

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 Definitions

- 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) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, or reorganization;
- c) "Association" means Gay Ottawa Volleyball;
- d) "Board" means the board of directors of the association;
- e) "Captain" means a person designated by a team registered with competitive volleyball programming to represent that team.
- f) "Chair" means the chair of the board of directors of the association;
- g) "Coordinator" means a person appointed by the board or by an officer to lead the delivery of programming, events and other activities.
- h) "Director" means a member of the board of directors of the association;
- i) "LGBTQ2+" means individuals who identify as lesbian, gay, transgender, queer or questioning, two-spirited, or other minority sexual and gender identities.
- j) "Meeting of members" means an annual meeting of members or a special meeting of members;
- k) "Member" means a member of the association as defined in section 2 of these by-laws;
- l) "National Capital Region" means the regions as described in the Capital Schedule to the National Capital Act, RSC 1985 c N-4;
- m) "Officer" means an officer of the association as defined in section 4 of these bylaws;
- n) "Ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;
- o) "Proposal" means a proposal submitted by a member of the association that meets the requirements of Section 163 of the Act;
- p) "Special meeting" means any meeting of members other than the Annual Meeting.
- q) "Special resolution" means 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 vice-president (administration) 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 of its officers. 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 signing officer 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 board 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 members of the association. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the association.
2. Members shall consist of:
 - a) directors;
 - b) officers;
 - c) coordinators;
 - d) captains;
 - e) individuals who are interested in furthering the purposes of the association and have paid the membership fee for the membership term;
 - f) individuals appointed by the board by ordinary resolution in recognition of significant contributions to the association, the sport of volleyball, or the LGBTQ2+ community of Ottawa or the National Capital Region.
3. The membership fee and term shall be determined by the board by ordinary resolution.

2.02 Termination of membership

Membership in the association is terminated when:

1. the member dies;
2. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
3. the member resigns by delivering a written resignation to the chair of the board of the association in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with Section 2.03 below or is otherwise terminated in accordance with the articles or by-laws;
5. the member's term of membership expires; or
6. the association is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the

member, including any rights in the property of the association, automatically cease to exist.

2.03 Discipline of members

The board shall have authority to suspend or expel any member from the association for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of the association;
2. carrying out any conduct which may be detrimental to the association as determined by the board in its sole discretion;
3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the association.

In the event that the board determines that a member should be expelled or suspended from membership in the association, the president, or such other officer as may be designated by the board, shall provide 10 days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such 10 day period. In the event that no written submissions are received by the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the association. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 10 days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 3 – Directors

3.01 Board of Directors

1. Subject to the articles, there shall be a board of Directors consisting of no fewer than four and no more than eight directors responsible for the administration of the affairs of the association.
2. All directors shall act honestly and in good faith and in the best interests of the association.

3.02 Qualifications

1. 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.
2. A director shall cease holding office if no longer holding one or more of these qualifications.

3.03 Election and term

1. The members shall elect the directors by ordinary resolution at the first meeting of members and at each subsequent annual meeting of members at which an election of directors is required.
2. Directors shall be elected to hold office for terms expiring not later than the close of the fourth annual meeting of members following the election. Any such resolution may provide for staggered terms.
3. The board may determine any other procedures or rules concerning the nomination or election of directors consistent with these by-laws and the Act.

3.04 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. The board may fill a vacancy by appointing a director to serve until the next annual meeting where the members shall fill the vacancy for the remainder of the unexpired term.

3.05 Removal

1. The members of the association may remove any director from office by

ordinary resolution at a meeting of members.

2. The members shall fill the resulting vacancy and the elected director shall serve for the remainder of the unexpired term.

3.06 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.

3.07 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 board and not participate in any vote or resolution concerning that contract or transaction.

3.08 Committees

The board may from time to time appoint any committee or advisory body deemed necessary to assist in carrying out the activities of the association and, subject to the Act, with such powers or authority as the board sees fit. Any committee member may be removed by ordinary resolution of the board.

3.09 Policy manual

The board 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 board may appoint by ordinary resolution the following officers to conduct the affairs of the association:
 - a) Chair of the board of directors, who, if one is appointed, must be a director and shall cease to hold office if no longer a director;
 - b) President;
 - c) Vice-president (operations);
 - d) Vice-president (finance);
 - e) Vice-president (administration).
2. The board may from time to time appoint such other officers as may be deemed necessary by ordinary resolution.

3. An officer shall hold office for a term as determined by the board, if such a term is specified, or until:
 - a) the officer resigns;
 - b) the officer dies;
 - c) the officer is removed by ordinary resolution of the board;
 - d) a successor is appointed; or
 - e) for the chair only, the officer is no longer a director.

4.02 Duties of officers

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

4.03 Remuneration

Remuneration of officers, if any, shall be determined by ordinary resolution of the board. Officers shall be reimbursed for all reasonable expenses incurred while engaged in the affairs of the association.

SECTION 5 – Meetings of the directors

5.01 Calling of Meetings

1. The board shall meet a minimum of once every third month. Meetings may be called by the chair or any two directors, provided that the first meeting following incorporation may be called by any director or incorporator.
2. Meetings may be held by electronic means provided all participants are able to communicate simultaneously.

