



BYLAWS CANADIAN WHEELCHAIR BASKETBALL ASSOCIATION

ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of Canadian Wheelchair Basketball Association, a corporation under the Canada Corporations Act, R.S 1985, c., C-44 and referred to as the “Corporation” in these Bylaws.

1.2 Head Office – The head office of the Corporation will be located within the City of Ottawa, Ontario and may be changed by resolution of the Directors.

1.3 Corporate Seal - The Corporation shall have a corporate seal which shall be adopted and may be changed by resolution of the Directors.

1.4 No Gain for Members – The Corporation shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation shall be used in promoting its objects.

1.5 Ruling on Bylaws – Except as provided in the Act, the Board shall have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the corporation.

1.6 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board shall be conducted according to Roberts Rules of Order (current edition).

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories – The Corporation has six categories of membership:

- a) Active Members;
- b) Active Member Associations;
- c) Associate Members;
- d) Affiliate Members;
- e) Honorary Life Members; and
- f) Patrons

Qualifications for Membership

2.2 Active Members – Directors as defined in Article 3.1. When a Director ceases to hold office as a Director, the Director shall cease to be an Active Member.

2.3 Active Member Associations - Any association recognized by any province or territory of Canada as the sole governing body for the sport of wheelchair basketball in that province or territory.

2.4 Associate Members – Individuals or organization who are members in good standing of an Active Member Association whose purpose is to further the development and promotion of the game of wheelchair basketball.

2.5 Affiliate Members – Any organization involved in promoting and developing wheelchair basketball in Canada.

2.6 Honourary Life Member – Any individual who has provided outstanding service to the Corporation or to wheelchair basketball.

2.7 Patron – Any individual as selected by the Board of Directors.

Admission of Members

2.8 With the exception of Directors who become Active Members automatically upon election as a Director, no organization or individual shall be admitted as a Member unless:

- a) It has made written application to the Board in the form prescribed by the Board;
- b) It is eligible to apply to a class of membership;
- c) It receives approval of not less than two-thirds of the votes cast by the voting Members as defined in Article 2.12 in favor of their admission as Member.

2.9 Honourary Life Member – Honourary Life Members may be nominated by a Member and shall receive membership upon receiving two-thirds of the votes cast by voting Members as defined in Article 2.12.

2.10 Patron – Patrons may be nominated by a Member and shall receive membership upon receiving two-thirds of the votes cast by the Directors at a meeting of the Board of Directors.

2.11 Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons shall be provided.

Voting Rights of Members

2.12 Members shall have the following voting rights at all meetings of Members:

- a) Active Members and Active Member Associations shall have voting rights as specified in Article 5.8;
- b) Associate Members may attend and participate in meetings but shall not be entitled to vote;
- c) Honourary Life Members may attend and participate in meetings but shall not be entitled to vote;
- d) Patrons may attend and participate in meetings but shall not be entitled to vote.

Membership Dues

2.13 Year - Unless otherwise determined by the Board, the membership year of the Corporation shall be January 1 to December 31.

2.14 Dues – Membership dues shall be determined annually at the Annual General Meeting by the voting Members. In the event the Members fail to establish Membership dues, the Board of Directors may do so following the Annual General Meeting. Honourary Members and Active Members are not required to pay membership dues.

2.15 Deadline – Membership dues shall be payable by the 30th day of April.

Withdrawal and Termination of Membership

2.16 Resignation – A Member may resign from the Corporation by giving a written notice to the Board. The Member's resignation shall become effective the date on which the request is approved by the Board.

2.17 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

2.18 Arrears – A Member may be suspended from the Corporation for failing to pay membership dues by the deadline date prescribed herein. Should membership dues remain unpaid for an additional 14 days, the Member may be expelled from the Corporation.

2.19 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.

2.20 Cease to be a Member – Any Member which is not an individual shall cease to be a Member upon its dissolution or winding up of affairs. Active Members shall cease to be Members upon ceasing to be a Director.

2.21 Membership Not Transferable – The interest of a Member in the Corporation is not, directly or indirectly, transferable to any individual or organization.

Good Standing

2.22 Definition – A Member of the Corporation shall be in good standing provided that the Member:

- a) owes no outstanding membership dues or other debts to the Corporation;
- b) has not ceased to be a Member;
- c) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- d) has complied with the Constitution, Bylaws, policies and rules of the Corporation; and
- e) is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.

