

SECTION 2

CONSTITUTION

(Revised 2016)

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2.1 Province of Saskatchewan Non Profit Corporations Act Bylaws of Saskatchewan Amateur Wrestling Association (SAWA)

ARTICLE 1 PURPOSE AND MEMBERSHIP

2.1.1 This organization's name shall be the SASKATCHEWAN AMATEUR WRESTLING ASSOCIATION (SAWA). SAWA's purpose is to encourage the widest participation and highest proficiency in amateur wrestling in SASKATCHEWAN and thereby contribute to amateur wrestling in Canada.

2.1.2 ACTIVE MEMBERS: A person may become a member of the Saskatchewan Amateur Wrestling Association upon application, payment of a membership fee and approval by the BOARD OF DIRECTORS.

2.1.3 Any member may withdraw from the Association upon notice to the Board. No refund of any portion of the fees will be made upon withdrawal.

2.1.4 The membership fees and related conditions shall be prescribed by the BOARD OF DIRECTORS.

2.1.5 That the Board of Directors may EXPEL a member, or deny membership to an applicant based on the results of the screening process carried out in accordance with the Screening Policy as defined in the SAWA Policy and Procedure Manual. AGM 1997:13

2.1.6 MEMBERS IN GOOD STANDING: shall be defined as any member who meets the membership conditions and has paid dues by the last day of the fiscal year end prior to the Annual General Meeting. (AGM)

2.1.7 A member may be SUSPENDED OR EXPELLED for misconduct. The Association shall follow the requirements of the Discipline Policy contained within SAWA's Policy and Procedure Manual.

2.1.8 All persons holding an active membership and designated as one of the two representatives of a club of SAWA shall form the GENERAL COUNCIL and will participate in the AGM.

ARTICLE 2 GENERAL MEETINGS

2.2.1 The AGM of the GENERAL COUNCIL of the Corporation shall be on a date set by the BOARD OF DIRECTORS.

2.2.1.1 Voting Delegates

Only S.A.W.A. members from **established clubs** whom have reached the age of 18 years on or before the date of the meeting shall be permitted to vote. Delegates must be a registered member of SAWA for the current fiscal year with the club he/she is representing.

Members of the Board may not vote unless they are one of the voting delegates of their club.

Established Clubs are defined as:

1. Having ten (10) full membership wrestlers registered with SAWA
2. Having at least five (5) individual wrestlers compete at a SAWA Provincials.
3. Having a SAWA registered coach
4. In good Standing
5. Having met conditions 1-4 for three consecutive years.

AGM 2016:06

2.2.2 A special meeting of the GENERAL COUNCIL may be called by the President of the SASKATCHEWAN AMATEUR WRESTLING ASSOCIATION. The President shall call a special general meeting upon written request by at least twelve members or when considered necessary by the BOARD OF DIRECTORS. Such a Special General Council is to be held within forty days of receipt of a request from the members.

2.2.2.1 VOTING AT THE SPECIAL GENERAL MEETING:

That each **Established club** be allowed one (1) delegate with voting privileges at a Special General Meeting. All resolutions to be voted on at the Special General Meeting must receive a 2/3-majority vote of the delegates to be passed. All procedural rules pertaining to the AGM shall apply at the Special General Meeting.

AGM 2016:07

2.2.3 Notice of a general meeting shall be given to the clubs by means determined by the Board of Directors.

2.2.4 VOTING AT THE AGM:

That each **Established club** be allowed one (1) delegate with voting privileges. The President or Chair has the ability to vote to make or break a tie, regardless. If the Chairman of a meeting or Annual General Meeting is not a representative of a club, they are able to vote as chair.

AGM 2016:08

2.2.5 There shall be no voting by proxy at any general meeting of the General Council, the Board of Directors, or any committee or any subcommittee. A majority vote governs all issues except Amendment of Bylaws.

2.2.6 All resolutions for the SAWA AGM shall be in the office no later than three days in advance of the business meeting portion to receive a majority vote. Any resolutions received after the said date shall need a three quarter majority in order to pass.

2.2.7 That any club with accounts receivable, in excess of sixty (60) days owing to the SAWA, at the specified date of the AGM shall be exempt from voting privileges at the AGM until payment is received. Exception may be granted by the Board of Directors, as long as the request is received in writing and processed in advance of the specified AGM date or by a majority vote of the delegates at the AGM. Bylaw amendments are to be submitted a minimum of thirty (30) days in advance of the AGM. All proposed bylaw amendments require three signatures. These signatures are of the initial proponent and two seconders. The three signatures must be from members of three different clubs.

AGM-2011-09

ARTICLE 3 BOARD OF DIRECTORS

2.3.1 The supervision and business responsibility of the Corporation shall reside with the Board of Directors hereinafter referred to as the Board.

2.3.2 The Board shall be composed of nine (9) directors or such other number as may be determined by the General Council in General Meeting and where the immediate Past President is not one of the nine he/she shall be a director.

