

A. DIVING CANADA BYLAWS

DIVING PLONGEON CANADA

BY-LAW NO. 6

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE BUSINESS AND AFFAIRS OF THE CORPORATION

TABLE OF CONTENTS

ARTICLE	SUBJECT	PAGE
One	Interpretation	8
Two	Registered Office	10
Three	Membership	10
Four	Meetings of Members	11
Five	Board of Directors	14
Six	Meetings of Directors	17
Seven	Officers	18
Eight	Duties of Officers	19
Nine	Board Committees	19
Ten	Execution of Documents	20
Eleven	Fiscal Year	21
Twelve	Auditors	21
Thirteen	Conflict of Interest	21
Fourteen	Amendment of By-laws	22
Fifteen	Fundamental Changes	22
Sixteen	Notices	23
Seventeen	Effective Date	24
Eighteen	Repeal of Existing By-laws	24

ARTICLE 1 INTERPRETATION

1.1 In this by-law and all other by-laws and resolutions of the Corporation, unless the content otherwise requires:

- (a) The singular includes the plural;
- (b) The masculine gender include all genders;
- (c) "Act" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- (d) "Articles" means the restated article of continuance of the Corporation;
- (e) "Auditor" means a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the annual meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next annual meeting;
- (f) "Board" means the Board of Directors of the Corporation;
- (g) "Days" means total days irrespective of of weekends or holidays;
- (h) "Director" means a member of the Board of Directors;
- (i) "Corporation" means Diving Plongeon Canada;
- (j) "Documents", include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writings;
- (k) "Members" shall have the meaning as set out in Article 3;

- (l) "Nominating Committee" means a committee appointed by the Board of Directors as more particularly described in Article 9.2;
- (m) "Officer" means an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws;
- (n) "Ordinary Resolution" means a resolution passed by the majority of votes cast on that resolution;
- (o) "Registrant" means an individual who is engaged in activities that are provided, sponsored, supported, sanctioned or recognized by the Corporation or its Members. Registrants include recreational and competitive divers, members of national teams, coaches, officials, administrators, and volunteers who serve on executives, committees and boards of directors of diving clubs, Members and the Corporation. Registrants may pay a program fee for services rendered, but are not Members of the Corporation;
- (p) "Special Resolution" means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.

1.2 Headings used in the by-laws of the Corporation are for convenience of reference only and shall not affect the construction or interpretation thereof.

1.3 Except as provided in the Act, the Board shall have the authority to interpret any provision of these by-laws that is ambiguous or unclear.

1.4 These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version shall prevail.

ARTICLE 2 REGISTERED OFFICE

The registered office of the Corporation shall be located in the Province of Ontario, at such place therein as the directors of the Corporation may from time to time decide.

ARTICLE 3 MEMBERSHIP

- 3.1 Members - The Corporation shall have two classes of Members: Provincial Sections (defined as any province or territory of Canada that has at least one active diving club) and Committees (defined as, and limited to, the Corporation's duly-constituted Athletes Committee, Coaches Committee and Officials Committee). Each Member will designate a delegate or delegates to represent the Member at meetings of Members. Membership shall be non-transferable.
- 3.2 Member in Good Standing - A member that is a Provincial Section shall be deemed to be in good standing provided they have paid dues of the Corporation in accordance with Article 3.3, and they are not subject to a disciplinary investigation or action by the Corporation.
- 3.3 Member Dues - The Board may from time to time establish member dues in such amounts as it shall deem advisable; provided however, that any change in member dues shall be brought before the next meeting of Members and notice of such change shall be given. Any action of the Board as aforesaid, unless rescinded at such meeting of Members, shall continue and be valid, but the Members may at such meeting vary the actions of the Board to establish member dues as determined by a majority of Members.