2.23 Cease to be in Good Standing - Members who cease to be in good standing shall not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III: GOVERNANCE

Composition of the Board

3.1 Directors – The Board shall consist of not less than eight (8) and not more than twelve (12) Directors, comprised of:

- a) The elected President;
- b) The elected Vice-President, Finance and Administration;
- c) The elected Vice-President, Domestic;
- d) The elected Vice-President, High Performance;
- e) The elected Vice-President, Technical; and
- f) The elected Vice President, Marketing and Communications;
- g) The elected Vice President, Athlete Representative;
- h) The Immediate Past President;
- i) The Executive Director of the Corporation, who shall be a non-voting member of the Board.
- j) Such other number of individuals as the Board of Directors may determine from time to time.

Powers of the Board

3.2 Powers of the Corporation – Except as otherwise provided in the Act or these Bylaws, 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 or manage the affairs of the Corporation in accordance with the Act and these Bylaws.

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 or engage under contract such persons as it deems necessary to carry out the work of the Corporation.

Election and Appointment of Directors

3.7 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.

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

- a) be signed by an Active Member Association or any two Active Members;
- b) include the written consent of the nominee;
- c) be submitted to the Corporation at least 30 days prior to the Annual General Meeting; and
- d) where a current Director wishes to run for re-election, the Director shall indicate this intention in writing not less than twenty-one (21) days prior to the Annual General Meeting.

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

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

3.11 Decision – Elections shall be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two Valid Nominations – Winner is the nominee receiving the greater number of votes.
- c) Three or More Valid Nominations – Winner is the nominee receiving more than 50 percent of the votes cast. Should no nominee receive more than 50 percent of the votes cast, then the two nominees receiving the most votes shall stand in a second ballot as follows:
 1. if there is a tie among nominees receiving the most votes, further elections will occur until a nominee receives more than 50 percent of the votes cast;
 2. if there is a tie among nominees receiving the second highest number of votes, an election will occur to determine who will stand in the second ballot against the nominee who received the highest number of votes, but less than 50 percent.

3.12 Terms - Elected Directors shall serve terms of two years and shall hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Elected Directors shall be eligible for re-election as Directors.

3.13 Staggered Terms - The terms of elected Directors shall be staggered by electing half of the Directors at each Annual General Meeting. The following Directors shall be elected in the following years:

Even Years

- a) President
- b) Vice-President High Performance
- c) Vice-President Marketing and Communications
- d) Vice-President Athlete Representative

Odd Years

- a) Vice-President Finance
- b) Vice-President Domestic
- c) Vice-President Technical

Vice-President Athlete Representative

3.14 Nomination of Vice-President Athlete Representative – The Corporation will solicit nominations from the National Program Athletes three months prior to the annual general meeting.

3.15 Election of Vice-President Athlete Representative – The election of the Vice-President Athlete Representative shall be decided as follows:

- a) Nominations will be circulated to all National Program athletes two months prior to the annual general meeting.
- b) National Program Athletes will submit their votes to the Corporation’s office one month prior to the annual general meeting.

3.16 Decision - The nominee receiving the majority vote of the National Program Athletes shall be declared the winner which will be announced at the annual general meeting.

3.17 Term of Vice-President Athlete Representative – The elected Vice-President Athlete Representative shall serve a term of two years and shall hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

Immediate Past President

3.18 Immediate Past President – The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.

3.19 Term of Immediate Past President – The Immediate Past President will serve a maximum term of two years, unless they resign, are removed from or vacate their office.

3.20 Vacancy of Immediate Past President – If there is no Immediate Past President, as defined in section 3.18, the position of Immediate Past President will remain vacant.

Resignation and Removal of Directors

3.21 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.

3.22 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 becomes an employee or contractor of the Corporation or a an employee or contractor of a member of the Corporation, excluding the Executive Director of the Corporation;
- d) If the Director, without reasonable excuse, fails to attend two consecutive meetings of the Board; or
- e) Upon the Director's death.

3.23 Removal – An elected Director may be removed by two-thirds vote of the Members present at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present at such a meeting.

3.24 Removal of Vice-President Athlete Representative – The Vice-Present Athlete Representative may be removed by a vote of no confidence in writing of at least two-thirds of the National Program Athletes.

Filling a Vacancy on the Board

3.25 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.

