

## ONTARIO VOLLEYBALL ASSOCIATION BY-LAWS

### ARTICLE I: GENERAL

1.1 Purpose – These by-laws relate to the general conduct of the affairs of the Ontario Volleyball Association, a corporation governed by the Act.

1.2 Definitions – The following terms have these meanings in these by-laws:

- (a) *Act* – ~~the Ontario Corporations Act, R.S.O. 1990, c. 38, or any successor legislation including, when proclaimed into force,~~ the Ontario *Not-for-Profit Corporations Act, 2010*, as amended from time to time.
- (b) *AGM* – the annual meeting of the Ontario Volleyball Association conducted in accordance with section 52 of the Act, and commonly referred to as the “Annual General Meeting”.
- (c) *Association* – Ontario Volleyball Association.
- (d) *Auditor* – a person qualified in accordance with the Act and appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting.
- (e) *Board* – the Board of Directors of the Association.
- (f) *Business Day* – a Monday, Tuesday, Wednesday, Thursday, or Friday that is not a statutory holiday in the Province of Ontario.
- (g) *Day* – will mean days irrespective of weekends and holidays, except when used in the phrase “Business Day” or “Business Days”, as in clause 1.2(f).
- (h) *Director* – an individual elected or appointed to serve on the Board pursuant to these by-laws.
- (i) *Member* – a person that qualifies for membership in the Association according to Article II.
- (j) *Ordinary resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, a meeting of the Executive Committee, or a meeting of Members.
- (k) *Region* – a geographic area within Ontario determined by the Board.

1.3 Registered Office – The registered office of the Association will be located at all times within the Province of Ontario.

1.4 Corporate Seal – The Association may have a corporate seal which may be adopted and may be changed by ordinary resolution of the Directors.

1.5 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.

1.6 Conduct of Meetings – Unless otherwise specified in the Act or these by-laws, meetings of Members and meetings of the Board will be conducted according to Perry’s Call to Order (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa, and words importing persons will include bodies corporate.

## **ARTICLE II: MEMBERSHIP**

### **Classes of Membership**

2.1 Classes – The Association has the following classes of membership:

- (a) *Non-Voting Member*, which includes:
  - (i) Directors; or
  - (ii) any individual registered with the Association as a non-competitive player, or in a “complimentary” membership role (as defined by the Association).
- (b) *Voting Member*, which includes an individual, other than those identified in 2.1(a), who:
  - (i) is registered with the Association:
    - (1) as a competitive player;
    - (2) as a parent / guardian of one (1) or more competitive player(s), provided that such competitive player or at least one (1) of such competitive players is, or will be as of December 31<sup>st</sup> of the Association’s current fiscal year, under eighteen (18) years of age;
    - (3) as a coach;
    - (4) as a referee;
    - (5) as a club leader or such other role for club personnel (as defined by the Association);
    - (6) in another role or roles established by the Board; and
  - (ii) is, or will be as of December 31<sup>st</sup> of the Association’s current fiscal year, at least eighteen (18) years of age.

### **Admission of Members**

2.2 Membership Policy – Admission of persons into membership will be in accordance with a membership policy adopted by the Board.

## **ARTICLE III: MEETINGS OF MEMBERS**

3.1 Types of Meetings – Meetings of Members will include Annual General Meetings (“AGMs”) and Special Meetings.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by the President, by the Board, or in accordance with the provisions of the Act. Agendas of Special Meetings will be limited to the subject matter for which the Special Meeting was duly called.

3.3 Location and Date – The Association will hold meetings of Members at such date, time and place in Ontario as determined by the Board. The AGM will be held within fifteen (15) months of the last AGM and within six (6) months of the Association’s fiscal year end.

3.4 Notice – Written notice of meetings of Members will be given to all Members at least thirty (30) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain reasonable information to permit Voting Members to make informed decisions, nominations of Directors (as appropriate), and the text of any resolutions to be considered.

3.5 Agenda – The agenda for each AGM will at least include:

- (a) Call to order
- (b) Establishment of quorum
- (c) Introduction of scrutineers
- (d) Approval of the agenda
- (e) Declaration of any conflicts of interest
- (f) Adoption of minutes of the previous Annual General Meeting
- (g) Board, Committee, and staff Reports
- (h) Report of the Auditor
- (i) Appointment of Auditor
- (j) Business as specified in the meeting notice
- (k) Election of Directors

3.6 Quorum – Quorum is achieved when thirty (30) Voting Members are present or deemed by the Act to be present.

3.7 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board, provided that the Auditor shall be entitled to attend all meetings of Members.

