

C O N S T I T U T I O N

A N D

B Y L A W S

of the

**CANADIAN AMATEUR WRESTLING
ASSOCIATION**

July 1995

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of the
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C O N S T I T U T I O N
OF THE
CANADIAN AMATEUR WRESTLING ASSOCIATION

ARTICLE 1

NAME

The name of the corporation shall be the Canadian Amateur Wrestling Association or l'Association Canadienne de Lutte Amateur, hereinafter sometimes referred to as C.A.W.A. or A.C.L.A.

ARTICLE 2

LANGUAGE

The official languages of the corporation shall be English and French.

ARTICLE 3

ADDRESS

The address of the corporation is 1600 James Naismith Drive, Gloucester, Ontario K1B 5N4.

ARTICLE 4

OBJECT

The objectives of the C.A.W.A. are:

- a) To encourage and develop the widest participation and the highest proficiency in amateur wrestling in Canada.
- b) To coordinate and assist wrestlers, coaches, managers, trainers and officials in the pursuit of excellence in wrestling, regionally, provincially, nationally and internationally.
- c) To promote the sport of amateur wrestling in Canada through its members and to the public at large.
- d) To unify and coordinate the efforts of all wrestlers, coaches, managers, trainers and officials in Canada.
- e) To provide and maintain the highest standard of wrestling, coaching, managing, training and officiating in Canada.

f) To improve the skill and technical knowledge of wrestlers, coaches, managers, trainers and officials in Canada.

g) To provide all wrestlers, coaches, managers, trainers, officials and other representatives a voice in the International Amateur Wrestling Federation (F.I.L.A.), the Association being the sole representative of this body.

h) To create and maintain research projects that will benefit all those interested in amateur wrestling in Canada.

i) To be a resource centre for the distribution of literature, films, research material and other materials pertaining to amateur wrestling, collected from sources within Canada and abroad.

j) 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 Canada.

ARTICLE 5

INSIGNIA

This Association shall have such official insignia as the Board of Directors may from time to time decide. The official insignia of the Association shall be that which is affixed to this document.

ARTICLE 6

AFFILIATION

The Canadian Amateur Wrestling Association shall be an affiliated member of the International Amateur Wrestling Federation (F.I.L.A.), and shall be the sole representative of Canadian wrestling to this body and all other bodies affiliated with and recognized by F.I.L.A.

ARTICLE 7

MEMBERSHIP

Membership in the C.A.W.A. shall be divided in two classes, namely voting members and non-voting members.

Membership shall be limited to individual members, affiliated member groups and privileged member groups, as

per the following definitions:

a) Individuals

1) Ordinary Member - a person who is a Member of an Affiliated Member Group and who has met those requirements which may be established from time to time by the Board of Directors, hereinafter sometimes referred to as the B.O.D. and who has received the approval of the B.O.D.

2) Member at Large - a person who has met those requirements which may be established from time to time by the B.O.D. and who has received the approval of the B.O.D.

3) Lifetime Member - an Ordinary Member who has met those requirements which may be established from time to time by the B.O.D. and who has received the approval of the B.O.D.

4) Honourary Member - a person who, in the opinion of the voting members of the C.A.W.A., for some reason, is considered entitled to such distinction and who has received the approval of the B.O.D.

5) Honourary Life Member - a person who, in the opinion of the B.O.D. of the C.A.W.A., for some reason, should be admitted as such, provided however, that their members shall NOT exceed three (3) at any one time.

b) Affiliated Member Groups

1) A provincial association, national association, privileged member group, corporation, company, or any other unit organized to promote wrestling, which has met those requirements which may be established from time to time by the B.O.D. and who has received the approval of the B.O.D.

2) Only affiliated member groups in good standing, and the elected members of the C.A.W.A. Executive Committee, will have the right to vote at any Annual General Meeting (A.G.M.) or Special Meeting of the C.A.W.A.

ARTICLE 8

FEES AND ASSESSMENTS

a) Members at Large and Affiliated Member Groups shall pay an annual fee, as decided at the A.G.M.

b) Lifetime Members shall pay a one (1) time only fee, as decided at an A.G.M.

c) Honourary Members and Honourary Life Members shall be exempted from all fees and assessments.

d) The B.O.D. may levy an assessment for any special purpose, subject to a two-thirds (2/3) majority vote of the voting members present at an A.G.M. or Special Meeting, provided full particulars of such assessment have been given in the notice calling such meeting.

ARTICLE 9

C.A.W.A. OFFICERS AND COMMITTEES

a) The C.A.W.A. will be administered by a number of Directors, hereinafter sometimes referred to as the B.O.D., elected by the Ordinary Members and Members at Large.

b) The B.O.D. shall elect, by a secret ballot, the members of the Executive Committee.

The following are the elected officers of the Association and are members of the Board of Directors, and shall be known as the Executive Committee:

- 1) President
- 2) Past President
- 3) Vice-President Administration & Marketing
- 4) Vice-President Technical
- 5) Vice-President Development
- 6) Secretary-Treasurer

c) If a C.A.W.A. member is elected to the International Amateur Wrestling Federation Bureau (F.I.L.A.), he/she may be appointed to serve on the Executive Committee of the CAWA if the Board of Directors approves. He/she will hold the position of Vice-President International.

d) Additional officers and/or committees may be elected or appointed by the B.O.D. to perform special functions.

e) The election of the Directors shall be as per Appendix "A".

ARTICLE 10

MEETINGS

a) The operation of the C.A.W.A. may be carried on throughout Canada and elsewhere.

b) Annual General Meeting

Shall be held annually no later than ninety (90) days

following the end of the fiscal year, at the call of the President, at the National Office or some other time and/or place, as the B.O.D. may from time to time determine. At this meeting members will consider -

- 1) Audited financial statements
- 2) President's report
- 3) Appointment of auditors.

c) Board of Directors' Meeting

Shall be held at least annually, at the call of the President, at the National Office or elsewhere as the B.O.D. may from time to time determine. At this meeting members will consider -

- 1) Approval of expenditures and financial statements
- 2) Any other business concerning C.A.W.A. and its operations
- 3) Election of OFFICERS.

d) Executive Meeting

At least two (2) meetings per year of the Executive shall be called by the President at any time or place.

