

THE ALBERTA AMATEUR WRESTLING ASSOCIATION

BYLAWS

April 29, 2012

(updated Sept 18, 2012)



1. The name of the Society is:
"The Alberta Amateur Wrestling Association"

2. The operations of the Society are to be carried on in the province of Alberta.

ARTICLE I

SECTION I: NAME

- I.1 The name of this Society is the Alberta Amateur Wrestling Association. The society shall also be known as the A.A.W.A.

SECTION II: DEFINITION

- II.1 The Alberta Amateur Wrestling Association shall consist of all amateur wrestlers, coaches, managers, trainers, officials, organizers, administrators and any other interested parties who involve themselves in the sport of amateur wrestling or who otherwise express an interest in the sport, and who also comply with the By-Laws of the Association as amended from time to time, and with any regulations and rulings made by or on behalf of the Alberta Amateur Wrestling Association.

ARTICLE IISECTION I DEFINITIONS

- I.1 The following are definitions of the terms used by the Alberta Amateur Wrestling Association and referred to in the By-Laws:
- I.1.1 Association
shall refer to the Alberta Amateur Wrestling Association (A.A.W.A.)
- I.1.2 Executive
shall refer to the Executive Committee of the Alberta Amateur Wrestling Association.
- I.1.3 National Association
shall refer to the Canadian Amateur Wrestling Association (C.A.W.A.) organized to foster the development of Canadian wrestlers, coaches, trainers, managers and officials.
- I.1.4 Member
shall refer to a Member in Good Standing of the Alberta Amateur Wrestling Association.
- I.1.5. Member in Good Standing
shall refer to any amateur wrestler, coach, trainer, manager, official, organizer, administrator and any other interested party who involves himself in the sport of amateur wrestling and who also complies with the By-Laws and all Policies and Procedures of the Alberta Amateur Wrestling Association.
- I.1.6. Affiliated Organization
shall refer to a dues-paying, Good Standing affiliated organization otherwise entitled to representation on the Executive committee, and who also complies with the By-laws and all Policies and Procedures of the Alberta Amateur Wrestling Association.
- I.1.7 Wrestlers' Representative
shall refer to such a person as shall be elected to represent the active wrestlers to the Alberta Amateur Wrestling Association.
- I.1.8 Officials' Association
shall refer to the Alberta Amateur Wrestling Officials' Association (A.A.W.O.A.)
- I.1.9 Sanction
shall refer to explicit approval, recognition, confirmation, ratification, permission or authorization awarded to an organizing body, to any wrestling function or to an individual by the Alberta Amateur Wrestling Association.

- I.1.10 Provincial Championships
shall refer to a competition organized for the purpose of determining the champions of Alberta in any style of amateur wrestling and in any age category.
- I.1.11 Special Resolution
shall be defined as resolution passed by a majority of not less than three quarters of such members entitled to vote as are present in person, at a general meeting of which notice, specifying the intention to pass a resolution as an extraordinary resolution, has duly been given.
- I.1.12 Coach/Coaches
shall refer either to the coach or coaches selected to coach any team of wrestlers in Alberta, or to the coach or coaches of any team representing Alberta outside of the province.
- I.1.13 Manager/Managers
shall refer either to the manager or managers selected to coach any team of wrestlers in Alberta, or to the manager or managers of any team representing Alberta outside of the province.
- I.1.14 Club/Clubs
shall refer to any wrestling program with at least five members, which may or may not be associated with an educational institute, that actively undertakes the athletic training and competition scheduling of a group of amateur wrestlers.
- I.1.15 Area 1 - Shall refer to Zones 1, 2, & 4 as defined by the Alberta Sports, Recreation, Parks and Wildlife Foundation as at January 1, 2012
- I.1.16 Area 2 - Shall refer to Zones 5, 7 & 8 as defined by the Alberta Sports, Recreation, Parks and Wildlife Foundation as at January 1, 2012
- I.1.17 Area 3 - Shall refer to Zone 3 as defined by the Alberta Sports, Recreation, Parks and Wildlife Foundation as at January 1, 2012
- I.1.18 Area 4 - Shall refer to Zone 6 as defined by the Alberta Sports, Recreation, Parks and Wildlife Foundation as at January 1, 2012

ARTICLE III

SECTION I SEAL

- I At this time the AAWA will elect to not have an official seal.