2.3.3 BOARD OF DIRECTORS

Each Established club may nominate two (2) people for election from their own Municipality to the Board each year.

- i.** There will not be more than one (1) Director from a Municipality within a 50 km radius of another Municipality unless there are unfilled director positions in which case extra rounds of voting will occur to fill those positions. There will never be more than two (2) Directors from within a 50 km radius even if a position remains unfilled.

AGM 2016:09

2.3.3.1 Any Board member may wrestle as a SAWA Team member competitively, as long as he/she waives any claim for funding from SAWA to attend wrestling events, as a competitor, provincially, nationally, or internationally.

2.3.3.2 Employees of the SAWA shall not be eligible to sit on the Board of the SAWA or represent an individual club at an AGM.

2.3.4 The Board shall elect a President. The Board shall name Vice President(s) and any other officers necessary from within the Board's elected membership.

AGM-2009-08

2.3.5 Board members shall be elected for three (3) year terms. Each election shall elect a total of one third (1/3) the membership of the Board for a three (3) year term.

2.3.5.1 The term of the Board shall extend until the end of the AGM, with the new Board term beginning after the AGM.

AGM 2001:13

2.3.6 Directors completing a term on the SAWA Board (minimum of one year and a maximum of three years) may stand for re-election after at least one year absence from the Board unless that director is Past President and has sat exofficio for the term prior to the AGM. 2.3.6.1 Individuals elected to one-year replacement terms on the Board at the AGM shall be allowed to pursue a three-year term at the next AGM without having the penalty of waiting the one-year off the Board.

2.3.7 Any Board vacancy shall be filled by appointment by the Board. The appointee shall hold office until the next annual meeting at which time the unexpired term of office will be filled by election.

2.3.8 The Board may regulate their meeting as they determine.

2.3.9 Notice of Board Meetings may be given in the minutes distributed, or at least one week prior to the date of the meeting. However, the Board may meet on regular dates without notice, or may meet at any time or place without notice, by consent of two thirds (2/3) of the Board, every Board member being notified.

2.3.9.1 Board Member Attendance

Any Board Member that misses two (2) consecutive Board or Executive meetings or three meetings from AGM to AGM shall be considered in default and may be replaced at the discretion of the Board. Any Board Member, who misses a meeting or has missed two non-consecutive meetings during the year, shall receive a letter from the Board of Director stating the consequences of any future absence from Board meetings. A Board member, considered to be in default of this bylaw, may appeal to the Board for his/her continuation on the Board. An appeal may be filed based on extenuating circumstances, or unforeseen situations which caused the individual Board Member to miss more than the allowable number of meetings. The appeal will be heard, and voted upon, by the Board.

AGM 1997:13

2.3.10 A majority of Directors shall constitute a quorum at any Board meeting with a minimum of five (5) voting directors present.

AGM 1999:09

Athlete Representatives are Directors but if absent due to attending competition, are not included for the purposes of making quorum.

AGM 2002:08

2.3.11 **The Board of Directors from time to time may appoint a Volunteer or staff member**
The **staff member** shall implement and administer the activities of the Association in accordance with the Association's policies and as directed by the Board. The **staff member** shall be bonded in an amount to be set by the Board within Sask Sports policy.

2.3.12 The Board shall establish terms of reference and membership of any required committees, provide resources for committee functions, and ensure committee reporting procedures.

2.3.13 The Vice President Technical may appoint SUB - COMMITTEES. These SUB - COMMITTEES shall be responsible to the VP Technical for the administration, organization and development of the Saskatchewan Amateur Wrestling Association technical program as designated by the VP Technical. These SUB - COMMITTEES shall operate according to the policies and procedures that are set out by the Board.

2.3.14 The Board shall appoint a committee called the ADMINISTRATIVE COMMITTEE. The ADMINISTRATIVE COMMITTEE shall be responsible to the Board for the administration, organization, and development of the Saskatchewan Amateur Wrestling Association administrative programs as designated by the Board. The ADMINISTRATIVE COMMITTEE shall operate according to the policies and directives that are set out by the Board. The ADMINISTRATIVE COMMITTEE shall be chaired by the Vice President Administration. The ADMINISTRATIVE COMMITTEE shall have a minimum membership of 3 and a maximum membership of 9

AGM 2007:13

2.3.15 The Board shall appoint a committee called the FINANCE AND AUDIT COMMITTEE. The FINANCE AND AUDIT COMMITTEE shall be responsible to the Board for the for the finance programs of the Saskatchewan Amateur Wrestling Association as designated by the Board. The FINANCE AND AUDIT COMMITTEE shall operate according to the policies and directives that are set out by the Board. The FINANCE AND AUDIT COMMITTEE shall be chaired by the Vice President Finance. The FINANCE AND AUDIT COMMITTEE shall have a minimum membership of 3 and a maximum membership of 9.

