

Manitoba Amateur Wrestling Association Constitution

NAME

The name of the organization shall be “Manitoba Amateur Wrestling Association” (hereafter referred to as MAWA). MAWA was incorporated January 31st, 2007.

MAWA is a non-profit organization incorporated under the Corporations Act of Manitoba.

TERRITORY

The Manitoba Amateur Wrestling Association will serve as governing body for the sport of amateur wrestling in the territories known as the Province of Manitoba.

PURPOSE

MAWA is an organization that promotes teamwork, leadership and healthy lifestyles through wrestling in Manitoba for all ages. MAWA contributes to all communities through clinics, tournaments and the support of wrestlers in Manitoba.

The prospectus of wrestling in Manitoba will be to have an array of programs throughout the province, as well as national competitors in both male and female classes of all weights and ages.

AFFILIATION

The MAWA shall be an affiliated member of the Canadian Amateur Wrestling Association (C.A.W.A.) and shall be the sole representative of Manitoba wrestling to this body and all other bodies affiliated and recognized by the C.A.W.A.

DISSOLUTION

Subject to the Corporations Act of Manitoba on dissolution of the Association, its property and assets shall, after the payment of all liabilities be transferred to one or more charitable corporations as may be decided by the Association.

BY-LAWS

1.0 DEFINITIONS

1.1 **Club/clubs**

Shall refer to any wrestling program, 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.

1.2 **Member in good standing**

A member of the Association shall be in good standing provided that:

- He/she owes no outstanding membership fees or other debt to the Association;
- He/she has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon him/her;
- He/she has complied with Constitution, Bylaws, policies, rules and regulations of the Association;
- He/she is not subject to a disciplinary investigation or action of the Association, or if subject to disciplinary action previously, he/she has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Association.

1.3 Auditor

An individual appointed by the Members at the Annual General Meeting to audit the books, accounts and records of the Association for a report to the Members at the next Annual General Meeting. The Auditor shall not be an Employee or a Director of the Association.

1.4 Board

The Board of Directors of the MAWA.

1.5 Constitution

The Constitution of the Association, as filed in accordance with the Manitoba Corporations Act and comprising a statement of the Association's purposes.

1.6 Director

An individual elected to serve on the Board pursuant to these Bylaws.

1.7 Member

Shall include all categories of membership pursuant to these Bylaws.

1.8 Officer

An individual elected to serve as an Officer of the Association pursuant to these Bylaws.

1.9 Ordinary Resolution

A resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given.

1.10 Special Resolution

A resolution passed by not less than three-quarters ($\frac{3}{4}$) of the votes cast at a General Meeting of Members for which proper notice has been given.

2.0 INTERPRETATIONS

2.1 Words stating the singular shall include the plural and vice-versa, and words stating the male gender shall include the female gender as well as corporate bodies.

3.0 MEMBERSHIP

3.1 Any person will become a member of the MAWA by completing an application for membership in the Association, and forwarding same to the Provincial office with the appropriate membership fee.

3.2 Any member who accepts membership in the Association shall be deemed to have undertaken to abide by the provisions by-laws, rules and regulations of the Association.

3.3 MAWA has four categories of membership:

3.3.1 Athletes

3.3.1.1 All athletes should be members of a registered club. However, at the discretion of the board an athlete may be admitted as an independent member without club affiliation. This would be reserved for wrestlers that do not live in a community where there is a registered club within reasonable driving distance or for adult athletes with extensive previous wrestling experience whose work/study schedule does not allow them to attend a club. In all cases the Board must be satisfied that the wrestler has enough experience to not pose a safety risk to themselves or other competitors.

3.3.2 Coaches

3.3.2.1 A person will be allowed to register with MAWA as a coach if he/she is actively working towards the current CAWA coaching requirements and is affiliated with a member club.

3.3.3 Officials

3.3.3.1 Membership in MAWA is based upon the following criteria:

1. A sincere interest in furthering the goals and objectives in wrestling by the participation in the sport as an on-mat official or pairing master;
2. A knowledge of the international rules of wrestling by either attending a provincial clinic or by working with a senior official during a tournament;
3. A sincere desire to promote the sport of wrestling by creating an impartial environment where athletes can compete to the best of their ability;
4. A desire to teach the rules of wrestling to the young and aspiring athletes;
5. Membership in MAWA.

3.3.4 Volunteers

3.3.4.1 Volunteers are anyone actively involved with the sport of wrestling that does not fall under one of the other categories or anyone wishing to support the purpose of MAWA as stated in the constitution. Volunteers may or may not be affiliated with a club.

