

ATHLETICS NEW BRUNSWICK ATHLÉTISME NOUVEAU-
BRUNSWICK



CONSTITUTION and BY-LAWS

CONSTITUION

Revised, 2018

ARTICLE I

- A. The name of the Association shall be ATHLETICS NEW BRUNSWICK / ATHLETISME NOUVEAU - BRUNSWICK, herein after referred to as ANB or the Association.
- B. Athletics New Brunswick shall be affiliated with, under the jurisdiction of, and subject to the rules and regulations of ATHLETICS CANADA, herein after referred to as A/C.
- C. The activities of the Association shall be carried out throughout New Brunswick and shall include Track & Field, Cross - Country, Road Running, and the associated activities of the coaches and officials within these disciplines.

ARTICLE II

- A. The purpose of Athletics New Brunswick is:
 - 1. To promote, encourage, stimulate, and develop interest in the various disciplines within the sport commonly known as Athletics and listed in Article I (C).
 - 2. To work in conjunction with the defined regions and authorities in conducting organized Athletics programs which adhere to standardized and regulated procedures.

ARTICLE III

- A. The basic objectives of Athletics New Brunswick are:
 - 1. To build a representative membership of duly constituted Track & Field, Cross-Country, and Road Running clubs, teams, and affiliated groups/organizations in New Brunswick.
 - 2. To assist in the development, organization, and implementation of Track & Field, Cross-Country, and Road Running programs.
 - 3. To consider and discuss problems of mutual concern to each of these members.

ARTICLE IV

- A. The specific objectives of Athletics New Brunswick are:
 - 1. To develop and promote co-operation between the Provincial Government, Municipal Governments, Sport New Brunswick, universities, schools, recreation departments and councils, the Royal Canadian Legion, La Societé des Jeux de

l'Acadie, and other groups and organizations, public and private, with the aim of providing and sharing facilities and programs that meet standards acceptable to the membership.

2. To act as a medium in developing and bettering all aspects of Track & Field, Cross-Country, and Road Running in New Brunswick.
3. To engender communication and public relations among the membership and the general public.
4. To communicate information to member clubs regarding the source and accessibility of financial assistance.
5. To assist in the development of leadership within the membership.
6. To recognize the potential of individuals within clubs in the Province and promote their participation in national and international competitions.

ARTICLE V

- A. Provided that nothing herein contained shall permit the Association to carry on any trade, industry, or business, the Association shall be carried on without purpose of gain to any of its members, and that any accretions of the Association shall be used solely for the purposes of the Association and the promotion of its objectives.
- B. Provided further, that if for any reason, the operations of the Association are terminated or are wound up or dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to another organization in New Brunswick, or Canada, having objectives similar to those of the Association.

BYLAWS

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BY-LAWS
Revised, 2018

GOVERNANCE

1. ORGANIZATIONAL STRUCTURE.

- a) ANB is governed by its members, as represented in a General Meeting.
- b) Subject to these Bylaws:
 - i) A General Meeting has full authority over the Board, Officers and employees of ANB, and may take any action or do any thing on behalf of ANB.
 - ii) Between General Meetings, the Board has full authority over the Officers and employees of ANB, and may take any action or do any thing on behalf of ANB that is not reserved to a General Meeting by these Bylaws or by Policy.
 - iii) Between Board Meetings, the President has full authority over the employees of ANB, and may take any action or do any thing on behalf of ANB that is not reserved to a General Meeting or to the Board by these Bylaws or by Policy.

AMENDMENTS TO THE ARTICLES AND BY-LAWS

- 2. AMENDMENT. The Articles or Bylaws may be amended by Resolution approved by a two-thirds majority of those present at a General Meeting.
- 3. NOTICE OF PROPOSED AMENDMENT.
 - a) Subject to paragraph (b), notice of a General Meeting to approve a proposed amendment shall be given in accordance with the notice period for a General Meeting prescribed in Bylaw 19.
 - b) Notice may be waived by Resolution approved by a two-thirds majority of those present at a General Meeting.