- 3.4 Registration Fees - The Board may from time to time establish registration fees in such amounts as it shall deem advisable and may for such purpose establish different categories of Registrants with different fees.
- 3.5 Termination of Membership:
- (a) A Member may resign from the Corporation by giving written notice of its intention to resign; however, a Member may not resign when subject to a disciplinary investigation or action of the Corporation.
 - (b) A Member may be suspended from the Corporation for failure to pay dues in accordance with Article 3.3. If dues remain unpaid for a further 120 days following the suspension, the Member may be expelled from the Corporation.
 - (c) Notwithstanding expulsion from membership, a former Member remains liable for any assessment levied under authority of Article 3.3 prior to the expulsion.
 - (d) In addition to suspension or expulsion for failure to pay dues, a Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures related to discipline of Members.
 - (e) A Member that is a Provincial Section shall cease to be a Member upon its dissolution or winding-up of affairs.

ARTICLE 4 MEETINGS OF MEMBERS

- 4.1 Types of meetings - Meetings of Members will include annual meetings and special meetings. The Corporation will hold meetings of Members at such date, time and place as determined by the Board.

- 4.2 Date of meeting - The annual meeting will be held within 15 months of the last annual meeting but not later than six months after the end of the Corporation's preceding financial year.
- 4.3 Calling meeting - A special meeting of the Members may be called at any time by the President, or upon the written requisition of Members holding not less than five percent of the total Members' votes. The Board will convene such a requisitioned special meeting in accordance with the Act. The agenda of the special meeting will be limited to the subject matter for which the meeting was duly called
- 4.4 Format of Meeting - A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 4.5 Notice - Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:
- (a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, at least 30 days before the day on which the meeting is to be held; or

(b) By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, at least 21 days before the day on which the meeting is to be held.

- 4.6 Who May Attend - Persons entitled to be present at a meeting of Members are the designated representatives of Members, the Directors, the Auditor, Registrants and such other persons who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only at the invitation of the Chair of the meeting or by Ordinary Resolution of the Members at the meeting.
- 4.7 Adjournment of Meeting - Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
- 4.8 Quorum - Quorum for a meeting of Members will be such Members as hold a majority of Members' votes. If quorum is met at the start of the meeting, but thereafter Members depart the meeting such that quorum is lost, the meeting is nonetheless a valid meeting and may continue.
- 4.9 Allocation of Votes - Each Member that is a Provincial Section shall have one vote at meetings of Members, to be exercised by their delegate. Each Member that is a Committee shall have three votes at meetings of Members, to be exercised by their delegate or delegates.

- 4.10 Show of Hands - At all meetings of Members of the Corporation, every question shall be determined by a show of hands unless otherwise required by a by-law of the Corporation or unless a secret ballot has been requested and granted. Whenever a vote by show of hands has been taken upon a question, a declaration by the chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes in favor of or against the motion.
- 4.11 Secret Ballot - Any Member may demand that any vote be by secret ballot and if seconded, compliance shall be made with any such request.
- 4.12 Written Resolutions - A resolution in writing, signed by all Members entitled to vote on that resolution at meeting of Members, is as valid as if it had been passed at a meeting of Members. Facsimile signatures shall be satisfactory for the purpose of executing any such resolutions in writing.
- 4.13 Proxies - A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder must be a Registrant of the Corporation. No individual may represent by proxy more than one Member.

ARTICLE 5 BOARD OF DIRECTORS

- 5.1 Number - The property and business of the Corporation shall be managed by a Board of a minimum of four Directors and a maximum of nine Directors.

5.2 Powers - Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the Board shall:

- (a) Approve the vision, mission, values and strategic direction of the Corporation;
- (b) Approve policies, procedures and rules to deliver the programs and services of the Corporation, including policies relating to the discipline of Members and Registrants and the management of disputes within the Corporation;
- (c) Provide continuity for the Corporation by ensuring its financial health;
- (d) Engage under employment contract such persons as it deems necessary for carrying out the work of the Corporation;
- (e) Ensure positive relationships with stakeholders; and
- (f) Perform any other duties from time to time as may be in the best interests of the Corporation.

