

AMENDMENT 24-01

to Ontario Volleyball Association By-laws approved by members November 7, 2021 and amended at the 2022 and 2023 Annual General Meetings

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, are intended to
- provide greater clarity and flexibility with respect to the nomination process for Directors;
 - remove the unnecessary Executive Committee construct from the by-laws; and
 - introduce several minor corrections and edits to streamline the by-laws.
- 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

<p>(1)</p>	<p>ARTICLE I: GENERAL 1.2 Definitions</p> <p>(j) <i>Ordinary resolution</i> – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, a meeting of the Executive Committee, or a meeting of Members.</p>	<p>(j) <i>Ordinary resolution</i> – a resolution passed by not less than a majority of the votes cast at a meeting of the Board or a meeting of Members.</p> <p>(k) <i>Region</i> – [no change]</p> <p>(l) <i>Special resolution</i> – a resolution passed by not less than two-thirds of the votes cast at a meeting of the Board or a meeting of Members.</p>	<p>Due to a previously unnoticed error in Article XII, it was necessary to introduce a definition for the term <i>special resolution</i>, which was previously not used in these by-laws.</p>
<p>(2)</p>	<p>ARTICLE IV: GOVERNANCE 4.2 Composition of the Board</p> <p>(b) Vice-President Finance/Treasurer;</p> <p>(c) Vice-President – Admin/Secretary;</p>	<p>(b) Treasurer;</p> <p>(c) Director, Governance and Administration;</p>	<p>Titles are being modified to remove the implication that these director positions have higher status as compared with other Board directors.</p>

Column 1: current

Column 2: proposed

Column 3: rationale

<p>4.5 Nominations Committee – The Board will appoint a Nominations Committee to solicit nominations of Directors as follows:</p> <p>(a) For the 2021 AGM, nominations will be solicited in accordance with the transitional provisions in Article XIII.</p> <p>(b) For the 2022 AGM and for the AGM every third year thereafter, nominations will be solicited for the Vice-President Finance / Treasurer and two (2) Directors-at-Large.</p> <p>(c) For the 2023 AGM and for the AGM every third year thereafter, nominations will be solicited for the Vice-President – Admin / Secretary, the Athletes’ Representative, and one (1) Director-at-Large.</p> <p>(d) For the 2024 AGM and for the AGM every third year thereafter, nominations will be solicited for the President, the Director, Regional Engagement, and one (1) Director-at-Large.</p> <p>4.6 Nominations – Any nomination of an individual for election will include the</p>	<p>(a) [Repealed]</p> <p>(b) For the 2025 AGM and for the AGM every third year thereafter, nominations will be solicited for the Treasurer and two (2) Directors-at-Large.</p> <p>(c) For the 2026 AGM and for the AGM every third year thereafter, nominations will be solicited for the Director, Governance and Administration, the Athletes’ Representative, and one (1) Director-at-Large.</p> <p>(d) For the 2027 AGM and for the AGM every third year thereafter, nominations will be solicited for the President, the Director, Regional Engagement, and one (1) Director-at-Large.</p> <p>4.6 Call for Nominations – The Association shall issue a Call for Nominations each year to solicit nominations.</p>	<p>The three-year transition that started following the ratification of the new 2021 by-laws is now complete, so these provisions are revised to be forward-looking.</p> <p>Also amended to change the directors’ titles, consistent with the change to 4.2.</p> <p>4.6 is split into two separate provisions – a new 4.6, and 4.6.0.1. The new 4.6</p>
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Column 1: current

Column 2: proposed

Column 3: rationale

<p>following and be submitted to the Registered Office of the Association by the deadline date established by the Association (which deadline date will be communicated to the Members):</p> <p>(a) The written, signed consent of the nominee (b) A completed Board of Directors application (c) A cover letter identifying the specific position with respect to which the nomination relates (d) A resume (e) Three (3) references</p> <p>4.11 Service Limits</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>4.6.0.1 Nomination Requirements – The Call for Nominations shall specify that any nomination of an individual for election include, at minimum, the following, all of which are to be submitted to the Registered Office of the Association by the deadline date established by the Association (which deadline date will be communicated to the Members):</p> <p>(a)-(d) [no change]</p> <p>(e) Any other requirements specified by the Nominations Committee</p> <p>4.11 Service Limits</p> <p>(b) No director may serve in the positions of either President or Director, Governance and Administration (or its predecessor position of Vice-President Administration / Secretary) for a combined period exceeding (6) years.</p> <p>(c) [no change]</p>	<p>explicitly commits the Association to issue a Call for Nominations at least once each year. (This is current practice, but would be codified with this revision.)</p> <p>4.6.0.1 largely replicates the previous text of 4.6 by specifying the minimum requirements, with the exception of needing three references in (e).</p> <p>The change to (e) is intended to provide flexibility in instances where the Committee might wish to adjust requirements in a Call for Nominations to suit specific recruiting needs.</p> <p>(b) is amended for consistency with the change to 4.2.</p>
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Column 1: current