MEMBERSHIP

MEMBERSHIP STRUCTURE

- 4. CLASSES OF MEMBERSHIP. There shall be the following classes of members of ANB:

- a) Organizational Members:
 - i) Club Members;
 - ii) Temporary Organization Members;
- b) Individual Members:
 - i) Athlete Members;
 - ii) Temporary Members;
 - iii) Associate Members;
 - iv) Honorary Members;

5. REGULATIONS FOR MEMBERSHIP.

- a) The Board may by Policy prescribe regulations for membership, including fees and requirements for membership, and setting the dates of the Membership Year.
- b) The Board shall report any changes to the regulations for membership in the next Notice of General Meeting after such changes are approved by the Board.
- c) The General Meeting may accept, refuse or amend any changes to the regulations for membership made by the Board.

6. PRIVILEGES OF MEMBERSHIP. Privileges of membership include, except where limited by these Bylaws:

- a) attendance at General Meetings;
- b) voting at General Meetings;
- c) participation as an athlete in ANB or Run NB sanctioned events;
- d) for Organizational Members, for their respective members to participate as athletes in ANB or Run NB sanctioned events; and
- e) such other privileges as the Board may by Policy prescribe.

ORGANIZATIONAL MEMBERS

7. CLUB MEMBERS.

- a) INCLUDES. Club Members include all clubs registered with Athletics New Brunswick who have ANB registered athlete members within their membership, and who have been so appointed by the Board.
- b) PRIVILEGES OF MEMBERSHIP. Club Members have all privileges of membership.
- c) DURATION OF MEMBERSHIP. The membership of a Club Member shall continue to the end of the Membership Year.

8. TEMPORARY ORGANIZATION MEMBERS.

- a) INCLUDES. Temporary Organization Members include all organizations who wish to affiliate with ANB for a temporary purpose, who apply for such membership in the prescribed form, and who pay the prescribed fee.
- b) PRIVILEGES OF MEMBERSHIP. Temporary Organization Members have privileges for their respective members to participate in ANB or Run NB sanctioned events for the duration of their temporary membership, but shall have no other privileges of membership.
- c) DURATION OF MEMBERSHIP. The membership of a Temporary Organization Member shall continue to the end of the event for which they applied for membership.

INDIVIDUAL MEMBERS

9. ATHLETE MEMBERS.

- a) INCLUDES. Athlete Members include all persons who apply for such membership in the prescribed form and pay the prescribed fee.
- b) PRIVILEGES OF MEMBERSHIP. Athlete Members have all of the privileges of membership except:
 - i) voting at General Meetings;
 - ii) participation as an athlete in Run NB sanctioned events.
- c) DURATION OF MEMBERSHIP. The membership of an Athlete Member shall continue to the end of the Membership Year.

10. TEMPORARY MEMBERS.

- a) **INCLUDES.** Temporary Members include all persons who wish to affiliate with ANB for a temporary purpose, who apply for such membership in the prescribed form and pay the prescribed fee.
- b) **PRIVILEGES OF MEMBERSHIP.** Temporary Members have privileges to participate as an athlete in ANB or Run NB sanctioned events for the duration of their temporary membership, but shall have no other privileges of membership.
- c) **DURATION OF MEMBERSHIP.** The membership of a Temporary Member shall continue to the end of the event for which they applied for membership.

11. **ASSOCIATE MEMBERS.**

- a) **INCLUDES.**
 - i) Associate Members include Coaches, Officials, Administrators and other persons who perform valuable service to ANB, who have been so appointed by the Board;
 - ii) The Board may appoint Associate Members, either by:
 - A) appointing them individually; or
 - B) appointing a class of persons who shall be Association Members.
- b) **PRIVILEGES OF MEMBERSHIP.** Associate Members have all of the privileges of membership except participation as an athlete in ANB or Run NB sanctioned events, and voting at General Meetings.
- c) **DURATION OF MEMBERSHIP.** The membership of an Associate Member shall continue to the end of the Membership Year.

