

**B.C. AMATEUR WRESTLING ASSOCIATION
CONSTITUTION & BY-LAWS**

CONSTITUTION

1. The name of the Society is B.C. Amateur Wrestling Association.
2. The purposes of the Society are:
 - a) to encourage and develop the widest participation and the highest proficiency in amateur wrestling in British Columbia generally;
 - b) to coordinate and assist wrestlers, coaches, and officials in the pursuit of excellence in wrestling, regionally, provincially, nationally and internationally;
 - c) to unify and coordinate with the B.C. Secondary School Wrestling Association, other Wrestling Provincial Sport Governing Bodies, the Canadian Amateur Wrestling Association and the FILA in order to assist in the growth and development of amateur wrestling;
 - d) to provide and maintain the highest standard of wrestling, coaching, and officiating in British Columbia;
 - e) to improve the skill and technical knowledge of wrestlers, coaches, and officials in British Columbia;
 - f) to promote the sport of amateur wrestling in British Columbia through its members and to the public at large.

BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the British Columbia Wrestling Association.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the British Columbia *Societies Act*
- b) *Auditor* – an individual appointed by the Members at the Annual General Meeting to review or audit the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting in accordance with the Act
- c) *BCSSWA* – the British Columbia Secondary School Wrestling Association
- d) *Board* – the Board of Directors of the Society
- e) *Days* – days including weekends and holidays
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws
- g) *Members* – those entities meeting the definition of Member that are admitted as Members of the Society under these By-laws
- h) *Member Proposal* – A Member Proposal, submitted to the Society at least seven (7) days before the notice of a meeting of the Members, must include the proposal itself, the names and signatures of at least 5% of the voting Members, and, optionally, a statement of support for the proposal (consisting of fewer than 200 words). A Member Proposal may not be substantially similar to Member Proposal that was proposed at a meeting of the Members in the past two calendar years.
- i) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws
- j) *Ordinary Resolution* – a resolution passed by a simple majority of the votes cast on that resolution and as described in the Act
- k) *Society* – B.C. Amateur Wrestling Association
- l) *Senior Manager* – the Society’s Executive Director
- m) *Special Resolution* – a resolution passed by a majority of not less than 2/3rds of the votes cast on that resolution and as described in the Act.

1.3 Registered Office – The registered office of the Society will be located within the Province of British Columbia.

1.4 Affiliations – The Society will abide by and follow the By-laws and rules and regulations of Wrestling Canada Lutte and Sport BC and shall represent its Members to these organizations.

1.5 Seal of the Society – The Society may have a seal, which may be adopted and may be changed by Ordinary Resolution of the Board, and will be kept at the Registered Office.

1.6 No Gain for Members – The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its purposes.

1.7 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Society.

1.8 Conduct of Meetings – Unless otherwise specified by the Board, meetings of the Members and meetings of the Board will be conducted according to *Roberts Rules of Order* (current edition).

1.9 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

ARTICLE II MEMBERSHIP

2.1 Categories – The Society has the following categories of Member:

- a) Ordinary Member – Individuals including coaches, officials, participants, managers, and other individuals involved with the operations of the Society who have agreed to abide by and adhere to the Society’s By-laws, policies, procedures, and rules.
- b) Director Member – Directors of the Society who have agreed to abide by and adhere to the Society’s By-laws, policies, procedures, and rules.
- c) Club or Team Member – A club or team that is registered as a member of the Society and has agreed to abide by the Society’s By-laws, policies, procedures, rules and regulations. A club or team must be comprised of at least five active athletes and a coach who are Ordinary Members of the Society. Each Club or Team Member shall be comprised of unique individuals. A duplicate membership in another Club or Team Member by any individual will not be counted towards the official count of the second club or team.
- d) Honorary Member - An individual, organization, or group that has made an outstanding contribution to the Society, has been approved as an Honorary Member by the Board, and has agreed to abide by and adhere to the Society’s By-laws, policies, procedures, and rules.

