

# THE ALBERTA AMATEUR WRESTLING ASSOCIATION

## Bylaws (Incorporated under the Societies Act)

**BE IT ENACTED** as a Bylaw of the Society as follows:

### INTRODUCTION

1. The name of this organization shall be called The Alberta Amateur Wrestling Association (herein referred to as "Alberta Amateur Wrestling Association" or "the Society").
2. The Society shall be a non-profit charitable organization incorporated under the *Societies Act* of the Province of Alberta. Alberta Amateur Wrestling Association, as a non-profit organization shall use all of its benefits and revenues to promote its objectives. The following Bylaws are set out to govern the activities of the Society in achieving its objectives and in meeting its obligations to its members.
3. In these Bylaws, unless the context otherwise necessarily requires a different interpretation:
  - (a) "Act" means the *Societies Act*, R.S.A. 2000, c. S-14 and the regulations, as amended;
  - (b) "Board" means the Board of Directors and Directors of the Society from time to time.
  - (c) "Director" means a person who has been elected or appointed as a director of the Society;
  - (d) "Bylaws" means the bylaws of the Society in force and effect;
  - (e) "Books" means minutes of Meetings, financial records and contracts, but excluding personnel contracts; and
  - (f) "Meetings" means general (including the annual general meeting) and special meetings of the members and meetings of the Board and of the officers and any other meetings conducted as per these bylaws.
4. Words importing singular number shall include plural and vice-versa and words importing the masculine gender shall include the feminine and neuter genders, and words importing persons shall include provincial or federal companies, corporations, partnerships, syndicates, trusts, associations, societies, and any number or aggregate of persons all as the context may require.
5. The headings used in the Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions or to be deemed in any way to clarify, modify or explain the effect any such terms or provisions.
6. The society shall at all times have a registered office within Alberta. Subject to the provisions of the Act whereby every Society is required to file with the Registrar notice of every change in address, the Board may at any time:
  - a) change the address of the registered office within Alberta;
  - b) designate or revoke or change a designation of a records office within Alberta or,
  - c) designate or revoke or change a designation of a post office box within Alberta as the address for service by mail of the Society.
7. In the event of dissolution or wind up of the Society, any remaining assets, after payment of all liabilities, shall be distributed among the persons by law entitled to them or to one or more registered charitable organizations in Canada.

### MEMBERSHIP (ADMISSION, RIGHTS & OBLIGATIONS)

8. The members of the Society shall be the original subscribers, and any other person or club whose application for membership is approved by a simple majority of the Board. The members of the Society shall have the rights and obligations as set out in these bylaws and in the objectives and policies of the Society. Classes of membership will

be as follows:

- (a) Athlete: a wrestler who has met the registration requirements of the Society (non-voting);
  - (b) Member Club: a wrestling club which meets the registration requirements of the Society and is recognized by the Society as a Member Club (voting);
  - (c) Functionary: e.g. volunteer coaches and officials (non-voting);
  - (d) Honorary: as appointed by the directors of the Society (non-voting);
9. Each Member Club shall be entitled to designate an individual who is over the age of 18 years and is either an Athlete, Functionary or Honorary member to cast one (1) vote for that Member Club on any question or resolution put to a vote of the membership. Each Director shall also be entitled to cast one (1) vote on any question or resolution put to a vote of the membership. Votes shall be cast in person or as otherwise permitted by the Board. No other member shall have a vote on any question or resolution put to the membership for a vote.
10. Membership is not transferable.
11. No member of the Society is personally liable for a debt or liability of the Society.
12. There shall be no dues or fees payable by members except as fixed by majority vote of the Board, which vote shall become effective only when confirmed by a majority vote of the members present at a duly constituted Annual or Special General Meeting of the Society.

