



GENERAL BY-LAW NO. I

SECTION 1. DEFINITIONS

- 1.1 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 Volleyball Canada;
 - (e) *Days* – days including weekends and holidays;
 - (f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
 - (g) *Member* - an organization described in Section 4.1;
 - (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 one 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, referee, leader, administrator, or volunteer registered with their applicable Provincial/Territorial Association and/ or VC, or a Director;
 - (l) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution; and.
 - (m) *VC* – has the meaning set forth in Section 3.3.

SECTION 2. HEAD OFFICE

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

SECTION 3. NAME AND CORPORATE SEAL

- 3.1 The name of the Corporation will be the “Canadian Volleyball Association/Association Canadienne de Volleyball”. The Corporation may also use the name “Volleyball Canada”.
- 3.2 The Seal of the Corporation will have the words "Canadian Volleyball Association", "Association Canadienne de Volleyball" endorsed thereon. The Chief Executive Officer will be the custodian of the Seal of the Corporation which they will deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.
- 3.3 The Corporation is hereinafter referred to as “VC”.



SECTION 4. MEMBERSHIP

- 4.1 The Members of VC are the Provincial/Territorial Associations recognized by VC as the sole governing body for the sport of volleyball in the particular Province or Territory, and only these Members may vote at meetings of VC in accordance with this By-law.
- 4.2 Accreditation and standing of Provincial/Territorial Volleyball Associations will be reviewed annually by the Board. To be accredited as a new or renewed as a 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 persons registered with the Provincial/Territorial Volleyball Association.
- 4.3 To be accredited as a new or renewed Member, a volleyball group must comply with VC membership policy.
- 4.4 Membership and Registered Participants dues for all categories of membership and registered participants will be determined annually by the Board.
- 4.5 Membership within VC will remain in perpetuity, subject to suspension or termination in accordance with the By-laws or VC policies.
- 4.6 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 in these By-laws;
 - (c) the Member resigns from VC; or
 - (d) VC is liquidated or dissolved under the Act.
- 4.7 A Member or a Registered Participant may be disciplined, suspended or expelled from VC in accordance with VC's policies and procedures relating to discipline of Members and Registered Participants.
- 4.8 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) has paid all required membership dues or debts to VC, if any.
- 4.9 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.



4.10 Pursuant to subsection 197(1) of the 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 5. BOARD

COMPOSITION

5.1 The property and business of VC will be managed by the Board as follows:

- (a) the Chair;
- (b) five Directors at Large;
- (c) the National Team Athlete Director; and
- (d) an additional Director at Large appointed by the Board in accordance with the Act, as permitted under the Articles of VC.

5.2 Directors at Large and the National Team Athlete Director will be elected by the voting delegates of the Members at the Annual Meeting. Directors whose nomination is unopposed will be declared elected by acclamation. Where more than one nomination for a specific office is received, an election will be conducted by 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 by Ordinary Resolution.

TERM OF OFFICE

5.3 Directors are elected for three year terms, except the Chair who is elected for a four year term. Subject to any temporary By-law for transition purposes and any election to fill a vacancy, two directors will be elected at each Annual Meeting, and the Chair will be elected every four years.

5.4 Any Director, other than the Chair, may not serve more than two consecutive terms. Any partial term of two years or less assumed by a Director because of a vacancy or removal of a previous Director, will not be considered a term for the purposes of term limits. A partial term exceeding two years will be considered a term for the purposes of the maximum term limits.

5.5 The Chair of the Board will have served at minimum two years on the Board prior to becoming Chair. The Chair may serve to a maximum of two consecutive terms in that position. The Chair may serve a maximum number of three consecutive terms on the Board, including their term as a Director and two terms as Chair. Any partial term of two years or less assumed by a Director because of a vacancy or removal of a previous Director or Chair, will not be considered a term for the purpose of term limits. A partial term exceeding two years will be considered a term for the purposes of the maximum term limits.



