Friends of the World Cup of Wrestling Society

BYLAWS

Updated December 14, 2016



# GENERAL

## The name of this Society is the “Friends of the World Cup of Wrestling Society” (hereinafter referred to as “the Society”. The society shall also be known as the FWCWS.

## The Objectives of the Society are detailed in the Society’s Objectives, as amended from time to time, and registered with the Registrar pursuant to the Societies Act R.S.A. 2000, Chapter S-14, as amended, or any statute substituted for it.

## The operations of the Society are to be carried on in the province of Alberta.

## The Society elects to not have an official seal.

## The Society will maintain a registered office in the Province of Alberta.

## The fiscal year of the Society shall end on the 31st day of May of each year.

## The following rules of interpretation must be applied in interpreting these Bylaws.

### Words indicating the singular number also include the plural, and vice-versa.

### Words indicating persons also include corporations.

### Headings are for convenience only and do not affect the interpretation of these Bylaws.

### These Bylaws must be interpreted broadly and generously.

## The following are definitions of the terms used by the Society and referred to in the Bylaws:

### Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

### Annual General Meeting means the annual general meeting described in Section 7.04.

### Board of Directors shall refer to a committee of the President, Vice-President, Secretary Treasurer and Directors duly elected by the Voting Members at the most recent Annual General Meeting.

### Bylaws means the Bylaws of this Society as amended from time to time.

### Conflict of Interest means where a Director, Officer, or member of a Society who has a real or perceived interest, involvement or potential for personal gain in a specific decision, outcome or transaction of the Society.

### Director means any person elected to the Board of Directors.

### Executive Committee shall refer to a committee of the President, Vice-President and Secretary Treasurer of the Society duly elected by the Voting Members at the most recent Annual General Meeting.

### International Sport Organization (ISO) shall refer to the United World Wrestling (UWW) organized to foster the development of International wrestlers, coaches, trainers, managers and officials.

### Member shall refer to any Member in Good Standing of the Society.

### Member in Good Standing shall refer to any member who involves themselves in the sport of amateur wrestling and who also complies with the Bylaws and all Policies of the Society.

### National Sport Organization (NSO) shall refer to the Wrestling Canada Lutte (WCL) organized to foster the development of wrestlers, coaches, trainers, managers and officials in Canada.

### Officer means Directors also elected as the President, Vice-President or Secretary Treasurer duly elected by the Members at the most recent Annual General Meeting.

### Ordinary Resolution shall refer to a resolution passed by the majority of Voting Members voting on that resolution.

### Policy shall refer to the written rules and principles, approved by the Board of Directors, [designed](http://www.businessdictionary.com/definition/design.html) to influence and guide the actions and decisions of the Members of the Society.

### Provincial Sport Organization (PSO) shall refer to the Alberta Amateur Wrestling Association (AAWA) organized to foster the development of wrestlers, coaches, trainers, managers and officials in Alberta.

### Register of Members means the register maintained by the Secretary Treasurer containing the names and contact information of the Members of the Society.

### Society shall refer to the Friends of the World Cup of Wrestling Society (FWCWS)

### Special Meeting means the special meeting described in Section 7.05.

### Special Resolution shall be defined as resolution passed by a majority of not less than three quarters (3/4) of Voting Members voting on that resolution.

### Voting Members shall be defined as any Member in Good standing, Regular or Associate, over the age of majority and in attendance at the meeting entitled.

# MEMBERSHIP

## The Society shall have the following classes of membership:

### Regular Membership in the Society may include an Associate Member, who having been an ex-member (athlete, coach or manager) of the University of Alberta Golden Bears / Pandas Wrestling Team, and continue to want to involve themselves in the sport of amateur wrestling through the Objectives of the Society, and who has been nominated by the Executive Committee and approved at an Annual General Meeting and has paid any fees as may be applicable from time to time.

### Associate Membership in the Society may include any individual, who wish to involve themselves in the sport of amateur wrestling, through the Objectives of the Society, and having made an application to the Society that was approved by the Secretary Treasurer, and has paid any fees as may be applicable from time to time.

## All members agree to abide by the provisions of the Bylaws of the Society as well as Policies, Procedures and Rulings made by or on behalf of the Society.

## Only Members in Good Standing may participate in any of the benefits and advantages of the Society. Persons not of the status of Member in Good Standing cannot exercise authority over, impose constraints upon or require indemnification of the Society or of any of its Members.

## The Executive Committee shall have the authority to determine from time to time the annual dues payable by each class of Members.