BY-LAWS

ARTICLE IV

SECTION I MEMBERSHIP

- I.1 The Board of Directors may admit an applicant to a class of membership subject to such terms and conditions as may be imposed by resolution of the said Board.
- I.2 Any member who accepts membership in the Association shall be deemed to have undertaken to abide by the provisions of the By-Laws and Policies and Procedures of the Association.
- I.3 Only members in good standing of the Association may participate in any of the benefits and advantages thereof. Persons not of the status of Member in Good Standing cannot exercise authority over, impose constraints upon or require indemnification of the Association or of any of its members.
- I.4 The Association shall have the following classes of membership:
 - (a) Athlete
 - (b) Functionary (ie Coach/Official/Volunteer)
 - (c) Club
 - (d) Honourary

SECTION II ATHLETE MEMBERSHIP

- II.1 Athlete Membership in the Association may include any amateur wrestler who involve themselves as a competitor in the sport of amateur wrestling and who also comply with the By-Laws of the Association as amended from time to time and with any regulations and rulings made by or on behalf of the Association.
- II.2 Athlete Membership will be valid from July 1st to June 30th of each calendar year.
- II.3 Any wrestler who wishes to participate or otherwise involve himself in any competition or function sanctioned by the Association, must be a Member in Good Standing with the Association, before he will be permitted to participate.

SECTION III FUNCTIONARY MEMBERSHIP

- III.1 Functionary Membership in the Association may include any coaches, managers, trainers, officials, organizers, administrators and any others interested in the sport, and who also comply with the By-Laws of the Association as amended from time to time, and with any regulations and rulings made by or on behalf of the Association.

III.2 Functionary membership shall coincide with wrestling season, dating July 1st to June 30th of each year.

III.3 Any coach, manager, trainer, volunteer or official who wishes to participate or otherwise involve himself in any competition or function sanctioned by the Association must be a Member in Good Standing with the Association, before he will be permitted to participate.

SECTION IV CLUB

IV.1 Any organization associated with Amateur Wrestling in Alberta who have at least five members, who are active members in the Alberta Amateur Wrestling Association, shall be deemed to be a member club.

SECTION V HONOURARY MEMBERSHIP

V.1 The Association may, from time to time, elect to Honourary Membership those whom it wishes to honour, observing the eligibility requirement and nominating procedure recommended by the Executive Committee.

SECTION VI REGISTRATION

VI.1 All active Affiliated and Club members of the Association shall register their names in the manner provided by the Executive Committee or on the Alberta Amateur Wrestling Association website.

ARTICLE VSECTION I OFFICERS

- I.1 The property and business of the Association shall be managed by an Executive Committee.
- I.2 An Officer shall be appointed to represent each of the following:
- (a) President
 - (b) Past-President
 - (c) Vice President Technical
 - (d) Officials' Representative
 - (e) Coaches' Representative
 - (f) Secretary/Treasurer
 - (g) Female Athletes' Representative
 - (h) Male Athletes' Representative
 - (i) Member at Large* (if required - see Article V Section V.8)
- I.3.1 Of the eight elected officers, there must be at least one representative from each of Area I, Area II, Area III and Area IV as defined in Article II, Sections I.1.15, I.1.16, I.1.17 and I.1.18.

SECTION II EXECUTIVE COMMITTEE

- II.1 The officers of the Association, as set out in Art. V, Section 1.2(a), (b), (c), (d), (e), (f), (g), (h), (i) shall be responsible for conducting the affairs of the Association as directed by the members.
- II.2 The Executive Committee shall possess and exercise all of the powers of the Association, except as specifically limited by the By-Laws of the Association.

