

Ontario Volleyball Association

Concordance Document

Providing comparison of proposed to existing by-laws

PROPOSED BY-LAWS	EXISTING BY-LAWS	KEY CHANGES AND RATIONALE
<i>Preamble / Constitution</i>		
<i>none – deletion proposed</i>	OVA Constitution	The OVA’s vision, mission, and values are featured in the 2021-25 Strategic Plan and are not required to be codified in a by-law.
<i>Article I: General</i>		
1.1 Purpose	1.1 Purpose	No significant changes; editorial amendments only.
1.2 Definitions	1.2 Definitions	Removal of some unnecessary definitions and introduction of some newly defined terms.
1.3 Registered Office	1.3 Head Office	Change of terminology from “head office” to “registered office” to align with the <i>Not-for-Profit Corporations Act, 2010</i> (the “new Act”).
1.4 Corporate Seal	1.4 Corporate Seal	No significant changes; editorial amendments only.
1.5 No Gain for Members	1.5 No Gain for Members	Unchanged.
1.6 Conduct of Meetings	1.7 Conduct of Meetings	Change of meeting procedure from Robert’s Rules of Order to <i>Perry’s Call to Order</i> , which is a procedural system better suited to not-for-profit entities.
1.7 Interpretation	1.8 Interpretation	Shortened.
<i>none – deletion proposed</i>	1.6 Ruling on Bylaws	This provision is not necessary; the Board’s power to make and interpret by-laws is implicit in the new Act.
<i>Article II: Membership</i>		
2.1 Classes	2.1 Categories 2.2 Regional Member 2.3 Club Member 2.4 Individual Member 2.5 Associate Member 2.6 Honorary Member 2.7 Life Member	The previously existing membership classes have been consolidated into one voting class and one non-voting class.

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2.2 Membership Policy	2.8 Admission of Members 2.9 Failure to be Admitted 2.10 Year 2.11 Dues 2.12 May Not Resign 2.13 Arrears 2.14 Discipline 2.15 Definition 2.16 Cease to be in Good Standing	Membership rules are an administrative matter, and are more appropriately housed in a Board policy document instead of a by-law.
<i>Article III: Meetings of Members</i>		
3.1 Types of Meetings	3.1 Types of Meetings	Unchanged.
3.2 Special Meeting	3.2 Special General Meeting	Clarified that a Special Meeting can be called in accordance with the new Act, or by the President or the Board.
3.3 Location and Date	3.3 Location and Date	Unchanged.
3.4 Notice	3.4 Notice	Changed to reflect the fact that notice cannot be provided more than fifty days before a meeting (instead of sixty), and also adds that such notice must include "...the text of any resolutions to be considered".
3.5 Agenda	3.5 Agenda	No significant changes; editorial amendments only.
3.6 Quorum	3.7 Quorum	The figure for quorum has been changed to "thirty members" from "fifty percent plus one of the voting members".
3.7 Closed Meetings	3.8 Closed Meetings	Changed to emphasize that the Auditor appointed by the Board is entitled to attend any meeting of Members.
3.8 Voting Privileges	3.9 Voting Privileges	Reflects new voting structure – one vote for each member of the either of the two voting classes – to replace the regional delegate-based voting system.
3.9 Scrutineers	3.12 Scrutineers	No significant changes; editorial amendments only.
3.10 Determination of Votes	3.14 Determination of Votes	Explicitly includes online voting, and clarifies that a secret ballot can be requested by <u>any</u> member.
3.11 Majority of Votes	3.15 Majority of Votes	Unchanged.

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<i>none – deletion proposed</i>	3.6 New Business	Removed, as the solicitation of new-business items is built into the annual Notice of Meeting.
<i>none – deletion proposed</i>	3.10 Calculation of Individual Registered Members for Voting 3.11 Delegates 3.13 Proxy Voting	Removed due to the elimination of delegate-based voting.
<i>Article IV: Governance</i>		
4.1 Directors	4.1 Directors	Unchanged.
4.2 Composition of the Board	4.2 Composition of the Board	The two appointed slots – Regional Council Director and Past President – have been removed in favour of an elected Director, Regional Engagement and an elected Athletes’ Representative. The Past President slot has also been eliminated.
4.3 Eligibility	4.3 Eligibility 4.18 Eligibility	Eligibility rules have been aligned with both the new Act and the independence principles of the Canadian Sport Governance Code.
4.4 Eligibility, Director, Regional Engagement	<i>no current equivalent</i>	Added to permit greater flexibility in the recruitment of an Athletes’ Representative or a Director, Regional Engagement.
4.5 Nominations Committee	4.8 Nominating Committee 4.9 Duties of the Nominating Committee 4.13 Election	Nominations process and election cycle consolidated into a single provision.
4.6 Nomination	4.10 Nomination	Removed the requirement for a letter of support from a voting regional member or director.
4.7 Circulation of Nominations	4.12 Circulation of Nominations	Explicitly requires that nominations be circulated at least ten days prior to the AGM.
4.8 Elections	4.14 Decision	Changed the result of a tie when there are only two nominees (a vacancy will be declared).
4.9 Terms	4.15 Terms	Standard election term will be three years instead of two.

