

AMENDMENT 23-01

to Ontario Volleyball Association By-laws approved by members November 7, 2021 and amended at the 2022 Annual General Meeting

1.0 Proposed changes

1.1 The Board of Directors of the Ontario Volleyball Association (“Association”) proposes to amend several provisions in the current by-laws. These proposed changes, if passed by the membership, will

- Ensure continued compliance of Article II (Membership) with the *Not-for-Profit Corporations Act, 2010* (“ONCA”).
- Clarify various board-composition provisions, including
 - size and composition, to account for optional appointments;
 - eligibility requirements for directors;
 - service limits; and
 - vacancy rules, to ensure that candidates to fill vacancies are subject to the same eligibility requirements as any other appointment or election candidate.
- Ensure that financial signing authority is clearly outlined in a transparent, Board-approved policy.

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

New text is underlined in Column 2.

Column 1: current

Column 2: proposed

Column 3: rationale

(a)

<p>ARTICLE II: MEMBERSHIP Classes of Membership 2.1 Classes – The Association has the following classes of membership:</p> <p>(a) <i>Non-Voting Member</i>, which includes:</p> <ul style="list-style-type: none"> (i) Directors; or (ii) any individual registered with the Association as a non-competitive player, or in a “complimentary” membership role (as defined by the Association). <p>(b) <i>Voting Member</i>, which includes an individual, other than those identified in 2.1(a), who:</p> <ul style="list-style-type: none"> (i) is registered with the Association: <ul style="list-style-type: none"> (1) as a competitive player; (2) as a parent / guardian of one (1) or more competitive player(s), provided that such competitive player or at least one (1) of such competitive players is, or will be as of December 31st of the Association’s current fiscal year, under eighteen (18) years of age; (3) as a coach; 	<p>ARTICLE II: MEMBERSHIP Classes of Membership 2.1 [no change]</p> <p>2.1.1 <u>Withdrawal – Withdrawal of a Member from a class of membership may only occur where the membership has been terminated in accordance with Section 2.3.</u></p> <p>2.1.2 <u>Class Transfers</u></p> <p>(a) <u>Non-Voting to Voting – A Non-Voting Member may only move to the Voting class following termination of their Non-Voting class membership in accordance with clause 2.3(a) or 2.3(b), provided that they are subsequently admitted as a Voting Member in accordance with Section 2.2.</u></p> <p>(b) <u>Voting to Non-Voting – A Voting Member</u></p> <ul style="list-style-type: none"> (i) <u>may move to the Non-Voting class following termination of their Voting class membership in accordance with clause 2.3(a) or 2.3(b), provided that they are subsequently admitted as a Non-Voting Member in accordance with Section 2.2; or</u> (ii) <u>is immediately transferred to</u> 	<p>If a corporation identifies more than one class of membership in its articles, ONCA requires the by-laws to explicitly provide how a member withdraws from a class or transfers between classes. The by-laws must also identify how membership in a class ends.</p> <p>Article II is amended with a new 2.1.1 (to cover withdrawal from a class), 2.1.2 (to cover transfers), and 2.3 (to cover termination). The Board policy on membership will be amended to conform to this amended by-law, if passed.</p>
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Column 1: current

Column 2: proposed

Column 3: rationale

<p>(4) as a referee; (5) As a club leader or such other role for club personnel (as defined by the Association); (6) in another role or roles established by the Board; and</p> <p>(ii) is, or will be as of December 31st of the Association’s current fiscal year, at least eighteen (18) years of age.</p> <p>Admission of Members 2.2 Membership Policy – Admission of persons into membership will be in accordance with a membership policy adopted by the Board.</p>	<p><u>the Non-Voting class following their election or appointment as a Director of the Association.</u></p> <p>Admission of Members 2.2 [no change]</p> <p>Termination of Membership 2.3 <u>Termination – A membership is terminated</u></p> <p>(a) <u>upon expiration of the Member’s term of membership;</u></p> <p>(b) <u>on the effective date of a voluntary resignation of membership by the Member, when such resignation is effected before the expiration date of the Member’s term; or</u></p> <p>(c) <u>on the effective date of a suspension or expulsion of the Member from the Association.</u></p>	
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Column 1: current

Column 2: proposed

Column 3: rationale

(b)