ARTICLE 11

C.A.W.A. AGREEMENT

That an agreement dated the 30th day of June, 1970, between the Canadian Amateur Wrestling Association, a body corporate and politic, incorporated under Part II of the Canadian Corporations Act and having its Head Office in the City of Ottawa, in the County of Carleton and the Province of Ontario, as the party of the first part, and the C.A.W.A., is hereby accepted on behalf of the C.A.W.A.

ARTICLE 12

AMENDMENTS

a) Proposals to suspend, add or revise any Article of this Constitution may be made at any time.

b) Proposals to amend this Constitution must be published at least sixty (60) days prior to the A.G.M.

c) Approval to amend this Constitution will require a two-thirds (2/3) majority vote of the voting Members present at an A.G.M.

d) A Constitution amendment may NOT be reworded at an A.G.M.

e) Proposals for amendments to this Constitution should be submitted as per Appendix "B".

ARTICLE 13

PROXY VOTING

Power of Attorney voting or Proxy voting shall not be allowed at any meeting.

B Y L A W S

of the

**CANADIAN AMATEUR WRESTLING
ASSOCIATION**

July 1992

I N D E X

B Y L A W S

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BYLAWS
TO THE
CONSTITUTION
OF THE
CANADIAN AMATEUR WRESTLING ASSOCIATION

BYLAW 1

PURPOSE

The purpose of these bylaws is to provide guidelines for the operation and the conduct of the corporation, hereinafter sometimes referred to as the Canadian Amateur Wrestling Association (C.A.W.A.).

BYLAW 2

BOARD OF DIRECTORS

a) The Board of Directors, hereinafter sometimes referred to as the B.O.D. of the C.A.W.A., may exercise all such powers of the C.A.W.A. as are not, by the Companies Act or by these Bylaws, required to be exercised by the Members voting at the Annual General Meeting, hereinafter sometimes referred to as the A.G.M., or Special Meetings.

b) The B.O.D. shall elect an Executive Committee which may be composed of Directors and/or Members, and the B.O.D. may delegate to such Committee full authority to manage and direct the affairs and business of the C.A.W.A. (except such matters and duties as by law must be transacted and performed by the B.O.D. at the A.G.M.) and to employ and discharge agents and employees of the C.A.W.A., and the B.O.D. may delegate to such Committee any lesser power.

c) The members of the Executive Committee shall not receive any remuneration for their services, other than the actual expenses incurred in attending to the affairs of the C.A.W.A. and such expenses shall only be paid upon the approval of the B.O.D.

d) The Executive Committee shall conform to all lawful orders given to it by the B.O.D. and shall, at all reasonable times, give to the B.O.D. or any of them all information regarding the affairs of the C.A.W.A.

e) The B.O.D. may appoint such employees, servants and agents as it shall deem necessary, who shall have such authority and shall perform such duties and shall receive such remuneration as from time to time shall be prescribed

by the B.O.D.

- f) The B.O.D. may from time to time:
- 1) Borrow money upon the credit of the C.A.W.A. by obtaining loans or advances or by way of overdraft or otherwise.
 - 2) Issue, sell or pledge securities of the C.A.W.A. including bonds, debentures or stock, for such sums on such terms and at such prices as they may deem expedient.
 - 3) Assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, moveable or immoveable property, rights, powers, choses in action, or other assets, present or future, of the C.A.W.A. to secure any such securities or other such securities of the C.A.W.A. or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the C.A.W.A. heretofore, now or hereafter made or incurred directly or indirectly or otherwise; and
 - 4) Without in any way limiting the powers herein conferred upon the B.O.D., give security or promises to give security, agreements, document and instruments in any manner or from under the Bank Act or otherwise to secure any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the C.A.W.A. heretofore, now or hereafter made or incurred directly or indirectly or otherwise.
 - 5) Delegate any or all of the foregoing powers from time to time, delegate by the B.O.D. to any one (1) or more of the Directors or Officers of the C.A.W.A.

This bylaw shall remain in force and binding upon the C.A.W.A. as regards any person acting on the faith thereof until such person has received written notification from the C.A.W.A. that this bylaw has been repealed or replaced.

g) In the event that any of the offices of President, Vice-Presidents, four (4), and Secretary-Treasurer, one (1) or more become vacant by reason of death, resignation, disqualification or otherwise, the remaining directors by resolution duly called and held, may elect or appoint any Officer or Officers to fill such vacancy or vacancies.

h) Contract, documents or any instrument in writing requiring the signature of the C.A.W.A. shall be signed by the President, Vice-President Administration & Marketing or Secretary-Treasurer and all contracts, documents and instruments in writing so signed under the authority of the B.O.D. shall be binding without any further authority or formality.

i) The Seal of the C.A.W.A., when required, shall be affixed to contracts, documents and instruments in writing and signed as aforesaid.

j) The term "contracts, documents, and instruments in writing" as used herein shall include deeds, mortgages, hypothecs, shares, conveyances, transfer and assignments of property, real or personal, moveable or immoveable, agreements, releases, receipts or discharges for the payment of money or other obligations, transfers and assignments of shares, stocks, bonds, debentures or other securities and paper writings.

k) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the C.A.W.A., and in such manner as the B.O.D. may from time to time designate and as may be required by the C.A.W.A. bankers.

l) The B.O.D. will prepare a budget for the fiscal year to be ratified by the voting Members present at the A.G.M.

BYLAW 3

EXECUTIVE COMMITTEE AND OTHER COMMITTEES

a) The officers of the Association, namely: President, Past President, Vice-President Administration & Marketing, Vice-President Technical, Vice-President Development, Vice-President International and the Secretary-Treasurer, shall constitute the Executive Committee of the Board of Directors and shall possess and exercise all of the powers of the directors between meetings of the said Board of Directors except as specifically limited by resolution of the Board of Directors and by the Constitution, Charter and Bylaws of the Corporation.

b) The Board of Directors may from time to time as deemed necessary appoint other committees consisting of such number of members as may be deemed desirable and may prescribe their duties.

c) Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as

it thinks fit. Unless otherwise determined by the Board of Directors, two members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

BYLAW 4

DUTIES OF OFFICERS

a) President:

1) The President shall be the Chief Executive Officer of the Association and have general and active management of the business of the Association.