#### **MEMBERSHIP (RESIGNATION & EXPULSION)**

13. *Resignation & Expulsion*
- (a) Any member may resign from membership of the Society upon notice in writing to the Board.
  - (b) Any member may be expelled from the membership for any cause which the Board deems reasonable by a vote supported by  $\frac{3}{4}$  of the Board.
  - (c) At the option of the Board, members who do not renew their membership annually will be considered expelled as of the day after the last day on which their membership may be renewed.
  - (d) The Board may terminate the membership of any Member Club if a majority of the Board makes a finding, recorded in the minutes of a meeting of the Board held in accordance with these bylaws, that control of the operation of the club has changed or that the club has ceased to exist.
  - (e) Any member expelled from membership in the Society shall not again be approved by the Board for membership, unless the Board is satisfied that the reasons for the expulsion no longer exist.
  - (f) Any member who resigns or is expelled from the Society shall forfeit immediately all rights, claim and interest arising from or associated with membership in the Society but shall continue to be bound by any arbitration agreement entered into with the Society.

#### **BOARD OF DIRECTORS (ELECTION OR APPOINTMENT AND REMOVAL)**

14. The number of Directors shall be not less than five persons with a maximum number to be determined from time to time by an ordinary resolution of the Board.
15. A Director shall at the time of election or appointment and throughout the term of office be a member of the Society. A Director shall cease to be a Director when no longer a member of the Society. A Member Club cannot hold the office of director.
16. Nominations for election to the Board may be made by the Board or by any member of the Society in any manner approved by the Board. A simple majority vote of those Member Clubs entitled to cast a vote at an annual general meeting shall be adequate to elect a Director with the exception that, when the number of nominees does not exceed the maximum number of Directors, the nominees may be elected by acclamation.

17. The Board may from time to time and at any time appoint any eligible member as a Director, either to fill a vacancy or as an addition to the Board; but so that the total number of Directors shall not at any time exceed the maximum number as determined by these Bylaws. The interim appointment shall be effective until the next annual general meeting of the Society.
18. Each Director except the President shall hold office until the close of the next annual general meeting of the Society at which time they will cease to be a Director unless they continue as a Director by reason of election or acclamation at the annual general meeting. The term of the Director who serves as President shall be 2 years and may be renewed for further 2 year terms as approved by the voting members. If less than five (5) Directors are elected or acclaimed at a meeting of members, the incumbent Directors continue in office until their successors are elected or acclaimed.
19. The office of Director shall be automatically vacated
  - (a) if a director shall resign his office by delivering a written resignation to the Secretary; or
  - (b) if at a special general meeting of members of the Society a resolution is passed by two-thirds (2/3) of the Member Clubs entitled to vote and present at the meeting that the Director be removed.
20. The vote of a Director is valid, notwithstanding any irregularity in his election or appointment or a defect in his qualifications.
21. Every Director of the Society in exercising his or her powers and duties shall:
  - (a) act honestly and in good faith with a view to the best interest of the Society; and
  - (b) act with the care, diligence and skill of a reasonably prudent person; and
  - (c) maintain in confidence any of the business or affairs of the Society which the Directors identify as confidential.

#### **BOARD OF DIRECTORS (DUTIES, POWERS & REMUNERATION)**

22. Every Director of the Society in exercising his or her powers and duties shall:
  - (a) act honestly and in good faith with a view to the best interest of the Society;
  - (b) act with the care, diligence and skill of a reasonably prudent person; and
  - (c) maintain in confidence any of the business or affairs of the Society which the Directors identify as confidential.
23. The Board shall administer the property, activities, concerns and the general business and affairs of the Society in accordance with *the Act* and these Bylaws and shall be responsible for all of the Society's financial affairs.
24. The Board may, for the Society and in its name, appoint representatives and hire employees or agents if it determines it is in the best interests of the Society to do so. These representatives, employees and agents will derive their authority and will assume duties and responsibilities in accordance with the terms under which they were appointed or hired.
25. The Board may make or cause to be made for the Society in its name, any kind of contract which the Society may lawfully enter into and may, from time to time, purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings, or other property, movable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as they deem advisable.
26. Board shall assume the function of representation of the Society to the public.

