



## Notice of Meeting

**ANNUAL GENERAL MEETING OF MEMBERS**

**Sunday, December 4, 2022**

**10:00 am - 11:30 am - Annual General Meeting**

**Meeting Check-in Starts at 9:30 am**

**Zoom**

60 Scarsdale Rd, Unit 111

Toronto, ON M3B 2R7

Phone: 416-426-7316

Fax: 416-426-7109

[info@ontariovolleyball.org](mailto:info@ontariovolleyball.org)

[www.ontariovolleyball.org](http://www.ontariovolleyball.org)

Dear OVA Member:

The purpose of the Annual General Meeting (AGM) of the Ontario Volleyball Association (OVA) is to inform the members and to deal with the usual business of the OVA, such as review of the Annual Report and the Report of Auditors, along with the Elections.

Included in this package, please find the following information in preparation for Ontario Volleyball's 2022 Annual General Meeting:

1. AGM Agenda
2. Notification of Members
3. New Business, see Appendix B for form
4. Notice of Quorum
5. Approval of Auditor
6. Proposed By-Law Amendments
7. Articles of Amendment
8. Elections for 3 positions:
  - a. Vice-President – Finance/Treasurer
  - b. Director at Large (2)
9. Election Decision

Appendix A – AGM Agenda

Appendix B – New Business Form

Appendix C – By-Law Amendments

Appendix D – Board Member Criteria and Job Descriptions

### **Note 1 – Agenda**

See Appendix A for the Annual General Meeting Agenda.

### **Note 2 – Notification of Members**

As per bylaw 2.1 (b), the following members belong to the Voting Member class of membership and are entitled to vote at the upcoming Annual General Meeting:

- (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.

### **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.

You must register in advance for this meeting using this link:

<https://us06web.zoom.us/meeting/register/tZEsd--rpz0tHNMwXdemjLZ0yYGIRuw0Giuz>

### **Note 3 – New Business**

Enclosed is a New Business Form (please see Appendix B). As per section 56 of the Ontario Not For Profit Corporations Act ("ONCA"), any Voting Member who wishes to have new business placed on the agenda of a meeting will provide written notice to the Association. The procedures are:

- Should a voting member wish to make a request, please complete and submit the form. New Business agenda requests will be accepted by email. Please forward to [iljubicic@ontariovolleyball.org](mailto:iljubicic@ontariovolleyball.org).
- New Business agenda requests must be received at the offices of Ontario Volleyball by email, no later than midnight on Friday November 18, 2022.
- New Business Proposals received by the deadline will, subject to the exceptions outline in ONCA subsection 56(6), be circulated ten (10) days prior to the meeting.

### **Note 4 – Notice of Quorum**

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

### Note 5 - Approval of Auditors

The Voting Members of Ontario Volleyball have the right to approve the Association's auditors for the following year. The OVA has decided to put forth the following firm for consideration as the Association's auditors for the Fiscal 2023 year:

MacNeill Edmundson Professional Corporation  
 82 Wellington Street  
 London, ON N6P 1C9  
 This firm completed the Fiscal 2022 audit.

### Note 6– Proposed By-Law Amendments

In accordance with by-law 8.1, a majority affirmative vote by Voting Members is required to amend, revise and/or add to the 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, additions or deletions will be effective immediately, unless otherwise specified in the relevant resolution effecting such amendments, revisions, additions or deletions.

The Proposed Amendments are housekeeping in nature and are detailed in Appendix C, including the motions.

### Note 7– Articles of Amendment

ONCA requires the Association to update its articles of incorporation by submitting an Articles of Amendment Form. It is proposed that the Voting Members approve the following; a special resolution, requiring a two-thirds affirmative vote, is required to pass the following motion:

Approve to submit the Articles of Amendment Form with the following:

1. Section 4 - Number of Directors - the number of directors for the Ontario Volleyball Association is a minimum of 7 and a maximum of 11.