<p>Composition of the Board</p> <p>4.1 Directors – The Board will consist of nine (9) Directors.</p> <p>4.2 Composition of the Board – The Board will consist of the following:</p> <p>(a) President (b) Vice-President – Finance/Treasurer (c) Vice-President – Admin/Secretary (d) Athletes’ Representative (e) Director, Regional Engagement (f) Four (4) Directors at Large</p>	<p>Composition of the Board</p> <p>4.1 Directors – The Board will consist of nine (9) Directors, <u>plus any appointees as detailed in clause 4.2(g) and Section 4.10.</u></p> <p>4.2 Composition – The Board will consist of the following:</p> <p>(a) President; (b) Vice-President – Finance/Treasurer; (c) Vice-President – Admin/Secretary; (d) Athletes’ Representative; (e) Director, Regional Engagement (f) four (4) Directors-at-Large; <u>and</u> (g) <u>where applicable, additional directors appointed in accordance with Section 4.10 – such appointees will be additional Directors-at-Large.</u></p>	<p>The by-laws already provide for the appointment of additional directors in 4.10. However, for greater transparency, the introductory sections of Article IV have been amended to clarify what happens if the board expands beyond nine, following appointments under 4.10.</p>
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Column 1: current

Column 2: proposed

Column 3: rationale

(c)

<p>Eligibility of Directors 4.3 Eligibility - General – Subject to Section 4.4, any individual is eligible for election or appointment as a Director if that individual:</p> <ul style="list-style-type: none"> (a) is eighteen (18) years of age or older; (b) has not, under Ontario law, been found to be incapable of managing property; (c) has not been found to be incapable by a Canadian court; (d) is not a bankrupt; (e) is not disqualified in accordance with the Service Limits provision in Section 4.11; and (f) is a Member of the Association in good standing except for the following: <ul style="list-style-type: none"> (i) an employee of the Association; (ii) an employee of any volleyball club; (iii) an officer of any volleyball club; or (iv) a candidate for a position on, or a member or officer of, the governing body of a provincial or national sport organization. <p>4.4 Exceptions - Eligibility – Clauses 4.3(f)(iii) and 4.3(f)(iv) do not apply to any nominee for the positions of Athletes’ Representative or Director,</p>	<p>Eligibility of Directors 4.3 Eligibility - General – Subject to Sections 4.3.1 and 4.4, an individual <u>may be</u> eligible for election or appointment as a Director if that individual:</p> <ul style="list-style-type: none"> (a) is eighteen (18) years of age or older; (b) has not, under Ontario law, been found to be incapable of managing property; (c) has not been found to be incapable by <u>a court</u>; (d) is not a bankrupt; <u>and</u> (e) is not disqualified in accordance with the Service Limits provision in Section 4.11. <p><u>4.3.1 Eligibility - Additional Qualifications – Provided that the requirements of Section 4.3 are met,</u></p> <ul style="list-style-type: none"> (a) <u>a candidate who is a Member of the Association is eligible, unless the candidate is</u> <ul style="list-style-type: none"> (i) an employee of the Association; (ii) an employee of any volleyball club; (iii) an officer of any volleyball club; (iv) a candidate for a position on, or a member or officer of, the governing body of a provincial or national sport organization; <u>or</u> 	<p>Last year’s amendment of 4.3 unintentionally introduced a requirement for Director candidates to be Association members in good standing, which contradicts the principle of promoting inclusion of independent directors.</p> <p>4.3.1 is added to clarify the intent while retaining the stringency of our eligibility requirements.</p> <p>In addition, a slight edit is introduced in 4.3(c) to correctly reflect ONCA’s requirement.</p>
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Column 1: current

Column 2: proposed

Column 3: rationale

<p>Regional Engagement.</p>	<p>(v) <u>not in good standing with the Association.</u></p> <p>(b) <u>a candidate who is not a Member of the Association is eligible, unless the candidate</u></p> <p>(i) <u>was suspended or expelled from membership; or</u></p> <p>(ii) <u>is not currently subject to any disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Association.</u></p> <p>4.4 Exceptions - Eligibility – Clauses 4.3.1(a)(iii) and 4.3.1(a)(iv) do not apply to any nominee for the positions of Athletes’ Representative or Director, Regional Engagement.</p>	
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Column 1: current

Column 2: proposed

Column 3: rationale

(d)

<p>4.10 Appointment of Additional Directors – Where permitted by the Act, the Board may appoint individuals to Board positions, subject to the following limitations.</p> <p>(a) Candidates must meet the eligibility criteria of Section 4.3 and submit the information required under Section 4.6 to the Registered Office of the Association by a deadline date to be established by the Association.</p> <p>(b) The Board may appoint no more than one-third of the number of directors elected at the last AGM. This limitation does not include appointments made to fill vacancies defined in Section 4.15.</p> <p>(c) The term of a director appointed in accordance with this section expires at the conclusion of the next AGM.</p> <p>(d) The same individual may not be appointed in accordance with this section more than twice.</p>	<p>4.10 Appointment of Additional Directors – Where permitted by the Act, the Board may appoint individuals to Board positions, subject to the following limitations.</p> <p>(a) Candidates must meet the eligibility criteria of Sections 4.3 and <u>4.3.1</u>, and submit the information required under Section 4.6 to the Registered Office of the Association by a deadline date to be established by the Association.</p> <p>(b) [no change]</p> <p>(c) [no change]</p> <p>(d) [no change]</p>	<p>Consequential amendment included to reflect the new 4.3.1 above.</p>
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Column 1: current

