**OAWA Governance Primer**

At the 2018 OAWA Annual General Meeting, the members directed OAWA to develop a new set of Corporate by-Laws to replace its existing Constitution and by-Laws (developed 1995). Since then, the OAWA Board of Directors established a ***Governance Committee*** to review the matter and design a new set of by-Laws to be considered for adoption at the 2019 AGM. The presentation draft of these by-Laws is on the OAWA web site for you to review.

Answers to a few questions:

1. *What is Governance?*

**Answer**: Governance is the system by which organisations like OAWA are directed and managed. ... It is commonly accepted that governance structures have a significant impact on the performance of sporting organisations.

1. *What are the by-laws?*

**Answer**: The Bylaws are our organization’s internal affairs guidebook. They establish procedures for holding elections to the Board of Directors, organizing meetings, quorum requirements, membership structure and other essential operations of OAWA

1. *Why up-date the by-Laws?*

**Answer**: The OAWA’s current Constitution and by-laws were initially written in 1995, so they need to be updated. The existing Constitution is over 50 pages and is confusing and contradicts itself in a lot of places. Also, since then, the laws for non-profit corporations have changed and are about to again. A lot of the requirements for how non-profits handle financial matters and other business are now guided by legislation, so don’t need to be stated in a constitution. The Ontario non-profit Corporations Act (ONCA) has been tabled by the Government and is expected to become law soon. It will change how non-profit groups like OAWA manage themselves.

As a result, the timing was good to update the by-laws. Our Constitution was dated and we need to be prepared to be in compliance when ONCA comes into effect.

1. *So what’s new in the new by-Laws?*

**Answer**:

1. The new by-laws are much shorter and easier to follow.
2. The new by-laws clarify what is considered a ‘Member’. OAWA Members are the Clubs that belong to OAWA. Athletes and others who join OAWA to participate in events, be members of Wrestling Canada and so on are considered ‘Participants’ or ‘Registrants’
3. The new by-laws will clarify how OAWA Member-Clubs will vote at meetings.
4. Only Member-Clubs vote at the Annual General Meeting. Board members do not vote at the AGM. Note: if the Board members is attending representing a Member-Club, they have that vote at the AGM.
5. Board members vote at the Board of Directors’ meeting.
6. The new by-laws will change the structure of the OAWA Board of Directors. Instead of having a Board of Directors and an Executive Committee which sometimes overlap, there will just be a Board of Directors.
7. The Regions of OAWA will no longer be represented on the OAWA Board of Directors, but will instead form a ***Regional Council*** so they can work better and more cooperatively to deliver programs such as Ontario Winter Games selection, the Ontario Development Program (ODP) and other existing regional programs as well as work to develop new ways to better serve the regions. We want the Regions to work more together to the mutual benefit of athlete, coaches, and officials in their regions.
8. Other areas of programs will now also shift to more committee/council based structure:
	1. Election of an Athlete’s Council
	2. Coaching Committee
	3. Women’s Development Committee
	4. Athlete Development Committee
	5. Other Committee as needed

We want to get more people involved in the volunteer management and development processes of OAWA. Other committees can be set up as the need arises. This can be done much quicker with the new by-Laws.

1. Board positions will be elected with limits on terms. Volunteer Board members will be elected to a two-year term and can serve two terms before leaving the Board of Directors or moving to a different position.
2. *Is there anything the Member-Clubs need to do before the new by-Laws can be implemented at the Annual General Meeting?*

**Answer**: Yes, the member-clubs need to decide on voting structure at the Annual General Meeting (AGM). They will decide between a one-club-one-vote structure and a voting structure where the number of votes is determined by how many registered participants clubs have.

The member clubs must also determine how proxies are handled. Proxies are a way for clubs unable to attend the AGM to still vote at the AGM. Clubs must decide how many proxies one person can bring to an AGM.

1. *How can the Member-Clubs do this?*

**Answer**: read the new by-Laws to see what’s in them.

1. *Why limit how many proxies one person can collect?*

**Answer**: Members at past-AGM’s have raised concerns if one person has many votes as it can create ‘Super Delegates’ – one person holding a high percentage of the votes at the AGM. The concern is this provides a disincentive for single clubs to attend the AGM, since they may feel their vote is lost. The use of proxies is an important way all clubs, including those who can’t attend meetings can have their say and must be kept, so we want to make sure the clubs in attendance at the AGM and those unable to attend all feel like they have a say.