## Termination of Membership

### Any Member may resign from the Society by sending or delivering a written notice to the Secretary Treasurer of the Society. Once the notice is received, the Member’s name is to be removed from the Register of Members.

### The membership of a Member is ended upon their death.

### If a Member has not attended a meeting of the Society within three (3) years, the Member is considered to have submitted their resignation, and the name of the Member is to be removed from the Register of Members.

### If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation and the name of the Member is to be removed from the Register of Members.

### The Society may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society. This decision is final and the name of the Member is to be removed from the Register of Members.

### The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

## No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society; however the Member shall remain liable for any debts owing to the Society that have been incurred up to the date they ceased to be a Member.

## Any Member who shall withdraw, resign or be expelled from membership of the Society shall forfeit all rights therein and all claims thereon, and in the Society’s properties or funds.

# BOARD OF DIRECTORS

## The number of Directors elected annually shall be determined at each Annual General Meeting, subject to a minimum of five (5) and a maximum of nine (9).

## The election of the specified number (as determined by Section 3.01) of Directors including the three Officers of the Society (as per Section 4.01(a), (b), (c)) shall be elected by majority of the Voting Members present at the Annual General Meeting and shall hold office for a one (1) year term, at which time each may be re-elected.

## Only Regular Members may be elected as Directors of the Society.

## Three of the Directors will also serve as Officers of the Society.

## The Directors are responsible for providing the strategic management and direction of the Society in order to achieve the Objectives of the Society.

## The Directors shall have the right and the power to develop, approve and enact any necessary Policies to enable for the efficient, effective and equitable operation of the Society in achieving the Objectives of the Society.

## The Directors shall be responsible to provide the oversight of the Executive Committee to ensure compliance with the Bylaws and Policies of the Society.

## Each Director shall at the end of their term of office hand over to their successor any and all such records as pertains to Society.

## Any elected Director may be removed from office by a Special Resolution at a Special Meeting called for that stated purpose.

## Any elected Director shall be automatically removed as a Director if:

### Such director ceases to be a Member in Good Standing of the Society;

### Such Director’s Membership is terminated in any way;

### Such Director becomes bankrupt or suspends payment or compounds with their creditors, or

### Such Director becomes unable to perform the required duties.

## Any elected Director may resign their position by delivering a written resignation to the Secretary Treasurer of the Society.

## Directors shall not receive any remuneration for their services.

## Every Director (and Officer) of the Society, and their heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds and/or assets of the Society from and against:

### all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;

### All other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful act, neglect or default.

## The Society shall obtain insurance coverage to protect the Directors and Officers, of the Society from any liability which they may sustain or incur in relation to the liability for damages which they may incur in connection with the general operations of the Society and wrestling tournaments sponsored by the Society and the obtaining of such insurance coverage shall be the responsibility of the Secretary Treasurer; provided however, the Secretary Treasurer shall not be held personally liable to any member, Director or Officer, as a result of failure to obtain any or adequate insurance as aforesaid.

# OFFICERS

## An elected Director shall also be elected to represent each of the following:

### President

### Vice President

### Secretary/Treasurer

# EXECUTIVE COMMITTEE

## The Officers of the Society, as set out in Section 4.01, shall serve as the Executive Committee, and are responsible for conducting the affairs of the Society, including the general and active management of the business of the Society, under the strategic direction of the Board.

## The Executive Committee shall possess and exercise all of the powers of the Society, except as specifically limited by the Bylaws of the Society.

## The Executive Committee shall be responsible to execute and administer the Policies established by the Board and be primarily responsible and accountable for the development and maintenance of the programs of the Society.

## The Secretary Treasurer, or the President and Vice-President together are the signing officers of the Society, except as specifically permitted by the Bylaws of the Society or by way of a Unanimous Executive Committee resolution to delegate specific signing authority to a specific member of the Society for a specific purpose and timeframe.

## The Executive Committee, on behalf of the Society, shall have the right and the power to:

### borrow, raise or secure the payment of money in such manner as it thinks fit and in particular by the issue of notes, bonds or security agreements for the purpose of carrying out the FWCWS objects (refer to Article XII with respect to issuance of Debentures); and

### grant, bargain, sell, alienate, convey, confirm, assign, hypothecate, mortgage, pledge or charge, and cede and transfer all or any of the real and personal property freehold or leasehold undertaking and business and other property, assets and rights of the Society, including uncalled capital, both present and future, of whatsoever kind and wheresoever situated,

### sign, execute or endorse all cheques, drafts, notes, negotiable instruments, contracts, documents or any instruments in writing, unless otherwise provided for in the Bylaws or by the Policy and procedures of the Society;

### Employ and pay salaries to employees; and

### Authorize expenditures on behalf of the Society.

# DUTIES OF OFFICERS

## President

### The Society shall have a President who shall be elected by the majority of the Voting Members present at the Annual General Meeting.

