



Constitution / Bylaws

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BASKETBALL PRINCE EDWARD ISLAND CONSTITUTION

DEFINITIONS

- a) "Board" shall mean the Board of Directors of the corporation.
- b) "Executive" shall mean the Executive Officers of the corporation.
- c) "Corporation" shall mean Basketball P.E.I. Inc.
- d) "Delegate" shall mean the representative of a voting member of Basketball P.E.I. Inc.
- e) "AGM" shall mean Annual General Meeting
- f) "MBC" shall mean the Minor Basketball Council, comprised of a representative of each of the Basketball PEI Minor Basketball Associations.
- g) "BPEI" shall mean Basketball Prince Edward Island Inc
- h) "MBA" shall mean Minor Basketball Association

ARTICLE 1: NAME

The name of the Association is Basketball P.E.I. Inc. Hereinafter called Basketball P.E.I.

ARTICLE 2: JURISDICTION

Basketball P.E.I. shall be the sole policy setting body for amateur Basketball on P.E.I.

ARTICLE 3: PURPOSE AND OBJECTS

- a) To be the sole coordinating body for Basketball on Prince Edward Island.
- b) To foster, encourage, promote and administer the development and growth of amateur Basketball in the province of Prince Edward Island.
- c) To acquire funds, whether through gifts or otherwise, to assist the corporation with its objects and purposes.
- d) To acquire and hold lands and real and personal property and to sell, lease or otherwise dispose of same as it shall from time to time see fit with power to mortgage or otherwise encumber the same in such way or subject to such conditions, covenants, powers of sale or otherwise, as the said corporation may deem requisite.
- e) To hire or otherwise employ persons to assist the corporation in the fulfilment of its other objects and purposes.
- f) To enter into any arrangements with any Governmental authority, municipality, local or otherwise, that may seem conducive to the corporation's objects, or any of them, and to obtain from any such Governmental authority, any rights, privileges, concessions which the corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- g) To apply for, secure acquire by grant, legislative enactment, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege which any Government or authority of any company or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying the same into effect.
- h) To borrow money on credit of the corporation and to limit and increase the amount borrowed, to issue bonds, debentures or other securities of the corporation and pledge or sell the same for such sums and at such prices as may be deemed expedient; to mortgage or pledge the common properties and facilities, including both the realty and the personality, or both, to secure any bonds or debentures, any other securities, and any money borrowed for the purposes of the corporation.
- i) To do all such other acts or things as are incidental or conducive to the attainment of the object and to exercise all and every power as set forth in Section 15(1) of the Companies Act, R.S.P.E.I. 1988, Chapter C-14.

ARTICLE 4: BOARD OF DIRECTORS

- a) The property and affairs of Basketball P.E.I. shall be administered by a Board of Directors and such Board shall consist of the following officers: President, Past President, Vice President, Secretary, Treasurer, a Minor Basketball Council representative, a PEI Basketball Official's Association representative, and up to four (4) members at large.
Note: The Executive Director shall serve as an ex-officio member of the Board of Directors
- b) The Board of Directors shall be responsible, in cooperation with their respective Executive, for the promotion of all association activities in their local association and for enforcement of all rules and regulations of Basketball P.E.I.
- c) Each Director, with the exception of the Executive Director shall be entitled to one (1) vote at all Board of Directors meetings, at the Annual General Meeting or at any Special Meeting of the Corporation.
- d) The President shall be entitled to a vote as a Director. In the case of a tie, his vote shall be the casting vote.
- e) The President, or in his absence, any Executive officer appointed from among those present, shall preside as Chairperson at meetings of the Board or Executive.
- f) The Directors shall receive no remuneration for their services.
- g) Basketball P.E.I. may, by special resolution, remove any Director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held office if he had not been removed.