#### **Voting at Meetings of Members**

3.8 Voting Privileges – all Voting Members are entitled to one (1) vote. Non-Voting Members are not entitled to vote.

3.9 Scrutineers – The Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.10 Determination of Votes – Votes will be determined by a show of hands, orally, online, or via email. A secret or recorded ballot may be requested by any Voting Member.

3.11 Majority of Votes – Except as otherwise provided in the Act or these by-laws, the majority of votes of Voting Members will decide each issue. In the case of a tie, the issue is defeated.

#### **ARTICLE IV: GOVERNANCE**

##### **Composition of the Board**

4.1 Directors – The Board will consist of nine (9) Directors.

4.2 Composition of the Board – The Board will consist of the following:

- (a) President
- (b) Vice-President – Finance/Treasurer
- (c) Vice-President – Admin/Secretary
- (d) Athletes' Representative

- (e) Director, Regional Engagement
- (f) Four (4) Directors at Large

### **Eligibility of Directors**

4.3 Eligibility - General – Subject to Section 4.4, any individual is eligible for election or appointment as a Director if that individual:

- (a) is eighteen (18) years of age or older;
- (b) has not, under Ontario law, been found to be incapable of managing property;
- (c) has not been found to be incapable by a Canadian court;
- (d) is not a bankrupt;
- (e) is not disqualified in accordance with the Service Limits provision in Section 4.11; and
- (f) is a Member of the Association in good standing except for the following:
  - (i) an employee of the Association;
  - (ii) an employee of any volleyball club;
  - (iii) an officer of any volleyball club; or
  - (iv) a candidate for a position on, or a member or officer of, the governing body of a provincial or national sport organization.

4.4 Exceptions - Eligibility – Clauses 4.3(f)(iii) and 4.3(f)(iv) do not apply to any nominee for the positions of Athletes' Representative or Director, Regional Engagement.

### **Election Process**

4.5 Nominations Committee – The Board will appoint a Nominations Committee to solicit nominations of Directors as follows:

- (a) For the 2021 AGM, nominations will be solicited in accordance with the transitional provisions in Article XIII.
- (b) For the 2022 AGM and for the AGM every third year thereafter, nominations will be solicited for the Vice-President – Finance and two (2) Directors-at-Large.
- (c) For the 2023 AGM and for the AGM every third year thereafter, nominations will be solicited for the Vice-President – Admin / Secretary, the Athletes' Representative, and one (1) Director-at-Large.
- (d) For the 2024 AGM and for the AGM every third year thereafter, nominations will be solicited for the President, the Director, Regional Engagement, and one (1) Director-at-Large.
- (e) Each nomination shall be for a specific position.

4.6 Nominations – Any nomination of an individual for election will include the following and be submitted to the Registered Office of the Association by the deadline date established by the Association (which deadline date will be communicated to the Members):

- (a) The written, signed consent of the nominee
- (b) A completed Board of Directors Application
- (c) A cover letter identifying the specific position with respect to which the nomination relates

- (d) A resume
- (e) Three (3) references

4.6.1 Extensions to Nomination Period – Should no eligible candidates for a position be identified by the deadline date established by the Association, the Association may establish a new deadline date, provided that it is no later than five (5) days prior to the relevant AGM.

4.6.2 Review of Nominations – The Nominations Committee will review nominations received to validate

- (a) a candidate's eligibility for the position(s) sought; and
- (b) the receipt of all information required in Section 4.6 by the appropriate deadline date.

4.7 Circulation of Nominations – Nominations ~~that include items 4.6(a) (c) and were submitted by the Association's deadline date~~ validated by the Nominations Committee will be circulated to Voting Members at least ten (10) days prior to the relevant AGM, subject to Section 4.7.1.

4.7.1 Exception - Circulation of Nominations – Section 4.7 does not apply when a new deadline date is established in accordance with 4.6.1 and such new deadline date is within ten (10) days of the relevant AGM. In this instance, nominations validated by the Nominations Committee will be circulated to Voting Members at the relevant AGM.

