

Manitoba Amateur Wrestling Association

Constitution

NAME

The name of the organization shall be "Manitoba Amateur Wrestling Association" (hereafter referred to as "**MAWA**" or the "**Association**"). MAWA was incorporated January 31st, 2007. MAWA is a non-profit organization incorporated under the Corporations Act of Manitoba.

TERRITORY

MAWA will serve as governing body for the sport of amateur wrestling in the territory known as the Province of Manitoba.

VISION

Manitoba Wrestling works collaboratively and has established a thriving stable organization that delivers and supports developmentally appropriate wrestling programs.

Together, we grow wrestling in Manitoba

VALUES

MAWA embraces the following core values to provide a positive experience for all stakeholders:

Respect: To acknowledge, recognize and consider others.

Integrity: Consistently act with honesty, accountability, and in accordance with the rules and regulations of the organization.

Teamwork: Collaborating and working together towards common goals.

Transparency: Operating in an open comprehensible manner.

MISSION

Manitoba Wrestling drives the development and growth of wrestling in Manitoba. We support personal and organizational excellence for athletes, coaches, clubs, officials and other key stakeholders at all levels, throughout our province.

AFFILIATION

MAWA shall be an affiliated member of the Wrestling Canada Lutte and shall be the sole representative of Manitoba wrestling to this body and all other bodies affiliated and recognized by Wrestling Canada Lutte.

DISSOLUTION

Subject to the Corporations Act of Manitoba on dissolution 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

Club shall refer to any wrestling program, which may or may not be associated with an educational institution 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 or she:

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

1.3 Auditor

Auditor shall mean a person 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

Board shall mean the Board of Directors of MAWA.

1.5 Constitution

Constitution shall mean 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

Director shall mean an individual elected to serve on the Board pursuant to these Bylaws

1.7 Officer

*Officer shall mean an individual elected **or appointed** to serve as an officer of the association pursuant to these Bylaws.*

1.8 Member

Member shall mean an individual or an organization that has submitted the necessary registration materials and required fees for the then current wrestling season and shall include all categories of membership pursuant to these Bylaws.

1.9 Ordinary Resolution

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

Commented [S1]: Officers were deleted from the version presented at 2015 AGM. This was a mistake and this clause needs to be added back in. Words in red proposed to be added.

1.10 Special Resolution

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

2.0 INTERPRETATION

2.1 Gender and Plurality

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.

2.2 Headings

The section headings contained in these by-laws are for reference purposes only and shall not affect the meaning or interpretation of these by-laws.

3.0 MEMBERSHIP

3.1 Admission of Members

No organization or individual shall be admitted as a member unless:

- 3.1.1** it satisfies the qualifications for membership as stated in these bylaws;
- 3.1.2** it has made written application for membership in the form prescribed by the Board along with submission of the appropriate membership fee;

3.2 Right to Deny Membership

- 3.2.1** The Board reserves the right to deny membership to individuals or organizations. The board shall deny membership based only on those reasons set out in Section 3.5 (Suspension and termination of Membership) and will follow the process set out in Section 3.5 of these by-laws.

3.3 Members undertake to accept Association Rules

- 3.3.1** 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.

3.4 Categories of Membership

3.4.1 Individual Non-Voting Memberships

a) Athletes

All athletes are to 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.

b) Coaches

A person will be allowed to register as a coach if she is actively working towards the current Wrestling Canada Lutte coaching requirements and is affiliated with a member club.

c) Officials

Membership in MAWA as an official 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.

d) **Volunteers**

Volunteers are anyone who is 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.

3.4.2 Registered Clubs Memberships

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 4.7.

3.4.3 Affiliated Organization Memberships

- a) Any groups of members of the Association who, because of the nature of their work, find it advantageous to form themselves into a special organization, may, upon written application to the Association, be affiliated with it.
- b) Any group applying for recognition as an Affiliated Organization shall submit to the President of the Association, a copy of its constitution and bylaws with a list of its officers and the number of its members.
- c) Affiliated organizations shall have the responsibility to unify and coordinate the activity of their respective members.
- d) The affairs of each Affiliated organization shall be governed in accordance with the provisions of the Constitution, Bylaws, Policies, rules and regulations of the Association.
- e) Affiliated organizations must enact such bylaws, prescribe such rules and regulations, and require of their members such fees, dues and charges as they may from time to time determine, provided such bylaws, rules, regulations, fees, dues and/or charges are not in conflict with the interests of the Association.
- f) Those organizations eligible for Affiliated membership are as follows:
 - The Manitoba Amateur Wrestling Officials Association
- g) Affiliated members of MAWA shall have voting privileges as defined in 4.7
- h) Affiliated Associations will pay affiliation fees to MAWA as specified by the BOD.

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 Association 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 MAWA.
- 3.5.2** Any member can be terminated for 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 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.

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

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

4.8 Proxy:

Voting by proxy is not permitted.

5.0 DIRECTORS AND OFFICERS

5.1 Composition of the Board:

5.1.1 The board shall have at all times at least three (3) members and at most ten (10) members

5.1.2 The Board of Director positions shall be:

- a) President;
- b) Vice President;
- c) Secretary;
- d) Treasurer.
- e) three (3) regional representatives, whom have each been appointed or elected by the wrestling community of the region, 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: the area within the
Should a region not appoint an individual, the Board may act on the region's behalf.
- f) Officials Representative, who shall be elected by the Manitoba Amateur Wrestling Officials Association; and

Commented [S2]: Officers were deleted at 2015 AGM – needs to be added back in

- g) At maximum two members at large, one being elected by the voting members at the AGM and the other appointed by the board. The appointed director need not be a member of MAWA

5.1.3 Vacancies:

The Board may fill a vacancy of a position from the time the vacancy arises until the next Annual General Meeting by appointing an individual via resolution, at a Board Meeting, that receives no less than 2/3 majority of the existing Directors' approval.