27. The Board may make rules of their own governance and prescribe rules for the admission of persons, other than members to meetings of the Society.
28. The Board, subject to the Bylaws, shall have power to create or dissolve committees, appoint chairmen, and replace vacancies on the Board.
29. The Board shall have the power to make rules, regulations and policies as are in their discretion necessary for the operation of the Society from time to time.
30. The Board has the authority to take such steps as may be required to provide for contingencies and circumstances not expressly covered by these Bylaws.
31. The Directors shall ensure that all necessary Books and records of the Society required by the Bylaws of the Society or by any applicable law are regularly and properly kept.
32. The Board shall have such other powers and duties as may be set out in these Bylaws.
33. No person shall be entitled to any remuneration by reason of being a Director of the Society provided that the Directors, by resolution, may award special remuneration to any Director in undertaking any special services on the Society's behalf other than the routine work ordinarily required as a Director of the Society. The confirmation of any such resolution by the members shall not be required. The Directors, officers and employees shall also be entitled to be paid their expenses properly incurred by them in connection with the affairs of the Society.

#### **BORROWING POWERS**

34. Without limiting the borrowing powers of the Society set out in the Act, without further authorization of the members of the Society, the Board may:
  - (a) borrow money upon the credit of the Society;
  - (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Society, whether secured or unsecured;
  - (c) charge, mortgage, hypothecate, pledge or otherwise create, issue, exercise and deliver a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Society, including book debts, rights, powers, franchises and undertaking to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or liability of the Society; and
  - (d) give a guarantee on behalf of the Society to secure the obligation of any person provided that in no case shall debentures be issued without the sanction of a special resolution (three-fourths (3/4) of members present in person) of the Society.

Nothing in this section limits or restricts the borrowing of money by the Society on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Society.

#### **MEETINGS OF THE BOARD OF DIRECTORS**

35. Meetings of the Board and of any committee of the Board may be held at any place.
36. Board meetings shall be held as often as the business of the Society necessitates. Meetings shall be called at the direction of the Chair.
37. A special meeting may be called on the instructions of any two (2) Directors upon written request to the Chair stating the business to be brought before the meeting.
38. Three (3) days' prior written notice shall be delivered to each Director for the holding of any meeting of Directors by any effective means, including by electronic mail or phone (including text message). The notice of a meeting of the Directors need not specify the purpose or the business to be transacted at the meeting. No error or omission in

giving notice of any meeting of Directors shall invalidate such meeting or make void any decision made or resolution passed. A meeting of Directors may be held for any purpose on any day and at any time and at any place, without notice, if all the Directors are present in person or if the Directors not present in person waive notice of the meeting. The notice may be waived by any Director by any effective means including by electronic mail or phone (including text message) and any such waiver may be validly given either before or after the meeting to which such waiver relates.

39. Any meeting of the Board may be adjourned by the Chair of the meeting to a fixed time and place. Notice of an adjourned meeting is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the term of the adjournment and a quorum is present. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment.
40. A majority of the number of Directors constitutes a quorum at any meeting of Directors and, notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors. The Directors shall not transact business at a meeting of Directors unless a quorum is present.
41. Questions arising at any meeting of Directors shall be decided by a majority of votes cast by the Directors. In the case of an equality of votes, the Chair of the meeting shall vote to break the tie.
42. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Directors, is as valid as if it had been passed at a meeting of the Directors.

#### OFFICERS OF THE SOCIETY

43. The Executive Officers of the Society shall be:
- (a) President (elected by AAWA voting members)
  - (b) Past-President (*ex officio*)
  - (c) Vice-President (elected by AAWA voting members)
  - (d) Secretary/Treasurer (elected by AAWA voting members)
  - (e) 2 Executive Officers at large as required by the Board (elected by AAWA voting members)
  - (f) Coaches' Representative: (elected by AAWA voting members)
  - (g) Officials' Representative: (on the direction of the AAWOA)
  - (h) Female Athletes' Representative (elected by female Senior (18 year of age or older) Athlete members)
  - (i) Male Athletes' Representative (elected by male Senior (18 year of age or older) Athlete members)

There must be at least one Executive Director from each AAWA Zone.

