

CONSTITUTION
ROWING NEW BRUNSWICK AVIRON

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ORGANIZATIONAL PROFILE

Rowing New Brunswick Aviron

The name of the organization shall be “Rowing New Brunswick Aviron” (It may be referred to as RNBA).

MISSION STATEMENT

The organizations 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.

THE AIMS OF RNBA

- To function as the governing body for rowing in NB, and to represent Rowing New Brunswick within Rowing Canada Aviron.
- To Promote and co-ordinate competitive and recreational rowing within the province.
- To organize and govern competitive rowing in New Brunswick.
- To select and develop provincial rowing teams.
- To provide guidance, information, and assistance to the member rowing clubs of RNBA.
- To encourage, assist, and to oversee the development of new rowing clubs within the province.
- To develop effective administrative practices in organizational structure, financial management, and communication.
- To encourage support of its programs by the general public

The aims of Rowing New Brunswick Aviron are promoted through the philosophy of excellence, enjoyment, fairness, respect, human development, leadership, inclusiveness, equality, and participant centeredness.

DEFINITIONS

Honorary Officers: shall mean an individual appointed to this position by the board of directors.

Member: a member shall be any person, who in accordance with the constitution or by-laws of a rowing club, and having general membership with RCA, participates in rowing activities of said club. This category may include administrators, rowers, umpires coaches, volunteers or other persons whose activities support the organizational aims of Rowing New Brunswick Aviron

Provincial Rowing Association: shall mean an association established to promote the sport of rowing.

Rowing Club: shall mean any club in good standing with RNBA, and RCA, which provides an athletic rowing program.

Executive Officers (Board of Directors): shall mean the President, Past President, VP Finance and Administration, VP High Performance, Secretary and Treasurer,

MEMBERSHIP

Membership in RNBA shall be divided into two classes of members, voting members and non-voting members.

Voting members are divided into two categories:

2. Rowing clubs
2. Board of Directors

Voting members shall have the right to participate in activities of RNBA, to attend and to vote at all meetings of the members.

Non-voting members shall be divided into these categories:

1. Club members
2. Honorary officers

TERMINATION OF MEMBERSHIP

A member may terminate its membership in RNBA 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

Each member club of the organization shall be responsible for Membership fee payment to the organization by the fifteenth day of December in each Calendar year as established by the board. Rowing Clubs shall be required to sign an annual declaration that they have collected, and remitted required information and payment to RNBA.

The annual fee for each type of membership shall be recommended to the Annual General Meeting of RNBA. In the event that a recommendation is not approved at the AGM, the annual 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 committee shall select the chair of the committee. The committee shall meet annually with the VP administration that shall be ex-officio member of the 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 for discussion at least two months before the AGM. Following the board of directors meeting, the final recommendations shall be sent to all voting members at least 21 days before the AGM.

Rowing Clubs shall be responsible for the collection of and the proper submission of membership fees payable by club members who are of their rowing club.

They shall also be responsible for ensuring that all members are registered with RNBA, and RCA via the Web Registration System.

THE EXECUTIVE BOARD OF DIRECTORS

The executive board of directors shall be responsible for overseeing the affairs handed down by RCA.

The executive board of directors 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 Rowing New Brunswick Organizational aims.

The executive board of directors may also appoint such committees or subcommittees, or hire such personnel, as it deems necessary and such persons appointed shall perform such duties as may be prescribed by the executive board of directors.

BOARD COMPOSITION

The Board of Directors shall be composed as defined in article 2.

Elected officers shall be elected in accordance with the following:

The officers of the organization shall be elected for a four-year term at the Annual General Meeting and may be re-elected at any subsequent Annual General Meetings. 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 President shall be the chief executive office and is elected at the Annual General Meeting. The President is charged with general supervision of the administration, financial management, and control of the organization. The President shall also be the chairperson of the board of directors, and ex-officio member of all committees and subcommittees, and be responsible for the call of all board meetings, the Annual General Meeting, and special general meetings. The President is expected to chair the Annual General Meeting and any special general meeting of Rowing New Brunswick and to represent RNBA at the Annual General Meeting of Rowing Canada Aviron.

The President shall preside at meetings of RNBA and at meetings of the board of directors and represent the association at national meetings. 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 his/her duties. He/she shall also be responsible for general organization development, including liaison with member clubs. 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. As well, the VP High Performance shall be responsible for the selection of the provincial rowing teams and Canada Summer Games Team for RNBA. The VP High Performance may also undertake other responsibilities as directed from time to time by the executive board of directors.

VP Finance and Administration shall oversee the development and presentation of the Annual Budget to the members of RNBA at the Annual General Meeting. The VP Finance and Administration will also 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 RCA Web Registration System and discussion with club registrars.

The Secretary shall be responsible for the recording and the maintenance of minutes of all meeting of the executive board of directors, and the board of directors, and the annual general meeting. 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 executive board of directors or by the president.

The Treasurer shall be responsible for the financial management of the organization, under the direction of the board. He/she shall control the deposits, and the disbursement of funds. The treasurer shall also render to the executive committee an account of his/her transactions and of the financial position of Rowing New Brunswick Aviron upon request. An audited state of RNBA's financial statement's are to be given to the board at each annual general meeting. With the permission of the executive 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.

The Board of Directors shall have the right, by a majority vote at a meeting of the board of directors/executive committee to appoint any member as an honorary officers, provided, however, that the number of honorary officers shall not exceed three at any time.

COMMITTEE STRUCTURE

Committee maybe appointed by the executive board of directors for any purpose concerning rowing within the province. When appointing a committee, the executive may put such conditions, restrictions, or limitations on the mandate of the committee and it composition, and on the means of selection of committee members/chairperson, as are deemed by the executive to be appropriate for the effective pursuit of the mandate of the said

committee, provided that all such appointees shall be club member in good standing with RNBA.