Admission of Members

- 2.2 Admission of Members – No individual will be admitted as a Member of the Society unless:
- a) The candidate member has made an application for membership in a manner prescribed by the Society;
 - b) The candidate member has paid dues as prescribed by the Board;
 - c) The candidate member agrees to uphold and comply with the Society’s governing documents;
 - d) The candidate member meets any other condition of membership determined by the Board; and
 - e) The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.

Membership Dues and Duration

- 2.3 Year – Unless otherwise determined by the Board, the membership year of the Society will be September 1st – August 31st.
- 2.4 Duration – Membership duration is accorded on an annual basis and Members will re-apply for membership annually in a manner prescribed by the Board.
- 2.5 Dues – Membership dues will be determined annually by the Board.

Transfer, Suspension, and Termination of Membership

- 2.6 Transfer – Membership in the Society is non-transferable.
- 2.7 Suspension – Membership in the Society may be suspended if:
- a) Disciplinary sanction has been imposed; or
 - b) A disciplinary investigation or action is ongoing.
- 2.8 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Society, and may be subject to a probationary period before being reinstated to good standing.
- 2.9 Termination – Membership in the Society will terminate immediately upon:
- a) The expiration of the Member’s annual membership, unless renewed in accordance with these By-laws;
 - b) Resignation by the Member;
 - c) Dissolution of the Society;
 - d) The Member’s death or dissolution; or
 - e) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission and make representations opposing the termination.

2.10 Discipline – A Member may be disciplined in accordance with the Society’s policies and procedures relating to the discipline of Members.

2.11 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.

2.12 Arrears – A Member will be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

Good Standing

2.13 Definition – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Society;
- d) Has complied with the By-laws, policies, and rules of the Society;
- e) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues.

2.14 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or by a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual General Meeting – The Society will hold meetings of the Members at such date, time, and place as determined by the Board within the Province of British Columbia. An Annual General Meeting must be held once every calendar year. Members will be provided, at the Annual General Meeting, with a copy of the approved financial statements and auditor’s report (if any).

3.2 General Meeting – A General Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members, in the form described in the Act, for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act.

3.3 Called by Requisition – If a written requisition meeting the requirements of Section 3.2 is deposited, a General Meeting must be called within twenty-one (21) days from the date of the deposit of the requisition and held within sixty (60) days of the calling of the meeting. If the General Meeting is not called within twenty-one (21) days, a majority of the requisitionists may call the General Meeting.

3.4 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting.

3.5 Notice – Written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if any) at least seven (7) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, any Member Proposals, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.6 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the

meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.7 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.8 Special Business – Special business is:

- a) All business conducted at a General Meeting except the adoption of the rules of order, and
- b) All business conducted at an Annual General Meeting, except:
 - i. The adoption of the rules of order,
 - ii. The consideration of the financial statements,
 - iii. The report of the Directors,
 - iv. The report of the auditor (if any),
 - v. The election of Directors,
 - vi. The appointment of the auditor (if any), and
 - vii. Such other business as, under these By-laws or required by the Act, ought to be conducted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

3.9 New Business – No other item of business will be included in the notice of the meeting of the Members unless a Member Proposal, as defined in the Act, has been submitted to the Board seven (7) days prior to the delivery of notice of the meeting of the Members in accordance with procedures as approved by the Board and the Act. Copies of all such Member Proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the notice calling a meeting of the Members.

3.10 Quorum – A minimum of five (5) voting Members present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.11 No Quorum – If there is no quorum at a duly called meeting of the Members, the meeting may be adjourned until a later date. At the continuation of the adjourned meeting, if quorum is again not present, the voting Members present constitute a quorum for the purposes of that meeting.