#### 4. Number of Directors (if applicable)

Complete this section only if you are changing the number of directors

A minimum of three directors are required. Please specify the number of directors for your Corporation

☐ Fixed Number ☒ Minimum/Maximum

Minimum Number of Directors \*

7

Maximum Number of Directors \*

11

2. Description of Changes to Special Provision:

- a. MEMBERSHIP CLASSES: The corporation has two classes of membership: Non-voting member and Voting Member. At meetings of members, Non-Voting members do not have the right to vote, and each Voting Member is entitled to one vote.

- b. **DISSOLUTION:** Upon the dissolution of the corporation, any funds or assets remaining after paying all debts will be distributed to one or more organizations with similar purposes as the corporation, as determined by the corporation's Board of Directors.

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**Description of Changes to Special Provisions**

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

Enter the Text

**MEMBERSHIP CLASSES:** The corporation has two classes of membership: Non-Voting Member and Voting Member. At meetings of members, Non-Voting Members do not have the right to vote, and each Voting Member is entitled to one vote.

**DISSOLUTION:** Upon the dissolution of the corporation, any funds or assets remaining after paying all debts will be distributed to one or more organizations with similar purposes as the corporation, as determined by the corporation's Board of Directors.

For the entire Articles of Amendment form [CLICK HERE](#).

**Note 8– Director Elections**

See Appendix D for board member criteria and job descriptions. At the 2022 AGM, there are three Director Positions up for election, each for a three-year term:

- a. Vice-President – Finance/Treasurer
- b. Director at Large (2)

Please submit applications complying with requirements found in by-law 4.6 to Nominations Committee via the formstack link by November 18, 2022.

[https://ontariovolleyballassociation.formstack.com/forms/ova\\_board\\_of\\_directors\\_application](https://ontariovolleyballassociation.formstack.com/forms/ova_board_of_directors_application)

The application includes, as per the bylaws:

- (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

If you have any questions, email the Nominations Committee [nominations@ontariovolleyball.org](mailto:nominations@ontariovolleyball.org)

**Note 9 – Election Decision**

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.

**APPENDIX A**  
**Annual General Meeting Agenda**  
**Meeting Check-in starts at 9:30 am**  
**Sunday December 4, 2022 – 10:00 am-11:30 am**

**Zoom**

**AGM Agenda**

1. Call to order
2. Establishment of Quorum
3. Introduction of Scrutineers
4. Approval of the Agenda
5. Declaration of any Conflicts of Interest
6. Adoption of Minutes of the previous Annual Meeting
7. Presentation of the Annual Report
8. Report of Auditor
9. Appointment of Auditor
10. New Business (if necessary)
11. Approve By-Law Amendments
12. Approve Articles of Amendment
13. Election of new Directors
  - a. Vice-President Finance/Treasurer
  - b. Director at Large
  - c. And a second, Director at Large
14. Adjournment

**APPENDIX B****NEW BUSINESS SUBMISSION**

**New Business requests must be received in writing to the Ontario Volleyball Office no later than midnight on Friday, November 18, 2022.**

- Should a voting member wish to make a request, please complete and submit this form by email to [jjubivic@ontariovolleyball.org](mailto:jjubivic@ontariovolleyball.org).

**New Business Request Form**

DATE: \_\_\_\_\_

New Business Request: (PLEASE PRINT)


RATIONALE: (PLEASE PRINT)


\_\_\_\_\_  
Member Signature

\_\_\_\_\_  
Member Name (please print)

\_\_\_\_\_  
Date

## APPENDIX C

### AMENDMENT 22-01

to Ontario Volleyball Association By-laws Approved by Members November 7, 2021

#### 1.0 *Proposed changes*

1.1 The Board of Directors of the Ontario Volleyball Association (“Association”) proposes to amend several provisions included in the by-laws approved by the Association’s membership on November 7, 2021. The motivation for these proposals is twofold:

- to make general corrections to better align the by-laws with Ontario’s *Not-for-Profit Corporations Act, 2010* (“ONCA”); and
- to clarify nominations procedures in instances where an insufficient number of candidates qualify for an advertised position.

1.2 The table on the following pages illustrates the currently approved wording in Column 1 alongside the proposed changes in Column 2; a short summary of the rationale for the proposed change is included in Column 3.

New text is underlined in Column 2.



