

Constitution

1.0 Organization

- 1.1 The organization hereby constituted shall be called "Orienteering New Brunswick" and hereafter referred to as "ONB".

2.0 Affiliation

- 2.1 ONB shall be affiliated with the Canadian national body that represents and promotes orienteering.
- 2.2 The President shall be the official representative of ONB to the Canadian national body that represents and promotes orienteering and the official contact for Sport New Brunswick (SNB).

3.0 Head Office

- 3.1 The head office of ONB shall be in the Province of New Brunswick at such place as the Executive shall determine.

4.0 Jurisdiction

- 4.1 All members of ONB shall fall under the jurisdiction of ONB.

5.0 Objectives

- 5.1 To promote, develop, and encourage orienteering in the Province of New Brunswick.
- 5.2 To liaise with government and private agencies, organizations or other sporting groups interested in promoting and supporting orienteering in New Brunswick.
- 5.3 To assist in the establishment of orienteering groups throughout the Province of New Brunswick.
- 5.4 To promote competitive as well as recreational orienteering.
- 5.5 To promote a variety of forms of orienteering.
- 5.6 To communicate information to its members.
- 5.7 To act as a forum for the exchange of members' views.

6.0 Membership

- 6.1 Membership in ONB shall include regular members and honorary members.
- 6.2 Regular members are persons who, during the preceding twelve (12) months, have paid the relevant membership fees in full, participated in an ONB sanctioned event, or acted as event director, controller or course setter at such an event.
- 6.3 Honorary members are those persons who have provided distinguished service to orienteering in New Brunswick, as confirmed at an AGM or special meeting.
- 6.4 Any member may terminate his or her membership by written notice to the Secretary of ONB.

- 6.5 The Executive may with immediate effect terminate or refuse to grant or renew the membership of any person. Such action must be confirmed within twelve (12) months by at least two thirds of those present at an AGM or special meeting.
- 6.6 Any person may appeal a decision affecting his or her membership rights and state their case at a meeting.
- 6.7 Membership shall be for one year from the date of application and, except for honorary members, must be renewed annually to be in good standing, in accordance with section 6.2.

7.0 Meetings

7.1 Meeting formats

- 7.1.1 Meetings may be held in person, via teleconference, or a combination of the two methods.
- 7.1.2 A discussion between members of the Executive or Management Committee conducted by electronic mail, via an electronic mailing list, or other similar electronic means may be considered a meeting, provided that:
- a) all members of the Executive or Management Committee are included in the distribution and are provided with the same information;
 - b) if voting takes place, a period of at least seven (7) days is allowed to elapse from the time of calling for the vote before the tally of votes is considered final.
 - c) The onus for providing a valid and functional address for electronic communications shall rest with the Executive Member or Regional Director.
- 7.1.3 Observer status may be granted by the Executive at any meeting. Observers are not entitled to vote, but may be accorded speaking privileges.

7.2 Types of meetings

- 7.2.1 Planning/discussion meeting: These meetings are usually informal and used for the purposes of routine discussion, decision-making, administration and the planning of events.
- 7.2.2 Special meeting: these meetings are usually infrequent and more formal, for discussion and decision-making relating to a specific topic.
- 7.2.3 Annual General Meeting (AGM): This annual meeting of the members is for the purpose of electing officers, receiving reports from the Executive and auditors and transacting other such business as may come before the meeting. It shall be held at the head office of ONB or elsewhere as the President may determine.
- 7.2.4 Notwithstanding 7.1.1, the majority of members attending the AGM shall be present at the meeting in person.
- 7.2.5 The AGM shall be held in the fall after the event schedule is completed, and no later than the last weekend in November, if at all possible.
- 7.2.6 The Secretary shall send notice of the AGM to all members with the agenda at least fifteen (15) days prior to the meeting.
- 7.2.7 The Agenda at the Annual General Meeting shall be as noted in ANNEX A.
- 7.2.8 Other meetings may be convened by the President or majority of the Executive at any time at the head office of ONB, or elsewhere as determined by the President or majority of the Executive.
- 7.2.9 The Executive or Management Committee may arrange planning and discussion or other meetings as required, either face to face or by other means, and at a mutually agreed location.

- 7.2.10 Special meetings shall be called by the President or any Regional Director if requested in writing or by email by at least twenty-five percent (25%) of the membership or ten (10) persons, whichever is the least.
- 7.2.11 The Secretary of ONB shall send a notice and the agenda to all members at least fifteen (15) days prior to any special meeting.

8.0 Quorum of members at meetings

- 8.1 A quorum at the AGM or special meeting shall consist of six (6) members or twenty-five percent (25%) of the total membership, whichever is less.
- 8.2 A quorum at a planning, discussion or other meeting held face to face, via teleconference, or other means, shall be five (5) members.

