

# **Wrestling PEI Constitution and Bylaws**

## **Name**

The name of the organization is Wrestling PEI Inc., hereinafter referred to as Wrestling PEI. The operating name shall be “WPEI”.

## **Head Office**

The Association is incorporated with its head office at Sport PEI, 40 Enman Crescent, Charlottetown, PE, C1A 7K7.

## **Purpose**

To encourage and develop the widest participation and the highest proficiency in amateur wrestling on Prince Edward Island (PEI).

## **Objectives**

- a) To coordinate and assist wrestlers, coaches, managers, trainers and officials in the pursuit of excellence in wrestling, regionally, provincially, nationally and internationally.
- b) To promote the sport of amateur wrestling in PEI through its members and to the public at large.
- c) To unify and coordinate the efforts of all wrestlers, coaches, managers, trainers and officials on PEI.
- d) To provide and maintain the highest standard of wrestling, coaching, managing, training and officiating on PEI.
- e) To improve the skill and technical knowledge of wrestlers, coaches, managers, trainers and officials on PEI.
- f) To provide all wrestlers, coaches, managers, trainers, officials and other representatives a voice in the Canadian Amateur Wrestling Association (CAWA) and Sport PEI.

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- g) To act and/or react to all suggestions made to improve the sport of amateur wrestling including but not limited to coaching, managing, training and officiating within PEI.
- h) To obtain sufficient funds for the successful operation of the Association and its affiliated programs, and to disburse such funds in a manner conducive to the well-being of the Association.
- i) To do all such other acts or things as are incidental or conducive to the attainment of the object and to exercise all and every power set forth in Section 15(1) of the Companies Act, R.S.P.E.I. 1988, and Chapter C-14.

## **Affiliation**

WPEI shall be an affiliated member of the Canadian Amateur Wrestling Association (C.A.W.A.) and Sport PEI. It shall be the sole representative of amateur wrestling to these bodies for the Province of PEI.

## **Non-Profit Organization**

The Association is not-for-profit and without share capital, and as well, the Association shall be carried on without pecuniary gain to its members and that any profits of the Association shall be used in promoting its objects.

## **Amendments to the Constitution and bylaws**

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 at least 21 days notice of the proposed change and at least 2/3's of the members who vote at the meeting must approve the change.

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## **WPEI - Bylaws**

### **Article 1 - Membership**

1.1.1 Membership in WPEI shall include three classes of members:

- (a) Clubs
- (b) Participants
- (c) Honourary

#### **Qualifications for Membership**

1.2.1 **Clubs** are the wrestling clubs on Prince Edward Island. A club will designate a club representative to act on their behalf. Each club has one vote.

1.2.2 **Participants** are the coaches, athletes, and officials who participate in Wrestling on PEI. Participants are non-voting.

1.2.3 **Honourary** membership shall be granted to individuals, organizations or businesses for their long standing contributions to Wrestling PEI as nominated and unanimously approved by the Board of Directors. Honourary members are non-voting.

1.2.4 Probationary status is applied automatically to all new clubs and participants. Clubs and participants of Wrestling PEI may be placed on probation by the Board of Directors if they fail to meet any of the requirements for membership as set out in the policy.

#### **Admission for Membership**

1.3.1 Applications for Club membership shall be submitted in writing to the Board of Directors for its approval and shall include a copy of the applicant's constitution and bylaws, list of officers, and payment of the membership fee.

1.3.2 Participants become members when they fill in and submit the WPEI participant registration form and payment of the membership fee.

#### **Membership Fees**

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- 1.4.1 The membership fee for Clubs and Participants of WPEI shall be prescribed by the Board of Directors subject to approval by the membership at the Annual General Meeting.
- 1.4.2 Honorary Members and Honorary Life Members shall be exempted from all fees and assessments.
- 1.4.3 The membership fee shall be paid on or before October 30<sup>th</sup> 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.

