

# ***CONSTITUTION RNBA Inc.***

**Revised October 2019, Approved at AGM March 2020**

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## **ORGANIZATIONAL PROFILE**

The name of the organization shall be “RNBA Inc.” and may also referred to as RNBA Inc.

### **MISSION STATEMENT**

The organization’s mission shall be to enhance and promote the quality of rowing participation in New Brunswick through the development of new and existing rowing clubs, development of athletes, coaches, umpires and volunteers, as well as to expand the scope of rowing activities in a safe and timely manner.

### **THE AIMS OF RNBA Inc.**

The aims of RNBA Inc. are promoted through the philosophy of excellence, enjoyment, fairness, respect, human development, leadership, inclusiveness, equality, participant centeredness by:

1. functioning as the governing body for rowing in New Brunswick. To represent and work as the Provincial Sport Organization (“PSO”) with the government of New Brunswick and Rowing Canada Aviron(“Rowing Canada Aviron”), the National Sport Organization (“NSO”),
2. promoting and coordinating competitive and recreational rowing within the province,
3. organizing and governing competitive rowing in New Brunswick,
4. selecting and developing New Brunswick provincial rowing teams,
5. providing guidance, information, and assistance to the member Rowing Clubs of RNBA Inc. which are in good standing,
6. assisting, and overseeing the development of new Rowing Clubs within the province,
7. developing effective administrative practices in organizational structure, financial management and communication and
8. encouraging support of its programs by the general public.

## DEFINITIONS

**Honorary Officers:** shall mean an individual appointed to this position by the Board of Directors.

**Club Member:** shall mean any person whose activities support the organizational aims of RNBA Inc., who is a member of a Rowing Club and who has a general membership with Rowing Canada Aviron. A Club Member includes all directors, officers, administrators, rowers, umpires, coaches, volunteers of a Rowing Club.

**Provincial Rowing Association:** shall mean an association established to promote the sport of rowing and recognized by the province of New Brunswick and Rowing Canada Aviron. The Provincial Rowing Association is may also be referred to as the as the Provincial Sport Organization or “PSO”

**Rowing Club:** shall mean any club in good standing with both RNBA Inc. and Rowing Canada Aviron and which provides an athletic rowing program.

**Board of Directors:** shall mean the following RNBA Inc. officers: President, Past President, VP Finance and Administration, VP High Performance, Secretary and Treasurer.

**Annual General Meeting:** shall mean the annual meeting of the Members of RNBA Inc. and may also referred to as “AGM”

**RCA:** shall mean Rowing Canada Aviron and is also the National Sport Organization “NSO” for the sport of rowing. RCA is the governing body of RNBA Inc.

## MEMBERSHIP

Membership in RNBA Inc. shall be divided into two classes of members: Voting Members and Non-voting Members.

Voting Members are divided into two categories:

1. Rowing Clubs
2. Board of Directors

Voting Members shall have the right to participate in activities of RNBA Inc., to attend and vote at all meetings of the members. Rowing Clubs in good standing with RNBA Inc. and Rowing Canada Aviron will receive one (1 ) vote per fifty (50) registered members.

Non-voting Members shall be divided into two categories:

1. Club Members
2. Honorary Officers

## **TERMINATION OF MEMBERSHIP**

A member may terminate its membership in RNBA Inc. by submitting written notice of said termination to the Board of Directors. Payment of any outstanding fees or other amounts payable shall be made in full forthwith by the terminating member.

## **FEES AND REGISTRATION**

The annual fee for each type of membership shall be recommended to the AGM of RNBA Inc. In the event that a recommendation is not approved at the AGM, the annual Membership Fee for each type of membership will remain unchanged.

A Membership Fee Committee shall be established and shall consist of one member from each Rowing Club and one representative from the Board of Directors. The members of the Membership Fee Committee shall select the chair of the Membership Fee Committee. The Membership Fee Committee shall meet annually with the VP Administration and Finance that shall be an ex-officio member of the Membership Fee Committee with no vote, to discuss budget requirements for the coming year and to propose a membership fee structure. The proposal shall be presented to the Board of Directors at least two months before the AGM. The Board of Directors after review the Membership Fee Committee's recommendation, shall set the Membership Fee and communicate their decision to all voting members at least 21 days before the RNBA Inc.'s AGM.

Rowing Clubs shall be responsible for the collection of and the proper submission of Membership Fees payable by Club Members who are members of their respective Rowing Clubs. Rowing Clubs shall also be responsible for ensuring that all Club Members which include all directors, officers, administrators, rowers, umpires, coaches and volunteers are registered with RNBA Inc. and RCA via the Web Registration System.

