

# London Volleyball Club Constitution

## By-Laws

### ARTICLE I: GENERAL

- 1.1 Purpose – These by-laws relate to the general conduct of the affairs of the London Volleyball Club, a corporation governed by the Ontario Corporations Act.
- 1.2 Definitions – the following terms have these meanings in these By-laws:
- a) *Act* – the Ontario Corporations Act, R.S.O. 1990, c. 39, or any successor legislation including, when proclaimed into force, the Ontario Not-for-Profit Corporations Act, 2010, as amended from time to time.
  - b) *Annual General Meeting (AGM)* – the annual general meeting of the Board.
  - c) *Auditor* – a person qualified in accordance with the Act and appointed by the Members of the Annual General Meeting to audit the books, accounts, and records of the Club for a report to the Members at the next General Annual Meeting.
  - d) *Board* – the Board of Directors of the Club.
  - e) *Business Day* – a Monday, Tuesday, Wednesday, Thursday, or Friday that is not a statutory holiday in the Province of Ontario.
  - f) *Club* – London Volleyball Club.
  - g) *Day* – will mean days irrespective of weekends and holidays, except when used in the phrase “Business Day” or “Business Days”, as in clause 1.2(e).
  - h) *Director* – an individual elected to serve on the Board pursuant to these by-laws.
  - i) *Member* – a person that qualifies for membership in the Club, according to Article II.
  - j) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board or a meeting of Members.
  - k) *Team Manager* - one or more parent(s)/guardian(s) representing a specific LVC competitive team, responsible for managing the families and performing non-coaching duties
  - l) *Special Meeting* – a non-general meeting which may be called at any time by the President, by the Board, or in accordance with the provisions of the Act. Agendas of Special Meetings will be limited to the subject matter for which the Special Meeting was duly called.
  - m) *Special Resolution* - a resolution passed by not less than two-thirds of the votes cast in a meeting of the Board or a meeting of the Members.
- 1.3 Registered Office – the registered office of the Club will be located at all times within the Province of Ontario.
- 1.4 No Gain for Members – the Club will be carried on without the purpose of gain for its Members and any profits or other accretions to the Club will be used in promoting its objectives.
- 1.5 Conduct of Meetings – unless otherwise specified in the Act or these by-laws, meetings of Members and meetings of the Board will be conducted according to Perry’s Call to Order (current edition).

- 1.6 Interpretation – words importing the singular will include the plural and vice versa, and words importing persons will include bodies corporate.

## **ARTICLE II: MEMBERSHIP**

### **Classes of Membership**

2.1 Classes – the Club has the following classes of membership:

- (a) Non-Voting Member, which includes:
  - (i) All athletes under the age of 16.
- (b) Voting Member, which includes:
  - (i) Directors serving on the Board; or
  - (ii) Any individual, other than those identified in 2.1(a), who is registered (as outlined in Section 2.2) with the Club as:
    - (1) a competitive player over the age of 16 (or will be as of June 30th of the Club's current fiscal year - outlined in Section 6.1);
    - (2) a non-competitive player over the age of 16 (or will be as of June 30th of the Club's current fiscal year - outlined in Section 6.1);
    - (3) a designated Team Manager of a competitive team as defined by the club;
    - (4) a registered Coach;
    - (5) a Club Committee Coordinator, Member, or similar role (as established by the Board);

2.2 Registration of Members – an individual is considered a registered member of London Volleyball Club if that individual meets at least one of the following qualifications:

- (a) is an athlete who is actively participating in a competitive, developmental, clinic, camp, or other program, which includes payment of the respective fees for that program and completed registration through the club registration system;
- (b) is an active designated Team Manager of a competitive team, which includes that individual being a parent and/or guardian of an active athlete in the competitive team program, as outlined in Section 2.2(a) and membership in the club organized Team Manager group;
- (c) is an active Coach with London Volleyball Club, within one or more competitive, developmental, clinic, camp, or other programs, which includes that individual being an active member of the respective club organized group;
  - (i) this includes competitive team Coaches (Head Coaches, Assistant Coaches, Developmental Coaches), developmental program Coordinators and Lead Coaches, clinic and camps Coaches (Head Coaches, Lead Coaches), and Coaches in other programs (as established by the Board);
- (d) is an active Coordinator and/or Member of an active club committee
- (e) is an individual fulfilling another relevant role (as established by the Board).