2) The President shall preside at all meetings of the Board of Directors and of the Executive Committee, and shall be a member ex-officio of all committees appointed by the Directors.

3) The President shall be responsible for the affairs of the Association and, with the assistance of the Executive Committee shall execute and administer the policies established by the members and be primarily responsible for the development and maintenance of the programs of the Association.

4) It shall be the duty of the President to ensure that the other officers of the Association perform their duties strictly in accordance with the Constitution and Bylaws.

5) It shall be the President's responsibility to handle the affairs of the Association with the International Amateur Wrestling Federation and with the wrestling federations of all other nations, and he will be responsible for any and all activity involving these bodies and the members of the Association.

6) The President shall sign all instruments which require the signature of the President.

7) The President shall perform all duties incident to the office and shall have such other power and duties as may from time to time be assigned by the B.O.D.

8) The President shall answer all questions and explain all matters in connection with the management of the C.A.W.A. at the A.G.M.

9) The President shall have custody or control of all C.A.W.A. property.

10) The President shall be one (1) of the co-signers of all cheques.

11) The newly elected President shall assume office after the adjournment of the meeting at which he was elected.

12) Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the President of the meeting, in addition to his original vote, shall have a second or casting vote.

13) Upon the completion of his term of office, he shall assume the office of Past President, unless elected to another position.

b) Past President:

1) The Past President shall assume office after the adjournment of the meeting at which he vacated the office of President.

2) He shall assist the President in his duties and shall provide advice and counsel to the Executive.

3) In the event that a President, upon vacation of the office, is unable or unwilling to assume the office of Past President, the next previous Past President shall regain office.

4) The Past President shall hold office until such time as a new Past President assumes office.

5) The Past President shall be the chairman of the nominating committee.

6) He shall act as Chairman of the Record and Archives Committee.

c) Vice-President Administration & Marketing:

1) The Association shall have a Vice-President Administration & Marketing who shall be elected by the majority of the votes cast by the Directors present at the Annual General Meeting of the Association.

2) The newly elected Vice-President Administration & Marketing shall assume office after the adjournment of the meeting at which he was elected.

3) The Vice-President Administration & Marketing will give

leadership to all the Association's administrative activities, which include: ensuring a well administered National Office, legal matters, contracts, awards ceremonies, TV/media, public relations, communications and press conferences. He shall also provide leadership to promote the image of wrestling in Canada. He shall ensure the dissemination of newsletter/magazines, special events, and supplies.

4) He shall serve as President in the absence of the President and Past President.

5) He will work closely with the Association Secretary-Treasurer on all TV/media matters, as well as equipment and supplies matters.

d) Vice-President Technical:

1) The Association shall have a Vice-President Technical who shall be elected by the majority of the votes cast by the Directors present at the Annual General Meeting of the Association.

2) The newly elected Vice-President Technical shall assume office after the adjournment of the meeting at which he was elected.

3) He shall administrate, organize, develop and ensure the implementation of the C.A.W.A. Technical Game Plan.

4) He shall chair all meetings of the Technical Committee.

5) He shall be responsible for the updating of all rules and technical regulations.

6) He shall ensure the implementation of all technical programs established by the Board of Directors.

7) He shall provide to the Board of Directors, Executive Committee and National Office all pertinent technical information.

8) He shall provide the leadership to develop support activities related to coaching, elite wrestling, research and sport medicine.

He will work closely with the Technical Director.

9) He shall be responsible for selections and monitoring of managers for all C.A.W.A. programs.

e) Vice-President Development:

1) The Association shall have a Vice-President Development who shall be elected by the majority of the votes cast by the Directors present at the Annual General Meeting of the Association.

2) The newly elected Vice-President Development shall assume office after the adjournment of the meeting at which he was elected.

3) He shall provide the leadership to develop support activities related to technical development programs and appropriate competitive opportunities. He will focus his effort on the issues of talent identification as related to: athletes, coaches, elite wrestlers, grass roots development and opportunities focusing on all levels below espoir age group.

4) He will work closely with the Vice-President Technical.

5) He shall serve in an advisory capacity to the Technical Committee.

6) He will focus his efforts on domestic and international championships, rule interpretations, certification (N.C.C.P.), C.A.W.A. Development Committee, as they apply to age groups below espoir.

f) Secretary-Treasurer:

1) The Association shall have a Secretary-Treasurer who shall be elected by the majority of the votes cast by the Directors present at the Annual General Meeting of the Association.

2) The newly elected Secretary-Treasurer shall assume office after the adjournment of the meeting at which he was elected.

3) He shall be responsible for the receipt, deposit and disbursement of all monies of the Association.

4) He shall ensure that an accurate record of all monies received and disbursed is kept and shall have such record audited by an independent auditor each fiscal year.

5) He shall give upon request a general analysis of the Association's financial standing.

6) He shall present to the Board of Directors prior to the end of any fiscal period a proposed operating budget for the ensuing fiscal year, and more often as requested by the Board of Directors or by the Executive Committee.

7) He shall prepare and present a report of the financial status of the Association at every Annual General Meeting of the Association and at other times as requested by the Board of Directors or by the Executive Committee.

8) He shall act as Chairman of the Finance Committee.

9) Shall be one (1) of the co-signers of all cheques

issued by the Association.

10) He shall ensure that adequate and accurate minutes of all meetings of the Board of Directors and of the Association are taken, and shall act as parliamentarian.

11) He shall be responsible for all discipline concerns as outlined in Bylaw 12.

12) He shall be responsible for the nominations process for Annual General meeting elections.

g) Vice-President International

1) If a C.A.W.A. member is elected to the International Amateur Wrestling Federation Bureau (F.I.L.A.), he/she may be appointed to the CAWA Executive Committee, holding the position of Vice-President International.

2) The new Vice-President International shall assume office after the adjournment of the meeting at which he was appointed.

3) The Vice-President International will work closely with the President and represent him at International meetings and/or at a congress in the President's absence.

