

FENCING-ESCRIME NB INC.

BYLAWS

(incorporated under the New Brunswick Companies Act by letters patent dated February, 2006)

NAME

1. The association shall be known for all purposes as Fencing-Esgrime NB Inc. (hereinafter referred to as the Association). The official abbreviation shall be FENB and shall be recognized for all purposes in reference to the Association.

PURPOSE

2. The purpose of the Association shall be to promote, develop, regulate, encourage and improve the sport of fencing in the province of New Brunswick, as well as to represent and co-ordinate the interests of New Brunswick fencers. The Association shall be in all respects a not-for-profit organization.

AFFILIATION

3. The Association shall be a branch member of the Canadian Fencing Federation and shall conduct its business in accordance with the Bylaws, Rules and Regulations and amendments thereto of the Canadian Fencing Federation (CFF) in so far as they concern the Association.

MEMBERSHIP

4. Membership shall be limited to persons or groups resident in the province of New Brunswick who are interested in furthering the purpose of the Association. All members shall be bound by the Bylaws, Rules and Regulations of the Association and the CFF.

5. Individual Members:

a. Fencing Member – Person who actively participates in fencing within the province. Eligible to participate in competitions.

b. First-time Fencing Member – Person who enrolls in an initial instructional/introductory program and is in his/her first season of fencing. Eligible to participate in competitions.

c. Associate Member - Person who is not a fencer but who is involved as a coach, referee, armourer, organizational leader, volunteer or financial supporter.

d. Life - Bestowed by the Board of Directors on persons who have contributed significantly to the Association and who the Association wishes to honor.

6. Group members:

a. Club: Any group of six (6) or more members of the Association may apply to become a club member of the Association. Any club offering instructional programs must appoint an NCCP certified coach to be responsible for its programs.

b. Affiliate: Other non profit associations or groups who are interested in the promotion, assistance or

development of fencing in New Brunswick.

c. Commercial: Companies, corporations, or industries who contribute an annual amount to further the aims and objectives of the Association.

MEMBERSHIP FEES

7. Membership fees shall be determined by the Board of Directors for the membership year.

CENSURE

8. Any fencer accepting membership in the Association shall be deemed to have agreed to abide by the Bylaws, Rules and Regulations of the Association, the Canadian Fencing Federation (where applicable) and by the Federation International d'Esgrime (where applicable). Violation of any rule shall render a member liable to censure by the Association in accordance with its Disciplinary Policy.

MEETINGS OF MEMBERS

9. **Annual General Meeting:** The Board of Directors shall call a general meeting of the members of the Association to be held annually within one hundred twenty (120) days of the expiry of the Association's fiscal year for the purposes of:

- a. reception of the Annual Report of the Board of Directors
- b. consideration of the duly reviewed financial statement for the previous fiscal year,
- c. consideration of changes to the bylaws,
- d. election of Directors,
- e. consideration of such other matters as may properly come before the meeting.

10. **Special General Meetings:** A special General Meeting may be held on the request of at least three directors of the Board or at least forty (40) percent of the voting members of the Association. The business of a special General Meeting shall only be that business stated in the notice of meeting. A chairperson shall be elected by the members present. The chairperson shall retain a vote as a member and shall have an additional casting vote in case of a tie.

11. **Notice of meeting:** Notice, either by electronic or paper means to each member, shall be given at least twenty-one (21) days prior to the annual general meeting and at least ten (10) days prior to a special general meeting. Where special business will be conducted, the notice shall give sufficient information to form a reasoned judgement.

12. **Votes:** At a General Meeting, all individual members, including members of the Board of Directors, shall have one vote save those members under the age of sixteen years on the day of the General Meeting. The chairperson of the meeting shall cast an additional vote in the event of a tie.

13. **Proxy votes:** Any member who is not in attendance of a General Meeting is permitted to assign the vote to another member provided that the person assigned this vote produces a letter signed by the absent member delegating authority to that person to hold a proxy vote at that particular meeting. One member may not carry more than three proxy votes at any given meeting.

14. **Quorum:** At all meetings of members, a quorum shall consist of at least 10 voting members present. Decisions shall be determined by a simple majority of the votes cast. Voting shall be by show of hands unless a

motion is duly passed to vote by ballot.

BOARD OF DIRECTORS

15. The Board of Directors shall be responsible to represent the Association's membership in determining and requiring organizational performance that furthers the purpose of the association.

16. The property and affairs of the Association shall be governed by a Board of five (5) directors of which one shall be President and four shall be Directors at large.

