DURHAM ATTACK VOLLEYBALL CLUB

BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Durham Attack Volleyball Club.

1.2 Definitions – The following terms have these meanings in these By-laws:

a) Act – the Ontario Not-for-Profit Clubs Act, 2010.

b) Auditor – an individual, partnership, or Club appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Club for a report to the Members at the next Annual Meeting in accordance with the Act.

c) Board – the Board of Directors of the Club.

d) Club – the Durham Attack Volleyball Club.

e) Days – days including weekends and holidays.

f) Director – an individual elected or appointed to serve on the Board pursuant to these By-laws.

g) In Writing – shall include both hard copy and electronic communication in a form determined appropriate by the Board.

h) Officer – an individual elected or appointed to serve as an Officer of the Club pursuant to these By-laws.

i) Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.

j) Special Resolution – a resolution passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution.

k) Clear Majority – More than 50% of the ballots cast.

1.3 Registered Office – The registered office of the Club will be located 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 objects.

1.5 Ruling on By-laws – 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 objects of the Club.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

2.1 The Club has the following of Memberships:

a) Athlete Member - Any individual who is an athlete participant in good standing with the Club.
b) Coach Member – Any individual who is appointed as a Head Coach or Assistant Coach to a team by
the Club.
c) Board Member – Any individual who has been elected to the board.2

2.2 Registration – Each category of Member must register with the Club and agree to abide by the Club's By-
laws, policies, procedures, rules and regulations or, if the Member is under the age of 18, have a parent or
guardian agree to abide by the Club's By-laws, policies, procedures, rules and regulations on behalf of the
Member.
Authority of Members
2.3 Membership Authority – The Members of the Club will have the following powers:
a) To appoint the Auditor
b) To amend the By-laws
c) To elect Directors; and
d) Approve the Budget; and
e) As provided in the Act and in these By-laws.
Admission and Renewal of Members
2.4 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:
a) The candidate member makes an application for membership in a manner prescribed by the Club;
b) The candidate member was previously a Member in good standing when the candidate ceased to be
a Member;
c) The candidate member has paid fees as prescribed by the Board;
d) The candidate member agrees to uphold and comply with the Club's governing documents;
e) The candidate member meets any other condition of membership determined by the Board;
f) The candidate member has met the applicable definition listed in Section 2.1; and
g) The candidate member has been approved by a Resolution by the Board or by any committee or
individual delegated this authority by the Board.

Membership Fees and Duration
2.5 Duration – Unless otherwise determined by the Board, membership with the Club begins on the date
the Board accepts the member's registration and ends on a date determined by the Board common to all Club
Members or when the member resigns or is terminated from membership.
2.6 Fees – Membership fees will be determined by the Board.
2.7 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the
membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the
Member in default will automatically cease to be a Member of the Club.
Transfer, Suspension, and Termination of Membership
2.8 Transfer – Membership in the Club is non-transferable.

2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance
with the Club's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board
provided the Member has been given notice of and the opportunity to be heard at such meeting.
2.10 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the
Members, is not permitted to have any sport-related involvement with the Club, and may be subject to a
probationary period before being reinstated to good standing.
2.11 Termination – Membership in the Club will terminate immediately upon:
a) The expiration of the Member's membership, unless renewed in accordance with these By-laws;
b) The Member fails to maintain any of the qualifications or conditions of membership described in
Section 2.1 of these By-laws;
c) Resignation by the Member by giving written notice to the Club;
d) Dissolution of the Club;
e) A decision made by the Board or a disciplinary panel in accordance with these By-laws or the Club's policies;
f) The Member's death; or
g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen
(15) days' notice is given and the Member is provided with reasons and the opportunity to be heard.
Notice will set out the reasons for termination of membership and the Member receiving the notice
will be entitled to submit a written submission opposing the termination.

2.12 Arrears – A Member will be suspended from the Club for failing to pay membership dues or monies
owed to the Club by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed
to the Club by suspended or expelled Members will remain due.
2.13 Discipline – A Member may be disciplined in accordance with the Club's policies and procedures relating
to the discipline of Members; or,
Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary
action or the termination of membership for violating any provision of the articles or By-laws.
The notice shall set out the reasons for the disciplinary action or termination of membership.
The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written
submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Good Standing
2.14 Definition – A Member will be in good standing provided that the Member:
a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;

b) Has completed and remitted all documents as required by the Club;
c) Has complied with the By-laws, policies, and rules of the Club;
d) Is not subject to a disciplinary investigation or action by the Club, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
e) Has paid all required membership fees.

