

# **NEW BRUNSWICK WHEELCHAIR SPORTS ASSOCIATION**



## **CONSTITUTION AND BY-LAWS**

**Approved at the Annual General Meeting  
Held on February 4, 2006**

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## Article I: Name

- 1.1 The name of this non-profit organization shall be the “New Brunswick Wheelchair Sports Association” which can also be referred to as “NBWSA”.

## Article II: Mission Statement

- 2.1 The NBWSA is committed to ensuring opportunities for persons with a physical disability to participate in sport and recreational activities by:
  - 2.1.1 Organizing and participating in competitive and recreational sport events for persons using wheelchairs as part of their equipment;
  - 2.1.2 Promoting inclusion of persons with physical disabilities in regular competitive sport and recreational activities;
  - 2.1.3 Providing training for coaches, officials, volunteers and athletes for the skills necessary to enable persons with disabilities to participate effectively at their optimum desired level in competitive sport and recreational activities.

## Article III: Objectives

- 3.1 To serve as a non-profit, community based organization dedicated to increasing the number of persons with a physical disability who participate in sport and active living recreation activities.
- 3.2 To promote the benefits of wheelchair sports and recreational activities which include persons with physical disabilities.
- 3.3 To assist in the provision of competitive opportunities for athletes with physical disabilities who wish to challenge their skills on a more formal basis.
- 3.4 To recognize and assist in the promotion of accomplishments made by athletes along with those of NBWSA.
- 3.5 To liaise with other organizations and bodies whose objectives are compatible with those of NBWSA.
- 3.6 To provide leadership in the establishment and development of wheelchair sport and recreation groups in local areas where appropriate in New Brunswick.
- 3.7 To develop and administer the rules and regulations governing wheelchair sports and recreational competition in New Brunswick consistent with the Canadian Wheelchair

Basketball Association, the Canadian Wheelchair Sports Association and other sports-governing bodies.

- 3.8 To be engaged in other related activities consistent with the stated mission statement and objectives of the association as interpreted by the Executive, Board of Directors and the various Sports Representatives.

## Article IV: Membership

- 4.1 The membership of NBWSA shall consist of individuals who have expressed their interest in supporting the objectives of NBWSA by submitting the appropriate annual membership fees when required and being accepted as members by a majority vote of eligible voters at any properly scheduled board meeting, special general meeting or the annual meeting of the association.
- 4.2 NBWSA shall have voting and non-voting memberships as indicated in the following descriptions:
- 4.2.1 **Affiliate**-regional or community wheelchair sport and recreation clubs and other such groups, whose aims and objectives complement those of NBWSA, may become non-voting **Affiliate** members of NBWSA.
- 4.2.2 **Individual**-any person interested in contributing to the aims and objectives of NBWSA and participating in NBWSA activities may become a voting **individual** member of NBWSA.
- 4.2.3 **Honorary**-any person or group who makes a significant contribution to NBWSA's aims and objectives may become, by resolution of the Board, a non-voting **honorary** member of NBWSA. **Honorary** memberships shall be automatically renewed by the Board each year, without cost.
- 4.3 Annual membership fees for **Affiliate** and **Individual** members shall be determined by the Board of Directors. Membership is contingent upon payment of fees annually.
- 4.4 Persons who are members in good standing of **Affiliate** clubs shall become **Individual** members of NBWSA upon submission of the **Affiliate** of its membership list and NBWSA membership fees.
- 4.5 All **Individual** members shall have one (1) vote at the Annual or Special Meeting of NBWSA.
- 4.6 Termination of membership:
- 4.6.1 An existing voting membership can be lost by failing to pay membership fees after receiving written notice on two (2) occasions in any fiscal year; or

- 4.6.2 If the member has submitted his resignation to the President or Secretary; or
- 4.6.3 If the member has been expelled by two-thirds (2/3) vote at a special general meeting or annual general meeting when notice of that motion to expel has been provided to the membership and person in question.

## Article V: Management of Organization's Affairs

- 5.1 The affairs of the organization shall be managed by the Board of Directors and/or Executive Committee, as provided for in the Constitution and By-Laws of this organization.

## Article VI: Executive Committee

- 6.1 At the Annual General Meeting, the organization shall elect a President, a Vice-President, a Treasurer/Secretary and two (2) Members-at-Large to serve until the next Annual General Meeting as the Executive Committee of the organization.
- 6.2 Terms of office shall not exceed three (3) consecutive one-year terms in the same position on the Executive Committee unless agreed to and voted on by the remaining members of the Executive Committee.
- 6.3 The Executive Committee shall have the authority to exercise any of the powers of the Board as authorized by resolution of the Board, and all acts and proceedings of the Executive Committee shall be subject to review by the Board of Directors.
- 6.4 The Executive Committee shall hold at least three (3) formal meetings, throughout the year, at a time and place to be determined by the Executive Committee.