4.8 Elections – Elections will be decided by the Voting Members in accordance with the following:

- (a) One (1) Valid Nomination for a Specific Position – Winner declared by acclamation.
- (b) Two (2) or More Valid Nominations for a Specific Position – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two (2) nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two (2) nominees or a winner is declared. If only two (2) nominees remain, and there continues to be a tie, neither will be elected to office and a vacancy will be declared.

4.9 Terms – Elected Directors will hold office as follows:

- (a) Directors first elected prior to the 2021 AGM and Directors elected at the 2021 AGM will hold office in accordance with the transitional provisions in Article XIII.
- (b) Directors elected at the 2022 AGM and at each subsequent AGM will hold office until the close of the third AGM following their election, unless they resign, are removed from office, or vacate the position.

4.10 Appointment of Additional Directors – Where permitted by the Act, the Board may appoint individuals to Board positions ~~not filled by election~~, subject to the following limitations.

- (a) Candidates must meet the eligibility criteria of Section 4.3 ~~or 4.4, as applicable~~, and submit the information required under Section 4.6 to the Registered Office of the Association by a deadline date to be established by the Association.
- (b) The Board may appoint no more than one-third of the number of directors elected at the last AGM. This limitation does not include appointments made to fill vacancies defined in Section 4.15.

- (c) The term of a director appointed in accordance with this section expires at the conclusion of the next AGM.
- (d) The same individual may not be appointed in accordance with this section more than twice.

#### 4.11 Service Limits

- (a) No director may serve on the Board for more than (9) years, subject to the limitation in (b).
- (b) No director may serve in the positions of either President or Vice-President Administration / Secretary for a combined period exceeding (6) years.
- (c) An individual will be disqualified from candidacy for an election in any of the following circumstances.
  - (i) The individual has reached the service limit in (a).
  - (ii) The individual has served a combined total of four (4) or more years in the positions of either President or Vice-President Administration / Secretary, and is seeking election to either of those positions.
  - (iii) The individual has served seven (7) or more years and seeks election to a position with a term length longer than two (2) years.
- (d) For the purpose of determining an individual's total service for (a)-(c), the sum of all terms served shall be rounded to the nearest complete year.

#### **Resignation and Removal of Directors**~~Resignation and Removal of Directors~~**Ceasing to Hold Office**

4.12 Resignation – A Director may resign from the Board at any time by presenting written notice of resignation to the Board. This resignation will become effective on the date that the notice is received by the Board. However, where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.13 Removal – Any Director may be removed by a majority vote of the Voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

4.14 ~~Ceasing to Hold Office~~**Effective Date** – In accordance with the Act, a Director ceases to hold office:

- (a) as of the effective date of resignation established under **Section** 4.12;
- (b) immediately upon being removed in accordance with **Section** 4.13;
- (c) immediately upon failing to meet any of the qualifications under any of clauses 4.3(a)-(d); or
- (d) upon the Director's death.

#### **Vacancies**

4.15 Vacancy – Where a Director's position is ~~vacated~~**declared vacant**

**(a) as a result of the Nominations Committee not being able to validate any eligible nominees for a specific Board position;**

(b) following an electoral tie, as defined in clause 4.8(b); or

(c) following one of the circumstances described in Section 4.14,

and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy in accordance with the Act. The same individual may not be appointed under this provision more than once.

## **ARTICLE V: BOARD PROCEEDINGS**

### **Meetings of the Board**

5.1 Call of Meeting – The meetings of the Board will be held at any time and place as determined by the Board.

5.2 Notice – Written notice, served other than by mail, of Board meetings will be given to all Directors at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a Board meeting is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

5.3 Number of Meetings – The Board will hold a minimum of four (4) meetings per year.

5.4 Quorum – At any meeting of the Board, quorum will consist of fifty percent plus one of the Directors holding office, rounded down to the nearest whole number.

5.5 Voting – Each Director is entitled to one (1) vote. Voting during a Board meeting will be by a show of hands, orally, or via email unless any Director present requests a secret ballot. Resolutions will be passed by ordinary resolution.

5.6 Closed Meetings – Meetings of the Board will be closed to Members who are not Directors, and to the public, except by invitation of the Board.

5.7 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting in person may participate in the meeting by telephone or other telecommunications technology that permits all participants to communicate adequately with each other during the meeting. Directors who participate in a meeting by telephone or such other telecommunications technology are considered to have attended the meeting.