4) The Vice-President International shall ensure the implementation of all international programs established by the Board of Directors.

5) The Vice-President International shall provide all pertinent information dealing with international matters to the Board of Directors, Executive Committee and National Office.

6) The Vice-President International shall remain in office until such a time that he is not a F.I.L.A. Executive Member.

7) The Vice-President International shall perform any other tasks assigned to him by the Executive and/or the Board of Directors.

BYLAW 5

BOARD OF DIRECTORS

a) Provincial Associations:

1) Each provincial association shall be represented at all meetings of the Board of Directors and also at the Annual General Meeting of the Association, and at all other meetings as required, by a delegated representative of the

provincial association.

2) The delegated representative shall be responsible for the development of amateur wrestling in his province.

3) He shall be responsible for any and all affairs of the Association concerning the operation of his association and its members, and shall be their representative in any and all matters to the Association.

4) He shall be responsible for the preparation of all reports, briefs, budgets and timetables as required by the Association.

5) He shall prepare and submit to the National Office a written report of the activity of his provincial association thirty (30) days prior to the Annual General Meeting of the Association.

b) Canadian Amateur Wrestling Officials' Association:

1) The Officials' Association shall be represented at all meetings of the Board of Directors and of the Technical Committee, at the Annual General Meeting of the Association, and at all other meetings as required, by a delegated representative of the Officials' Association.

2) He shall be responsible for any and all affairs of the Association concerning the operation of the association and its members, and shall provide a representative in any and all matters to the Association.

3) He shall be responsible for the preparation of all reports, briefs, budgets and timetables as required by the Association.

4) He shall prepare and submit to the National Office a written report of the activity of the Officials' Association thirty (30) days prior to the Annual General Meeting of the Association.

c) Coaches' Representative:

1) The active coaches of Canada shall be represented at all meetings of the Board of Directors and of the Technical Committee, at the Annual General Meeting of the Association and at all other meetings as required, by a delegated representative of the competing wrestlers.

2) The representative of the active coaches shall be chosen at the Senior National Championships from the ranks of the senior coaches, and shall coincide with the term of office of the Executive Committee.

3) He shall be responsible for any and all affairs of the

Association concerning the affairs of coaches generally and shall be their representative to the Association.

4) He shall be responsible for the preparation of all reports, briefs, budgets and timetables as required by the Association.

5) He shall prepare and submit to the National Office a written report of the activity of the Association thirty (30) days prior to the Annual General Meeting of the Association.

d) Wrestlers' Representatives

1) The active wrestlers of Canada shall be represented at all meetings of the Board of Directors and of the Technical Committee, at the Annual General Meeting of the Association and at all other meetings as required, by elected representatives, one male and one female, of the competing wrestlers.

2) The representatives of the active wrestlers shall be chosen at the Senior National Championships from the ranks of the Senior competing wrestlers, and shall coincide with the term of office of the Executive Committee.

3) They shall be responsible for any and all affairs of the Association concerning the affairs of wrestlers generally and shall be their representatives to the Association.

4) They shall be responsible for the preparation of all reports, briefs, budgets and timetables as required by the Association.

5) They shall prepare and submit to the National Office a written report of the activity of the active wrestlers thirty (30) days prior to the Annual General Meeting of the Association.

BYLAW 6

PROTECTION OF DIRECTORS

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

a) All costs, charges and expenses whatsoever which such

director, office or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability;

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 wilful neglect or fault.

No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglect or defaults of any other director or office or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious 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 wilful act or his own wilful default.

BYLAW 7

MEMBERSHIP

a) A Certificate of Membership appropriate to the Class of Membership conferred, shall be issued to each Member in such form as may be approved from time to time by the B.O.D.

b) Membership in the C.A.W.A. shall be limited to individual members, affiliated member groups, privileged member groups, Societies, Corporations, Companies, Centres, or any other such units organized to promote the sport of wrestling, which have received the approval of the B.O.D.

c) Any Member may withdraw from the C.A.W.A. by delivering to the National Office of the C.A.W.A. a written resignation signed by the Individual member and duly witnessed in the case of an Individual Member, or signed by the President and the Secretary-Treasurer of an Affiliated Member Group in the case of an Affiliated Member, or signed by an Executive Officer and duly witnessed in the case of a Provincial Association, Society, Corporation, Company, Centre or other

such unit.

Such resignation to be effective on acceptance by the B.O.D.

d) The B.O.D. may by resolution, require the resignation of a Member for failure to pay any financial obligations as they become due.

e) The B.O.D. may by resolution, require the resignation of a Member for failure to comply with the provisions of the Affiliated Agreement as signed by the Member.

f) The resignation of a Member so required to resign shall become effective from the date of the mailing by prepaid post to the Member of a certified copy of the resolution certified under the hand of the Executive Director of the C.A.W.A. and under the seal of the C.A.W.A.

g) Any Member may be expelled from the C.A.W.A. by resolution sanctioned by at least a two-thirds (2/3) majority of the voting Members present at the A.G.M. or Special Meeting of the Members.

h) The expulsion of any such Member from the C.A.W.A. shall be effective from the date of mailing to the Member by prepaid post of a certified copy of the said resolution certified under the hand of the Executive Director of the C.A.W.A. and under the seal of the C.A.W.A.

BYLAW 8

MEETINGS

a) Meetings of Members:

Roberts' Rules of Order will normally be used in the conduct of all meetings of the Association. The President and/or Chairman may suspend the rules of order with or without notice. Resolutions properly passed at a meeting and so recorded may not be challenged on the grounds that the rules of order were not followed.

b) Annual General Meeting: (refer to Appendix C)

Subject to the compliance with The Corporations Act (Canada), the annual meeting of the members, designated "Annual General Meeting", shall be held at such place within Canada, at such time, and on such day in each year as the Board of Directors shall by resolution, determine.