5.2 Procedures for the election of Directors

5.2.1 Election of Directors:

The Members shall elect Directors, at the Annual General Meeting, with the nominee for each position receiving the largest number of votes being elected unless otherwise set out herein. 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.

5.2.2 Length of Term:

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

5.2.3 Nominations

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

5.3 Duties

5.3.1 The President shall:

- a) preside, when possible, at all General Meetings of MAWA, and at all meetings of the Board;
- b) exercise a general supervision and control over the officers and business of MAWA;
- c) be an ex officio member of all committees of MAWA, of which he is not an official member;
- d) be a signing officer of MAWA;
- e) draw up the agenda for all meetings of MAWA;
- f) be the official representative of MAWA to Wrestling Canada Lutte , Sport Manitoba, and the Manitoba Lotteries Commission;
- g) prepare an annual President's report; and

5.3.2 The Vice President shall:

- a) assist the President in his/her duties;
- b) have the power to perform all the duties of the President in the absence of the President; and
- c) perform other tasks as assigned by the board.

5.3.3 The Secretary shall:

- a) record, or arrange to have recorded, the minutes of all General Meetings of MAWA and all the Board Meetings, and distribute such minutes;
- b) issue notice of the time and place of all meetings to the Board and of the General Meetings;
- c) keep an accurate file of all minutes, correspondence and reports pertaining to the business of MAWA;
- d) prepare an annual Secretary's report;

- e) be a signing officer of MAWA;
- f) oversee the maintenance of an up-to-date list of members; and
- g) act as privacy officer in accordance with MAWA Privacy Policy.

5.3.4 The Treasurer shall:

- a) oversee the deposit of all monies with a chartered financial institution designated by the Board, which accounts shall be in the name of the Manitoba Amateur Wrestling Association.
- b) be a signing officer of MAWA.
- c) oversee the keeping of an account of, and be responsible for, all monies received and disbursed and file all bills, receipts, and vouchers.
- d) oversee the disbursement of funds in payment of bills as authorized by the Board. All disbursements from bank accounts shall be signed by two (2) of the signing officers.
- e) Prepare and present at the AGM of MAWA, an operating budget for the financial period in which the AGM occurs. Provide monthly financial statements with breakdowns of income and expense items.
- f) oversee the preparation of an annual financial report with a breakdown of income and expense items.

5.3.5 The Regional representatives shall:

- a) 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 Officers

5.4.1 The Officers of the Corporation shall be:

- a) The President
- b) The Vice President
- c) The Secretary
- d) The Treasurer

5.5 Meetings of the Board

5.5.1 Quorum:

The number of Directors required to achieve quorum shall be at least half of of the Directors who are, at the time, in good standing. Directors may be present in person or participate through any real time communication at a meeting.

5.5.2 Place of meetings:

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

5.5.3 Notice:

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

5.5.4 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 Directors approve a secret ballot.

5.5.5 Procedures:

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

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5.6 Committees

The Board shall appoint committees as the need arises. Each committee should have a Board representative as member to act primarily as liaison with the Board.

5.7 Responsibilities of the Board

- 5.7.1** 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.
- 5.7.2** The Board shall be responsible for:
- a) the establishment of policies, practices and operating guidelines for MAWA,
 - b) the approval of operating budgets of the MAWA office,
 - c) all committees of MAWA,
 - d) communication to its members,
 - e) overseeing fundraising,
 - f) making the Manitoba wrestling season schedule available,
 - g) setting and collection of fees,
 - h) insurance coverage of all members and the Board,
 - i) organizing clinics for athletes, coaches and officials,
 - j) the promotion of wrestling in Manitoba.
- 5.7.3** The Board shall prepare and present to the Members at the AGM a budget for the fiscal period in which said AGM occurs.

5.8 Removal of Directors

5.8.1 Disqualification:

If a director, without an adequate reason acceptable to the Board in its absolute discretion, is absent from 3 regular meetings of the Board 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.

5.8.2 Removal:

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

5.9 Protection of Directors

- 5.9.1** Every director or officer 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:
- a) all costs, charges and expenses whatsoever which such director, officer 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;
 - 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.
- 5.9.2** 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 officer 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. Directors of MAWA shall sign a statement confirming that they have read and understand the Conflict of Interest Policy.

7.0 SIGNING OFFICERS

7.1 Two signing officers must execute by way of signature any document or instrument that requires endorsement on behalf of the Association.

7.2 The following shall be signing officers of the Association:

- 7.2.1** the President;
- 7.2.2** the Vice President;
- 7.2.3** the Secretary; and
- 7.2.4** the Treasurer.

8.0 AUDITOR

An Auditor must 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 April 1 to March 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.

First approved at March 9, 2007 Founding meeting

Amended at AGM March 8, 2008

Amended at AGM March 12, 2010

Amended at AGM March 11, 2011

Amended at AGM Sept. 29, 2012

Amended at AGM Sept. 28, 2013

Amended at AGM October 24, 2015

Amended at AGM October 22, 2016

