

# **BYLAWS OF THE THE NEW BRUNSWICK PHYSIQUE & FITNESS ASSOCIATION ("NBPFA")**

THESE BY-LAWS RELATE GENERALLY TO THE TRANSACTION OF THE AFFAIRS OF THE NEW BRUNSWICK PHYSIQUE & FITNESS ASSOCIATION.

## **SEAL**

### **1.1 Seal**

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the New Brunswick Physique & Fitness Association Inc.

## **NAME**

### **2.1 Name**

The organization is a body corporate, duly incorporated pursuant to the laws of the Province of New Brunswick and shall be known under the name The New Brunswick Physique & Fitness Association but may also be referred to as the abbreviation "NBPFA" and will have no affiliation with the previous association name "New Brunswick Physique and Figure Association".

## **DEFINITIONS**

### **3.1 Definitions**

"**Association**" or "**Company**" shall mean the New Brunswick Physique and Fitness Association Inc.

"**NBPFA**" shall mean the abbreviation for the New Brunswick Physique and Fitness Association.

"**Executive Committee**" shall mean the duly elected members of the NBPFA, namely, in order of seniority, the President, Vice-President and Secretary/Treasurer.

"**Officers**" shall mean the executive committee members, as well as, members occupying a position appointed by the duly elected executive who are in good standing of the association.

“**Chairperson**” and variations thereof shall be the highest ranking member of the Executive Committee in attendance at a particular meeting based on the following order of seniority: President, Vice-President and Secretary/ Treasurer.

“**Duly Elect**” and “**Duly Elected**” shall mean to be elected in accordance with transparent and democratic intent, or to be appointed by an individual who has been duly elected.

“**General Assembly**” shall mean any duly called meeting open to all of the members in good standing of the NBPFA.

“**Annual General Meeting**” or “**AGM**” shall mean a yearly mandatory meeting open to all of the members in good standing of the NBPFA.

“**Member in Good Standing**” means any member of the NBPFA who has paid his or her membership fee in the NBPFA for the current calendar year, who has maintained his or her membership in the NBPFA in accordance with the by-laws of the NBPFA, who has agreed to be governed by the by-laws of the NBPFA and who is not currently subject to any sanctions by the NBPFA for violation(s) of the NBPFA by-laws and/or code of conduct.

## **OBJECTS**

The objects of the NBPFA shall be as set down in the Letters of Patent of the NBPFA from time to time, including;

### **4.1 Purpose**

To govern an association for the sport of bikini, bodybuilding, physique and figure in New Brunswick consisting of (3) Executive Committee members; the President, Vice-President, the Secretary/Treasurer and up to (2) Positions appointed by the duly elected Executive Committee for the position of Chief Judge and/or Director.

To establish, receive and maintain funds and apply from time to time all or part thereof and/or the income therefrom:

- a) to operate the sports association;
- b) to fund or sponsor its members competing in the sport of the sport of bikini, bodybuilding, physique and figure in New Brunswick at National Level competitions representing their province; and
- c) to make monetary donations for good causes from time to time.

## 4.2 Objectives

Without limiting the generality of the foregoing, the objectives of the Association shall be as follows:

- a) to govern, develop, organize and control the sport of bodybuilding, physique, figure and bikini in the Province of New Brunswick;
- b) to supervise the activities of the members and to regulate the sport of bodybuilding, physique, figure and bikini in accordance with the By-Laws and Rules of the New Brunswick Physique and Fitness Association.
- c) to promote an interest in and dedication to, better health and fitness through physical culture, proper nutrition and weight training;
- d) to act as the official representative of its members on an interprovincial and national scale;
- e) to sanction, approve and control the sport of bikini, bodybuilding, physique and figure within the Province of New Brunswick for all competitions, seminars and other related or similar events;
- f) to conduct training seminars for athletes, coaches, judging officials and other members;
- g) to distribute or publicize on social media/website information pertaining to the sport of bikini, bodybuilding, physique and figure within the Province of New Brunswick;
- h) to develop and strengthen friendship, comradery and co-operation amongst the members of the Association;
- i) to legislate and to enforce rules, code of ethics/conduct to its members pertaining to the sport of bodybuilding, physique, figure and bikini within the Province of New Brunswick;
- j) to discipline members whose acts are judged contrary to these by-laws;
- k) to honor any outstanding contributions by its members pertaining to the sport of bikini, bodybuilding, physique and figure within the Province of New Brunswick;
- l) to demand, receive, sue for and recover and compel the payment of all sums of money that may become due and payable to the association or company, to apply the said sums for the charitable objects and purposes of the company or association and generally to sue and be sued;
- m) to employ and/or pay such assistants, clerks, agents, representatives or employees if deemed necessary; and to procure, equip and to incur such reasonable expenses as may be necessary to achieve these charitable purposes;

- n) to enter in to and carry out arrangements, contracts and undertakings incidental thereto;
- o) to do all such other things as are incidental or conducive to the attainment of the above objects;
- p) to do all other such things as a company is empowered to do by Section 18(2) (a to j inclusive) of the Companies Act, as long as these powers are not inconsistent with the objects and purposes of the company;
- q) to carry out any other objective deemed necessary or appropriate from time to time in the furtherance of its purpose;

## **REGISTERED OFFICE**

### **5.1 Registered Office**

The Registered office of the NBPFA shall be in the Municipality that the President resides in, within the Province of New Brunswick.