3.4 Registered clubs

3.4.1 All clubs must be registered with MAWA and must have completed the appropriate registration form and submitted the appropriate fees. The club's primary focus must be athletic training and competition scheduling of a group of amateur wrestlers. To qualify as a club, they must have a minimum of 1 registered coach and they must adhere to all MAWA policies. Clubs have voting privileges as defined in 4.8.

3.5 Suspension and termination of Membership

3.5.1 The Board shall have the power by a vote of two-thirds (2/3) of those present to expel or suspend any member of the MAWA whose conduct shall have been determined to violate the MAWA Code of Conduct or who wilfully commits a breach of the Constitution or By-Laws of the MAWA.

3.5.2 Any member can be terminated or non payment of any fees owing to the Association.

3.5.3 A formal application of reinstatement can be made to the board of directors after completion of all conditions as outlined in the letter of termination, as well as payment of any outstanding fees.

4.0 GENERAL MEETING PROCEDURES

4.1 Types of Meetings:

General Meetings of Members shall include Annual General Meetings and Special General Meetings.

4.2 Notice:

Written notice of General Meetings shall be given to all Members at least 21 days prior to the date of the meeting.

4.3 Annual General Meeting:

The Association shall hold an Annual General Meeting on such a date and at such time and place as may be determined by the Board, provided the Annual General Meeting shall be held not more than 15 months after the preceding Annual General Meeting.

4.4 Special General Meeting:

A Special General Meeting of the Members may be called at any time at the discretion of the Board or upon the written request of 25 percent or more of the voting Members of the Association.

4.5 Quorum:

Quorum at a General Meeting shall be 30 percent of voting Members.

4.6 Business at Meetings:

Election of Officers, approval of financial statements, and appointment of the Auditor may only be conducted at the Annual General Meeting. Any other business including Ordinary Resolutions and Special Resolutions may be conducted at the Annual General Meeting or Special General Meetings.

4.7 Proxy:

Voting by proxy shall not be permitted.

4.8 Voting:

Unless specified otherwise, questions shall be decided by Ordinary Resolution, where the Chair carries a vote and where a tie vote shall fail. Voting shall be by show of hands unless a majority of the Members approve a secret ballot.

4.8.1 At a General Meeting, a voting member is defined as:

- A member in good standing representing a registered club;
- A member representative of the officials;
- The Chair of the Meeting.

5.0 DIRECTORS AND OFFICERS

5.1 Composition of the Board:

5.1.1 The Executive of the Board of Directors shall consist of the following Officers: a President, a Past President, if applicable, a Secretary and a Treasurer.

5.1.2 The Board of Directors shall also consist of at least three (3) regional representatives, the regions being:

- 1) Northern region: the region north of, and including, Grand Rapids;
- 2) Rural region: the region south of Grand Rapids, excluding Winnipeg;
- 3) Winnipeg region.

5.1.3 The selection of the regional representatives must be appointed or elected by the wrestling community of the region.

5.2 Procedures for the election of Board Members

5.2.1 Election of Officers:

With the exception of the Past President who shall become an officer automatically, Officers shall be elected by the Members at the Annual General Meeting, with the nominee for each position receiving the largest number of votes being elected. In the event of a tie vote, there shall be a second ballot to resolve the tie and if after a second ballot a tie remains, such a tie shall be resolved by drawing lots.

Nominations must be accompanied by the signature of two (2) Members of the MAWA and must be received by the Secretary of the Board of Directors 24 hours in advance.

5.2.2 Length of Term:

Each Officer shall be elected for a two-year term.

5.3 Duties of the Officers:

5.3.1 The President shall:

- Preside, when possible, at all General Meetings of the MAWA, and at all meetings of the Board.
- Exercise a general supervision and control over the officers and business of the MAWA.
- Be an ex officio member of all committees of the MAWA, of which he is not an official member.
- Be a signing officer of the MAWA.
- Draw up the agenda for all meetings of MAWA.
- Be the official representative of the MAWA to the CAWA, Sport Manitoba, and the Manitoba Lotteries Commission.
- Prepare an annual President's report.
- Upon completion of their term of office, they shall assume the office of Past President, unless elected to another position.

5.3.2 The Past President shall:

- Assist the President in his duties and shall provide advice and counsel to the Board.
- Hold office until such time as a new Past President assumes office.

5.3.3 The Secretary shall:

- Record, or arrange to have recorded, the minutes of all General Meetings of the MAWA and all the Board Meetings, and distribute such minutes.
- Issue notice of the time and place of all meetings to the Board and of the General Meetings.
- Keep an accurate file of all minutes, correspondence and reports pertaining to the business of the MAWA.
- Prepare an annual Secretary's report.
- Maintain an up-to-date list of members.

