

## **SECTION A: CONSTITUTION**

The name of the SOCIETY is the B.C. Amateur Wrestling Association, herein referred to as BCWA, the Association or the Society. The Society is conducting its affairs as the B.C. Wrestling Association.

### **THE PURPOSES OF THE SOCIETY ARE:**

- 1) To promote and develop wrestling throughout the Province of British Columbia under the guidance of both Wrestling Canada Lutte and United World Wrestling.
- 2) To develop wide participation and high proficiency in wrestling throughout the Province of British Columbia.
- 3) To convene, administer and set policies governing wrestling in the Province of British Columbia.
- 4) To encourage the highest standards of conduct by its wrestlers, coaches and officials.
- 5) To establish conditions conducive to the safety and enjoyment of its participants.

## **SECTION B: BYLAWS**

### **Part 1 - INTERPRETATION**

1. **Act** means collectively the *Societies Act* (British Columbia) and any regulations made thereunder;
2. If there is a conflict between a provision in the Constitution or Bylaws and a provision in the Act, the Act prevails;
3. Unless otherwise defined herein, the definitions in the Act shall apply to the Constitution and Bylaws;

### **Part 2 - DEFINITIONS**

**AGM** means an Annual General Meeting;

**Association** means the B.C. Wrestling Association;

**BCWA** means the B.C. Wrestling Association;

**Board** or **Board of Directors** means the BCWA Directors for the time being, acting as a body;

**Club** means a wrestling club located in British Columbia that is registered as a BCWA Member and is composed of:

- at least five active athletes who are BCWA Members;
- at least one active coach who is a BCWA Member; and
- no athlete or coach is permitted to be counted towards the official count of more than one Club or Team;

**Code of Conduct** means the policies and procedures enacted by the Board in its sole discretion and published on the BCWA website that outline Member codes of conduct, including provisions that outline how disciplinary matters and complaints will be addressed, as amended from time to time by the Board;

**Director(s)** means BCWA Directors, for the time being;

**General Meeting** includes an AGM and a Special General Meeting;

**Member** means a BCWA member;

**Membership Renewal Date** means the date each calendar year, fixed by the Board, on which a Member's annual membership dues are due and payable to the Society.

**Non-Voting Members** means those Members set out in Bylaw 9.

**Registered Address** means a member's address as recorded in the register of Members, including the member's mailing address, email address and fax number;

**Society** means the B.C. Amateur Wrestling Association;

**Team** means an wrestling team located in British Columbia that is registered as a BCWA Member and is composed of:

- at least one elementary or high-school aged active athlete who is a BCWA Member;
- at least one active coach who is a BCWA Member; and
- no athlete or coach is permitted to be counted towards the official count of more than one Club or Team;

**Voting Members** means those Members set out in Bylaw 7;

**Written** means any mode of representing or reproducing words in writing, including printing, photography, e-mail, fax, or in any internet format.

4. In construing these Bylaws, reference shall be had to the *Societies Act* and words and expressions used in these Bylaws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in the *Societies Act*.
5. Words in the singular include the plural and vice versa.
6. The headings in these Bylaws are for ease of reference only and shall be disregarded in interpreting these Bylaws.

### **Part 3 - MEMBERSHIP**

7. **BCWA Voting Members** shall be:
  - a Club or Team that becomes a member of the Society pursuant to the provisions of this Part and its application for membership is accepted by the Directors;
  - BCWA Directors; and
  - Persons nominated as BCWA Directors pursuant to bylaws 51-54.
8. Each Club or Team shall designate one BCWA registered coach affiliated with such Club or Team to vote on the Club or Team's behalf. For clarity, each Club or Team is entitled to one vote at a General Meeting.

9. **BCWA Non-Voting Members** shall be:

- Persons who become members of the Society pursuant to the provisions of this Part and whose applications for membership are accepted by the Directors; and
- Honourary Members who are such individuals who have rendered consistent, distinctly valuable service to the SOCIETY over a period of years and who are appointed from time to time by the unanimous approval of the Directors.

10. **The following may apply for BCWA Membership:**

- a person resident in British Columbia participating in the sport of wrestling in any capacity, including, but not limited to, athletes, coaches, officials, managers, and volunteers; and
- a Club or Team.

11. An **application** for Membership must:

- be in writing and in a form approved by the Board;
- include the full name, civic address, e-mail address and telephone number of the applicant and such other information as the Board may require;
- indicate the category of membership sought by the applicant; and
- if applicable, be accompanied by payment of the Society's annual membership dues.