## **MEMBERSHIP**

### **6.1 General**

Membership in the NBPFA shall be non-transferable and limited to individuals residing in New Brunswick who are interested and capable of furthering the objects of the NBPFA and whose application for admission as a member has been approved at the discretion of the Executive Committee.

### **6.2 Application for Membership**

Individuals wishing to apply to become members of the NBPFA shall do so by electronic or written submission of the following documents:

- a) a request for membership in a form developed by the NBPFA available in both electronic and paper form;
- b) a signed statement of agreement to abide by the By-Laws and Rules and Code of Conduct of the NBPFA; and
- c) a payment in an amount equal to the yearly membership fee administration fee.

### **6.3 Conditions of Membership**

All members of the NBPFA agree to be bound by the By-Laws (including all Rules and Code of Ethics) of the NBPFA and the decisions and rulings of the Executive Committee.

The Executive Committee shall be authorized to revoke or deny the membership of a Member at any time, in accordance with these By-Laws.

Pending further investigation and disciplinary actions individual members may be suspended from membership;

- a) for a breach to the code of ethics; and
- b) if an individual is being charged with a criminal or drug offense.

Conviction for a criminal or drug offense shall result in a suspension from membership and will be identified as “not in good standing”.

### **6.4 Membership Types**

The NBPFA shall be made up of those individuals who agree to accept and abide by the by-laws of the NBPFA. The following types of membership shall be offered:

#### **a) Regular Member**

Any individual, 18 years of age or older, having officially resided in New Brunswick for a period of at least (6) months prior to applying for membership, may become a member of the NBPFA. Individuals applying for membership must be 18 years of age and older to become an official member.

The President shall have absolute discretion in deciding if an individual has been officially residing in the province of New Brunswick for the required period of time and may consider whatever factors he or she wishes in rendering his or her decision including, but not limited to, the prospective member’s location of employment/business, location of residence, location of university/college, location of residence of the individual’s immediate family and provincial identification (i.e. driver’s license, provincial health card, etc.). Notwithstanding the foregoing, the decision of the President shall be subject to the appeal provisions contained herein.

#### **b) Executive Member**

Any individual, who’s a regular member of the NBPFA, is duly elected to a position on the Executive Committee. The Executive committee may but is not obligated to, appoint up to (2) members for the positions of Director. Only the members of the Executive Committee have full voting privileges at a meeting of the Executive Committee, whereas the Directors would not have voting privileges during an Executive Committee Meeting.

### **c) Honorary Member**

All IFBB Pro athletes or any individual which is or has been recognized by the NBPFA because of their pro status or exemplary services rendered towards the advancement of the sport of bodybuilding, physique, figure and bikini within the Province of New Brunswick.

## **6.5 Duration of Membership**

The membership period of the NBPFA shall be from January 1st to December 31st of each calendar year. Any member who fails to pay their membership fee for the current calendar year shall not be considered a member in good standing and therefore, shall not have the right to participate in, or benefit from, any NBPFA activities or sanctioned events.

## **6.6 Resignation**

Any member of the NBPFA may resign from the NBPFA by sending a written letter of resignation to the Executive Committee.

## **6.7 Revocation/Denial of Membership**

The President may immediately revoke or deny a membership in the NBPFA, which shall be in effect until hearing an appeal from said member(s). A membership may be revoked for failure to pay fees, due to a disciplinary decision, a change in residency, promoting and/or being affiliated with a non-NBPFA sanctioned bikini, bodybuilding, physique and figure event in New Brunswick and/or upon the member's death. The decision of the President shall be subject to the appeal provisions contained herein.

## **6.8 Membership Fees**

Every regular member of the NBPFA shall pay a yearly membership fee to the NBPFA in such amount as may be established, from time to time, by the Executive Committee. Executive and Honorary members will not be expected to pay a fee. Any change in the yearly membership fee must be communicated to the membership by posting the change on the NBPFA website by October 31st of each year prior to the increase taking effect.

