

BY-LAWS WRESTLING CANADA LUTTE

GENERAL

1. These By-laws 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 By-laws:
 - 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) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - c) *Athlete* – a person currently on the national team (top 2 ranking) or competing at the international level or a person who is retired and was a member of a national team or competed at the international level, not more than eight (8) years previously;
 - 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 including weekends and holidays;
 - h) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
 - i) *Independent Director* - means that a Director has no fiduciary obligation to any Member, or any body for wrestling at the national or provincial / territorial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature (provided that participating in wrestling does not alone cause a person not to be Independent). Whether a director or prospective director is Independent is to be determined by the Nominations Committee. A person who would not be considered Independent will be considered Independent once they resign from or terminate the circumstance that gives rise to the non-independence;
 - j) *Member* – those entities meeting the definition of member pursuant to these By-laws;
 - k) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
 - l) *Ordinary Resolution* – a resolution passed by the majority of votes cast on that resolution;
 - m) *Registered Participant* – those athletes, coaches, officials and other team support personnel or individuals 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, officials and team support personnel or individuals are registered with the Corporation. 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 policies that will determine the requirements of registration ~~in order~~ for an athlete, coach, official or team support personnel or individual to be deemed to be a Registered Participant; and

n) *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 and continuing its purposes.
4. Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws 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 By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.~~ When there are issues of interpretation of these By-laws, the English and French versions are equally authoritative and must be read together in order to determine the intended meaning.

MEMBERS

6. The Corporation has one class of Members comprised of the Provincial / Territorial Sport Organizations (PTSOs) that shall be in good standing in accordance with the Corporation's policies and are formally recognized by and in good standing with their respective Province or Territory as the governing body for the sport of wrestling within that jurisdiction.
7. Each Member agrees to abide by the Corporation's Articles, By-laws, 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.
- ~~8.~~ 9. Membership in the Corporation may not be transferred.
- ~~9.~~ 10. Member dues and Registered Participant fees will be determined from time to time by the Board in accordance with the Corporation's policies.
- ~~10.~~ 11. Unless otherwise determined in the Act, Membership in the Corporation is terminated when:
 - a) The Member is liquidated or dissolved.
 - ~~a)~~ b) The Member no longer meets the definition of Member set out in Section 6.
 - ~~b)~~ c) The Member resigns from the Corporation by giving written notice to the Corporation, in which case the resignation becomes effective on the date specified in the notice, provided

that resignation as a Member does not relieve the Member of its obligation to pay any outstanding dues or other monies owing.

- ~~e)d)~~ The Member is expelled, or their membership is otherwise terminated in accordance with the Act or By-laws.
- ~~d)e)~~ 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, ii) failing to be in good standing with its Provincial or Territorial [government requirements](#), or iii) having had disciplinary sanctions imposed in accordance with Section 7.
- ~~e)f)~~ The Corporation is liquidated or dissolved under the Act.

Unless the By-laws otherwise provide, the rights of a Member, including any rights in the property of the Corporation, cease to exist on termination of the Membership.

MEETINGS OF MEMBERS

~~11.12.~~ Meetings of Members will include annual meetings and special meetings. The Corporation will hold meetings of Members at such date, time and place as determined by the Board.

13. Each Members shall be entitled to receive notice of, attend and, subject to this By-law and as otherwise required by law, vote at all Meetings of Members.

~~12.14.~~ 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.

~~13.15.~~ A special meeting of the Members may be called at any time by the Chair or upon the written requisition of Members holding not less than 5 percent of the total votes of the Corporation. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called. A Directors' election may be held at a Special Meeting, if so required.

~~14.16.~~ 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.

~~15.17.~~ 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.

~~16.18.~~ 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, a period of 21 to 60 days ~~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.~~19. Persons entitled to be present at a meeting of Members are the delegates identified by the Member to exercise the Member's vote (one individual), other representatives of the Member that the Member consents to being present (no more than two), the Directors, the staff of the Corporation, 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.

~~18.~~20. 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.

~~19.~~21. Quorum for a Meeting of Members will be a majority of Members, unless provided otherwise in the Act or pursuant to these By-laws when a Special Resolution is required. If quorum is present at the opening of the meeting, the Members present may proceed with the business of the meeting, even if quorum is not present throughout the meeting.

~~20.~~22. A member of the Board shall preside over the Meeting of Members in absence of the Chair, as determined by ordinary resolution of the Members.

~~21.~~23. There will be no proxy voting. Except as otherwise provided in the Act, the Articles or these By-laws, an Ordinary Resolution will decide each issue.

~~22.~~24. Voting by Members at a meeting of Members will be by a show of hands, except for election of directors, which shall be by secret ballot.

GOVERNANCE – BOARD OF DIRECTORS

~~23.~~25. The Board will consist of a minimum of seven (7) or a maximum of nine (9) Directors, elected by the Members at a Meeting of Members.