5.8 Written Resolutions in lieu of a Meeting – A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors. The Association shall keep a copy of every resolution referred to in this provision with the minutes of the meetings of the Directors.

### **Board's Role**

5.9 Supervising Managing the Affairs of the Association – The Board shall supervise the management of the affairs of the Association in accordance with the Act and these by-laws. The Board may make rules, policies and procedures in relation to the management of the Association and any of its activities.

5.10 Discipline of Members or Termination of Membership – The Board may make policies and procedures

relating to discipline of Members or the termination of their Membership or both, and will have the authority to discipline Members or to terminate their Membership or both in accordance with such policies and procedures, provided that such policies and procedures shall require that:

- (a) a member is given at least fifteen (15) days' notice of a disciplinary action or termination with reasons; and
- (b) the member is given an opportunity to be heard, orally (virtually or in person), in writing or in a recording including at least audio, not less than five (5) days before the disciplinary action or termination of membership becomes effective, by the person(s) with authority to impose or revoke the disciplinary action or termination.

5.11 Dispute Resolution – The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.

## **ARTICLE VI: EXECUTIVE COMMITTEE AND COMMITTEES**

### **Executive Committee**

6.1 Executive Committee – The Executive Committee will be comprised of the President, the Vice-President – Finance / Treasurer, and the Vice-President Admin / Secretary. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these by-laws or as may be prescribed from time to time by the Board.

6.2 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) members of the Executive Committee.

6.3 Quorum – Quorum will consist of three (3) members of the Executive Committee.

6.4 Voting – Each member of the Executive Committee is entitled to one (1) vote. Voting during an Executive Committee meeting will be by a show of hands, orally, or via email unless any member of the Executive Committee present requests a secret ballot. Resolutions will be passed by ordinary resolution.

6.5 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Executive Committee.

### **Standing, Regional, and Other Committees**

6.6 Standing Committees – The Standing Committees of the Association will be as follows:

- (a) Athletes' Council
- (b) Finance Committee
- (c) Governance Committee
- (d) Nominations Committee
- (e) Regional Council

6.7 Appointment of Standing Committees – The Board may appoint or provide for the election of members of each Standing Committee, and may prescribe the duties of each Standing Committee.

6.8 Initial Membership, Regional Council – Notwithstanding [Article-Section 6.7](#), the initial membership of the Regional Council will comprise:



- (a) the incumbent Presidents of each Region as of the day preceding the Special Meeting described in Section 13.1;
- (b) the Director, Regional Engagement; and
- (c) the Executive Director.

6.9 Establishment of Other Committees – The Board may establish such other committees as it deems necessary, appoint or provide for the election of members of each such committee, and may prescribe the duties of each such committee.

6.10 Removal – The Board may remove any member of any Committee.

#### **Remuneration**

6.11 No Remuneration – All Directors and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

#### **Conflict of Interest**

6.12 Conflict of Interest – A Director, an Executive Committee member, 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 Association 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 and any Board-approved policies regarding conflict of interest.

### **ARTICLE VII: FINANCE AND MANAGEMENT**

7.1 Fiscal Year – The fiscal year of the Association will be September 1<sup>st</sup> to August 31<sup>st</sup>, or such other period as the Board may from time to time determine.

7.2 Bank – The banking business of the Association will be conducted at such financial institution as the Board may designate.

7.3 Auditor – At each AGM, the Voting Members will appoint the Auditor. The Auditor will hold office until the next AGM. The Auditor will not be an employee or a Director of the Association.

7.4 Books and Records – The necessary books and records of the Association required by these by-laws or by applicable law will be properly kept.

7.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed or approved by any two (2) of the following individuals:

- (a) President;
- (b) Vice-President Admin / Secretary;
- (c) Vice-President Finance / Treasurer;
- (d) Executive Director; or
- (e) such other individuals authorized by ordinary resolution of the Board to sign on behalf of the Association.

7.6 Borrowing – The Association may borrow funds upon such terms and conditions as the Board may determine.

#### **ARTICLE VIII: AMENDMENT OF BY-LAWS**

8.1 Voting – Unless otherwise required by the Act, these by-laws may only be amended, revised, repealed or added to by a majority affirmative vote of the Voting Members at a meeting duly called to amend, revise or repeal these by-laws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately, unless otherwise specified in the relevant resolution effecting such amendments, revisions, addition or deletions.