2.15 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Club,
Members in good standing may be entitled to the following privileges:
a) To attend, participate, and vote at meetings of the Members;
b) To participate in the Club's activities; and
c) To participate in other events associated with the Club.
2.16 Cessation of Good Standing – Members that cease to be in good standing, as determined by the Board
(or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III Membership Meetings

3.1 Annual Meeting – The Club will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within thirteen (13) months of the last Annual Meeting and within two (2) months of the Club's fiscal year end. Any Member, upon request, will be
provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).
3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Club that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Club makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants
to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least fourteen (14) days and not more than fifty (60) days prior to the date of the meeting. A further notice will be provided fourteen (14) days prior to the date of the meeting containing a proposed agenda, and reasonable information to permit Members to make
informed decisions.

3.5 Omission in Giving Notice – Omission in giving notice of any meeting of the Members shall invalidate the

meeting or make void any proceedings taken at the meeting.

3.6 New Business – No other item of business will be included in the notice of the meeting of the Members unless such an item is submitted to the Board thirty (30) days prior to the meeting. Copies of all proposals and resolutions are sent to all Members with the agenda and the notice calling an Annual Meeting. New items can be introduced at the beginning of the meeting. New items will only be debated or discussed if feasible. The chair
reserves the right to defer the issue for a later meeting or rule it out of order.

3.7 Quorum – Twenty-one (21) voting Members (or parents/guardians voting on behalf of a Member who is younger than 18 years old) present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.8 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.9 Adjournments – With the majority consent of the Members present and after quorum is ascertained,the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Only business that may be dealt with at any adjourned meeting, is one that has been brought before or dealt with at the original meeting in accordance with the notice calling the
same.

3.10 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Club (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be
admitted only if invited by the Chair or with the majority consent of the Members present.

3.11 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board or approved by an Ordinary Resolution of the voting Members in attendance in person.

Voting at Meetings of Members
3.12 Voting Rights – Subject to Article XII (when applicable), Members in good standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at all meetings of the Members:
a) Individual Members have one vote each.

3.13 Voting Powers – Each voting Member can vote on every issue. Voting Members who are 18 years old or older at the time of the meeting of the Members may exercise their own vote. Voting Members who are younger than 18 years old at the time of the meeting shall have their vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with multiple children registered with the Club who are
younger than 18 years old may exercise one vote per child. Also, two parents/guardians of the same child who is registered with the Club and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote.

3.14 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date shall be the first day of the Ontario
Championships.

3.15 Proxy Voting – Proxy voting is not permitted.

3.16 Voting by Electronic Means – A Member may vote electronic means if:
a) The Club has made available a procedure that permits voting by electronic means;
b) The votes may be verified as having been made by the Member entitled to vote; and
c) The Club is not able to identify how each Member voted.

3.17 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.18 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV GOVERNANCE
Composition of the Board
4.1 Directors – The Board will consist of seven (7) to nine (9) Directors.
4.2 Composition of the Board – The Board will consist of the following:
a) President
b) Vice President – Operations
c) Secretary/Treasurer
d) Director Junior Programs
e) Director Senior Programs
f) Director Early Contact Initiative
g) Director Recreation Programs and Community Engagement
h) Between one (1) and two (2) Directors-at-Large

4.3 Number of Directors – At least sixty (60) days prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Directors-at-Large on the Board provided that:
a) The Board has been empowered by the Members, by Special Resolution, to determine the number of Directors;
b) The number of Directors-at-Large is at least one (1) and no more than two (2); and
c) The determination of the number of Directors-at-Large on the Board does not have the effect of shortening the term of a sitting Director

4.33 Ex-officio (Past President) – The Past President of the club shall attend meetings of the board with voice but no vote, so they can assist in the transition of institutional knowledge. For clarity The Past President cannot serve on the board as an Ex-officio for more than one term of 1-year immediately following their last term as a sitting President of the Club.

4.4 Directors-at-Large – Once elected, the Directors-at-Large may be appointed, by the Board, to serve as Directors of various portfolios related to the operations of the Club (e.g., Beach Director, Coaching Director, Tournament Director, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

Eligibility of Directors

4.5 Eligibility – To be eligible to serve as a Director, an individual must:

a) Be eighteen (18) years of age or older;

b) Not be a paid employee of the Club;

c) Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;

d) Have not been declared incapable by a court in Canada or in another country; and

e) Not have the status of bankrupt;

f) Not be a contractor for the club or has a service agreement with the club.

Election of Directors

4.6 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

4.7 Nomination – Any nomination of an individual for election as a Director will:

a) Include the written consent of the nominee by signed or electronic signature;

b) Comply with the procedures established by the Nominations Committee (if appointed); and

c) Be submitted to the Registered Office of the Club ten (10) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.8 Incumbents – Current Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in reelection ten (10) days prior to the Annual Meeting.