3.12 Chair – The President, or designate as determined by the Board, will chair all meetings of the Members.

3.13 Agenda – The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of quorum
- c) President's welcome address
- d) Approval of the agenda
- e) Approval of minutes of the previous Annual General Meeting
- f) Presentation of reports
- g) Appointment of Auditors (if any)
- h) Business as specified in the meeting notice (including By-laws amendments and considerations of Member Proposals (if any))
- i) Approval of the budget
- j) Election of new Directors
- k) Adjournment

3.14 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.15 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting

which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.16 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, delegates representing Members, the Directors, the auditor (if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

3.17 Voting Rights – Members will have the following voting rights at all meetings of the Members:

- a) Ordinary Members do not have a vote.
- b) Director Members have one vote each.
- c) Club or Team Members have one vote each, to be exercised by the Club or Team Member's appointed Delegate.
- d) Honorary Members do not have a vote.

3.18 Eligibility of Votes – The date determined by the Board will determine the list of Members that are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

3.19 Delegates – Club or Team Members will appoint in writing (inclusive of electronic notice) to the Society, seven (7) days prior to the meeting of Members, the name of the Delegate to represent the Member. Delegates must be at least eighteen years of age, of sound mind, and be acting as the Member's representative.

3.20 Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member at that specific meeting of the Members and at the continuation of the meeting should it be adjourned. The proxy holder need not be a Member. A proxy must:

- a) Be signed by the Member;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Society; and
- d) Be submitted to the Registered Office of the Society at least two (2) business days prior to the meeting of the Members

3.21 Maximum Number of Proxies – No Member will hold more than two (2) proxy votes.

3.22 Absentee Voting – Should the Society provide a mechanism for absentee voting, a Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Society, in a form prescribed by the Society, prior to the vote being taken.

3.23 Voting by Mail or Electronic Means – Should the Society provide a mechanism for absentee voting, a Member may vote by mail, telephonic, or electronic means if:

- a) The votes may be verified as having been made by the Member entitled to vote; and
- b) The Society is not able to identify how each Member voted.

3.24 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.25 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the President of the Society (or designate) shall cast the deciding vote.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of twelve (12) Directors.

4.2 Composition of the Board – The positions on the Board include the following:

- a) President
- b) Vice President – Administration
- c) Vice President – Technical
- d) Secretary/Treasurer
- e) Promotion & Marketing Director
- f) Two (2) Directors-at-Large
- g) Representative – Athletes
- h) Representative – Coaches
- i) Representative – Officials
- j) Association Representative – BC Secondary School Wrestling Association (“BCSSWA”)
- k) Past President

4.3 Elected Directors – The following Director positions are elected:

- a) President
- b) Vice President – Administration
- c) Vice President – Technical
- d) Secretary/Treasurer
- e) Promotion & Marketing Director
- f) Two (2) Directors-at-Large

4.4 Appointed Directors – The following Director positions are appointed:

- a) Representative – Athletes
- b) Representative – Coaches
- c) Representative – Officials
- d) Representative – BC Secondary School Wrestling Association (“BCSSWA”)
- e) Past President

Athletes, Coaches, and Officials Representative

4.5 Appointment - Athlete – On an annual basis, the Board will appoint an Ordinary Member, who is also an athlete, to serve as Representative - Athletes.

4.6 Appointment - Coach – On an annual basis, the Board will appoint an Ordinary Member, who is also a coach, to serve as Representative - Coaches.

4.7 Appointment - Official – On an annual basis, the Board will appoint an Ordinary Member, who is also an official, to serve as Representative - Officials.

Association Representative

4.8 Association Representative - On an annual basis, the BCSSWA may recommend to the Board the individual who will serve as its Association Representative. The Board will appoint the Association Representative at its discretion and may remove the Association Representative at any time.

Past President

4.9 Past President – A Past President of the Society will be annually appointed into the position of Past President provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board.

Eligibility of Directors

4.10 Eligibility – To be eligible for election or appointment as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Have the power under law to contract;
- c) Have not been convicted of an offense involving fraud in the past five years;
- d) Have not been declared incapable by a court in Canada or in another country;
- e) Not be a Delegate representing a Club Member; and
- f) Not have the status of an undischarged bankrupt.

Elections

4.11 Call for Nominations – For elected Directors, at least thirty (30) days prior to the Annual General Meeting, the Society will issue a ‘Call for Nominations’ using any means of communication. The ‘Call of Nominations’ will state the method which the nominations are to be made, the requirements for the position, and the deadline for submission which will be no later than twenty-one (21) days prior to the Annual General Meeting.

