

**SPORT NEW BRUNSWICK
CONSTITUTION AND BYLAWS**

**Adopted at the Annual General Meeting
November 17, 2012**

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A - CONSTITUTION

Article 1 - Name of the Federation

The name of the Federation is "Sport New Brunswick / Sport Nouveau-Brunswick" hereafter referred to as Sport NB or the Federation.

Article 2 - Head Office

The Head Office of Sport NB is located in Fredericton, New Brunswick, Canada.

Article 3 - Vision Statement

Our vision is a future where New Brunswickers engage in lifelong sport participation.

Article 4 - Mission Statement

The mission of Sport NB is to assist New Brunswick provincial sport organizations in enhancing lifelong sport participation.

Article 5 - Mandate

Sport NB accomplishes its mission by assuming the following mandate:

1. To foster sport development in New Brunswick.
2. To provide the following programs to member organizations:
 - Education, training and consultation
 - Support services
 - Information sharing and networking.
 - Recognition of achievements.
3. To recommend legislation, regulations, strategies, policies, programs and standards conducive to sport development.
4. To establish strategic partnerships.
5. To manage its operations and resources.

Article 6 - Statement of Values

The following values guide our decisions, actions and behaviours:

1. We provide quality bilingual services pertinent to the needs of our members.
2. We take into consideration the mutuality of interests of our members, stakeholders and partners.
3. Our effective teamwork is based on cooperation, transparency, reliable information and visionary leadership.
4. Our communication is based on integrity, respect, mutual trust and understanding.
5. We treat everyone equally and equitably.
6. We strive to make decisions by consensus.
7. Our deliberations are confidential and we show solidarity with decisions made by the Organization.

Article 7 - Seal

The seal of the Federation is stamped at the right of this article.

Article 8 - The Nature of the Federation

The Federation is an apolitical non-profit Federation.

Article 9 - Interpretation

In this document, the singular includes the plural and the masculine includes the feminine.

Article 10 - Definitions

In this document, the following definitions apply.

Apolitical means neither concerned nor involved in partisan politics.

Confidentiality means restricting relevant information to a group of deliberating persons. The purpose of confidentiality is to protect the integrity of the group.

Consensus

Consensus means making decisions by answering the following question: "Can everyone live with the decision?"

Equality

Equality is a value when we exercise fairness and justice in the context when those involved have common needs.

Equity

Equity is a value when we exercise fairness and justice in the context when those involved have different needs.

Mandate

The mandate defines how the Federation accomplishes its mission. It describes the key interventions to the clientele of the Federation. It basically defines the programs, products and services provided by the Federation to its clientele.

Member in good standing means a member Federation that accepts the philosophy and goals of Sport NB, and has paid its annual membership dues.

Mission

The mission statement defines in one sentence the identity of the Federation (its name), its clientele, the territory served and its purpose or "raison d'être".

Non profit Federation means a Federation registered under the New Brunswick Companies Act or the Federal Companies Act.

Philosophy means the fundamental guiding principles of the Federation ordinarily defined in its Vision, Mission, Mandate and Values.

Solidarity means publicly supporting (or not condemning nor criticizing) a group decision even if we disagree in whole or in part with it.

Sport means a form of physical activity which, through organized participation, aims at expressing or improving physical fitness and mental well-being, forming social relationships and obtaining results in competition at all levels.

Transparency means the open sharing of relevant information in the context of a trusting relationship.

Values are principles that guide our decisions, our actions and our behaviours.

Vision means the ultimate or ideal result the Federation is striving for.

BYLAWS

Article 11 - Membership

11.1 Member

A member is a:

- Non-profit provincial sport organization. Only one provincial sport organization per sport is recognized as a member and must be in good standing; or
- Non-profit multi-sport organization with a New Brunswick scope.

11.2 Associate Member

Any Non-profit provincial organization recognized as a credible organization that shares mutual interests with Sport NB may become, on the approval of the Board of Directors, an Associate Member of the Federation. An Associate member does not have a right to vote.