## **6.9 Voting and Other Rights**

- a) Every member upon becoming a member of the NBPFA shall have the right to participate in and to benefit from any activity of the NBPFA so long as that member meets the qualifications of the activity in question. In addition, members shall have the voting and eligibility rights set down below:
  - i. A member has the right to receive notice, to be present, to be heard and to vote at all meetings of the NBPFA.
- b) Honorary members are entitled to the same privileges as a regular member except the right to hold office. Such memberships shall be approved and appointed by the Executive Committee of the company or association.

For greater certainty, every member of the NBPFA shall have the following rights:

- i. the right to be present at meetings of the general membership, including electoral meetings known as the General Assembly.
- ii. the right to speak and to be heard at meetings of the general membership;
- iii. the right to submit propositions to the Executive Committee or General Assembly.
- iv. the right to be informed, in a timely and accurate manner, of the current activities of the NBPFA;
- v. the right to receive fair notice and hearing on any matter of a disciplinary or other nature;
- vi. the right to a speedy and just decision on any matter of a disciplinary or other nature;
- vii. the right to submit, without prejudice, a complaint to the appropriate authority;
- viii. have the right to be a candidate for the appointment to the position (s) of Director but must be a member in good standing with a (1) year probationary period.

## **GENERAL ASSEMBLY**

### **7.1 General Provisions**

Meetings of the General Assembly are open to all members in good standing of the NBPFA.

### **7.2 Privacy**

Any other individual, or individuals, wishing to attend must obtain prior written approval from the Executive Committee. The NBPFA is under no obligation to allow non-members to attend any meeting of the General Assembly. Recording equipment shall not be permitted at meetings of the General Assembly without the prior approval of the Executive Committee.

### **7.3 Notice**

Notice of the General Assembly of the NBPFA shall be published to the NBPFA website at least thirty (30) days prior to the date fixed for the meeting and correspondence will be sent to all members using the email address recorded on their request for membership form. Notice of each meeting at the General Assembly must remind those members of the General Assembly entitled to vote but **MUST** be physically present to vote.

## **7.4 Cost**

Each member shall be individually responsible for any and all costs incurred by the member in attending meetings of the General Assembly.

## **7.5 Propositions and Agenda Items**

Any member wishing to raise a matter at the General Assembly shall submit his or her propositions or general meeting agenda items in writing to the President of the NBPFA at least (10) days prior to the date fixed for the meeting of the General Assembly.

The agenda items, including any new business items, shall contain sufficient information so as to permit members of the General Assembly to form a reasoned judgement on any agenda item to be considered at the meeting. Failure to provide sufficient information may result in the agenda item not being considered at the General Assembly meeting. The President or Chairperson with sole discretion, shall determine whether sufficient information has been provided to meet the requirements of this Article.

## **7.6 Agenda**

The agenda for the meeting of the General Assembly shall be forwarded to the members electronically and published on the NBPFA website no later than seven (7) days prior to the date fixed for the meeting of the General Assembly. The Agenda items, including new business items, provided to the members shall contain sufficient information so as to permit the members attending the General Assembly meeting to form a reasoned judgement on the item at issue. Said agenda shall normally take, but is not limited to, the following form:

- a) meeting called to order;
- b) opening remarks from the Chairperson;
- c) verification of members in attendance;
- d) adoption of previous record of decision if applicable;
- e) adoption of financial statement;
- f) annual reports of the NBPFA;
- g) old business;
- h) new business including propositions, motions, appeals, etc., provided notice of new business has been disclosed in advance in accordance with the by-laws.



- i) closing remarks from the Chairperson; and
- j) meeting adjourned.

## **7.7 Verification**

The Chairperson shall be authorized and empowered to take whatever reasonable means are necessary in order to ensure that the delegates in attendance at any meeting of the General Assembly are bona fide members of the NBPFA.

## **7.8 Meetings**

The meeting of the General Assembly of the NBPFA shall be conducted in accordance with the general guidelines as set down in Robert's Rules of Order. Accordingly, the following rules of conduct shall apply:

- a) a member must be recognized by the Chairperson before being allowed to have the floor and address the General Assembly;
- b) members must at all times address the Chairperson and shall refrain from directly addressing each other;
- c) no matter shall be discussed by the General Assembly unless it has first been raised by way of motion;
- d) every motion shall have a first and second, failing which said motion shall not be tabled for discussion;
- e) the member first proposing a motion shall be the first member to speak on that motion. The Chairperson shall ensure that equal time is given to both sides of a motion;
- f) the Chairperson shall decide the time allotted to each motion. At the end of the allotted time, a vote shall be called as to the disposition of the motion;
- g) any member shall have the right to propose an amendment to a motion. The proposal to amend must have a second;
- h) any motion may be tabled for further discussion at a later time;
- i) where there is a tie vote the motion fails;
- j) the President or Chairperson has the right to vote on any motion. Where the President or Chairperson's vote in the negative will make a tie, the President or Chairperson may cast a vote and thus defeat the motion;
- k) the President or Chairperson shall vote on every issue wherein a secret ballot is called for;
- l) any motion to amend the Constitution or By-Laws of the NBPFA shall require a two-thirds (2/3) majority vote to be successful.