#### **ARTICLE IX: NOTICE**

9.1 Written Notice – In these by-laws, written notice will mean notice which is hand-delivered or provided by ordinary mail, or by another method that provides for a record of the notice having been sent, to the address of record of the Association, Director or Member, as the case may be.

9.2 Date of Notice – Date of notice will be the earlier of

- (a) the date the notice is confirmed to have been received; or
- (b) in the case of ordinary mail where confirmation of receipt is not possible, the fifth Business Day after the notice is postmarked.

9.3 Error in Notice – The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

#### **ARTICLE X: DISSOLUTION**

10.1 Dissolution – In accordance with the Association's articles of incorporation, upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organizations with similar purposes as the Association as determined by the Board.

#### **ARTICLE XI: INDEMNIFICATION**

11.1 Will Indemnify – The Association will indemnify and hold harmless, as permitted and in accordance with the Act, out of the funds of the Association each Director and Officer 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.

11.2 Will Not Indemnify – The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

11.3 Insurance – The Association will, at all times, as permitted and in accordance with the Act, maintain in force such directors' and officers' liability insurance as may be approved by the Board.

#### **ARTICLE XII: ADOPTION OF THESE BY-LAWS**

12.1 Confirmation – These by-laws are confirmed by an ordinary resolution of the Voting Members present and entitled to vote at a Meeting of Members duly called and held on November 7, 2021.

12.2 Repeal of Prior By-laws – In confirming these by-laws, the Voting Members repeal all prior by-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed by-laws.

#### **ARTICLE XIII: TRANSITIONAL PROVISIONS**

13.1 Implementation – On November 7, 2021, at a Special Meeting of the Members (the “Autumn 2021 Special Meeting”), motions for the approval of these by-laws will be placed before the Voting Members. Upon the approval of the motions, the new by-laws will be implemented in accordance with Sections 13.2 through 13.7.

13.2 Effective Date, Article I – Article I will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.

13.3 Effective Date, Articles II-III – Articles II and III will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.

13.4 Effective Dates, Article IV – Article IV will be implemented as follows:

(a) Sections 4.1-4.2, 4.4, 4.6-4.8, 4.10, and 4.12-4.15 will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.

(b) Section 4.3 will be implemented as follows:

(i) Clauses 4.3(a)-(e) and subclauses 4.3(f)(i)-(ii) will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.

(ii) Subclauses 4.3(f)(iii)-(iv) will become effective immediately upon conclusion of the 2024 AGM.

(c) Section 4.5 will be implemented as follows:

(i) For clause 4.5(a), nominations will be solicited for the President, Vice-President Administration / Secretary, Athletes’ Representative, Director, Regional Engagement, and one (1) Director-at-Large position.

(ii) Clauses 4.5(b), (c) and (d) will become effective immediately upon conclusion of the 2021 AGM.

(d) Section 4.9 will be implemented as follows:

(i) For clause 4.9(a), the Vice-President – Finance / Treasurer and the two (2) Directors-at-Large elected at the 2020 AGM will hold office until the conclusion of the 2022 AGM, unless they resign, are removed from office, or vacate the position.

(ii) Also for clause 4.9(a), the Vice-President – Administration / Secretary and the Athletes’ Representative elected at the 2021 AGM will hold office until the conclusion of the 2023 AGM, unless they resign, are removed from office, or vacate the position.

(iii) Also for clause 4.9(a), the President, the Director, Regional Engagement, and Director-at-Large elected at the 2021 AGM will hold office until the conclusion of the 2024 AGM, unless they resign, are removed from office, or vacate the position.

(iv) Clause 4.9(b) will become effective immediately upon conclusion of the 2021 AGM.

(e) Section 4.11 will be implemented as follows:

(i) Clause 4.11(a) will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.

(ii) Clause 4.11(b) will become effective immediately upon conclusion of the 2024 AGM.

(iii) Clause 4.11(c) will become effective immediately upon conclusion of the 2021 AGM.

(iv) Clause 4.11(d) will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.

13.5 Effective Date, Article V – Article V will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.

13.6 Effective Dates, Article VI – Article VI will be implemented as follows:

(a) Sections 6.1-6.7 and 6.9-6.12 will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.

(b) Section 6.8 will become effective immediately upon conclusion of the 2021 AGM.

13.7 Effective Date, Articles VII-XIII – Articles VII-XIII will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.