

Basketball Saskatchewan Incorporated

Constitution and By-Laws

May 1, 1986

(Amended Dec 10, 1997)

(Amended November 5, 2006)

(Amended November 4, 2007)

(Amended November 16, 2008)

Constitution

Article 1 - Name

1.01 The Corporation shall be known as Basketball Saskatchewan Inc. which shall hereinafter be referred to **as** the Corporation.

Article 2 - Goals

2.01 To promote and develop the sport of basketball in Saskatchewan and accordingly the Corporation should:

- a) promote and coordinate the development of elite athletes, coaches, officials and administrators.
- b) establish, administer and enforce laws, rules and regulations governing the sport of basketball competitions within the jurisdiction of the provincial sports governing body.
- c) ensure that Basketball Saskatchewan programs are executed to maximum advantage.
- d) encourage and stimulate public awareness of the sport of basketball in Saskatchewan and the role of Basketball Saskatchewan.
- e) undertake revenue generation, wherever necessary, to the continuation of Corporation programs.
- f) promote and encourage participation in the sport of basketball as a means of improving fitness, encouraging leadership and sportsmanship in Canada.

2.02 To contribute **to** the development **of** basketball nationally.

By-Laws

Article 1 - Head Office

- 1.01 The head office of the corporation shall be located in Regina, the Province of Saskatchewan, at the place therein where the business of the Corporation may be carried on and shall be hereinafter referred to as the Provincial office.

Article 2 - Membership

- 2.01 The Corporation shall four categories of membership namely:
- a) Active membership
With voting rights as outlined in section 2.02 at all General and Special General meetings.
 - b) Associate membership
With voting rights as outlined in section 2.03 at all General and Special General meetings.
 - c) Affiliate memberships
May attend and speak at all General and Special General meetings but have no voting rights.
 - d) Honorary memberships
All the rights and privileges of an Affiliate member.
- 2.02 The following persons shall be eligible for active membership in the corporation:
- a) each member of the Board of Directors shall become an Active member upon taking office and shall cease to be an active member upon ceasing to be a member of the Board of Directors.
 - b) Any league or club applying for membership in BSI shall be entitled to one voting representative and one additional representation for each 500 participants.
 - c) Any team registering outside of a league will have one voting representative from the teams in the North & one representing those in the South.

d) Each University team that joins BSI shall be entitled to one voting representative

e) Each BSI program participant will be an active member, there will be one voting representative for each division.

f) Any individual may apply to become an Active member by paying the prescribed membership fee. Such application is subject to ratification by the Board of Directors. No votes.

2.03 The following persons and organizations shall be eligible for associate membership in the Corporation.

a) League support groups such as coaches, officials, league executive & staff, etc., votes are included within their league votes.

b) Support organization such as officials will be entitled to 1 vote per governing body.

c) any advisory, consultative or educational individual or organization concerned with basketball in Canada, except government agencies and organizations whose main objective is concerned gain. No Vote.

2.04 The following persons shall be eligible for affiliate membership in BSI:

a) The players of teams registered shall be considered Affiliate members. No Vote.

2.05 The Board of Directors, with ratification by the members at an Annual General Meeting, may bestow honorary membership upon any individual or group.

2.06 Representatives must be identified to Basketball Saskatchewan 60 days prior to the AGM.

2.07 A voting representative may transfer their right of vote by signed proxy presented at the AGM to another individual attending the AGM. No individual may have more than 10% of the votes eligible & declared at the AGM.

Article 3 - Application for Membership

3.01 All applications for membership shall be made in writing to the Provincial office.

3.02 Applications shall be accompanied by such documents as

may be required by the Board of Directors.

- 3.03 Where the Board of Directors accept an application, the new member shall be entitled to all the rights, privileges and responsibilities of their category of membership upon payment of prescribed fees until the next Annual General Meeting.
- 3.04 At the Annual General Meeting members shall be asked to ratify the decisions of the Board of Directors with the respect to applications for membership.