17. The President shall:

- a. chair meetings of the Board of Directors and the annual general meeting of members
- b. co-sign with any other Director, all documents, contracts, and instruments in writing requiring the official signature of the Association
- c. be or shall appoint the Branch representative to the Canadian Fencing Federation, the Provincial Sport Branch and Sport N.B.
- d. file a year end report of the Board of Directors to the membership at the AGM

18. The Executive Director shall:

- a. ensure proper records of all meetings of members and of the Board of Directors are kept,
- b. have charge of the books, records and correspondence of the Board of Directors.
- c. have custody of the Association seal and shall co sign with the President all documents, contracts and instruments in writing requiring the official signature of the Association.

19. All Directors shall jointly take responsibility to direct, control and inspire the organization through the careful establishment of broad written policies which support the purpose of the organization.

ELECTION OF BOARD OF DIRECTORS

20. A committee will be formed in advance of the Annual General Meeting to nominate candidates for each office. The committee will be comprised of at least two members. The only member ineligible to participate in the committee is the President.

21. The members of the Board of Directors shall be elected for a two year term at the Annual General Meeting of the Association. A staggered system of elections will be conducted so that the positions of President and two directors at large shall be open for election in one year and the positions two directors at large shall be open for election in the succeeding year. All directors are eligible for re-election and must be registered members in good standing of the Association.

MEETINGS OF BOARD OF DIRECTORS

22. There shall be a minimum of three Board meetings held per year. Meetings may be held in person, by teleconference, video-conference or other electronic means, or any combination thereof; allowing all persons participating in the meeting to communicate with each other.

23. The quorum for the Board of Directors shall be a majority of directors.

24. Each elected member of the Board of Directors shall hold one vote. In the event of a tie, a deciding vote shall be cast by the chairperson. Decisions shall be made by a simple majority of votes cast.

25. In the event of a vacancy arising within the Board, the Board of Directors may, by majority vote, fill the

vacancy by appointment.

26. Whenever any question arises which the Board of Directors considers should be put to a vote of the members but which does not require a Special Meeting, the President shall make a written or electronic submission of the question to the members for their decision. The decision shall be rendered according to a majority of the votes received within fourteen (14) days of the first weekday following the mailing or electronic posting of the ballot.

27. Business or procedures implemented by the Board of Directors may be overruled by a general meeting.

28. **Irregularities:** If there was some defect in the election or appointment of any director, or they were disqualified, all acts done by any meeting of the Board of Directors shall be as valid as if every person had been duly elected or appointed and were qualified to be a Director.

REMUNERATION

29. No Director shall receive remuneration for performing the duties of the Board of Directors.

TERMINATION OF TENURE OF OFFICE

30. The office of a director shall be automatically vacated:

- a. if a director resigns the office by delivering a written resignation to the Executive Director of the Association,
- b. if a director has been absent from two consecutive meetings of the Board.

31. Any member of the Board of Directors may be removed from office by a two thirds vote at a duly constituted special meeting of members. At any such meeting, the party or parties requesting dismissal may present their case, and the person(s) against whom this action is taken may then present theirs, either verbally or in writing.

32. The President shall have the power to suspend any officer or member of the Association. Any suspended member shall have the right to appeal in accordance with the appeal process of the Association.

FISCAL YEAR

33. The fiscal year of the Association shall commence on July 1st and shall terminate on June 30th .

SIGNING AUTHORITY

34. Financial signing authority will require the signature of two of three signatories, one of which must be either the Executive Director or the President. The third signatory will be another board member as identified by the FENB Board.

AMENDMENTS TO BYLAWS

35. Any changes and additions to these Bylaws may only occur at a General Meeting through resolution circulated to all members of the Association at least twenty-one (21) days prior to the meeting and supported by at least two thirds (2/3) of the votes cast at the meeting.

PARLIAMENTARY PROCEDURES

36. Robert's Rules of Order, Newly Revised, latest edition shall be the authority on all procedural matters not specified in the Bylaws.

DISSOLUTION

37. Dissolution of the Association may occur only through a notice circulated at least thirty (30) days prior to a General Meeting and supported by at least ninety (90) percent of the votes present at the meeting. Upon dissolution, the Board of Directors shall be responsible for the legal liquidation. After payment of all debts due and liabilities, any remaining property shall be distributed or disposed of to registered charities recognized by the Canada Customs and Revenue Agency having objects the same or similar to the objects of the Association which carry on their work solely in Canada; and no part of any property of the Association shall be available to its members upon such dissolution.

Amended Oct 2011