	Column 1: current	Column 2: proposed	Column 3: rationale
(a)	1.2(a) <i>Act</i> – the Ontario <i>Corporations Act</i> , R.S.O. 1990, c. 38, or any successor legislation including, when proclaimed into force, the Ontario <i>Not-for-Profit Corporations Act, 2010</i> , as amended from time to time.	1.2(a) <i>Act</i> – the Ontario <i>Not-for-Profit Corporations Act, 2010</i> , as amended from time to time.	To recognize that the <i>Corporations Act</i> no longer applies and that ONCA is the sole governing statute.
	1.2(b) <i>AGM</i> – Annual General Meeting.	1.2(b) <i>AGM</i> – <u>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”</u> .	Terminology alignment with ONCA; the statutory term is <i>annual meeting</i> rather than “annual general meeting”.
	1.2(h) <i>Director</i> – an individual elected to serve on the Board pursuant to these by-laws”.	1.2(h) <i>Director</i> – an individual elected <u>or appointed</u> to serve on the Board pursuant to these by-laws”.	“Or appointed” was added to reflect the case where a Director is appointed <i>via</i> Section 4.10.
(b)	3.3 Location and Date – The Association will hold meetings of Members at such date, time and place 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.	3.3 Location and Date – The Association will hold meetings of Members at such date, time and place <u>in Ontario</u> 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.	ONCA requires meetings to be held in Ontario, other than in one exceptional case requiring the entirety of the membership to consent. For simplicity, this edit is favoured.



	Column 1: current	Column 2: proposed	Column 3: rationale
	[new provision]	<u>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.</u>	Companion piece to 4.6.1 when an extension is necessary.
(d)	<p>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.</p> <p>(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.</p> <p>(b)-(d) [no changes]</p>	<p>4.10 Appointment of Additional Directors – Where permitted by the Act, the Board may appoint individuals to Board positions, subject to the following limitations.</p> <p>(a) Candidates must meet the eligibility criteria of Section 4.3 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.</p> <p>(b)-(d) [no changes]</p>	<p>Previous language incorrectly limited to positions “not filled by election”, which are properly dealt with in the Vacancies provision. The intention of this provision was to facilitate potential appointments over and above the regularly elected positions.</p> <p>That being the case, the eligibility exception in 4.4 wouldn’t apply and is to be deleted, as that exception is by definition limited to the Athletes’ Representative and Director, Regional Engagement.</p>

	Column 1: current	Column 2: proposed	Column 3: rationale
(e)	<p><b>Resignation and Removal of Directors</b></p> <p>4.12 Resignation – [no changes]</p> <p>4.14 Ceasing to Hold Office – In accordance with the Act, a Director ceases to hold office:</p> <p>(a) as of the effective date of resignation established under 4.12;</p> <p>(b) immediately upon being removed in accordance with 4.13;</p> <p>(c) immediately upon failing to meet any of the qualifications under 4.3; or</p> <p>(d) upon the Director’s death.</p>	<p><b><u>Ceasing to Hold Office</u></b></p> <p>4.12 Resignation – [no changes]</p> <p>4.14 <u>Effective Date</u> – In accordance with the Act, a Director ceases to hold office:</p> <p>(a) as of the effective date of resignation established under <u>Section</u> 4.12;</p> <p>(b) immediately upon being removed in accordance with <u>Section</u> 4.13;</p> <p>(c) immediately upon failing to meet any of the qualifications under <u>any of clauses</u> 4.3(a)-(d); or</p> <p>(d) upon the Director’s death.</p>	<p>The title preceding this article, along with the title of Section 4.14, are changed to reflect that Sections 4.12-4.14 are <i>all</i> different variations of ceasing to hold office.</p> <p>Editorial changes only to (a)-(b).</p> <p>Clause (c) is corrected to more accurately align with ONCA.</p> <p>No change to (d).</p>