Column 2: proposed

Column 3: rationale

<p>(c) An individual will be disqualified from candidacy for an election or appointment 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 one 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>(iv) 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 clause (a) or (b), once the unexpired duration of the vacant position is added to the individual's accumulated service time to date.</p>	<p>(i) [no change]</p> <p>(ii) The individual has served a combined total of four (4) or more years in the positions listed in clause (b), and is seeking election to either one of those positions.</p> <p>(iii) [no change]</p> <p>(iv) Appointment of the individual to a vacancy declared in accordance with Section 4.15 would result in the individual exceeding the service limit of clause (a) or (b), once the unexpired duration of the vacant position is added to the individual's accumulated service time to date.</p>	<p>Simplified, due to the change to 4.2.</p> <p>Editorial change.</p>
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Column 1: current

Column 2: proposed

Column 3: rationale

<p>(d) For the purpose of determining an individual's total service for (a)-(c), the sum of all terms served shall be rounded to the nearest complete year.</p>	<p>(d) For the purpose of determining an individual's total service for clauses (a)-(c), the sum of all terms served shall be rounded to the nearest complete year.</p>	<p>Editorial change.</p>
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Column 1: current

Column 2: proposed

Column 3: rationale

(3)

<p>ARTICLE VI: EXECUTIVE COMMITTEE AND COMMITTEES</p> <p>6.1 Executive Committee – The Executive Committee will be comprised of the President, the Vice-President – Finance / Treasurer, and the Vice-President Admin / Secretary. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these by-laws or as may be prescribed from time to time by the Board.</p> <p>6.2 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) members of the Executive Committee.</p> <p>6.3 Quorum – Quorum will consist of three (3) members of the Executive Committee.</p> <p>6.4 Voting – Each member of the Executive Committee is entitled to one (1) vote. Voting during an Executive Committee meeting will be by a show of hands, orally, or via email unless any member of the Executive Committee present requests a secret ballot.</p>	<p>6.1-6.5 [Repealed]</p>	<p>Removing the Executive Committee provisions from the by-laws is proposed as it reflects our governance practices; the Association does not have a “two-tier” board where certain directors have the appearance of more authority than others.</p>
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Column 1: current

Column 2: proposed

Column 3: rationale

<p>Resolutions will be passed by ordinary resolution.</p> <p>6.5 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Executive Committee.</p> <p>6.8 Initial Membership, Regional Council – Notwithstanding Section 6.7, the initial membership of the Regional Council will comprise:</p> <p>(a) the incumbent Presidents of each Region as of the day preceding the Special Meeting described in Section 13.1;</p> <p>(b) the Director, Regional Engagement; and</p> <p>(c) the Executive Director.</p> <p>6.12 Conflict of Interest – A Director, an Executive Committee member, 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 the Association 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</p>	<p>6.8 [Repealed]</p> <p>6.12 Conflict of Interest – A Director 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 the Association 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</p>	<p>The Regional Council has evolved from its original setup following the by-law rewrite in 2021, and this initial-membership provision is no longer required.</p> <p>Minor edit alongside the proposed removal of the Executive Committee provisions.</p>
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Column 1: current

Column 2: proposed

Column 3: rationale

	comply with the requirements of the Act and any Board-approved policies regarding conflict of interest.	and any Board-approved policies regarding conflict of interest.	
(4)	<p>ARTICLE VII: FINANCE AND MANAGEMENT</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) President; (b) Vice-President Admin / Secretary; (c) Vice-President Finance / Treasurer; (d) Executive Director; or (e) such other individuals authorized, in accordance with a Board-approved financial policy, 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) President; (b) Treasurer; (c) Executive Director; or (d) such other individuals authorized, in accordance with a Board-approved financial policy, to sign on behalf of the Association.</p>	The Director, Governance and Administration does not need signing authority codified in the by-laws.
(5)	<p>ARTICLE XII: ADOPTION OF THESE BY-LAWS</p> <p>12.1 Confirmation – These by-laws are confirmed by an ordinary resolution of the Voting Members present and entitled to vote at a Meeting of Members duly called and held on November 7, 2021.</p>	<p>12.1 Confirmation – These by-laws are confirmed by a special resolution of the Voting Members present and entitled to vote at a Meeting of Members duly called and held on November 7, 2021.</p>	A correction to reflect that the 2021 by-laws were passed following a <i>special</i> resolution, not an ordinary resolution.

