

## SASKATOON DIVING CLUB

### By-Law No. 8

A By-Law relating generally to the conduct of the business and affairs of the Saskatoon Diving Club

#### *TABLE OF CONTENTS*

SECTION	SUBJECT	PAGE
One	Interpretation	2
Two	Membership	2,3
Three	Termination of Membership	3
Four	Rights and Privileges of Membership	3,4
Five	Voting of Members	4
Six	Board of Directors	4,5,6
Seven	Meeting of Directors	6
Eight	Officers	6,7
Nine	Duties of Officers	7
Ten	Annual or General Meetings	7,8
Eleven	Board Committees	8
Twelve	Execution of Documents	8
Thirteen	Deposits of Securities	8
Fourteen	Fiscal Year	9
Fifteen	Auditor	9
Sixteen	Amendment of By-Laws	9
Seventeen	Notices	9
Eighteen	Dissolution of the Club	9
Nineteen	Effective Date	9
Twenty	Repeal of By-Law	9

Whereas the Saskatoon Diving Club Inc. was formed on the 26<sup>th</sup> day of March, 1986;  
and

Whereas the Club was incorporated under the Non-profit Corporations Act on the 26<sup>th</sup> day of March, 1986, as the Saskatoon Diving Club; and

Whereas the Club is empowered under that Act to make bylaws;

Therefore, the Club makes bylaws as follows:

Amendment to original bylaws dated March 26, 1986.

Further amended: June 12, 1997, June 20, 2000, September 28, 2005, June 28, 2006, October 2007, and June 16, 2009, October 6, 2012.

## 1.0 Interpretation

- 1.01 In this bylaw and all other bylaws and resolutions of the Corporation unless the content otherwise requires:
- 1.01.1 "Club" and "SDC" means the Saskatoon Diving Club;
  - 1.01.2 "resident" means an individual who resides in Saskatoon or its surrounding area;
  - 1.01.3 "DPC" (also "CADA" – Canadian Amateur Diving Association) means Diving Plongeon Canada
  - 1.01.4 the singular includes the plural;
  - 1.01.5 the masculine gender include all genders;
  - 1.01.6 "Board" means the Board of Directors of the Saskatoon Diving Club;
  - 1.01.7 "Director" means a member of the Board of Directors;
  - 1.01.8 "Corporation" means the Saskatoon Diving Club Inc.;
  - 1.01.9 "Corporations Act" or "The Act" means the Non-profit Corporations Act;
  - 1.01.10 "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-1-payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writings;
  - 1.01.11 "Members" shall have the meaning as set out in Section 2.0.;
  - 1.01.12 "Nominating Committee" means a committee appointed by the Board of Directors as more particularly described in subsection 11.02.
- 1.02 Headings used in the bylaws of the Corporation are for convenience of reference only and shall not affect the construction or interpretation thereof.
- 1.03 If any of the provisions contained in this bylaw are inconsistent with those contained in the Letters Patent, the provisions contained in the Letters Patent, as the case may be, shall prevail.
- 1.04 Except as provided in the Act, the Board shall have the authority to interpret any provision of these bylaws that is ambiguous or unclear.
- 1.05 The term "ex-officio" means by virtue of his office and does not limit the rights, duties and capacity of any person who is ex-officio, a director, member of a committee or the holder of any other office.
- 1.06 In these bylaws, any word or expression used but not defined has, unless context otherwise requires, the same meaning as in the Act.

## 2.0 Membership

- 2.01 Membership in the Club shall be open to persons registered in a program of the Club, recreational or competitive, plus persons interested in furthering the mission and objects of the Club and shall consist of anyone whose registration for membership has been received by the Club within the previous two calendar years.
- 2.02 **Categories and Definition of Membership** - The membership of the Club shall consist of;
- 2.02.1 Regular Members

- 2.02.1.1 CADA registered divers over the age of 18 and enrolled in one of the competitive programs in the Saskatoon Diving Club;
- 2.02.1.2 Parent or Guardian of a CADA registered diver under the age of 18 and enrolled in one of the competitive programs in the Saskatoon Diving Club.

2.02.2 Recreational Members

- 2.02.2.1 CADA registered divers over the age of 18 and enrolled in recreational diving programs with the Club;
- 2.02.2.2 Parent or Guardian of a CADA registered diver under the age of 18 and enrolled in one of the recreational programs in the Club.

2.02.3 Coach Member

- 2.02.3.1 Persons involved in coaching athletes in the recreational or competitive programs and holding a minimum of level one certification as approved by CADA.

2.02.4 Associate Members

- 2.02.4.1 Other interested parties involved as a volunteer with the Club.

2.03 **Member in Good Standing** - A member shall be deemed to be in good standing, provided there are no outstanding fees according to subsection 2.04 and they are not subject to a disciplinary investigation or action by the Club.

