

# **Metro Basketball Association Constitution and By-laws**

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## **Constitution of the Metro Basketball Association**

### **ARTICLE 1            NAME**

The organization shall be named and known as the “Metro Basketball Association”, hereinafter to be referred to as the MBA.

### **ARTICLE 2            DEFINITIONS**

In this Constitution and any By-laws written in accordance with these Articles, unless there be something in the subject or context inconsistent therewith:

- 2.1 “Constitution” shall mean this document and the Articles specified within.
- 2.2 “By-laws” shall mean decisions intended to stand as having the force of law for the MBA having been passed in accordance with the Constitution.
- 2.3 “Registrar” shall mean the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- 2.4 “Special Resolution” shall mean a resolution passed by not less than **three-fourths** of the total votes available to such members entitled as are **present** in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- 2.5 “Club” shall mean a minor basketball organization being in good standing with the MBA.
- 2.6 “Club Representative” shall mean a Club President or equivalent, who exercises the voting privilege for their Club.
- 2.7 “Minor” shall mean an individual who is under the age of 21 years.
- 2.8 “Player” shall mean a duly registered member of a minor basketball organization.
- 2.9 “Executive” shall mean the current elected Officers of the MBA as well as the Past-President.
- 2.10 “Director” shall mean an appointed or elected member of the MBA Board of Directors.
- 2.11 “Board” shall mean the Board of Directors of the MBA.

### **ARTICLE 3            OBJECTIVES**

The objectives of the MBA shall be the establishment and operation of a non-profit association of basketball clubs for the purpose of:

- 3.1 Exercising a leadership role in the promotion and development of the sport of basketball in the Halifax Regional Municipality and surrounding areas of the Province of Nova Scotia

- 3.2 Provide a non-profit basketball league giving the opportunity for minor players to develop their talents in the game of basketball while learning life skills through their participation in organized sport.
- 3.3 To organize, develop and implement basketball leagues structured to provide minor basketball players challenging competition in a fun environment.
- 3.4 Fostering goodwill and sportsmanship.
- 3.5 To have all members obligated in playing an active role to ensure a harassment free and non-discriminatory environment.
- 3.6 To define and uphold the rules and regulations as adopted collectively by the membership.
- 3.7 To represent the collective interests and promote the general welfare of the membership.
- 3.8 To consider and discuss problems of mutual concern to the members.
- 3.9 To continue the longevity of the league and sport by contributing to strengthen the foundation with proactive plans and a vision of the future.
- 3.10 To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use such property to the realization of the objectives of the MBA.
- 3.11 To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objectives of the MBA.

#### **ARTICLE 4 ORGANIZATION**

The MBA shall be composed of Members as hereinafter set out, shall be given direction and guidance by the Board of Directors and shall be managed by the Officers of the Executive described in this Constitution.

#### **ARTICLE 5 MEMBERSHIP**

- 5.1 The subscribers to the Memorandum of Association and such other persons or clubs as shall be admitted to membership in accordance to these Articles and subsequent By-laws, and none other, shall be members of the MBA, and their names shall be entered in the Registry of Members accordingly.
- 5.2 For the purposes of registration, the number of members of the MBA is unlimited.
- 5.3 The MBA shall be composed of the following categories of membership:
  - 5.3.1 Club Membership: Voting memberships, which shall be open to all clubs with teams, registered with the MBA.
  - 5.3.2 Personal Membership: Non-voting memberships which shall be open to coaches, managers and parents/guardians of all players registered to play within the MBA, registered players over the age of 18 years, and registered Club volunteers.
  - 5.3.3 Associate Membership: Non-voting memberships which shall be open to individuals not affiliated with any Club, but who desire to assist the MBA in achieving its objectives, as well as MBA paid employees and contractors.
  - 5.3.4 Player Membership: Non-voting memberships, which shall be open to all participants, registered to play within the MBA.