## Article VII: Duties of Executive Committee Officers

- 7.1 President's Duties:
  - 7.1.1 The President shall be responsible for the general management and supervision of the affairs and operations of the organization consistent with decisions and policies developed by the Executive Committee or the Board of Directors.
  - 7.1.2 The President shall preside at all meetings of the members, Board and Executive Officers.
  - 7.1.3 The President shall act as one of the organization's signing officers.

- 7.1.4 The President shall be responsible for calling the required meeting of the organization including the necessary arrangements for the Annual General Meeting and/or any special general meetings.
- 7.2 Vice-President's Duties:
  - 7.2.1 The Vice-President shall assist the President as requested.
  - 7.2.2 The Vice-President shall assume the role of President in his/her absence.
  - 7.2.3 The Vice-President shall act as one of the organization's signing officers.
- 7.3 Treasurer's Duties
  - 7.3.1 The Treasurer shall keep up to date financial records of the organization giving regular reports at all Executive, Board, General or Annual meetings of the organization.
  - 7.3.2 The Treasurer shall issue official receipts for any donations or funds received by the organization.
  - 7.3.3 The Treasurer shall perform the banking for the organization.
  - 7.3.4 The Treasurer shall act as one of the organization's signing officers.
  - 7.3.5 The Treasurer shall develop the organization's annual budget in conjunction with the Executive Committee and any staff to coincide with deadlines required.
  - 7.3.6 The Treasurer shall bring to the immediate attention of the Executive Committee and/or the Board of Directors any indication of budget shortfalls or any financial irregularities contrary to accepted accounting principles or activities that are contrary to policies established by the Board.
  - 7.3.7 The Treasurer shall ensure that all invoices are paid following appropriate authorization from the Executive Committee or Board of Directors.
- 7.4 Secretary's Duties
  - 7.4.1 The Secretary shall attend all meetings and take appropriate minutes or arrange to have this done.
  - 7.4.2 The Secretary shall keep an up-to-date organization minute book, including a list of all current members with their addresses.
  - 7.4.3 The Secretary shall ensure that all correspondence to the organization is responded to properly.

- 7.4.4 The Secretary shall act as one of the organization's signing officers.
- 7.4.5 The Secretary shall ensure that minutes, reports and notices of meetings are distributed to the appropriate sources at the appropriate times.
- 7.5 Members-at-Large Duties
  - 7.5.1 The Members-at-Large shall attend Executive Committee meetings to ensure that the Board of Directors are kept adequately informed of business conducted at those meetings.
  - 7.5.2 The Members-at-Large shall assist other Executive Officers when carrying out their duties when needed.
  - 7.5.3 The Members-at-Large shall be one of the signing officer's of the organization.
  - 7.5.4 The Members-at-Large shall assist the President and Vice-President in acting as a Nominating Committee for the Annual General Meeting.
- 7.6 Quorum for Executive Committee Meetings:

A quorum for the Executive Committee shall be a simple majority of the Executive Officers provided seven (7) days notice of the meeting has been mailed, e-mailed or delivered in person. Otherwise, all Executive Officers must be present in person or by proxy to be able to conduct business.

## Article VIII: Board of Directors

- 8.1 The management and administration of the affairs of the organization save as described by this Constitution and By-Law shall be conducted by a Board of Directors composed of a minimum of seven (7) persons and a maximum of thirteen (13) persons who are all members of the organization.
- 8.2 The five (5) Executive Committee members will form part of the Board of Directors, with the sports representatives, to be elected as well at the Annual General Meeting. Designated club representatives will be provided by each club.
- 8.3 The Board of Directors shall be elected at the Annual General Meeting for a term of one (1) year. They may be re-elected for additional terms at subsequent Annual General Meetings but not for more than five (5) consecutive terms.
- 8.4 Vacancies in the Board of Directors between annual meetings may be filled temporarily by the Board.
- 8.5 The Board of Directors shall meet a minimum of two (2) times per year.

- 8.6 The Directors shall serve without remuneration from the organization but may be reimbursed for reasonable out-of-pocket expenses pending available funds and approval of claims made to the Board of Directors.
- 8.7 A Director shall cease to hold should he/she resign in writing to the President or be removed by a resolution passed by more than two-thirds (2/3's) of the votes cast at a special general meeting of the members of the organization duly called for considering such a resolution.
- 8.8 The quorum of a Board meeting shall consist of fifty percent (50%) plus 1 of the duly constituted Board members provided that at least five (5) members of the Board are present in person and that at least seven (7) days written notice of the meeting has been given.
- 8.9 Each individual Board member shall not act in isolation from the decisions and established policies approved by the Board. This would include respecting staff policies and protection of appropriate levels of confidentiality.
- 8.10 Members of the Board of Directors must be careful to avoid any apparent conflicts of interest.
- 8.10.1 Two members of the same immediate family cannot serve on the Board of Directors at the same time.
- 8.10.2 Board members who will not resign voluntarily were presented with an allegation of a conflict of interest shall have their voting privileges suspended pending the outcome of a special general meeting to be called to give the member an opportunity to present his/her case to the general voting membership. This meeting shall be called within thirty-five (35) days of the written complaint being received by the Secretary so that thirty (30) days notice can be given to all members.