12. **HONORARY MEMBERS.**

- a) **INCLUDES.**
 - i) Honorary Members include all persons who have been so appointed by the Board;
 - ii) The Board may appoint Honorary Members.
- b) **PRIVILEGES OF MEMBERSHIP.** Honorary Members may attend General Meetings, but shall have no other privileges of membership.
- c) **DURATION OF MEMBERSHIP.** The membership of an Honorary Member shall continue for the life of the Honorary Member.

REFUSAL AND TERMINATION OF MEMBERSHIP

13. REFUSAL OF MEMBERSHIP. Upon reasonable grounds, ANB may refuse to accept the membership of any person or club and shall provide reasons for the refusal in writing to the person or the club forthwith following the refusal.
14. TERMINATION BY MEMBER. Any Member may terminate its membership by giving written notice to the President of its intention to withdraw membership.
15. TERMINATION BY ANB. ANB may terminate the membership of any Member by Resolution approved by a two-thirds majority of those present at a General Meeting.

GENERAL MEETINGS

16. GENERAL MEETINGS. ANB shall hold no fewer than two General Meetings each calendar year:
 - a) an Annual General Meeting, to be held in the month of September, October or November;
 - b) a Semi-Annual General Meeting, to be held in the month of March, April or May; and
 - c) an Extraordinary General Meeting, which may be called as prescribed herein.
17. EXTRAORDINARY GENERAL MEETING. ANB shall hold an Extraordinary General Meeting:
 - a) at the call of the President;
 - b) by Resolution of the Board; or
 - c) by written request signed by no fewer than two-thirds of the Club Members.
18. NOTICE OF GENERAL MEETINGS. At least thirty days before an Annual or Semi-Annual General Meeting, or at least seven days before an Extraordinary General Meeting, ANB shall give notice of the General Meeting, including the date, time, location, and business proposed to be conducted at the General Meeting:
 - a) to each Club Member, in writing by mail or email to the contact address last given to ANB by each Club; and

- b) to all other members, by posting on ANB's website.

VOTING AT GENERAL MEETINGS

- 19. VOTES BY CLUB MEMBERS. Each Club Member is entitled to a number of votes as follows:
 - a) for Club Members with two to ten ANB registered individual members: one vote;
 - b) for Club Members with eleven to twenty five ANB registered individual members: two votes;
 - c) for Club Members with twenty six to thirty five ANB registered individual members: three votes;
 - d) for Club Members with thirty six to sixty ANB registered individual members: four votes
 - e) for Club Members with sixty one to two hundreds ANB registered individual members: five votes;
 - f) for Club Members with more than two hundreds ANB registered individual members: six votes;
- 20. OTHER PERSONS ENTITLED TO VOTE. Every person who is a member of the Board is entitled to one vote, regardless of how many positions that person fills on the Board.
- 21. PROXY VOTES.
 - a) Proxy votes are not permitted. In order to vote, a Club Member or person who is entitled to vote must be present at the General Meeting;
 - b) one person authorized by a Club Member may cast all of that Club Member's votes.
- 22. CONDUCT OF VOTES. All questions at a General Meeting shall be decided by a simple majority, unless otherwise specified in these Bylaws.
- 23. QUORUM. No decision may be taken by a General Meeting at which there is not a quorum of a voting representative from at least one third of the voting Club Members.

CONDUCT OF GENERAL MEETINGS

- 24. RULES OF ORDER. General Meetings shall be conducted under Roberts Rules of Order.

25. ORDER OF BUSINESS. Each General Meeting shall conduct at least the following business:
- a) Presentation of Credentials;
 - b) Roll Call;
 - c) Minutes of Previous General Meeting;
 - d) Reports of Officers and Committees;
 - e) New Business proposed by Members; and
 - f) Election of Officers and Directors (where an election is required pursuant to these Bylaws).