Rowing Clubs shall be responsible for Membership Fee payment to the Treasurer of RNBA Inc., by the fifteenth day of December in each calendar year Rowing Clubs shall be required to sign an annual declaration that they have collected and remitted required information and payment to RNBA Inc.

## **THE BOARD OF DIRECTORS**

RNBA Inc.'s Board of Directors shall be responsible for overseeing the affairs handed down by Rowing Canada Aviron.

The Board of Directors of RNBA Inc. shall manage the affairs of the organization. Under the guidance of the President, the Board of Directors shall be responsible for the routine discharge of corporate affairs and shall be empowered to prescribe, vary or repeal policies or programs in order to promote or assist RNBA Inc.'s organizational aims.

The Board of Directors may also appoint such committees or subcommittees or hire such personnel as it deems necessary. Such persons appointed or hired shall perform duties as may be prescribed by the Board of Directors.

The Board of Directors shall be elected for a four-year term at the RNBA Inc.'s AGM and may be re-elected at any subsequent AGMs. Although in any year that there is no intention or a confirmation of an intention of a member to be elected to the office of President, the President may stand again for election for one year after the expiry of his or her term.

The Board of Directors may appoint a Club Member in good standing to the Board of Directors for the unexpired term of any Board of Director who for any reason has left office prior to the expiration of their term of office.

The Board of Directors shall be composed as defined in Article 2. and the duties and responsibilities shall be as follows:

**President:** shall be the chief executive officer and is elected at the AGM. The President is charged with general supervision of the administration, financial management and control of the organization. The President shall be the chairperson of the Board of Directors, an ex-officio member of all committees and

subcommittees and be responsible for the call of all Board of Directors meetings, the RNBA Inc. AGM and any special general meetings. The President is expected to preside and chair all meetings of the Board of Directors, the RNBA Inc. AGM and any special general meeting of RNBA Inc.. The President is to represent RNBA Inc. at the AGM of Rowing Canada Aviron. The President shall appoint the past President/Vice President in his or her absence.

**Past President:** shall be the administrative officer of the organization and shall act in the capacity of the President when the President is absent and/or unable to carry out their duties. The Past President shall be responsible for general organization development, including liaison with member clubs and promoting and overseeing the development of new rowing clubs within the province.

**VP High Performance** shall be responsible for the administration of rowing activities related to the provincial team, coaching and information liaison. he VP High Performance shall be responsible for the selection of the provincial rowing teams and Canada Summer Games Team for RNBA Inc.. The VP High Performance may also undertake other responsibilities as directed from time to time by the Board of Directors.

**VP Finance and Administration** shall oversee the development and presentation of the Annual Budget to the members of RNBA Inc. at the AGM. The VP Finance and Administration will contribute to completion of annual funding grant submissions, recommend short-term adjustments to the budget if there are significant variances between actual and budgeted numbers and obtain and record all club membership information from the Rowing Canada Aviron Web Registration System and discussion with club registrars.

**Secretary** shall be responsible for the recording and the maintenance of minutes of all meetings of the Board of Directors, and the AGM. The Secretary shall also ensure that the credentials of voting members are in order and shall perform other duties as may be assigned from time to time by the Board of Directors or by the President.

**Treasurer** shall be responsible for the financial management of the organization, under the direction of the Board of Directors. The Treasurer shall control the deposits and the disbursement of RNBA Inc. Funds. The Treasurer shall also render to the Board of Directors an account of their transactions and of the financial position of RNBA Inc. upon request. An audited state of RNBA Inc.'s financial statements are to be given to the Board of Directors at each AGM. With the permission of the Board of Directors, the Treasurer shall retain a professional accountant to keep full and accurate record of account and/or to prepare an audited statement. The Treasurer shall also be responsible for the relevant payment of invoices.

**Honorary Officer** the Board of Directors shall have the right, by a majority vote at a meeting of the Board of Directors to appoint any member as an Honorary Officer, provided, however, that the number of honorary officers shall not exceed three at any time.

## COMMITTEES

A committee may be appointed by the Board of Directors for any purpose concerning rowing within the province. When appointing a committee, the Board of Directors may put such conditions, restrictions, or limitations on the mandate of the committee and its composition and on the means of selection of committee members/chairperson, as are deemed by the Board of Directors to be appropriate for the effective pursuit of the mandate of the said committee, provided that all such appointees shall be a club member in good standing with RNBA Inc.