SECTION III ELECTION AND APPOINTMENT

- III.1 The eight(8) aforementioned officers, as per Art. V, Section 1.3(a), (b), (c), (d), (e), (f), (g), (h) shall be elected by secret ballot of the members entitled to vote at the Annual General Meeting of the Association and shall hold office for a one (1) year term, with the exception of the President who shall hold office for a two (2) year term, at which time each may be re-elected. That after the President has completed a two year term he may, at his discretion, stand for a further one year term rather than committing for a second two year term. An individual may normally only serve in the role as President for a maximum of 4 consecutive years. However an extension of one (1) year may be granted by the membership in attendance at the Annual General Meeting if there are no other candidates for the position. If the President then chooses not to continue, a President shall be

appointed from the newly elected Executive Committee by those incoming Executive Committee members.

A nomination for the position of President must be provided in writing, to the Alberta Amateur Wrestling Association at least forty-five (45) days prior to the Annual General Meeting. If the incumbent president is eligible for another term they will be considered to be running for re-election automatically and will not be required to provide written notice.

- III.2 Other positions to the Executive Committee shall be filled in the following manner:
- (a) appointment by their respective bodies;
 - (b) appointment by the Executive Committee in the event that no appointment is forthcoming from the organization concerned.

SECTION IV ROLES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

The Executive Committee of the Association shall ensure that the roles and responsibilities of the Officers are clearly delineated, prepared and made available to all members of the Association, in order that there may be no uncertainty in the minds of those aspiring to Executive positions, and in order that accountability may be determined.

SECTION V DUTIES OF OFFICERS

V.1 President

- V.1.1. The association shall have a President who shall be elected by the majority of the votes cast by members present at the Annual General Meeting of the Association.
- V.1.2. The newly elected President shall assume office after the adjournment of the meeting at which he/she was elected.
- V.1.3. The President shall have the general and active management of the business of the Association.
- V.1.4. The President shall preside at all meetings of the Association and shall be a member ex-officio of all committees appointed by the Directors.
- V.1.5. The President shall be responsible for the affairs of the Association and with the assistance of the Executive shall execute and administer the policies established by the members and be primarily responsible for the development and maintenance of the programmes of the Association.

- V.1.6. It shall be his duty to ensure that the other officers of the Association perform their duties strictly in accordance with the By-Laws.
- V.1.7 It shall be the President's responsibility to handle the affairs of the Association with the National Body and he will be responsible for any and all activity regarding this body and the members of the Association.
- V.1.8 The President of the Association shall be a member of the review committee.
- V.1.9 Upon the completion of his term of office he/she shall assume the office of Past President unless elected to another position.
- V.2.0 The Past President
- V.2.1 The Past President shall assume office after the adjournment of the meeting at which he vacated the office of President.
- V.2.2 The Past President shall assist the President and Vice-President in their duties and shall provide advice and counsel to the Executive.
- V.2.3 The Past President shall hold office until such time as a new Past President assumes office.
- V.2.4 In the event that the Past President is elected to another position on the Executive his/her predecessor will continue as Past President.
- V.3. Vice-President Technical
- V.3.1 The Association shall have a Vice-President, Technical, who shall be elected by the majority of votes cast by members present at the Annual General Meeting of the Association.
- V.3.2 The newly elected Vice-President - Technical shall assume office after the adjournment of the meeting at which he/she was elected.
- V.3.3 The Vice President - Technical shall assist the President in preserving order and decorum in the Association.
- V.3.4 In the absence of the President, The Vice President - Technical shall have the responsibility to perform all the duties of the President.
- V.3.5 The Vice President - Technical will co-ordinate research and planning and develop plans and strategies for wrestlers and coaches.
- V.3.6 The Vice President - Technical shall administrate, organize, develop and ensure the implementation of the AAWA Technical Game Plan .

