

ARTICLES OF INCORPORATION

Newfoundland and Labrador

Basketball Association

Updated: June 21st, 2014

Articles of Incorporation

Newfoundland and Labrador Basketball Association

ARTICLE 1 GENERAL

- 1.1. Purpose -- This Article relates to the general conduct of the affairs of the Newfoundland and Labrador Basketball Association, hereafter referred to as the corporation or NLBA, a corporation incorporated under the *Corporations Act* and assigned the number 11129 for future reference.
- 1.2. Provincial Office: -- The Provincial Office of the Corporation shall be located in the city of St. John's under the auspices of Sport Newfoundland and Labrador or at such place as the Board may determine.
- 1.3. Fiscal Year -- Unless otherwise determined by the Board, the fiscal year-end of the Corporation shall be March 31.

ARTICLE 2 MEMBERSHIP

Categories of Membership

- 2.1 Categories -- The Corporation will have three categories of membership:
 - (a) Active membership
 - (b) Associate membership
 - (c) Individual membership

Qualifications for Membership

- 2.2 Active Members:

NABO plus any area association or community leagues whose players, coaches and officials are members of the Newfoundland and Labrador Basketball Association.

An association accepted for membership shall hereinafter be called an "active member association".

Each member of the NLBA Executive shall become an active member upon taking office and shall cease to be an active member upon ceasing to be a member of the Executive.

Each active member shall be entitled to one vote at the Annual General Meeting of the corporation.

2.3 Associate Member:

Associate membership shall be open to any advisory, consultative or educational organization concerned and involved with basketball in Newfoundland, except government agencies and organizations whose main objective is commercial gain.

Associate members shall be entitled to attend the Annual General Meeting as observers only.

2.4 Individual Member:

(a) Any player, coach or official who is a member of an **active member association** MUST be an individual member.

(b) Any person who is interested in taking part in Newfoundland and Labrador Basketball Association Provincial Tournament play MUST be an individual member.

(c) Individual members shall be entitled to attend Annual General Meetings of the Corporation as observers only. Individuals with issues for the corporation must voice their concerns through their Active Members Associations.

Admission of Members

2.5 No organization, corporation or league shall be admitted as a Member unless:

- a) It has made written application in the form prescribed by the Board;
- b) It has been approved as a Member by the Board; and
- c) It has paid membership dues as determined by the Board.

Voting Rights of Members

2.6 Members shall have the following voting rights at all Meetings of Members:

- a) Executive Committee Members will have one vote;
- b) Executive Board members will have one vote;
- c) Regional Directors will carry one vote. Regional directors who carry additional Active Member voting privileges will only be permitted one vote. These individuals must have an additional Active Member present to vote.
- d) Active Member Association will carry one vote.
- e) Associate Members may attend but do not receive a vote;
- f) Individual Members may attend but do not receive a vote;
- g) In the event of a tie the President has the option to cast 2 ballots;

Membership Dues

2.7 Year – Unless otherwise determined by the Board, the membership year of the Corporation shall be November 1 to October 31.

2.8 Dues -- Membership dues for each category of membership shall be paid by November 1st of the said year.

Withdrawal and Termination of Membership

2.9 Resignation -- Except as provided for in Article 2.13, a Member may resign from the Corporation by giving written notice to the Board.

2.10 May Not Resign --A Member who is subject to a disciplinary action of the Corporation shall remain a Member for this purpose until such time as the disciplinary action has concluded.

2.11 Arrears -- A Member may be suspended from the Corporation for failing to pay membership dues by the deadline date prescribed by the Board. Should membership dues remain unpaid for an additional 30 days, the Member may be expelled from the Corporation.

2.12 Discipline -- In addition to suspension or expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.

2.13 Cease to Be a Member -- Any Member who is not an individual shall cease to be a Member upon its dissolution or winding up of affairs. Any member who is an individual shall cease to be a Member when their successor is elected in accordance with this article.

ARTICLE 3 GOVERNANCE

Composition of the Board

- 3.1 Directors -- The Board shall consist of Ten Directors, comprised of:
- a) Executive Committee;
 1. President
 2. Vice- President
 3. Past President
 4. Secretary/Treasurer
 5. Policy Director
 - b) Executive Board (Includes Executive Committee)
 6. Senior Development Director
 7. Youth Development Director
 8. Coaching Development Director
 9. Athlete Representative Director
 - c) Regional Directors will be elected to the board under the regions outlined in the Government's Newfoundland and Labrador Games Handbook. There will be one director for each region.
 - d) The Executive Director, who shall be a non-voting member of the Board.