At each Annual General Meeting there shall be presented the report of the President on the affairs of the Association for the previous year, the financial statements of the

Association, the auditor's report, the reports of the chairmen of all committees and such other information or reports relating to the Association's affairs as the Executive Committee may determine.

c) Special General Meetings:

Other meetings of members, designated "Special General Meetings", may be called by the President or the Executive Committee, or shall be convened from time to time by the President on a written requisition, signed by not less than ten (10) voting members which shall specify the purpose of the meeting. Any such special general meeting shall be held at such date, time and place within Canada as the Executive Committee shall determine. Business conducted at a special general meeting shall be limited to those items for which the meeting was called. Meetings shall be convened within two (2) months of receipt of a requisition from voting members as noted herein.

d) Board of Directors' Meetings:

Shall be held at least annually at the call of the President and/or the Executive Committee, at the National Office or elsewhere as the B.O.D. may from time to time determine.

e) Executive Meetings:

At least two (2) meetings per year of the Executive shall be called by the President and/or Secretary-Treasurer at any time and place.

f) Technical Meetings:

At least two (2) meetings per year of the Technical Committee shall be called by the Technical Chairman at any time and place, as long as they do not conflict with the Executive Meetings.

g) Notice for A.G.M. and B.O.D. Meetings:

1) A printed, written or typewritten notice stating the day, hour and place of the meeting and the general nature of the business to be transacted, shall be served either personally or by sending such notice to each voting member of the Association through the post in a wrapper or letter directed to such address of each such member as appear on the books of the Association, or if no such address is given therein, then to the last address of each such member known to the Secretary-Treasurer of the Association; provided always that a meeting of members may be held for any purpose, on any date and time and at any place within Canada without notice if all the voting members are represented at the meeting or if all the absent voting members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any voting member of the Association.

2) Notice of the meeting shall be mailed to each Director at least thirty (30) days before such meeting.

3) The agenda and financial statements for each meeting shall be mailed to each Director by mail at least fourteen (14) days before such meeting.

4) The accidental omission to give notice of any meeting to any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting.

BYLAW 9

MEETING PROCEDURE

- a) The Chairman may, with the consent of the voting Members present at any meeting, adjourn same from time to time and no notice of adjournment need be given to the Members.
- b) Any business, which might have been brought before or dealt with at the original meeting in accordance with the notice calling same, may be brought before or dealt with at any adjourned meeting.
- c) A meeting of the B.O.D. may be called by the President or Executive or any ten (10) Directors at any time, and the Secretary-Treasurer thereupon shall give proper notice of meeting.
- d) Notice of any meeting, or any irregularity in the notice thereof, may be waived by any Director.
- e) Only those Directors whose members are in Good Standing shall be entitled to vote at meetings of the Association.
- f) Each voting member shall be entitled to one (1) vote on each question, arising at any meeting of the Association.
- g) A majority vote shall decide all general business questions.
- h) In the event of a tie in voting, the President shall cast the deciding vote.
- i) All questions, except those pertaining to the election of officers, shall be decided by a show of hands unless a poll or a secret ballot be requested by any two members.
- j) A declaration by the President at any meeting, unless a poll is demanded, that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact.
- k) If at any meeting, a poll is demanded on any question, it shall be taken in any manner as the President directs, but a demand for a poll may be withdrawn.
- l) No notice of the first meeting of the B.O.D. to be held immediately following each A.G.M. shall be necessary in order to legally constitute the meeting provided a quorum of Directors is present.
- m) The presence of two-thirds (2/3) of the directors in person shall constitute a quorum for any meeting of

directors. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of business.

BYLAW 10

SHARES AND SECURITIES

a) Voting Shares and Securities:

All shares or other securities carrying voting rights of any company or corporation held from time to time by the Association may be voted at any time and all meetings of shareholders, bondholders, debenture holders, debenture stock holders or holders of other securities (as the case may be) of such person or persons as the Board of Directors of the Corporation shall from time to time determine.

b) Custody of Securities:

All shares and securities owned by the Association shall be lodged (in the name of the Association) with a chartered bank or a trust company or in a safety deposit box or with such other depositories or in such other manner as may be determined from time to time by the Board of Directors.

c) Cheques, Drafts and Notes:

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Association, and in such manner as the Board of Directors may from time to time designate.

BYLAW 11

EXECUTION OF INSTRUMENTS

a) Contracts, documents or any instruments in writing requiring the signature of the Association may be signed by the President of the Board of Directors, or the Executive Director, together with the Vice-President Administration & Marketing or Secretary-Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

b) The Seal of the Association may, when registered, be

affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.

c) The term "contracts, documents and instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, release, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

d) In particular without limiting the generality of the foregoing (i) the President of the Board of Directors, or a Vice-President together with the Secretary-Treasurer or (ii) any two directors shall have the authority to sell, assign, transfer, exchange, convert or convey warrants or other securities owned by or registered in the name of the Association and to sign and execute (under the corporate seal of the Association or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

BYLAW 12

DISCIPLINE

a) A charge of a breach of the provisions of the Constitution, Charter, Bylaws or of the resolutions adopted by a General Meeting made by a member of the Association against another member must be made in writing and signed by the complainant.

b) Such charge must be filed with the Secretary-Treasurer of the Association who shall immediately acquaint the President of the Association with the nature of the allegation giving all relevant details.

c) The President must then convene a Discipline Committee composed of the President and four other directors appointed by the Executive Committee.

d) The Discipline Committee shall in the first instance examine the written allegations; if it is the opinion of the Committee that a hearing is warranted, a copy of the charges and a notice of the place, the day, and time fixed for a hearing shall then be sent by registered mail ten days in advance to the complainant and the accused member who, in

attending the hearing, may be accompanied by an advisor, who must be a member of the Association.

e) Should the accused be unable to attend the hearing because of circumstances beyond his control, he should notify the Discipline Committee within ten days, whereupon a new date for the hearing will be fixed; should the accused then fail to attend, the hearing will proceed in his absence.

f) Accused and complainant shall have the right to be heard and to call witnesses.

g) The Discipline Committee shall within thirty (30) days after the hearing make to the Executive Committee a written report signed by all the members of the Committee containing such recommendations as they deem advisable.

h) Subsequent action will be determined by the Executive Committee. In the event of a decision to suspend or expel, the accused will have the right of a personal appeal to the Board of Directors.

i) The Executive Committee shall have the power to impose and enforce suspension and/or penalties for any violations of the Constitution, Charter, Bylaws and/or regulations of the Corporation by majority vote except as herein provided.