V.3.7 The Vice President - Technical shall ensure the implementation of all technical programs established by the Executive Committee.

V.3.11 The Vice President - Technical shall provide to the Executive Committee and National Office all pertinent technical information.

V.4 Secretary/Treasurer

- V.4.1 The Association shall have a Secretary/Treasurer who shall be elected by the majority of the votes cast by members at the Annual General Meeting of the Association.
- V.4.2 The newly elected Secretary/Treasurer shall assume office after the adjournment of the meeting at which he/she was elected.
- V.4.3 The Secretary/Treasurer shall keep an up-to-date and accurate record of names, addresses and telephone numbers of the Executive members.
- V.4.4 The Secretary/Treasurer shall have the custody of minutes, records and assets as well as the filing of correspondence and registration.
- V.4.5 The Secretary/Treasurer is responsible for the accurate preparation, distribution and maintenance of minutes and records of all Association meetings.
- V.4.6 The Secretary/Treasurer is responsible for presenting the annual A.A.W.A. awards.
- V.4.7 The Secretary/Treasurer shall update the By-Laws and Supplementary By-Laws annually.
- V.4.8 The Secretary/Treasurer shall ensure that the Executive reports which have been submitted to him/her shall be organized and bound in presentation form, for the Annual General Meeting.
- V.4.9 The Secretary/Treasurer shall be responsible for the receipt, deposit and disbursement of all monies of the Association.
- V.4.10 The Secretary/Treasurer shall ensure that an accurate record of all monies received and disbursed is kept and shall have such records audited by an independent auditor each fiscal period.
- V.4.11 The Secretary/Treasurer shall give upon request, a general analysis of the Association's financial standing.
- V.4.12 The Secretary/Treasurer shall present to the Executive Committee prior to the end of any fiscal period, a proposed operating budget for the ensuing fiscal year, and more often as requested by the Executive Committee.
- V.4.13 The Secretary/Treasurer shall prepare and present a report of the financial status of the Association at every Annual General Meeting of the Association and at other times as requested by the Executive Committee.

V.5 Athlete's Representatives - Male and Female

- V.5.1 The Athlete's Representatives will be elected by the senior aged wrestlers at the first Senior event following the Annual General Meeting. The male representative will be elected by the senior male athletes present and the female representative will be elected by the senior female athletes present. They shall assume office after the athletes vote.
- V.5.2 The Athlete's Representatives are responsible for maintaining the liaison between the Association and the athlete.
- V.5.3 The Athlete's Representatives are responsible for communicating both verbally and through the newsletter all areas that directly concern the wrestlers.
- V.5.4 The Athletes Representatives must be active competitors, at least 18 years of age and must be members of the Alberta Amateur Wrestling Association and affiliated with an active Alberta Amateur Wrestling Association club.

V.6 Officials Representative

- V.6.1 The Officials Representative shall be the President of the Alberta Amateur Wrestling Officials Association. This position may be delegated to the Past President of that Association.
- V.6.2 The Officials Representative is responsible for maintaining the liaison between the Association and the Officials.
- V.6.3 The Officials Representative is responsible for communicating both verbally and through the newsletter all areas that directly concern the officials.
- V.6.4 The Officials Representative shall be responsible for any and all affairs of the Alberta Amateur Wrestling Officials Association (A.A.W.O.A) concerning the operation of its association and its members, and shall provide a representative in any and all matters to the Alberta Amateur Wrestling Association (A.A.W.A).
- V.6.5 The Officials Representative shall be responsible for the preparation of all A.A.W.O.A. reports, briefs, budgets and timetables as required by the Alberta Amateur Wrestling Association.
- V.6.6 The Officials Representative shall prepare and submit a written report of the activity of the Officials' Association fourteen (14) days prior to the Annual General Meeting of the Association.

V.7 Coaches' Representative

V.7.1 The Coaches' Representative will be elected at the Annual General Meeting. He/She shall assume office after the adjournment of the meeting at which he/she was elected.