5.3.4 The Treasurer shall:

- Deposit all monies with a chartered financial institution designated by the Board. These accounts are to be in the name of the Manitoba Amateur Wrestling Association.
- Be a signing officer of the MAWA.
- Keep an account of and be responsible for all monies received and disbursed and file all bills, receipts, and vouchers.
- Disburse funds in payment of bills as authorized by the Board. All disbursements from bank accounts shall be signed by two (2) of the three signing officers, those being President, Secretary or Treasurer.
- Prepare and present for approval at the Annual General Meeting of the MAWA, an operating budget for the following year. Provide monthly financial statements with breakdowns of income and expense items.
- Prepare an annual financial report with a breakdown of income and expense items.

5.3.5 The Regional representatives shall:

- Make the Board aware of the needs and concerns of their Region, as well as communicate the activities of MAWA to their regional members.

5.4 Meetings of the Board

5.4.1 Quorum:

A majority of the Board, if present or participating in any real time communication, shall constitute a quorum at any meeting of directors.

5.4.2 Place of meetings:

Meetings of the Board should be held monthly at any place within the province of Manitoba as determined by the Board.

5.4.3 Notice:

Written notice of Board meetings shall be given to all Board members at least 7 days prior to the date of the meeting by the President or the majority of the Board members in the form of an agenda.

5.4.4 Voting:

Questions shall be decided by majority vote, where the Chair carries a vote and where a tie vote shall fail. Voting shall be by show of hands unless a majority of the Board members approve a secret ballot.

5.4.5 Procedures:

Standard recognized rules of procedures shall be followed for any meeting of the Board.

5.5 Committees

Committees shall be appointed by the Board as the need arises. Each committee should have a Board representative as member to act primarily as liaison with the Board.

5.6 Responsibilities of the Board

5.6.1 This body is the sole governing body of amateur wrestling in Manitoba and as such is responsible for conducting the business, discipline and management of the Association (subject to its bylaws and provisions of the Non-Profit Corporations Act) and to exercise all the powers of the Association.

5.6.2 The Board shall be responsible for:

- the establishment of policies, practices and operating guidelines for MAWA,
- the approval of operating budgets of the MAWA office,
- all committees of MAWA,
- communication to its members,
- overseeing fundraising,
- making the Manitoba wrestling season schedule available,
- setting and collection of fees,
- insurance coverage of all members and the Board,
- organizing clinics for athletes, coaches and officials,
- the promotion of wrestling in Manitoba.

5.6.3 The Board is to draft an annual budget of MAWA for the upcoming fiscal year and to make it available to all its members 12 weeks prior to the Annual General Meeting. The Board is to consider any feedback from members and prepare a final budget to present at the Annual General Meeting.

5.7 Removal of Directors

5.7.1 Disqualification:

If a director, without an adequate reason acceptable to the Board in its absolute discretion, is absent from 3 consecutive regular meetings of the Board or does not attend 75% of all Board meetings in any year, such director shall forfeit membership on the Board and shall accordingly be disqualified and shall thereafter not be eligible for reappointment or re-election to the Board for the remainder of the term for which he or she was appointed.

5.7.1 Removal:

Any director who has his membership suspended or terminated shall cease to be a director.

5.8 Protection of Directors

5.8.1 Every director of office of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors and administrators, and estate and effect, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association from and against:

5.8.1.1 a) All costs, charges and expenses whatsoever which such director, office or other person 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 of his office or in respect of any such liability;

5.8.1.2 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 neglect or fault.

5.8.2 No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglect or defaults of any other director or office or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his respective office or in relation thereto unless the same shall happen by or through his own willful act or his own willful default.

6.0 CONFLICT OF INTEREST

All members and employees of MAWA must abide by the MAWA Conflict of Interest Policy.

7.0 SIGNING OFFICERS

Any two of the following people are recognized as the only signing Officers for the Association: the President, the Secretary and the Treasurer.

8.0 **AUDITOR**

An Auditor shall be appointed at the AGM for the purpose of auditing the books of the Association.

9.0 **FISCAL YEAR**

The Fiscal year of the Association is from January 1 to December 31

10.0 **WRESTLING SEASON**

The Wrestling Season of the Association is from September 1st to August 31st.

11.0 **AMENDMENT OF BYLAWS**

11.1 Bylaws may only be amended, revised, repealed or added to by a Special Resolution at a General Meeting.

11.2 A member, supported by a seconder, may propose amendments to these bylaws by submitting such amendments in writing to the Board at least thirty (30) days in advance of the General Meeting.

11.3 The Board will circulate the proposed amendments to the MAWA membership with the notice of the General Meeting.

March 9. 2007 Founding meeting