2.3 Membership Policy – admission of persons into membership will be in accordance with a Disciplinary Policy and Procedures adopted by the Board.

- (a) Discipline of Members or Termination of Membership – The Board will have the authority to discipline Members or to terminate their Membership or both in accordance with the Disciplinary Policy and Procedures.

### **ARTICLE III: MEETINGS OF MEMBERS**

3.1 Types of Meetings – Meetings of Members will include Annual General Meetings (“AGMs”) and Special Meetings. These meetings are distinct from Meetings of the Board (as outlined in Article V).

3.2 Location and Date – The Club will hold the AGM during the month of August each fiscal year, at a time and place as determined by the Board.

3.3 Notice – Written notice of meetings of Members will be published on the club website at least thirty (30) days prior to the date of the meeting (in August each year). Notice will contain reasonable information to permit Voting Members to make informed decisions, nominations of Directors (as appropriate), and any resolutions to be considered.

3.4 Agenda – the agenda for each Annual General Meeting will at least include:

- a) Call to order by Facilitator (current President)
- b) Establishment of quorum (Note: quorum is achieved when no less than nine Voting Members are present or deemed by the Act to be present)
  - a. If quorum is not achieved, the meeting will continue without a vote if applicable. If needed, a vote will occur via Special Meeting.
- c) If applicable, introduction of scrutineers for voting procedure
- d) Approval of the agenda
- e) Declaration of any conflicts of interest
- f) Adoption of minutes of the previous Annual General Meeting
- g) Auditor report (previous year)
- h) (Re)appointment of Auditor
- i) Director and Committee reports
- j) Business as specified in the meeting notice
- k) If applicable, election of Directors
- l) Adjournment of meeting

3.5 Closed Meetings – meetings of Members will be closed to the public except by invitation of the Board.

#### **Voting at meetings of Members**

3.6 Voting Privileges – all Voting Members are entitled to one vote. Non-voting Members are not entitled to vote.

3.7 Scrutineers – the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.8 Determination of Votes – votes will be determined by a show of hands, orally, online, or via email.

3.9 Majority of Votes – except as otherwise provided in the Act or these by-laws, the majority of votes of Voting Members will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE IV: GOVERNANCE**

### **The Board of Directors**

4.1 Directors – the Board will consist of no less than three Directors.

4.2 Composition of the Board – the Board will consist of the following:

- a) President
- b) Secretary
- c) Community Member (at-large)
- d) Community Member (at-large)
- e) Community Member (at-large)

### **The Management Committee**

4.3 Managers – the Management Committee will consist of no less than three Managers.

4.4 Composition – the Management Committee will consist of the following:

- a) Lead Technical Director
- b) Assistant Technical Director
- c) Assistant Technical Director
- d) Coach Developer
- e) Performance Lead
- f) Additional Managers as assigned by the Board

### **The Operations Committee**

4.5 Administrators – the Operations Committee will consist of no less than five, but not more than nine, Administrators.

4.6 Composition – the Operations Committee will consist of the following:

- a) Executive Director
- b) Registrar
- c) Program Manager
- d) Club Treasurer
- e) Apparel & Equipment Coordinator
- f) Marketing Coordinator
- g) Developmental Programming Coordinator
- h) Adult Programming Coordinator
- i) Additional Administrators as assigned by the Board

### **Eligibility of Directors**

4.7 Eligibility – any individual is eligible to serve as a Director if that individual:

- 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 bankrupt;
- e) is not disqualified in accordance with the Service Limits provision in Section 4.14;
- f) is a member of the Club in good standing except for the following:
  - a. an employee of another volleyball club;
  - b. holds a governing role at another volleyball club;
  - c. is a candidate for a position on, or a member of, the governing body of a provincial or national sport organization.