4.9 Nominations from the Floor – An individual will be permitted to be nominated from the floor at a meeting of the Members. Such nomination will require a nominator from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

4.10 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

4.11 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

4.12 Terms – Directors will serve terms of three (3) years, to a maximum of three (3) consecutive terms, and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office. The order of elections shall be as outlined in "Appendix A" of these bylaws.

4.13 Elections – Elections for each Director position will be decided by a clear majority of the Members in accordance with the following:

a) One Valid Nomination – is acclaimed, and one ballot will be cast by the nominator.

b) Two or More Valid Nominations – The nominee will be elected by clear majority. Where no nominee receives a clear majority of the votes, 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 have nominees not receiving a clear majority and there are more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

4.14 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election
as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Club.
4.15 Director Consent – An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or
reappointed when there has been no break in their term of office.
Resignation and Removal of Directors
4.16 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Club resigns, that Director will nonetheless be subject to any sanctions or
consequences resulting from the disciplinary investigation or action.

4.17 Vacate Office – The office of any Director will be vacated automatically if:
a) The Director resigns;
b) The Director is found to be incapable of managing property by a court or under Ontario law;
c) The Director is found by a court to be incapable;
d) The Director becomes bankrupt; or
e) The Director dies.
4.18 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.
Filling a Vacancy on the Board
4.19 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the
Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting.

Meetings of the Board
4.20 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.
4.21 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.

4.22 Notice – Written notice of meetings of the Board will be given to all Directors at least thirty (30) days prior to the scheduled meeting, whenever possible. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting
immediately following the Annual Meeting of the Club.

4.23 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.24 Number of Meetings – The Board will hold at least six (6) meetings per year.

4.25 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.26 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.
4.27 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.28 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.29 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.30 Virtual Meetings– A meeting of the Board may be held virtually by video conference call. Directors who participate in a virtual meeting are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Club consent, participate in a virtual meeting of the means provided that all participants are able to adequately communicate during the meeting.
Duties of Directors

4.31 Standard of Care – 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.
Powers of the Board

4.32 Powers of the Club – Except as otherwise provided in the Act or these By-laws, the Board has the powers
of the Club and may delegate any of its powers, duties, and functions.

4.33 Empowered – The Board is empowered, including but not limited to:
a) Make policies and procedures or manage the affairs of the Club for the purpose of furthering the
objects and purposes of the Club in accordance with the Act and these By-laws;
b) Make policies and procedures relating to the discipline of Members, and have the authority to

discipline Members in accordance with such policies and procedures;
c) Make policies and procedures relating to the management of disputes within the Club and deal with disputes in accordance with such policies and procedures;
d) Employ or engage under contract such persons as it deems necessary to carry out the work of theClub;
e) Determine registration procedures, determine membership fees, and determine other registration requirements;
f) Enable the Club to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Club;
g) Make expenditures for the purpose of furthering the objects and purposes of the Club;
h) Invest funds for the purpose of furthering the objects and purposes of the Club;
i) Manage the Club's assets and resources expenditures for the purpose of furthering the objects and
purposes of the Club;
j) Borrow money upon the credit of the Club as it deems necessary in accordance with these By-laws; and
k) Perform any other duties from time to time as may be in the best interests of the Club.

ARTICLE V OFFICERS
5.1 Composition – The Officers will be the President, Vice President – Operations and Secretary/ Treasurer.

5.2 Term – The term of the Officers will be three (3) years or until they or their successors are elected or appointed, whichever is shorter.

5.3 Election – The Officers of the Club will be elected according to these bylaws in the same manner and process as the elections of Directors. A director can hold only 1 officer position at any time. Any officer vacancies will be dealt with by the Board in the same manner and process as Director vacancies.

5.4 Duties – The duties of Officers are as follows:

a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Club and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Club, will oversee and supervise office staff (if applicable), and will perform such other duties as may from time to time be established by the Board.

b) The Vice President - Operations will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
c) The Secretary/Treasurer will be responsible for the documentation of all amendments to the Club's By-laws, will ensure that all official documents and records of the Club are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Club. They will file all financial and corporate returns required by the Act and any other provincial or federal legislation. In accordance with applicable legislation, keep proper accounting records as required by the Act, will deposit all monies received by the Club in the Club's bank account, will supervise the management and the disbursement of funds of the Club, when required will provide the Board with

an account of financial transactions and the financial position of the Club, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

5.5 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Club, or to another Officer or Director.

5.6 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those
positions. Other Officers need not be Directors and would not be members of the Board.

ARTICLE VI COMMITTEES
Committees
6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Club. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its
powers, duties, and functions.