11.3 Honourary Member

Upon the recommendation of the Board of Directors, the Annual General Meeting may appoint as honorary member an individual who has made a significant contribution to sport development in New Brunswick. A Honourary member does not have a right to vote.

11.4 Acceptance of membership

Application for membership and associate membership is made by submitting the approved Sport NB Membership Form along with the appropriate fee. Board approval of new members requires two-thirds of the votes.

11.5 Membership Fees

Membership fees are due no later than June 1st for the current fiscal year. Non-payment of fees is grounds for loss of membership or suspension of services.

11.6 Membership Resignation

Members may resign from Sport NB by forwarding a letter of intent to the President of Sport NB with a copy to the Sport NB Chief Executive Officer (CEO).

Article 12 - Annual General Meeting

12.1 Decision-making Powers

The Annual General Meeting is convened to assume the following decision-making powers:

1. To establish the general orientations of the Federation by adopting:
 - The philosophy of the Federation (Vision, Mission, Mandate and Values);
 - The long-term (10 years) and strategic goals (3 years) of the Federation.
2. To receive the President's Report containing the major accomplishments of the Federation during the past year in comparison to the established strategic goals.
3. To ratify the financial statements of the previous year.
4. To appoint external auditors.
5. To amend the Constitution and Bylaws.
6. To determine membership dues.
7. To elect the Board of Directors and to ratify the nomination for the President of the Federation.

12.2 Voting Rights

Each member and Board of Directors is entitled to one vote at the Annual General Meeting of the Federation. Board of Directors cannot vote on behalf of a member.

12.3 Quorum

The quorum is 10% plus one of the members.

12.4 Date, Time and Location

The Annual General Meeting must be held prior to November 31 after the fiscal year end. The Board of Directors determines the date, time and location.

12.5 Notice of Meeting

Written notice of meeting is sent to members and associate members by mail or electronic mail at least thirty (30) days prior to the meeting.

12.6 Voting Process

Decisions are made by raising hands or by secret ballot at the discretion of the meeting. Decisions require the majority of expressed votes (at least 50% plus one). Amendments to the Constitution and Bylaws require two-thirds of the votes. The President only votes to cast the tie-breaking vote.

Article 13 - Special General Meeting

Upon the request of the Board of Directors or 10% of members, the Federation President must convene a Special Meeting to be held within 30 days of the received written request. The Special Meeting deals only with agenda items sent along with the Notice of Meeting. Voting rights, voting process and quorum are the same as an Annual General Meeting. Notice of meeting is sent at least fifteen (15) days prior to the meeting date. A Special General Meeting may be held by telecommunications.

Article 14 - Board of Directors

14.1 Composition

The Board of Directors is made up of ten (10) directors including 3 officers of the board.

14.2 Officers of the Board

The 3 officers of the board shall be the President, the Vice-President and the Treasurer.

14.3 Decision-making Powers

The board of directors is empowered by the membership to govern the affairs of the Federation through developing, approving, monitoring and updating of policy, financial management, and making any decision that supports the pursuit of the vision, mission and mandate in keeping with its values.

14.4 Elections and Term of Office

14.4.1 The President of the Federation shall be nominated by the directors themselves and should normally be the returning President or the previous Vice-President.

14.4.2 The nomination for President is ratified by a majority vote of the members present at the annual general meeting. By ratifying the nomination, the President is elected to the board and fills a director's position. The President's term of office begins and ends in odd numbered years.

14.4.3 The Vice-President and Treasurer are elected from among the board, by the directors at the first meeting following the annual general meeting. The Vice-President's term begins and ends in odd numbered years; the Treasurer's term begins and ends in even numbered years.

14.4.4 All directors, including the Officers are elected to a 2 year term of office, unless they were recruited to fill a vacancy and that position has one year remaining.

14.4.5 Of the 10 directors' positions, 5 will be designated to begin and end in even numbered years and 5 will be designated to begin and end in odd numbered years.

