



GENERAL BY-LAW NO. I

SECTION 0. DEFINITIONS

- 0.1 Unless context otherwise specifies or requires, 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, dissolution, or revival of VC;
 - c) *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 VC for a report to the Members at the next Annual Meeting;
 - d) *Board* – the Board of Directors of VC;
 - e) *Canada Not-for-Profit Corporations Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
 - f) *Days* – days irrespective of weekends and holidays;
 - g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
 - h) *Officer* – an individual elected or appointed to serve as an Officer of VC pursuant to these By-laws;
 - i) *Ordinary Resolution* – a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
 - j) *Proposal* – a proposal submitted by a Member of VC that meets the requirements of Section 163 of the Act;
 - k) *Registered Participant* – Any coach, athlete, leader, administrator, or volunteer registered with their applicable Provincial/Territorial Association and VC; and
 - l) *Special Resolution* – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

SECTION I. HEAD OFFICE

- 1.1 The Registered Office of VC shall be in the Regional Municipality of Ottawa-Carleton in the Province of Ontario, and at such specific place therein as the Board of Directors, by Ordinary Resolution, may from time to time determine.
- 1.2 The VC shall have such other offices and agencies elsewhere in Canada as the Board of Directors may from time to time determine.

SECTION II. NAME AND CORPORATE SEAL

- 2.1 The name of the Corporation shall be the *Canadian Volleyball Association/Association Canadienne de Volleyball*. The Corporation may also use the name *Volleyball Canada*.
- 2.2 The Seal of the Corporation shall have the words "Canadian Volleyball Association", "Association Canadienne de Volleyball" endorsed thereon. The Chief Executive Officer shall be the custodian of the Seal of the Corporation which he or she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

2.3 The Corporation is hereinafter referred to as *VC*.

SECTION III. MEMBERSHIP

3.1 VC has the following categories of Members:

a) Active Members

3.2 Active Members are defined to be:

a) Provincial/Territorial Volleyball Associations recognized by VC as the sole governing body for the sport of volleyball in the particular Province or Territory.

3.3 Accreditation and standing of Provincial/Territorial Volleyball Associations will be reviewed annually by the Board of Directors. To be accredited as a new or renewed as an Active Member, a Provincial/Territorial Volleyball Association must be active in offering a variety of participant opportunities throughout their geographical area and must have a minimum of 100 individual Registrants registered with the Provincial/Territorial Volleyball Association.

3.4 To be accredited as a new or renewed Active Member, a volleyball group not represented by a Provincial/Territorial Volleyball Association must be active in offering a variety of participant opportunities which are beyond the scope of the geographical area of any one Provincial/Territorial Volleyball Association and must have a minimum of 100 individual members registered with VC, who are not already registered with a Provincial/Territorial Volleyball Association or any other VC accredited group.

3.5 Membership and Registrant dues for all categories of membership and registered participants will be determined annually by the Board of Directors.

3.6 New Provincial/Territorial Volleyball Associations and volleyball groups not represented by a Provincial/Territorial Volleyball Association wishing to be considered for Active Membership must submit a written application for membership as well as proof of 100 registered individual members and of a variety of participant opportunities a minimum of 60 days prior to the Annual Meeting.

3.7 Any interest arising out of membership in VC is not transferable.

3.8 Membership within VC will remain in perpetuity, subject to suspension or termination in accordance with the Bylaws or resignation.

3.9 Membership in VC is terminated when:

a) The Member dissolves or ceases to exist;

b) The Member fails to maintain any of the qualifications or conditions of membership described these By-laws;

c) The Member resigns from VC; or

d) VC is liquidated or dissolved under the Act.

3.10 A Member or a Registrant may be suspended or expelled from VC in accordance with VC's policies and procedures relating to discipline of Members and Registrants.