AGM 2007:14

2.3.16 The Board shall appoint a committee called the HIGH PERFORMANCE and TECHNICAL COMMITTEE. The HIGH PERFORMANCE and TECHNICAL COMMITTEE shall be responsible to the Board for the High Performance programs of the Saskatchewan Amateur Wrestling Association as designated by the Board. The HIGH PERFORMANCE and TECHNICAL COMMITTEE shall operate according to the policies and directives that are set out by the Board. The HIGH PERFORMANCE and TECHNICAL COMMITTEE shall be chaired by the Vice President Technical. The HIGH PERFORMANCE and TECHNICAL COMMITTEE shall have a minimum membership of 3 and a maximum membership of 9.

AGM 2007:15

2.3.17 Each committee will have at least two (2) Board members as committee members. No more than four (4) members of the Board shall sit on any one committee at any one time.

2.3.18 All actions of the Board and its representatives are to be approved annually by the General Council by means of an approving motion.

ARTICLE 4 DIRECTORS

2.4.1 The officers of the Corporation are the President, the Vice President(s), and such other officers as required.

2.4.2 The Executive officers are elected by the Board.

AGM-2012-07

2.4.3 The President shall preside at all meetings of the General Council and the Board. The President shall have no vote except in case of a tie or to create a tie to defeat a motion.

2.4.4 The President shall be an ex-officio (nonvoting) member of all committees and any subcommittees, except the Nomination Committee, of the Corporation.

2.4.5 The President shall be the official representative of the Corporation.

2.4.6 A Vice President shall preside at all meetings in the absence of the President and shall assume the functions at that time.

2.4.7 The Vice President Administration shall be responsible for notices of meetings, minutes and reports, membership registrations, communications and shall report at each Board meeting.

2.4.8 The Vice President Finance shall be responsible for providing and maintaining records and accounts and such investments as the Board directs; and shall report at each Board meeting re: the finances and operating balance. The Vice President of Finance will present a report along with the Auditor's reports to the General Council.

2.4.9 The Vice President Technical shall be responsible for the administration, organization and development of the technical program and shall report to each Board meeting.

2.4.10 A permanent spot be reserved on the Board of Directors for an officials' representative (ex officio).

AGM 2005:18

2.4.11 Board members must sign their Board contract by the first Board meeting of their term and be current paid SAWA members in order to be in good standing. Board members who fail to do this will sit ex-officio until their Board contract is signed. Athlete representatives who are elected at the Junior/Senior Provincial Championships must sign their contract by the first Board meeting after their election and at each subsequent AGM for the length of their term.

ARTICLE 5 POLICIES AND PROCEDURES MANUAL

2.5.1 The SAWA shall maintain a Policies and Procedures Manual outlining:

2.5.1.1 Membership Types

Qualifications

Fees

Rights

2.5.1.2 Grievance/Discipline Procedures

2.5.1.3 Responsibilities of SAWA officers and employees

2.5.1.4 SAWA Calendar

2.5.1.5 Any other Policies and Procedures the Association deems necessary.

ARTICLE 6 FINANCES

2.6.1 The Board shall be responsible for the securing, controlling and accounting of the finances of the Corporation. Operating funds of the Corporation shall be placed and kept in legal accounts approved by the Board.

2.6.2 All documents providing payments by the Corporation shall be signed by two or three persons designated by the Board.

2.6.3 Funds may be placed in investment programs, securities and properties, to the advantage of the Corporation as approved by the Board.

2.6.4 The fiscal year of the Corporation is from **May 1 to April 30**

AGM 2016:1

2.6.5 Any funding request must be received in writing by the SAWA office, including substantiating documentation, seven (7) working days prior to a Board of Directors meeting in order to be added to the business for that meeting. Items received less than seven (7) days prior to a Board of Directors meeting will be received as information only and will be tabled for decision to the subsequent meeting.

AGM 2006:07

2.6.6 Only one person (coach or other official club representative) shall be responsible for the registration of and payment for memberships and registration fees at all SAWA sanctioned tournaments.

AGM 2006:08

ARTICLE 7 CUSTODY AND USE OF SEAL

2.7.1 The Corporate Seal shall be in the custody of the President or such other person designated by the Board. All papers or documents requiring the Corporate Seal shall be sealed in the presence of the President and Vice President Administration or persons designated by the Board.

ARTICLE 8 AUDIT

2.8.1 An auditor shall be appointed at the AGM for the purpose of auditing the books of the Corporation.

ARTICLE 9 AMENDMENT OF BYLAWS

2.9.1 A member, supported by a seconder, may propose amendments to these bylaws or other such bylaws established by the General Council by submitting such amendments in writing to the Board at least thirty (30) days in advance of the General Meeting. The Board will circulate the amendments to registered clubs.

ARTICLE 10 WINDING UP

2.10.1 Subject to Section 199(5), (6), of the Non-profit Corporations Act, on dissolution of the Corporation, 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 Corporation in General Meeting.