14.4.6 Should the total number of nominations exceed the number of positions to be filled, an election shall take place by secret ballot. Members present shall be invited to vote for up to the total number of candidates electable from the roster of candidates available. The candidates with the most votes shall be elected.

14.4.7 If the number of nominees equals or is less than the number of vacancies, the slate of nominees shall be elected by a show of hands.

14.4.8 In the event that any board position, including officers of the board, becomes vacant mid-term, the board may elect a person to the position on an interim basis until the next annual general meeting. If the term for the position does not expire at the annual general meeting, the board may nominate the recruit to complete the term and request ratification from the membership.

14.4.9 A director may hold the position of President or Vice-President for up to 2 consecutive terms of office.

14.4.10 A director may only serve up to 4 consecutive terms on the board of directors, unless elected by the membership mid-term, in which case the director may complete the term and then serve 4 additional consecutive terms.

14.4.11 Following the completion of the maximum term of office, the director must leave the board for a minimum of one year.

14.5 Vacancies

In the event of vacancies on the Board of Directors between Annual General Meetings, the Board of Directors appoints replacements for the balance of the term. The Board's decision is subject to ratification by delegates at the next Annual General Meeting.

14.6 Nomination Process

14.6.1 The membership shall be invited to submit nominations for directors at least 60 days prior to the Annual General Meeting. Nominations must be submitted to the Sport NB office at least 35 days prior to the Annual General Meeting.

14.6.2 The membership will be notified at least 30 days in advance of the Annual General Meeting of the slate of nominations including those submitted by the members, those recruited by the Nominating Committee and those seeking re-election. .

14.6.3 If the number of submitted nominations is less than the number of available positions, nominations for directors can be made from the floor.

14.7 Removal from Office

Any board member who is absent for 3 consecutive board meetings may be removed from the board by a majority vote of the board.

14.8 Quorum

The quorum for Board meetings is 50% plus one Board of Directors.

14.9 Voting

Decisions require 50% plus one of expressed votes. The President only votes to cast the tie-breaking vote.

14.10 Frequency of Meetings

The Board of Directors meets at least four (4) times a year either in person or through electronic means.

Article 15 - Board of Directors Committees

15.1 – Committees

15.1.1 The Board of Directors is authorized to establish ad-hoc Committees as needed. Committees are to be chaired by a board member and provided with a Terms of Reference outlining its mandate, powers, reporting expectations and timelines.

15.1.2 There shall be two Standing Committees. These are the Executive Committee and the Nominating Committee.

15.2 The Executive Committee

15.2.1 The Executive Committee is a standing committee comprised of the President, the Vice-President and the Treasurer.

15.2.2 The role of the Executive Committee shall be to assist the board in its policy development role, to deal with board issues in between meetings of the board, and to deal with urgent issues which require swift action. The Executive Committee shall also fulfil the role of financial manager between board meetings, supporting the efforts of the CEO and Treasurer.

15.2.3 The Executive Committee is empowered to act between board meetings in matters of urgency or as authorized by the board.

15.3 Nominating Committee

15.3.1 The Nominating Committee is a standing committee that shall be led by the Vice-President. The Vice-President shall recruit other board members as needed.

15.3.2 The role of the Committee is to identify the number of vacancies and to recruit individuals to fill those positions based on the desired skill sets and need for appropriate member representation.

15.3.3 The nominating committee may also act to seek out board members to fill vacancies between annual general meetings.

15.3.4 The Nominating Committee shall submit to the CEO, a list of nominations for at the board at least 35 days prior to the Annual General Meeting.

Article 16 - Titles and Duties

16.1 The President

16.1.1 The President is the first among equals and shall normally fulfill the following duties unless delegated to another board member. The President will call meetings of the board, develop agendas in conjunction with the CEO and preside over meetings.

16.1.2 The President plays a leadership role in providing direction to board members, being the principal point of contact for the CEO, being a spokesperson on behalf of the Federation and a member of the Executive Committee.

16.2 The Vice President

16.2.1 The Vice President shall assume the duties and role of the President in his or her absence. The Vice-President shall sit on the Executive Committee and chair the nominating committee.