4.12 Nominations from the Floor – Nominations from the floor are of the Annual General Meeting are permitted provided the nominee meets the eligibility requirements for election as a Director and has consented to the nomination.

4.13 Incumbents – Current elected Directors wishing to be re-elected are not subject to nomination but must notify the Society of their interest for re-election seven (7) days prior to the Annual General Meeting.

4.14 Nomination – Any nomination of an individual for election as a Director must:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Be in the form required by the Society; and
- c) Be submitted to the Registered Office of the Society seven (7) days prior to the Annual General Meeting, notwithstanding nominations that have been permitted from the floor of the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.15 Election – Directors will be elected at each Annual General Meeting as follows:

- a) The President, Vice President – Administration, and one (1) Director-at-Large will be elected to the Board at alternate Annual General Meetings to those listed in subsection b; and
- b) The Vice President – Technical, Secretary/Treasurer, Promotions & Marketing Director, and one (1) Director-at-Large will be elected to the Board at alternate Annual General Meetings to those listed in subsection a.

4.16 Elections – Elections for each non-Director-at-Large position will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.17 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by majority vote of the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

Term

4.18 Term – Elected Directors – Elected Directors will serve terms of two (2) years for a maximum of two (2) consecutive terms and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office. An elected Director who has served a maximum of two (2) consecutive terms is not eligible for election as a Director for a period of two (2) years, unless there is no qualified nominee for a Director position.

4.19 Term – Appointed Directors – Appointed Directors will serve terms of one (1) year and will hold office until they or their successors have been duly appointed in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

Resignation and Removal of Directors

4.20 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President and/or Senior Manager or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.21 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director's term in office expires;
- b) The Director resigns;
- c) The Director is found to be incapable of managing property by a court or under British Columbia law;
- d) The Director is found by a court to be of unsound mind;
- e) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- f) The Director dies.

4.22 Removal – A Director may be removed:

- a) By Special Resolution at a meeting of the Members or of the Board provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting; or
- b) Automatically if the Director is absent from three (3) consecutive meetings of the Board of Directors; or
- c) In the case of the Association Representative – BCSSWA, by the BCSSWA.

Filling a Vacancy on the Board

4.23 Vacancy – Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual by way of Ordinary Resolution to fill the vacancy of the term. In the case of the BCSSWA, the BCSSWA may recommend a replacement individual for appointment.

Meetings of the Board

4.24 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

4.25 Chair – The President will be the Chair of all meetings of the Board. In the absence of the President, or if the meeting of the Board was not called by the President, a designate will be the Chair of the meeting.

4.26 Notice – Written notice, served by email, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.27 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.28 Number of Meetings – The Board will hold at least six (6) meetings per year.

4.29 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.30 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, electronically, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the Chair of the meeting shall vote a second time to decide the issue.

4.31 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.32 Written Resolutions – A resolution in writing and signed, including electronically, by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.33 In-Camera Meetings – The Board may, by Ordinary Resolution, consider business in-camera if the business deals with, but not limited to:

- a) Discipline of any Director or Member;
- b) Expulsion or suspension of any person from any office of the Society, or of any Member of the Society;
- c) Recruitment and employment of personnel;
- d) Acquisition of property or other contractual arrangements; or
- e) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.

4.34 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.35 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.36 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Society; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.37 Powers of the Society – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions to any staff or committee of the Society.

4.38 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members and parents/guardians of Members (if the Member is younger than 18 years old), and have the authority to discipline these individuals in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons, including a Senior Manager, as it deems necessary to carry out the work of the Society;
- e) Determine registration procedures, recommend membership dues, and determine other registration requirements;
- f) Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
- g) Make expenditures for the purpose of furthering the purposes of the Society;
- h) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Society.

4.39 Duties – The duties of the Directors are as follows:

- a) The President will:
 - i. Have the general and active management of the business of the Society.
 - ii. Preside at all meetings of the Society and shall be an ex-officio, non-voting member of all committees.