## **7.9 Powers**

The General Assembly shall have those powers conferred to members pursuant to the Constitution, By-Laws and Rules, including to receive at each meeting the annual reports of the Executive Committee, the annual financial statements for the NBPFA and the auditor's report therein.

## **7.10 Meeting Location**

The meeting of the General Assembly or AGM shall be held at any place in New Brunswick as the Executive Committee may determine and on such day as the said Executive Committee shall appoint. A General Assembly meeting or AGM shall be held at least once per calendar year at a date and time to be set by the Executive Committee.

## **7.11 Agenda of Meetings**

At every annual meeting of the General Assembly, in addition to any other business that may be transacted, the report of the Executive Committee and the financial statements shall be presented.

## **7.12 Special Meetings**

The Chairperson, shall, upon written request from a majority of the Executive Committee, convene, as soon as is feasibly possible, a special meeting of the NBPFA. The special meeting may be convened through electronic means if necessary.

## **7.13 Errors or Omissions in Notice**

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the General Assembly shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member of the NBPFA for any meeting or otherwise, the email address of the member of the NBPFA shall be his or her last email address recorded on his or her membership application form.

## **7.14 Quorum**

The quorum at any meeting of the General Assembly shall consist of a majority of the Executive Committee and at least five (5) members including the majority of Executive Committee or duly elected or appointed Director (s).

## **7.15 Conduct of Meeting and Voting**

The President shall be the Chairperson at all meetings of the General Assembly or any other Executive Committee member if necessary. Each member in good standing in attendance shall be entitled to one (1) vote provided they are at least 18 years of age or older. Each member of the Executive Committee shall be entitled to one (1) vote. Unless these by-laws otherwise provide, every issue before the General Assembly shall be decided by a majority vote. The chairperson of the meeting is also entitled to vote.

## **7.16 Minutes**

The Minutes of all General Assembly meetings of the NBPFA shall be taken by the Secretary, or a duly appointed representative and shall be forwarded to the members of the NBPFA within (60) days of the date fixed for the meeting. The Minutes shall be stored for historical purposes with the President or such other person as the Executive Committee shall direct.

# **EXECUTIVE COMMITTEE**

## **8.1 Qualifications**

The Executive Committee members must be individuals, at least (21) twenty-one years of age, with power under the law to contract and must be members in good standing of the NBPFA.

## **8.2 The Executive Committee shall be comprised of the following officers:**

- a) President
- b) Vice-President
- c) Secretary/Treasurer

## **8.3 Powers**

The Executive Committee shall have power to manage the NBPFA and, as much, shall:

- (a) direct the day to day affairs of the NBPFA in all matters; including the power to prescribe and amend the By-Laws in accordance with the authority afforded the Executive Committee under the By-Laws;
- (b) administer the affairs of the NBPFA in all things and make or cause to be made for the NBPFA, in its name, any kind of contract which the NBPFA may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the NBPFA is authorized to exercise and do;
- (c) have the power to authorize expenditures on behalf of the NBPFA from time to time with signatures from two (2) executive committee members;
- (d) form such committees and delegate such authority as it deems necessary in order to carry out the objects of the NBPFA;

- (e) have the power to take such steps as they may deem requisite to enable the NBPFA to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the NBPFA;
- (f) have the power to investigate any concerns expressed to it relating to the conduct of any member;
- (g) have the power to decide how competitions in the province of New Brunswick will be structured including, but not limited to, prescribing a process for qualifying for the National Championships and IFBB World Qualifier and any other IFBB competitions directly involved with the NBPFA;
- (h) ensure that the by-laws of the NBPFA are followed by all the members of the NBPFA and, in the event any by-law is breached, administer such disciplinary measures as are set out in herein;
- (i) convene the meetings of the Executive Committee and the General Assembly; and
- (j) ensure that the decisions of the Executive Committee and the General Assembly are carried out.

#### **8.4 Elections for the Executive Committee**

Every (3) years, an election would be held for the following positions on the Executive Committee: Vice-President and Secretary/Treasurer. These positions shall be elected and shall hold office for a period of (3) three years unless otherwise replaced on an interim basis as contemplated by these by-laws. Selections for the positions of Vice-President and Secretary/Treasurer shall be held at the same time of the year.

Every (4) years, an election would be held for the position of President. This position shall be elected and shall hold office for a period of four (4) years unless otherwise replaced on an interim basis as contemplated by these by-laws. Selections for the position of President shall be held at the same time of the year.