V.7.2 The Coaches' Representative shall be responsible for maintaining liaison between the AAWA and the coaches.

V.7.3 The Coaches' Representative shall, along with the Vice-President – Technical, be responsible for organizing a Coaches' clinic.

V.8 Members at Large

V.8.1 The Association may have two Members at Large who shall be elected by the majority of the voter cast by the members present at the Annual General Meeting of the Association.

V.8.2 The Members at Large are to ensure proper geographical representation on the executive.

ARTICLE VI

SECTION I PROCEDURE OF MEETINGS

I.1 The procedure of all meetings of the Executive Committee shall be that procedure laid down in the most recent edition of Robert's Rules of Order, except where in conflict with the By-Laws of the Association or with the regulations of the Canada Corporation Act, in which case the latter shall govern.

I.2 Power of Attorney voting or Proxy voting shall not be allowed at any meeting.

I.3 An Annual General Meeting shall be held each year at a time and place selected by the Executive Committee, prior to the Canadian Amateur Wrestling Association Annual General Meeting.

I.4 The Secretary/Treasurer of the Association shall send notice of any general meeting, including the Annual General Meeting, with an agenda to the member

clubs a full thirty (30) days prior to the meeting via email and notice shall be posted on the Alberta Amateur Wrestling website.

- I.5 Notices of motion for amendments to the By-Laws must be sent to the Secretary/Treasurer of the Association in writing via email, fax or post. Copies of these must be sent to the member clubs a full thirty (30) days prior to the meeting.
- I.6 Special meetings of the Association shall be called by the Executive Members on receipt of a request in writing from ten Members in Good Standing, stating the reason for this meeting. The President of the Association shall then send notice of such meeting a full thirty (30) days prior to the meeting.
- I.7 All general meetings, including the annual general meeting, shall be open to the public, but only accredited representatives of the member organizations in good standing of the Association shall be entitled to vote, shall take part in debates or address the meeting without the permission of the chairman.
- I.8 A quorum for an Annual General Meeting shall consist of ten (10) voting members.

SECTION II VOTING

- II.1 All members in Good Standing, over the age of majority, are entitled to one vote at the Annual General Meeting. (Members in Good Standing are required to have paid their dues and be registered on the Association's registration forms 60 days prior to the Annual General Meeting.)
- II.2 Any amendment to the By-Laws shall be made by a special resolution.
- II.3 All motions voted on at General Meetings and Executive Committee Meetings, shall require a majority of members present voting before becoming valid.
- II.4 A majority of members voting must vote in favour of the proposal in order to prevail.
- II.5 In the event of a tie vote at all meetings, the chairman shall have the extra tie-breaking vote.
- II.6 Voting at General Meetings and Executive Committee Meetings may be by the show of hands or by standing vote or by secret ballot, but only those persons present entitled to vote shall be recognized. Any two persons present entitled to vote shall be recognized. Any two persons present and entitled to vote may demand a vote by secret ballot.

- II.7 All voting at elections, when an office or position is contested, shall be by secret ballot.
- II.8 Matters of urgent concern may be voted on by the officers of the Executive Committee by telephone or email.

SECTION III EXECUTIVE MEETING

- III.1 At least two (2) meetings per year of the Executive shall be called by the President and/or Secretary/Treasurer at any time or place.
- III.2 Notice of a meeting of the Executive Committee shall be emailed, mailed or telephoned to each member at least seven (7) days before such meeting, and if possible, shall include the agenda for the meeting.
- III.3 A meeting of the Executive Committee may be held at any time if all members are present thereat or if those absent have waived notice or otherwise have signified their consent in writing to the holding of the meeting.
- III.4 A quorum of the Executive Committee shall consist of a minimum of five (5) members.
- III.5 All motions must have the support of at least 50% + 1 of the voting members present to pass.