Powers of the Board

3.2 Powers of the Corporation -- Except as otherwise provided in this article, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

3.3 Managing the Affairs of the Corporation -- The Board may make policies and procedures for managing the affairs of the Corporation in accordance with this article.

3.4 Discipline -- The Board may make policies and procedures relating to discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.

3.5 Dispute Resolution -- The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes shall be dealt with in accordance with such policies and procedures.

3.6 Employment of Persons -- The Board may employ such persons, as it deems necessary to carry out the work of the Corporation.

3.7 Interpretation of Article -- The Board shall have the authority to interpret any provision of this article, which is ambiguous or unclear.

Election and Appointment of Directors

3.8 Eligibility -- Any individual who is 18 years of age or older and who has the power under law to contract may be nominated for election as a Director.

3.9 Nomination -- Any nomination of an individual for election as a Director shall:

- a) be signed by an Active Member or any two Directors other than the Executive Director;
- b) include the written consent of the nominee;
- c) Be submitted to the Corporation at least 30 days prior to the Annual Meeting.
- d) Notwithstanding, Article 3.9 c), nominations may be accepted from the floor at the Annual Meeting prior to elections, taking place.

3.10 Circulation of Nominations -- Valid nominations shall be circulated to Members at least 21 days prior to the Annual Meeting.

3.11 Election -- The election of Directors shall take place at the Annual Meeting by those Members present and eligible to vote.

3.12 Elected Directors Terms -- Elected Directors shall serve a one or two year term and shall hold office until their successors have been duly elected in accordance with this article, unless they resign, are removed from or vacate their office. The terms of elected directors shall be staggered by electing 4 positions during even years (President; Secretary/Treasurer; Minor Director and Athlete

Representative) and 4 positions during odd years (Vice-President; Policy Director, Coaching Director and Senior Director).

- 3.13 **Election Procedures** -- Elections shall be conducted by ballot. The nominees for each position receiving the greatest number of votes shall be elected. In the event of a tie between two or more nominees, subsequent ballots shall be conducted until such time as the tie is broken.
- I. Voting privileges -- Voting privileges at all Meetings of Members shall be as set out in Article 2.6
 - II. Scrutineers -- At the beginning of each Meeting, the Board may appoint one or more scrutineers who shall be responsible for ensuring that votes are properly cast and counted.
 - III. Delegates – Each board and regional director will receive one vote. Each Active Member will receive one vote and shall advise the Corporation in writing of its delegate 10 days prior to any Meeting.
 - IV. Voting -- Votes shall be cast by delegates only and such voting rights may be transferred among delegates representing the same Member. Votes may not be cast by proxy.
 - V. Majority of Votes -- unless the issue needs to be decided by a special resolution, the majority of the votes of Members present who vote shall decide each issue.
- 3.14 Appointed Directors – Appointed Directors shall be confirmed at each Annual Meeting and shall hold office until their successors have been duly appointed in accordance with this article, unless they resign, are removed from or vacate their office.

Resignation and Removal of Directors

- 3.15 Resignation -- A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation shall become effective the date on which the request is approved by the Board.
- 3.16 Vacate Office -- The office of any Director shall be vacated automatically:
- a) If the Director is found by a court to be of unsound mind;
 - b) If the Director becomes bankrupt;
 - c) If the Director, without reasonable excuse, fails to attend three consecutive meetings of the Board; or
 - d) Upon the Director's death.
- 3.17 Removal -- Directors may be removed as follows:
- a) An elected Director may be removed by Special Resolution of the Members present at a General Meeting, provided the Director has been given notice of and the opportunity to be present at such a meeting.
 - b) An appointed Director may be removed at any time by the body, which appointed them.

Filling a Vacancy on the Board

3.18 Vacancy -- Where the position of an elected Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. Where the position of an appointed Director becomes vacant for whatever reason, the appointing body shall name a replacement appointee within a reasonable time period, who is acceptable to the Board.

Meetings of the Board

3.19 Number of Meetings -- The Board shall hold an Annual General Meeting during June and a Semi Annual Meeting during November on an annual basis.

3.20 Call of Meeting -- The meetings of the Board shall be at the call of the President or at the call of the Executive Director if four members of the Board make a written request for such a meeting.

3.21 Notice -- A reasonable period of time before each meeting of the Board, the Executive Director shall send to each Director a notice of the meeting together with the agenda of the business to be transacted at the meeting.

3.22 Quorum -- A quorum shall be five Directors other than the Executive Director.

3.23 Chair -- If the President is absent from the meeting, the Vice-President shall preside over the meeting. If both the President and the Vice-President are absent from the meeting, the Board shall appoint from among its members a Director to preside over the meeting.