### The newly elected President shall assume office after the adjournment of the Annual General Meeting at which they were elected.

### The President shall preside at all meetings of the Society.

### It shall be President’s duty to ensure that the other officers of the Society perform their duties strictly in accordance with the Bylaws.

## Vice-President

### The Society shall have a Vice-President, who shall be elected by the majority of Voting Members present at the Annual General Meeting.

### The newly elected Vice-President shall assume office after the adjournment of the Annual General Meeting at which they were elected.

### The Vice-President shall assist the President in preserving order and decorum in the Society.

### In the absence of the President, The Vice President shall have the responsibility to perform all the duties of the President.

## Secretary Treasurer

### The Society shall have a Secretary Treasurer who shall be elected by the majority of Voting Members present at the Annual General Meeting.

### The newly elected Secretary Treasurer shall assume office after the adjournment of the Annual General Meeting at which they were elected.

### The Secretary Treasurer shall receive and approve applications from individuals wishing to become Associate Members.

### The Secretary Treasurer shall keep a current and accurate record of names and contact information (address/telephone/fax/e-mail) of the Society’s Members.

### The Secretary Treasurer shall have the custody of minutes, records and assets as well as the filing of correspondence and registration.

### The Secretary Treasurer is responsible for the accurate preparation, distribution and maintenance of minutes and records of all Society meetings.

### The Secretary Treasurer shall review and recommend changes as needed to the Bylaws annually.

### The Secretary Treasurer shall organize the Annual General Meeting and Special Meetings, as required, including issuance of notices and distribution of agendas and reports.

### The Secretary Treasurer shall receive all monies paid to the Society and shall be responsible for deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch, the Board may order.

### The Secretary Treasurer shall be responsible for the disbursement of all monies of the Society.

### The Secretary Treasurer shall ensure that an accurate record of all monies received and disbursed is kept

### The Secretary Treasurer shall nominate to the Executive Committee on an annual basis a Member in Good Standing other than a Director of the Society, or a duly qualified accountant, to complete the annual Audit of the Books and Records of the Society, as described under Article VIII.

### The Secretary Treasurer shall prepare and present a report of the financial status of the Society at every Annual General Meeting, and at other times as requested by the Executive Committee.

### The Secretary Treasurer shall obtain insurance coverage for Directors and Officers, as described under Section 3.14 or as further directed by the Executive Committee for other purposes.

# MEETINGS

## The procedure of all meetings of the Society shall be that procedure prescribed in the most recent edition of Robert's Rules of Order, except where in conflict with the Bylaws of the Society or with the regulations of the Alberta Societies Act, in which case the latter shall govern.

## If at any meeting of the Society, a quorum is not present within thirty (30) minutes after the set time; the meeting is deferred for one (1) week later at the same time and place. If a quorum is not present within thirty (30) minutes after the set time of the second meeting, the meeting will proceed with the Members in attendance.

## If at any time, a Director, Officer or Member has a Conflict of Interest, they must immediately disclose fully and promptly the nature and extent of such interest to the Board, Committee or Members, as the case may be, and will refrain from voting, speaking in debate or in any way influencing the decision on the matter.

## Annual General Meeting

### An Annual General Meeting shall be held each year at a time and place selected by the Executive Committee, not less than one-hundred and eighty (180) days after the Society’s fiscal year end.

### The Secretary Treasurer of the Society shall send, via email, a notice of the Annual General Meeting, with an agenda to all Members in Good Standing, not less than twenty-one (21) days prior to the date of the meeting.

### Actions approved or taken at a General meeting are not invalidated due to accidental omission to give any notice to any Member, any Member not receiving any notice; or any error in any notice that does not affect the meaning.

### A quorum for an Annual General Meeting shall ordinarily consist of eight (8) Voting Members.

### The Annual General Meeting shall be open only to Members of the Society.

### Voting at the Annual General Meeting

#### Voting Members must be in attendance. No Power of Attorney or Proxy voting is permitted.

#### All motions at the Annual General Meeting are Ordinary Resolutions, and become valid at the end of the meeting, unless specifically noted otherwise.