## **How Members May Withdraw**

- 1.5.1 Any member may terminate their membership by giving written notice to the Secretary of the Corporation.
- 1.5.2 Withdrawal of membership will be effective upon receipt of the written notice.
- 1.5.3 No refund of annual fees will be made to a member upon the cessation of membership.
- 1.5.4 Although a member ceases to be a member, the member is liable for any debts owing to the corporation at the date of ceasing to be a member.

## **How Members are Removed or Suspended**

- 1.6.1 Notwithstanding those bylaws relating to meetings and voting procedures as hereinafter provided, the Corporation may terminate the membership of any member for sufficient reason with a special resolution approved by a two-thirds majority of the membership present at a special general meeting called for that purpose.
- 1.6.2 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 Corporation;
  - (b) if the Member has been disloyal to the Corporation;
  - (c) if the Member has disrupted meetings or functions of the Corporation;

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- (d) if the Member has done or failed to do anything judged to be harmful to the Corporation; or
- (e) if the Member has failed to fulfill the requirements of membership.

1.6.3 The board has the power to assign further suspensions.

## **Member in Good Standing**

1.7.1 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 corporation;
- (b) attend any general meeting of the corporation;
- (c) speak at any general meeting of the corporation;
- (d) exercise other rights and privileges given to Members in these bylaws.

1.7.2. A member is in good standing when:

- (a) the member has paid membership fees or other required fees to the Corporation; and
- (b) the member is not suspended as a member as provided under Bylaw 1.6.2.

## **Article 2: General Meetings**

2.1.1 The President shall preside as Chairperson at general meetings of the Corporation. 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 among the board.

### **Annual General Meetings**

2.2.1 The Corporation shall hold its Annual General Meeting on or before the 10th day of June 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.

2.2.2 Notice of every Annual General Meeting or Semi-Annual Meeting shall be publicized at least twenty-one (21) days prior to the date of the meeting and shall outline briefly the purpose or purposes for which the meeting is being called.

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- 2.2.3 Agenda for the Meeting
- (a) Roll Call, Credentials;
  - (b) Minutes of Previous Meeting;
  - (c) Business Arising from the Minutes;
  - (d) Reports;
  - (e) Consideration of Amendments;
  - (f) Election of Officers and Directors;
  - (g) Appointment of auditors;
  - (h) New Business;
  - (i) Adjournment

## **Special General Meetings**

- 2.3.1. Special General Meetings of the Corporation may be called at any time:
- (a) by the President or in his absence by the Vice-President, or
  - (b) by the Secretary upon written request of five Full members of the Corporation. The request must state the reason for the special general meeting and the motion intended to be submitted.
- 2.3.2 Notice of every Special General Meeting shall be publicized at least twenty-one (21) days prior to the date of the meeting and shall outline briefly the place, date, time and purpose or purposes for which the meeting is being called.
- 2.3.3. Only the matter set out in the notice for the special general meeting is considered at the special general meeting.
- 2.3.4. Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

## **Quorum**

- 2.4.1 At all general meetings of the Corporation, one half of the voting members of the Corporation shall be considered a quorum.
- 2.4.2 At every Annual General Meeting, Semi-Annual Meeting or Special General Meeting, each club shall be represented by no more than two individuals, one of whom shall be designated as the voting club representative.

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

## **Article 3: Voting**

3.1.1 Each Club shall designate one representative to vote on their behalf.

3.1.2 Such a voting member must be duly accredited by the Club prior to his/her acceptance as a voting delegate.

3.1.3 No proxy votes shall be accepted at any meeting of the membership.

3.1.4 Each accredited voting delegate shall only represent one Club.

3.1.5 All members of the Board of Directors shall be entitled to one vote at any Annual General, Semi-Annual or Special General Meeting of the Corporation.

3.1.6 Except as hereinbefore provided in regard to termination of membership, any resolution or motion at any meeting shall be carried by a simple majority of the members present voting in favour of the resolution or motion.

3.1.7 The Chairperson of the general meeting shall not vote, except in the case of a tie vote, at which time he/she shall have the deciding vote.