3.11 A Member of VC will be in good standing provided that the Member:

a) Has not ceased to be a Member;

b) Has not been suspended, lost privileges or expelled from membership, or had other restrictions or sanctions imposed;

c) Has completed and remitted all documents as required by VC;

d) Has complied with the By-laws, policies, procedures, rules and regulations of VC;

- e) Is not subject to a disciplinary investigation or action by VC, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - f) Had paid all required membership dues or debts to VC, if any.
- 3.12 Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.
- 3.13 Pursuant to subsection 197(1) of the Canada Not-for-Profit Act (Fundamental Change), a special resolution of the members is required to make any amendments if those amendments affect membership rights and/or conditions described (in paragraphs 197(1)(e), (h), (l) or (m) of the Act) as follows:
- a) Change a condition required for being a member;
 - b) Add, change or remove a provision respecting the transfer of a membership;
 - c) Change in the manner of giving notice to members entitled to vote at a meeting of members; or
 - d) Change the method of voting by members not in attendance at a meeting of members.

SECTION IV. BOARD

COMPOSITION

- 4.1 The property and business of VC shall be managed by the Board of Directors which shall be composed of a Chair, five (5) Members at Large and one (1) National Team Athlete Director.
- 4.2 The Chair, Members at Large and National Team Athlete Director will be elected by the voting delegates of the Active Members.
- 4.3 The election of the Directors shall be at the Annual Meeting. Directors whose nomination is unopposed shall be declared elected by acclamation. Where more than one nomination for a specific office is received, election shall be conducted by a means of ballot and the successful candidate will be determined by a simple majority. In the case of a tie, the nominees receiving the same number of votes for the Director's position will participate in a run-off vote. The nominee receiving the most votes will be determined the winner. If there continues to be a tie, the winner will be decided by the Board of Directors by Ordinary Resolution.

TERM OF OFFICE

- 4.4 Directors are elected for two-year terms. In odd years, the Chair, National Team Athlete Director and two (2) Members at Large will be elected. In even years, three (3) Members at Large will be elected.
- 4.5 A Chair may not serve more than three (3) consecutive terms.
- 4.6 A Director may not serve more than three (3) consecutive terms.
- 4.7 The office of a Director shall be automatically vacated if:
- a) The Director misses three (3) consecutive Board meetings without the consent of the Chair;
 - b) He or she shall resign his or her office by delivering a written resignation to the Secretary of VC;
 - c) He or she shall discontinue his or her registration with the Active Member;
 - d) He or she is found by a court to be of unsound mind;
 - e) He or she becomes bankrupt, is unable to pay his or her debts as they become due, compounds with creditors, makes an authorized assignment or is declared insolvent;
 - f) At a Special Meeting of the Members, an Ordinary Resolution is passed by the Active Members present at such meeting that he or she be removed from office; or

g) On death.

4.8 Provided that if any vacancy shall occur for any reason contained in this paragraph, the Directors may by resolution fill the vacancy with a person in good standing on the books of VC if they see fit to do so; otherwise such vacancy shall be filled at the time of the next Annual Meeting; and any Director appointed or elected to fill such vacancy shall hold office until the next Members meeting, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

REMOVAL OF DIRECTOR

4.9 The Members of VC may, by Ordinary Resolution of the votes cast by those delegates entitled to participate in the election of Directors at an Annual or Special Meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director from office before the expiration of his or her term of office and may elect any qualified person in his or her stead for the remainder of his or her term on any of the following grounds:

- a) Lack of interest or dereliction of duty;
- b) Incompetence;
- c) Behavior or conduct inimical to the best interest of VC; or
- d) Qualification or position which recommended to the office have been lost.

4.10 If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his position as an Officer.

REMUNERATION

4.11 The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any Director from serving VC in any other capacity and receiving compensation therefor.

QUALIFICATIONS

4.12 A Director must be an individual with the power to contract who is at least 18 years of age, an individual member registered with an Active Member who has confirmed his or her willingness to serve as a Director, has not been declared incapable by a court in Canada or in another country and does not have the status of a bankrupt.

4.13 All nominations for Directors must be received by VC thirty (30) days prior to the election of Directors. Nominations are to include the written consent of the nominee. Nominations will not be accepted from the Floor unless there are no nominees for the position.

POWERS OF THE BOARD

4.14 Except as otherwise provided in the Act or these By-laws, the Board has the powers of VC and may delegate any of its powers, duties and functions.