## Article IX: Sports Representatives

- 9.1 The Sports Representatives shall be responsible for assisting the Executive Committee and Board of Directors as requested with respect to their various sports.
- 9.2 The Sports Representatives shall be elected at the Annual General Meeting for a term of one (1) year.
- 9.3 Vacancies of the Sports Representatives between Annual General Meetings may be filled temporarily by the Board.
- 9.4 The Sports Representatives have voting rights on the Board of Directors.



- 9.5 The Sports Representatives must be members of the organization.
- 9.6 The Sports Representatives shall meet as required.
- 9.7 The Sports Representatives shall serve without remuneration from the organization but may be reimbursed for reasonable out-of-pocket expenses pending available funds and approval of claims made to the Executive Committee and Board of Directors.
- 9.8 The Sports Representatives shall cease to hold office should he/she resign in writing to the President or be removed by a resolution passed by more than two-thirds (2/3's) of the votes cast at a special general meeting of the members duly called for considering such a resolution.
- 9.9 Each Sports Representative shall act in accordance with the decisions and established policies approved by the Board.
- 9.10 The Sports Representatives must be careful to avoid any apparent conflicts of interest.

## Article X: Committees

- 10.1 The Board of Directors shall establish the following standing committees with terms of reference to be developed by the Board.
  - 10.1.1 Personnel Committee
  - 10.1.2 Finance Committee
  - 10.1.3 Nominations Committee
- 10.2 The President shall be ex-officio member of all committees which shall include at least one (1) other Board member and/or other members so that each committee will have at least three (3) members.
- 10.3 Standing committees will be named at the Annual General Meeting or at the first Board meeting to follow the Annual General Meeting.
- 10.4 The Board of Directors may also name other special committees with terms of reference that will automatically expire if not reviewed at the next Annual General Meeting
- 10.5 The committees will serve in an advisory capacity only with decisions to be made by the Executive Committee or Board of Directors.

## Article XI: Special Meetings

- 11.1 At each Annual General Meeting, to be held at a time and place to be determined by the Board, there will be an election of members of the Board as provided in the By-Laws, the presentation of reports by the officers, committee chairpersons, and the senior staff person and release of an audited financial statement. Any other such business as included in the agenda can also be discussed as mentioned in the notice of meeting and agenda sent to each voting member at least thirty (30) days prior to the date of that meeting.
- 11.2 The Board shall convene a special general meeting of the membership if required as per the By-Laws or if requested by ten (10) or more members of the organization. The request shall set out the purpose of the meeting and be sent to the Secretary for follow up.
- 11.3 Quorums at the Annual General Meeting or special general meeting shall require the presence in person or by written proxy of at least twenty percent (20%) of the eligible voting members. Unless specified elsewhere in the Constitution and By-Laws, votes will be decided on a simple majority of the eligible votes cast in person or by proxy.
- 11.4 The Annual General Meeting for NBWSA shall be held within ninety (90) days of the ending of the fiscal year.

## Article XII: Finances

- 12.1 The fiscal year of the organization shall begin on April 1<sup>st</sup> and end on March 31<sup>st</sup> each year.
- 12.2 The withdrawal of funds from any bank account under the authority of the Board of Directors shall require a minimum of two (2) authorized signatures. Authorized signatures include the officers of the organization unless otherwise specified by the Board of Directors.
- 12.3 All books and accounts of the organization shall be audited annually by an accountant appointed by the members at the Annual General Meeting. The audited financial statement is to be presented at the Annual General Meeting.

## Article XIII: Records

- 13.1 All records of Annual or special meetings, Board and Committee meetings, all regular books of accounts and other records of the organization shall be kept in a place to be determined by the Board.

## Article XIV: Interpretation

- 14.1 In the interpretation of this Constitution and By-Laws, the masculine shall include the feminine and to the extent by context, the singular shall include the plural and vice-versa. Save as herein provided, the provisions of the Interpretation Act of New Brunswick shall apply to this Constitution and By-Laws.
- 14.2 Unless otherwise specified, the procedures of meetings of this organization shall be governed by Roberts Rules of Order.

## Article XV: Amendments

- 15.1 The Board of Directors may from time to time repeal, amend, add to or re-enact this Constitution and By-Laws, or any of them, but such changes, unless in the meantime confirmed by a special general meeting of members, shall have force only until the next Annual General Meeting of members and, if not confirmed thereat, shall from that time on cease to have any force.
- 15.2 A notice of motion to repeal, amend, add to or re-enact this Constitution and By-Laws must be given in writing to the President at least thirty (30) days prior to the date on which the motion is to be made.

## Article XVI: Status

- 16.1 The organization shall carry on without purpose of financial gain for its members and any profits or other accretions to this organization shall be used in promoting its objectives.