Article 4 - Members in Good Standing

- 4.01 A member in good standing shall be defined as any member that has paid dues to the Corporation by the last day of the fiscal year end prior to the Annual General Meeting.
- 4.02 Only members in good standing shall benefit from the Corporation's programs.
- 4.03 The annual fees for membership shall be adopted by the Corporation at an AGM.

Article 5 - Withdrawal from Membership

- 5.01 Members may withdraw from membership by giving written notice to the Provincial office.
- 5.02 On receipt of said notice by the Provincial office, the applicant shall cease to be a member.
- 5.03 Members who have withdrawn shall remain liable for payment of any assessment, dues or any other sums levied by the Corporation, and further, that no refund of fees shall be issued.

Article 6 - Suspension

- 6.01 The Board of Directors may suspend the membership of a member of the corporation under the following circumstances:
- (a) A failure by the member to comply with the constitution and By-Laws;
 - (b) A decision by the Board of Directors that the conduct of the member is detrimental to the interest and reputation of the corporation.
- 6.02 In the event of a suspension, the following procedure is to be followed:
- (a) A Board of Directors meeting shall be called

to consider the suspension pursuant to 6.01;

(b) Said member shall be given written notice of the said meeting and the reason for action;

(c) Said member or its representative shall be given an opportunity to be heard at a meeting.

(d) A resolution for suspension shall require two-thirds majority of the members present and entitled to vote.

(e) Upon passing of the resolution in accordance with the article, said member shall be suspended.

6.03 At the next Annual General Meeting said suspensions shall be on the agenda and the members of the corporation shall determine the length of suspension or may expel the suspended member.

6.04 A resolution for expulsion shall require two-thirds majority of the members present and entitled to vote.

Article 7 - Meetings

7.01 BSI shall have four types of meetings:

(a) Annual General Meeting hereinafter referred to as the AGM.

(b) Special General Meetings.

(c) Board of Directors meetings.

(d) Executive Committee meetings.

7.02 The AGM in each year shall commence on the third weekend in the month of November unless otherwise determined by the Board of Directors.

7.03 A Quorum at the AGM shall be 50% plus 1 of the board of directors in that fiscal year.

7.04 The notice of the AGM of the Corporation shall be given to all members in writing at least thirty days prior to the meeting.

7.05 With the notice of an AGM, a proposed agenda and program of events will be included detailing the activities to take place during the period of the AGM.

7.06 Members who wish to have new business placed on the agenda of the meeting shall forward this information to the Provincial office at least twenty days prior to the meeting.

- 7.07 The order of business at the AGM shall be
- (a) Call to Order
 - (b) Adoption of agenda
 - (c) Minutes of the last AGM
 - (d) Business arising out of the minutes
 - (e) President's report
 - (f) Reports of the Vice-Presidents
 - (g) Other reports
 - (h) Financial reports and financial statements
 - (i) Presentation of the financial budget for the current fiscal year
 - (j) New business
 - (k) Nomination for the Board of Directors
 - (l) Election of the Board of Directors
 - (m) Installation of the Board of Directors
 - (n) Adjournment
- 7.08 A special meeting of the members may be called by:
- (a) the President or;
 - (b) the Board of Directors, or;
 - (c) by written request to the Provincial office of at least five active members of the Corporation.
- 7.09 In the event of a special meeting being called:
- (a) the President shall set a suitable date and place for the special meeting, the date to be not more than sixty days after the request for a meeting is received.
 - (b) the Provincial office shall thirty days prior to such a meeting give written notice to all members of the corporation together with the description of the business to be presented at the meeting.
- 7.10 The Board of Directors shall meet at least 4 times per year and may meet more often at the call of the chair.
- 7.11 A quorum for all meetings of the Board of Directors shall be the President or designate and at least six other members.
- 7.12 Any paid employee of BSI may be permitted to attend meetings in an advisory capacity only. They shall not be permitted to vote.

Article 8 - Voting

- 8.01 A person shall not vote in more than one category.
- 8.02 At all meetings of members every question shall be decided by a majority of the votes of the members present and in person unless otherwise stated by the Constitution and By-Laws of the Corporation. Any question shall be decided in the first instance by a show of voting credentials unless a secret ballot be demanded by any active member.