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- 5.3.5 Life Membership: Non-voting memberships which shall be open to individuals who have been awarded such by the Board of Directors to recognize persons who have rendered valuable service to the MBA, to an extent beyond normal participation.
- 5.3.6 Corporate Membership: Non-voting memberships, which shall be open to organizations wishing to support the development of basketball and the objectives of the MBA.
- 5.4 Every member of the MBA who is in good standing shall be entitled to attend any meeting of the MBA and to hold any office.
- 5.5 Club Members shall be represented by a Club President or equivalent, who shall exercise the voting privilege for their Club.
  - 5.5.1 In his/her absence a Club President may designate another individual to represent the Club provided notification is given.
- 5.6 Membership in the MBA shall not be transferable.
- 5.7 No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the MBA.
- 5.8 Membership in the MBA shall cease upon:
  - 5.8.1 A Club failing to register any teams to play within the MBA within a given year;
  - 5.8.2 The death of an individual member;
  - 5.8.3 Receipt of notice in writing to the MBA in which an individual or Club member resigns their membership;
  - 5.8.4 A Personal Member not renewing their or their child's registration with a member Club.
  - 5.8.5 If a member ceases to qualify for membership in accordance with any By-laws which may be made under these Articles.
- 5.9 The Board of Directors shall have the authority to suspend or deny membership to Clubs or individuals not in good standing with the MBA or with Basketball Nova Scotia.
  - 5.9.1 Non- payment of membership, registration and/or program fees shall result in members being declared to be "not in good standing".
  - 5.9.2 Members who have been sanctioned by the MBA or by Basketball Nova Scotia may be declared to be "not in good standing".

## **ARTICLE 6 DIRECTORS AND EXECUTIVE**

- 6.1 The authority of the MBA shall be vested in the Board of Directors of the MBA, hereinafter to be referred to as the Board, who, in addition to the powers and authorities granted by the Constitution and By-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts as may be exercised or done by the MBA. In particular, the Board shall have power to contract services or engage paid employees and to determine their duties, responsibilities and remuneration.
- 6.2 The Board shall be comprised of the Officers and by a number of Directors at large such that the total number of members shall not be less than five or more than fifteen.

- 6.3 The Executive shall be comprised of the Officers: President; Vice-President; Secretary; Treasurer; and Past-President. The Executive shall have powers as conferred upon them by the Board.
- 6.4 The members shall elect one of their numbers to be the President of the MBA.
  - 6.4.1 The President shall be the Chief Executive Officer of this Association. He/she shall chair all Executive, General and Special membership meetings
  - 6.4.2 The President shall enforce observance of the Constitution, By-laws and Rules of Play of the MBA.
  - 6.4.3 The President shall have general supervision of the activities of the MBA and shall perform such duties as may be assigned to her or him by the members from time to time.
  - 6.4.4 The President shall have the authority to co-sign on behalf of the MBA with the Vice-President and/or the Treasurer.
- 6.5 The members shall elect one of their numbers to be the Vice President of the MBA.
  - 6.5.1 The Vice-President shall, at the request of the members and subject to their directions, perform the duties of the President during the absence, illness or incapacity of the President, or during such period as the President may request her or him to do so.
  - 6.5.2 The Vice-President shall have the authority to co-sign on behalf of the MBA with the President and/or the Treasurer.
- 6.6 The members shall elect one of their numbers to be the Secretary of the MBA.
  - 6.6.1 The Secretary shall attend all MBA meetings and act as clerk thereof. He/she shall record the minutes of all proceedings and shall post the minutes for the inspection of same by all members.
  - 6.6.2 The Secretary may also carry out such duties as the members may assign.
  - 6.6.3 If the members think fit, the same person may hold both offices of Secretary and Treasurer.
- 6.7 The members shall elect one of their numbers to be the Treasurer of the MBA.
  - 6.7.1 The Treasurer shall receive all monies due the MBA from any source. He/she shall pay all bills as authorized by the membership or the Executive.
  - 6.7.2 The Treasurer shall have the authority to co-sign on behalf of the MBA with the President and/or the Vice-President.
  - 6.7.3 The Treasurer shall keep a correct account of the amounts and sources of receipts and the amounts and purposes of disbursements.
  - 6.7.4 The Treasurer shall at such times as the membership directs or the President requires, present for examination, all books, vouchers, papers, etc., that may be necessary for proper auditing of his/her accounts.
- 6.8 Officers and Directors shall be accorded one (1) vote at all general meetings of the MBA with the exception of the President who shall vote only in the case of a tie.
  - 6.8.1 When an Officer or Director is also a Club representative at a general meeting of the MBA, they may a vote on behalf of their club, but will not be able to exercise their vote as a Board member.
  - 6.8.2 An Officer or Director who is also a Club representative may designate a member of their club to act as a proxy voter to vote on behalf of their club.