44. The Directors may at the annual general meeting or at any other time as required, appoint Directors to be officers of the Society. The Directors, subject to the Act, may vary, add to or limit the duties and powers of any officer.
45. **President** shall be an *ex-officio* member of all committees. The President shall:
- (a) when present, preside at all meetings of the Society and of the Board;
  - (b) be responsible for the general and active management of the affairs of the Society;
  - (c) see that all orders and resolutions of the Board are carried into effect;
  - (d) be responsible for the correspondence of the Society; and
  - (e) such other powers and shall perform such other duties as may be assigned by resolution of the *Board or as are incidental to the office.*
46. **Vice President** shall:
- (a) *in the absence or inability of the President, perform the duties and exercise the powers of the Chair; and*
  - (b) perform such other duties imposed upon him by the Board or as incident to the office.

47. *Secretary/Treasurer shall:*
- (a) ensure that accurate minutes of the Board and Society are kept;
  - (b) ensure adequate accounting records are kept; and
  - (c) perform such other duties as may be assigned to the Secretary/Treasurer by resolution of the directors or as are incidental to his or her office.
48. The Immediate Past President shall perform all specific duties requested by the Chair.
49. All other Executive Officers shall perform specific duties as requested by the Board from time to time
50. There shall be an Executive Committee comprised of all Executive Officers of the Society. This committee shall exercise all the powers of the Board between meetings. Actions of a financial nature or change of direction of the organization and/or other pertinent actions shall be submitted to the Board for ratification at its next meeting. Vacancies on the Executive Committee may be filled by appointment by majority vote by the Board.
51. Meetings of the Executive Committee may be held at any time and place to be determined by the members of such committee.
52. A majority of the number of Executive Officers constitutes a quorum at any meeting of the Executive Committee. The Executive Committee shall not transact business unless a quorum is present.
53. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes cast by officers entitled to vote. In the case of an equality of votes, the Chair of the meeting shall vote to break the tie.
54. In case of the absence or inability or refusal to act of any Executive Officer of the Society or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Executive Officer to any other officer or to any Director on terms and conditions as they see fit.
55. A Director, referring also to Executive Officers, of the Society who is a party to a material contract with the Society, or has a material interest in any person who is a party to a material contract or proposed material contract with the Society shall disclose fully the nature and extent of his interest. No such Director of the Society shall vote on any resolution to approve such contract. If a material contract is made between the Society and one or more of its directors, or between the Society and another person of which a Director of the Society is a Director or Executive Officer or in which he has a material interest (i) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a Director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of Directors or committee of the Board that authorized the contract and (ii) a Director or former Director of the Society to whom a profit accrues as a result of the making of the contract is not liable to account to the Society for that profit by reason only of holding office as a Director, if the Director disclosed his interest, the contract was approved by the Directors or the members, and it was reasonable and fair to the Society at the time it was approved.
56. No director or Executive Officer of the Society shall be liable in his or her capacity as a director for any loss associated with any act or omission related to his duties unless such represents a breach of the fiduciary duty of the director or officer owed to the Society. The Society shall indemnify and save harmless directors and Executive Officers who are named in claims or legal actions arising from the performance of their duties on behalf of the Society.

#### **SOCIETY MEETINGS (GENERAL AND SPECIAL)**

57. The annual general meeting of the Society shall be held at the registered office of the Society or at a place elsewhere within Alberta determined by the Board on such day in each year and at such time as the Board may determine. The Society shall present to that meeting an annual report including a financial statement setting out the income, disbursements, assets and liabilities for the last fiscal period of the Society and comply with the requirements of the Societies Act to maintain the registration of the Society in good standing.