SECTION IV SPECIAL MEETINGS

- IV.1 Special meetings of the Association may be called at any time or place and shall be governed by the same regulations as govern procedure of the Annual General Meeting as provided in Sec. I and Sec. II.
- IV.2 A special meeting may be called by the President or by a majority of the Executive Committee.
- IV.3 The purpose of which the meeting is being called shall be stated in the notice of meeting; specific items relating to that purpose shall be stated in the agenda of the meeting and no other business conducted will be valid.
- IV.4 A quorum for a special meeting consists of a minimum of fifteen (15) voting members including one executive, one Calgary, one Edmonton and one AAWOA member.

SECTION V VACATION OF OFFICE

- V.1 Any elected Officer as per Art. V, Section 1.3, may be removed from office by a resolution passed by three-quarters (3/4) of the Officers present at the meeting.
- V.2 The office of an Officer shall be automatically vacated if such officer becomes bankrupt or suspends payment or compounds with his creditors, or if that officer becomes unable to perform the required duties.
- V.3 Any elected Director may resign his office by delivering a written resignation to the President or Secretary/Treasurer of the Association.
- V.4 Any appointed Officer as per Art. V. Sec. 1.2 may be replaced by:
- (a) A decision by his representative body;
 - (b) A resolution passed by three-quarters (3/4) of the members of the Executive Committee present at the meeting, with a request to the Association concerned for a replacement.
- V.5 Vacancy of any office may be filled by resolution of the Officers with a person who is a member of the Association and who represents the class of membership in which the said vacancy shall have occurred, until such time as the vacancy can be filled at:
- (a) the next Annual General Meeting;
 - (b) the earliest convenience of the organization concerned.

SECTION VI RECORDS

- VI.1 Each Officer shall at the end of their term of office hand over to their successor such records as pertains to that office.

SECTION VII WITHDRAWAL

- VII.1 Any person may withdraw from the Association merely by failing to re-apply for membership.
- VII.2 Executive Committee members and Directors withdrawing their membership prior to the end of the operating period shall give notice in writing to the Secretary/Treasurer.

SECTION VIII DISCIPLINE

- VIII.1 A charge of a breach of the provisions of the By-Laws or of the resolutions adopted by a General Meeting made against an Alberta Amateur Wrestling Association member must be made in writing, signed by the complainant with one copy sent to the alleged offender, one copy sent to the President and one copy to the Association office within ninety days (90) of the alleged offence. The complainant must post a \$100 fee which will be refunded should the complaint be found to hold merit. Otherwise the funds will go to general revenue. The President will inform , within 15 days of receiving the letter of complaint, the individual(s) cited that the AAWA will conduct a review of the alleged offence.
- VIII.2 The President may then convene a Review Committee made up of the President, the Officials' Representative, and the Coaches' Representative. If the President is in a conflict of interest situation then the Vice-President-Technical shall sit on the Committee. If either the Official or the Coach finds him/herself in a conflict of interest situation, then a member at large shall sit on the committee. The individual(s) cited will have 15 days from the date of notice of the review, to provide to the AAWA, in writing, any information to be considered.
- If in the opinion of the Review Committee the allegations hold merit, the Review Committee will bring their findings to the Executive Committee where a discipline Committee shall be struck. The Discipline Committee shall be comprised of three (3) members of the Association not in a conflict of interest situation with regards to the pending case.
- VIII.3 The Discipline Committee shall send a copy of the alleged infraction to all parties involved along with a notice of the place, day and time fixed for a hearing related to said charges. This notice shall be sent by registered mail ten (10) days in advance of hearing. The defendant may be accompanied by one (1) advisor.
- VIII.4 Should the accused be unable to attend the hearing because of circumstances beyond his control, that individual should notify the Discipline Committee within the ten (10) days, whereupon a new date for the hearing will be fixed; should the accused then fail to attend, the hearing will proceed in-absentia.
- VIII.5 Accused and complainant shall have the right to be heard and to call witnesses.
- VIII.6 The Discipline Committee shall within thirty (30) days after the hearing make to the Executive Committee a written report signed by all the members of the Committee containing such recommendations as they deem advisable.