- 6.8.3 An Officer or Director who is also a Club representative and has designated a member of their club to act as a proxy voter to vote on behalf of their club may exercise their Board member (1) vote.
- 6.9 Board members should attend all meetings of the Board of Directors; however if a member misses three consecutive meetings, the President may declare said member's position to be vacant and it shall remain so until such time as the membership may elect, or the Board may appoint a new member.
- 6.10 At the annual general meeting of the MBA, all Officers shall retire from their position but shall hold office until the dissolution of the meeting at which their successors are elected.
- 6.11 Retiring Officers shall be eligible for re-election.
- 6.12 To be elected as an Officer or Director a candidate must have the majority of the valid votes cast.
- 6.13 In any contested election, voting shall be by secret ballot unless all candidates consent to a show of hands.
- 6.14 If no person receives a majority of the valid votes cast, there shall be another ballot, from which the person receiving the least number of votes shall be omitted.
- 6.15 In the event that an Officer resigns her or his office, or ceases to be a member of the MBA, whereupon her or his position as an Officer shall *ipso facto* (by that very fact) be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board from among the Directors.
- 6.16 The MBA may, by special resolution, remove any Officer or Director before the expiration of the period of office and appoint another person in her or his stead. The person so appointed shall hold office during such time only as the Officer or Director in whose place she or he is appointed would have held office if she or he had not been removed.

## **ARTICLE 7**                    **RULES OF ORDER**

Subject to these Articles and By-laws, all meetings of the MBA shall be conducted in accordance with "Call to Order: Meeting Rules, Procedures and Advice for Non-Profit Organizations", Second Edition, by Herb Perry and Susan Perry, Big Bay Publishing, Owen Sound, Ontario.

## **ARTICLE 8**                    **BOARD AND EXECUTIVE MEETINGS**

- 8.1 The Board of Directors shall meet at least three times a year including the annual general meeting.
- 8.2 Meetings of the Board shall be held as often as the business of the MBA may require and shall be called by the Secretary or the President. A Board meeting may be held at the close of every ordinary or annual general meeting of the MBA without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Board Member within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Officer or Director shall not invalidate the proceedings at any Board meeting.

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- 8.3 A simple majority vote shall be required to pass any motion at any Board meeting unless otherwise provided herein
- 8.4 At each meeting of the Board, the following items of business shall be dealt with:
- Roll Call;
  - Adoption of the Agenda;
  - Approval of the Minutes of the preceding meeting;
  - Business arising from the Minutes;
  - Committee Reports;
  - New Business;
  - Adjournment.
- 8.5 No business shall be transacted at any Board or Executive meeting unless a quorum of at least one half in number of the Officers and Directors are present at the commencement of such business.
- 8.6 The President or, in her or his absence, the Vice President or, in the absence of both of them, any member appointed from among those Officers and Directors present shall preside as Chair at meetings of the Board.
- 8.7 Minutes of the deliberations of the Board shall be recorded and made available to members on request.

## **ARTICLE 9**            **GENERAL MEETINGS**

- 9.1 The Annual General Meeting of the MBA must be held within 60 days after the end of the fiscal year on a date determined by the Executive.
- 9.2 At each ordinary or annual general meeting of the MBA, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- Roll Call;
  - Adoption of the Agenda;
  - Approval of the Minutes of the preceding General Meeting;
  - Business Arising from the Minutes;
  - Consideration of the Annual Reports of the Officers;
  - Consideration of the Financial Statements, including balance sheet and operating statement and the report of the auditors thereon;
  - Other Reports;
  - Amendments to the Constitution and By-laws;
  - Amendments to the Rules of Play;
  - Election of Officers and Directors;
  - Appointment of Auditors;
  - General and New Business;
  - Adjournment.
- 9.3 No business shall be transacted at any general meeting of the MBA unless a quorum of members is present at the commencement of such business and such quorum shall consist of fifty percent plus one of the votes available to Club Members.