Notwithstanding the foregoing, nothing shall preclude an existing member of the Executive Committee from running for another position on the Executive Committee even if their term on the Executive Committee is not expiring. Except in exceptional circumstances, the election of the Executive Committee members in a given year shall take place at the annual meeting of the General Assembly.

All nominations for a position on the Executive Committee can be submitted to the highest ranking member of the Executive Committee up until 14 days prior to the election of the position and must be supported by at least two (2) additional members in good standing of the NBPFA. The highest ranking member of the Executive Committee not up for election shall supervise and conduct the election of the available positions on the Executive Committee.

**In order to be eligible for candidacy to these positions, a member of the association must:**

1. Be a duly appointed Director who has served at least two consecutive years as a director of the association within the last (5) five years.
2. Have held any executive committee position such as; President, Vice-President or Secretary/Treasurer at any time during the current year or the next preceding (3) years to the current year.
3. Be the incumbent President or Vice-President of the Association.
4. Be present at the electoral meeting in order to be elected.

Any position appointed by the duly elected Executive Committee (excluding the Chief Judge position) will be reviewed yearly and will be placed on a probationary 1-year period.

Directors can only hold office for up to (3) years and shall serve until they are re-elected, their successors are elected, they resign or are removed.

The incumbent in the Chief Judge/Director Operations position can hold office for up to (3) years at which time his/her position will be reviewed by the Executive with the option to renew his/her term. A review of their performance will be conducted and at any time the Chief Judge does not follow the rules and regulations of the CBBF or NBPFA By-Laws, they could be removed from their position upon a unanimous voting decision to relinquish his/her position.

## **8.5 Meetings**

The annual or any other meeting of the Executive Committee shall be held at the head office of the NBPFA or at any place in New Brunswick that the Executive Committee may determine and on such day as the said Executive Committee shall appoint. There shall be at least one (1) meeting per year of the Executive Committee and of the General Assembly.

## **8.6 Notice**

The notice of any meeting of the Executive Committee shall be given at least seven (7) days prior to the meeting. Said notice shall contain sufficient information concerning the business to be conducted so as to permit the members of the Executive Committee to form a reasoned judgment on any decisions to be taken. Notwithstanding the foregoing, a meeting of the Executive Committee may be held on shorter notice with the consent of all members of the Executive Committee or in the event of an emergency situation.

## **8.7 Errors or Omissions in Notice**

No error or omission in giving notice of any meeting or any adjourned meeting of the Executive Committee of the NBPFA shall invalidate such meeting or make void any proceedings taken thereat and any Executive Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

## **8.8 Quorum**

The quorum at any meeting of the Executive Committee shall consist of a majority of the voting members of the Executive Committee.

## **8.9 Voting**

Each Executive Committee member shall be entitled to one (1) vote. Unless these by-laws otherwise provide, every issue before the Executive Committee shall be decided by majority vote.

## **8.10 Resolutions**

A resolution in writing, signed by all the Executive Committee members entitled to vote on that resolution at a meeting of the Executive Committee is as valid as if it had been passed at a meeting of the Executive Committee.

## **8.11 Special Meetings**

The President shall, upon written request of the majority of the Executive Committee, convene, as soon as feasibly possible, a special meeting of the Executive Committee.

The notice of meeting shall be given in writing and shall be forwarded to the members of the Executive Committee at least seven (7) days prior to the date fixed for the meeting. Said notice shall contain sufficient information concerning the business to be conducted so as to permit the Executive Committee to form a reasoned judgment on any decisions to be taken.

Notwithstanding the foregoing, a meeting of the Executive Committee may be held on shorter notice with the consent of all members of the Executive Committee or in the event of an emergency situation.

## **8.12 Minutes**

The minutes of all meetings of the Executive Committee shall be taken by the Secretary or a duly appointed representative. The minutes of all meetings shall be stored for historical purposes with the President or such other person as the Executive Committee shall direct.

## **8.13 Remuneration and Expenses**

It is recognized that Executive Committee Members conduct professional services on behalf of the Association on a year round basis. Executive Committee Members will therefore receive reasonable remuneration for such services rendered. The fee structure for Executive Members will be reviewed yearly at the Annual General Meeting.

## **8.14 Vacancy of Office**

The office of the Executive Committee member shall be automatically vacated:

- a) if an Executive Committee member resigns from his or her office by delivering a written resignation to the President or Vice-President of the NBPFA;
- b) if he or she is found by a court to be of unsound mind;
- c) if he or she becomes bankrupt; or
- d) on death.

## **8.15 Agents and Employees**

- a) The Executive Committee may appoint such agents and engage such employees as it shall be deemed necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Executive Committee at the time of such appointment. Employees or agents of the NBPFA may, but need not be, members of the NBPFA.
- b) A reasonable remuneration for the agents and employees shall be fixed by the Executive Committee by resolution. Such resolution shall have force and effect only until the next meeting of the General Assembly when such resolution shall be confirmed by resolution of the General Assembly, or in the absence of such confirmation by the General Assembly, then the remuneration to such agents and employees shall cease to be payable from the date of such meeting of members.