5.3 Qualifications - Any person who is 18 years of age or older, who has the power under law to contract, who is resident of Canada, who is a Registrant of the Corporation, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and who satisfies the requirements of the Income Tax Act in relation to the eligibility to serve as a director of a registered charity may be nominated for election as a Director

- 5.4 Term of Office - At the first meeting of Members following receipt of a Certificate of Continuance under the Act, a majority of Directors shall be elected for a period of two years and the remaining Directors shall be elected for a period of one year so that subsequent elections to the Board are carried out on a staggered basis. Thereafter, Directors shall be elected for a term of two years.
- 5.5 Vacation of Office - The office of a Director shall be vacated automatically:
- (a) If the Director fails to maintain the qualifications specified in Article 5.3;
 - (b) If the Director ceases to be a Registrant in good standing of the Corporation;
 - (c) If the Director is charged with any criminal offense relating to the position;
 - (d) If the Director, without reasonable excuse, fails to attend three consecutive meetings of the Board; or
 - (e) Upon the Director's death.
- 5.6 Removal from Office - A Director may be removed by Ordinary Resolution of the Members at a meeting of Members, provided the Director has been given written notice of and the opportunity to be heard at such a meeting.
- 5.7 Filling a Vacancy - For any vacancy occurring in the Board of Directors, the Board by majority vote, may, by appointment, fill the vacancy until the next annual meeting, provided the appointee meets the qualifications set out in Article 5.3. A Director so appointed shall be eligible for re-election to the Board at the next election for the remainder of the vacant position's term of office.

- 5.8 Election - Nominations to the Board will be identified by the Nominating Committee to the Membership and are circulated 30 days prior to the annual meeting. In the event that there are more individuals seeking election than positions available, ballots shall be circulated to the Members for voting purposes.
- 5.9 Indemnification – The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director and Officer from and against any and all claims, demands, actions and costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer. The Corporation shall not indemnify a Director or Officer or any other person for acts of fraud, dishonesty or bad faith.

ARTICLE 6 MEETINGS OF DIRECTORS

- 6.1 Notice - meetings of the Board of Directors may be held at any time and place to be determined by the Board provided that 48 hours written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least 14 days prior to the meeting. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.
- 6.2 Meetings by Phone - If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a Committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

- 6.3 First Meeting of Newly Elected Directors - Where Directors are elected at an annual meeting (or, in the case of a Director appointed to fill a vacancy on the Board, at a meeting of the Board), no notice of the first meeting following the election or appointment shall be required to be given to the newly elected or appointed Director or Directors in order to legally constitute the meeting, provided that a quorum of Directors is present.
- 6.4 Quorum – A majority of Directors shall form a quorum for the transaction of business. Such quorum of Directors present shall be competent to do and perform all acts, which are or shall be directed to be done at any such meeting.
- 6.5 Written Resolutions - A resolution in writing, signed by all the Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Board or Committee of the Board. Facsimile signatures shall be satisfactory for the purpose of executing any such resolution in writing.

ARTICLE 7 OFFICERS

- 7.1 Officers - The officers of the Corporation shall be the President and any other officers as the Board may determine by resolution from time to time. Any two offices may be held by the same person. The President shall be a Director of the Corporation but no other officers need be Directors.
- 7.2 Appointment - Officers of the Corporation shall be appointed by resolution of the Board at the first meeting of the Board of Directors following each annual meeting of Members in which the Board is elected.

- 7.3 Term - The officers of the Corporation shall hold office for one year from the date of appointment until their successors are appointed. Officers shall be subject to removal by Ordinary Resolution of the Board at any time. If otherwise qualified, there is no limit on the number of terms of office in which an officer may be appointed.
- 7.4 Remuneration of Officers - Officers shall not be entitled to any remuneration in their capacity as an Officer, but they shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation. Any Officer who is a bona fide employee of the Corporation may be paid remuneration with respect to services performed by him or her as an employee.