Column 2: proposed

Column 3: rationale

(e)

<p>4.11 Service Limits</p> <p>(a) No director may serve on the Board for more than (9) years, subject to the limitation in (b).</p> <p>(b) No director may serve in the positions of either President or Vice-President Administration / Secretary for a combined period exceeding (6) years.</p> <p>(c) An individual will be disqualified from candidacy for an election in any of the following circumstances.</p> <p>(i) The individual has reached the service limit in (a).</p> <p>(ii) The individual has served a combined total of four (4) or more years in the positions of either President or Vice-President Administration / Secretary, and is seeking election to either of those positions.</p> <p>(iii) The individual has served seven (7) or more years and seeks election to a position with a term length longer than two (2) years.</p> <p>(d) For the purpose of determining an individual's total service for</p>	<p>4.11 Service Limits</p> <p>(a) [no change]</p> <p>(b) [no change]</p> <p>(c) An individual will be disqualified from candidacy for an election <u>or appointment</u> in any of the following circumstances.</p> <p>(i) [no change]</p> <p>(ii) [no change]</p> <p>(iii) [no change]</p> <p>(iv) <u>Appointment of the individual to a vacancy declared in accordance with Section 4.15 would result in the individual exceeding the service limit of either (a) or (b), once the unexpired duration of the vacant position is added to the individual's accumulated service time to date.</u></p> <p>(d) [no change]</p>	<p>This provision is amended to close a loophole that would allow an appointee to a vacancy to, in effect, skirt the service limits.</p>
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Column 1: current

Column 2: proposed

Column 3: rationale

	Column 1: current	Column 2: proposed	Column 3: rationale
	(a)-(c), the sum of all terms served shall be rounded to the nearest complete year.		
(f)	<p>4.15 Vacancy – Where a Director’s position is declared vacant</p> <p>(a) as a result of the Nominations Committee not being able to validate any eligible nominees for a specific Board position;</p> <p>(b) following an electoral tie, as defined in clause 4.8(b); or</p> <p>(c) following one of the circumstances described in Section 4.14,</p> <p>and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy in accordance with the Act. The same individual may not be appointed under this provision more than once.</p>	<p>4.15 Vacancy – Where a Director’s position is declared vacant</p> <p>(a) [no change]</p> <p>(b) [no change]</p> <p>(c) [no change]</p> <p>and there is still a quorum of Directors, the Board may appoint <u>an individual</u> to fill the vacancy in accordance with the Act, <u>provided that the individual meets the eligibility criteria of Section 4.3 and 4.3.1, and that the appointment would not result in a violation of Section 4.11.</u></p> <p>The same individual may not be appointed under this provision more than once.</p>	<p>Consequential amendments to reflect the introduction of the new 4.3.1 and the amendment of 4.11.</p>

	<i>Column 1: current</i>	<i>Column 2: proposed</i>	<i>Column 3: rationale</i>
(g)	<p>7.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed or approved by any two (2) of the following individuals:</p> <p>(a) President;</p> <p>(b) Vice-President Admin / Secretary;</p> <p>(c) Vice-President Finance / Treasurer;</p> <p>(d) Executive Director; or</p> <p>(e) such other individuals authorized by ordinary resolution of the Board to sign on behalf of the Association.</p>	<p>7.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed or approved by any two (2) of the following individuals:</p> <p>(a) [no change];</p> <p>(b) [no change];</p> <p>(c) [no change];</p> <p>(d) [no change];</p> <p>(e) such other individuals authorized, <u>in accordance with a Board-approved financial policy</u>, to sign on behalf of the Association.</p>	<p>Minor edit to promote transparency of signing authorities in the by-laws.</p> <p>Although a publicly viewable policy already exists with details on signing authorities, this edit is intended to ensure that such authority is always published transparently, as opposed to being decided in a boardroom.</p>

2.0 Proposed motions

#	Text of motion
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2.1	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(a), Column 1 of this Amendment 23-01 with the corresponding provisions listed in clause 1.2(a), Column 2.
2.2	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(b), Column 1 of this Amendment 23-01 with the corresponding provisions listed in clause 1.2(b), Column 2.
2.3	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(c), Column 1 of this Amendment 23-01 with the corresponding provisions listed in clause 1.2(c), Column 2.
2.4	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(d), Column 1 of this Amendment 23-01 with the corresponding provisions listed in clause 1.2(d), Column 2.
2.5	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(e), Column 1 of this Amendment 23-01 with the corresponding provisions listed in clause 1.2(e), Column 2.
2.6	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(f), Column 1 of this Amendment 23-01 with the corresponding provisions listed in clause 1.2(f), Column 2.
2.7	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(g), Column 1 of this Amendment 23-01 with the corresponding provisions listed in clause 1.2(g), Column 2.