~~In the case of a nine (9) Directors' Board, t~~The composition shall be as follows:

- a) One (1) Director being an Athlete ~~retired national team athlete (retired for a minimum of 2 years and a maximum of 6 years from the original time of nomination or election);~~
- ~~b) One (1) Director being a coach not actively involved at the national or international level;~~
- ~~c) One (1) Director being an official not actively involved at the national or international level;~~
- ~~d) b)~~ Between six (6) and eight (8) ~~Six (6)~~ independent Directors.

26. Prior to a Meeting of the Members at which Directors will be elected, the Board will determine the number of Director positions by Ordinary Resolution provided that:

- a) The number of Directors present on the Board, plus the number of Director positions to be elected at the meeting, does not exceed the maximum number of Directors specified in the Articles;
- b) The number of Directors present on the Board, plus the number of Director positions to be elected at the meeting, does not fall below the minimum number of Directors specified in the Articles; and
- c) The determination of the number of Director positions on the Board does not have the effect of shortening the term of a sitting Director.

~~In the case of a seven (7) Directors' Board, the composition shall be the same with the exception of four (4) independent Directors instead of six (6).~~

27. If a Meeting of Members fails to elect the number or the minimum number of Directors required by these By-laws by reason of a lack of consent, a disqualification under ~~article~~Section 28-35 or the death of any candidate:

- ~~i) a) The Directors elected at that meeting may exercise all the powers of the Directors if the number of Directors so elected constitutes a quorum.~~
- ~~ii) b) The Board may can appoint one or more Director(s) from the same category of Directors who will shall hold office for a term expiring not later than the close of the next Annual Meeting of Members, provided the one but the total number of Directors so appointed may does not exceed one-third of the number of Directors elected at the previous Annual Meeting of Members.~~

~~24. If a minimum and maximum number of Directors is provided for in the By-laws, the Members may, from time to time by Ordinary Resolution, fix the number of Directors of the Corporation and the number of Directors to be elected at Annual Meetings of the Members or delegate those powers to the Directors. No decrease in the number of Directors shall shorten the term of an incumbent Director.~~

~~25-28.~~ The Corporation recognizes that diverse perspectives, experiences and backgrounds provide for optimal Board performance as prescribed in the Corporation's policies. To promote this diversity, the Board shall:

- a) Be representative and inclusive of the community at large and take into consideration individuals from equity deserving groups;
- b) Be composed ~~entirely~~ of independent Directors with diverse perspectives, experience, skills and competencies;
- c) Have no more than 60% of the Directors that shall be of the same gender identity; if the Board currently consists of 60% or more of individuals with that gender identity, then other individuals with that gender identity may not be nominated;
- d) Strive to have equitable geographical representation in the Board.



~~26.~~29. 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.

~~27.~~30. No Director of the Corporation will simultaneously hold a position of Director, contractor, employee of a Member. An individual either personally or through a corporation, who has a commercial interest or other form of interest with the Corporation, or any active Registered Participant of the Corporation, or Host Organizing Committee is not eligible for Directorship. Any individual holding such a position will be required to step down from the position within one month of being elected as a Director of the Corporation.

31. No Director should become the CEO or interim CEO during their term as Director and for twelve (12) months after their term ends.

~~28.~~32. The Corporation's Nominations Committee will propose a list of eligible nominees and / or a list of recommended nominees for consideration by the Members. Nominations will be circulated to the Members twenty-one (21) days prior to the meeting at which elections will take place. Nominations from the floor will not be permitted.

~~29.~~33. Elected directors will serve two (2) year terms. Directors may not serve more than three (3) consecutive terms as Directors. Terms will be staggered such that at least three (3) Directors will be elected in a given year. ~~four (4) to five (5) Directors will be elected in odd years, and three (3) to four (4) Directors will be elected in even years.~~

~~30.~~34. A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the request is received~~accepted~~ by the Board.

~~31.~~35. 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 29~~26~~;
- b) Is found by a court to be of unsound mind;
- c) Becomes bankrupt, suspends payment, or compounds with their creditors, or makes unauthorized assignment, or is declared insolvent;
- d) Resigns from the Board in accordance with section 34~~30~~;
- e) Is removed by the Members in accordance with section 36~~32~~;
- f) Upon the Director's death.

~~32.~~36. Consistent with the Act, a Director may be removed by Ordinary Resolution of the Members at a special 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.

~~33.~~37. Where the position of a Director becomes vacant and there is still quorum of Directors, the Board may appoint a qualified individual from the same category of Directors, where applicable, to fill the vacancy for the unexpired term of the predecessor, except a vacancy resulting from an increase in the number of the minimum or maximum number of Directors provided for in the By-laws or a failure to elect the number or minimum number of Directors provided for in the By-laws.

~~34.~~38. The Chair or a majority of Directors may call a meeting of the Board. The Board will meet a minimum of four (4) times per year.

~~35.~~39. 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.

~~36.~~40. Quorum for a Meeting of the Board will be a majority of Directors, unless provided otherwise in the Act or pursuant to these By-laws when a Special Resolution is required. If quorum is present at the opening of the meeting, the Directors present may proceed with the business of the meeting, even if quorum is not present throughout the meeting.