- VIII.7 Subsequent action will be determined by the Executive; in the event of a decision to suspend or expel, the individual or group will have thirty (30) days from date of notification to personally appeal to the Executive Committee.
- VIII.8 The Executive Committee shall have the power to impose and enforce suspension and/or penalties for any violations of the By-Laws and/or regulations of the Association or of the edicts of the President of this Association by majority vote except as herein provided.

SECTION IV DISENFRANCHISEMENT AND REINSTATEMENT

- IX.1 Any member of the Association can be disenfranchised for non-payment of any fees owing to the Association.
- IX.2 For a member to be reinstated with the Association all fees owing to the Association must be paid and a formal application for reinstatement must be made to the Board of Directors.

ARTICLE VII

SECTION I COMMITTEES - STANDING OR SPECIAL

- I.1 The Officers shall at each Annual General Meeting of the Association or from time to time as required, appoint or cause to be appointed, a Chairman to each of the Standing Committees of the Association.
- I.2 Each Standing Committee must hold at least one meeting per year. A special meeting may be called by the Chairman of any Committee upon his giving at least seven (7) days notice in writing or by telephone to each Committee Member.
- I.3 The majority of members shall constitute a quorum for the transaction of Committee business. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of equality of votes, the Chairman shall have the deciding vote.
- I.4 Any resolution or programme recommended by a Special Committee must be ratified by the Executive Committee before it can be implemented.
- I.5 The Chairman of each Committee shall forward to the Secretary/Treasurer at least fourteen (14) days prior to the Annual Meeting a completed report of the activities of the committee.

ARTICLE VIIISECTION I THE FINANCIAL POWERS OF THE EXECUTIVE COMMITTEE

- I.1 The Executive Committee shall have the right:
- (a) to borrow money upon credit of the Association;
 - (b) to limit or increase the amount to be borrowed;
 - (c) to issue bonds, debenture stock, debentures, notes and other securities of the Association;
 - (d) to sell, pledge, exchange, or otherwise dispose of such bonds, debentures, debenture stock, notes and other securities for such sums and at such prices as may be deemed expedient;
 - (e) to grant, bargain, sell, alienate, convey, confirm, assign, hypothecate, mortgage, pledge or charge, and cede and transfer all or any of the real and personal property freehold or leasehold undertaking and business and other property, assets and rights of the Association, including uncalled capital, both present and future, of whatsoever kind and wheresoever situated, to secure any such bonds, debentures, debenture stock, notes and other securities of any money borrowed or any other liability of the Association.
 - (f) for the purpose of carrying out the AAWA objects with the approval of a special resolution to borrow or raise or secure the payment of money in such manner as it thinks fit and in particular by the issue of debentures.
- I.2 All cheques, drafts, notes and other negotiable instruments shall be signed, executed or endorsed by any one of the following: the President, the Secretary/Treasurer, the Past President or their designate, along with the Executive Director.
- I.3 Contracts, documents or any instruments in writing, unless otherwise provided for in the By-Laws or by the Policy and Procedures of the Association, shall be signed by either the President or the Vice-President and by the Secretary/Treasurer, or their designate, and all contracts, documents and instruments in writing duly signed shall be binding upon the Association without any further authorization or formality.

- I.4 The Executive Committee shall have power to appoint by resolution an officer or officers to sign contracts, documents and/or instruments in writing generally or to sign specific contracts, documents and/or instruments in writing on behalf of the Association.

SECTION II AUTHORIZATION OF EXPENDITURES

- II.1 The Executive Committee shall have the power to authorize expenditures on behalf of the association and may by resolution delegate to an officer or officers of the Association the right to employ and pay salaries to employees.

SECTION III INSPECTION OF BOOKS AND RECORDS

- III.1 The Executive Committee may examine or cause to be examined, the books and records of the Association or of its member associations, at such time and place as may be determined by the Executive Committee, subject to the provisions of the Canada Corporations Act.

