

General By Law No 1

Markham Volleyball Club Inc. operating as Wildcats Volleyball Club

A by-law governing the business and affairs of the Corporation and its volleyball operations. This by-law is subject to the Business Corporations Act (Ontario), the articles and any unanimous shareholder agreement. It takes effect when adopted by the directors, subject to shareholder confirmation as required by the Act.

1 Interpretation

1.1 Definitions. “Act” means the Business Corporations Act (Ontario), as amended. “Board” means the board of directors of Markham Volleyball Club Inc. (the “Corporation”). “Club” means Wildcats Volleyball Club, the operating name used for volleyball activities. “OVA” means Ontario Volleyball Association. “Applicable OVA requirements” means OVA policies, codes, registration conditions, competition rules and directives that apply to the Club or its participants, as amended from time to time.

1.2 Priority. If this by-law conflicts with the Act, the articles or a unanimous shareholder agreement, the higher-ranking instrument prevails. OVA requirements govern Club participation to the extent applicable but do not replace statutory corporate governance or confer shareholder rights on athletes, parents or OVA members.

2 Business and authority

2.1 Business. The Corporation may operate volleyball programs under the Wildcats Volleyball Club name and conduct any lawful business permitted by its articles. Club membership or registration does not make a person a shareholder of the Corporation.

2.2 Board authority. Subject to the Act, the articles and any unanimous shareholder agreement, the Board manages or supervises the management of the business and affairs of the Corporation. It may approve budgets, fees, contracts, policies and delegations of authority.

2.3 Policies. The Board may adopt and revise written operating policies, including discipline and complaints, financial controls, conflict of interest, safeguarding, privacy and team operations. Policies must be consistent with this by-law and applicable OVA requirements.

3 Directors

3.1 Number and election. The number of directors is determined in accordance with the articles and the Act. Shareholders elect directors in accordance with the Act and the articles. A director’s term, qualification, resignation, removal and vacancies are governed by the Act and the articles.

3.2 Meetings and notice. The Board may meet at any place or by electronic means permitted by the Act. The chair or any director may call a meeting. Notice must be given in the manner and time required by the Act; notice may be waived as permitted by the Act.

3.3 Quorum and decisions. A majority of the number of directors then in office constitutes a quorum, unless the articles or Act require otherwise. Each director has one vote; questions are decided by majority vote of directors present. A written resolution signed by all directors entitled to vote is effective as permitted by the Act.

3.4 Conflicts. Directors and officers shall disclose material interests in contracts or transactions and comply with the Act and the Corporation’s conflict of interest policy. A person with a conflict shall not improperly influence the decision; statutory disclosure and voting rules govern.

4 Officers and signing authority

4.1 Appointment. The Board may appoint a president, secretary, treasurer and other officers, may assign duties to one person, and may remove an officer, subject to any agreement and the Act. Officers carry out the duties assigned by the Board.

4.2 Documents and banking. Contracts and instruments may be signed by any director or officer authorized by Board resolution, subject to signing limits and controls adopted by the Board. The Board shall designate banking signatories and payment authorization procedures. No team manager or coach has corporate signing authority solely by virtue of that role.

5 Shareholders

5.1 Meetings. Annual and special shareholder meetings shall be called and held under the Act and the articles. Notice, record dates, proxies, electronic participation, quorum and voting are governed by the Act and the articles.

5.2 Written resolutions. Shareholder resolutions in writing may be used to the extent and in the manner permitted by the Act, the articles and any unanimous shareholder agreement.

5.3 Shares. Shares may be issued, transferred and recorded only in accordance with the Act, articles, any unanimous shareholder agreement and Board approvals. The Corporation shall maintain the required securities register and corporate records.

6 Volleyball operations and OVA alignment

6.1 Registration and eligibility. While participating in OVA sanctioned activity, the Club shall maintain required club affiliation and ensure athletes, coaches, officials and other personnel are registered and eligible as applicable. The Club shall follow current OVA competition, roster, transfer and coach eligibility requirements.

6.2 Safe sport. The Club shall apply applicable OVA safe sport, screening and code of conduct requirements, including requirements for persons in authority and the protection of minors. The Board shall assign responsibility for keeping Club procedures current and communicating reporting routes to participants.

6.3 Complaints and discipline. Complaints and discipline shall be handled under the Corporation's Discipline and Complaints Policy and applicable OVA policies. Where OVA has jurisdiction or requires referral, the Club shall follow the OVA process and cooperate with it. A conflicted person shall not decide a complaint. Interim safety measures may be taken within lawful authority without predetermining a complaint.

6.4 Financial stewardship. The Club shall maintain records of fees, sponsorships, team funds and expenses, with oversight and controls under its Financial Policy. Club fees and refunds shall be communicated in writing. Corporation and team funds shall be handled only by authorized persons.

6.5 Policy changes. References to OVA requirements mean the versions applicable at the relevant time. The Board shall review Club policies when OVA rules change; an OVA policy update does not itself amend this corporate by-law.

7 Records and finance

7.1 Records. The Corporation shall keep minutes, resolutions, registers, accounting records and other records required by the Act. Access to corporate records is governed by the Act and applicable law.

7.2 Financial year and statements. The Board may set the financial year end and shall arrange financial statements and shareholder reporting as required by the Act. The appointment or waiver of an auditor shall follow the Act.

8 Protection and amendments

8.1 Indemnity and insurance. The Corporation may indemnify directors and officers and purchase liability insurance to the extent permitted by the Act. Nothing in this provision removes a duty imposed by law.

8.2 Amendments. The Board may make, amend or repeal by-laws, subject to the Act, articles and any unanimous shareholder agreement. The Board shall submit a by-law change to shareholders for confirmation when required by the Act.

8.3 Severability. If a provision is invalid, the remaining provisions continue in effect to the extent lawful.