- 5.6 The office of a Director will be automatically vacated if:
- (a) the Director misses three consecutive Board meetings without the consent of the Chair;
 - (b) the Director resigns from office by delivering a written resignation to the Secretary of VC;
 - (c) the Director is found by a court to be of unsound mind;
 - (d) the Director ceases to be qualified in accordance with Section 5.11;
 - (e) in accordance with Section 5.8, an Ordinary Resolution is passed by the Members present at such meeting that the Director be removed; or
 - (f) the Director is deceased.
- 5.7 Provided that if any vacancy occurs for any reason contained in Section 5.6, the Directors may by resolution fill the vacancy with a qualified person; otherwise, such vacancy will be filled at the time of the next Annual Meeting; and any Director appointed or elected to fill such vacancy will hold office until the next Annual Meeting where a Director will be elected to complete any remaining term of office in addition to the election of Directors as set out in Section 5.3.
- 5.8 The Members may, by Ordinary Resolution 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 their term of office and may elect any qualified person in their stead for the remainder of their term on any of the following grounds for removal including:
- (a) lack of interest or dereliction of duty;
 - (b) incompetence; or
 - (c) behaviour or conduct inimical to the best interest of VC.
- 5.9 If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.

REMUNERATION

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

QUALIFICATIONS

- 5.11 A Director must be a person with the power to contract who is at least 18 years of age, who has confirmed their willingness to serve as a Director, has not been declared incapable by a court in Canada or in another country, and does not currently have the status of a bankrupt.
- 5.12 All nominations for Directors must be received by VC at least 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

- 5.13 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.



5.14 The Board is 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 to discipline Members in accordance with such policies and procedures;
- (c) employ or engage under contract the Chief Executive Officer who will carry out the work of VC and be entitled to hire additional employees;
- (d) terminate the employment of the Chief Executive Officer and the Chief Executive Officer will have the authority to terminate all other employees;
- (e) borrow money upon the credit of VC as it deems necessary 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
- (f) limit or increase the amount to be borrowed;
- (g) 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;
- (h) 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; and
- (i) perform any other duties from time to time as may be in the best interests of VC.

SECTION 6. OFFICERS

- 6.1 The officers of VC will be the Chair, President, Chief Executive Officer, Secretary, and Treasurer.
- 6.2 The Chief Executive Officer will be appointed by the Board by way of Ordinary Resolution and will be the most senior employee within VC. If the position of Chief Executive Officer becomes vacant for any reason, the Board may appoint a qualified person to fill the vacancy.
- 6.3 The President will be appointed by the Board by way of Ordinary Resolution. If the position of President becomes vacant for any reason, the Board may appoint a qualified person to fill the vacancy, The President may be, but is not required to be, an employee of VC.
- 6.4 The positions of Chief Executive Officer and President may be held by the same person.

SECTION 7. DUTIES OF THE CHAIR

- 7.1 The Chair will exercise general oversight of the affairs of VC on behalf of the Board. The Chair will preside at meetings of the Board or Members of VC, at Annual Meetings or Special Meetings of VC. The Chair will perform other functions as usually pertain to the office of the Chair.

SECTION 8. DUTIES OF OTHER OFFICERS

Chief Executive Officer

- 8.1 The Chief Executive Officer will be a part of VC professional staff and will exercise general control of and supervision over the affairs and business of VC on a day-to-day basis. The Chief Executive Officer will also perform such other duties as will be delegated to them by the Chair and the Board.



The President

8.2 The President will represent VC nationally and internationally and will perform other tasks assigned to them by the Board.

The Secretary

8.3 The Secretary will be a part of VC professional staff and will attend and be secretary of all meetings of the Board and the Members and will enter or cause to be entered in the records kept for that purpose minutes of all proceedings and resolutions adopted; they will give or cause to be given as and when instructed all notices to Directors, Members, and Auditors; they will 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

8.4 The Treasurer will be a part of VC professional staff and will keep proper accounting records and will be responsible for the depositing of money, the safe-keeping of securities and the disbursements of the funds of VC; they will render to the Directors whenever required an account of all their transactions as Treasurer and of the financial position of VC.

Other Officers

8.5 The powers and duties of all other Officers will be such as the terms of their engagement call for or as the Board or Chief Executive Officer may specify. The Board may, from time to time, and subject to the provisions of the Act and this By-law, vary, add to or limit the powers and duties of any Officers

APPOINTMENT OF OFFICERS

8.6 Based on the recommendation of the Chief Executive Officer, the Board will appoint by way of Ordinary Resolution the Treasurer and Secretary.

OFFICER VACANCIES

8.7 The office of an Officer will be automatically vacated if:

- (a) the Officer resigns from office by delivering a written resignation to the Chair of VC;
- (b) the Officer is no longer an employee of VC and employment with VC is a prerequisite to be appointed an Officer;
- (c) the Officer is found by a court to be of unsound mind;
- (d) the Officer becomes bankrupt or is unable to pay their debts as they become due;
- (e) the Board passes an Ordinary Resolution passed for any other Officer other than the Chair, removing that Officer from office; or
- (f) the Officer is deceased.