3.1.8 At any meeting of the Corporation, unless a poll is requested by at least three members, the declaration by the Chairperson that a resolution or motion has been carried, and an entry made to that effect in the Minute Book or other record of the proceedings of the Corporation shall be sufficient evidence of the fact, without proof of the manner or proportion of the votes recorded in favour of, or against such resolution or motion.

3.1.9 Probationary members shall not be eligible to vote on federation business.

## **Article 4: Governance**

### **Board Composition**

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- 4.1.1 The Board of Directors shall consist of the Officers, Directors, and up to three Members at Large who shall be elected at the Annual General Meeting by the Full members of the Corporation.
- 4.1.2 The officers of the Corporation shall be the President, the Vice-President, the Secretary and the Treasurer and a Past President.
- 4.1.3 The Directors of the corporation shall be the Technical Director, Executive Director, and the Officiating Director.
- 4.1.4 The Members at Large shall organize and carry out duties as requested by the Board of Directors.

## **Board Powers**

- 4.2.1 The Board of Directors shall have full power to conduct all business on behalf of the Corporation.
- 4.2.2 The Board may make policies, procedures and rules for managing the affairs of the Corporation.
- 4.2.3 The Board may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly.
- 4.2.4 The Board may make policies, procedures and rules relating to the management of disputes within the Corporation and shall have the authority to deal with all disputes accordingly.
- 4.2.5 The Board may establish committees, appoint members of committees and delegate any of its powers, duties and functions to any committee;
- 4.2.6 The Board may appoint or employ such persons as it deems necessary to carry out work of the Corporation; and
- 4.2.7 The Board shall have the authority to interpret any word, term or phrase in this bylaw which is ambiguous, contradictory or unclear.

## **How Board is Elected**

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- 4.3.1 At the Annual General Meeting, the officers and members at large shall be elected by the members for a one year term.
- 4.3.2 The officers of the Corporation with the exception of the Past President shall be elected by the Full Members at the Annual General Meetings and shall serve until their successors are elected at the next Annual General Meeting.
- 4.3.3 The Technical and Executive Directors shall be appointed by the Board of Directors. These positions are non-voting.
- 4.4.4 The Officiating Director shall be appointed to the Board by the Board of Directors. This is a voting position.

## **How a Director or Officer Resigns or is Removed**

- 4.4.1 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
  - (b) if the Board of Directors, by a two-thirds vote of its members present at a meeting duly convened for the purpose, shall resolve that such a member be removed.
- 4.4.2 If any member of the Board of Directors ceases to be a member of the Board, the Board shall appoint an interim director / officer until such time as his/her appointment is ratified by a meeting of the membership.

## **How to Fill a Vacancy**

- 4.5.1 If any officer of the Corporation 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.

## **Meetings of the Board**

- 4.6.1 A quorum for meetings of the Board of Directors shall be five board members.
- 4.6.2 The Board of Directors shall meet at the call of the President or at the written request of any three members of the Board.

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- 4.6.3 The Board of Directors shall meet not less than three times each year and at such other times and places as it may deem necessary. Due notice of meetings shall be given and the notice shall indicate the purpose of the meeting.

## **Voting**

- 4.7.1 Each member of the Board of Directors shall be entitled to one vote. However, the meeting chairperson shall only vote in the event of a tie.

## **Written Resolution of Board**

- 4.7.2 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.

## **Committees of the Board**

- 4.8.1 The Board of Directors may appoint such Committees as they deem desirable in the interests of the Corporation.
- 4.8.2 The Board of Directors shall determine the duties of each committee and shall decide questions of jurisdiction, and shall, if it is so desired, direct the action of any committee on any matter.

## **Duties of Officers**

- 4.9.1 The President shall preside at meetings of the Corporation and of the Board of Directors and shall provide leadership in executing the basic and specific objectives of the Corporation 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 Corporation.
- 4.9.2 The Vice-President shall preside at meetings in the absence of the President.
- 4.9.3 The Secretary shall ensure that the staff of the Federation give notice of all meetings of the Corporation 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 Corporation, and shall keep a

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correct register of the members of the Corporation, and shall ensure that all other duties usually performed by a Secretary are carried out by the staff of the Corporation.