12. The amount of annual membership dues, if any, for each category of BCWA membership, and the annual due date for the payment of the same, shall be fixed by the Board at its sole discretion.

13. The Board may, at its sole discretion, approve, postpone, or refuse an application for membership.

14. Membership is not transferable.
15. All Members must notify the Society promptly and in writing of any change of mailing address, e-mail address, or telephone number.
16. Voting Members must renew their membership annually.
17. BCWA shall send a membership renewal notice to each Voting Member at their Registered Address not less than 30 days before the Membership Renewal date each year.
18. The rights, privileges, responsibilities, and obligations of each category of membership and the range of potential consequences or penalties to be imposed on a Member for a breach of responsibilities or obligations, must be determined by resolution of the Board.
19. Every Member and the Directors must uphold BCWA's constitution and must comply with:
  - The Act
  - The Bylaws
  - All rules, regulations, procedures and policies made by the Society, including without limitation the Code of Conduct, and
  - Any rules of order governing the conduct of General Meetings and of meetings of the Board.
20. A Member becomes a Member not in good standing upon failing to pay a debt due and owing to the Society, including without limitation their annual membership dues.
21. A Member shall cease to be a BCWA Member upon any of the following occurring:

- The Society's receipt of the Member's written resignation;
- The death of the Member or the dissolution of the Club or Team;
- Upon being expelled pursuant to the Code of Conduct;
- Upon being a Member not in good standing for a period of 30 consecutive days.

#### **Part 4 - MEETINGS OF MEMBERS**

22. Meetings must be held at the time and place fixed by the Board in accordance with the Act.

#### **General Meeting**

23. The Board in its sole discretion may call a General Meeting.

24. Notice of a General Meeting must specify:

- Date, time and location of the meeting,
- Include the text of any special resolution to be proposed at the meeting,
- State the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit those receiving the notice to form a reasoned judgment concerning that business; and
- Be sent to the Members not fewer than 14 days but not greater than 60 days before the meeting.

25. The Society may send a notice of a General Meeting to any other person.

26. A notice of a General Meeting sent by mail is deemed to have been received two days after being dispatched.

27. A notice of a General Meeting sent by e-mail or fax is deemed to have been received 24 hours after having been dispatched.

### **Annual General Meeting**

28. The business of the AGM is to

- Determine the chairperson of that meeting,
- Determine that there is quorum,
- Adopt rules of order,
- Approve the agenda,
- Approve minutes of last AGM and any intervening General Meeting,
- Consider the report of the Board on its activities and decisions since the last AGM,
- Receive financial statements for the previous financial year, and the auditor's report (if any) on them,
- Appoint an auditor, if deemed necessary,
- Elect directors,
- Any matter about which notice has been given in the notice of the meeting,
- Special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
- Any Members' proposals as per the Act, and
- Adjourn.

29. The financial statements presented to the AGM must comply with the Act.

30. The business at General Meetings other than the AGM is limited to:

- Adopting the rules of order,
- The resolutions to be considered upon the Board calling a General Meeting pursuant to the Bylaws.

### **Procedures for General Meetings**

31. A quorum is established if there are at least 10% of BCWA Voting Members present at the start of the meeting.



32. If at any time during a General Meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
33. A person who is entitled to participate in the General Meeting may do so by telephone or other communications medium if all persons participating in the meeting, whether by telephone, by other communications medium, or in person, are able to communicate clearly with each other, as determined by the Chair at their sole discretion. BCWA will facilitate the use of virtual General Meetings to promote provincial participation.
34. If within 30 minutes after the time appointed for the General Meeting a quorum is not present:
  - The meeting shall stand adjourned to the same day one week later, to commence at the same time of day
  - The meeting shall be conducted by telephone, or other communications medium, or in person, as determined by the Board at its sole discretion.
35. If, within 30 minutes after the time appointed for the adjourned General Meeting a quorum is not present, the Voting Members present shall constitute a quorum provided that there are at least 5% of the Voting Members present.
36. The Board Chair must chair each General Meeting
37. If the Chair is not present, or is unable or unwilling to act as Chair, the Board shall select another Director to chair the meeting.