58. The Board may establish general meetings of members of the Society at regular intervals at which any business of the society may be transacted or for the purpose of providing information to the members with the Board to meet as often as the Chair deems necessary to carry out the business of the Society.
59. The Secretary/Treasurer shall call a special meeting of the society at the direction of the Chair, or upon written request to him by two (2) Directors of the Board or upon petition to him or her signed by the designates of one third (1/3) of the Member Clubs. The written request shall state the business to be transacted at the meeting and no business shall be transacted at the meeting except that of which notice was given. If the Chair, within twenty-one (21) days after receiving the written request, does not call a meeting, the individual designate of any Member Club who signed the written request may call the meeting.
60. Twenty-one (21) days' prior notice, in any form that provides effective notice, shall be delivered to each Member Club of any annual, general or special meeting of the society. No error or omission in giving notice of any meeting of the Society shall invalidate such meeting or make void any proceedings taken provided that a meeting of members of the Society may be held for any purpose on any day at any time and at any place, without notice, if all the members present in person or if some members not present in person waive the notice of the meeting.
61. The Chair of the meeting, with the consent of the meeting, may adjourn any meeting of members of the Society to a fixed time and place and, if the meeting is adjourned by one or more adjournments or an aggregate of less than thirty (30) days, it is not necessary to give notice of the adjourned meeting other than by announcement at the time of adjournment. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.
62. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after the adjournment.
63. A quorum for the transaction of business at any meeting of members shall consist of six (6) voting members. If a quorum for a meeting of members of the Society is not present within thirty (30) minutes of the time fixed for the meeting, it shall stand adjourned to the same day in the next week at the same time and place and, if after such adjournment a quorum is not present, those members then present who are entitled to vote shall constitute a quorum.
64. Only Directors and Member Clubs shall have a vote on any question or resolution put to the membership for a vote and a majority of the voting Directors and Member Clubs present shall decide all questions except as otherwise stated in these Bylaws or by the Act.
65. The order of business at the annual meeting of the Society may be as follows:
- (a) The meeting called to order by the Chair or Acting Chair;
  - (b) Consideration of proof of notice of meeting or waiver of notice;
  - (c) The reading and disposal of the minutes of the preceding meeting;
  - (d) Unfinished business;
  - (e) Presentation of financial statement;
  - (f) Reports of officers and Board of Directors;
  - (g) Reports of the committees;
  - (h) Unfinished business;
  - (i) Nomination and election of Directors;
  - (j) New business, including any resolutions;
  - (k) Appointment of Auditors; and
  - (l) Adjournment.

#### **ARBITRATION**

66. Given the expenditure of resources required to engage the litigation process under the Alberta Rules of Court, the Society and its members shall not resort to bringing claims or applications to the Court for any dispute arising out of the affairs of the society.

67. The Society may from time to time enact policies setting out processes to resolve disputes between members and between the society and one or more member. Members shall respect the validity and enforceability of decisions or outcomes resulting from those dispute resolving processes set out in the policies of the Society. If a member believes that process did not afford them due process or meet the requirements of natural justice, they shall not bring an application for judicial review of the decision; rather they shall engage in arbitration.
68. Furthermore, any dispute arising out of the affairs of the society and between any members of the society or between
- (a) a member or a person who is aggrieved and who has for not more than 6 months ceased to be a member, or
  - (b) a person claiming through the member or aggrieved person or claiming under the bylaws of the society,
- and the society or a director or officer of the society, shall be decided by arbitration, which shall be under the Arbitration Act unless the bylaws prescribe some other method.
69. A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench, and there is no appeal from it.

#### **GENERAL**

70. The members shall appoint an auditor at the Annual General Meeting to audit the accounts of the Society.
71. Any seal of Alberta Amateur Wrestling Association shall be in the custody of, and affixed only by authority of, the Board.
72. Bylaws may be made, altered or rescinded in accordance with the requirements set out in *the Act*.
73. The Books and records of the Society may be inspected with the approval of the Board at a place and at a time specified by the Board.
74. Contracts, documents or any instruments in writing requiring the signature of the Society, shall be signed by any two (2) officers and all contracts, documents and instruments so signed shall be signed upon the Society without any further authorization or formality.
75. The Board shall have the power, by resolution, to appoint individuals on behalf of the Society to sign specific contracts, documents or instruments.
76. The fiscal year end of the Society shall be June 30.
77. The Society may affiliate with other societies or organizations as the Board deems proper.
78. The most recent edition of Robert's Rules of Order shall have final jurisdiction in the governing procedures at the meetings of the Society so long as they are not inconsistent with the provisions of the Act or these Bylaws.