#### In the event of a tie vote, the motion is defeated.

#### Voting at the Annual General Meetings, other than for election of Officers and Directors, shall be by the show of hands, unless a majority of the members opt for a secret ballot for a specific resolution.

#### Election of Officers and Director shall be by secret ballot.

### The Agenda for the Annual General Meeting is as follows:

#### Call to Order

#### Additions to and Approval of the Agenda

#### Approval of Minutes from last Annual General Meeting and Special Meeting

#### President’s Report

#### Presentation of the Audited Financial Statements

#### Election of Directors and Officers

#### Determination on Number of Directors

#### President & Director

#### Vice-President & Director

#### Secretary Treasurer & Director

#### Other Directors

#### Acceptance of new Regular Members

#### Other Business

#### Termination of Meeting

## Special Meetings

### Special Meetings of the Society will be convened at the request of either

#### The Executive Committee; or

#### A written demand from four (4) Members in Good Standing, stating the reason for this meeting; or

#### Receipt of a Notice of Motion for an Amendment to the Bylaws delivered to the Secretary Treasurer, with written letters of support from ten (10) Members in Good Standing.

### Special Meetings shall be held at a time and place selected by the Executive Committee within forty-five (45) days of a request identified under Section 7.05(a).

### The Secretary Treasurer of the Society shall send notice of the Special Meeting, with an agenda to all Members a full ten (10) days prior to the meeting via email.

### Actions approved or taken at a Special Meeting are not invalidated due to accidental omission to give any notice to any Member, any Member not receiving any notice; or any error in any notice that does not affect the meaning.

### A quorum for a Special Meeting shall ordinarily consist of eight (8) Voting Members.

### Special Meeting shall be open only to Members of the Society.

### Voting at Special Meeting

#### All Members in attendance at the meeting are entitled to one vote. No Power of Attorney or Proxy voting is permitted.

#### All motions at the Special Meeting are Special Resolutions, and become valid at the end of the meeting, unless specifically noted otherwise.

#### In the event of a tie vote, the motion is defeated.

#### Voting at Special Meetings shall be by the show of hands, unless majority of the members opt for a secret ballot for a specific resolution.

### The Agenda for any Special Meeting is as follows:

#### Call to Order

#### President’s Report

#### Specific Business Matter

#### Termination of Meeting

## Director’s Meeting

### At least one (1) meeting per year of the Board of Directors shall be called by the President.

### The Secretary Treasurer shall send notice of the Directors Meetings, with an agenda, to all Directors a full five (5) days prior to the meeting via email.

### A quorum for a Directors Meeting shall consist of four (4) members.

### The Agenda will be determined by the President and Secretary Treasurer.

### Voting at Director’s Meeting

#### All Directors in attendance at the meeting are entitled to one (1) vote. No Power of Attorney or Proxy voting is permitted.

#### All motions at the Director’s Meeting are Ordinary Resolutions, and become valid at the end of the meeting, unless specifically noted otherwise.

#### In the event of a tie vote, the motion is defeated.

#### Voting at Director’s Meetings shall be by the show of hands.

## Executive Meetings

### At least two (2) meeting per year of the Executive shall be called by the President.

### The Secretary Treasurer shall send notice of all Executive Meetings, with an agenda to the entire Executive one (1) full day prior to the meeting via email.

### Meetings may occur in-person, telephone or via electronically (e-mail).

### A quorum for an Executive Meeting shall consist of two (2) members.

### Voting at Executive Meetings

#### All Executive in attendance at the meeting are entitled to one vote. No Power of Attorney or Proxy voting is permitted.

#### All motions at the Executive meetings are Ordinary Resolutions, and become valid at the end of the meeting, unless specifically noted otherwise.

#### In the event of a tie vote, the motion is defeated.

#### Voting at Director’s Meetings, shall be by the show of hands for in-person, voice for telephone meetings and e-mail for electronic meetings.

# AUDIT OF BOOKS AND RECORDS

## The Executive Committee may examine or cause to be examined, the books and records of the Society, at such time and place as may be determined by the Executive Committee, subject to the provisions of the Act.

## The books and accounts of the Society shall be audited within one hundred and thirty-five (135) days after the end of the fiscal year.

## The Secretary Treasurer will nominate and the Executive Committee will approve an independent non-Director member of the Society or a duly qualified accountant on an annual basis to complete the audit of the financial statements of the Society.