- 9.4 If within one-half hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die* (without setting a day for reassembling).
- 9.5 A simple majority vote shall be required to pass any motion at any meeting of the members, unless otherwise provided herein.
- 9.6 The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have the deciding vote.
- 9.7 The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
- 9.8 At any meeting, unless a poll is demanded by at least three Clubs, a declaration by the Chair that a resolution has been carried and an entry in the book of proceedings of the MBA shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
- 9.9 If a poll is demanded in manner aforesaid, the same shall be held in such a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the MBA in general meeting.
- 9.10 An Extraordinary General Meeting of the MBA may be called by the President or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the Club Members of the MBA.
- 9.11 Fifteen day's notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

## **ARTICLE 10            VOTING**

- 10.1 Each Club Member in good standing shall be allotted one (1) initial vote.
- 10.2 Additional votes shall be allotted to Club Members on the basis of the number of players registered and actively participating within the MBA as of the preceding first day of February.
- 10.3 Additional votes shall be allotted in the manner described herein:
- 14.5.1 One (1) additional vote will be allotted upon the number of registered and actively participating players attaining the number of thirty-one (31).
- 14.5.2 Subsequent additional votes shall be allotted on the basis of one (1) vote for each additional fifty (50) players registered and actively participating.
- 10.4 Associate, Life, Personal, Player and Corporate Members may move, second and debate any matter deemed to be relevant to the business of the MBA but shall not vote.
- 10.5 At all meetings of the MBA, unless a poll is requested in the aforementioned manner, voting shall be by a show of hands and decisions shall be reached by a simple majority unless otherwise required by this Constitution or By-laws.

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10.6 If a poll is required the results shall be announced to the assembly for the record.

### **ARTICLE 11 FISCAL YEAR**

The fiscal year of the MBA shall be the period from May 1 to April 30.

### **ARTICLE 12** Repealed June 8, 2009

### **ARTICLE 13 AMENDMENTS TO ARTICLES OR BY-LAWS**

- 13.1 The MBA has power to repeal or amend any of these Articles or By-laws by a special resolution passed in the manner herein prescribed.
- 13.2 Amendments to the Constitution or By-laws written in accordance with these Articles may only be proposed by the Club Representatives, Officers or Directors of the MBA.
- 13.3 All proposed amendments to the Articles or By-laws shall be forwarded in writing to the MBA no later than thirty days prior to the Annual General Meeting or a Special General Meeting called for that purpose.
- 13.4 Copies of proposed amendments to the Articles or By-laws shall be sent to all Club Representatives not less than fourteen days prior to the General Meeting at which they will be considered.
- 13.5 Amendments to this Constitution or By-laws written in accordance with these Articles will require a three-quarters majority vote of the Voting Members present in order to pass.
- 13.6 Amendments to this Constitution or By-laws, submitted without the required thirty days prior written notice, will require a unanimous vote of the Voting Members present in order to pass.
- 13.7 An amendment to an amendment may be tabled at a meeting with a seconder, will be voted on first and requires the same passing vote as the original amendment.
- 13.8 All amendments to this Constitution or By-laws approved at the Annual or General Meeting shall go into effect on the day of the Annual or General Meeting.

### **ARTICLE 14 MISCELLANEOUS**

- 14.1 Repealed June 8, 2009.
- 14.2 Repealed June 8, 2009.
- 14.3 The seal of the MBA shall be in custody of the Secretary and may be affixed to any document upon resolution of the Executive.
- 14.4 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the MBA and of the Executive shall be the responsibility of the Secretary.