## **Election of Directors**

4.8 Nomination – the logistics and scheduling of the nomination process is as follows:

- a) For the 2025 AGM and for the AGM every second year thereafter, nominations will be solicited for the President and one (1) Community Member (if applicable);
- b) For the 2026 AGM and for the AGM every second year thereafter, nominations will be solicited for the Secretary and two (2) Community Members (if applicable).

4.9 Nomination Submissions - any nomination of an individual for election will include the following submitted to the Club Secretary by the deadline date of the end of the fiscal year (June 30th), which should be at least thirty (30) days prior to the following AGM in August (this can be changed as needed on ad ad hoc basis by the Board of Directors):

- a) A completed Director Nomination Form
  - including the identification of the specific position of interest
  - including confirmation of the consent of the nominee
- b) If requested (by email), the following items might also be required to be included:
  - i) Nominee's resume
  - ii) Contact information for two (2) references

4.10 Nomination Circulation - nominations that were submitted by the deadline date will be published to the club website, alongside the AGM written notice, to Voting Members at least two weeks (14 days) prior to the following AGM in August (this can be changed as needed on ad ad hoc basis by the Board of Directors). The Board of Directors is permitted to partake in vetting and interviewing strategies of nominees prior to including them in consideration.

4.11 Elections – elections will be decided by the Voting Members in accordance with the following:

- a) One (1) valid nomination for a specific position – winner declared by acclamation.
- b) Two (2) or more valid nominations for a specific position – winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two (2) nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two (2) nominees or a winner is declared. If only two (2) nominees remain, and there continues to be a tie, neither will be elected to office and a vacancy will be declared.

4.12 Terms – elected Directors will hold office as follows:

- a) Directors elected and/or appointed at the 2025 AGM and at each subsequent AGM will hold office until the close of the third AGM following their election, unless they resign, are removed from office, or vacate the position.

4.13 Appointment of additional Directors – where permitted by the Act, the Board may appoint individuals to Board positions not filled by election, subject to the following limitations:

- a) Candidates must meet the eligibility criteria of Section 4.7, as applicable, and submit the information required under Section 4.9 by a deadline date established by the Club.
- b) The Board may appoint no more than one-third of the number of Directors elected at the last AGM.
- c) The term of a Director appointed in accordance with this section expires at the conclusion of the following year AGM (re: 1 fiscal year).
- d) The same individual may not be appointed in accordance with this section more than twice.

4.14 Service Limits

- a) No Director may serve on the Board for more than three (3) years before another election is required.
- b) For the purpose of determining an individual's total service, the sum of all terms served shall be rounded to the nearest complete year.

4.15 Standard of Care

- a) Every Director will:
  - a) Act honestly and in good faith with a view to the best interests of the Club; and
  - b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

4.16 Remuneration

- a) The Directors may receive remuneration for serving as Director, but no Director will directly or indirectly receive any profit from occupying the position of Director.
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity as Directors or in additional positions, provided that the amount of any such remuneration or reimbursement is:
  - i) Considered reasonable by the Board;
  - ii) Approved by the Board for payment by resolution passed before such payment is made; and
  - iii) In compliance with the conflict of interest provisions of the Act.

4.17 Conflict of Interest

- a) 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, as the case may be, will:
  - i) Refrain from voting or speaking in debate on such contract or transaction;
  - ii) Refrain from influencing the decision on such contract or transaction; and
  - iii) Otherwise comply with the requirements of the Act.

## **Resignation and Removal of Directors**

4.18 Resignation – A Director may resign from the Board at any time by presenting written notice of resignation to the Board. This resignation will become effective on the date that the notice is received by the Board. However, where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.19 Removal – Any Director may be removed by a majority vote of the Voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

4.20 Ceasing to Hold Office – In accordance with the Act, a Director ceases to hold office:

- a) as of the effective date of resignation established under 4.18;
- b) immediately upon being removed in accordance with 4.19;
- c) immediately upon failing to meet any of the qualifications under 4.7;
- d) upon the Director's death.

4.21 Vacancy – Where a Director's position is vacated following one of the circumstances described in Section 4.20, and there is still a quorum of Directors (3), 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.