BOARD

26. AUTHORITY AND RESPONSIBILITY. The property and business of ANB shall be managed by a Board which shall have responsibility for the making and overseeing of policy of ANB.
27. STRUCTURE. The Board shall consist of:
- a) each Officer;
 - b) a representative of RunNB, to be appointed by RunNB;
 - c) six Directors at Large, no more than two of which shall be members of the same Club;
 - d) a representative of the Officials Committee, to be appointed by that Committee;
 - e) an Athlete Representative, to be appointed from ANB athlete members 18 years old or older, recognized by ANB as having competed at a National or International competition within the past 4 years will be invited to 1) put their name or have their name put forward for the board position of athlete representative, and 2) subsequently have the right to vote on their choice within the nominees coming forward. ANB will coordinate the nomination and voting processes with the voting to be completed prior to the ANB SAGM. The elected athlete representative will be invited to serve a two year term. If no nominee is put forward, then the voting members at the SAGM shall have the right to select/vote and elect a qualified athlete representative in this position for a one year term.;

- f) the most recent Past President;
 - g) an Ad Hoc Director at large, appointed by the Board for a specific mandate; and
 - h) such staff members as may be appointed by the President, who shall not have voting privileges.
28. NO REMUNERATION. Board members shall not receive any remuneration, but may be reimbursed for expenses incurred in conducting ANB business.

ELECTION OF BOARD

29. ELECTION.

- a) At each Annual General Meeting held in an even-numbered year, there shall be elected the President and Secretary. At each Annual General Meeting held in an odd-numbered year, there shall be elected the Vice-President and Treasurer.
- b) at each Annual General Meeting, there shall be elected three Directors at Large, no more than two of the 6 Directors at Large shall be members of the same Club.

30. TERM OF OFFICE.

- a) The President and Secretary shall hold office until the next Annual General Meeting in an even-numbered year after they were elected. The Vice-President and Treasurer shall hold office until the next Annual General Meeting in an odd-numbered year after they were elected.
- b) All Directors at Large shall hold office for two years after they were elected.
- c) The Past President should hold office during the first mandate (2 years) of the newly elected President.
- d) The Ad Hoc Director at Large should hold office until the next General Meeting.
- e) Board members may be re-elected or re-appointed, as the case may be.
- d) Board members may resign their office by written notice to the President, or in the case of the President to the Vice-President.

31. VACANCIES.

- a) The Board may fill any vacancies that may occur on the Board.

- b) In the case of a vacancy in any Officer position:
 - i) notwithstanding Bylaw 31, any person appointed by the Board to fill such position, shall hold office only until the next Annual General Meeting;
 - ii) if the next Annual General Meeting is at the end of the first year of the mandate of an Officer, then at that Annual General Meeting there shall be a special election to fill the vacancy.

BOARD MEETINGS

32. **BOARD MEETINGS.** The Board shall meet:

- a) at the call of the President; or
- b) by written request signed by no fewer than either ; two Officers; or three of the Officers and Board members.

33. **NOTICE OF BOARD MEETINGS.** At least fourteen days before a Board Meeting, ANB shall give notice of the Board Meeting, including the date, time, location, and business proposed to be conducted at the Board Meeting:

- a) to each Board Member, in writing by mail or email to the contact address last given to ANB by each Board Member; and
- b) by posting on ANB's website.

34. **CONFERENCE CALLS.** Meetings of the Board of Directors may take place in the form of conference calls.

35. **QUORUM.** No decision may be taken by a Board meeting at which there is not a quorum of at least one-half of Board Members.

36. **VOTING AT BOARD MEETINGS.**

- a) All Board Members, including the President, shall have one vote.
- b) Proxy votes are not permitted. In order to vote, a Board Member must be present at the Board Meeting.
- c) All questions at a Board Meeting shall be decided by a simple majority, unless otherwise specified in these Bylaws.

OFFICERS

37. OFFICERS OF ANB. The Officers of ANB shall be:

- a) President;
- b) Vice President;
- c) Secretary; and
- d) Treasurer.