9.0 Voting

- 9.1 Each regular member in good standing and each honorary member shall be entitled to one vote at the AGM and other meetings.
- 9.2 Before being approved, all motions voted on at a meeting of members other than motions to amend the Constitution shall require a majority vote of members present.
- 9.3 The Chair of the meeting, in the event of a tie on any vote, shall cast the deciding vote.
- 9.4 At all ONB AGMs and other meetings voting shall be by voice unless a secret ballot is requested by any member.
- 9.5 Notwithstanding section 9.4, in the case of a meeting conducted by electronic means, voting may take place by email or an equivalent method.
- 9.6 On any motion under consideration at a meeting, and whether or not a show of hands, voice or other vote has been taken, the Chair or any person entitled to vote may demand a poll thereon.

10.0 Constitution

- 10.1 Any amendment to the Constitution shall require a minimum of a two thirds ($\frac{2}{3}$) majority at an AGM or special meeting.
- 10.2 Details of motions to amend the Constitution shall be forwarded to the Secretary in writing, by fax or email at least thirty (30) days prior to the AGM or special meeting, and the Secretary shall forward full details to the membership at least fifteen (15) days prior to such meeting.

11.0 Regional Directors

- 11.1 Any member of ONB over the age of sixteen (16) shall be eligible to be elected as a Regional Director of ONB.
- 11.2 Regional Directors shall whenever possible represent the various regions of the province as set out by the New Brunswick provincial department responsible for sport as given in ANNEX B or as subsequently amended.
- 11.3 The Executive shall have the power to appoint one or two Regional Directors to represent any region.
- 11.4 The term of office of a Regional Director shall be two years and he/she shall hold office from immediately following the AGM at which elected.

- 11.5 The Regional Directors of ONB shall be elected and retire in rotation. Regional Directors shall, if thought fit by the Executive, be elected from the following regions in odd numbered years, where the numbers indicate those assigned to the regions by the New Brunswick Department responsible for sport:
1. North West (Edmundston)
 3. Capital (Fredericton)
 5. South East (Moncton)
 7. Chaleur/Peninsula (Bathurst)
- 11.6 Regional Directors shall, if thought fit by the Executive, be elected from the following regions in even numbered years, where the numbers indicate those assigned to the regions by the New Brunswick provincial department responsible for sport:
2. Western Valley (Woodstock)
 4. Fundy (Saint John)
 6. Miramichi/Kent (Miramichi)
 8. Restigouche (Campbellton)
- 11.7 In the event a Regional Director resigns his or her office or ceases to be a member of ONB, the Executive may fill the vacancy created for the unexpired portion of the term from the membership of ONB, or the position may be left vacant.
- 11.8 The duties of the Regional Directors shall be:
- 11.8.1 To represent ONB in their assigned region and to act as a point of contact in that region;
- 11.8.2 To maintain an active interest in orienteering and to assist with the organisation and promotion of orienteering events, both in the region they represent and in other parts of New Brunswick;
- 11.8.3 Together with the members of the Executive, to actively contribute to the work of ONB via the Management Committee.

12.0 ONB Executive

- 12.1 Any member of ONB over the age of 18 shall be eligible to be elected as a member of the ONB Executive.
- 12.2 The Executive Officers ("the Executive") of ONB shall consist of the Immediate Past President, President, Vice-President, Treasurer and Secretary. The offices of Treasurer and Secretary may be combined. If combined, the joint office of Treasurer/Secretary shall count as one person and one vote at any meeting of the Executive or Management committee.
- 12.3 The Executive Officers of ONB shall be elected at the AGM of ONB from a slate of officers prepared by a nominating committee and/or nominated from the floor.
- 12.4 The Executive Officers shall be elected for one year and hold office from immediately following the AGM at which elected up to and including the next AGM.

13.0 ONB Management Committee

- 13.1 The Executive officers and Regional Directors of ONB shall collectively constitute the ONB Management Committee.

14.0 Duties of the Executive Officers:

- 14.1 The duties of the President shall be:
- a) To direct the business of the ONB in accordance with the Constitution and wishes of the members;

- b) To take the role of chair at all meetings of the Executive and Management Committee;
- c) To coordinate the activities of the officers of ONB;
- d) At the AGM or when called upon to do so by at least 10 members or 25% of the membership, whichever is less, to render an account to the members of ONB of the activities of the Executive;
- e) To represent ONB in all matters or to appoint an officer or member of the Executive to do so.

14.2 The duties of the Vice-President shall be:

- a) To preside at meetings in the absence of the President;
- b) To assist or represent the President when called upon;
- c) To have such other powers and duties as from time to time may be assigned to him or her by the Executive.

