

Nova Scotia Amateur Wrestling Association

By-Laws

Approved: October 14th, 2023

To be reviewed: October, 2025

A Bylaw relating generally to the conduct of the affairs of the Nova Scotia Amateur Wrestling Association

Name

1.1 These bylaws relate to the general conduct of affairs of the Nova Scotia Amateur Wrestling Association, a Society incorporated under the Nova Scotia *Societies Act*, hereinafter referred to as Wrestling Nova Scotia (WNS).

Definitions

- 1.1.1 *Act* – means the Nova Scotia *Societies Act*, as amended from time to time and any legislation that may be substituted therefore.
- 1.1.2 *Annual General Meeting* – means the annual general meeting of the Society contemplated under Section 19 of the Act.
- 1.1.3 *Auditor* – means an individual appointed by the Board to audit the books, accounts, and records of the Society.
- 1.1.4 *Board* – means the Board of Directors of the Society.
- 1.1.5 *Committee* – means a committee established by the Board pursuant to Section 5.14.
- 1.1.6 *Days* – means all days including weekends and holidays.
- 1.1.7 *Delegate* – means an individual duly authorized by written instrument to attend and vote at a meeting on behalf of a Member that is a corporation as provided by Section 3.12.
- 1.1.8 *Executive* – means all of the Officers of the Society.
- 1.1.9 *Member* – means a member of the Society.
- 1.1.10 *Nominating Committee* – means the Committee to be established by the Board pursuant to Section 4.5.
- 1.1.11 *Officer* – means an individual appointed to serve as an Officer of the Society pursuant to these bylaws.
- 1.1.12 *Ordinary Resolution* – means a resolution passed by not less than a majority of the votes cast at a meeting of the Board, a meeting of a Committee, a meeting of the Executive or a meeting of the Members.
- 1.1.13 *Registrar* – means the Registrar of Joint Stock Companies appointed under the *Companies Act* and includes the Deputy Registrar and a person authorized under that Act to perform duties of the Registrar in his or her absence.
- 1.1.14 *Society* – Nova Scotia Wrestling Association (NSAWA), also known as Wrestling Nova Scotia (WNS).
- 1.1.15 *Special Meeting* – means a meeting of Members described in Section 3.2.
- 1.1.16 *Special Resolution* – a resolution passed by not less than three-fourths (3/4) of such Members entitled to vote as are present in person at an Annual General Meeting or Special Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Head Office

1.2 The head office of the Society will be located at all times within the Province of Nova Scotia.

Purpose

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

Affiliation

1.4 WNS 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

- 1.5 The Society shall be incorporated and operated as a volunteer, non-profit Society under the Act.
- 1.6 The Society may have a corporate seal which may be adopted and may be changed by resolution of the Directors.
- 1.7 Unless otherwise specified in the Act or these bylaws, meetings of members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 1.8 In these bylaws, words importing the singular will include the plural and *vice versa*, words importing the masculine will include the feminine and *vice versa*, and words importing persons will include bodies corporate.
- 1.9 The official language of the Society shall be English.
- 1.10 The headings used in the bylaws are inserted for convenience of reference only.

Membership

2.1 Classes

- 2.1.1 Membership in WNS shall include three classes of members:
 - (a) Groups
 - (b) Individuals
 - (c) Honourary

2.2 Qualifications for Membership

- 2.2.1 **Groups** are any provincial association or group organized to promote wrestling in Nova Scotia.
- 2.2.2 **Individuals** are the coaches, athletes, managers, officials, and others who participate in wrestling in Nova Scotia.
- 2.2.3 **Honourary** membership shall be granted to individuals, organizations or businesses for their long-standing contributions to WNS as nominated and unanimously approved by the Board of Directors.

2.3 Admission for Membership

- 2.3.1 Applications for Group membership shall be submitted in writing to the Board of Directors or to any Committee or individual delegated this authority by the Board for its approval according to the requirements of the Membership policy.
- 2.3.2 Individuals become members when they fill in and submit the WNS participation registration form and payment of the membership fee according to the requirements of the membership policy.

2.4 Membership Fees

- 2.4.1 The membership fee for Groups and Individuals of WNS shall be prescribed by the Board of Directors subject to approval by the membership at the Annual General Meeting or a Special Meeting for this purpose.
- 2.4.2 Honorary Members shall be exempted from all fees and assessments.
- 2.4.3 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.

2.5 Year

2.5.1 Unless otherwise determined by the Board, the membership year of the Society shall commence annually on the first (1st) of January and shall run until thirty-first (31st) of December.

2.6 Withdrawal of Members

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

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

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

2.6.4 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.