4.15 The Board will be empowered to:

- a) Make policies and procedures or manage the affairs of VC in accordance with the Act and these By-laws.
- b) Make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

- c) Employ or engage under contract the President and Chief Executive Officer who will carry out the work of VC and be entitled to hire additional employees. The Board may also terminate the employment of the President and Chief Executive Officer and the President and Chief Executive Officer will have the authority to terminate all other employees.
- d) Borrow money upon the credit of VC as it deems necessary:
 - i. From any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - ii. To limit or increase the amount to be borrowed;
 - iii. To issue or cause to be issued bonds, debentures or other securities of VC and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
 - iv. To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of VC, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of VC, and the undertaking and rights of VC.
- e) Perform any other duties from time to time as may be in the best interests of VC.

SECTION V. OFFICERS

- 5.1 The officers of VC shall be the Chair, President and Chief Executive Officer, the Secretary, the Treasurer and the International Relations Officer (FIVB Representative).
- 5.2 The President and Chief Executive Officer will be appointed by the Board of Directors by way of Ordinary Resolution and will be the person assuming the most senior employee within the Corporation. If the position of President and Chief Executive Officer becomes vacant for any reason, the Board may appoint a qualified individual to fill the vacancy.

SECTION VI. DUTIES OF THE CHAIR

- 6.1 The Chair shall exercise general oversight of the affairs of VC on behalf of the Board of Directors. It shall be his or her duty to preside at meetings of the Board of Directors, at Annual Meetings or Special Meetings of VC, and to act as chairman on committees of Officers representing the Board of Directors. He or she shall perform other functions as usually pertain to the office of the Chair.

SECTION VII. DUTIES OF OTHER OFFICERS

President and Chief Executive Officer

- 7.1 The President and Chief Executive Officer shall be a part of VC professional staff and shall exercise a general control of and supervision over the affairs and business of VC on a day-to-day basis. The President and Chief Executive Officer shall also perform such other duties as shall be delegated to him or her from time to time by the Chair and the Board of Directors.

The Secretary

- 7.2 The Secretary shall be a part of VC professional staff and shall attend and be secretary of all meetings of the Board of Directors and the Members and of all committees and shall enter or cause to be entered in the records kept for that purpose minutes of all proceedings and resolutions adopted; he or she shall give or cause to be given as and when instructed all notices to Directors, Members, Auditors and members of committees; he or she shall be the custodian of all books, papers, records, documents and instruments belonging to VC except when some other officer or agent has been appointed for that purpose.

The Treasurer

- 7.3 The Treasurer shall be a part of VC professional staff and shall keep proper accounting records and shall be responsible for the depositing of money, the safe-keeping of securities and the disbursements of the funds of VC; he or she shall render to the Directors whenever required an account of all his or her transactions as Treasurer and of the financial position of VC.

International Relations Officer

- 7.4 In the event a Canadian is selected as a member of the FIVB Board of Administration, they will be deemed an Officer of VC and hold the position of International Relations Officer until the termination of their term with the FIVB.

APPOINTMENT OF OFFICERS

- 7.5 Based on the recommendation of the President and Chief Executive Officer, the Board of Directors will appoint by way of Ordinary Resolution the Treasurer and Secretary.
- 7.6 The Board of Directors will appoint of the International Relations Officer by way of Ordinary Resolution.

OFFICER VACANCIES

- 7.7 The office of an Officer shall be automatically vacated:
- a) If he or she resigns his or her office by delivering a written resignation to the Chair of VC;
 - b) If he or she is found by a court to be of unsound mind;
 - c) If he or she becomes bankrupt or is unable to pay his or her debts as they become due;
 - d) If at a Special Meeting of Members, an Ordinary Resolution passed by the members present at such meeting that he or she be removed from office; or
 - e) On death.

POWERS

- 7.8 All Officers shall be authorized to sign such contracts, documents or instruments as are required and shall respectively have and perform all powers and duties incident to their respective offices as assigned to them by the Board or these By-Laws.

DELEGATION OF DUTIES

- 7.9 In the event that any one of the Officers of VC is absent or unable to act, or for any other reason that the Directors deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer, or to any Director for such period as the Directors deem necessary.

REMUNERATION OF OFFICERS

- 7.10 The Directors may fix the remuneration (if any) to be paid to officers of VC who are not Directors.