5.02 Notice of meetings

1. No less than seven days notice shall be given to every director for all meetings of the board.
2. Notice is not required if all directors are present and waive notice or those absent have given their consent.
3. Notices of meetings do not need to specify the purpose or the business to be transacted unless, as required by subsection 136(3) of the Act, any of the following matters will be dealt with at the meeting:

- a. submit to the members any question or matter requiring the approval of members;
- b. fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
- c. issue debt obligations;
- d. approve financial statements;
- e. adopt, amend or repeal by-laws; or
- f. establish contributions to be made, or dues to be paid, by members.

5.03 Regular meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

5.04 Chair

The chair of the board of directors shall preside at all meetings of the board. In the absence of the chair, another director shall be chosen to preside.

5.05 Secretary

The vice-president (administration) shall act as secretary and keep all minutes of meetings of the board. In the absence of the vice-president (administration), another person shall be chosen to act as secretary.

5.06 Quorum

Quorum shall be four directors.

5.07 Voting

Questions shall be decided by a majority of votes cast.

5.08 General

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

SECTION 6 – Finance

6.01 Financial arrangements

1. The banking business of the association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by ordinary resolution.
2. The banking business or any part of it shall be transacted by an officer or officers of the association and/or other persons as the board may from time to time designate, direct or authorize by ordinary resolution.

6.02 Financial statements

1. The board shall place before the members at every annual meeting:
 - a. comparative financial statements of the association that relate separately to:
 - i. the period that began on the date the corporation came into existence and ended not more than six months before the annual meeting or, if the corporation has completed a financial year, the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting; and
 - ii. the immediately preceding financial year.
 - b. The report of the public accountant, if any.
2. The board shall approve the financial statements as evidenced by the signature of one or more directors or a facsimile of the signatures reproduced in the statements.
3. A copy of the financial statements shall be sent to the members no later than 21 days and no earlier than 60 days before every annual meeting of members.

6.03 Public accountant

1. Subject to section 182 of the Act, the members of the association shall, by ordinary resolution, at each annual meeting, appoint a public accountant to hold office until the next annual meeting.
2. In order to be eligible to serve as public accountant, a person must be independent of the association and meet the definition of independence according to sub-section 182(2) of the Act.

3. A public accountant ceases to hold office upon death, resignation, or removal at a special meeting of members, by ordinary resolution, under sub-section 184(1) of the Act.
4. Subject to section 185 of the Act, the board shall immediately fill a vacancy in the office of public accountant to serve for the remainder of the unexpired term of the public accountant's predecessor.

6.04 Financial year

The financial year of the association shall be determined from time to time by the board.

6.05 General

The board may determine any other rules or procedures deemed necessary for the financial management of the association.

SECTION 7 - Meetings of the members

7.01 Annual meeting

The board shall call an annual meeting each year at a place in the National Capital Region. Annual meetings must be held within 18 months following incorporation, and each year thereafter within six months of the end of the association's preceding financial year, and no later than 15 months after the preceding annual meeting, in accordance with section 160 of the Act and section 61 of the Canada Not-For-Profit Regulations, SOR/2011-223.

7.02 Special meeting

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

7.03 Notice

1. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
 - a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - b. by telephonic, electronic or other communication facility to each

member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

2. The board may fix a date, between 21 and 60 days before the day on which the meeting is to be held, for the purposes of determining whether a member is entitled to receive notice and/or vote at a meeting of members.
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 14 days prior to the meeting.

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 Member proposal

A member entitled to vote at an annual meeting may submit to the association notice of any matter that the member proposes to raise at the meeting, and the association shall include any such proposal in the notice of the meeting.

7.06 Attendance

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the association and such other persons who are entitled or required under any provision of the Act. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

7.07 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.

7.08 Quorum

A quorum at any meeting of the members shall be 15% of the members entitled to vote at the meeting.

7.09 Voting

At any meeting of members, every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. The chair of the meeting shall only cast a vote in the case of an equality of votes. Any member may request a ballot before or after any vote by show of hands.

7.10 Electronic meetings

A meeting of members may be held by means of telephone, electronic, or other communication facility as determined by the board 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 or officer or any other person for acts of fraud, dishonesty or bad faith.

8.02 – Insurance

The association will at all times maintain directors and officers liability insurance.

SECTION 9 – Dissolution

9.01 – Voting requirements

Dissolution of the association 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 the members

1. These by-laws may be amended by ordinary resolution of the members except in respect of matters referred to in subsection 197(1) of the Act that require a special resolution of members.
2. Amendments may be proposed by any member entitled to vote at the meeting.

10.02 – Amendments by the directors

1. In accordance with s. 152 of the Act, the board may, by ordinary resolution, make, amend, or repeal any by-laws that regulate the affairs of the association except in respect of matters that require a special resolution of the members as referred to in subsection 197(1) of the Act.
2. The board 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:

1. 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.
2. The number of mediators may be reduced from three to one or two upon agreement of the parties.

3. 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.
4. 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 8th day of December 2019 and confirmed by members of the association by resolution at the general meeting held on the 18th day of December 2019.

 _____	27 December 2019 _____
Tim Klodt, Chair of the Board	Date
 _____	27 December 2019 _____
James Clemens, Secretary of the Board	Date