- 8.03 The President shall not be entitled to vote except in the case of a tie, in which case he will cast the deciding vote.
- 8.04 Upon show of voting credentials and upon declaration by the President that a resolution has been carried or not carried, an entry to that effect in the minutes of the Corporation shall be prima facie proof of the fact, without proof of the number of votes recorded in favour or against such resolution.
- 8.05 Members shall not be entitled to vote by proxy.

Article 9 - Standing Committees

- 9.01 The standing committees of the corporation shall include but not be limited to those committees outlined in the policies and procedures manual.
- 9.02 The Chair of a Standing Committee shall be a Director of the Corporation.
- 9.03 Members of Standing Committees and their subcommittees shall be selected by the Chair and ratified by the Board of Directors.
- 9.04 A Standing Committee shall report through its Chair to the Board of Directors.
- 9.05 The Board of Directors may establish committees for specific purposes and shall appoint Chair and establish terms of reference.
- 9.06 Permanent Committees of the Board shall be:
- 1) Athlete Development
 - 2) Coaches Development
 - 3) Finance & Administration
 - 4) Officials Development
- 9.07 Every Board Member must serve on at least one permanent committee.

Article 10 - Board of Directors

- 10.01 The affairs of the Corporation shall be managed by a Board of Directors to a maximum of fourteen officers, who shall be elected by the active members.
- (a) Three directors shall be elected from Regina, three shall be elected from Saskatoon and at least three shall be elected from the remainder of the province
- (b) One of the directors elected shall be the President of the Saskatchewan Association of Basketball Officials (SABO) or the organization's designate.
- 10.02 The Directors of the Corporation shall be:
President
Vice-President of Finance & Administration
Vice-President of Athlete Development
Vice-President of Coaches Development
Vice-President of Officials Development
9 Directors
and one of the Vice-Presidents shall be the First Vice-President.
- 10.03 If vacancies occur on the Board of Directors, the Board of Directors may appoint replacements to fill the position for the duration of the term.
- 10.04 The Executive Director shall be an ex-officio, non-voting member of the Board of Directors.
- 10.05 The Board of Directors shall manage and control the affairs of the Corporation and may execute all such powers and do such acts or may be exercised or done by the Corporation and without in any way limiting the generality of the following may:
- (a) authorize and make expenditures,
- (b) rule on disputes,
- (c) suspend or discipline member associations and any other persons over which the Corporation has jurisdiction and impose sanctions,
- (d) rule on the eligibility of teams and players,
- (e) appoint committees as necessary.
- 10.06 A quorum for all meetings of the Board of Directors shall be the President or designate and at least half of the Board of the Directors in that current fiscal year.

- 10.07 The first meeting of the Board of Directors shall be held immediately following the AGM.
- 10.08 Subject to 10.09, each member of the Board of Directors shall be entitled to one vote on any question at meetings of the Board of Directors.
- 10.09 The Chair of the meeting of the Board of Directors shall vote only in the event of a tie.
- 10.10 Question arising at any meetings of the Board of Directors shall be decided by a majority vote.
- 10.11 Meetings of the Board of Directors may be called by:
 (a) the President;
 (b) the First Vice-President, in the absence of the President;
 (c) the Executive Director on the written request of at least three members of the Board of Directors.
- 10.12 Any member of the Board of Directors who is absent without adequate excuse from three successive meetings of the Board of Directors may be removed by a resolution passed by three-fourths of the members of the Board of Directors present at the meeting.
- 10.13 The Board of Directors is empowered to operate within this constitution. As well, policies and procedures will be the basis of the operation of the corporation.

Article 11 - Nominations

- 11.01 Any active member may nominate candidates **for** the Board of Directors.
- 11.02 Nominations shall be received from the floor at the AGM.
- 11.03 The President shall be charged with the responsibility of a nominating committee to bring forward a list of eligible candidates for positions on the Board of Directors.