## **8.16 Retirement**

A retiring Executive Committee member shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is appointed.

## **8.17 Succession**

- a) In the event that the President is not able to continue as President or is removed from office, the following sequence of events shall occur:
- b) The highest ranking remaining member of the Executive Committee shall fill the role of President on an interim basis;
- c) As soon as practical, the Executive Committee shall choose a successor for the position of President from their ranks;
- d) If the Executive Committee is unable to agree on a new President the General Assembly and the Executive Committee shall conduct a secret ballot vote to choose a President by majority vote.

- e) In the event any other Executive Committee position becomes vacant prior to the expiry of the term of office the Executive Committee shall have sole authority to appoint a replacement for the vacated position from the list of members of the NBPFA who have been in good standing with the NBPFA for at least the last two (2) consecutive calendar years preceding the current calendar year.

## **8.18 Indemnity**

Every Executive Committee member of the NBPFA or other person who has undertaken or is about to undertake any liability on behalf of the NBPFA or any company controlled by it and their heirs, executors and Executive Committee, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of funds of the NBPFA, from and against:

- a) all costs, charges and expenses which such Executive Committee members or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability: and
- b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **DUTIES: THE MEMBERS OF THE EXECUTIVE COMMITTEE**

### **9.1 President**

The President is the Chief Executive Officer of the NBPFA and, as such, shall have the following duties:

- a) to have the general and active management of the affairs of the NBPFA;
- b) to President or Chairperson, direct the debate, preside over and keep order at meetings of the Executive Committee and the General Assembly;
- c) to ensure that all orders and resolutions of the Executive Committee are carried into effect;
- d) to have the authority to interpret any matter arising out of the by-laws of the NBPFA. Such determination is final and binding subject to the appeal process, if applicable;
- e) to be the official spokesperson and representative of the NBPFA in all matters of public relations;
- f) to represent the NBPFA or Other Executive Member in their absence at the annual CBBF meeting; and



- g) to fulfill any other duty, or duties, that may be assigned by the Executive Committee, or the General Assembly.

## **9.2 Vice President Administration shall have the following duties:**

- a) to assist the President in the performances of his or her duties;
- b) to fulfil any other duty, or duties, that may be assigned by the President; and
- c) to assume the position of President on an interim basis if the President is unable to fulfill his or her duties or if the position of President becomes vacant.

## **9.3 Secretary/Treasurer shall have the following duties:**

- a) to record, or have recorded, in the books to be kept for that purpose, all votes and all minutes of the meetings of the Executive Committee, or the General Assembly;
- b) to give or cause to be given notice of all meetings of the General Assembly and the Executive Committee;
- c) to carry out any correspondence that may be directed by the Executive Committee, or the General Assembly;
- d) to deliver all documents in writing of the NBPFA to the President or such other person as the Executive Committee directs;
- e) to assist the President in the performance of his or her duties;
- f) to fulfill any other duties that may be assigned by the President;
- g) to have the custody of the funds and securities of the NBPFA and to keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the NBPFA in the books belonging to the NBPFA and to deposit all monies, securities and other valuable effects in the name and to the credit of the NBPFA in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Executive Committee from time to time; and
- h) to disburse the funds of the NBPFA as may be directed by proper authority, including having (2) two signatures by the Secretary/Treasurer and Vice-President on all cheques written for expenditures, taking proper vouchers for such disbursements, and to render to the Executive Committee members at the regular meeting of the Executive Committee, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the NBPFA, provided that the Secretary/Treasurer shall provide the President with the original copy of all bank statements.

## **9.4 Chief Judge/Director Operations shall have the following duties:**

- a) to ensure that the judging format, as detailed in the Rules, is followed at all NBPFA events;
- b) to appoint judges to the panels of all NBPFA events;

- c) to collect and retain the original copy of the statisticians score sheets;
- d) to assist the President in the performances of his or her duties; and
- e) to fulfill any other duty, or duties, that may be assigned by the President.

## **DISCIPLINE**

### **10.1 Discipline**

In the event that a member of the NBPFA should fail to abide by the by-laws of the NBPFA, or should engage in conduct determined by the NBPFA to be prejudicial and/or contrary to the objects of the NBPFA, such member may be subject to such disciplinary measures established by the President of the NBPFA.

- a) Before imposing these disciplinary measures, the member shall be notified in writing of the allegation, its particulars and of the proposed discipline and be given two (2) weeks from the notification date to respond/appeal in writing.
- b) If no response/appeal is received in the requisite time period, or if the member does not contest the action, the disciplinary measures will take effect immediately.
- c) A verbal warning will be issued and no further action will be taken on the subject at hand, as long as no further violations are made.
- d) Failure to do so will result in a written warning no further action will be taken on the subject at hand, as long as no further violations are made.
- e) If a third violation takes place, the member will be recognized “Member not in Good Standing” and a suspension of membership will take place. The right to compete will also be revoked for a determined period of time.