38. PRESIDENT.

- a) The President shall:
 - i) ensure that ANB complies with these Bylaws;
 - ii) chair all General Meetings and Board Meetings;
 - iii) be *ex officio* a member of all Committees of ANB;
 - iv) represent ANB to the public, stakeholders, the National Sports Organization, and other Provincial Sports Organizations;
 - v) supervise the staff of ANB;
 - vi) report to each General Meeting on his or her actions and activities since the last General Meeting.
- b) The President may delegate to any Officer or Director any of the powers and responsibilities enumerated in this section.

39. VICE PRESIDENT.

The Vice President shall:

- a) assist and advise the President as required by the President, particularly with reference to matters not involving road running;
- b) chair any General Meetings, Board Meetings and Executive Committee Meetings at which the President is not present; and
- c) report to each General Meeting on his or her actions and activities since the last General Meeting.

40. SECRETARY:

The Secretary shall:

- a) assist and advise the President as required by the President;
- b) chair any General Meetings, Board Meetings and Executive Committee Meetings at which the President and Vice President are not present; and take, distribute and hold Minutes of all General Meetings and Board Meetings at which business is conducted;
- c) maintain custody of the correspondence, business records and documents of ANB;
- d) report to each General Meeting on his or her actions and activities since the last General Meeting.

41. **TREASURER.**

The Treasurer shall:

- a) assist and advise the President as required by the President, particularly with reference to matters involving the administration and finances of ANB;
- b) chair any General Meetings, Board Meetings and Executive Committee Meetings at which the President, and Vice President are not present;
- c) supervise the finances of ANB;
- d) report to each General Meeting on the financial position of ANB and any significant financial changes since the last General Meeting.
- e) The Treasurer may delegate to any employee of ANB any of the powers and responsibilities enumerated in Section 41(a) (iii), (iv) or (v).

COMMITTEES

42. **ESTABLISHMENT.** A General Meeting or the Board may:

- a) establish Committees;
- b) delegate the terms of reference of such Committees;
- c) appoint, or provide for the appointment, of members to such Committees.

43. **AUTHORITY.** Committees shall have no authority to take any action or do any thing on behalf of ANB, unless otherwise authorized by ANB. Committees may report

recommendations for action to a General Meeting or to the Board, who may take action or do any thing as its sees fit.

44. EXECUTIVE COMMITTEE.

- a) The Executive Committee shall be composed of the elected officers of the Association. The Executive Director shall be a non-voting member of the Executive Committee.
- b) The Executive Committee shall carry out the authority of the Board of Directors on an ongoing basis and shall be responsible for the day-to-day functioning of Athletics New Brunswick. The Executive Committee and/or Executive Committee members acting in their designated areas, shall report to the Board of Directors through the President of Athletics New Brunswick.
- c) A position of Officer of the Association remaining vacant after the Annual Meeting shall be filled by appointment by the Executive Committee and forwarded to the next meeting of the Board of Directors for ratification.
- d) The Executive Committee shall not have regularly scheduled meetings, but shall meet at the call of the President, or his designate, at times necessary to conduct the business of the Association on behalf of the Board of Directors.

45. OFFICIALS COMMITTEE.

- a) There shall be an Officials Committee comprised of all persons registered as an Official with ANB.
- b) The Officials Committee shall select from among themselves a Chair, who shall serve as a member of the Board of ANB.

POLICY

46. AUTHORITY TO ESTABLISH POLICY. The Board has sole authority to make Policy on behalf of ANB.

47. METHOD OF ESTABLISHMENT OF POLICY. The Board may establish Policy by a Resolution which shall state explicitly:

- a) that the Board establishes the Policy as a Policy of ANB;
- b) the title of the Policy;
- c) the Policy to be established.

48. AUTHORITY OF POLICY.

- a) Once established, a Policy of ANB is binding upon the Board, Officers, staff, and members of ANB, and upon all persons participating in events sanctioned or organized by ANB.
 - b) The Board may, without repealing the Policy, authorize waivers or exceptions or to the Policy, as the Board may see fit in a particular case.
49. **RECORD OF POLICIES.** The Secretary-Treasurer shall maintain a Record of all Policies which have been established by the Board and have not been repealed.