Column 1: current

Column 2: proposed

Column 3: rationale

(6)

<p>ARTICLE XIII: TRANSITIONAL PROVISIONS</p> <p>13.1 Implementation – On November 7, 2021, at a Special Meeting of the Members (the “Autumn 2021 Special Meeting”), motions for the approval of these by-laws will be placed before the Voting Members. Upon the approval of the motions, the new by-laws will be implemented in accordance with Sections 13.2 through 13.7.</p> <p>13.2 Effective Date, Article I – Article I will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.</p> <p>13.3 Effective Date, Articles II-III – Articles II and III will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.</p> <p>13.3 Effective Dates, Article IV – Article IV will be implemented as follows:</p> <p>(a) Sections 4.1-4.2, 4.4, 4.6-4.8, 4.10, and 4.12-4.15 will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.</p> <p>(b) Section 4.3 will be implemented as follows:</p>	<p>13.1-13.6 [Repealed]</p>	<p>The Association has completed its three-year transitional period to enact all of the provisions passed in 2021, so this article is no longer required.</p>
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Column 1: current

Column 2: proposed

Column 3: rationale

<p>(i) Clauses 4.3(a)-(e) and subclauses 4.3(f)(i)-(ii) will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.</p> <p>(ii) Subclauses 4.3(f)(iii)-(iv) will become effective immediately upon conclusion of the 2024 AGM.</p> <p>(c) Section 4.5 will be implemented as follows:</p> <p>(i) For clause 4.5(a), nominations will be solicited for the President, Vice-President Administration / Secretary, Athletes' Representative, Director, Regional Engagement, and one (1) Director-at-Large position.</p> <p>(ii) Clauses 4.5(b), (c) and (d) will become effective immediately upon conclusion of the 2021 AGM.</p> <p>(d) Section 4.9 will be implemented as follows:</p> <p>(i) For clause 4.9(a), the Vice-President – Finance / Treasurer and the two (2) Directors-at-Large elected at the 2020 AGM will hold office until the conclusion of the 2022 AGM, unless they resign, are removed</p>		
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Column 1: current

Column 2: proposed

Column 3: rationale

<p>from office, or vacate the position.</p> <p>(ii) Also for clause 4.9(a), the Vice-President – Administration / Secretary and the Athletes’ Representative elected at the 2021 AGM will hold office until the conclusion of the 2023 AGM, unless they resign, are removed from office, or vacate the position.</p> <p>(iii) Also for clause 4.9(a), the President, the Director, Regional Engagement, and Director-at-Large elected at the 2021 AGM will hold office until the conclusion of the 2024 AGM, unless they resign, are removed from office, or vacate the position.</p> <p>(iv) Clause 4.9(b) will become effective immediately upon conclusion of the 2021 AGM.</p> <p>(e) Section 4.11 will be implemented as follows:</p> <p>(i) Clause 4.11(a) will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.</p> <p>(ii) Clause 4.11(b) will become effective immediately upon conclusion of the 2024 AGM.</p>		
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Column 1: current

Column 2: proposed

Column 3: rationale

<p>(iii) Clause 4.11(c) will become effective immediately upon conclusion of the 2021 AGM.</p> <p>(iv) Clause 4.11(d) will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.</p> <p>13.4 Effective Date, Article V – Article V will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.</p> <p>13.5 Effective Dates, Article VI – Article VI will be implemented as follows:</p> <p>(a) Sections 6.1-6.7 and 6.9-6.12 will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.</p> <p>(b) Section 6.8 will become effective immediately upon conclusion of the 2021 AGM.</p> <p>13.6 Effective Date, Articles VII-XIII – Articles VII-XIII will become effective immediately upon conclusion of the Autumn 2021 Special Meeting.</p>		
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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(1), Column 1 of this Amendment 24-01 by applying the revision proposed in clause 1.2(1), Column 2.
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2.2	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(2), Column 1 of this Amendment 24-01 by applying the revision proposed in clause 1.2(2), Column 2.
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2.3	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(3), Column 1 of this Amendment 24-01 by applying the revision proposed in clause 1.2(3), Column 2.
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2.4	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(4), Column 1 of this Amendment 24-01 by applying the revision proposed in clause 1.2(4), Column 2.
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2.5	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(5), Column 1 of this Amendment 24-01 by applying the revision proposed in clause 1.2(5), Column 2.
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2.6	Move that the voting delegates approve the proposal to replace the provisions listed in clause 1.2(6), Column 1 of this Amendment 24-01 by applying the revision proposed in clause 1.2(6), Column 2.
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