~~37.~~41. At meetings of the Board, the Chair, as a Director, has only one (1) vote, and will not exercise a tie-breaking vote. Tied votes are considered lost.

~~38.~~42. A member of the Board shall preside over meetings of the Board in absence of the Chair, as determined by ordinary resolution of the Board.

~~39.~~43. 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.

~~40.~~44. Subject to the Act and, these By-laws, the Directors shall manage or supervise the management of the activities and affairs 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) Approve policies and procedures related to the conduct and discipline of Registered Participants and Members. The Corporation would have the authority to discipline Registered Participants and Members in accordance with such policies and procedures;
- d) Provide continuity for the Corporation by ensuring its financial health;

- e) Engage under employment contract a Chief Executive Officer (CEO) to manage and oversee the operations of the Corporation;
- f) Ensure positive relationships with the community and partners; 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

~~41.~~45. The Officers of the Corporation are the Chair, Secretary, Treasurer and CEO. The Chair must be an independent Director appointed by the Directors for up to a two (2) year term as defined by the director's term limits. The Secretary and Treasurer must be Directors appointed by the Directors for up to a two (2) year term as defined by the director's term limits. All Officers will fulfill the qualifications of a Directors as set out in Section 26.

Officer positions, except for the CEO, may be renewed for up to three (3) consecutive terms or six (6) years.

The Officers and the Executive Committee of the Corporation shall be appointed by Ordinary Resolution of the Board at the first meeting of the Board following each Meeting of Members where elections occur.

~~42.~~46. The *Chair* 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.

~~43.~~47. 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.

~~44.~~48. The *Treasurer* will be responsible for overseeing the financial management of the Corporation and will be a member of the Finance and Audit Committee. The Treasurer will also perform such other duties as may from time to time be established by the Board.

~~45.~~49. The *CEO* is the Chief Executive Officer of the Corporation and will be responsible for the management and supervision of the operations of the Corporation. The CEO is not a Director.

COMMITTEES

~~46.~~50. The Corporation shall establish the following standing committees, which will operate according to terms of reference established by the Board:

- a) Nominations
- b) Governance
- c) Finance and Audit

~~47.~~51. The Board may appoint additional Committees as it deems necessary for managing the affairs of the Corporation and may appoint individuals to serve on 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 By-laws.

~~48.~~52. The Board will establish the terms of reference for all Committees.

~~49.~~53. Quorum for any Committee will be the majority of its members. Vacancies on any Committee will be referenced in the Committee terms of reference. The Board may remove any member of any Committee.

~~50.~~54. The Chair will be an ex-officio and non-voting member of all Committees of the Corporation.

55. The *Executive Committee* will consist of the Chair and up to three (3) Directors appointed by the Board on an annual basis. The Executive Committee should strive to be representative and inclusive of the community at large and take into consideration individuals from equity deserving groups. The Executive Committee will serve as an interface between the Board and the CEO serving in an advisory capacity to the CEO, and will have the full authority of the Board in urgent situations or as otherwise prescribed by the Board from time to time, subject to the restrictions of the Act.

CONFLICT OF INTEREST

~~51.~~56. 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.

FINANCE

~~52.~~57. 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.

~~53.~~58. The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

~~54.~~59. The Corporation will send to the Members a copy of the annual financial statements at least 21 days before the Annual Meeting.

~~55-60.~~ The necessary books and records of the Corporation required by these By-laws 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.

~~56-61.~~ The CEO 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.

~~57-62.~~ 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.

~~58-63.~~ The Corporation may invest and may borrow funds upon such terms and conditions as the Board may determine.

~~59-64.~~ All Directors and Officers who are not employed by the Corporation will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that they may be paid reasonable expenses incurred by them in the performance of their duties.

AMENDMENTS

~~60-65.~~ Except for the items set out in Section ~~66-62~~, these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the By-law amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend the By-law, amendment or repeal. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law amendment is confirmed, or confirmed as amended, by the Members, it remains effective in the form in which it was confirmed. The By-law amendments or ~~repeal~~ ~~appeal~~ ceases to have effect if it is not submitted to the Members as described, or if it is rejected by the Members.

Consistent with the Act, these By-laws may also be amended by member proposal. Amendments by member proposal must be approved by Ordinary Resolution of the Members at any meeting of the Members. Amendments by member proposal that are approved by the Members take effect immediately.

FUNDAMENTAL CHANGES

~~61.66.~~ In accordance with the Act, a Special Resolution of the Members is required to make ~~the following~~ fundamental changes to the Articles or By-laws of the Corporation, including:

- 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) Subject to section 24 of the By-laws, 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

~~62.67.~~ In these By-laws, 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.

~~63.68.~~ 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.

~~64.69.~~ 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 By-laws, 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

70. The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their 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, if:

a) Such individual acted honestly and in good faith with a view to the best interests of WCL or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and

~~65. b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.~~

~~66. The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.~~

ADOPTION

~~67.~~71. These By-laws were ratified by Ordinary Resolution of the Members of the Corporation on March 17, 2025.

~~68.~~72. In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.