## **APPEALS**

### **11.1 Appeals**

A member or prospective member who has been notified of a decision of the President regarding disciplinary and membership decisions shall have the right of appeal. All other decisions of the President shall be final and binding. This appeal must be made in writing and delivered one of the members of the Executive Committee other than the President within two (2) weeks of receiving notice of the decision of the President. The remaining elected members of the Executive Committee (not including the President) shall hear the appeal, either at a meeting or through a conference call as soon as is feasible. For greater certainty, the President of the NBPFA shall make the original decision and the remaining elected members of the Executive Committee will then hear the appeal. The President shall not sit as a member to hear the appeal. For greater certainty, the two (2) week period referred to under the Discipline heading is the same two (2) week period referred to under this Appeal heading.

# **GENERAL**

## **12.1 National Affiliation**

The NBPFA is recognized by the Canadian Bodybuilding Federation (“CBBF”) as the sole controlling body for the sport of bikini, bodybuilding, physique and figure in New Brunswick and, as such, shall abide by the Constitution and Rules of the CBBF as shall all members of the NBPFA.

## **12.2 Incorporation**

The New Brunswick Physique and Fitness Association Inc (NBPFA) shall be incorporated shall be incorporated. The Incorporation Certificate Number is 687701 under the Province of New Brunswick Companies Act.

The NBPFA shall be carried on without the purpose of gain for its members and any profits or other accretions to the company or association shall be used in promoting its objects and that no part of the income of the company or association shall be payable to or otherwise available for the personal benefit of any member thereof.

## **12.3 Official Languages**

The official languages of the Association shall be English and French, however all electronic information and publications in writing will be produced or published in English. However, the association will abide by the Official Languages Act and upon request of any member will be served in the language of their choice.

## **12.4 Non-discrimination**

The NBPFA shall not discriminate on the basis of age, race, color, religion, sex or politics; any protected ground under applicable Human Rights legislation.

## **12.5 Fiscal Year**

Unless otherwise ordered by the Executive Committee the fiscal year of the NBPFA shall be from January 1st to December 31st.

## **12.6 Funds**

The funds of the NBPFA shall be received through those membership fees, contest sanction fees, contest entry fees as may be determined by the Executive Committee from time to time. The NBPFA may further solicit and accept monies, by way of contribution, gift, sponsorship, or any other means, intended to assist the NBPFA in the furtherance of its objects.

## **12.7 Documents**

Any document, contract, or other instrument in writing, requiring the signature of the NBPFA shall be signed by the President and all contracts, documents and instruments in writing so signed shall be binding upon the NBPFA without any further authorization or formality. The Executive Committee shall have power from time to time by resolution to appoint an Executive Committee member or Executive Committee members on behalf of the NBPFA to sign specific contracts, documents and instruments in writing.

The seal of the NBPFA when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Executive Committee member or Executive Committee members appointed by resolution of the Executive Committee.

## **12.8 Auditor**

Before each General Assembly, the NBPFA shall appoint an independent auditor who shall audit the financial records of the NBPFA for report to the General Assembly. The auditor shall hold office until the next annual meeting provided that the Executive Committee may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Executive Committee.

## **12.9 Books and Records**

The Executive Committee members shall see that all the necessary books and records of the NBPFA required by the by-laws of the NBPFA or by any applicable statute or law are regularly and properly kept.

## **12.10 Rules**

The Executive Committee may develop, prescribe and amend such rules and regulations not inconsistent with these by-laws relating to the management and operation of the NBPFA as they deem expedient.

## **12.11 Interpretation**

In these By-laws and in all other by-laws of the NBPFA hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include plural numbers or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

# AMATEURISM

## 13.1 Definition

An amateur bikini, bodybuilding, physique and figure athlete is one who has never received any monetary payment or a professional title, in a non-recognized organization for competing in bikini, bodybuilding, physique and figure competitions.

## 13.2 Prizes

An amateur bikini, bodybuilding, physique and figure athlete may accept merchandise and other similar prizes.