- iii. Be responsible for the affairs of the Society and, with the assistance of the Board of Directors, shall execute and administer the policies established by the members and be primarily responsible for the development and maintenance of the programs of the Society.
 - iv. Maintain and keep up to date, the Constitution and By-Laws of the association.
 - v. Ensure that the other Directors of the Society perform their duties strictly in accordance with the By-Laws.
 - vi. Handle the affairs of the Society with the Wrestling Canada Lutte and be responsible for any and all activity related to Wrestling Canada Lutte and the members of the Society.
 - vii. At his or her discretion, appoint or assign a disciplinary committee to handle any such situations that need disciplinary action.
 - viii. Appoint the manager for BC representative teams.
 - ix. Perform such other duties as may from time to time be established by the Board.
- b) The Vice President – Administration will:
- i. Assist in preserving order and decorum in the Society.
 - ii. In the absence of the President, have the power to perform all the duties of the President.
 - iii. Oversee administrative issues related to staffing and policy development, and will participate in annual planning seminars to develop short and long term planning.
 - iv. Perform such other duties as may from time to time be established by the Board.
- c) The Vice President – Technical will:
- i. Participate in annual planning seminars to develop short and long term planning, and will oversee provincial athlete and coaching development programs
 - ii. Chair the Technical Committee, be involved with the direction of the coaching staff, and will ensure that meetings of the Technical Committee are held regularly
 - iii. Perform such other duties as may from time to time be established by the Board.
- d) The Secretary/Treasurer will:
- i. Take adequate and accurate minutes of all meetings of the Board of Directors and of the Society, and shall keep in his or her custody a copy of the minutes, records, and seal of the Society.
 - ii. Be responsible for annual review of membership numbers and fee structure.
 - iii. Monitor records of all monies received and disbursed by the Society.
 - iv. Give a monthly general analysis of the Society’s financial standing.
 - v. Communicate with the auditor appointed by the Directors for the annual audit.
 - vi. Make a report of the financial status of the Society at every Annual General Meeting, and at other times as requested.
 - vii. Perform such other duties as may from time to time be established by the Board.
- e) The Promotions & Marketing Director will:
- i. Advise or provide assistance in promoting the image of wrestling in British Columbia.
 - ii. Be responsible for developing a marketing plan to solicit corporate sponsorship.
 - iii. Confer with staff in promoting fundraising activities.
 - iv. Confer with the organizing committees to solicit sponsorship for Society-sanctioned events.
 - v. Participate in annual planning seminars to establish short and long term planning.
 - vi. Perform such other duties as may from time to time be established by the Board.
- f) The Directors-at-Large will:
- i. Perform such duties as may from time to time be established by the Board.
- g) The Representative – Athletes will:
- i. Ensure that the views and concerns of British Columbia’s athletes are made known to the Society and when necessary, to Wrestling Canada Lutte, through Wrestling Canada Lutte’s Athletes’ Representative.
 - ii. Communicate with provincial athletes through regular reports in the Society’s website.