## **Eligibility of Staff, Coordinators, and Committee Members**

4.22 Eligibility – any individual is eligible for appointment as a staff member, coordinator, or committee member if that individual:

- 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 bankrupt.

## **Appointment of Staff, Coordinators, and Committee Members**

4.23 Appointment Considerations - considerations for appointments of an individual for a position can include the following submitted to the Board of Directors:

- a) Written notice of interest in fulfilling a position;
- b) A resume;
- c) Contact information for two (2) references.

## **4.24 Service Limits**

- a) There are no service limits for individuals to serve as a staff member, coordinator, or committee member before another individual must be appointed.

## **4.25 Standard of Care**

- a) Every Staff Member, Coordinator, and Committee Member will:
  - i) Act honestly and in good faith with a view to the best interests of the Club; and
  - ii) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

#### 4.26 Remuneration

- a) Staff Members, Coordinators, and Committee Members may receive remuneration for serving in their roles, but no member will directly or indirectly receive any profit from occupying their position.
- b) Staff Members, Coordinators, and Committee Members may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity beyond these roles, provided that the amount of any such remuneration or reimbursement is:
  - i) Considered reasonable by the Board;
  - ii) Approved by the Board for payment by resolution passed before such payment is made; and
  - iii) In compliance with the conflict of interest provisions of the Act.

#### 4.27 Conflict of Interest

- a) Staff Members, Coordinators, and Committee Members who have 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, as the case may be, will:
  - i) Refrain from voting or speaking in debate on such contract or transaction;
  - ii) Refrain from influencing the decision on such contract or transaction; and
  - iii) Otherwise comply with the requirements of the Act.

### **Resignation and Removal of Staff Members, Coordinators, and Committee Members**

4.28 Resignation – A Member may resign from their position at any time by presenting written notice of resignation to the Board. This resignation will become effective on the date that the notice is received by the Board. However, where a Member who is subject to a disciplinary investigation or action of the Association resigns, that Member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.29 Removal – Any Member may be removed from their position at any time by a majority vote of the Board of Directors, provided the Member has been given the opportunity to speak with the Board about such concerns.

## **ARTICLE V: BOARD PROCEEDINGS**

### **Meetings of The Board**

5.1 Call of Meeting – The meetings of the Board will be facilitated by the current President at a mutually agreed upon time and place as determined by the Directors of the Board.

5.2 Notice – Written notice of Board meetings, via agreed upon communication method confirmation, will be given to all Directors at least fourteen (14) days prior to the scheduled meeting. No Notice of a Board meeting is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

5.3 Number of Meetings – The Board will hold a minimum of six (6) meetings per year, taking place in August, October, December, February, March, and June, at a time and place as determined by the Board.

5.4 Quorum – At any meeting of the Board, quorum will consist of fifty percent plus one of the Directors holding office, rounded down to the nearest whole number.

5.5 Voting – Each Director is entitled to one (1) vote. Voting during a Board meeting will be by a show of hands, orally, or via email unless any Director present requests a secret ballot. Resolutions will be passed by ordinary resolution.

5.6 Closed Meetings – Meetings of the Board will be closed to Members who are not Directors, and to the public, except by invitation of the Board.

5.7 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting in person may participate in the meeting by telephone or other telecommunications technology that permits all participants to communicate adequately with each other during the meeting. Directors who participate in a meeting by telephone or such other telecommunications technology are considered to have attended the meeting.

5.8 Written Resolutions in lieu of a Meeting – A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors. The Association shall keep a copy of every resolution referred to in this provision with the minutes of the meetings.

### **Board's Role**

5.9 Supervising Managing the Affairs of the Association – The Board shall supervise the management of the affairs of the Association in accordance with the Act and these by-laws. The Board may make rules, policies and procedures in relation to the management of the Association and any of its activities.