ARTICLE 5: OFFICERS

- a) The Executive of Basketball P.E.I., subject to the approval of the Board of Directors, shall conduct all the business of Basketball P.E.I. and shall consist of the following officers: President, Vice President, Secretary, Treasurer and Executive Director.
- b) The Executive officers (hereinafter known as the "Executive") shall have the power to suspend or expel from Basketball P.E.I. any club, player, manager or coach for conduct, deemed by a majority of the Executive, detrimental to Basketball or in contravention of the purposes and objects of the Bylaws. Such suspension shall be confirmed, rejected or altered at the next scheduled or Special Meeting of the Board of Directors.

c) DUTIES OF OFFICERS

- i) The **President** shall:
 - 1) preside at all meetings of Basketball P.E.I. and shall be an ex-officio member of all committees;
 - 2) be responsible for activating committees, familiarizing them with their duties and appointing the committee chairperson;
 - 3) be an official delegate at the Canada Basketball AGM;
 - 4) prepare an annual report for the Annual General Meeting.
- ii) The **Vice President** shall:
 - 1) acquaint and familiarize themselves with all aspects of Basketball P.E.I.;
 - 2) assist the President wherever possible in all phases of the operation of Basketball PEI;
 - 3) Be responsible for keeping Policy and Operations Manual current;
 - 4) chair the Appeals Committee
- iii) The **Secretary** shall:
 - 1) prepare the minutes for Board of Director meetings;
 - 2) keep an accurate record of all Basketball P.E.I. meetings; and
- iv) The **Treasurer** shall;
 - 1) receive all monies;
 - 2) pay all accounts;
 - 3) keep an accurate and detailed record of receipts and disbursements;
 - 4) present properly prepared financial statements at Board of Director meetings and the Basketball PEI AGM; and
- v) The **Past President** shall:
 - 1) advise the President and the Executive of all past and unfinished business which took place during his term of office; and
 - 2) chair the nominating committee.

- vi) **The Executive Director:**
is the senior staff person and shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such duties as may be specified the Policy and Operations Manual or by by-law. The Executive Director is responsible for the management and operations of all association activities and reports to the President of the Board of Directors.
*Please see the Policy and Operations Manual for a complete job description.

ARTICLE 6: MINOR BASKETBALL COUNCIL

The Minor Basketball Council shall consist of a representative from each of the Basketball PEI member minor basketball associations. The Council will meet a minimum of 4 times per year, meetings will be called by the Chairperson of the Council. The Council will provide advice and guidance to the Board of Directors about issues involving Minor basketball on Prince Edward Island. The Council will select one of its members to sit as a voting member on the Basketball PEI Board of Directors. The Executive Director of Basketball PEI will be an ex-officio member of this council.

ARTICLE 7: MEMBERSHIP

Membership Classifications

There shall be four (4) classifications of voting membership in Basketball P.E.I., subject to the approval of the Executive. They are as follows:

- a) **Minor Basketball Associations**
All registered Minor Basketball Associations which provide Basketball opportunities for players at any classification and have a minimum of 25 registered members and an executive committee shall form the Minor Basketball Council.
- b) **Amateur Basketball Clubs**
The Minor Basketball Council shall receive one (1) vote at the Basketball PEI Annual Meeting and will be represented by their elected President or designate.
- c) **The P.E.I. Basketball Officials Association (PEIBOA)**, shall receive one (1) vote at the Basketball PEI Annual Meeting, as well as a voting representative on the Basketball PEI Board of Directors.
- d) **Individual Membership**
Individual membership shall be open to any individual whose application for individual membership has been approved by the Executive of Basketball P.E.I. Individual members, unless holding a voting Executive position, shall not be entitled to vote at meetings of Basketball P.E.I.
- e) **Associate Membership**
Associate membership shall be open any person who has an interest in supporting the growth and development of basketball on Prince Edward Island. This membership

category will pay dues, receive no vote at the A.G.M., not be eligible to hold office on the executive committee and will receive limited services.

f) **Corporate Membership**

Corporate Membership shall be open to any business, corporation or organization from time to time as approved by the Executive of Basketball PEI. This membership category will receive no vote at the A.G.M., and shall not be eligible to hold office on the board of directors.

In order to have voting privileges at an annual meeting of Basketball PEI, the member must have paid the membership fees for the year leading to the annual meeting.

Application for Membership

All memberships shall be attained by applying to Basketball P.E.I. and submitting the prescribed forms and registration fees, as established by the Board of Directors.