BYLAW 13

FISCAL YEAR

The first fiscal period of the Association shall terminate on the 31st day of March 1984 and thereafter the fiscal year of the Association shall terminate on the 31st day of March in each year or on such date as the directors may by resolution from time to time determine.

BYLAW 14

AUDIT OF ACCOUNTS AND APPOINTMENT OF AUDITOR

The books, accounts and records of the Association shall be audited at least once each year by a duly qualified accountant. A completed proper statement of the standing of the books for the previous year shall be submitted by such auditor and/or by the Secretary-Treasurer at the Annual Meeting of the Association.

BYLAW 15

AMENDMENTS

- Refer to Appendix B

- a) The B.O.D. may suspend, add or revise any of these Bylaws to the C.A.W.A. Constitution at any time.
- b) Bylaws and amendments to bylaws shall be passed by a majority vote of the Board of Directors and then submitted to the next annual meeting, or a special general meeting duly called for that purpose, for approval by at least two-thirds majority vote of the members entitled to vote at such meeting; provided that bylaws which repeal or amend bylaws not embodied in the Letters Patent, shall not be enforced or acted upon until the approval of the Ministry of Consumer and Corporate Affairs has first been obtained.
- c) Such revisions to these bylaws must be published no more than sixty (60) days following the revision.
- d) A bylaw amendment may be re-worded at the A.G.M.
- e) Proposals for amendments to these bylaws to the C.A.W.A. Constitution, should be submitted as per Appendix B.

BYLAW 16

WRITTEN BALLOT

A vote by written ballot shall be taken only on a substantive motion at the request of any two (2) of the voting members present.

A vote by written ballot shall not be permitted on a procedural or dilatory motion with one exception: If the initial question was resolved by a written ballot, a written ballot will be permitted on a motion for reconsideration.

Once the President has called the question, it shall not be in order to request a written ballot.

When a vote by written ballot has been ordered, no adjournment or recess shall take place until the results have been announced. The President shall cause to have the number of members voting in the affirmative and the negative recorded.

The President shall be required to initiate procedures to ensure privacy of voting if requested by any voting member.

When a standing vote or a vote by secret ballot has been called by the President, no one, except with permission of the Chair, shall be permitted to enter or leave the floor until the results of the vote have been announced.

BYLAW 17

SCRUTINY

At each meeting of members one or more scrutineers may be appointed by a resolution of the meeting or by the President with the consent of the meeting to serve at the meeting. Such scrutineers need not be members of the Association.

BYLAW 18

ATTENDANCE AND VOTING PRIVILEGES

a) All honorary members, regular members, life members, privileged members, and associate members, of the Association are entitled to attend a meeting of members although not entitled to vote except as provided in Article 9, Appendix "A" of the C.A.W.A. Constitution. Any other persons may be admitted only on the invitation of the President of the meeting or with the consent of the meeting.

Privileged Members

b) Wrestlers' Representative:

Shall be the member elected to represent the practicing amateur wrestlers of the Association, and shall be accorded the status of a Privileged Member.

c) Affiliated Organizations:

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.

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.

Only those national sports bodies concerned solely with an aspect of amateur wrestling and affiliated with the Association shall be eligible for Affiliated membership.

Affiliated organizations shall have the responsibility to unify and coordinate the activity of their respective members.

The affairs of each Affiliated organization shall be governed in accordance with the provisions of the Charter, Bylaws, rules and regulations of the Association, insofar as the same are applicable.

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.

Those organizations eligible for Affiliated membership are as follows:

d) Officials' Association:

Representing the practicing amateur wrestling officials to the Association.

e) Coaches' Association:

Representing the practicing amateur wrestling coaches to the Association.

f) Privileges:

Individuals representing Provincial Associations, the Privileged Members and Affiliated Organizations shall be accorded the following Privileges of the Association: the right to speak, to vote on matters pertaining to changes to the Constitution, Charter or Bylaws as provided by these Bylaws, to vote for the offices of the Association, to hold office, and to otherwise conduct the business of the Association.

g) Any Canadian member elected to the Bureau of the International Amateur Wrestling Federation (F.I.L.A.) will be accorded the status of an Honourary member.

BYLAW 19

INTERPRETATION

In all articles and bylaws of the Association, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine.

BYLAW 20

VACATION OF OFFICE

a) Any elected Executive member may be removed from office by a resolution passed by two-thirds (2/3) of all Directors.

b) The office of a Director shall be automatically vacated if such Director becomes bankrupt or suspends payment or

compounds with his creditors, or if he becomes unable to perform the duties of his office.

c) Any elected Director may resign his office by delivering a written resignation to the President or Secretary-Treasurer of the Association.

d) Any appointed Director may be replaced by:

- 1) A decision by his representative body;
- 2) A resolution passed by two-thirds (2/3) of the Board of Directors present at the meeting, with a request to the association concerned for a replacement.

Vacancy of any office may be filled by resolution of the Directors with a person who is a member of the Association and who represents the class of membership in which the said vacancy shall have occurred, until such time as the vacancy can be filled at:

- 1) the next Annual B.O.D. Meeting;
- 2) the earliest convenience of the organization concerned.

BYLAW 21

RECORDS

Each officer shall at the end of his term of office hand over to his successor such records as pertain to his office.

BYLAW 22

WITHDRAWAL

a) Any person may withdraw from the Association merely by failing to re-apply for membership.

b) Executive Committee members and directors withdrawing their membership prior to the end of the operating period shall give notice in writing to the Secretary-Treasurer.

c) An Affiliated member shall give twelve (12) months of notice in writing to the Secretary-Treasurer of its intention to resign from membership and such resignation must be approved in accordance with the bylaws of such member.

BYLAW 23

DISENFRANCHISEMENT AND REINSTATEMENT

a) Any member of the Association can be disenfranchised

for non-payment of any fees owing to the Association.

b) For a member to be reinstated with the Association, all fees owing to the Association must be paid and a formal application for reinstatement must be made to the Board of Directors.