POWERS

8.8 All Officers will be authorized to sign such contracts, documents or instruments as are required and will 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

8.9 In the event that any one of the Officers of VC is absent or unable to act, or for any other reason that the Board deems sufficient, the Board may delegate all or any of the powers of such Officer to another Officer, or to any Director for such period as the Board deems necessary.

REMUNERATION OF OFFICERS

8.10 The Board may fix the remuneration (if any) to be paid to Officers of VC who are not Directors.

CONFLICT OF INTEREST

8.11 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 and VC policies regarding conflict of interest.

SECTION 9. COMMITTEES

9.1 The Board Committees of VC will be, at minimum, as follows:

- (a) Nominations and Elections;
- (b) Finance and Audit; and
- (c) Ethics, Discipline and Complaints.

9.2 The Board may:

- (a) form such committees as it deems necessary for managing the affairs of VC;
- (b) appoint, remove and replace members of committees, including the Chairperson;
- (c) establish terms of reference and operating procedures for committees;
- (d) prescribe the duties of committees; and
- (e) delegate to any committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.

9.3 A quorum for any committee will be a majority of its voting members.

9.4 Every committee must have terms of reference approved by the Board.

9.5 When a vacancy occurs on any committee, the Board may appoint a qualified person to fill the vacancy.

9.6 The Chief Executive Officer will be an ex-officio non-voting member of all VC committees.

9.7 The Board may remove any member of any committee.

9.8 No committee will have the authority to incur debts in the name of VC.



SECTION 10. MEETINGS OF MEMBERS

- 10.1 Meetings of the Members will be either an Annual Meeting or a Special Meeting. The Annual Meeting or any Special Meeting of the Members will be held at any place in Canada as the Board may determine, or in accordance with Section 10.3, and on such date as the Board will appoint. The Members may resolve that a particular meeting of the Members be held outside Canada.
- 10.2 The Annual Meeting will be held within 15 months of the last Annual Meeting but not later than six months after the end of VC's preceding financial year.
- 10.3 A meeting of Members may be held by means of a telephonic, 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.
- 10.4 Any person entitled to attend a meeting of Members may participate in the meeting by means of telephonic, 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.
- 10.5 Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member and the Board, by the following means:
 - (a) by mail, courier or personal delivery to each Member, during a period of 21-60 days before the day on which the meeting is to be held;
 - (b) by telephonic, electronic or other communication facility to each Member, 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 30 days prior to the date of the meeting.
- 10.6 No error or omission in giving notice of any Annual Meeting or Special Meeting or any adjourned meeting, whether Annual or Special, will 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 will be their last address recorded on the books of VC.
- 10.7 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.
- 10.8 The Board will have power to call at any time, a Special Meeting of the Members. In addition, the Board will call a Special Meeting of the Members on the written requisition of 5% of the Members.
- 10.9 Each Member will, by giving written notice to the Secretary at least 14 days prior to a meeting of Members, name the person (its voting delegate) who will have the right to exercise that Member's voting rights at that meeting of Members. However, failure by a Member to provide the required 14 days' notice will not invalidate its choice of voting delegate provided that the Member confirms the person who will be its voting delegate prior to the commencement of that meeting of Members.



10.10 Members may appoint a proxy holder. The Secretary will forward with each notice of meeting of the Members, a form of proxy, which will have been approved by the Board, and

- (a) no proxy will be valid unless it is executed in writing; and
- (b) Members will only be entitled to appoint another Member as a proxy holder.

10.11 Proxies will be deposited with the Secretary not less than 48 hours preceding any meeting or adjourned meeting of the Members or such other time as may be fixed by the Board. A proxy will be valid only if the Member purporting to grant such proxy has complied with the requirements of this Section 10.11.

10.12 A majority of the Members present in person or by proxy at any meeting of the Members will constitute a quorum at such meeting.

10.13 Members will have voting rights described in the table below at all meetings of Members (The determination of votes to be cast will be done 30 days prior to the meeting, and circulated to each Director, Member and all Officers by VC):

Number of Registered Registrants within the 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

10.14 Voting at meetings will be by show of hands unless a secret ballot is specified or requested by a Member. A Member may split its votes to show support for both sides of an issue.

10.15 Unless otherwise specified by statute or by these By-laws, a majority of votes cast by Members in favour of a motion will carry the motion, provided at least four Members support the motion. In the event of a tie, the motion is defeated.

10.16 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 Auditor will be presented and an Auditor appointed for the ensuing year.