16.2.2 The Vice President shall work closely with the President in preparation for assuming the role of President upon the expiration of his or her term.

16.3 The Treasurer

The Treasurer shall liaise with the CEO and reports to the board. The Treasurer is responsible for ensuring that the Federation's finances are managed according to its policies. He or she supports the CEO in the development of a budget and the monitoring of it. The Treasurer shall be one of two signatures required on each cheque.

16.4 The Secretary

The directors may appoint a Secretary from among themselves if they deem it necessary. Duties would be assigned and may include, but not be limited to taking minutes of meetings, receiving and responding to correspondence and record keeping.

16.5 Directors

Directors are required to exercise their power with competence and diligence in the best interests of the Federation. Directors have a fiduciary duty to the Federation.

Article 17 - Employees

17.1 Chief Executive Officer (CEO)

17.1.1 The board shall hire a CEO, as needed, to manage the day to day affairs of the Federation and to provide leadership. The CEO shall manage all other staff positions and reports to the board.

17.1.2 The CEO is an ex-officio member of all Committees, but has no voting rights.

17.1.3 The board empowers the CEO to act on its behalf through a job description, annual work plan and budget.

17.2 Staff

The CEO shall hire staff, as needed, to accomplish the plans and every day business of the Federation.

Article 18 Financial Resources

18.1 Fiscal Year

The fiscal year ends on March 31st.

18.2 Authorized Signatures

Financial documents require two (2) signatures. Financial documents are signed by the CEO, the President or the Treasurer.

18.3 Annual Audit

An annual review of the financial situation of the Federation is undertaken by an accounting professional. A financial audit is done at least every four (4) years by a professional external auditor.

Article 19 - Protection and Indemnity

- (1) No director, officer, member, employee or agent of the Federation is liable for the acts, receipts, neglect or defaults of any other director, officer, member, employee or agent, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Federation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Federation or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Federation are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Federation are deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage, or misfortune whatsoever, which happens in the execution of the duties of his or her office or in relation thereto,
- (2) providing:
 - (a) he or she acted honestly and in good faith with a view to the best interests of the Federation; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
- (3) Every director, officer, member, employee or agent of the Federation and his or her heirs, executors and administrators, and estate and effects respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Federation from and against:
 - (a) all costs charges and expenses whatsoever which such director, officer, member, employee or agent sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office;
 - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Federation, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default, or charges for his or her own account.

Article 20 – Language

Promotion of the two official languages by Sport NB will be consistent with the following:

- We respect both official languages.
- Our bilingual communications will be conducted in an effective and efficient manner within the financial and human resources available.

- We encourage the members and employees of Sport NB to initiate communications and written documents in the language of their choice.
- We ensure that all final documents for public distribution are in both languages.
- We encourage the members and employees of Sport NB to improve their bilingual communications and we will help each other to continually improve our personal bilingualism abilities and confidence.
- The recruitment of volunteers and staff will emphasize the knowledge, skills and linguistic abilities needed to successfully perform the job and where necessary, bilingualism will be a basic requirement for the position.

Article 21 - Suspension and Expulsion of a Member

Following the recommendation of the Executive Committee, the Board of Directors may suspend or expel a member who acts or speaks against the best interests of the Federation. The Board of Directors may deprive such member of his rights such as vote, meeting attendance and candidacy for any position within the Federation. Such member may, however, appeal to the Board of Directors from such a suspension or expulsion.

Article 22 - Amendments

The Constitution and Bylaws may be amended by the Annual General Meeting. The amendments are sent to the voting members with the notice of meeting.

Article 23 - Dissolution of the Federation

In the event of the dissolution of Sport NB, all remaining assets after payment of liabilities are held in trust for a successor Federation or distributed to charitable Federations as designated by the Board of Directors.

Article 24 - Meeting Procedures

Meeting procedures are governed by Robert's Rule of Order. However, this Constitution and Bylaws takes precedence over Robert's Rule of Order.