### **Voting at General Meetings**

38. Each Voting Member has the right to one vote at a General Meeting.

39. A Member younger than 18 years of age cannot vote.
40. Voting must be by a show of hands or other publicly visible method (e.g. Zoom show of hands), except when a secret ballot is required by the Act or the Bylaws,
  - Upon the passing of an ordinary resolution, voted by a show of hands or other publicly visible method, to conduct a secret ballot, or
  - Upon the Chair ruling that the vote shall be taken by secret ballot.
41. The Chair of the meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
42. All Members have the right of notice, to attend and to speak at a General Meeting.
43. Proxy voting is prohibited.
44. Subject to the Act and the Bylaws, a General Meeting may adopt rules of order, but if it does not do so, then the recent edition of Robert's Rules of Order must be used.
45. A resolution proposed at a meeting must be seconded, and the chairperson of a meeting may move or propose or second a resolution.

#### **Part 5 - BOARD OF DIRECTORS**

46. The Society shall be governed by a Board of up to nine Directors, of whom:
  - Four shall be elected in odd-numbered years, and
  - Five shall be elected in even-numbered years.
47. In 2021, five directors will be elected to bring the membership of the Board to nine directors.

48. At least one Director on the Board must have a valid BC teaching certificate of qualification, or have previously held a BC teaching certificate of qualification and now be retired from the profession.
49. Directors are elected for a two (2) year term.
50. Directors may serve up to three (3) consecutive terms for a total of six (6) years consecutively. A Director shall then be eligible for election following a two (2) year break from the Board (i.e. a "cooling off" period). Should a Director be elected to a one (1) year term for staggering purposes or appointed mid-term to fill a vacancy, such shortened term does not count for the purposes of the six (6) year consecutive term limit.

#### **Nomination of Directors – Board Recommended Candidates**

51. The Board shall solicit nominations from BCWA membership, specifically, and the province, broadly. In soliciting nominations, the Board shall strive to ensure nominees are diverse, including but not limited to, gender, ethnicity, geographical region and skill set. The Board shall reach out to wrestling coaches, officials and athletes to encourage nominations.
52. The Board shall set a nominations process that may include a town hall, nomination form, interviews and assessment. The nominations process will be run by some or all of the Directors not up for election in the upcoming AGM.
53. The Board may identify "Board recommended candidates" in the AGM package to assist the membership in identifying nominees who best reflect BCWA's commitment to diversity, including but not limited to, gender, ethnicity, geographical region and skill set.

### **Nomination of Director – General**

54. In addition, any individual who meets the requirements below may be nominated as a Director, whether or not they:

- Have participated in the nominations process outlined above, or
- Were selected as a Board recommended candidate.

55. Such nominations must be received by BCWA no later than 21 days before the AGM. For purposes of clarity, there will be no nominations “from the floor” of the AGM.

### **Eligibility for Nomination**

56. A candidate for election as a Director, and a Director, must:

- Be qualified as a director under the Act, and
- Be a Member for not less than 14 days, and who is in good standing at the time of nomination and at the time of election, and
- Be a minimum of 18 years of age.

### **Election Process at the AGM**

57. The Chair shall direct the preparation of the ballot, in paper or electronic form, containing the names of all candidates for Director positions.

58. In an election of Directors, each Voting Member has a number of votes equal to the number of Directors to be elected, but must not cast more than one vote for a candidate. A Voting Member is under no obligation to cast a minimum number of votes.

59. The successful candidates for the Directors to be elected each year shall be those who have received the highest number of votes in the balloting.

60. The Directors so elected shall take office at the close of the AGM at which they are elected.

### **The Chair of the Board**

61. Immediately after the close of each AGM, the Directors shall meet to elect one of them to be the Chair and one of them to be Vice Chair of the Board. The Chair and Vice Chair shall hold office from then until the close of the next AGM ("**Chair Term**").
  
62. If the Chair ceases to be a Director for any reason, or resigns as Chair, the remaining Directors shall, as soon as practicable, elect one of them to be the Chair and that Chair shall hold office from then until the close of the next AGM ("**Chair Partial Term**").
  
63. A person may hold in the office of the Chair for no more than two consecutive Chair Elected Terms plus one Chair Partial Term.
  
64. The Chair shall
  - Chair General Meetings;
  - Chair meetings of the Board; and
  - Direct the preparation and have custody of the minutes of the meetings of the Board.

### **Cessation of Role**

65. A Director shall cease to be a Director upon the occurrence of any of the following:
  - Immediately after the completion of the election of Directors at the AGM which takes place at the end of the Director's term of office;
  - Their written resignation being received by the Society;
  - Their death;
  - Their disqualification as a Director pursuant to the Act;
  - A special resolution for their removal as Director is passed by the Board,
  - A special resolution for their removal as Director is passed by the Voting Members.