6.2 Standing Committees – The Board will have standing committees composed of Directors.
6.3 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

6.4 President Ex-officio – The President (or designate) will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Club.

6.5 Debts – No committee will have the authority to incur debts in the name of the Club.
ARTICLE VII FINANCE AND MANAGEMENT
7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Club will be July 1 st to June 30 th .

7.2 Bank – The banking business of the Club will be conducted at such financial institutions as the Board may
determine.

7.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Club in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Club and must be permitted to conduct an audit or review engagement of the Club under the Public Accounting Act, 2004, as amended. When the Club's revenue for the previous fiscal year was less than the amount prescribed in the
Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Club's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, choose to conduct a review engagement in lieu of an audit.

7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Club of the last fiscal year of the Club but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every AnnualMeeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the
Financial Statements not less than twenty-one (21) days before the Annual Meeting.
The Financial Statements will include:
a) The financial statements;
b) The auditor's report or review engagement (if any); and
c) Any further information respecting the financial position of the Club.
7.5 Books and Records – The necessary books and records of the Club required by these By-laws or by applicable law will be necessarily and properly kept.
The books and records include, but are not limited to:
a) The Club's articles and By-laws;
b) The minutes of meetings of the Members and of any committee of Members;
c) The resolutions of the Members and of any committee of Members;
d) The minutes of meetings of the Directors or any committee of Directors;
e) The resolutions of the Directors and of any committee of Directors;
f) A register of Directors;
g) A register of Officers;
h) A register of Members; and
i) Account records adequate to enable the Directors to ascertain the financial position of the Club on a quarterly basis.

7.6 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

7.7 Signing Authority – The signing authority of the Club shall be vested in the Officers of the Club and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of any two of these Officers or persons shall be required on any financial instrument of the Club.

7.8 Property – The Club may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine. Authorization of the acquisition, lease, sale, or otherwise dealing with real property transactions shall require the approval of a Special Resolution by the Members. Authorization of any financial transaction acquisition, lease, sale of property in an amount exceeding one hundred thousand dollars
($100,000) shall require the approval of an Ordinary Resolution by the Members.

7.9 Other Expenditures – Any single expenditure over thirty thousand dollars ($30,000) not approved within the Club;s annual budget will be approved by Ordinary Resolution of the voting Members at a meeting of Members.

7.10 Borrowing – The Club may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and subject to authorization by an Ordinary Resolution of the Members if the amount of the financial transaction exceeds one hundred thousand dollars ($100,000).

7.11 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

7.12 Remuneration – All Directors, Officers and members of committees will serve their term of office with remuneration as prescribed by a Board Honorarium and Board Expense Policy approved by the Members of the club. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.13 Conflict of Interest – A Director, Officer 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 Club 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 regarding conflict of interest.

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Voting – Subject to Article XII (when applicable), these By-laws may only be amended, revised, repealed or added to by:

a) A Special Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by a Special Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members;

or

b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by a Special Resolution.

ARTICLE IX NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is delivered:
verbally where the notice is hand-delivered,
electronically where the notice is faxed or emailed, or
in the case of notice that is provided by mail, the date the mail is postmarked.

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of 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 X DISSOLUTION

10.1 Dissolution – Upon dissolution of the Club and after payment of all debts and liabilities, its remaining property shall be distributed to Volleyball Canada for use in their Olympic endeavors.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify – The Club will indemnify and hold harmless out of the funds of the Club each Director and any individual who acts at the Club's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director and/or any individual who acts at the Club's request in a similar capacity.

11.2 Will Not Indemnify – The Club will not indemnify a Director or any individual who acts at the Club's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Club will not indemnify an individual unless:

a) The individual acted honestly and in good faith with a view to the best interests of the Club; and

b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.3 Insurance – The Club will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XII FUNDAMENTAL CHANGES

12.1 Fundamental Changes – A Special Resolution is required to make the following fundamental changes to the By-laws or articles of the Club. Fundamental Changes are defined as follows:

a) Change the Club's name;
b) Add, change or remove any restriction on the activities that the Club may carry on;
c) Create a new category of Members;
d) Change a condition required for being a Member;
e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
g) Add, change or remove a provision respecting the transfer of a membership;
h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
i) Change the purposes of the Club;
j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Club is to be distributed;
k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
l) Change the method of voting by Members not in attendance at a meeting of the Members; or
m) Add, change or remove any other provision of these By-laws; or
n) Add, change or remove any other provision that is permitted by the Act.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by the Members of the Club at a meeting of Members duly called and held on XXX, 2024

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Club repeal all prior By-laws of the Club provided that such repeal does not impair the validity of any action done pursuant to the repealed

By-laws.