The Board of Directors can create a number of committees that direct their recommendations to the responsible committee chair who presents them to the Board of Directors or to the Board of Directors as appropriate. The respective committee chair is responsible for ensuring that the committees meet when they should, address the strategic planning actions in their area and issue their minutes promptly.

Committee minutes should be clear and concise and should be submitted by the committee chair within two weeks of the meeting. The committee chair reviews the minutes before approving them for issuance to the Board of Directors together with commentary where the committee chair deems it necessary on the matter at hand.

The committee chair is responsible for ensuring that any actions required by the Board of Directors are identified from the minutes and addressed in a timely fashion by way of correspondence, conference call, or face to face meeting as the nature of the item and its urgency dictate.

## MEETINGS

**Annual General Meeting:** The AGM of RNBA Inc. Members shall be held each year within sixty (60) days of the financial year end. The time and place of the AGM shall be sent to all voting members at least 30 days in advance of the meeting. A copy of the proposed agenda shall be communicated to each Board of Directors of director at least 5 days in advance of the AGM. The AGM shall be alternated between clubs and shall be decided by a majority vote at a Board of Directors meeting.

**Board of Directors Meetings:** Notice of regular Board of Directors of director meetings and a copy of the proposed agenda will be communicated to each Board of Directors of director at least three(3) days in advance of meeting. A quorum at regular Board of Directors of director meetings shall be a simple majority of the total Board of Directors membership. Each Board of Directors shall have one vote on motion put to the Board of Directors during the meeting, in the event the person presiding at the meeting may exercise a second (or casting) vote.

**Conference Call/Electronic Board of Directors Meetings:** At the President's discretion, a Board of Directors meeting may be held through a telephone conference call or by electronic communication (if absent, the meeting shall be held by the Past President). With the exception of an emergency declared by the President, notice of a conference call and a copy of the proposed agenda shall be communicated to each Board of Directors member at least three (3) days in advance of the said meeting. Every person participating in the conference call shall be deemed present at the meeting; however, the quorum, voting and minute requirement of a regular Board of Directors meeting shall remain in force.

## FINANCES

The financial year-end of Rowing New Brunswick Aviron shall be December 31st. of each year.



All financial documents shall be signed by two persons, and appointed by the Board of Directors, at least one of which shall be a Board of Directors of director.

An auditor shall be an independent public accountant. No Board of Directors of director or honorary officer may be appointed or appoint themselves as auditor. The audited financial report shall be presented to the members at the RNBA Inc. AGM.

## **NOMINATING COMMITTEE**

If a Board of Directors' term is expiring, no less than 45 days in advance of the RNBA Inc. AGM, the Board of Directors shall appoint a nominating committee and identify its chairman. The nominating committee shall consist of at least one member of the Board of Directors and two to three other people, who are club members who are not seeking office in the election.

The duties of the nominating committee shall be to prepare a list of candidates for all of the elected offices and to obtain the written consent of all the candidates to stand for office. The nominating committee shall submit a complete list of the candidates, together with the written consent of any candidate standing for office, to the bod not less than 30 days before the RNBA Inc. AGM. Nominations for the elected office shall close 30 days before the AGM.

## **SANCTION**

Sanction is an approval for the hosting of a Rowing Regatta, a Head Race or a Sprint (rowing sanction). It is also an approval for crews or individuals from within the sport to participate in the sport outside the country (participation sanction).

For the purpose of sanction, a rowing sanction is deemed any rowing race held on the water between two or more clubs or to which individuals or crews are invited who do not participate in rowing activities at the host clubs. Excluded from rowing sanctions are internal club meets, interclub training and selection sessions.

The objectives of a sanctioned events are to provide safety of competitors, fairness of competition and a good presentation of the sport of rowing. A sanction ensures participants are members in good standing of both Rowing Canada Aviron and RNBA Inc.

The Board of Directors for RNBA Inc. Must sanction all Rowing Regattas, Head Races and Sprints hosted in New Brunswick.

Sanctioning shall only be granted if RNBA Inc. finds that the application for sanctioning is in accordance with the Rules of Racing as provided by Rowing Canada Aviron.

## **DISCIPLINE**

Offenses that warrant discipline, termination and or suspension by RNBA Inc. shall include but not be limited to:

1. any breach of the constitution,
2. any breach of the Rules of Racing,
3. any breach of drug testing,
4. conduct of an athlete, coach, official or other person connected with RNBA Inc. deemed to be unsporting or which brings or may bring the sport of rowing or RNBA Inc. into disrepute,
5. entering, holding or conducting regattas without receiving prior sanction from RNBA Inc. when such sanction is required,
6. failure to pay dues, fees or assessments by the date they come payable.
7. occurrence of any event that renders a member ineligible for membership or failure to satisfy membership qualifications,
8. bankruptcy, withdrawal or cessation of business by a member which is a legal entity (incorporated or unincorporated), or
9. conduct by a member or by the employees or representatives of a member which is seriously detrimental to the purposes and goals of the corporation or in violation of the rules and documented procedures of the RNBA Inc., including but not limited to a violation of these bylaws.

