



## SCHEDULE 'B'

### BYLAWS

#### WRESTLING CANADA LUTTE

##### GENERAL

1. These Bylaws relate to the general conduct of the affairs of the Wrestling Canada Lutte, a Canadian Corporation.
2. The following terms have these meanings in these Bylaws:
  - a) *Act* – the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
  - b) *Annual Meeting* – the annual meeting of the Members;
  - c) *Articles* – the restated articles of continuance of the Corporation;
  - d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
  - e) *Board* – the Board of Directors of the Corporation;
  - f) *Corporation* – Wrestling Canada Lutte;
  - g) *Days* – total days irrespective of weekends and holidays;
  - h) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws;
  - i) *Member* – those persons meeting the definition of member pursuant to these Bylaws;
  - j) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws;
  - k) *Ordinary Resolution* – a resolution passed by the majority of votes cast on that resolution;
  - l) *Registered Participant* – those athletes, coaches and officials who are engaged in activities at the provincial/territorial, national or international level that are provided, sponsored, supported, sanctioned or recognized by the Corporation or its Members, provided that all such athletes, coaches and officials are registered. Registered Participants may pay a program fee for services rendered by the Corporation or its Members, but are not Members of the Corporation. The Corporation will maintain a





Registration Policy that will determine the requirements of registration in order for an athlete, coach or official to be deemed to be a Registered Participant; and  
m) *Special Resolution* – a resolution passed by a majority of not less than two thirds of the votes cast on that resolution; and

3. The business and affairs of the Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its purposes.
4. Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Corporation as set out in the Articles.
5. These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

#### MEMBERSHIP

6. The Corporation has two classes of Members:
  - a) Provincial / Territorial Association Members are the 13 Provincial and Territorial Wrestling Associations within Canada, which are recognized by their respective Province or Territory as the governing body for the sport of wrestling within that jurisdiction; and
  - b) Stakeholder Group Members are the following four stakeholder groups within the Corporation: Athletes, Officials, CIS (Canadian Interuniversity Sport) Coaches and Club Coaches.
7. Each Member agrees to abide by the Corporation's Articles, Bylaws, policies, procedures, rules and regulations. Failure to do so may result in discipline being imposed against the Member.
8. Each Member has one vote and will select its delegate to represent that Member at meetings of Members.
9. Member dues and Registered Participant fees will be determined from time to time by the Members.
10. Membership in the Corporation is terminated when:
  - a) The Member no longer meets the definition of Member set out in Section 6.
  - b) The Member resigns from the Corporation by giving written notice to the President, in which case the resignation becomes effective on the date specified in the notice.





- c) The Member ceases to be in good standing by virtue of i) failing to pay membership dues, fees or other monies owing to the Corporation by the prescribed deadline dates, or ii) having had disciplinary sanctions imposed in accordance with Section 7.
- d) The Corporation is liquidated or dissolved under the Act.

### **MEETINGS OF MEMBERS**

- 11. Meetings of Members will include Annual Meetings and Special Meetings.
- 12. The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within 15 months of the last Annual Meeting but not later than six months after the end of the Corporation's preceding financial year.
- 13. A Special Meeting of the Members may be called at any time by the President or upon the written requisition of Members holding five percent of the total Members' votes. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.
- 14. A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
- 15. Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 16. Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:
  - a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, at least 30 days before the day on which the meeting is to be held; or
  - b) By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, at least 21 days before the day on which the meeting is to be held.
- 17. A Special Resolution of the Members is required to make any change to the manner of giving notice to Members described in Section 16.
- 18. Persons entitled to be present at a meeting of Members are the delegates identified by the Member to exercise the Member's vote, other representatives of the Member that the Member consents to being present, the Directors, the Auditor and such other persons who are entitled or required under any provision of the Act to be present at the meeting. Any



other person may be admitted only at the invitation of the Chair of the meeting or by Ordinary Resolution of the Members at the Meeting.

19. Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
20. Quorum for a Meeting of Members will be a majority of Members. If quorum is met at the start of the meeting, but thereafter Members depart the meeting such that quorum is lost, the meeting is nonetheless a valid meeting and may continue.
21. There will be no proxy voting. Except as otherwise provided in the Act, the Articles or these Bylaws, an Ordinary Resolution will decide each issue.