2.7 How Members are Removed or Suspended

2.7.1 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 three-quarters (3/4) majority of the membership present at a special general meeting called for that purpose.

2.7.2 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.

2.7.3 The Board has the power to assign further suspensions.

2.8 Discipline

2.8.1 In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Society in accordance with the Society's policies and procedures relating to discipline of Members by way of Ordinary Resolution of the Board.

2.9 Member in Good Standing

2.9.1 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.

2.9.2 A Member of the Society will be in good standing provide that the Member:

- (a) has not ceased to be a Member;
- (b) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- (c) has completed and remitted all documents and certifications as required by the Society;
- (d) has complied with the bylaws, policies, rules, and regulations of the Society;
- (e) is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- (f) has paid all required membership dues;
- (g) has current Nova Scotia Medical Services Insurance; and
- (h) is not a current member of another Amateur wrestling Provincial or Territorial Sport Organization.

General Meetings

3.1 Types of Meetings

3.1.1 Meetings of members will include Annual General Meetings and Special Meetings.

3.1.2 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.

3.2 Annual General Meetings

3.2.1 The Association shall hold its Annual General Meeting within 90 days of the fiscal year end 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.

3.2.2 A meeting of the Association may be held by telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting virtually. Members who participate virtually are considered to have attended the meeting. Virtual participants must leave their cameras on for the duration of the meeting.

3.3 Special General Meetings

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

- (a) by the President or in their absence by the Vice-President, or
- (b) by the Secretary upon written request of 20% or more of the Members who have voting rights. The request must state the reason for the special general meeting and the motion intended to be submitted.

3.3.2 Written 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 meetings being called.

3.3.3. In these bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the Society, Director, or Member, as the case may be.

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

3.3.5 Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

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

3.4 Quorum

3.4.1 At all general meetings of the Association, two-thirds (2/3) of the voting members shall be considered a quorum.

3.4.2 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.

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

3.4.4 Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.

3.4.5 The agenda for the Annual General Meeting may include:

- (a) Call to order;
- (b) Establishment of quorum;
- (c) Appointment of Scrutineers;
- (d) Approval of the Agenda;
- (e) Declaration of any Conflicts of Interest;
- (f) Adoption of Minutes of the previous Annual Meeting;

- (g) President's report;
- (h) Financial report;
- (i) Board, Staff, and Committee reports;
- (j) Election of New Directors;
- (k) Business as specified in the meeting notice; and
- (l) Adjournment.

3.4.6 Any member who wishes to have new business or a matter placed on the agenda at an Annual General Meeting will give written notice to the Society at least ten (10) days prior to the meeting date.

3.5 Voting at General Meetings

3.5.1 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.

3.5.2 Members are allowed to attend and participate at any meeting of members but only the following members are entitled to vote:

- (a) One vote for each group in attendance;
- (b) One vote for each Director; and
- (c) One vote for each Officer, excluding the Chair of the Meeting who shall hold the tie-breaking vote.

3.5.3 The name of a Delegate(s) will be communicated to the Society in writing prior to the meeting of members. Delegates must be eighteen (18) years of age and older and a member in good standing. No Delegate may hold voting privileges for more than one member.

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

3.5.5 Voting by proxy is not allowed at meetings of members.

3.5.6 Votes will be determined by a show of hands, in writing, or orally unless a secret or recorded ballot is requested by a majority of those Members voting.

Governance

4. Board Composition

4.1 A Board of not less than nine (9) and not more than twelve (12) Directors shall be responsible for the management of the Society.

4.2 The Board of Directors of the Society will consist of the following:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) A minimum of 5 and maximum of 8 Directors

5. Board Powers

5.1 Except as otherwise provided in the Act or these bylaws, the Board has the powers of the Society. Without limiting the generality of the foregoing, the Board:

- (a) shall have full power to conduct all business on behalf of the Association.
- (b) may make policies, procedures, and rules relating to the discipline of members, and shall have the authority to discipline members accordingly.
- (c) 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.

- (d) may establish committees, appoint members of committees and delegate any of its powers, duties and functions to any committee;
- (e) implement policies, procedures, and rules for managing the affairs of the Society;
- (f) implement policies, procedures, and rules relating to the registration of Members and shall have the authority to register Members accordingly;
- (g) implement policies, procedures, and rules relating to the direction and control of monies, funds, investments, and securities of the Society and shall have the authority to manage these accordingly;
- (h) appoint or employ such persons as it deems necessary to carry out the work of the Society, including an Executive Director, and determine their duties, responsibilities, and remuneration.

5.2 The Board may make and approve policies, procedures, and manage the affairs of the Society in accordance with the Act and these bylaws.