BYLAW 24

COMMITTEES - STANDING OR SPECIAL

a) The Directors shall at each B.O.D. Meeting of the Association or from time to time as required appoint or cause to be appointed a Chairman to each of the Standing Committees of the Association.

b) Each Standing Committee must hold at least one meeting per year. A special meeting may be called by the Chairman of any Committee upon his giving at least ten (10) days notice in writing to each Committee Member.

c) The majority of members shall constitute a quorum for the transaction of Committee business. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of equality of votes the Chairman shall have the deciding vote.

d) Any resolution or program recommended by any Special Committee must be ratified by the Board of Directors before it can be implemented.

e) The Chairman of each Committee shall forward to the Secretary-Treasurer at least thirty (30) days prior to the Annual General Meeting a completed report of the activities of the Committee.

1) Standing Committees:

- a) Finance Committee
- b) Technical Committee
- c) Nominations Committee
- d) Honours and Awards Committee
- e) Discipline Committee
- f) Records and Archives Committee
- g) Membership Committee

2) Special Committees:

- a) Public Relations Committee
- b) Legislative Committee
- c) Operating Policy Committee
- d) Fund Raising Committee

BYLAW 25

SANCTION

- a) The Association shall not be held responsible for the operation or financial commitment of any member association, committee, individual, organizing body or wrestling competition which has not received prior and explicit sanction from the Association, or which otherwise acts outside the Constitution, the Charter or the Bylaws of the Association.
- b) Any member who shall withdraw, resign or be expelled from membership of the Association shall forfeit all rights therein and all claims thereon, or in its properties and funds.
- c) Participation in any Association event is contingent upon membership according to F.I.L.A. recognition, i.e. U.S.W.A. or International Federation membership.
- d) Tournaments will be sanctioned according to guidelines laid down by the Association, except where local circumstances apply.

BYLAW 26

REMUNERATION OF OFFICERS

The remuneration of all officers, agents and employees shall be fixed by the Board of Directors by resolution, such resolution having force and effect only until the next B.O.D. Meeting when it shall be confirmed by resolution of the Directors. In the absence of such confirmation by the Directors, then the remuneration of such officers, agents or employees shall cease to be payable from the date of such meeting of members.

BYLAW 27

INSPECTION OF BOOKS AND RECORDS

The Directors may examine or cause to be examined, the books and records of the Association or of its member associations, at such time and place as may be determined by the Directors, subject to the provisions of the Canada Corporations Act.

BYLAW 28

FISCAL YEAR

The Fiscal Year of the Association shall end on the 31st day of March of each year.

BYLAW 29

AUDIT

The books and accounts of the Association shall be audited within sixty (60) days after the termination of the fiscal year by the auditors appointed by the Directors, and the Secretary-Treasurer shall therefore present at each Annual General Meeting of the Association a written report showing the state and condition of the affairs of the Association accompanied by a balance sheet, a summary of the assets and liabilities and a statement of the income and expenses of the Association, made up from the date of the last preceding statement. The auditor shall be paid such remuneration as the Directors may determine.

BYLAW 30

SIGNING OFFICERS

Any two of the following people are recognized as the only signing officers for the Association: the President, the Vice-President Administration & Marketing, the Secretary-Treasurer and the Executive Director.

BYLAW 31

DISCLAIMER

The Association is obliged to satisfy only those claims which have the prior and explicit approval of the Board of Directors. Any other claim must be presented to the Board of Directors for consideration.

BYLAW 32

CODE OF ETHICS

a) All Directors, officers, agents and employees, of the Association shall sign and obey the directives of the Code of Ethics of the Association.

b) If any Director, officer, agent or employee of the Association is found to be guilty of fraud, wilful negligence or dishonesty or contravenes the Code of Ethics of the Association, whereby the Association incurs any loss or damages, such Director, officer, agent or employee of the Association shall be liable to recoup the same to the Association and shall be further liable to dismissal, suspension and/or expulsion.

BYLAW 33

ORDER OF BUSINESS

Conduct of B.O.D. meetings will be in a manner as described:

Call to Order
Roll Call
Reading of Minutes
Approval of Minutes
President's Report
Vice-President Administration & Marketing's Report
Vice-President Development's Report
Vice-President Technical's Report
Vice-President International's Report
Secretary-Treasurer's Report
B.O.D. Reports
Committee Reports
Old Business
Elections of Executive Members
New Business
Election of Honourary and/or Honourary Life Members
Presentation of Budget
Adjourn.

Certified to be a true copy of the revised Constitution and Bylaws of the Canadian Amateur Wrestling Association (C.A.W.A.) duly enacted by the Association at a Special Board of Directors Meeting (B.O.D.) held in the City of Ottawa, in the Province of Ontario on the 12th day of June, 1992.

PRESIDENT

SECRETARY-TREASURER

WITNESS

WITNESS

APPENDIX "A"

CANADIAN AMATEUR WRESTLING ASSOCIATION

ELECTION OF THE BOARD OF DIRECTORS

1. The Directors elected to govern the affairs of the Corporation (C.A.W.A.) may exercise all such powers and do all such acts and things as may be exercised or done by the C.A.W.A. and are not by the bylaws or any special resolution of the C.A.W.A. or by statute expressly directed or required to be done by the C.A.W.A. at an Annual General Meeting of members (A.G.M.).

2. A Director shall be eighteen (18) or more years of age and shall be a member of the C.A.W.A. (except for the first directors who need not be members).

3. A Director shall represent each of the affiliated members.

4. The following are the elected and/or appointed officers of the Association and are members of the Board of Directors, and shall be known as the Executive Committee:

- a) President
- b) Past President
- c) Vice-President Administration & MARKETING
- d) Vice-President Technical
- e) Vice-President Development
- f) Vice-President International
- g) Secretary-Treasurer.

5. The quorum of the Board of Directors of the C.A.W.A. is hereby fixed at fifty (50) % plus one (1).

6. Each elected member shall be entitled to one (1) vote on each question, arising at any meeting of the Association.

7. a) Individual Members in good standing may be elected to serve on the B.O.D.

b) Nominations forwarded to the National Office of the C.A.W.A., arriving not later than forty-five (45) days prior to the A.G.M. will be forwarded to all members.

c) All candidates must be nominated by another member in good standing.

d) Candidates nominated from the floor must indicate their desire to hold office in person or in writing.