- iii. Participate in annual planning seminars to establish short and long term planning for athlete development
 - iv. Be a member of all standing committees which involve provincial athletes.
 - v. Perform such other duties as may from time to time be established by the Board.
- h) The Representative – Coaches will:
- i. Represent coaches at all meetings of the Board of Directors, the Technical Committee, and at all other standing committees as required.
 - ii. Be responsible for all affairs of the Society primarily or exclusively concerning coaches and shall assist in the organization of the annual coaches' clinic.
 - iii. Participate in annual planning seminars to establish short and long term planning for male and female coaching development.
 - iv. Ensure that qualified coaches are appointed to BC teams for national and international competitions.
 - v. Communicate with provincial coaches through regular reports on the Society's website.
 - vi. Perform such other duties as may from time to time be established by the Board.
- i) The Representative – Officials will:
- i. Represent officials at all meetings of the Board of Directors, the Technical Committee, and at all other standing committees as required.
 - ii. Be responsible for any and all affairs of the Society primarily or exclusively concerning wrestling officials, and be their representative in any and all matters to the Society.
 - iii. Participate in annual planning seminars to establish short and long term planning for official development and member safety concerns.
 - iv. Be responsible for the preparation of all reports, briefs, budgets, and timetables as required by the Society.
 - v. Ensure that officials are available to accompany BC teams to national and international competitions.
 - vi. Communicate with provincial officials through regular reports on the Society's website.
 - vii. Perform such other duties as may from time to time be established by the Board.
- j) The Association Representative – BCSSWA will:
- i. Represent the BCSSWA at all meetings of the Board of Directors and the Technical Committee, at the Annual General Meeting of the Society, and at all other meetings or standing committees as required.
 - ii. Be responsible for any and all affairs of the Society exclusively concerning secondary school wrestling, and shall be their representative in any and all matters to the Society.
 - iii. Communicate with high school members through occasional reports on the Society's website.
 - iv. Prepare and submit a written report of the activity of the BCSSWA at the Annual General Meeting of the Society.
 - v. Perform such other duties as may from time to time be established by the Board.
- k) The Past President will:
- i. Assist the President and the Vice Presidents in their duties and will provide advice and counsel to the Board.
 - ii. In the absence of the President and Vice President - Administration, perform the duties of the President
 - iii. Perform such duties as may from time to time be established by the Board.

4.40 Senior Manager – When employed or contracted, the Board delegates to the Senior Manager the responsibility to manage the day-to-day operations of the Society in accordance with Board policies and direction, and subject to any limits established by the Board.

4.41 Delegation of Duties – At the discretion of the Director and with approval by Ordinary Resolution of the Board, any Director may delegate any duties of that position to appropriate staff or committee of the Society.

ARTICLE V OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice President - Administration, Vice President – Technical, Secretary/Treasurer, and Senior Manager (when employed or contracted).

5.2 Term – The term of the Officers will be two (2) years or until they or their successors are elected or appointed, with the exception of the Senior Manager (when employed or contracted) who is an employee of the Society and has a term of employment per his or her employment agreement. No officer may serve more than two (2) terms unless an alternate nominee for the position cannot be found. After leaving the board for a period of two (2) years, the board member would once again be eligible to serve on the board.

5.3 Removal – An Officer (other than the Senior Manager) may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director (if applicable) will automatically and simultaneously be terminated.

5.4 Vacancy – Where the position of an Officer, excluding the President and Senior Manager, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice President - Administration shall become President and the Board may appoint a replacement for the position of Vice President - Administration from among the Directors.

5.5 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI COMMITTEES

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, may determine the reporting requirements for committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.3 Ex-officio – The President and Senior Manager (when employed or contracted), or designate(s), will be *ex-officio* and non-voting members of all committees of the Society.

6.4 Removal – The Board may remove any member of any Committee.

6.5 Debts – No Committee will have the authority to incur debts in the name of the Society.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be April 1st to March 31st.

7.2 Bank – The banking business of the Society will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual General Meeting the Members may appoint an auditor to conduct an audit of the books, accounts, and records of the Society in accordance with the Act. If appointed, the auditor will hold office until the next Annual General Meeting. The auditor will not be an employee, Officer, or Director of the Society and meet the qualifications for competency and independency as described in the Act.

7.4 Annual Financial Statements – The Board will approve financial statements (evidenced by signature of two or more Directors) of the Society of the last fiscal year of the Society. The statements must be for the period ending not more than six (6) months before the Annual General Meeting. A copy of the Annual Financial Statements will

be provided to any Member requesting a copy of the Financial Statements at the Annual General Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report (if any);
- c) Remuneration paid to any Director including the exact amount and for what purpose;
- d) Remuneration paid to any employee or contractor of the Society, identified by position or title, who received \$75,000 or more from the Society and the exact amount of the remuneration and (for contractors) the nature of the service performed, and
- e) Any further information respecting the financial position of the Society.