14.3 The duties of the Secretary shall be:

- a) To send notices of meetings to members;
- b) To record the minutes of all meetings and, in a timely fashion, to send or provide copies of minutes of such meetings to all members;
- c) To sign with the President or other signing officer such instruments as require his/her signature;
- d) To process membership renewals, collect membership fees and record and keep records of membership information; to provide up to date membership information in summarised form to the Executive upon request and to present a summary of membership statistics to the AGM.

14.4 The duties of the Treasurer shall be:

- a) To record and keep records of all financial transactions of ONB and to assist the auditors as required;
- b) To make disbursements as authorised by the Executive;
- c) To sign all cheques issued by ONB;
- d) To keep records of all disbursements and to keep the financial accounts of ONB in proper order;
- e) To make the Executive aware in a timely fashion of any existing or potential financial or cash flow problems;
- f) To render an account of all financial transactions at the AGM and other official meetings of ONB as required and to provide an up-to-date statement of the accounts of ONB when called upon to do so by the Executive;
- g) To furnish the AGM of ONB with an audited statement of ONB's financial position, which statement shall have been audited by the auditor selected at the previous AGM;
- h) Upon retirement as Treasurer, to return to ONB all books, papers and other records belonging to the office.

15.0 Management of ONB

15.1 The business and affairs of ONB shall be managed by the Management Committee of ONB, who may exercise all such powers, and do all acts and things on behalf of ONB as may be exercised or done by ONB at the AGM. Without restricting the generality of the foregoing the duties of the Management Committee members shall be to administer, supervise, plan and otherwise to carry on the business and affairs of ONB in accordance with the Constitution.

- 15.2 The Management Committee may establish such standing committees or special committees as it deems advisable and may delegate to such committees such of its powers, duties and functions as it shall deem necessary. The Management Committee shall specify the terms of reference of any such committee, provided that membership on such committees shall not be restricted to members of the Executive.
- 15.3 The Executive is authorized to delegate to a sub-committee such of its powers, duties and functions as in its sole discretion it shall decide, for purposes of the management of the business and the affairs of the Executive between its meetings.

16.0 Committees

- 16.1 The Management Committee may elect or appoint the following standing committees:
- a) Mapping
 - b) Publicity
 - c) Nominating
 - d) Finance
 - e) Competition
 - f) Membership
 - g) Publication - Education
 - h) History and Records
 - i) Technical
 - j) Regional Development
- 16.2 The Management Committee may from time to time by resolution elect or appoint other standing committees as it deems advisable.

17.0 Finance

- 17.1 The fiscal year shall be April 1 to March 31 of the following year.
- 17.2 Banking - all monies of ONB shall be deposited in a branch of one of the financial institutions of Canada as designated by the Executive. All payments made by or on behalf of ONB shall be made by cheque drawn on the bank account signed by not less than two officers of ONB to be designated by ONB from time to time.
- 17.3 Auditing of accounts – if necessary the accounts of ONB shall be balanced and a statement submitted to the AGM, audited by the auditor selected at the previous AGM.
- 17.4 Membership and event fees: the annual membership fee, to be paid by regular members in each calendar year, shall be determined by the Executive, and shall be subject to revision from time to time with the approval of the AGM. Event fees, charged to participants at events, shall be determined and revised in the same manner.

18.0 Dissolution Clause

- 18.1 In the event of the dissolution or winding up of ONB, all its remaining assets, after payment of liabilities, shall be distributed to the Canadian national body that represents and promotes orienteering.

19.0 Rules of Order

19.1 Roberts Rules of Order shall apply if required to resolve any dispute concerning procedure at a meeting.

Dated: November 14, 2015.

Versions:

- 1.1 Amended October 2009 per motions passed at the 2008 AGM.
- 1.2 Incorporating amendments approved at the 2014 AGM.
- 1.3 Incorporating amendments noted at the February 2015 planning meeting (ratified at the 2015 AGM)

ANNEX A

Agenda at an Annual General Meeting of ONB

At the annual meeting of ONB the order of business shall be as follows:

- a) Calling the meeting to order;
- b) Reading the notice calling the meeting and furnishing proof that such notice was duly given and a quorum is present;
- c) Acceptance of minutes of last AGM and considering confirmation of the same;
- d) Presentation of the annual report of Regional Directors;
- e) Presentation of the financial reports;
- f) Discussion and, if thought fit, approval of the financial reports;
- g) If necessary, the appointment of an auditor(s) and, if thought fit, dealing with his or their remuneration;
- h) The approval or confirmation of the enactment, repeal, amendment or re-enactment of any Constitution, if notice of this item of business has been given in accordance with section 10.0 of this Constitution;
- i) Election of Regional Directors;
- j) Miscellaneous business, if any, of which notice has been included in the notice of meeting; and
- k) New business.

ANNEX B

Regional map published by the NB Department of Health and Inclusive Communities:

