

Gay Ottawa Volleyball - By-Law #1

By-law relating to the conduct of the affairs of Gay Ottawa Volleyball (GOV)

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SECTION 1 - General

1.01 Terminology

a) "Act" means the Canada Not-for-Profit Corporations Act, SC 2009, c 23, as amended, including regulations made from time to time pursuant to the Act;

b) "Annual meeting" means the Annual General Meeting of members of the Association.

c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, or reorganization;

d) "Association" means Gay Ottawa Volleyball;

e) "Board" means the Board of Directors of the Association;

f) "Chair" means the chair of the Board of Directors of the Association;

g) "Director" means a member of the Board of Directors of the Association;

h) "Meetings of members" means an annual meeting of members or a special meeting of members;

i) "Member" means a member of the Association;

j) "National Capital Region" means the regions as described in the Capital Schedule to the National Capital Act, RSC 1985 c N-4;

k) "Officer" means Officer of the Association;

l) "Ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;

m) "President" means President of the Association;

n) "Proposal" means a proposal submitted by a member of the Association that meets the requirements of Section 163 of the Act;

o) "Special meeting" means any meeting of members other than the Annual General Meeting.

p) "Special resolution" mean a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution

1.02 Association Seal

The seal of the Association, if any, shall be in the form determined by the Directors. If a seal is adopted by the Directors, the Secretary of the Association shall be the custodian of the seal.

1.03 Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its Officers or Directors. In addition, the Directors may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

1.04 Purposes

To promote the sport of volleyball and the health, well-being and resilience of the LGBTQ2+ community of Ottawa and the National Capital Region by:

Creating fun, inclusive, and positive spaces for LGBTQ2+ people and allies of all skill levels to play the sport of volleyball;

Delivering recreational and competitive programming, and an annual tournament;

Seeking the support and cooperation of other like-minded organizations, groups and individuals with aims consistent with the Association;

Obtaining the necessary financial and other resources for the long-term sustainability of the Association, including by accepting donations, gifts, legacies and bequests; and

Receiving funds and applying all or part of the principal or income therefrom, from time to time, to charitable organizations that are registered charities under the *Income Tax Act* (Canada).

1.05 Head Office

The head office of the Association shall be located in the National Capital Region in the Provinces of Ontario or Quebec.

1.06 Interpretation

Except as provided in the Act, the Directors will have the authority to interpret any provision of these by-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Association.

SECTION 2 Membership

2.01 Membership conditions

1. Subject to the articles, there shall be one class of member of the Association. Memberships of the Association shall be available only to individuals interested in furthering the Association's purposes.
2. Membership shall be open to any individual who has registered for a competitive team or recreational nights and has paid the membership fee for the most recent membership term.
3. The membership fee and term shall be determined by the Directors from time to time.
4. The members may appoint any individual to be a member by ordinary resolution to recognize significant contributions to the Association, the sport of volleyball, and the LGBTQ2+ community of Ottawa or the National Capital Region.

2.02 Discipline of Members

The Directors may make policies and procedures relating to discipline of members, and will have the authority to discipline members in accordance with such policies and procedures, including the suspension or expulsion of members. Suspension or expulsion of members must be ratified by a two thirds vote of the Directors and the member in question shall have the right to be heard at such a meeting.

SECTION 3 – Directors

3.01 Board of Directors

1. There shall be a Board of Directors consisting of up to eight and no fewer than four members responsible for the administration of the affairs of the Association, including, but not limited to:

- a) Articulating the Association's vision, mission and values;
- b) Determining the Association's strategic direction and monitoring progress towards objectives;
- c) Maintaining the Association's long-term financial sustainability and providing effective financial management and oversight;
- d) Establishing policies, procedures, or rules as necessary for the management of the Association;
- e) Enhancing the Association's public reputation; and,
- f) Ensuring the Association's activities are lawful and ethical.

2. All Directors shall act honestly and in good faith and in the best interests of the Association.

3.02 Qualifications

A Director must be 18 years of age or older and have the following qualifications:

- a) Be a member of the Association in good standing;
- b) Reside in the National Capital Region or its surrounding counties;
- c) Not be an undischarged bankrupt;
- d) Must not be deemed an Ineligible Individual under the Income Tax Act.

A Director shall cease holding office if no longer holding one or more of these qualifications.

3.03 Election and Term

1. Directors shall be elected by secret ballot of the Members.
2. Two classes of Directors shall be elected at the first Annual General Meeting of members:
 - Class A: Four candidates receiving the largest number of votes shall serve for two years commencing on the date on which they are elected until the annual meeting two years following election;
 - Class B: Four candidates receiving the next largest number of votes shall serve for one year commencing on the date on which they are elected until the next annual meeting following the election.

3. A tie between two candidates receiving equal numbers of votes shall be decided by coin toss.
4. If vacancies exist following an annual meeting due to a failure to elect candidates, a quorum of Directors may fill such vacancies by ordinary resolution. Directors so appointed shall serve until the following annual meeting.
5. The term of office of Directors elected at each subsequent Annual General Meeting shall be for two years commencing on the date on which they are elected until the annual meeting two years following the election.

3.04 Nominations

1. Prior to each Annual General Meeting, or special meeting to fill a vacancy among the Directors, the Directors shall appoint a Nominations Committee and Chair responsible for identifying accomplished candidates for election as Director.
2. Neither the Chair nor any member of the Nominations Committee shall be eligible for election as Director for that election.
3. Nomination forms shall bear the signature of the nominee, the Chair of the Nominations Committee, and ten members of the Association.
4. The Nominations Committee shall finalize and circulate the list of candidates to the Members no later than fourteen days before the date of the Annual General Meeting.
5. The Nominations Committee shall supervise the conduct of elections, counting of ballots, and certification of successful candidates.

3.05 Vacancy

1. The office of a Director shall be vacated immediately if the Director:
 - a) dies;
 - b) becomes bankrupt;
 - c) becomes an ineligible individual under the Income Tax Act;
 - d) is found to be incapable of managing property by a court or under the law; or
 - e) resigns.
2. A quorum of the Directors may fill a vacancy by appointing a member of the Association to serve as Director until the next Annual General Meeting where the members shall fill the vacancy for the remainder of the unexpired term.

3.06 Removal

1. The members of the Association may remove any Director from office by ordinary resolution at a member's meeting.
2. The members shall fill the resulting vacancy by secret ballot and the elected Director shall serve for the remainder of the unexpired term.

3.07 Remuneration

No Director shall be remunerated for their services, but shall be reimbursed for all reasonable expenses incurred while engaged in the affairs of the Association.

3.08 Conflict of Interest

A Director who is in any way directly or indirectly interested in any contract or transaction with the Association shall disclose their interest to the Directors and not participate in any vote or resolution concerning that contract or transaction.

3.09 Committees

The Directors may appoint any committee deemed necessary to assist in carrying out the activities of the Association. Any such committee shall operate under the authority of the Directors who shall determine its composition and terms of reference. The Directors may dissolve any committee by resolution at any time.

3.10 Policy Manual

The Directors shall maintain a policy manual outlining policies and procedures not contained in the by-laws, and make it available for the information of members.

SECTION 4 – Officers

4.01 Officers

1. The Directors shall appoint the following officers to conduct the affairs of the Association: President, Vice-President, Secretary and Treasurer.
2. The Directors may from time to time appoint such other officers as may be deemed necessary.
3. If there is more than one candidate for an officer position, appointments shall be decided by secret ballot. In case of an equality of votes, the Chair shall cast a ballot.
4. Officers shall serve for a term specified by the Directors of no more than two years.
5. An officer may be removed at any time by special resolution of the Directors.

4.02 Duties of Officers

1. Officers shall be responsible for the duties assigned to them by the Directors and may not delegate the performance of such duties unless specifically authorized by the Directors.
2. Duties for each officer shall be contained in the Policy Manual.

4.03 Remuneration

No Officer shall be remunerated for their services, but shall be reimbursed for all reasonable expenses incurred while engaged in the affairs of the Association.

SECTION 5 – Meetings of the Board of Directors

5.01 Calling of Meetings

1. The Directors shall meet a minimum of once every third month. Meetings may be called by any two Directors.
2. Meetings may be held by electronic means that permit simultaneous communication by all participants.

5.02 Notice of Meetings

1. No less than seven days notice shall be given for meetings of the Directors.
2. Notice is not required if all Directors are present and waive notice or those absent have given their consent.

5.03 Chair

1. The Directors shall elect a Chair by secret ballot at the first meeting of Directors following the Annual General Meeting to preside over all meetings of the Board. An equality of votes shall be decided by coin toss.
2. The term of office for the Chair shall be one year until the next Annual General Meeting unless removed by special resolution of the Directors.
3. If the Chair is absent, another Director shall be chosen to act as Chair.

5.04 Quorum

Quorum shall be four Directors.

5.05 Voting

1. Each Director shall have one vote. Questions shall be decided by a majority of votes.

2. The Chair shall only vote in the event of an equality of voters.
3. Any two Directors may request that a vote be taken by ballot.

5.06 Agenda

1. The Secretary shall maintain a forward agenda of items to be addressed by the Directors as approved by the Chair.
2. The Secretary shall circulate an agenda for each meeting of the Directors as approved by the Chair at least forty-eight hours prior to each meeting.
3. Items may be raised at the meeting with the consent of the Chair.

5.07 Minutes

1. The Secretary shall keep the minutes of meetings. In the absence of the Secretary, another Director shall be designated to keep the minutes.
2. Once approved by the Directors, minutes become the Record of Decision of that meeting.
3. Minutes shall be made available to the members no more than thirty days following their approval by the Directors.

5.08 General

The Directors may determine any other other procedures or rules deemed necessary for the conduct of meetings.

SECTION 6 – Finance

6.01 Annual Financial Statements

1. The Treasurer shall present the annual financial statements of the Association of the preceding year at the Annual General Meeting.
2. The members may appoint an auditor to review or audit the accounts of the Association and make a report to members at the Annual General Meeting. The auditor may not be a Director, Officer, or employee of the Association.
3. Section 6.01(2) shall come into force upon incorporation.

