



## GENERAL BY-LAW NO. I

### **SECTION 0. DEFINITIONS**

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) *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) *Registrant* – Any coach, athlete, leader, administrator, or volunteer registered with their applicable Provincial/Territorial Association and VC;
  - l) *Special Resolution* – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
  - m) *VC* – has the meaning set forth in Section 2.3.

### **SECTION I. HEAD OFFICE**

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, by Ordinary Resolution, may from time to time determine.
2. The VC shall have such other offices and agencies elsewhere in Canada as the Board may from time to time determine.

### **SECTION II. NAME AND CORPORATE SEAL**

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. 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 they shall deliver only when authorized by a resolution of the Board do so and to such person or persons as may be named in the resolution.
3. The Corporation is hereinafter referred to as \*VC\*.

### **SECTION III. MEMBERSHIP**

1. VC has the following categories of Members:
  - a) Active Members
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. Accreditation and standing of Provincial/Territorial Volleyball Associations will be reviewed annually by the Board. 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.
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.
5. Membership and Registrant dues for all categories of membership and registered participants will be determined annually by the Board.
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 a variety of participant opportunities a minimum of 60 days prior to the Annual Meeting.
7. Any interest arising out of membership in VC is not transferable.
8. Membership within VC will remain in perpetuity, subject to suspension or termination in accordance with the By-laws or resignation.
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 in these By-laws;
  - c) The Member resigns from VC; or
  - d) VC is liquidated or dissolved under the Act.
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.
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) Has paid all required membership dues or debts to VC, if any.
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.
13. 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 IV. BOARD**

### **COMPOSITION**

1. The property and business of VC shall be managed by the Board which shall be composed of a Chair, five (5) Members at Large and one (1) National Team Athlete Director.
2. The Chair, Members at Large and National Team Athlete Director will be elected by the voting delegates of the Active Members.
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, an 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 by Ordinary Resolution.

## **TERM OF OFFICE**

4. Directors are elected for three-year terms, except the Chair who is elected for a four (4) year term. Subject to any temporary By-law for transition purposes and any election to fill a vacancy, two directors shall be elected at each Annual Meeting, and the Chair shall be elected every four (4) years.
5. Any Director may not serve more than two (2) 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 (2) years will be considered a term for the purposes of the maximum term limits.
6. Notwithstanding Section 4.5, the Chair of the Board shall have served at minimum two (2) years on the Board prior to becoming Chair. The Chair may serve to a maximum of two (2) consecutive terms in that position. The Chair may serve a maximum number of three (3) consecutive terms on the Board, including their term as a Director and two (2) terms as Chair. Any partial term of two (2) 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.
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) They shall resign from office by delivering a written resignation to the Secretary of VC;
  - c) The Director shall discontinue their registration with the Active Member;
  - d) The Director is found by a court to be of unsound mind;
  - e) The Director becomes bankrupt, is unable to pay their 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 the Director be removed from office; or
  - g) On death.
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 where a Director shall be elected to complete any remaining term of office in addition to the election of Directors as set out in Section 4.4.



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 their 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) Behaviour or conduct inimical to the best interest of VC; or
  - d) Qualification or position which recommended to the office have been lost.
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**

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

## **QUALIFICATIONS**

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 their 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.
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**

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.
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;
  - 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**

- 1. The officers of VC shall be the Chair, President and Chief Executive Officer, the Secretary, and the Treasurer.
- 2. The President and Chief Executive Officer will be appointed by the Board by way of Ordinary Resolution and will be 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**

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

#### **SECTION VII. DUTIES OF OTHER OFFICERS**

##### **President and Chief Executive Officer**

- 1. The President and Chief Executive Officer shall be a part of VC professional staff and shall exercise 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 them from time to time by the Chair and the Board.



### **The Secretary**

2. The Secretary shall be a part of VC professional staff and shall attend and be secretary of all meetings of the Board 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**

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 their transactions as Treasurer and of the financial position of VC.

### **Other Officers**

4. The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board of President and 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**

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

### **OFFICER VACANCIES**

6. The office of an Officer shall be automatically vacated:
  - a) If the Officer resigns from office by delivering a written resignation to the Chair of VC;
  - b) If the Officer is found by a court to be of unsound mind;
  - c) If the Officer becomes bankrupt or is unable to pay their 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 the Officer be removed from office; or
  - e) On death.

### **POWERS**

7. 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**

8. 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 any other officer, or to any Director for such period as the Board deem necessary.

## **REMUNERATION OF OFFICERS**

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

## **CONFLICT OF INTEREST**

10. 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.

## **8. SECTION VIII. COMMITTEES**

1. The Standing Committee of VC shall be, at minimum, as follows:
  - a) Nominations and Elections
  - b) Finance and Audit
2. The Board may (i) form such committees as it deems necessary for managing the affairs of VC, (ii) appoint members of committees or provide for the election of members of committees, (iii) prescribe the duties of committees, and (iv) delegate to any committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.
3. A quorum for any committee will be a majority of its voting members.
4. The Board may establish the terms of reference and operating procedures for any committee.
5. When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy.
6. The President will be an ex-officio non-voting member of all committees of VC.
7. The Board may remove any member of any committee.
8. No committee will have the authority to incur debts in the name of VC.