ARTICLE 8 DUTIES OF OFFICERS

- 8.1 President - The President shall preside at all meetings of the Corporation and of the Board. The President shall act as the chairperson and the spokesperson for the Board and the organization. The President shall see that all orders and resolutions of the Board are carried into effect and that all meetings are run in accordance with the procedures established. The President may delegate any of his duties.
- 8.2 Other Officers – Any other officers appointed by the Board shall have such duties as the Board may prescribe.

ARTICLE 9 BOARD COMMITTEES

- 9.1 The Board may constitute such committees to help carry out its responsibilities, as it considers necessary. Such committees shall be composed of such persons appointed by the Board, whether members of the Board or not, and the duties of such committees shall be those from time to time designated by the Board.

- 9.2 Nominating Committee - The Board shall constitute a nominating committee consisting of at least one person from each of the following groups: Provincial Sections, athletes, coaches and officials. The duties of the Nominating Committee shall be set forth in Terms of Reference, which shall be established from time to time by the Board. Generally these duties include nomination of a full slate of candidates for election to the Board at each annual meeting.
- 9.3 Remuneration of Committee Members - The Board shall determine the remuneration if any to be provided to members of board committees.
- 9.4 Removal of Board Committee Members - Any committee member may be removed by Ordinary Resolution of the Board.

ARTICLE 10 EXECUTION OF DOCUMENTS

- 10.1 Cheques, Drafts, and Notes - All cheques, drafts or orders for the payment of money and all notes and acceptance and bills of exchange shall be signed by such officers or Directors and in the manner from time to time prescribed by the Board.
- 10.2 Execution of Documents - Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing or signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint any person or persons on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The seal of the Corporation may, when required be affixed to contracts, documents and instruments in writing signed as

aforesaid or by any person or persons appointed by resolution of the Board.

- 10.3 Books and Records - The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

ARTICLE 11 FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board.

ARTICLE 12 AUDITORS

The Members shall, at each annual meeting, appoint an Auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting. The Auditor shall hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of the Auditor.

ARTICLE 13 CONFLICT OF INTEREST

In accordance with the Act, 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 Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and 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 14 AMENDMENT OF BY-LAWS

Except for the items set out in Article 15, these Bylaws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the Bylaw amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend the Bylaw, amendment or repeal. The Bylaw, amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

The Bylaw, amendment or repeal ceases to have effect if it is not submitted to the Members as described, or if it is rejected by the Members.

ARTICLE 15 FUNDAMENTAL CHANGES

In accordance with the Act, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or by-laws of the Corporation:

- (a) Change the Corporation's name;
- (b) Change the province in which the Corporation's registered office is situated;
- (c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) Create a new class or group of Members;
- (e) Change a condition required for being a Member;
- (f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;

- (h) Add, change or remove a provision respecting the transfer of a membership;
- (i) Increase or decrease the number of, or the minimum or maximum number of directors;
- (j) Change the statement of the purpose of the Corporation;
- (k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) Change the method of voting by Members not in attendance at a meeting of Members; or
- (n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

ARTICLE 16 NOTICES

- 16.1 In these Bylaws, written notice will mean notice which is provided by mail, courier, personal delivery, telephone, electronic or other communication facility to the address of record of the Director or Member, as the case may be.
- 16.2 Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the date that notice is couriered, or five days after the date that notice is mailed.
- 16.3 The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the Auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

ARTICLE 17 EFFECTIVE DATE

This by-law was approved by a Special Resolution of the Members of the Corporation at a meeting of Members duly called held on [date]. This by-law shall come into force upon the Corporation's receipt of a Certificate of Continuance from Corporations Canada.

ARTICLE 18 REPEAL OF EXISTING BY-LAWS

Upon this by-law coming into force, By-law No. 5 of the Corporation is repealed, provided that such repeal shall not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.