

Nova Scotia Amateur Wrestling Association Constitution and Bylaws

Approved January 20, 2020

Name

The name of the organization is Nova Scotia Amateur Wrestling Association (NSAWA), hereinafter referred to as Wrestling Nova Scotia.

Head Office

The Association is incorporated with its head office at Sport Nova Scotia 5516 Spring Garden Rd., 4th Floor, Halifax, NS B3J 1G6.

Operation

The operation of the Association may be carried on throughout Canada and elsewhere.

Purpose

To encourage and develop the widest participation and the highest proficiency in amateur wrestling in the province of Nova Scotia (NS).

Affiliation

NSAWA shall be an affiliated member of Wrestling Canada Lutte (WCL) and Sport Nova Scotia (SNS). It shall be the sole representative of amateur wrestling to these bodies for the Province of Nova Scotia.

Non-Profit Organization

The Association is not-for-profit and without share capital, and as well, the Association shall be carried on without pecuniary gain to its members and that any profits of the Association shall be used in promoting its objects.

Amendments to the Constitution and bylaws

Amendments, additions or alterations to the constitution and bylaws must occur at the Annual General Meeting or a special general meeting called for that purpose. Voting Members must receive notice of the proposed change at least 10 days prior to the meeting and at least two-thirds of the members who vote at the meeting must approve the change.

Article 1 - Membership

1.1.1 Membership in NSAWA shall include three classes of members:

- (a) Groups
- (b) Individuals

(c) Honourary

Qualifications for Membership

1.2.1 **Groups** are any provincial association or group organized to promote wrestling in Nova Scotia.

1.2.2 **Individuals** are the coaches, athletes, managers, officials, and others who participate in wrestling in Nova Scotia.

1.2.3 **Honourary** membership shall be granted to individuals, organizations or businesses for their long-standing contributions to NSAWA as nominated and unanimously approved by the Board of Directors.

Admission for Membership

1.3.1 Applications for Group membership shall be submitted in writing to the Board of Directors for its approval according to the requirements of the Membership policy.

1.3.2 Individuals become members when they fill in and submit the NSAWA participation registration form and payment of the membership fee according to the requirements of the membership policy.

Membership Fees

1.4.1 The membership fee for Groups and Individuals of NSAWA shall be prescribed by the Board of Directors subject to approval by the membership at the Annual General Meeting.

1.4.2 Honorary Members shall be exempted from all fees and assessments.

1.4.3 The membership fee shall be paid on or before February 1st in each and every year and in the case of a new member, the fee shall be paid at the time of application for membership.

Withdrawal of Members

1.5.1 Any member may terminate their membership by giving written notice to the Secretary of the Association.

1.5.2 Withdrawal of membership will be effective upon receipt of the written notice.

1.5.3 No refund of annual fees will be made to a member upon the cessation of membership.

1.5.4 Although a member ceases to be a member, the member is liable for any debts owing to the Association at the date of ceasing to be a member.

How Members are Removed or Suspended

1.6.1 Notwithstanding those bylaws relating to meetings and voting procedures as hereinafter provided, the Association may terminate the membership of any member for sufficient reason with a special resolution approved by a two-thirds majority of the membership present at a special general meeting called for that purpose.

1.6.2 The Board, at a Special Board Meeting, called for that purpose, may suspend a Member's membership for an initial period of not more than three (3) months, for one or more of the following reasons:

- (a) if the Member has failed to abide by the Bylaws, Codes or Policies of the Association;
- (b) if the Member has been disloyal to the Association;
- (c) if the Member has disrupted meetings or functions of the Association;

- (d) if the Member has done or failed to do anything judged to be harmful to the Association; or
- (e) if the Member is not in good standing with their Affiliate Association.

1.6.3 The Board has the power to assign further suspensions.

Member in Good Standing

1.7.1 Any member in good standing (or their parent or legal guardian, if under the age of majority) is entitled to:

- (a) receive notice of general meetings of the Association;
- (b) attend any general meeting of the Association;
- (c) speak at any general meeting of the Association;
- (d) exercise other rights and privileges given to Members in these bylaws.

1.7.2. A member is in good standing when:

- (a) the member has paid membership fees or other required fees to the Association; and
- (b) the member is not suspended as a member as provided under Bylaw 1.6.2.