66. Notwithstanding the foregoing:

- The Board may at any time appoint an individual as a Director to fill any Director vacancy;
- A Director so appointed shall hold office until the next General Meeting following his appointment; and
- At a General Meeting a Director may be elected for a partial term of one year so as to ensure that Directors' terms are staggered pursuant to this Part.

## **Part 6 - PROCEEDINGS OF DIRECTORS**

### **Role of the Directors**

67. Subject to the Act and the Bylaws, the Board must mandate, or supervise the management of, the activities and internal affairs of the Society.

### **Powers of the Board**

68. Without limiting the generality of anything in this Part, the Board's powers shall include without limitation:

- Making and amending policies, rules, financial policies and operating procedures for managing the affairs of the Society;
- Ensuring Members adhere to the Society's policies, rules and operating procedures;
- Ensuring directions from General Meetings are carried out.

69. The Directors may exercise all such powers and do all such acts or things as the Society may exercise and do, and which are not by statute, the bylaws or otherwise lawfully directed or required to be exercised or done by the Society, subject nevertheless to the provisions of:

- All laws affecting the Society
- The bylaws; and
- Rules, regulations, and policies made by the Society from time to time.

70. No rule made by the Society at the General Meeting invalidates a prior act of the Directors that would have been valid if the rule had not been made.
71. The Board appoints authorized signatories of the Society and establishes the scope of their authority.

### **A Meeting of the Board**

72. The Chair or any three Directors may call a Board meeting.
73. Notice of a Board meeting is sufficient if properly addressed to every director, and sent by email. Except where notice is waived by the Directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.
74. When a meeting of the Board is held immediately following the election or appointment of a Director or Directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if quorum is present.
75. A Director may waive in writing notice of any meeting or meetings of the Board.
76. A quorum for Board meetings shall be a majority of Directors then in office.
77. The Chair, or in the Chair's absence, the Vice-Chair, shall chair meetings of the Board.
78. Questions or motions arising at a meeting of the Directors shall be decided by a majority of the votes.
79. A resolution in writing, dated and signed by all the Directors, or an email from each Director agreeing to the resolution, and placed with the minutes of

the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

80. At the discretion of the Board Chair, a Board meeting may be held by means of a telephone conference call or other communication facilities. A person participating in a meeting in such a manner shall be deemed to be present at the meeting.
81. The Board may strike such committees as it sees fit and may delegate any but not all of its powers to such committees consisting of the persons they consider appropriate.
82. At the discretion of a committee chair, a committee meeting may be held by means of a telephone conference call or other communication facilities. A person participating in a meeting in such a manner shall be deemed to be present at the meeting.
83. A Director must not be remunerated for acting as a Director but is entitled to be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

### **Officers**

84. The Board Chair and the Executive Director are Officers of the Society.
85. The Board shall appoint additional Officers at its sole discretion.
86. The Executive Director shall be appointed by the Board and shall hold office at the pleasure of the Board.
87. The Executive Director shall have charge of the BCWA offices and shall be responsible for any BCWA staff.



88. The remuneration of the Executive Director shall be approved from time to time by the Directors.

89. The duties of the Executive Director shall be those prescribed by the Directors.

90. The Executive Director shall prepare and have custody of the minutes of the meetings of the Members of the Society.

## **Part 7 - Miscellaneous**

### **Seal**

91. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in its place.

92. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of not less than two Directors.

### **Investment**

93. The Board may invest the excess funds of the Society, if any, but if it does so it must invest the Society's funds only;

- In term deposits insured by the Canada Deposit Insurance Corporation (CDIC);
- In an amount not exceeding the limit of coverage provided by the CDIC;
- If approved by a resolution of the Board.

94. The Board must determine by resolution the

- Financial year of the Society and
- Signing officers of the Society, and their authority.

**Auditor**

95. If the Society is required by law, or resolves to have an auditor, the following provisions govern:

- The first auditor shall be appointed by the Board
- The auditor must be a Chartered Professional Accountant.
- At each AGM, the Society by ordinary resolution shall appoint an auditor to hold office until the close of the next AGM, and the auditor so appointed shall be informed forthwith in writing of their appointment.
- If the auditor resigns, dies, or is incapable of performing their duties, the Board shall appoint an auditor to hold office until the close of the next AGM.
- An auditor may be removed by ordinary resolution at a General Meeting.
- A Director or an employee of the Society shall not be the auditor nor employed by the auditor or the auditor's firm.
- The auditor may attend the AGM.
- The number of years for which an auditor may be appointed is seven (7).