10.17 Any registered member of a Member will be entitled to attend the Annual Meeting, present motions and speak to issues being discussed.

10.18 Meetings of Members will be closed to the public except by invitation of the Chair.



MEETINGS OF DIRECTORS

- 10.19 Meetings of the Board may be held at any time and place to be determined by the Board, provided that 48 hours' written notice of such meeting will be given, other than by mail, to each Director. Notice by mail will be sent at least 30 days prior to the meeting.
- 10.20 There will be at least two meetings per year of the Board, one of which will be held immediately prior to, or after, the Annual Meeting. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board will 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.
- 10.21 A Special Meeting of the Board may be held if at least one-third of the Directors provide notice in accordance with the notice provisions set out in Section 11.1.
- 10.22. A majority of Directors present at a meeting will constitute a quorum at any meeting of the Board.
- 10.23 A meeting of the Board may be held by video or teleconference provided that either a majority of the Directors consents to meeting by video or teleconference or meetings by video or teleconference have been approved by resolution passed by the Directors at a meeting of the Board.
- 10.24 The Board may meet by other electronic means that permit each Director to communicate adequately with each other provided that:
- (a) the Board has 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; and
 - (c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 10.25 Any Director who is unable to attend a meeting in person 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.
- 10.26 Each Director is authorized to exercise one vote at each meeting of the Board. A resolution in writing, signed by all of the Directors, is as valid as if it had been passed at a meeting of the Board.
- 10.27 At all meetings of the Board, every question will be determined by a majority of votes unless otherwise specifically provided by statute or by these By-laws.
- 10.28 There will be no absentee or proxy voting by Directors.
- 10.29 Meetings of the Board will be closed to Members and the public except by invitation of the Chair.



SECTION 11. FINANCES

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

SECTION 12. AUDITORS

12.1 The Members will 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 Board may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor will be fixed by the Board. The Auditor's Report will be published in the Annual Report and presented to the Members at the Annual Meeting.

12.2 VC will 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 in accordance with the notice requirements set out in section 10.5. 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 13. REGISTRATIONS

13.1 The Members of VC will register all persons, 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 will be an indoor volleyball season and an outdoor volleyball season in the regulations of VC.

SECTION 14. SANCTIONS AND PENALTIES

14.1 VC may sanction or penalize any person, group or organization registered with VC, including Registered Participants, or Members, either directly or through the Member, according to procedures and policies approved by the Board.

SECTION 15. 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 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 Members present at the next meeting of Members. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately or as otherwise provided in the resolution.

15.3 Notice of the proposed amendments to these By-laws, will be provided to the Members at least 30 days prior to the date of the meeting of Members 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 75% of the Members present and entitled to vote.

SECTION 16. SIGNING AND CERTIFICATION OF DOCUMENTS

16.1 Contracts, documents and any other instruments requiring the signature of VC will be signed and otherwise dealt with in accordance with VC's Financial Management policy.

SECTION 17. VC POLICIES, REGULATIONS

17.1 Policies, regulations, rules, guidelines and similar documents governing the operation of VC, its committees and offices relating to expedient management may from time to time be generated by the committees, staff and Board. These policies, regulations and other similar documents will continue in effect until such time as they are replaced by other policies, regulations or similar documents which the committees, staff or Board will adopt.

SECTION 18. 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 will, 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 them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office; and
 - (b) all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful act, neglect or default.
- 18.2 The Board may 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 taken by the Board under this section will not require approval or confirmation by the Board.
- 18.3 No Director or Officer of VC will be liable for:
- (a) the acts, receipts, neglects or defaults of any other Director or Officer or employee;
 - (b) 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 or on behalf of VC;
 - (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to VC will be placed out or invested;
 - (d) 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 will be lodged or deposited;
 - (e) 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



- (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto;

unless the same happens by or through their own act, neglect or default if such act, neglect or default is both willful and wrongful.

- 18.4 The Directors of VC will 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 will have been submitted to and authorized or approved by the Board.
- 18.5 If any Director or Officer of VC will be employed by or will perform services for VC otherwise than as a Director or Officer or will 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 their being a Director or Officer of VC will not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

SECTION 19. INTERPRETATION

- 19.1 In this and in all other By-laws of VC unless the context otherwise requires, words importing the singular number will include the plural and vice versa; words importing the masculine gender will include the feminine and neuter genders; words importing persons will include companies, corporations, partnerships and any number of aggregate of persons, as appropriate.

SECTION 20. 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 in the Act 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 of the Act, 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, that would:

- (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 21. 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 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 22. 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.