SECTION IV FISCAL YEAR

- IV.1 The Fiscal Year of the Association shall end on the 30th day of June of each year.

SECTION V AUDIT

- V.1 The books and accounts of the Association shall be audited within sixty (60) days after the determination of the fiscal year by a qualified accountant, and the Secretary/Treasurer shall thereafter present at each Annual General Meeting of the Association a written report showing the state and condition of the affairs of the Association accompanied by a balance sheet, a summary of the assets and liabilities and a statement of the income and expenses of the Association, made up from the date of the last preceding statement.

ARTICLE IX

SECTION I SIGNING OFFICERS

- I.1 The following people are recognized as the only signing officers for the Association: The President, the Secretary/Treasurer or their designate.

ARTICLE XSECTION I DISCLAIMER

- I.1 The Association is obligated to satisfy only those claims which have the prior and explicit approval of the Executive Committee. Any other claim must be presented to the Executive Committee.

SECTION II SANCTION

- II.1 The Association shall not be held responsible for the operation or financial commitment of any member association, committee, individual, organizing body or wrestling competition which has not received prior and explicit sanction from the Association, or which otherwise acts outside the By-Laws of the Association.
- II.2 Any member who shall withdraw, resign or be expelled from membership of the Association shall forfeit all rights therein and all claims thereon, or in its properties or funds.
- II.3 Tournaments will be sanctioned according to guidelines laid down by the Association, except where local circumstances apply.

SECTION III FEES

- III.1 The Executive Committee shall have the authority to determine from time to time the annual dues payable by each class of membership.

SECTION IV INDEMNIFICATION OF OFFICERS

- IV.1 Officers, as such, shall not receive any remuneration for their services, but, by resolution of the Executive Committee, expenses of their attendance at each regular or special meeting of the Executive Committee may be allowed.
- IV.2 Every Director, Officer of the Association, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds and/or assets of the Association from and against:
- (a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed,

matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties or his office or in respect of any such liability;

- (b) all other costs, charges, and expenses which he 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 act, neglect or default;
- (b) The Association shall obtain insurance coverage to protect the Directors officers, and working members of the Association from any liability which they may sustain or incur in relation to the liability for damages which they may incur in connection with the general operations of the Association and wrestling tournaments sponsored by the Association and the obtaining of such insurance coverage shall be the responsibility of the President; provided that the President shall not be held personally liable to any member, Director or Officers, as a result of failure to obtain any or adequate insurance as aforesaid.

SECTION V REMUNERATION

- V.1 The remuneration of all agents and employees shall be fixed by the Executive Committee by resolution, such resolution having force and effect only until the next Annual General Meeting when it shall be confirmed by resolution of the Executive Committee. In the absence of such confirmation by the Executive Committee, then the remuneration of such agents, or employees shall cease to be payable from the date of such meeting of members.

SECTION VI CODE OF ETHICS

- VI.1 All Officers, agents and employees, of the Association shall sign and obey the directives of the Code of Ethics of the Association.
- VI.2 If any Officer, agent or employee of the Association is found to be guilty of fraud, willful negligence or dishonesty, or contravenes the Code of Ethics of the Association, whereby the Association incurs any loss or damages, such Officer, agent or employee of the Association shall be liable to recoup the same to the Association and shall be further liable to dismissal, suspension and/or expulsion.

ARTICLE XI

SECTION I AMENDMENTS

- I.1 Amendments or alterations to the By-Laws of the Association may be made at any Annual General meeting or at any Special Meeting of the Association, but only by a special resolution.
- I.2 Subject to compliance with the requirements of the Societies Act, these By-Laws may be rescinded, altered to added to by special resolution of the Association, with notice of such resolution to be given at least thirty days prior to the general meeting at which it is intended to present such resolution in the manner herein provided.
- I.3 No such amendment shall be made unless carried by a vote of three-quarters (3/4) of the members present at the meeting.