- 14.5 The books and records of the MBA may be inspected at the registered office of the MBA by:
  - 14.5.1 Any member, at any reasonable time within two days prior to the annual general meeting; or
  - 14.5.2 Any Club Representative at any time so long as a written request to do so is submitted ten days in advance.
- 14.6 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the MBA by the President or the Vice President and the Secretary, or otherwise as prescribed by resolution of the Board.
- 14.7 The borrowing powers of the MBA may be exercised by special resolution of the members.
- 14.8 The MBA shall make Policies, Rules and Regulations as deemed necessary to govern its affairs and the playing structure of the game within its jurisdiction.

## **Metro Basketball Association By-laws**

### **By-law 1                      Committees**

- 1.1 The President, at his discretion, shall appoint such ad-hoc committees, as he/she deems necessary to properly conduct the business of the MBA.
- 1.2 The standing Committees of the MBA are as follows:
  - Championship and Awards Committee
  - Constitution and By-laws Committee
  - Discipline Committee
  - Appeals Committee
  - Rules of Play Committee
  - Divisional Co-ordinator's Committee
- 1.3 The Championship and Awards Committee shall consist of a minimum of three (3) and a maximum of five (5) Members and shall be chaired by the League Manager. They shall prepare and organize all play, awards selection, awards presentations and logistics of the playoffs.
- 1.4 The Constitution and By-laws Committee shall consist of three (3) members and shall be chaired by the Secretary who will be responsible to review and make recommendations for amendments to the Constitution and By-laws of the MBA.
- 1.5 The Discipline Committee shall consist of three (3) members of the MBA Executive who will be responsible to respond to issues pertaining to disciplinary matters, which arise in the day to day operation of the league.
- 1.6 The Appeals Committee shall consist of three (3) members of the MBA Executive and not include the League President, League Manager or any member of the Discipline Committee. They will be responsible for the review and adjudication of any appeal of a decision made by the Discipline Committee.
- 1.7 The Rules of Play Committee shall consist of a minimum of three (3) and a maximum of five (5) members who will be responsible to review and make recommendations for amendments to the MBA Rules of Play.
- 1.8 The Divisional Coordinator's Committee shall consist of each Division Coordinator and the League Manager who shall chair the group. They will be responsible for the allocation of gyms and times among the divisions and ensuring that, collectively, all divisions receive equal treatment and service.

### **By-law 2                      Membership Fees**

- 2.1 Membership Fees will be determined by a majority vote at a general meeting.
- 2.2 If a Member Club's fees are in arrears, all teams from that club shall be suspended immediately until the fees are paid.

**By-law 3                      Suspensions**

- 3.1 The MBA reserves the right to suspend any player, coach, manager, team or club, for unsportsmanlike conduct, or conduct detrimental to the MBA.
- 3.2 Teams using suspended coaches, managers or players shall automatically forfeit the games in which the suspended persons participated.
- 3.3 Any player, coach, manager, team or club suspended by the MBA shall have the right to appeal the suspension to the Appeals Committee. The suspension must continue to be served until such time as the appeal is heard.

**By-law 4                      -                      repealed****By-law 5                      -                      repealed****By-law 6                      Insurance**

All teams must obtain an acceptable level of liability insurance prior to the first game, exhibition or otherwise.

**By-law 7                      Defaults**

Should a team not provide the MBA via the designated contact for such matters, with proper notice and not appear for a scheduled game such that the game is a forfeit, that team's club will be assessed penalties as determined by the MBA which may include fines and/or suspensions. Should a club be assessed a fine, this fee must be paid within the period stipulated by the MBA, after which if not paid, the Club's teams will be suspended until such time as the fine is paid.

**By-law 8                      Playing Rules**

- 8.1 All MBA games will be governed by the current "FIBA Official Basketball Rules", except for the variations noted in the "MBA Rules of Play" document.
- 8.2 The "MBA Rules of Play" may only be amended by a majority vote at a general meeting of the MBA.
- 8.3 Unless specified in a motion for such an amendment, the Executive shall determine the effective date for amendments to the MBA Rules of Play.

**By-law 9                      Contravention of Objectives**

The MBA Executive shall have the power to investigate and by means of a majority vote, apply consequences, up to and including permanent suspension from the league, to any person, team or organization found to be in contravention of the Objectives of the MBA as stated in the Constitution of the Metro Basketball Association.

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