The Board of Directors may in the event of any such offense by a member or member club, such member or member club shall be held liable. Such offenses can lead to removal as a member of RNBA Inc., suspension from participation in or

attendance at any RNBA Inc. activity or sanctioned rowing event or any Rowing Canada Aviron rowing event pending a hearing of the Board of Directors for RNBA Inc.

The Board of Directors shall hear and decide any and all matter in a summary manner, notice in writing must be received no later than fourteen (14) days from the date of the action and the Board of Directors shall have regard to all of the circumstances of the case. Before hearing any matter, all concerned members shall be given the right to appear in person and to make submissions to the Board of Directors, concerning the matter under consideration. If concerned parties are unable to attend, written submissions shall be accepted and considered by the Board of Directors. If all parties consent, the concerned party may participate or appear by means of conference calls or other communication facilities so as to permit all persons participating in the manner to hear each other.

## **GOVERNANCE**

The RNBA Inc. Constitution establishes the following governance structure:

A Board of Directors responsible to the membership of overseeing the affairs of RNBA Inc. and for the development of policies for RNBA Inc.

Under the RNBA Inc. Constitution, the Board of Directors, in addition to its oversight role;

1. approves applications to be a voting member,
2. prescribes rules, regulations and bylaws relating to the management and operation of RNBA Inc. and relating to the participation in RNBA Inc. sanctioned events including all rules,
3. relating to the registration of club members,
4. approves changes to the constitution for subsequent ratification by the voting members in good standing,
5. Appoints independent panel to hear appeals from decisions on disciplinary matters,
6. decides the time and place for the AGM of the Voting Members and
7. may appoints Honorary Officers or engage employees, as it may from time to time deem necessary with such authority and duties as the Board of Directors may prescribe.

In practice, the Board of Directors discharges its oversight role by:

1. establishing a strategic plan,
2. approving annual action/operating plan and budget,
3. reviewing operating results at regular Board of Directors meetings,
4. approving the Annual Financial Statements for presentation to the members of the AGM and
5. amending the approved annual budget.

In establishing the Strategic Plan, the Board of Directors considers budget implications and special initiatives contemplated that will be beyond the current budget and considers the impact of inflation.

Three (3) Board of Directors meetings should be generally held. In the spring, fall and winter (in conjunction with the AGM). The winter meeting should be ideally held at the start of the New Year and before the AGM. The fall meeting should be held in October at the end of the training season, and the AGM, which is normally held in February.

The duties of the officers who form the Board of Directors are set out in the RNBA Inc. Constitution and the Board of Directors are given the power to appoint committees for any purpose.

To enable the Board of Directors to exercise its oversight role, the Board of Directors is responsible for providing it with relevant information on a timely basis. This includes information related to approval of and any planned changes to the:

1. Strategic Plan,
2. Annual Budget,
3. Policy Recommendation,
4. Management Structure and
5. Membership Fees.

Policy recommendations include RNBA Inc. policies for its memberships. Such policies may include internal policies, such as staff hiring policies and internal control procedures, agreements entered into with athletes, sponsors, funding agencies and service providers.

Annual Budget may be amended due to larger than expected sports grants or a significant shortfall in revenues. All proposed revisions to the annual budget require Board of Directors approval.

RNBA Inc. officers are responsible for sending information to the Board of Directors on a timely basis, so that all have adequate time to consider and reflect on a matter before the meeting at which time the matter will be discussed and voted on. E

exceptions may occur when a decision has to be taken in time to meet a third party's deadline.

## **AMENDMENT OF THE CONSTITUTION**

The Constitution of RNBA Inc. may be changed, repealed, in whole or in part, by a two-thirds vote at any meeting of the Board of Directors. Notice of any proposed changes must be given to all directors at least twenty-one days (21) in advance of the Board of Directors meeting where such amendments are to be considered.

All changes concerning the constitution which are passed by the Board of Directors shall not be effective until the next AGM of the members, at which time all such changes must be ratified by a two-thirds vote at the meeting by Voting Members. All Voting Members shall be given notice of any constitutional change(s) to be ratified or proposed at the meeting at least twenty-one days (21) before the AGM where such changes are to be considered.