Article 2: General Meetings

2.1.1 The President shall preside as Chairperson at general meetings of the Association. In the absence of the President, the Vice-President shall preside as Chairperson. In the absence of both, the directors shall appoint a Chairperson from the Board.

Annual General Meetings

2.2.1 The Association shall hold its Annual General Meeting on or before the 30th day of June in each year and may hold a Semi-Annual Meeting on or before the 31st day of December in each year and at such time and place as may be determined by the Board of Directors.

Special General Meetings

2.3.1. Special General Meetings of the Association may be called at any time:

- (a) by the President or in his absence by the Vice-President, or
- (b) by the Secretary upon written request of five Full members of the Association. The request must state the reason for the special general meeting and the motion intended to be submitted.

2.3.2 Notice of every Special General Meeting shall be communicated at least ten (10) days prior to the date of the meeting and shall outline briefly the place, date, time and purpose or purposes for which the meeting is being called.

2.3.3 Only the matter set out in the notice for the special general meeting is considered at the special general meeting.

2.3.4. Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

Quorum

2.4.1 At all general meetings of the Association, one half of the voting members shall be considered a quorum.

2.4.2 At every Annual General Meeting, Semi-Annual Meeting or Special General Meeting, each member group shall be represented by no more than two individuals, one of whom shall be designated as the voting Member Group representative.

2.4.3 The Board of Directors shall have the power to invite such persons as they may deem advisable to attend meetings as observers and consultants.

Article 3: Voting at General Meetings

3.1.1 Voting at the Annual General Meeting, Semi-Annual Meeting, or Special General meeting shall be governed by the relevant policies or, in absence of policy, by Robert's Rules.

Article 4: Governance

Board Composition

4.1.1 The Board of Directors shall consist of the Officers, and between five and eight Directors who shall be elected according to the policies governing election.

4.1.2 The officers of the Association shall be the President, the Vice-President, the Secretary and the Treasurer and a Past President.

4.1.3 The Directors of the Association shall be outlined in the policies governing job duties.

Board Powers

4.2.1 The Board of Directors shall have full power to conduct all business on behalf of the Association.

4.2.2 The Board may make policies, procedures, and rules for managing the affairs of the Association.

4.2.3 The Board may make policies, procedures, and rules relating to the discipline of members, and shall have the authority to discipline members accordingly.

4.2.4 The Board may make policies, procedures and rules relating to the management of disputes within the Association and shall have the authority to deal with all disputes accordingly.

4.2.5 The Board may establish committees, appoint members of committees and delegate any of its powers, duties and functions to any committee;

4.2.6 The Board may appoint or employ such persons as it deems necessary to carry out work of the Association; and

4.2.7 The Board shall have the authority to interpret any word, term or phrase in this bylaw which is ambiguous, contradictory or unclear.

How Board is Elected

4.3.1 At the Annual General Meeting, the officers shall be elected or appointed according to policy and the directors shall be elected or appointed according to policy.

4.3.2 The officers of the Association shall serve until the end of the meeting at which their successors are elected.

How a Director or Officer Resigns or is Removed

4.4.1 Any member of the Board of Directors shall cease to be a member of the Board thereof:

(a) if he or she resigns in writing addressed to the Secretary or the Sport Nova Scotia Administrative Coordinator; or

(b) if the Board of Directors, by a two-thirds vote of its members at a meeting duly convened for the purpose, shall resolve that such a member be removed.

4.4.2 If any member of the Board of Directors ceases to be a member of the Board, the Director shall be replaced according to the procedures outlined in the policies.

How to Fill a Vacancy

4.5.1 If any officer of the Association ceases to be a member of the Board, the Board shall appoint an interim officer to fill the position until such time as his/her appointment is ratified by a meeting of the membership.

Meetings of the Board

4.6.1 A quorum for meetings of the Board of Directors shall be two-thirds of the executive and the filled Director positions.

4.6.2 The Board of Directors shall meet at the call of the President or at the written request of any three members of the Board.

4.6.3 The Board of Directors shall meet not less than three times each year and at such other times and places as deemed necessary. Notice of meetings shall be communicated indicating the purpose of the meeting as per policy.

Voting

4.7.1 Each member of the Board of Directors shall be entitled to one vote with the exception of the Chair who shall only vote in the event of a tie.