	Column 1: current	Column 2: proposed	Column 3: rationale
(f)	<p>4.15 Vacancy – Where a Director’s position is vacated 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.</p>	<p><b><u>Vacancies</u></b></p> <p>4.15 Vacancy – Where a Director’s position is <u>declared vacant</u></p> <p>(a) <u>as a result of the Nominations Committee not being able to validate any eligible nominees for a specific Board position;</u></p> <p>(b) <u>following an electoral tie, as defined in clause 4.8(b); or</u></p> <p>(c) following one of the circumstances described in Section 4.14,</p> <p>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.</p>	<p>Added a preceding title, and clarified that there are multiple instances that could give rise to a vacancy by adding (a) and (b).</p>
(g)	<p>6.8 Initial Membership, Regional Council – Notwithstanding Article 6.7, the initial membership of the Regional Council will comprise:</p> <p>(a)-(c) [no changes]</p>	<p>6.8 Initial Membership, Regional Council – Notwithstanding <u>Section</u> 6.7, the initial membership of the Regional Council will comprise:</p> <p>(a)-(c) [no changes]</p>	<p>Terminology correction from “Article” to <i>Section</i>.</p>

	Column 1: current	Column 2: proposed	Column 3: rationale
(h)	10.1 Dissolution – 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.	10.1 Dissolution – <u>In accordance with the Association’s articles of incorporation,</u> 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.	Under ONCA, rules for dissolution of assets are to be reflected in the articles of incorporation. With the addition of such a provision to the Association’s articles of incorporation, this added clause serves to highlight that.

## 2.0 *Proposed motions*

#	Text of motion
2.1	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(a), Column 1 of this Amendment 22-01 with the corresponding provisions listed in clause 1.2(a), Column 2.
2.2	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(b), Column 1 of this Amendment 22-01 with the corresponding provisions listed in clause 1.2(b), Column 2.
2.3	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(c), Column 1 of this Amendment 22-01 with the corresponding provisions listed in clause 1.2(c), Column 2.
2.4	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(d), Column 1 of this Amendment 22-01 with the corresponding provisions listed in clause 1.2(d), Column 2.
2.5	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(e), Column 1 of this Amendment 22-01 with the corresponding provisions listed in clause 1.2(e), Column 2.
2.6	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(f), Column 1 of this Amendment 22-01 with the corresponding provisions listed in clause 1.2(f), Column 2.
2.7	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(g), Column 1 of this Amendment 22-01 with the corresponding provisions listed in clause 1.2(g), Column 2.
2.8	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(h), Column 1 of this Amendment 22-01 with the corresponding provisions listed in clause 1.2(h), Column 2.

See OVA proposed by-law amendments for Member Review with track changes – [Click HERE.](#)

## APPENDIX D

### Board member criteria

[...] Potential Directors should have one or more of the following skills:

- Accounting designation (CA, CMA, CGA)
- Legal designation (LL.B.)
- Professional qualifications (MD, PhD, MBA, Sport Science)
- Personnel Management (Human Resource Professional designation)
- Media/Marketing/Public Relations contacts/experience
- Fundraising experience and/or funding source contacts
- Grant writing, proposal writing experience
- Administration/Management experience
- Communications experience
- Government relations (municipal, provincial and national) experience
- Organizational development/Strategic planning experience
- Project management experience
- Knowledge of volleyball programs from 'playground to podium' in Ontario and Canada
- Sport organization experience at multiple levels (local, provincial, national and international)

These criteria are a guide to allow the Nominations Committee to consider diverse skills and experiences that will add value to the Board of Directors and the Association as a whole, when appointing Directors.

The **Vice-President Finance/Treasurer** will assist with the strategic leadership of the Association and will provide leadership in the financial direction of the Association through the formulation and oversight of proper accounting processes and procedures.

This position requires the following:

- A thorough knowledge and understanding of financial reports,
- Ability to communicate financial information and concepts
- Provide the board with an account of financial transactions and financial position of the Association at each meeting of the board
- Ability to articulate the board's financial questions to the staff
- Ability to explore financial options and decisions for long term goals.

A professional accounting/financial designation is an asset.

**Directors At Large (Appointed or Elected)** will assist with the strategic leadership of the Association, will possess the skills as outlined in section 3.4 or such other skills which complement the Board composition and will be assigned a specific portfolio as needed.