MEETINGS

Annual General Meeting: The annual general meeting of members shall be held each year during the first week of December. The time and place of the said meeting shall be sent to all voting member at least 30 days in advance of the meeting. As well, a copy of the proposed agenda shall be communicated to each board member at least 5 days in advance of the said meeting. The said meeting shall be alternated between clubs and shall be decided by a majority vote at a board of directors meeting.

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

Conference Call/Electronic Board Meetings: At the president's discretion, a board 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 member at least 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 meeting shall remain in force.

FINANCES

The financial year-end of Rowing New Brunswick Aviron shall be the 21st day of March of each year.

All financial documents shall be signed by two persons, and appointed by the board, at least one of which shall be an officer.

An auditor shall be an independent public accountant. No officer or board member may be appointed or appoint themselves as auditor. The audited financial report shall be presented to the members at the Annual general meeting.

REPLACEMENT OF AN OFFICER/VACANCIES

The board of directors may appoint a club member in good standing as officer, for the un-expired term of any executive board member who, for any reason, has left office prior to the expiration of the term of office.

VOTING

Honorary and General Members of Rowing New Brunswick Aviron shall be entitled to vote for officers of the Organization, or upon any request put to an annual general meeting. Each honorary and general member is entitled to one vote, but may submit that vote by written proxy through another honorary or general member, with the exception of Constitutional Amendments, all

decisions shall require a simple majority vote of the voting members.

NOMINATING COMMITTEE

No less than 45 days in advance of the annual general meeting, the executive committee shall appoint a nominating committee and identify its chairman. The nominating committee shall consist of at least one member of the executive board of directors and two to three other people, who are club members are not seeking office in an 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, not less than 30 days before the meeting. Nominations for the elected office shall close 30 days before the meeting.

SANCTION

Sanction is an approval for the hosting of a Rowing Regatta (rowing sanction), head Race, and Sprint. 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 regatta 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, as rowing regattas are internal club meets, and interclub training and selection sessions.

The objectives of a sanctioned regatta are to provide safety of competitors; fairness of competition; and a good presentation of the sport of rowing. As well, the objective of sanction is to assure participants are members in good standing of both Rowing Canada Aviron and Rowing New Brunswick Aviron.

The Executive board of Directors for Rowing New Brunswick Aviron must sanction all rowing regattas hosted in New Brunswick.

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

DISCIPLINE

Offenses against Rowing New Brunswick Aviron shall include:

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 Rowing New Brunswick Aviron deemed to be unsporting or which brings or may bring, the sport of rowing, or which brings RNBA into disrepute.
5. Entering, holding, or conducting regattas without receiving prior sanction from RNBA when such sanction is required.

In the event of any offense by a member or member club against RNBA, such member or member club shall be held liable. Such

offenses can lead to removal as a member of RNBA, suspension from participation in or attendance at any RNBA activity sanctioned rowing event, as well as any Rowing Canada Aviron Rowing Event pending a hearing of the Executive Board of Directors for Rowing New Brunswick Aviron.

Disciplinary Matters: The executive board of directors shall hear and decide any matter in a summary manner, and 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 executive, concerning the matter under consideration. If concerned parties are unable to attend, written submissions shall be accepted and considered by the executive committee. If all parties consent, a 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 Rowing New Brunswick Aviron Constitution establishes the following governance structure.

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

An Executive Committee responsible to the Board for the management of RNBA as well as for the performance of such duties as assigned to it.

The policy incorporates the role and responsibilities of these two bodies as set out in the constitution and the further responsibilities and authority levels that apply.

Under the Constitution the Board, in addition to its oversight role;

- Approves applications to be a voting member.
- Prescribes rules, regulations, and bylaws relating to the management and operation of RNBA and relating to the participation in RNBA sanctioned events including all rules.
- Relating to the registration of club members.
- Approves changes to the constitution for subsequent ratification by the membership.
- Hears appeals from decisions on disciplinary matters.
- Decides the time and place for the Annual General Meeting of the Members.
- Appoints Honorary Officers.
- The board of directors may appoint or engage employees, as it may from time to time deem necessary with such authority and duties as the Board may prescribe.

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

- Establishing a strategic plan.
- Approving annual action/operating plan and budget.
- Reviewing operating results at regular board meetings.
- Approving the Annual Financial Statements for presentation to the members of the AGM.
- Amending the approved annual budget.

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

Three board meetings should be generally held. In the spring, fall and winter (in conjunction with the AGM). The winter meeting

should be ideally held before 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 March.

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

To enable the board to exercise its oversight role, the executive 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:

- Strategic Plan.
- Annual Budget.
- Policy Recommendation.
- Management Structure.
- Membership Fees.

Policy recommendations include RNBA's policies for its memberships. They do not include internal policies, such as staff hiring policies and internal control procedures, or agreements entered into with athletes, sponsors, funding agencies, and service providers.

With respect to budget changes, proposed revisions in the budget that may arise in the event of larger than expected sports grants, or a significant shortfall in revenues, require board approval.

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

This, of course, is subject to the exigencies of the situation. A matter might suddenly arise on which a decision has to be taken in time to meet a third party's deadline.

Under the Constitution, the executive board of directors can appoint committees for any purpose. It can create a number of committees that direct their recommendations to the responsible committee chair who presents them to the board executive board of directors or to the board 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 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 executive 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.

AMENDMENT OF THE CONSTITUTION

The Constitution of Rowing New Brunswick Aviron 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 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 annual general meeting of the members, at which time all such changes must be ratified by a two-thirds vote at the meeting. 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 before the annual general meeting where such changes are to be considered.