Written Resolution of Board

4.7.2 The Board of Directors may agree to a resolution in any transmissible form. This resolution is as valid as one passed at a meeting of the Board of Directors. It is not necessary to give notice or to call a board meeting. The date on the resolution is the date it is passed.

Committees of the Board

4.8.1 The Board of Directors may appoint any Committees necessary in the interests of the Association.

4.8.2 The Board of Directors shall determine the duties of each committee, decide questions of jurisdiction, and direct the action of any committee on any matter.

Duties of Officers

4.9.1 The President shall preside at meetings of the Association and of the Board of Directors and shall provide leadership in executing the basic and specific objectives of the Association as outlined in this constitution and these bylaws. The President shall also be required to prepare an Annual Report which shall be submitted at the Annual General Meeting of the Association. The President shall fulfill the requirements as outlined in the President's Position description.

4.9.2 The Vice-President shall preside at meetings in the absence of the President. The Vice-President shall fulfill the requirements as outlined in the Vice-President's Position description.

4.9.3 The Secretary shall ensure notice of all meetings of the Association is given to members entitled thereto. The Secretary shall attend all meetings of the Board of Directors and all Annual General, Semi-Annual, and Special General Meetings of the Association, and shall ensure that adequate and accurate minutes are taken of the Annual General Meeting, and of all meetings of the Board of Directors and Executive Committee and shall ensure that all such Minutes are kept for the Association. The Secretary shall fulfill the requirements as outlined in the Secretary's position description.

4.9.4 The Treasurer shall be responsible to ensure that generally accepted accounting principles are used to perform the duties outline in the Treasurer's Position Description. The Treasurer shall be responsible for overseeing the preparation and custody of the Association's books and ensuring that the books and records are available for inspection according to the policy governing finances, or in absence of such, by Robert's Rules.

Duties of Directors

4.10.1 The duties of each Director shall be outlined in the policies governing job duties. Each Director shall fulfill the requirements as outlined in that Directors Position Description in the applicable policy.

Indemnification of Directors

4.11.1 The members of the Board shall not be personally liable for any mistake of judgment, negligence or any acts of omissions made in good faith, except for their own willful malfeasance, misfeasance, misconduct or bad faith.

4.11.2 The Association shall indemnify and hold harmless each of the members of the Board from all expenses or liability arising out of their position as a member of the Board.

4.11.3 The Association shall obtain the type of insurance commonly known as "Directors and Officers Liability Coverage" in order to fund this indemnity obligation and also to encourage service on the Board.

Article 5: Financial Reporting & Review

Fiscal Year

5.1.1 The fiscal year of the Association is April 1 to March 31 of each year.

Audit

5.2.1 The fiscal year shall end on the 31st day of March of each and every year unless otherwise determined by the Board of Directors.

5.2.2 A copy of the financial statement shall be provided to each member of the Association at the AGM.

5.2.3 All dues and assessment of members of the Association other than membership fees shall be due on or before the 31st day of March in each year in an amount as determined by the Board of Directors.

5.2.4 The financial records of the Association shall be either audited or exposed to a **Third Party Review**, annually.

Signing Authority and Execution of Contracts

5.3.1 All cheques must be signed by any two of the following officers: President, Vice-President, Secretary, Treasurer or any other position designated by the Board. No Officer shall sign a cheque payable to him/herself.

5.3.2 The Board of Directors on behalf of the Association shall have the authority to enter into any arrangements with any Governmental authority, municipality, local or otherwise that may seem conducive to the Association's Memorandum of Understanding, or any of them, and to obtain from any such Governmental authority, any rights, privileges, concessions which the Association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements.

Borrowing Powers

5.4.1 The Board of Directors on behalf of the Association shall have the authority to:

(a) To apply for, secure acquire by grant, legislative enactment, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege, which any Government or authority of any company or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying same into effect.

(b) To borrow money on credit of the Association and to limit and increase the amount borrowed, to issue bonds, debentures or other securities of the Association and pledge or sell the same for such sums at such prices as may be deemed expedient; to mortgage or pledge the common properties and facilities, including both the realty and the personalty, or both, to secure any bonds or debentures, any other securities, and any money borrowed for the purposes of the Association.

Article 6: Amendments

6.1.1 These bylaws may be amended by resolution at any meeting of the membership provided that a copy of any proposed amendment has been mailed or electronically distributed to each voting member at least ten (10) days prior to the date of the meeting at which the proposed amendment will be introduced.