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4.10 Appointment of Additional Directors	4.17 Appointment 4.21 Term of Appointed Director at Large	Rewritten to reflect the limited circumstances under the new Act by which it is permissible to appoint additional directors.
4.11 Service Limits	4.15 Terms (in part)	Rewritten to specify a maximum number of years that an individual can serve, with a separate aggregate maximum identified for the positions of President or Vice-President Administration / Secretary.
4.12 Resignation	4.26 Resignation	Clarified to eliminate the requirement for the Board to “approve” a resignation.
4.13 Removal	4.28 Removal	Changed the removal threshold to “majority” from “two-thirds” to align with the new Act.
4.14 Ceasing to Hold Office	4.27 Vacate Office	Aligned the terminology and reasons to cease to hold office with the language of the new Act.
4.15 Vacancy	4.16 Vacancy 4.22 Vacancy of Appointed Director at Large	Removed duplicate language from the existing provisions; also prohibits repeat use of this provision for the same individual.
<i>none – deletion proposed</i>	4.11 Nominations from the Floor	Does not align with the new Act.
<i>none – deletion proposed</i>	4.19 Skills and Characteristics	Skills and characteristics belong in the Nominations Committee’s terms of Reference.
<i>none – deletion proposed</i>	4.20 Officers	No longer applicable.
<i>none – deletion proposed</i>	4.23 Immediate Past President 4.24 Term of Immediate Past President 4.25 Vacancy of Immediate Past President	Past President role has been eliminated.
<i>none – deletion proposed</i>	4.36 Powers of the Association 4.40 Employment of Persons	Implicit in the new Act; not required in a by-law.
<i>none – deletion proposed</i>	4.41 Borrowing Powers	Duplicate of the proposed 7.6 and the existing 6.7.

Article V: Board Proceedings		
5.1 Call of Meeting	4.29 Call of Meeting	Renumbered; no significant changes.
5.2 Notice	4.30 Notice	Renumbered; no significant changes.
5.3 Number of Meetings	4.31 Number of Meetings	Renumbered; no significant changes.
5.4 Quorum	4.32 Quorum	Clarified the quorum calculation.
5.5 Voting	4.33 Voting	Changed to permit all directors the right to vote, and to allow for any one director to request a secret ballot.
5.6 Closed Meetings	4.34 Closed Meetings	Renumbered; no significant changes.
5.7 Meetings by Telecommunications	4.35 Meetings by Telecommunications	Renumbered; no significant changes.
5.8 Written Resolutions in lieu of a Meeting	<i>no current equivalent</i>	Permits Board decisions to be made by the directors outside of the formal structure of a Board meeting.
5.9 Supervising Managing the Affairs of the Association	4.37 Managing the Affairs of the Association	Clarified that this Board’s role is to supervise the Association’s management rather than to actively manage the Association’s affairs.
5.10 Discipline of Members or Termination of Membership	4.38 Discipline	Expanded the policy and procedure requirements associated with discipline of members.
5.11 Dispute Resolution	4.39 Dispute Resolution	Renumbered; no significant changes.
Article VI: Executive Committee and Committees		
6.1 Executive Committee	5.4 Executive Committee	Renumbered; no significant changes.
6.2 Call of Meeting	5.5 Call of Meeting	Renumbered; no significant changes.
6.3 Quorum	5.6 Quorum	Renumbered; no significant changes.
6.4 Voting	5.7 Voting	Changed to permit all directors the right to vote, and to allow for any one director to request a secret ballot.
6.5 Closed Meetings	5.8 Closed Meetings	Renumbered; no significant changes.
6.6 Standing Committees	5.4 Standing Committees	Expanded the list of standing committees.
6.7 Appointment of Standing Committees	5.5 Appointment of Standing Committees	Renumbered; no significant changes.