## The Secretary Treasurer shall thereafter present, at each Annual General Meeting of the Society, the financial statements (including Auditor’s Statement, Balance Sheet, and Income Statement, Changes in Financial Position and accompanying notes to the financial statements) for the most recent year ended.

## The books and records of the Society may be inspected by any Member of the Society at any Annual General Meeting or at any time upon giving reasonable notice (minimum of ten (10) days) to the President and Secretary Treasurer and arranging a time satisfactory to the Secretary Treasurer.

# DISCLAIMER

## The Society is obligated to satisfy only those claims which have the prior and explicit approval of the Executive Committee. Any other claim must be presented to the Executive Committee.

# REMUNERATION

## The remuneration of all agents and employees shall be fixed by the Executive Committee by resolution, such resolution having force and effect only until the next Annual General Meeting when it shall be confirmed by resolution of the Executive Committee. In the absence of such confirmation by the Executive Committee, then the remuneration of such agents, or employees shall cease to be payable from the date of such meeting of members.

## Unless authorized at an Annual General Meeting or a Special Meeting, no Director, Executive Officer or a Member of the Society shall receive any remuneration for their services as a Director, Executive Officer or a Member of the Society.

# CODE OF ETHICS

## All Officers, agents and employees, of the Society shall sign and obey the directives of the Code of Ethics of the Society

## Any Officer, agent or employee of the Society is found to be guilty of fraud, willful negligence or dishonesty, or contravenes the Code of Ethics of the Society, whereby the Society incurs any loss or damages, such Officer, agent or employee of the Society shall be liable to recoup the same to the Society and shall be further liable to dismissal, suspension and/or expulsion.

# DEBENTURES

## For the purpose of carrying out its objects, the society may issue debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

# DISCIPLINE

## A Member (Complainant) wishing to assert and complain that another Member (Accused) has breached the provisions of the Bylaws, resolutions adopted at a General or Special Meeting or any of the Society’s Policies, must do so in writing (Allegation) by way of registered mail or e-mail. The Allegation must be signed by the Complainant, and sent to the President, with a copy sent to the Accused, within ninety days (90) of the date of the alleged offence. The Complainant must also submit a non-refundable fee in the amount of One Hundred Dollars ($100.00) along with all information to be considered in the Allegation. The Accused will have ten (10) days from receipt of the Allegation to respond in writing to the President by registered mail or e-mail, as well as submit any other information they wish to be considered by the Society.

## If the President is in a conflict of interest situation then another member of the Executive Committee or a Director will be appointed to conduct the review.

## The President (or appointed Delegate) will review the matter and make a determination on the merits of the Allegation within twenty (20) days of receipt of Allegation. If in the opinion of the President (or the appointed Delegate) the allegations hold merit, a Discipline Committee shall be struck. The President (or the appointed Delegate) shall notify both the Complainant and Accused, in writing by registered mail or e-mail, of this determination.

## The Discipline Committee shall be comprised of the Executive Committee. If any Executive Committee member is in a conflict of interest situation then another Director shall be appointed to the Discipline Committee.

## The Discipline Committee shall establish the time and place for a hearing and considering the Allegation within thirty (30) days of the formation of the Discipline Committee. Notice shall be sent to both the Accused and Complainant by either registered mail or e-mail at least ten (10) days in advance of the hearing. The Accused may be accompanied by one (1) advisor.

## Should the Accused be unable to attend the hearing because of circumstances beyond their control, that individual should notify the Discipline Committee within five (5) days, whereupon a new date for the hearing will be fixed; should the accused then fail to attend, the hearing will proceed in-absentia.

## Both the Accused and Complainant shall have the right to be heard and to call witnesses.

## The Discipline Committee shall reach a decision within thirty (30) days after the close of the hearing.

## The Discipline Committee shall have the power to impose and enforce sanctions and penalties for any violations of the Bylaws, Code of Ethics and Policies of the Society, including but not limited to the following:

### Warning

### Probation (3-6 Months)

### Short term (3-6 month) suspension of Membership

### Long term (6-24 months) suspension of Membership

### Termination of Membership; or

### Life time Membership Ban.

# DISSOLUTION

## Upon dissolution of the Society, any assets remaining after the payment of any debts and liabilities be disbursed to an eligible charity or transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable group approved by the Board.

# AMENDMENTS

## Subject to compliance with the requirements of the Societies Act, these Bylaws may be rescinded, altered, amended or added to only by way of an approved Special Resolution considered at a Special Meeting of the Society, properly convened for that purpose.