CONFLICT OF INTEREST

- 7.11 In accordance with Section 141 of 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 VC will comply with the Act 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.

SECTION VIII. COMMITTEES

- 8.1 The standing committees of VC shall be as follows:
- a) Nominations and Elections Committee
 - b) Finance and Audit Committee
 - c) Legal Committee
 - d) Ethics Committee
 - e) External Relations Committee
- 8.2 Standing committees shall consist of a chairperson (who shall be a Director) and at least two (2) additional members all of whom shall be appointed by the Board of Directors.
- 8.3 Where conditions warrant, the Board of Directors may establish Ad-hoc Committees to deal with specific areas of concern to the Board of Directors.
- 8.4 Ad hoc committees shall consist of a chairperson and at least two (2) additional members all of whom shall be appointed by the Board of Directors.
- 8.5 The Board of Directors shall provide the terms of reference of all Standing, Ad-hoc and Program Committees. The terms of reference shall be reviewed and public comments sought periodically by the Board of Directors.
- 8.6 The Program Committees of VC shall include and not be limited to:
- a) High Performance Management Committee;
 - b) Disabled Volleyball Committee;
 - c) Domestic Development Committee;
 - d) National Championships Committee;
 - e) National Referees Committee
 - f) Alumni and Awards Committee; and
 - g) Such other Program Committees as the board deems necessary for managing the affairs of VC
- 8.7 The Board of Directors shall appoint the chairperson for Program Committees and the chairperson shall nominate all other committee members to be approved by the Board.
- 8.8 Quorum for all committees shall be a majority of the Committee's members.
- 8.9 Members of the Committees shall not receive any remuneration for their services.
- 8.10 The Board may remove any member of any Committee.
- 8.11 Should a vacancy occur on any Committee, the Board may appoint an individual to fill the vacancy for the remainder of vacant position's term, provided the individual satisfies any qualifications for membership, as specified in the Committee's terms of reference.

SECTION IX. MEETINGS OF MEMBERS

- 9.1 Meetings of the Members shall be either an Annual Meeting or a Special Meeting. The Annual Meeting or any Special Meeting of the Members shall be held at the head office of VC or at any place in Canada as the Board of Directors may determine and on such date as the Board of Directors shall appoint. The Members may resolve that a particular meeting of the Members be held outside Canada.
- 9.2 The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of VC's preceding financial year.
- 9.3 A meeting of voting Members may be held by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if VC makes available such a communication facility.
- 9.4 Any member entitled to attend a meeting of members may participate in the meeting by means of telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if VC makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 9.5 Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and shall be given to each member entitled to vote at the meeting, and the Board, by the following means:
- a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
 - b) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or
 - c) By posting on VC's website not less than thirty (30) days prior to the date of the meeting.
- 9.6 No error or omission in giving notice of any Annual Meeting or Special Meeting or any adjourned meeting, whether annual or special, shall invalidate such meeting or make void any proceedings taken thereat and the Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to the Members, a Director or an Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be his, her or its last address recorded on the books of VC.
- 9.7 Pursuant to section 171(1) of the Act (Fundamental Change), a special resolution of the members is required to make any amendment to the VC by-laws to change the manner of giving notice to members entitled to vote at a meeting of members.
- 9.8 The Board of Directors shall have power to call, at any time, a Special Meeting of the Members. The Board of Directors shall call a Special Meeting of the Members on the written requisition of five percent (5%) of the Active Members.
- 9.9 Each Active Member shall, by giving written notice to the Secretary fourteen days prior to the Members Meeting, name the Chair or Designate to be its delegate who shall have the right to exercise voting rights on behalf of that Active Member at all meetings of Members.
- 9.10 Active Members shall be entitled to appoint a proxy holder. The Secretary of VC shall forward with each notice of meeting of the Active Members, a form of proxy, which shall have been approved by the Board of Directors. A proxy may be in such form as the Board of Directors prescribes from time to time provided that:
- a) No proxy shall be valid unless it is executed in writing; and
 - b) Active Members shall only be entitled to appoint other Active Members as a proxy holder.