7.5 Books and Records – The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Society's certificate of incorporation;
- b) The Society's Constitution and By-laws;
- c) A register of Directors (including contact information);
- d) Written consent of each Director to act as a Director;
- e) Written resignation(s) of any Director(s);
- f) Disclosure of any conflict of interest by any Director or the Senior Manager (when employed or contracted);
- g) A register of Members;
- h) The minutes of meetings of the Members;
- i) The resolutions of the Members from any meeting of the Members;
- j) Annual Financial Statements, with the applicable auditor's report (if any);
- k) The minutes of meetings of the Directors (including attendance);
- l) The resolutions of the Directors;
- m) The in-camera minutes of meetings of the Directors; and
- n) Adequate accounting records for each of the Society's financial years, including a record of each transaction that materially affected the financial position of the Society

7.6 Access to Books and Records by Members and Directors – Access to books and records by Members and Directors is permitted as follows:

- a) Directors have access to records described in 7.5a) to 7.5n); and
- b) Members have access to records described in 7.5a) to 7.5j), though the Directors may restrict access to the record described in 7.5g) if the Directors are of the opinion that the access would be harmful to the Society or to the interests of one or more Members.

7.7 Access to Books and Records by the public – Access to books and records by the public is permitted as follows:

- a) The public does not have access to records described in 7.5a) to 7.5i) or to records described in 7.5k) to 7.5n)
- b) The public may request access to records described in 7.5j) by submitting a request to the Society and paying a fee of \$10.00. The records will be delivered by email to the individual making the request within fourteen (14) days of the receipt of the fee.

7.8 Record Keeping – The Society may discard a record if the record is no longer relevant to the activities or internal affairs of the Society, after ten years have passed since the record was created or, if the record has been altered, since the record was last altered.

7.9 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Society will be executed by at least two (2) of the Officers, senior manager, or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.10 Property – The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.11 Borrowing – The Board may from time to time:

- a) Borrow money on the credit of the Society;
- b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Society;
- c) Give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
- d) Charge, mortgage, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Society, including book debts, rights, powers, franchises, and undertakings, to secure any debt or liability of the Society.

7.11 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual General Meeting.

7.12 Annual Reporting – The Society will annually file an Annual Report, as well as any changes to the Society's Directors, on *Societies Online* in a form stipulated by BC Registry Services.

Remuneration

7.13 No Remuneration – All Directors and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.14 Conflict of Interest – A Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will leave the meeting at which the issue is being discussed, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Voting – These By-laws may be amended, revised, repealed or added to:

- a) By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm or reject the By-laws amendment by Special Resolution; or
- b) By a Member in the form of a Member Proposal. Member Proposals that amend the By-laws will be submitted to the Members at the meeting of Members and the voting Members may confirm or reject the By-laws amendment by Special Resolution.

8.2 Effective Date – By-laws amendments take effect when the bylaws amendment is filed with BC Registry Services.

ARTICLE IX NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, email, website download or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE X DISSOLUTION

10.1 Dissolution – The Society may be dissolved in accordance with the Act.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director, the Senior Manager (when employed or contracted), and any individual who acts at the Society’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society’s request in a similar capacity.

11.2 Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Society; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11.3 Insurance – The Society will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE XII ADOPTION OF THESE BY-LAWS

12.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Society at a meeting of Members duly called and held on **April 26th, 2018** and were adopted on the date that the Society’s transition application was approved.

12.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

ARTICLE XIII PREVIOUSLY UNALTERABLE PROVISIONS

13.1 The Society will be carried on without object of gain for its members or directors and any profits or other accretions to the Society will be used in promoting its purposes. This provision was previously unalterable.

13.2 The Society is a non-profit organization and shall not declare any dividends or distribute its property among the members. This provision was previously unalterable.

13.3 If upon winding-up or dissolution of the Society, the remains after the satisfaction of all its debts and liabilities, any property whatsoever, the property of assets shall be donated to a charitable organization, corporation or trust in Canada, recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada. This provision was previously unalterable.

13.4 Clauses 3, 4, 5, and 6 are unalterable in accordance with the society act.