## **SECTION IX. MEETINGS OF MEMBERS**

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 may determine and on such date as the Board shall appoint. The Members may resolve that a particular meeting of the Members be held outside Canada.
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.
3. A meeting of voting 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.
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.
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.
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 their last address recorded on the books of VC.
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.
8. The Board shall have power to call, at any time, a Special Meeting of the Members. The Board shall call a Special Meeting of the Members on the written requisition of five percent (5%) of the Active Members.



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.
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. A proxy may be in such form as the Board 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.
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. A proxy shall be valid only if the Active Member purporting to grant such proxy shall have complied with the requirements of this section.
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.
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):

<b>Number of Registered Registrants within the Active Member and Reported to VC, Inclusive of any applicable fees/dues.</b>	<b>Number of Votes</b>
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



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.
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.
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.
17. Any registered member of an Active Member shall be entitled to attend the Annual Meeting, present motions and speak to issues being discussed.
18. Meetings of Members will be closed to the public except by invitation of the Chair.

#### **SECTION X. MEETINGS OF DIRECTORS**

1. Meetings of the Board may be held at any time and place to be determined by the Board, 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.
2. There shall be at least two (2) meetings per year of the Board, 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 or any adjourned meeting of the Board 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.
3. One third (1/3) of the members of the Board shall have the power to call, at any time, a Special Meeting of the Board upon the notice provisions set out in paragraph 10.1.
4. Four (4) Directors present in person at any meeting of the Board shall constitute a quorum at such meeting.
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 Board.
6. The Board may meet by other electronic means that permit each Director to communicate adequately with each other provided that:
  - a) The Board 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.
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.
  8. Each Director is authorized to exercise one (1) vote at each meeting of the Board. A resolution in writing, signed by all of the members of the Board entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.
  9. At all meetings of the Board every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these By-laws.
  10. There will be no absentee or proxy voting by Directors.
  11. Meetings of the Board will be closed to Members and the public except by invitation of the Chair.

#### **SECTION XI. FINANCES**

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

#### **SECTION XII. AUDITORS**

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 Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. The Auditor's Report shall be published in the Annual Report and the Auditor shall report to the Members at the Annual Meeting.
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**

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.
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**

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.

#### **SECTION XV. AMENDMENT OF BY-LAWS**

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.
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.
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.
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**

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. The Board 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 the Board at the next meeting from the date of signing.

#### **SECTION XVII. REGULATIONS**

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. These regulations shall continue in effect until such time as they are replaced by other regulations which the committees, professional staff or Board shall adopt.



## **SECTION XVIII. INDEMNITY TO DIRECTORS, OFFICERS AND OTHERS**

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 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 neglect or default.
2. The Board 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 Board under this paragraph shall not require approval or confirmation by the Board.
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 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 their respective office or trust or in relation thereto unless the same shall happen by or through their 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. 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**

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.

## **SECTION XX. FUNDAMENTAL CHANGES**

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.
2. Section 199 of the Act provides that each membership class (whether voting or non-voting) is entitled to vote separately (two-thirds (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.**

- 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.
- 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.
- 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**

- 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.



## Temporary – By-law #2

### Phased Implementation Plan and Election of Directors

1. On May 19, 2021, at the Volleyball Canada Special Meeting of Members, a motion for the approval of new By-laws and this Temporary By-law #2 (Phased Implementation Plan) was approved by the voting Members.
2. Upon the approval of the motion to accept the new By-laws and this Phased Implementation Plan, the new By-laws will be implemented effective immediately except for the elections of directors which will be implemented in accordance with this Phased Implementation Plan.
3. The current Board will continue to hold office until the 2021 Members Meeting.
4. Elections will occur as follows:
  - a) At the 2021 Members Meeting:
    - i. Chair – (4 Year Term)
    - ii. Two (2) Members at Large – (3 Year Term)
    - iii. One (1) Members at Large – (1 Year Term)
    - iv. Two (2) Member at Large – (extended until 2023)
  - b) At the 2022 Members Meeting:
    - i. One (1) Members at Large – (3 Year Term)
    - ii. National Team Athlete Director – (3 Year Term)
  - c) At the 2023 Members Meeting:
    - i. Two (2) Members at Large – (3 Year Term)
5. All subsequent elections will proceed in accordance with the new By-laws.

2021	2022	2023	2024	2025	2026
Chair	X	X	x	Chair	
Director	X	X	Director	x	x
Director	X	X	Director	x	x
x	x	Director	X		Director
x	x	Director	X		Director
x	Director			Director	
x	Athlete Director			Athlete Director	