- 4.9.4 The Treasurer shall be responsible to ensure that designated staff of the Federation utilize generally acceptable accounting principles to perform the following: have custody of all funds of the Corporation; make disbursements as ordered by the Board of Directors; keep the accounts of the Corporation; receive all funds belonging to the Corporation and keep the same deposited in a chartered bank; collect the fees payable by members and other moneys and revenues accruing to the Corporation; and otherwise perform all duties pertaining to the office of a Treasurer. The Treasurer shall submit his/her report to the Annual General Meeting together with the report of the auditor of the Corporation. He/she shall render an accounting of all financial transactions at all meetings of the membership, and meetings of the Board of Directors, and shall exhibit the books of the Corporation when called upon to do so.
- 4.9.5 The Technical Director shall be responsible to develop coaching and wrestling skills for WPEI members.
- 4.9.6 The Officiating Director shall be responsible to develop on-mat and off-mat officials for WPEI. He shall be WPEI's representative to CAWOA.
- 4.9.7 Members at Large shall be responsible for duties as determined by the Board of Directors.

## **Executive Director**

- 4.10.1 The Executive Director shall act as liaison between WPEI and its Affiliates and shall perform such duties as are defined on the advice of the Board of Directors of WPEI. He/she shall serve as an ex officio member of the Board of Directors.
- 4.10.2 The Board of Directors may from time to time by resolution confer upon the Executive Director for the time being all or such of the powers exercisable under these presents by the Board of Directors as they think fit, and may confer such powers for such time to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may either confer such powers either collateral with or to the exclusion of and in that behalf and may from time to time, revoke, withdraw, alter, or vary all or any of such powers.

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## **Technical Director**

- 4.11.1 The Technical Director shall work with the Board of Directors to develop coaching and training programs for coaches and athletes. He/she shall serve as an ex officio member of the Board of Directors.
- 4.11.2 The Board of Directors may from time to time by resolution confer upon the Technical Director for the time being all or such of the powers exercisable under these presents by the Board of Directors as they think fit, and may confer such powers for such time to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may either confer such powers either collateral with or to the exclusion of and in that behalf and may from time to time, revoke, withdraw, alter, or vary all or any of such powers.

## **Indemnification of Directors**

- 4.12.1 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.
- 4.12.2 The Corporation 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.
- 4.12.3 The Corporation 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.

## **Article 5: Financial Reporting & Review**

### **Fiscal Year**

- 5.1.1 The fiscal year of the Corporation is April 1 to March 31 of each year.

### **Audit**

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- 5.2.1 The fiscal year shall end on the 31st day of March of each and every year unless otherwise determined by the Board of Directors.
- 5.2.2 A copy of the financial statement shall be provided to each member of the Corporation at the AGM.
- 5.2.3 All dues and assessment of members of the Corporation other than membership fees shall be due on or before the 31st day in March in each year in an amount as determined by the Board of Directors.
- 5.2.4 The financial records of the Corporation shall be either audited or exposed to a **Third Party Review**, annually.

## **Signing Authority and Execution of Contracts**

- 5.3.1 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.
- 5.3.2 The Board of Directors on behalf of the Corporation shall have the authority to enter into any arrangements with any Governmental authority, municipality, local or otherwise that may seem conducive to the corporation's objects, or any of them, and to obtain from any such Governmental authority, any rights, privileges, concessions which the corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements.

## **Borrowing Powers**

- 5.4.1 The Board of Directors on behalf of the Corporation 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 corporation and to limit and increase the amount borrowed, to issue bonds, debentures or other securities of the corporation 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

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secure any bonds or debentures, any other securities, and any money borrowed for the purposes of the corporation.

## **Article 6: Dissolution**

- 6.1.1 It is specifically provided that in the event of dissolution or the winding up of the corporation all its remaining assets after payment of its liabilities shall be distributed to one or more recognized non profit organizations in Canada.

## **Article 7: Amendments**

- 7.1.1 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 twenty-one (21) days prior to the date of the meeting at which the proposed amendment will be introduced.