- 9.11 Proxies shall be deposited with the Secretary not less than forty-eight (48) hours preceding any meeting or adjourned meeting of the Members, or such other time as may be fixed by the Board of Directors. A proxy shall be valid only if the Active Member purporting to grant such proxy shall have complied with the requirements of this section.
- 9.12 A majority of the Active Members present in person or by proxy at any meeting of the Members shall constitute a quorum at such meeting.
- 9.13 Active Members will have voting rights described in the table below at all meetings of Members (The determination of votes to be cast shall be done thirty (30) days prior to the Annual Meeting and circulated to each Director, Active Member and all Officers by the national office):

| Number of Registered Registrants within the Active Member and Reported to VC, Inclusive of any applicable fees/dues. | Number of Votes |
|---|------------------------|
| 0 – 99 | 0 |
| 100 – 999 | 1 |
| 1000 – 1999 | 2 |
| 2000 – 2999 | 3 |
| 3000 – 3999 | 4 |
| 4000 – 4999 | 5 |
| 5000 – 5999 | 6 |
| 6000 – 6999 | 7 |
| 7000 – 7999 | 8 |
| 8000 – 8999 | 9 |
| 9000 or Greater | 10 |

- 9.14 Voting at meetings shall be by show of hands unless a secret ballot is specified or requested by one (1) voting member. An Active Member may split its votes to show support for both sides of an issue.
- 9.15 Unless otherwise specified by statute or by these By-laws, a majority of votes cast by Active Members present in person or proxy shall carry a motion, provided at least four (4) Active Members support the motion. In the event of a tie, the motion is defeated.
- 9.16 At every Annual Meeting of the Members, in addition to any other business that may be transacted, the report of the Chair, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year.
- 9.17 Any registered member of an Active Member shall be entitled to attend the Annual Meeting, present motions and speak to issues being discussed.
- 9.18 Meetings of Members will be closed to the public except by invitation of the Board.

SECTION X. MEETINGS OF DIRECTORS

- 10.1 Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors, provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least thirty (30) days prior to the meeting.
- 10.2 There shall be at least two (2) meetings per year of the Board of Directors, one of which shall be held immediately prior to the Annual Meeting. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 10.3 1/3 of the members of the Board of Directors shall have the power to call, at any time, a Special Meeting of the Directors upon the notice provisions set out in paragraph 10.1.
- 10.4 Four (4) Directors present in person at any meeting of the Directors shall constitute a quorum at such meeting.
- 10.5 A meeting of the Board may be held by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings of teleconference have been approved by resolution passed by the Directors at a meeting of the Directors.
- 10.6 The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:
- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
 - b) Each Director has equal access to the specific means of communications to be used;
 - c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 10.7 Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.
- 10.8 Each Director is authorized to exercise one (1) vote at each meeting of the Board of Directors. A resolution in writing, signed by all of the members of the Board of Directors entitled to vote on that resolution at a meeting of the Board of Directors, is as valid as if it had been passed at a meeting of the Board of Directors.
- 10.9 At all meetings of the Board of Directors every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these By-laws.
- 10.10 There will be no absentee or proxy voting by Directors.
- 10.11 Meetings of the Board will be closed to Members and the public except by invitation of the Board.

SECTION XI. FINANCES

- 11.1 The fiscal year of VC shall be from April 1st to March 31st of the following year.

SECTION XII. AUDITORS

- 12.1 The Members shall at each Annual Meeting appoint an auditor, by Ordinary Resolution, to audit the accounts for VC and to hold office until the next Annual Meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The Auditor's Report shall be published in the Annual Report and the Auditor shall report to the Members at the Annual Meeting.
- 12.2 VC shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, VC may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. VC is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

SECTION XIII. REGISTRATIONS

- 13.1 The Active Members of VC shall register all individuals, organizations, or groups according to classifications, procedures, and at set costs, as delineated by VC, acting as agents of VC.
- 13.2 For purposes of registration, there shall be an indoor volleyball season and an outdoor volleyball season in the regulations of VC.

SECTION XIV. SANCTIONS AND PENALTIES

- 14.1 VC may sanction or penalize any individual, group or organization registered with VC by the Active Members, either directly or through the Active Member, according to procedures and policies approved by the Board of Directors.