<p>6.8 Initial Membership, Regional Council</p>	<p>4.4 Appointment 4.5 Officers 4.6 Term 4.7 Vacancy 5.9 Regional Council 5.10 Call of Meeting 5.1 Number of Meetings 5.2 Quorum 5.3 Voting 7.1 Categories 7.2 Club Member 7.3 Individual Member 7.4 Associate Member 7.5 Types of Regional Meetings 7.6 Special Regional Meeting 7.7 Location and Date 7.8 Notice 7.9 Agenda 7.10 Quorum 7.11 Voting Privileges 7.12 Scrutineers 7.13 Proxy Voting 7.14 Determination of Votes 7.15 Majority of Votes 7.16 Regional Executive 7.17 Composition 7.18 Election 7.19 Decision 7.20 Terms 7.21 Resignation 7.22 Vacate Office 7.23 Removal 7.24 Vacancy</p>	<p>This provision replaces the previous Regional Council structure by making the Regional Council into a standing committee that can establish its own structure with limited prescription from the by-laws.</p>
<p>6.9 Establishment of Other Committees</p>	<p>5.6 Appointment of Other Committees</p>	<p>Renumbered and shortened.</p>

6.10 Removal	5.11 Removal	Renumbered; no significant changes.
6.11 No Remuneration	5.12 No Remuneration	Renumbered; no significant changes.
6.12 Conflict of Interest	5.13 Conflict of Interest	Changed to require adherence any Board-approved policies relating to conflict of interest.
<i>none – deletion proposed</i>	5.1 Composition 5.2 Duties 5.3 Removal	Deleted; the “Officer” terminology was eliminated from the by-law.
<i>none – deletion proposed</i>	5.7 Quorum	Deleted to permit committees to make their own determinations with respect to quorum.
<i>none – deletion proposed</i>	5.8 Terms of Reference	Duplicates the narrative of 5.5 and 5.6 allowing the Board to prescribe the duties of committees.
<i>none – deletion proposed</i>	5.9 Vacancy	Deleted; individual committees will manage vacancies.
<i>none – deletion proposed</i>	5.10 President Ex-officio	Not required.
Article VII: Finance and Management		
7.1 Fiscal Year	6.1 Fiscal Year	Renumbered; no significant changes.
7.2 Bank	6.2 Bank	Renumbered; no significant changes.
7.3 Auditor	6.3 Auditors	Renumbered; no significant changes.
7.4 Books and Records	6.4 Books and Records	Renumbered; no significant changes.
7.5 Signing Authority	6.5 Signing Authority	Renumbered; no significant changes.
7.6 Borrowing	6.7 Borrowing	Renumbered; no significant changes.
<i>none – deletion proposed</i>	6.6 Property	Not required.
Article VIII: Amendment of By-laws		
8.1 Voting	8.1 Voting	Changed the amendment threshold to majority vote unless otherwise required by the Act.
<i>none – deletion proposed</i>	8.2 Notice in Writing 8.3 Waiver of Notice	Notice provisions are in the new Act and are not required in the by-laws.

<i>Article IX: Notice</i>		
9.1 Written Notice	9.1 Written Notice	Editorial changes to reflect the wording of the new Act.
9.2 Date of Notice	9.2 Date of Notice	Editorial changes to reflect the wording of the new Act.
9.3 Error in Notice	9.3 Error in Notice	Unchanged.
<i>Article X: Winding Up</i>		
10.1 Dissolution	10.1 Dissolution	Unchanged.
<i>Article XI: Indemnification</i>		
11.1 Will Indemnify	11.1 Will Indemnify	No significant changes; editorial amendments only.
11.2 Will Not Indemnify	11.2 Will Not Indemnify	Unchanged.
11.3 Insurance	11.3 Insurance	No significant changes; editorial amendments only.
<i>Article XII: Adoption of These By-laws</i>		
12.1 Confirmation	12.1 Ratification	Title change; new meeting date.
12.2 Repeal of Prior By-laws	12.2 Repeal of Prior Bylaws	Unchanged.
<i>Article XIII: Transitional Provisions</i>		
13.1 Implementation 13.2 Effective Date, Article I 13.3 Effective Date, Articles II-III 13.4 Effective Dates, Article IV 13.5 Effective Date, Article V 13.6 Effective Dates, Article VI 13.7 Effective Date, Articles VII-XIII	"Phased Implementation" appendix	Detailed outline of how and when each article or sub-article will become effective.