Termination of Membership

- a) Any association, league, club, individual or PEI Basketball Officials Association may terminate their membership in Basketball P.E.I. by notifying the Board of Directors in writing to the effect.
- b) The Board of Directors may terminate the membership of any member of the corporation if:
 - i) such member, in the opinion of the majority of the membership, ceases to be eligible or;
 - ii) such member has failed to pay any dues or expenses levied against that member;
 - iii) such member, in the opinion of a majority of the membership, has done anything considered to be, detrimental to the purposes and objects or in contravention of the bylaws of the corporation.

ARTICLE 8: ELECTIONS and APPOINTMENTS

- a) At each even year Annual General Meeting, the delegates shall elect the President and Treasurer.
- b) At each odd year Annual General Meeting, the delegates shall elect the Vice President and Secretary.
- c) The Executive shall assume office at the conclusion of the AGM.
- d) Should any elected officer be unable to complete their term of office, the interim position may be filled by the Board of Directors from among the membership.
- e) Any individual member of Basketball P.E.I., 18 years of age or older, shall be eligible to be elected to the Executive.

ARTICLE 9: COMMITTEES

Committees shall be appointed by the Executive, from time to time, as the need arises.

ARTICLE 10: AMENDMENTS

- a) Amendments or revisions to the Bylaws shall be made at any Annual General Meeting or Special Meeting called for such purpose.
- b) Any proposed amendment, addition and/or deletion to the Bylaws must receive two-thirds (2/3) of the votes cast at such a meeting in order for the amendment to be approved.
- c) Written notice of proposed amendments to the Bylaws must be given to the Executive and Board of Directors at least fourteen (14) days prior to the AGM or Special Meeting, and to the members of Basketball P.E.I. at least ten (10) days prior to the AGM or Special Meeting.
- d) When no notice of motion has been given, the Bylaws can only be changed at an Annual General Meeting and only by unanimous consent.

ARTICLE 11: INDEMNIFICATION AND PROTECTION OF DIRECTORS AND OFFICERS

- a) Every Director of the corporation, and his heirs, executors, and administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the corporation from and against all costs, charges, and expenses which he shall or may sustain or incur in any action or proceeding which is brought or prosecuted against him for or in respect of any act, deed, matter or thing made, done or permitted by him in or about the execution of duties of his office, and also from and against all other costs, charges and expenses which he may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by his own willful neglect or default.
- b) No Director or officer shall be liable for the acts, receipts, neglect or defaults of any other Director, officer or employee or for joining in any receipt or act for the conformity or for any loss, damage or expense happening to the corporation through the insufficiency of title to any property acquired by order of the Directors for or on behalf of the corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by an oversight or error in judgement on his part or for any other loss, damage or misfortune which may happen in the exercise of his respective duties or trust or relation thereto unless the same shall happen by his own or through his own willful act or default. Directors may rely upon the accuracy of any statement or report prepared by the corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

ARTICLE 12: CORPORATE SEAL

The seal of Basketball P.E.I. shall be in the custody of the Treasurer and may be affixed, when required, to any document upon resolution of the Board of Directors.

ARTICLE 13: APPEALS

Basketball P.E.I. shall have established an appeal process. This process shall be available to any member who considers that a decision of Basketball P.E.I. directly affecting him/her was made using unfair procedures, or was influenced by bias. The appeal process shall be set down in Basketball PEI's policy and operations manual.

ARTICLE 14: POLICIES

- a) Basketball P.E.I. shall have policies regarding the following areas which can be found in its Policy and Operations Manual:
 - 1) Provincial Team Program
 - 2) Canada Games Program
 - 3) Harassment
 - 4) Conflict of Interest
 - 5) Appeals Process
 - 6) Code of Conduct
 - 7) Finance Policy
 - 8) Athlete Selection
 - 9) Volunteer Screening
 - 10) Coaching Standards
 - 11) Discipline

- b) Any proposed revision, addition and/or deletion of the policies require a simple majority of the Board of Directors at any meeting.

ARTICLE 15: MEETINGS

Executive Meetings

- a) The Executive shall meet monthly except for the month of December.
- b) Fifty percent plus one of members shall constitute a quorum for the transaction of business at an Executive meeting.