#### GOVERNANCE

22. The Board will consist of 10 to 12 Directors, as follows:
  - a) A President, elected by the Members at the Annual Meeting to serve a term of two years;
  - b) Six Directors elected by Class 'A' Members at the Annual Meeting to serve terms of two years, provided that at least one Director will be elected from each of the following four regions: (i) BC and YT, (ii) AB, and NT, (iii) SK, MB and NU, and (iv) QC, NB, NS, NL and PE, and two Directors will be elected from region (v) which is ON.
  - c) Four Directors elected by Class 'B' Members at the Annual Meeting to serve terms of two years, provided that one Director will be elected from each of the four stakeholder groups as described in Section 6(b); and
  - d) One Independent Director who is appointed by the Board following the Annual Meeting to serve as a Director until the next Annual Meeting.
23. In recruiting, nominating and electing Directors, every effort will be made to ensure that both genders are represented.
24. Any person, who is 18 years of age or older, who has the power under law to contract, who is resident of Canada, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and who satisfies the requirements of the *Income Tax Act* in relation to the eligibility to serve as a director of a registered charity may be nominated for election or appointment as a Director.
25. Any nomination of an individual for election as a Director must be supported by at least two Members, one of which must be a Provincial and Territorial Wrestling Association with which the nominee is affiliated; and must include the written consent of the nominee.





26. Nominations will be submitted to the Registered Office of the Corporation 30 days prior to the Annual Meeting, will be circulated to the Members 21 days prior to the Annual Meeting, and elections will take place at the Annual Meeting provided that, consistent with the Act, nominations may also be made at the Annual Meeting.
27. The President may not serve more than three consecutive terms as President. Directors may not serve more than three consecutive terms as Directors. Terms served as a Director are not included in the calculation of term limits for a Director who is elected to be President. Terms will be staggered such that three Class 'A' Directors and two Class 'B' Directors will be elected in odd years, and the remaining Class 'A' and the remaining Class 'B' Directors will be elected in even years.
28. A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board.
29. The office of any Director will be vacated automatically if the Director:
  - a) Fails to meet the qualifications for a Director as stated in Section 25;
  - b) Is convicted of any criminal offense related to the position;
  - c) Fails to meet the eligibility requirements imposed by the *Income Tax Act* for directors of registered charities; or
  - d) Upon the Director's death.
30. Consistent with the Act, a Director may be removed by Ordinary Resolution of the Members at a meeting of Members, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from the position as an Officer.
31. Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term.
32. The President or a majority of Directors may call a meeting of the Board. The Board will meet a minimum of four times per year, and the minutes of its meetings will be distributed in a timely manner to the Members.
33. Notice of meetings of the Board will be given to all Directors at least seven days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those Directors who are absent consent to the meeting being held in their absence.
34. At any meeting of the Board, quorum will be a majority of Directors holding office.



35. The President does not vote at meetings of the Board, but in the event of a tie, may cast a deciding vote.
36. The immediate Past President may participate in meetings of the Board, but is not a Director and has no vote.
37. A meeting of the Board may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
38. Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the Board will:
  - a) Lead the development of the vision, mission, values and strategic direction of the Corporation, for ratification by the Members;
  - b) Approve policies and procedures to deliver the programs and services of the Corporation;
  - c) Recommend changes to the Rules Handbook for ratification by the Members;
  - d) Provide continuity for the Corporation by ensuring its financial health;
  - e) Engage under employment contract an Executive Director to manage and oversee the operations of the Corporation;
  - f) Ensure positive relationships with stakeholders; and
  - g) Perform any other duties from time to time that may be delegated to the Board by the Members or that may be in the best interests of the Corporation.

#### OFFICERS

39. The Officers of the Corporation are the President, Secretary, Treasurer and Executive Director. The Secretary and Treasurer will be appointed by the Board on an annual basis. The Secretary and Treasurer need not be Directors. All Officers will fulfill the qualifications of a Directors as set out in Section 24.
40. The *President* will be responsible for the general supervision of the affairs of the Corporation, will preside at meetings of Members and at meetings of the Board, will be responsible for the operation of the Board, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
41. The *Secretary* will have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. The Secretary will give, or cause to be given, notices of all meetings of the Members and of the Board, will certify all documents of the Corporation which require certification, and will perform such other duties as may from time to time be established by the Board.



42. The *Treasurer* will see that proper accounting records as required by the Act are kept, will cause to be deposited all monies received by the Corporation into the Corporation's bank account, when requested will provide the Board with an account of financial transactions and the financial position of the Corporation, and will perform such other duties as may from time to time be established by the Board
43. The *Executive Director* is the Chief Executive Officer of the Corporation and will be responsible for the management and supervision of the operations of the Corporation.

### COMMITTEES

44. The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws.
45. A quorum for any Committee will be the majority of its members.
46. The Board will establish the terms of reference for all Committees.
47. When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term. The Board may remove any member of any Committee.
48. The President will be an ex-officio and non-voting member of all Committees of the Corporation.
49. The *Management Team* will consist of the President and two Directors appointed by the Board on an annual basis. The Management Team will serve as the interface between the Board and the Executive Director, will have authority to make administrative and operational decisions on behalf of the Board, will have full authority of the Board in urgent situations, and will perform such other duties as the Board may prescribe.