3.24 Voting -- Voting at Board meetings shall be as follows:

- a) Questions shall be decided by majority vote;
- b) A tie vote fails;
- c) Voting shall be by show of hands unless a majority of the Directors approve a secret ballot; and
- d) Except where there exists a conflict of interest no Director shall abstain from voting.

3.25 Closed Meetings -- Meetings of the Board shall be closed to Members and the public except by invitation of the Board. Any Director may request that the Executive Director be excused from any portion of any meeting.

3.26 Telephone Meetings -- Where a majority of the Directors agree, a meeting of the Board may be held by telephone conference call. Where any Director is unable to attend a meeting, reasonable effort shall be made to include the Director in the meeting by means of telephone. Directors who participate in a meeting by conference call or telephone are considered to have attended the meeting.

Officers

3.27 Officers -- The Officers of the Corporation are the President, Vice-President, Past President, Secretary/Treasurer, Policy Director and Executive Director.

3.28 Elections of Officers -- With the exception of the Executive Director, and past president officers are elected annually by the membership during the Annual General Meeting according to guidelines outlined in Article 3.12.

3.29 Duties -- The duties of Officers are as follows:

- a) The President shall be responsible for the general supervision of the affairs and operations of the Corporation, shall preside at the Annual and General Meetings of the Corporation and at meetings of the Board and the Executive Committee and shall perform such other duties as may from time to time be established by the Board;
- b) The Vice-President shall perform the duties and exercise the powers of the President in the absence or disability of the President, and shall perform such other duties as may from time to time be established by the Board;
- c) The Past-President shall advise on all issues of the boards meetings and shall chair the meetings in the absence of the president and vice president. They shall also perform such other duties as may from time to time be established by the Board;
- d) The Secretary/Treasurer shall be responsible for maintaining all minutes and records of meetings within the corporation and shall perform such other duties as may from time to time be established by the Board; shall direct the financial status of the association on a regular basis.
- e) The Policy Director shall develop policies in all areas of the association's activities/programs annually.
- f) The Executive Director shall be responsible for liaison between the Board and staff, shall support the Board in carrying out its duties and shall have overall management responsibility for all programs and activities of the Corporation.

3.30 Removal -- An officer may be removed by resolution of the Board at a meeting of the Board, provided the officer, has been given notice of and the opportunity to be present at such a meeting.

Executive Committee

3.31 Composition -- The Executive Committee will be comprised of the President, Vice-President, Past President, Secretary/Treasurer and Policy Director.

3.32 Executive Director -- The Executive Director shall be an *ex-officio* (non-voting) member of the Executive Committee.

3.33 Authority -- The Executive Committee shall have the authority to oversee the implementation of policies during intervals between meetings of the Executive Committee and the membership.

3.34 Meetings -- Meetings of the Executive Committee shall be held at such time and place as determined by the members of the committee, provided that reasonable notice of the meeting shall be given to each member of the committee.

3.35 Quorum -- Three voting members shall be quorum at a meeting of the Executive Committee.

Other Committees

3.36 Appoint Other Committees -- The Executive Committee may appoint annually such other Committees as it deems necessary for managing the affairs of the Corporation.

3.37 Terms of Reference -- The Executive Committee shall establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

3.38 Vacancy -- When a vacancy occurs on any Committee, upon a recommendation of the Committee Chairperson the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

3.39 Ex-officio Members -- The President and Executive Director shall be *ex-officio* (non-voting) members of all Committees of the Corporation.

3.40 Removal -- The Executive Committee may remove any member of any Committee.

3.41 Standing Committees—

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| (a) Minor Committee | (Chaired by Youth Director) |
| (b) Coaching Committee | (Chaired by Coaching Director) |
| (c) Awards Committee | (Chaired by Vice President) |
| (d) Hall of Fame | (Appointed by Executive Committee) |
| (e) Policy Committee | (Chaired by Policy Director) |
| (f) Hall of Fame Cup | (Appointed by Executive Committee) |

Remuneration

3.42 No Remuneration -- All Directors, Officers and members of Committees shall serve their term of office without remuneration except for reimbursement of expenses in accordance with policies approved by the Board.

ARTICLE 4 MEETINGS OF MEMBERS

Annual/Semi Annual Meetings

4.1 Location and Date -- The Corporation shall hold an Annual General Meeting the 4th weekend of June at such time and place as determined by the Board.