5.3. The Board may borrow up to \$25,000. The Society may only borrow money as approved by a special resolution of the members.

6. Elections

6.1 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.

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

7. Removal of a Member of the Board

7.1 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 members, by special resolution, remove any Director/Officer and appoint another person to complete the term of office.

7.2 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.

8. Vacancies on the Board

8.1 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.

9. Meetings of the Board

9.1 Quorum at any meeting of the Board of Directors will consist of at least fifty percent (50%) of voting Directors holding Office.

9.2 The meetings of the Board will be held at any time and place as determined by the President or a majority of the Board. The Board of Directors shall meet at the call of the President or at the written request of any three members of the Board.

9.3 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.

9.4 Meetings of the Board will be closed to Members and the public except by invitation of the Board. The Sport Nova Scotia Administrative Coordinator and/or the Past President may attend and speak at Board meetings but are not entitled to vote.

9.5 A meeting of the Board may be held by telephone conference call or by means of another telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

9.6 Electronic written notice of Board meetings will be given to all Directors at least twenty-four (24) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No

notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

10. Voting

10.1 Every voting member (as outlined in the Membership Policy) may vote at any members' meeting of the Society after they have attended at least one previous members' meeting. Voting will be by a show of hands, orally, or by email unless a majority request a secret ballot. Resolutions will be passed by Ordinary Resolution. The Chair will vote in the event of a tie.

10.2 Directors may not vote via proxy at meetings of Directors.

11. Written Resolution of Board

11.1 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.

12. Committees of the Board

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

12.2 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 and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act or these bylaws.

12.3 The President, or designate as appointed by the President, will be *ex-officio* (non-voting) member of all Committees of the Society.

13. Officers

13.1 The Officers will be comprised of the following:

- (a) President;
- (b) Vice President;
- (c) Secretary; and
- (d) Treasurer.

13.2 The duties of the Officers shall be:

- (a) 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 in the policy outlining the President's Position description.
- (b) The Vice-President shall preside at meetings in the absence of the President. The Vice-President shall fulfill the requirements in the policy outlining the Vice-President's Position description.
- (c) The Treasurer shall be responsible to ensure that generally accepted accounting principles are used to perform the duties outlined in the policy containing 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.
- (d) 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 in the policy outlining the Secretary's position description.
 - a. The Secretary has custody of the Seal, if any, which may be affixed to any document upon resolution of the Board of Directors, and file with the Registrar within 14 (fourteen) days of their

election or appointment, a list of Directors with their addresses, occupations, and date of appointment or election.

13.3 The members may, by special resolution, remove any Officer and appoint another person to complete the term of office.

14. Executive Committee

14.1 The Executive Committee will be comprised of the Officers.

14.2 The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board and will perform such other duties as are prescribed by these bylaws or may be prescribed from time to time by the Board.

14.3 Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Executive Committee members.

14.4 Electronic notice of Executive Committee meetings will be given to all Executive Committee members at least two (2) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Executive Committee is required if all Officers waive notice, or if those absent consent to the meeting being held in their absence.

14.5 A quorum of the Executive Committee will consist of three (3) of the Executive Committee's voting members.

14.6 Each Executive Committee member, except the President, is entitled to one vote. Voting will be by a show of hands, electronically or orally on a conference call unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed by Ordinary Resolution. The President is entitled to the tie-breaking vote.

14.7 Executive Committee members are not entitled to vote via proxy.

14.8 Meetings of the Executive Committee will be closed to Members and the public unless the Board determines otherwise.

15. Indemnification of Directors

15.1 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.

15.2 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.

15.3 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.

16. Financial

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

16.2 The banking business of the Society will be conducted at such financial institution as the Board may designate.

16.3 The necessary books and records of the Society required by these bylaws or by applicable law will necessarily and properly kept in the office of the Society at 5516 Spring Garden Road, Halifax, Nova Scotia, B3J 1G6 and may be inspected by the Members during regular business hours within one week's notice. All other books and records of the society may be inspected by any member at any reasonable time within two days prior to the AGM at the registered office of the society.

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

16.5 All dues and assessment of members of the Association other than membership fees shall be due on or before the 1st day of February in each year in an amount as determined by the Board of Directors.

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

16.7 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.

16.8 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.

16.9 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.

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

16.11 No Member or employee of the Society will disburse any funds in their keeping belonging to the Society unless authorized policies and procedures are adhered to.

16.12 No person, entity, or organization may use the name or any intellectual property of the Society without the prior written authorization of the Board.

16.13 All Directors, Officers, and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

17. Amendments

17.1 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.

18. Conflict of Interest

18.1 A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.