### CONFLICT OF INTEREST

50. In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

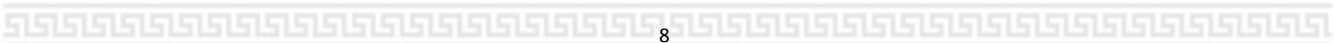


## **FINANCE**

51. The fiscal year of the Corporation will be April 1 to March 31, or such other period as the Board may from time to time determine.
52. The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
53. The Corporation will send to the Members a copy of the annual financial statements at least 21 days before the Annual Meeting.
54. The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board and records of the Corporation will be available to the Board, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.
55. The Executive Director and any Officer will have authority to sign for and on behalf of the Corporation all instruments and contracts. The Board may establish different signing authorities for cheques and other banking documents as it deems appropriate. From time to time the Board may, by resolution, appoint a Director or Officer to sign a specific instrument or contract on behalf of the Corporation. Any instruments or contracts so signed will be binding upon the Corporation without any further authorization or formality.
56. The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
57. The Corporation may invest and may borrow funds upon such terms and conditions as the Board may determine.
58. All Directors, Officers who are not employed by the Corporation, and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties.

## **AMENDMENT OF BYLAWS**

59. Except for the items set out in Section 60, these Bylaws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the Bylaw amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend the Bylaw, amendment or







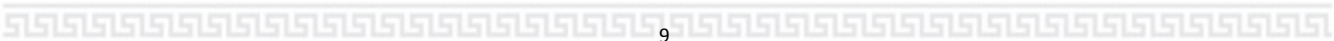
repeal. The Bylaw, amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw amendment is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed. The Bylaw amendments or appeal ceases to have effect if it is not submitted to the Members as described, or if it is rejected by the Members.

### **FUNDAMENTAL CHANGES**

60. In accordance with the Act, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or Bylaws of the Corporation:
- a) Change the Corporation's name;
  - b) Change the province in which the Corporation's registered office is situated;
  - c) Add, change or remove any restriction on the activities that the Corporation may carry on;
  - d) Create a new class or group of Members;
  - e) Change a condition required for being a Member;
  - f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
  - g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
  - h) Add, change or remove a provision respecting the transfer of a membership;
  - i) Increase or decrease the number of, or the minimum or maximum number of directors;
  - j) Change the statement of the purpose of the Corporation;
  - k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
  - l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
  - m) Change the method of voting by Members not in attendance at a meeting of Members;  
or
  - n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

### **NOTICE**

61. In these Bylaws, written notice will mean notice which is provided by mail, courier, personal delivery, electronic or other communication facility to the address of record of the Director or Member, as the case may be.
62. Date of notice will be the date on which notice is given by personal delivery, 1 day after the date on which the notice is delivered by telephone, electronic or other communication facility, 2 days after the date that notice is couriered, or 5 days after the date that notice is mailed.





63. The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the Auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

#### **INDEMNIFICATION**

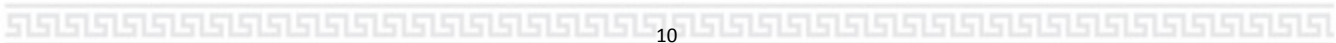
64. The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, his/her heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
65. The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

#### **ADOPTION OF THESE BYLAWS**

66. These Bylaws were ratified by a Special Resolution of the Members of the Corporation at a meeting of Members duly called and held on June 22, 2014.
67. In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

#### **TRANSITION PROVISIONS**

68. In order to achieve an orderly transition from the Board of Directors existing under the previous Bylaws to the Board of Directors described in these Bylaws, the following will occur upon approval of these Bylaws and subsequent receipt of the Certificate of Continuance from Corporations Canada:
- a) The 13 Provincial/Territorial Directors will cease to be Directors;
  - b) The President will continue in office until the next Annual Meeting in 2015, at which time he will cease to hold office and an election for President will occur;
  - c) Terms served by a President or by a Director prior to the Annual Meeting in 2015 will not be included in the calculation of terms limits;
  - d) The remaining five members of the Executive will continue in office until the next Annual Meeting in 2015, at which time they will cease to hold office and elections for Class 'A' directors will occur on a staggered basis, with three directors elected for one-year terms and three directors elected for two-year terms, and thereafter all terms will be two years;





- e) The Director representing CAWO, the two Directors representing coaches, and the two Athlete Representatives will continue in office until the next Annual Meeting in 2015, at which time they will cease to hold office and election for Class 'B' directors will occur on a staggered basis, with two Directors (Athletes and Officials) elected for one-year terms and two Directors (CIS Coaches and Club Coaches) elected for a two-year term, and thereafter all terms will be two years;
- f) Following the Annual Meeting in 2015, the Board may appoint an Independent Director for a one-year term.