Board Meeting

- a) The Board of Directors shall meet every 2nd month or as requested by the Executive
- b) Fifty percent plus one of members shall constitute a quorum for the transaction of business at the Board of Directors meetings.

Minor Basketball Council

- a) The Minor Basketball Council shall meet a minimum of 4 times a year or as requested by the Minor Basketball Council Chairperson and or Basketball PEI Board of Directors.
- b) Fifty percent plus one of members shall constitute a quorum for the transaction of business at the Minor Basketball Council meetings.
- c) The Minor Basketball Council shall appoint a chairperson from its ranks who will serve for a 1 year term, in the absence of the chairperson the council will appoint an interim to chair its meetings.

Annual General Meeting

- a) The Annual General Meeting of Basketball P.E.I. shall be held no later than November 30th of each year.
- b) Fourteen (14) days notice, in writing, of the Annual General Meeting shall be given to the members, but non-receipt of such notice by any member shall not invalidate the proceedings.
- c) At the Annual General Meeting, a minimum of Fifty percent plus one voting delegates is required for a quorum. No proxy votes shall be accepted at any such meetings.
- d) The order of business at the AGM shall be as follows, unless otherwise waived by the meeting:
 - 1) Call to order
 - 2) Roll call and verification of voting delegates
 - 3) Minutes of previous Annual General Meeting
 - 4) Business arising from the minutes
 - 5) President's report
 - 6) Director's report
 - 7) PEI Officials Association report
 - 8) Report of standing committees
 - 9) Financial report
 - 10) Approval of budget
 - 11) Amendments to the Bylaws
 - 12) Election of officers
 - 13) New Business
 - 14) Adjournment
- e) Each member of the corporation may appoint from its membership one (1) delegate to act and vote for same member at the Annual General Meeting. No delegate shall represent more than one member. There shall be no proxy voting.
- f) The officers shall be elected each year by the members at the Annual General Meeting. The remaining directors are appointed yearly by their respective association or league.

Special Meetings

- a) Special Meetings of Basketball P.E.I. may be called by the President or shall be called at the written request of one-half or more members in good standing. Notice of the time and place of the special meetings, together with a notice of the business to be transacted shall be given at least seven (7) days in advance.
- b) At any Special Meeting, a minimum of seven (7) voting delegates is required for a quorum. No proxy votes shall be accepted at any such meetings.

General

- a) Any resolution or motion at any meeting shall be carried by a simple majority of the members present voting in favour of the resolution or motion.
- b) No business shall be transacted at any meeting of Basketball P.E.I. unless a quorum of members is present at the commencement of such business.

ARTICLE 16: MINUTES OF THE BOARD OF DIRECTORS

The minutes of the meetings of the Board of Directors shall be available to the Members and shall be circulated to the Board of Directors.

ARTICLE 17: SIGNING OFFICERS

The signing officers of the Corporation shall consist of: 2 of 3 of the following.

- a) President
- b) Treasurer
- c) Executive Director
- d) Secretary
- e) Vice President

ARTICLE 18: FINANCIAL YEAR

Unless otherwise prescribed by the Board of Directors, the fiscal year end of the Corporation shall be August 31st.

ARTICLE 19: CONTRACTUAL SERVICES

The Board of Directors will determine the need to contract expertise and consulting services from time to time.

ARTICLE 20: DISSOLUTION

In the event of winding up or any other dissolution there shall not be any distribution of any kind among members and the funds of Basketball P.E.I. Inc. shall be applied to some charitable or similar organization as decided by the Board of Directors.

BASKETBALL PRINCE EDWARD ISLAND

BY LAWS

Any proposed revision, addition and/or deletion of the bylaws of Basketball PEI require a simple majority of the Board of Directors at any meeting.

1: PROVINCIAL AND LOCAL RELATIONSHIPS

- a) Member associations, leagues, clubs and the PEI Basketball Officials Association may draft Bylaws governing their own association, league or club. However, Basketball P.E.I.'s Bylaws will supersede/take precedence over any such Bylaws.
- b) Local associations shall be organized only in those communities that show the promise of additional membership resources to ensure the future stability of the association.