

# Constitution of Velo NB

---

## 1. Name

The name of the organization shall be **Velo NB**.

---

## 2. Purpose and Mandate

Velo NB is the recognized provincial sport organization responsible for the governance, development, and promotion of cycling in the Province of New Brunswick.

Without limiting the generality of the foregoing, Velo NB shall:

- Promote and develop the sport of cycling in all its disciplines within the Province;
  - Serve as the official provincial representative of Cycling Canada;
  - Sanction cycling activities and events within the Province;
  - Establish and enforce policies, rules, and regulations consistent with national and international standards;
  - Support athlete, coach, official, and club development;
  - Advocate for safe, inclusive, and accessible cycling environments.
- 

## 3. Membership

Membership in Velo NB shall be open to individuals who support the objects of the Association, subject to policies approved by the Board of Directors.

Members in good standing are those who:

- Have paid all applicable membership and licensing fees;
  - Are not subject to suspension or disciplinary action;
  - Meet all other requirements established by the Board.
-

## 4. Board of Directors

### 4.1 Authority

The affairs of Velo NB shall be governed by a **Board of Directors** (the “Board”), which is responsible for the strategic direction, financial stewardship, policy development, and overall governance of the Association.

The Board shall govern in accordance with fiduciary best practices and shall not be responsible for the day-to-day operational management of the Association.

### 4.2 Composition

The Board shall consist of **not more than nine (9) Directors**, elected at large by the membership.

No Director shall hold a position on the Board by virtue of representing a specific discipline, region, or stakeholder group.

### 4.3 Eligibility

All Directors must be members in good standing of Velo NB at the time of election or appointment and must maintain their membership in good standing throughout their term of office. Directors must also meet any additional eligibility criteria established by Board policy and applicable law.

---

## 5. Officers

### 5.1 Officers of the Board

The Officers of Velo NB shall be:

- President
- Vice-President
- Treasurer
- Marketing

Officers shall be elected by and from among the Directors at the first meeting of the Board following the Annual General Meeting.

### 5.2 Duties of Officers

- **President:** Provides leadership to the Board, presides at meetings, represents Velo NB externally, and supports the Executive Director.
- **Vice-President:** Assists the President and assumes the President's duties when required.
- **Treasurer:** Oversees financial governance, ensures appropriate financial controls are in place, and reports to the Board on financial matters.
- **Marketing:** Provides oversight of Velo NB's marketing and communications and supports the Executive Director in promoting the organization and its programs.

The Board may further define officer responsibilities by policy.

---

## 6. Executive Director

The Board shall employ a full-time **Executive Director (ED)** who is responsible for the day-to-day management and operations of Velo NB.

The Executive Director shall:

- Implement the strategic direction set by the Board;
- Manage staff, programs, and operations;
- Serve as the primary liaison with external partners;
- Be accountable to the Board through the President.

The Executive Director shall not be a Director and shall have no vote at Board meetings.

The Executive Director shall attend Board meetings unless otherwise determined by the Board.

---

## 7. Committees

### 7.1 Standing Committees

The Board shall establish the following **Standing Committees**:

- **Finance Committee**
- **Governance Committee**
- **Nominations Committee**

Each Standing Committee shall have a written mandate approved by the Board and shall report regularly to the Board.

### 7.2 Ad Hoc Committees and Working Groups

The Board may establish **ad hoc committees or working groups** as required to address specific needs, projects, or disciplines.

Committee membership may include Directors, non-Directors, staff, or subject-matter experts.

Committees are advisory in nature unless expressly delegated authority by the Board.

No committee shall have the authority to amend the Constitution, elect or remove Directors, approve financial statements, or exercise powers reserved to the Members.

---

## **8. Terms of Office**

Directors shall be elected for **two (2) year terms**, with terms staggered to ensure continuity.

Directors may serve a maximum number of consecutive terms as determined by Board policy.

A Director's term ends upon resignation, removal, or at the conclusion of the Annual General Meeting at which their successor is elected.

---

## **9. Meetings**

### **9.1 Board Meetings**

The Board shall meet at least four (4) times per year.

A majority of Directors shall constitute quorum.

Decisions shall be made by simple majority unless otherwise required by this Constitution.

Meetings of the Board may be held in person or by electronic means that permit all participants to communicate adequately with one another.

### **9.2 Meetings of Members**

Velo NB shall hold an **Annual General Meeting (AGM)** each calendar year.

Notice of meetings shall be provided at least thirty (30) days in advance.

Voting rights at meetings of members are limited to individual members in good standing who are at least nineteen (19) years of age.

Quorum for a meeting of members shall be the lesser of:

(a) five percent (5%) of voting members in good standing, or

(b) fifteen (15) voting members.

---

## **10. Financial Matters**

The fiscal year of Velo NB shall be from January 1 to December 31.

The Board is responsible for ensuring:

- Sound financial management;
- Annual budgeting;
- Appropriate internal controls;
- Annual financial review or audit, as required by law, funders, or Board policy.

The Board shall appoint an auditor or determine the level of financial review required, in accordance with applicable legislation.

Signing authorities and banking arrangements shall be established by Board policy.

---

## **11. Conflict of Interest and Indemnification**

Directors and Officers shall act honestly and in good faith with a view to the best interests of Velo NB and shall disclose any actual or perceived conflict of interest in accordance with Board policy.

Velo NB shall indemnify Directors and Officers to the extent permitted by law and shall maintain Directors' and Officers' liability insurance.

---

## **12. Amendments**

This Constitution may be amended by a two-thirds (2/3) majority vote of members present at a duly constituted meeting of members, provided notice of the proposed amendment has been given in advance.