Meetings of the Board

3.26 Call of Meeting – The meetings of the Board of Directors shall be held at any time and place as determined by the Board of Directors. The President or the Vice-President Finance and Administration shall, upon written request of not less than four (4) Directors, call a meeting of the Board of Directors.

3.27 Notice – Written notice, served other than by mail, of Board Meetings shall be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail shall be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

3.28 Number of Meetings – The Board shall hold at least two (2) meetings per year.

3.29 Quorum – At any meeting of the Board of Directors, quorum shall consist of a majority of Directors holding office.

3.30 Voting – Unless specified otherwise, each Director is entitled to one vote. Voting shall be by a show of hands unless a majority of Directors present request a secret ballot. Resolutions shall be passed upon a majority of the votes being in favor of the resolution.

3.31 Meetings by Telephone – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may, if all members of the Board of Directors consent thereto, participate in the meeting by telephone or other telecommunication technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

3.32 Closed Meetings – Meetings of the Board shall be closed to Members and the public except by invitation of the Board.

3.33 Written Resolution – A resolution in writing, signed by all Directors and placed with the minutes of meetings of Directors is as valid and effective as if passed at a meeting of Directors.

ARTICLE IV: OFFICERS

4.1 Officers - The Officers of the Corporation are the President, the Vice-Presidents, the Executive Director, the Immediate Past President, and such other officers as the Board of Directors may by resolution determine.

4.2 Appoint Other Officers - The Board may from time to time appoint Officers other than those identified in Article 4.1 who need not be Directors or Members of the Corporation.

4.3 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 Domestic shall be responsible for all domestic competitive programs, appointing host sites for National Championships, and shall perform such other duties as may from time to time be established by the Board;

- c) The Vice-President High Performance shall be responsible for all national team programs, hiring and monitoring coaches, perform all administrative duties and shall perform such other duties as may from time to time be established by the Board.
- d) The Vice-President Technical shall be responsible for the development, training and certification of coaches, officials and classifiers and shall perform such other duties as may from time to time be established by the Board;
- e) The Vice-President Marketing and Communications shall be responsible to develop and maintain a marketing strategy, shall develop fundraising opportunities and shall perform such other duties as may from time to time be established by the Board;
- f) The Vice-President Finance and Administration shall keep proper accounting records as required by the *Act*; shall cause to be deposited all monies received by the Corporation in the Corporation's bank account; as directed by the Board shall supervise the management and the disbursement of funds of the corporation; when required shall provide the Board with an account of financial transactions and the financial position of the Corporation; cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Corporation; and shall perform such other duties as may from time to time be established by the Board;
- g) The Vice-President Athlete Representative shall be responsible to communicate and promote the views and interests of the athletes at all levels of the Corporation and wheelchair basketball in Canada; shall keep athletes informed of policies, programs and their development; shall represent athletes on various committees and shall pursue the development and maintenance of systems which will define and secure athlete's rights.
- h) 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.
- i) The Officers shall perform such other duties as may from time to time be established by the Board.
- j) The First Vice-President, as determined by the Board of Directors from amongst the Vice-Presidents, shall, in the absence of the President, perform the duties and functions of the President.

4.4 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

4.5 Composition - The Board shall appoint annually an Executive Committee comprised of the President, the Vice-President Finance and Administration, the first Vice-President, one other Vice-President and the Executive Director.

4.6 Other Members - The Board may from time to time appoint additional Directors to serve on the Executive Committee.

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

4.8 Authority - The Executive Committee shall have the authority to oversee the implementation of Board policies during intervals between meetings of the Board and shall perform other duties as may from time to time be authorized by the Board.

4.9 Meetings – Meetings of the Executive Committee shall be held at such time and place as determined by the members of the committee, provided that 48 hours written notice of the meeting shall be given to each member of the committee. If service of delivery of such notice is by mail, it shall be sent at least fourteen (14) days prior to the meeting.

4.10 Quorum – a majority of the members of the Executive Committee shall constitute a quorum.

Other Committees

4.11 Appoint Other Committees -- The Board may appoint such other Committees as it deems necessary for managing the affairs of the Corporation.

4.12 Terms of Reference -- The Board 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.

4.13 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.

4.14 President Ex-officio -- The President shall be an *ex-officio* (non-voting) member of all Committees of the Corporation.

4.15 Removal -- The Board may remove any member of any Committee.

Remuneration

4.16 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.

Conflict of Interest

4.17 Conflict of Interest – A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation shall disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, shall refrain from voting or speaking in debate o such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE V MEETINGS OF MEMBERS

5.1 Types of Meetings – Meetings of Members shall include Annual General Meetings and Special Meetings.

5.2 Location and Date -- The Corporation shall hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting shall be held within 180 days of the Corporation's fiscal year end. A Special Meeting shall be called upon the written requisition of 50 percent of the voting Members.

5.3 Agenda – The meeting agenda shall be circulated to all Members entitled to attend the annual meeting at least thirty (30) days prior to the Annual General Meeting. The agenda for the Annual General Meeting shall include:

- a) Call to order
- b) Appointment of Scrutineers
- c) Report of Scrutineers
- d) Approval of the Agenda
- e) Adoption of Minutes of the previous Annual Meeting
- f) Board and Staff Reports
- g) Report of Auditors
- h) Appointment of Auditors
- i) Election of new Directors
- j) Other business as specified in the meeting notice
- k) Adjournment

5.4 Notice - Written notice of meetings of Members shall be given to all Members at least sixty (60) days prior to the date of the meeting. Notice shall contain a proposed agenda and reasonable information to permit Members to make informed decisions.

5.5 New Business - Any Member who wishes to have new business placed on the agenda of a meeting shall give written notice to the Corporation at least 45 days prior to the meeting date.

5.6 Quorum – Fifty percent plus one of the voting Members shall constitute a quorum.

5.7 Closed Meetings – Meetings of Members shall be closed to the public except by invitation of the Board.

Voting at Meetings of Members

5.8 Voting privileges at all Meetings of Members shall be as follows:

- a) Active Members Associations shall be entitled to two (2) votes;
- b) Active Members shall be entitled to one (1) vote;
- c) The President shall not be entitled to vote unless there is an equality of votes and a deciding vote is required. Notwithstanding the foregoing, the President shall be entitled to vote in the elections of the Directors and Officers of the Corporation.

5.9 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.

5.10 Dual Roles - A delegate of an Active Member Association who is also An Active Member may only vote in one capacity, either as a representative of an Active Member Association or as an Active Member.

5.11 Voting - Votes shall be cast by delegates only. There shall be no voting by proxy.

5.12 Delegates - Each Active Member Association shall appoint in writing, thirty (30) days prior to the first day of the applicable meetings, one delegate and one alternate to represent such Member at the meetings of the Corporation. The delegates and alternates shall, at all times, have in their possession credentials authorizing their attendance.

5.13 Determination of Votes - Votes shall be determined by a show of hands or voting credentials unless a recorded ballot is requested by the majority of those Members voting.

5.14 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of the votes of Members present who vote shall decide each issue.

ARTICLE VI FINANCE AND MANAGEMENT

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

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

6.3 Books and Records - The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept.

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

6.5 Execution of Agreements - All written agreements entered into in the name of the Corporation shall be signed by two Officers, one of which shall be the President, the Vice-President Finance and Administration or the Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Corporation.

ARTICLE VII AMENDMENT OF BYLAWS

7.1 Voting - These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the Members.

7.2 Notice in Writing - Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

7.3 Waiver of Notice - Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Active Members present and entitled to vote.

7.4 Registration - The amended Bylaws shall take effect after acceptance by the Corporations Directorate of Industry Canada, or any successor or replacement agency.

ARTICLE VIII NOTICE

8.1 Written Notice - In these Bylaws, written notice shall mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director or Member, as the case may be.

8.2 Days - In these Bylaws, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.

8.3 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 IX DISSOLUTION

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

ARTICLE X INDEMNIFICATION

10.1 Shall Indemnify -- The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators 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.

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

10.3 Insurance -- The Corporation shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI ADOPTION OF THESE BYLAWS

11.1 Adoption by Board – These Bylaws are adopted by the Board of Directors of the Corporation at a meeting of the Board duly called and held on September 6th, 2007.

11.2 Ratification – These Bylaws are ratified by a two-thirds affirmative vote of the Members of the Corporation entitled to vote at a Meeting of Members duly called and held on September 8th, 2007.

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

11.4 Enactment – These Bylaws is hereby enacted and shall come into force upon its acceptance by the Corporations Directorate of Industry Canada or a successor or replacement agency.



President



Executive Director