8. All nominations must include:

- a) Full legal names, Christian and surname
- b) Full mailing address
- c) Telephone number
- d) Signature of the nominee, signifying acceptance of the nomination.

9. The seven (7) aforementioned officers as per No. 4, Section (a), (b), (c), (d), (e), (f), and (g) shall not vote on the election of the Executive.

The five (5) aforementioned officers, as per No. 4, Section (a), (c), (d), (e), and (g) shall be elected by secret ballot of the directors entitled to vote at the annual B.O.D. Meeting of the Association and shall hold office for a two (2) year term, at which time each may be re-elected for one (1) additional two (2) year term. A member may hold one Executive position for a maximum of two (2) terms.

10. When elections occur in an Olympic year, the newly elected Executive shall be designated as the "Executive Elect" and will assume office one month after the Olympic Games. In non-Olympic election years, any newly elected officer shall assume office immediately.

11. In the event that the person elected or appointed as an Executive member as per No. 4, Sections (a), (b), (c), (d), (e), (f), and (g) shall have, prior to his election or appointment, been a member of the body of directors which elected or appointed him, then he shall cease to hold the position previously held on the body entitled to representation on the Board of Directors, and they shall within thirty (30) days appoint a new representative to the Board of Directors.

12. Paid employees of an affiliate member group cannot be on the C.A.W.A. Executive.

13. Election of the Executive requires a majority of the votes cast.

APPENDIX "B"

CANADIAN AMATEUR WRESTLING ASSOCIATION

AMENDMENT TO THE CONSTITUTION OR THE BYLAWS

The following amendment is proposed:

PROPOSED BY: _____ DATE: _____
SECONDED BY: _____

1. Any member may propose an amendment at any time.
2. Proposals by any member to amend must be received by the Board of Directors, hereinafter referred to as the B.O.D., at least ninety (90) days prior to the Annual General Meeting, hereinafter sometimes referred to as the A.G.M.
3. a) The individual members of the B.O.D. will review the proposed amendment and will advise the members if they are in agreement, disagreement or have any suggested changes

in wording.

b) Such advice must be given no more than thirty (30) days after the proposed amendment was received by the B.O.D.

c) The member may accept or reject the B.O.D. decision and advice on the proposed amendment.

d) If the member so wishes, the National Office of the C.A.W.A. will distribute the proposed amendment to all voting members as a "Notice of Motion" which will be presented at the A.G.M. regardless of the B.O.D. position on the matter.

4. Proposals to amend must be published at least sixty (60) days prior to the A.G.M.

5. Approval to amend the Constitution will require a two-thirds (2/3) majority vote of the voting members present at the A.G.M.

6. A Constitution amendment may NOT be reworded at the A.G.M.

7. Ratification of a bylaw amended by the B.O.D. will require a two-thirds (2/3) majority vote of the voting members present at the A.G.M.

8. A bylaw amendment MAY be re-worded at the A.G.M.

APPENDIX "C"

CANADIAN AMATEUR WRESTLING ASSOCIATION

BYLAW 8: A.G.M. PROCEDURES

THE FOLLOWING PROCEDURES ARE PROPOSED:

1. Time and Place

Annual General Meetings shall be held annually no later than ninety (90) days following the end of the fiscal year, at the call of the President at the National Office or some other time and/or place as the B.O.D. may, from time to time determine.

2. Notice of Annual General Meeting

Notice of Annual or Special General Meetings stating the place, hour, date and business to be transacted shall be forwarded by the Secretary-Treasurer to the Member Associations, Member Representatives and the Officers, at least thirty (30) days before the date of such meetings. A copy of the current financial statements of the Association shall be included with the Notice to Member Associations, Member Representatives and the Officers of the Annual General Meeting. Non-receipt of the Notice of any meeting by any Member Association, Member Representatives or the Officers shall not invalidate any Bylaw or resolution passed or any proceeding taken at such meeting.

3. Order of Business

The order of business for the Annual General Meetings of the Association shall be as determined by the President of the Association with the consent of the meeting.

4. Absence

In the absence of the President, the Past-President and Vice-Presidents, the members of the B.O.D. present, entitled to vote, shall choose another Director as Chairman and if no Director is present or all Directors decline to take the Chair, then the voting Members present shall choose one of their members to be Chairman.

5. Casting Vote at Annual General Meeting

In case of an equality of votes on any matter proposed at an Annual General or Special General Meeting, the President (see No. 4, Absence) shall have a casting vote.

6. Scrutineers

At each meeting of members one or more scrutineers may be appointed by a resolution of the meeting or by the President with the consent of the meeting to serve at the meeting. Such scrutineers need not be members of the Association.

7. Rights of Individual Members

Individual Members as such of the C.A.W.A. shall not be entitled to vote at any A.G.M. or Special Meeting of the C.A.W.A. They shall, however, have the privilege to speak.

8. Quorum Required for Annual General Meeting

A quorum for an A.G.M. or Special Meetings shall be two-thirds (2/3) of the voting members present from at least eight difference member Associations.

9. Voting Rights

Affiliated Member Groups, National Associations, Privileged Member Groups, shall be entitled to such vote and representation as determined at an A.G.M. or Special Meeting of the voting members.

10. Dues

Dues shall be determined by the Association by special resolution duly passed at the Annual or Special General Meetings.

11. Voting

Each affiliated member group shall be entitled to one (1) vote on each question.

12. Polls

a) At all meetings of members, every question shall be decided by a show of hands unless a poll thereon be demanded by the President. After a show of hands has been taken on any questions, the President may require, or any member present entitled to vote, may demand a poll thereon.

Whenever a show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the President of the meeting that the vote upon the question has been carried and an entry to that effect in the minutes of the proceedings at the meeting shall be "prima facie" evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Association in any Annual or Special Meetings, as the case may be, upon the question. A demand

for a poll may be withdrawn at any time prior to the taking of the poll.

b) If a poll be required by the President of the meeting or be duly demanded by any member and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the President of the meeting shall direct.