. Amendments to the Constitution written in accordance with these Articles may only be proposed by members in good standing, the Officers or Directors of the Association.

12.2 All proposed amendments to these Articles shall be forwarded in writing to the Association no later than thirty (30) days prior to the annual general meeting or a special general meeting called for that purpose.

12.3 Copies of proposed amendments to the Articles shall be sent to the Association members in good standing not less than seven (7) days prior to the general meeting at which they will be considered.

12.4 Amendments to this Constitution written in accordance with these Articles will require a majority vote (50% plus 1) of the voting members present in order to pass.

12.5 Amendments to this Constitution, submitted without the required thirty (30) days prior written notice, will require a three-quarter (75%) vote of the voting members present in order to pass.

12.6 An amendment to an amendment may be tabled at a meeting with a seconder, will be voted on first and requires the same passing vote as the original amendment.

12.7 All amendments to this Constitution approved at the annual or general meeting shall go into effect on the day of the annual or general meeting.

ARTICLE 13 MISCELLANEOUS

13.1 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association and of the Executive shall be the responsibility of the Secretary.

13.2 The official registration list will be the responsibility of the Treasurer.

13.3 The books and records of the Association may be inspected by:

13.3.1 Any member at any time so long as a written request to do so is submitted ten (10) days in advance of the annual or general meeting.

13.4 The auditor of Association shall be appointed annually by the Board of Directors of the Association at the annual general meeting or any general meeting, in failure of the Directors to appoint an auditor, the President may do so.

13.5 The Treasurer shall prepare a written report to the members as to the financial position of Association and the report shall contain a balance sheet and operating account. The auditor shall make a written report to the members upon the balance sheet and operating account, and in the such report, he/she shall state whether, in his/her opinion, the balance sheet is a full and fair balanced sheet containing the particulars required by Association and properly drawn up so as to exhibit a true and correct view of Association affairs, and such report shall be read at the annual general meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registry of Joint Stocks within fourteen (14) days after the annual general meeting in each as required by-law.

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

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

13.8 The Executive of the Association shall make policies, rules and regulations as deemed necessary to govern its affairs.

13.9 Amendments to these articles must be passed by a majority (50%plus 1) of the voting membership either at an annual general meeting or by special meeting.

13.10 The President will be the representative voting member for the Metro Basketball Association (MBA) and be required to attend all meetings related to the MBA and report back to the Board. If the President cannot make a MBA meeting he or she will delegate another Board member to take his or her place to attend the meeting and report back to the Board.

ARTICLE 14 COMMITTEE'S

14.1 The President, as approved on motion by a majority (50% plus 1) vote of the Board of Directors shall appoint such ad-hoc committees, as he/she deems necessary to properly conduct the business of the Association. The President shall set the term of the committees.

14.2 The standing Committees of the Association are as follows:

- Governance Committee
- Finance Committee
- Nominating Committee
- Events, Fundraising and Awards Committee
- Discipline Committee
- Coach and Player Development Committee
- Gender Equity Committee
- Communications Committee

14.3 The *Governance Committee* shall consist of no more than five (5) Board Members and shall be chaired by the President of the Association who will be responsible to review and make recommendations for amendments to the Constitution, By-laws and any other relevant policies and procedures to the Association.

14.4 The *Finance Committee* shall consist of no more than five (5) members and shall be chaired by the Treasurer who will be responsible to review and make recommendations.

14.5 The *Nominating Committee* shall be appointed by the Directors and consist of members comprising of the Past President as chair and members that wish not to hold positions on the Board. The nominating committee shall provide its report to the general membership no less than seven (7) days prior to the annual general meeting by providing a list of all qualified nominees for each elected position. Notification shall be given by posting on the Association web site and providing a written list to the Secretary that will be made available at the request of any member.

14.6 The *Events, Fundraising and Awards Committee* shall be chaired by a Board Member. They shall be responsible for:

- Prepare and maintain gym schedule throughout the operating year including practices, games and other events related to the Association;
- Prepare and maintain the local Mini league game schedule;
- Prepare and organize the year end basketball awards banquet and fun-day;
- Take lead on provincials or home tournaments for the Association; and
- Any other functions or opportunities for fund raising for the Association.

14.7 The *Discipline Committee* shall consist of no less than three (3) and no more than five (5) Board Members and shall be chaired by a Board Member from within the Committee. The Disciplinary Committee shall be responsible to respond to issues pertaining to disciplinary matters, which arise in the day to day operation of the league. . All disciplinary matters shall be dealt with under TCBA's Issue Resolution Process and Discipline Policy

14.8 The *Coach and Player Development Committee* shall be chaired by a Board Member. A Coach and Player Development Coordinator shall be appointed by the Board Members and hold a position on the Coach and Player Development Committee. The Coordinator shall be responsible for overseeing the implementation of the Coach and Player Development Committee's program. The Committee will be responsible for:

- Coach assessment and selection for every team including the Skills and Drills program;
- Coach development and training;
- Year-end parent-coach surveys;
- Player and program development; and
- Review and make recommendations for amendments to the Board for Rules of Play.
- Develop a Coaching policy,
- Develop a Tryout Policy
- Develop a Rules of play Policy

14.10 The *Gender Equity Committee* shall be chaired by a Board Member. This committee's sole purpose is to promote the sport of female basketball between the ages of 4 and 18. Committee responsibilities include seeking funding from Sport Nova Scotia, organizing special events with high profile female athletes, and any other opportunities related to the betterment of young female athletes playing basketball.

14.11 The Communication Committee shall be chaired by a Board Member. This Committee will be responsible for designing and maintaining the Association's website. A Communication Coordinator shall be appointed by the Board Members and sit on the Communication Committee and shall be responsible for developing and maintaining the Association's website and any other means of communication approved by the Board Members.

14.12

The conduct of the delegated business and responsibilities of each Committee shall be governed by Policy approved of in advance by a majority (50% plus 1) vote of the Board of Directors. Subject to the provisions of Article 15 herein, the actions, powers and decision making of each Committee remain subject to the ultimate discretion of the Board of Directors.

ARTICLE 15 APPEALS

15.1 Appeals of any Formal Disciplinary Decisions made by the Discipline Committee shall be filed in writing with the Secretary of the Board of Directors within 10 days of the disciplinary action. The Board of Directors shall, as soon as is practicable, review any appealed decision, but

such review shall be limited to ensuring due process was followed in accordance with the principles of natural justice and that the decision making of the Discipline Committee was not tainted by bias. The decision of the Board of Directors in regards to the appeal shall be considered final and shall be released in written form to all parties with 14 days of the matter being heard.

15.2 Any decision of the Board of Directors over-turning the decision of the Discipline Committee shall require a 75% majority vote of the eligible Board of Directors members.

15.3 No member of the Discipline Committee shall be eligible to vote on any appeal, but members of the Discipline Committee are deemed parties to the proceeding and can participate either in writing or in person.

15.4 No Director with a Conflict of Interest shall be eligible to vote on the appeal. A Director may voluntarily recuse themselves on this basis at any point in the process. Any party who feels that a Director is in a Conflict of Interest may raise the issue at any time with the Board of Directors and the Board shall determine the issue by majority vote.