4.2 Agenda -- The agenda for the Annual Meeting shall include:

- Presentation of Delegates' Credentials
- Roll Call
- Adoption of Agenda
- Appointment of Resolutions Officer
- Appointment of Scrutineers
- Reading of Minutes
- Business Arising out of Minutes
- Board and Staff Reports
- Other Reports
- Report of Auditors
- Correspondence
- Report of Nominating Committee
- Election of Officers
- Constitutional Amendments
- Resolutions
- New Business
- Next Annual General Meeting
- Installation of Officers
- Adjournment

4.3 Notice -- Written notice of the Annual Meeting, together with the Agenda, shall be given to all Members at least 21 days prior to the date of the meeting.

4.4 New Business -- Any Member who wishes to have new business placed on the Agenda shall give written notice to the Corporation at least 10 days prior to the meeting date.

4.5 Quorum -- Ten Active Members, with a minimum of 5 Directors, shall be quorum at an Annual Meeting.

4.6 Closed Meetings -- Annual Meetings shall be closed to the public except by invitation of the Board.

General Meetings

4.7 Call of Meeting -- A General Meeting of the Members may be called at any time at the discretion of the Board or upon the written request of Five Active Members who are not Directors.

4.8 Reason for Meeting -- If requested by Active Members, the request must state the reason for a General Meeting and the items intended to be determined at the General Meeting.

4.9 Quorum -- A minimum of 5 Directors shall be quorum at a General Meeting.

4.10 Closed Meetings -- General Meetings shall be closed to the public except by invitation of the Board.

Special Resolution

4.11 Matters required to be determined by a Special Resolution shall be passed by a majority of not less than three-quarters of votes at a General Meeting for which notice has been properly given.

ARTICLE 5 FINANCE AND MANAGEMENT

5.1 Bank -- The banking business of the Corporation shall be conducted at such financial institution as the Board may designate.

5.2 Auditors -- At each Annual Meeting the Members shall appoint an auditor to audit the books, accounts and records of the Corporation for report to the Members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting.

5.3 Signing Authority -- The Officers of the Corporation along with the Executive Director shall have signing authority for all financial transactions conducted in the name of the Corporation. All such transactions shall require two signatures.

5.4 Execution of Agreements -- All written agreements entered into in the name of the Corporation shall be signed by two Officers or other persons authorized to do so by the Board.

5.5 Property -- The Corporation may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

5.6 Borrowing -- The Corporation may borrow funds upon such terms and conditions as the Board may determine.

5.8 Books and Records -- The Board shall ensure that all books and records of the Corporation, required to be kept, are regular and properly kept.

ARTICLE 6 INDEMNIFICATION

6.1 Shall Indemnify -- The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director and Officer from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

6.2 Shall Not Indemnify -- The Corporation shall not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

6.3 Insurance -- The Corporation may purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

ARTICLE 7 AMENDMENT OF ARTICLES

7.1 Special Resolution -- This article may only be amended, revised, repealed or added to by a Special Resolution of the Members.

7.2 Notice -- The 21 days written notice of the Annual General Meeting of the Corporation must include details of the proposed resolution to change the article.

7.3 A copy of each proposed change or alteration made strictly in compliance with the Article shall be forwarded by the Secretary of the Corporation to each active member within 15 days after receipt of same.

7.4 Notice of any change, amendment, or alteration adopted by the Corporation shall be sent to the Registrar of Companies and to all active members immediately upon receipt of such approval.

7.5 No such change, amendment, or alteration adopted by the Corporation shall become operative or be acted upon, until the same has been approved in accordance with the Companies Act.

ARTICLE 8 DISSOLUTION

8.1 Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts shall be distributed to an incorporated, non-profit Newfoundland organization as determined by the Board.

ARTICLE 9 NOTICE

9.1 Written Notice -- In this article, written notice shall mean notice that is hand-delivered or provided by mail or courier to the address of record of the Corporation, Director or Member, as the case may be.

9.2 Days -- In this article, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.

9.3 Error in Notice -- The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance shall not invalidate any action taken at the Meeting.

ARTICLE 10 ADOPTION OF THE ARTICLES

10.1 Adoption by Board -- These Articles were adopted as the "Articles of the Corporation" by the Board of the Corporation at a meeting of the Board duly called and held on June 22nd . 2001

10.2 Ratification -- These Articles were ratified by a Special Resolution of the Members of the Corporation entitled to vote at a General Meeting duly called and held on June 21st, 2014.

10.3 Repeal of Prior Articles -- In ratifying these articles the Members of the Corporation repeal all prior Articles of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed articles.

10.4 Enactment -- These "Articles of the Corporation" are hereby enacted and shall come into force upon its acceptance by the Registrar of Companies or a successor or replacement agency.

President

Executive Director