5.10 Discipline of Members or Termination of Membership – The Board may make policies and procedures relating to discipline of Members or the termination of their Membership or both, and will have the authority to discipline Members or to terminate their Membership or both in accordance with such policies and procedures, provided that such policies and procedures shall require that:

- a) a member is given at least fourteen (14) days' notice of a disciplinary action or termination with reasons; and
- b) the member is given an opportunity to be heard, orally (virtually or in person), in writing or in a recording including at least audio, not less than five (5) days before the disciplinary action or termination of membership becomes effective, by the person(s) with authority to impose or revoke the disciplinary action or termination.

5.11 Dispute Resolution – The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.

## **ARTICLE VI: FINANCE AND MANAGEMENT**

6.1 Fiscal Year – The fiscal year of the Association will be July 1st to June 30th, or such other period as the Board may from time to time determine.

6.2 Bank – The banking business of the Association will be conducted at such financial institutions as the Board may designate.

6.3 Financial Review – As outlined in ONCA, the financial review of non-profit organizations who are not public benefit corporations depends on the organization's annual revenue.

(a) If London Volleyball Club has an annual revenue of less than \$500,000 the Board of Directors will waive both a financial audit and a financial review engagement by Extraordinary Resolution (to be confirmed by voting members at the AGM).

(i) Should London Volleyball Club continue this pathway, the Board of Directors will plan to conduct a financial engagement review every 5 years regardless of annual revenue. This will begin in the year 2030.

(b) If London Volleyball Club has an annual revenue of \$500,000 or more, the Board of Directors will pass an Extraordinary Resolution to pursue a financial review engagement as opposed to a financial audit (to be confirmed by voting members at the AGM).

(c) Should there be any changes to the non-profit status or annual revenue of London Volleyball Club, the Board of Directors will appoint an Auditor at each AGM. The Auditor will hold office for the coming fiscal year until the next AGM. The Auditor will not be an employee or a Director of the Association.

6.4 Books and Records – The necessary books and records of the Association required by these by-laws or by applicable law will be properly kept.

6.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed or approved by at least two (2) of the following individuals:

- (a) Club President;
- (b) Club Secretary;
- (c) Club Treasurer;
- (d) Executive Director;
- (e) Operations Committee Coordinator - Club Manager;
- (f) Management Committee Coordinator;
- (g) other individuals as decided by the Board of Directors.

6.6 Borrowing – The Association may borrow funds upon such terms and conditions as the Board may determine.

## **ARTICLE VII: AMENDMENT OF BY-LAWS**

7.1 Voting – Unless otherwise required by the Act, these by-laws may only be amended, revised, repealed or added to by a majority affirmative vote of the Voting Members at a meeting duly called to amend, revise or repeal these by-laws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately, unless otherwise specified in the relevant resolution affecting such amendments, revisions, addition or deletions.

## **ARTICLE VIII: NOTICE**

8.1 Written Notice – In these by-laws, written notice will mean notice which is hand-delivered or provided by ordinary mail, or by another method that provides for a record of the notice having been sent, to the address of record of the Association, Director or Member, as the case may be.

8.2 Date of Notice – Date of notice will be the earlier of (a) the date the notice is confirmed to have been received; or (b) in the case of ordinary mail where confirmation of receipt is not possible, the fifth Business Day after the notice is postmarked.

8.3 Error in Notice – 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.

## **ARTICLE IX: DISSOLUTION**

9.1 Dissolution – Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organizations with similar purposes as the Association as determined by the Board.

## **ARTICLE X: INDEMNIFICATION**

11.1 Will Indemnify – The Association will indemnify and hold harmless, as permitted and in accordance with the Act, out of the funds of the Association each Director and Officer 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 a Director or Officer.

11.2 Will Not Indemnify – The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

11.3 Insurance – The Association will, at all times, as permitted and in accordance with the Act, maintain in force such directors' and officers' liability insurance as may be approved by the Board.

## **ARTICLE XI: ADOPTION OF THESE BY-LAWS**

11.1 Confirmation – These by-laws were agreed upon by the Board of Directors on June 10, 2026. The by-laws will be confirmed by voting procedures at a Meeting of Members (AGM) on August 11, 2026.

11.2 Repeal of Prior By-laws – In confirming these by-laws, the Voting Members repeal all prior by-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed by-laws.