Article 12 - Election Procedures

- 12.01 The election of the Board of Directors shall take place at the AGM.
- 12.02 The President is elected by members of the Board of Directors from amongst themselves as the first order of business following the AGM, unless the president is in the midst of a two-year term.

12.03 The Executive Committee and the portfolio of the Directors shall be appointed by the President at their first meeting immediately following the AGM.

12.04 All terms of office of the Board of Directors shall be for two years.

Article 13 - Executive Committee

13.01 The Executive Committee shall be composed of the following members:

- a) President
- b) VP Finance and Administration
- c) VP Athlete Development
- d) VP Coaches Development
- e) VP Officials Development

The Executive Committee is responsible to the Board of Directors for the ongoing operation of the Corporation.

13.02 The term of office for the President shall be two years or until the term of office as a director expires. The President is eligible for reelection.

13.03 Appointments of Vice-Presidents are made by the President and shall be for one year terms. Each is eligible for re-appointment.

Article 14 - Fiscal Year

14.01 The fiscal year of the Corporation shall end annually on September 30th.

Article 15 - Remuneration

15.01 Members of the Board of Directors shall receive no remuneration for being members of the Board of Directors. Said members shall receive reasonable expenses incurred by them in the performance of their duties and such honorarium as may be approved by the Board of Directors.

Article 16 - Indemnity

16.01 Every member of the Board of Directors, his heirs, executors, administrators shall be indemnified out of the funds of the Corporation from and against:

- a) all costs, charges expenses whatsoever which said members sustains or incurs in or about any actions, suit or proceeding which is brought against him for or in respect to any act, deed matter or thing whatsoever made, done or permitted

by him in or about the execution of his duties.

b) All other costs, charges and expenses which he sustains or incurs in or about in relation to the affairs of the corporation.

Article 17 - Finance

17.01 The banking business of the Corporation or any part thereof shall be transacted with such a chartered bank as the Executive may designate, appoint, or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on behalf of the Corporation by the President or First Vice President together with such other person or persons as the Board of Directors may designate, direct or authorize by resolution.

17.02 All cheques, bills, receipts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation in such manner as shall be determined by resolution by the Board of Directors and any two of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation to its bankers and endorse notes, cheques for deposit with the Corporation to its bankers and endorse notes, cheques for deposit with the Corporation's rubber stamp for that purpose and any two of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and Corporation's bankers and may receive all payments, cheques, vouchers and sign all bank forms for settlement of balances and releases of verifications slips.

17.03 The signing authority of the Corporation shall be any two of the following: the Executive Director and two board members to be named at the AGM.

Article 18 - Amendments

18.01 No amendments to this Constitution or By-Laws may be made, altered or repealed unless it has been proposed to the Corporation by notice in writing by either the Executive or by an active member association of the Corporation.

- 18.02 A notice in writing shall:
- a) State the substance of the proposal; and
 - b) Be filed with the Provincial office by the proposers not less than forty days prior to the AGM or Special meeting of the Corporation at which it is to be considered; and,
 - c) Be sent by the Provincial office to each member of the Corporation no less than thirty days prior to the AGM or Special meeting of the Corporation at which it will be considered by generally accepted methods.
- 18.03 All proposed amendments to the Constitution and By-Laws shall be considered at the first AGM or Special Meeting of the Corporation held after the expiration of the forty day notice period referred to in 18.02.
- 18.04 The Corporation may amend the provisions of this Constitution or By-Laws upon the affirmative vote of two-thirds of the members of the Corporation present and entitled to vote at the AGM or Special meeting at which it is considered.
- 18.05 Notwithstanding any other provision of this Constitution:
- a) With respect to amendments to this Constitution, 18.02 and 18.03 , ay be waived by an affirmative vote of not less than three fourths of the members present and entitled to vote.

Article 19 - Rules of Order

- 19.01 On any procedural matter not dealt with in this Constitution the President shall refer to and be guided by the provisions of Roberts Rules of Order, latest revised edition.

Article 20 - Definition

- 20.01 In this Constitution, words importing singular in number or the masculine gender shall include the plural number or the feminine gender as the case may be and vice versa and reference to persons shall include firms and corporations.