SECTION XV. AMENDMENT OF BY-LAWS

- 15.1 Except for the items set out in S. 197 of the Act (Fundamental Changes), this By-law may be amended, revised, repealed or added by Ordinary Resolution of the Directors at a meeting of the Board and will have full force and effect until such time as they are sanctioned by a majority affirmative vote of the voting members present at the next meeting of members, or defeated. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.
- 15.2 Except for the items set out in s. 197 of the Act (Fundamental Changes), this by-law may be amended, revised, repealed or added by a majority affirmative vote of the voting Members present at the next meeting of members. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
- 15.3 Notice of the proposed amendments to these by-laws, shall be provided to the relevant voting Members at least forty-five (45) days prior to the date of the Board meeting at which it is to be considered.
- 15.4 Notwithstanding any other provisions of these by-laws, the notice provisions may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

SECTION XVI. SIGNING AND CERTIFICATION OF DOCUMENTS

16.1 Contracts, documents and any other instruments requiring the signature of VC shall be signed by any two (2) of the Chair, President and Chief Executive Officer, Officers, Directors, or any other person(s) of VC authorized by the Board of Directors. The Board of Directors shall have the power to appoint individuals to negotiate or prepare documents that may require signing by VC and then designate them as signatories for VC. These documents shall be considered binding upon VC. Copies of all contractual documents and a description of their intent shall be provided to VC Board of Directors at the next meeting from the date of signing.

SECTION XVII. REGULATIONS

17.1 Regulations governing the operation of VC, its committees and offices relating to expedient management may from time to time be generated by the committees, professional staff and Board of Directors. These regulations shall continue in effect until such time as they are replaced by other regulations which the committees, professional staff or Board of Directors shall adopt.

SECTION XVIII. INDEMNITY TO DIRECTORS, OFFICERS AND OTHERS

18.1 Every Director or Officer of VC or other person who has undertaken or is about to undertake any liability on behalf of VC shall, from time to time, and at all times, be indemnified and saved harmless out of the funds of VC and against:

- a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- b) All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

18.2 The Directors of VC are hereby authorized from time to time to cause VC to give indemnities to any Director, Officer or other person who has undertaken or is about to undertake any liability on behalf of VC and to secure each Director, Officer or other person against loss by mortgage and charge upon the whole or any part of the real and personal property of VC by way of security and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the Directors.

18.3 No Director or Officer for the time being of VC shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to VC through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors of VC or on behalf of VC or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to VC shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or assets shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to VC or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own act, neglect or default if such act, neglect or default is both willful and wrongful. The Directors for the time being of VC shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of VC, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or Officer of VC shall be employed by or shall perform services for VC otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for VC, the fact

of his being a Director or Officer of VC shall not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

SECTION XIX. INTERPRETATION

19.1 In this and in all other By-laws of VC unless the context otherwise requires, words importing the singular number shall only include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number of aggregate of persons; "board" shall mean Board of Directors of VC and "letters patent" shall include supplementary letters patent.

SECTION XX. FUNDAMENTAL CHANGES

20.1 Fundamental Changes –Section 197 of the Act requires a Special Resolution (2/3 vote) of all Members, (whether voting or non-voting) to make the following fundamental changes to the By-laws or articles of VC. Fundamental Changes are defined as follows:

- a) Change VC's name;
- b) Change the province in which VC's registered office is situated;
- c) Add, change or remove any restriction on the activities that VC 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 133, increase or decrease the number of — or the minimum or maximum number of directors;
- j) Change the statement of the purpose of VC;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of VC;
- 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.

20.2 Section 199 of the Act provides that each membership class (whether voting or non-voting) is entitled to vote separately (2/3 of each class) if the fundamental change noted above relates to membership rights, such as:

- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including
 - i. To reduce or remove a liquidation preference, or
 - ii. To add, remove or change prejudicially voting or transfer rights of the class or group;
- c) Increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of members having rights equal or superior to those of the class or group; or
- f) Effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

SECTION XXI. NOTICE.

- 21.1 In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of VC, Director or Member, as the case may be.
- 21.2 Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- 21.3 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.

SECTION XXII. DISSOLUTION

- 22.1 Upon the dissolution of VC, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.