6.02 Financial Year

The financial year of the Association shall be determined from time to time by the Directors.

6.03 Financial Updates

The Treasurer shall provide the Directors an update of the Association's financial position and results following each financial quarter, or whenever requested by the Directors.

6.04 Budget

The Treasurer shall present a budget approved by the Directors at the Annual General Meeting for the current financial year to include a forecast of revenues, expenses, and the status of reserves.

6.05 Financial Management

The Directors may specify any requirements deemed necessary for the conduct of financial transactions on behalf of the Association.

SECTION 7 - Meetings of the Members

7.01 Notice

1. All members in good standing shall be entitled to receive thirty days notice of a Members Meeting.
2. Notice may be given by electronic means.
3. Any member not in good standing thirty days before the meeting may be entitled to vote at the meeting if the member becomes in good standing two weeks prior to the meeting. For greater clarity, this does not apply to new members who register less than thirty days before the meeting. New members must still register two weeks prior to the meeting in order to be entitled to vote.

7.02 Annual General Meeting

The Association shall hold an Annual General Meeting each year at a place in the National Capital Region as arranged by the Directors. The Annual General Meeting must be held within six months of the end of the Association's preceding financial year, in accordance with s. 160 of the Act and s.62(2) of the Canada Not-For-Profit Regulations, SOR/2011-223.

7.03 Special Meeting

In accordance with section 160(3) of the Act, the Directors may at any time call a special meeting of members. In accordance with section 167 of the Act, members may requisition the Directors to call a special meeting of the Association for the purposes stated in the requisition. The requisition shall bear the signatures of a minimum 25% of the members eligible to vote. Upon receiving a proper requisition,

the Directors shall, in accordance with section 167(3) of the Act, call a special meeting of members to transact the business stated in the requisition.

7.04 Special Business

1. All business transacted at a special meeting of members is special business, as well as all business conducted at an annual meeting of members, except: consideration of the financial statements; election of directors; public accountant's report; and re-appointment of the incumbent public accountant.
2. Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business, and state the text of any special resolution to be submitted to the meeting.

7.05 Attendance

1. The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors, the public accountant of the Association, and such other persons who are entitled or required to present by the Act, articles, or by-laws of the Association.
2. Any other person may be admitted only on the invitation of the Directors or by ordinary resolution of the members.

7.06 Chair of the Meeting

The President of the Association will chair all meetings of members. In the event that the President is absent, the members present and entitled to vote at the meeting shall choose one of the members to chair the meeting.

7.07 Quorum

A quorum at any meeting of the members shall be 10% of the members entitled to vote at the meeting.

7.08 Electronic Meetings

A meeting of members may be held by means of telephone, electronic, or other communication facility as determined by the Directors that permits all participants to communicate adequately with each other.

SECTION 8 – Indemnification

8.01- Directors and Officers

1. The Association will indemnify and hold harmless out of the funds of the Association each director and officer, their heirs, executors, and administrators from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of an officer or director.
2. The Association will not indemnify a director of officer or any other person for acts of fraud, dishonesty or bad faith.

8.02 – Insurance

1. The Association will at all times maintain directors and officers liability insurance.
2. Section 8.02 (1) shall come into effect only upon incorporation.

SECTION 9 – Dissolution

9.01 – Voting requirements

Dissolution shall require a vote by two-thirds of all members eligible to vote.

9.02 – Distribution of Assets

Upon dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to a qualified donee, as defined in the Income Tax Act, with a similar purpose and serving the LGBTQ2+ community of Ottawa or the National Capital Region.

SECTION 10 – Amendments

10.01 – Amendments by Members

1. These by-laws may be amended by ordinary resolution of the Members.
2. Amendments may be proposed by any Member entitled to vote at the meeting.
3. Such amendments shall be filed with Innovation, Science and Economic Development Canada as required by the Act.
4. Section 10.01(3) shall come into effect following incorporation.

10.02 – Amendments by Directors

1. In accordance with s. 152 of the Act, the Directors may, by ordinary resolution, make, amend, or repeal any by-laws that regulate the affairs of the Association except in respect of matters referred to in subsection 197(1) of the Act.
2. The Directors shall submit the by-law, amendment, or repeal to the members at the next meeting of members, and the members may by ordinary resolution confirm, reject, or amend the by-law, amendment, or repeal.
3. The by-law, amendment, or repeal is effective the date of the resolution. If the by-law, amendment, or repeal is confirmed by the members it remains effective in the form in which it was confirmed.

SECTION 11 – Dispute Resolution

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties. The number of mediators may be reduced from three to one or two upon agreement of the parties. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the Directors of the Association by resolution on the 10th day of April, 2018,

and confirmed by the members of the Association by special resolution on the 23rd day of May, 2018.

Dated as of the 23rd day of May, 2018

Board of Directors

Mark Frankish _____

David Muddiman _____

Peter Hunter _____

Jacob Schwartz _____

Douglas Copp _____

David Laroche _____

Dan de Vette _____

Tim Klodt _____