# CODE OF ETHICS

## 14.1 Competitors/Members

All members including, but not limited to, bikini, bodybuilding, physique and figure athletes, shall realize that their conduct reflects on the good name of the sport of bikini, bodybuilding, physique and figure. As such all said members and/or competitors shall be held to the following standards/code of ethics:

- a) to fulfill their responsibility to society, to their coaches, to the officials and to the Executive Committee of the NBPFA;
- b) to honor, dignify and support the sport of bikini, bodybuilding, physique and figure by competing in the best condition and to the best of their ability and by being in top shape when giving an exhibition or a seminar;
- c) to respect their opponents on equal terms in the spirit of friendly rivalry and good sportsmanship;
- d) to abide by the by-laws of the NBPFA and to respect the rules of competition and to observe them honestly in co-operation with the officials, organizers and Executive Committee.
- e) to accept the decisions of the officials in the spirit of good sportsmanship without descending to selfish recriminations, realizing that those decisions have been made honestly and objectively.
- f) to continue to strive for bodily perfection and correct moral principles;
- g) to not engage in any acts of bullying or encourage others (family members or otherwise) to engage in bullying on a member's behalf including, but not limited to, all acts of force, threat, harassment and/or coercion to abuse, intimidate, and/or aggressively dominate others;

- h) to honor the special trust conferred upon them by their participation in and by their representation of the NBPFA and their province at national and international events and to adhere to the standards of personal conduct expected of them;
- i) to recognize the value of bikini, bodybuilding, physique and figure and to promote its future by serving as an example to inspire other people to participate;
- j) to co-operate with the officials and Executive Committee in the development of high standards, both moral and physical, for the sport of bikini, bodybuilding, physique and figure and in the progressive furtherance of the objects of the NBPFA; and
- k) to respect all members of the NBPFA including, but not limited to, the members of the Executive Committee and not to commit any acts of slander and/or libelous against any member or members of the NBPFA including, but not limited to, the members of the Executive Committee. For greater certainty, any inquiries pertaining to officiating and/or the operation of the NBPFA should be sent privately to the Executive Committee and/or properly tabled at the General Assembly and not publicly displayed including, but not limited to, posting comments on websites, social media i.e. Facebook/Instagram pages and/or official groups and/or in public places.

## **14.2 Officials**

The officials, realizing that their actions and decisions as judges, reflect on the good name of the sport of bikini, bodybuilding, physique and figure and realizing the responsibility thereby placed upon them shall be held to the following standards/code of ethics:

- a) to apply honestly, impartially and objectively all the rules governing competitions;
- b) to safeguard the interests of all competitors on equal terms;
- c) to co-operate in providing the best possible conditions for the benefit of the competitors, other officials and Executive Committee;
- d) to respect the feelings and competitive drive of the bikini, bodybuilding, physique and figure athletes and to make reasonable allowances for their heightened emotions in the heat of competition;
- e) to abide by the by-laws of the NBPFA and to respect the requirements of an effective administration and to co-operate willingly and promptly with the officially elected or appointed Executive Committee in the carrying out of their duties and responsibilities;
- f) to co-operate with the organizers of the competitions by rendering decisions clearly, promptly and in accordance with the requirements of the competition or judging procedures;
- g) to refrain from attempting to influence the decisions of other judges and officials and to respect their individual opinions and decisions;
- h) to honor the special trust conferred upon them by their selections as judges and officials and to adhere to the standards of personal conduct expected of them; and

- i) to co-operate with the bikini, bodybuilding, physique and figure athletes, other officials and Executive Committee in the development of high standards, both moral and physical, for the sport of bikini, bodybuilding, physique and figure and in the progressive furtherance of the objects of the NBPFA.

### **14.3 Executive Committee:**

The Executive Committee, realizing that their policies, decisions and actions reflect on the good name of the sport of bikini, bodybuilding, physique and figure and realizing the responsibility thereby placed upon them shall be held to the following standards/code of ethics:

- a) to serve all members, be they bikini, bodybuilding, physique and figure athletes, officials or other Executive Committee, according to their needs;
- b) to promote, through the sport of bikini, bodybuilding, physique and figure, an understanding of its objects, its values and achievements, uniting all those whom participate, in whatever capacity, in the feelings of mutual respect and friendship;
- c) to safeguard the health and physical fitness of the bikini, bodybuilding, physique and figure athlete;
- d) to provide the bikini, bodybuilding, physique and figure athlete with the best possible conditions for achieving bodily perfection;
- e) to provide the bikini, bodybuilding, physique and figure athletes, officials and other Executive Committee with the best possible conditions for the conduct of competitions;
- f) to co-operate with the organizers, officials and other Executive Committee in the carrying out of their competition duties with the utmost efficiency;
- g) to abide by the by-laws of the NBPFA and to apply them in a fair and just manner when dealing with the membership of the NBPFA;
- h) to recognize the value of bikini, bodybuilding, physique and figure and to co-operate with the bikini, bodybuilding, physique and figure athletes in inspiring other people to participate in order to ensure the future of the sport of bikini, bodybuilding, physique and figure; and
- i) to co-operate with all interested parties in the development of high standards, both moral and physical, for the sport of bikini, bodybuilding, physique and figure and in the progressive furtherance of the objects of the NBPFA.