2.04 **Fees** - The Board shall prescribe all fees payable to the Club for each level of program offered by the Club and will describe the timing and method of payment for each level.

### 3.0 **Termination of Membership**

3.01 A member may resign from the Club by giving one month's written notice of his intention to resign; however, a member may not resign when subject to a disciplinary investigation or action of the Club.

3.02 To receive a full refund of unused fees the member must provide the designated one month written notice. Failure to provide this notice may result in an amount of up to one month's program fees retained as an administration fee. Assessing this fee will be at the discretion of the Board of Directors.

3.03 The Board of Directors may suspend the membership of any diver for failure to pay fees or expenses in accordance with subsection 2.04. If fees remain unpaid for a further 120 days following the suspension, the member may be expelled from the Club.

3.04 Notwithstanding expulsion from membership, a former member remains liable for any assessment levied under authority of 2.04 prior to expulsion.

3.05 The Board of Directors may terminate membership of any person not complying with the described "Code of Conduct" of SDC.

- 3.05.1 Any diver so terminated shall be given written notice of the reasons for termination except, in the case of a diver under 18 years of age at the time of termination, the said notice shall be given to the parent or guardian of record of the affected diver.

### 4.0 **Rights and Privileges of Membership**

4.01 A Regular Member is entitled to all privileges of membership including:

- 4.01.1 the right to vote on all issues concerning the Club at General Meetings;
- 4.01.2 the right to be elected to a position on the Board of Directors.

- 4.02 A Recreational Member is entitled to all privileges of membership including;
  - 4.01.1 the right to vote on all issues concerning the club at General Meetings;
  - 4.01.2 the right to be elected to a position on the Board of Directors.
  
- 4.02 A Coach Member is entitled to participate in discussion of all items pertaining to the club.
  
- 4.03 An Associate Member is entitled to:
  - 4.03.1 participate in discussion of all items pertaining to the Club;
  - 4.03.2 to be elected to a position on the Board of Directors.

## **5.0 Voting of Members**

- 5.01 **Voting Groups** – Votes at the Annual General Meeting or other General Meetings of members will be allocated amongst the members as follows:
  - 5.01.1 Regular Member – allocated votes on a family basis.
    - 5.01.1.1 One to three (1 – 3) years involvement – one vote;
    - 5.01.1.2 Four (4) plus years involvement – two votes.
  - 5.01.2 Recreational Member – allocated votes on a family basis.
    - 5.01.2.1 One (1) vote per family.
  - 5.01.3 Coach Member – allocated vote for the Group.
    - 5.01.3.1 One vote for the group (representative to be determined by the Coach Group).
  - 5.01.4 Associate Member – Not a voting member.
  
- 5.02 **Voting by Members** – Unless otherwise required by the provision of the Corporations Act or the bylaws of the Corporation all questions proposed for consideration at a meeting of the members shall be determined by a simple majority of the votes cast by Members entitled to vote.
  
- 5.03 **Voting Procedure** – At all meetings of members of the Corporation, every question shall be determined by a show of hands unless otherwise required by a bylaw 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.
  
- 5.04 **Secret Ballot** – Any member may demand that any vote be by secret ballot and, if seconded, compliance shall be made with any such request.
  
- 5.05 **Written resolutions** – A resolution in writing, signed by all members entitled to vote on that resolution at a 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.
  
- 5.06 **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 member of the Corporation. A Director may not carry a proxy on behalf of any voting group or member.

## 6.0 Board of Directors

6.01 **Number** – The property and business of the Corporation shall be managed by a Board of 7 Directors.

### 6.02 **Ex-officio positions**

6.02.1 The immediate past president may sit as an ex-officio member of the Board for a transition period as determined by the current Board.

6.02.2 The Head Coach will sit as an ex-officio member of the Board.

6.03 **Power** - The Board shall have the power to do all things necessary for managing the affairs of the Corporation in accordance with the Act and these bylaws. Without limiting the generality of the foregoing, the Board shall have these powers:

6.03.1 Except as otherwise provided in the Act or these bylaws, all the powers of the Corporation including the power to delegate any of its powers, duties and functions.

6.03.2 The power to discipline members in accordance with approved policies and procedures.

6.03.3 The power to direct that disputes within the Corporation be managed in accordance with approved policies and procedures.

6.03.4 The power to establish committees, to appoint members to committees or to delegate to others the authority to appoint members to committees.

6.03.5 The power to prescribe rules and regulations not inconsistent with these bylaws relating to the management and operation of the Corporation.

6.03.6 The power to employ such persons as it deems necessary for carrying out the work of the Corporation.

6.03.7 **Fund Raising** - The Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation. The Board reserves the right to endorse or deny fundraising using the Club's name.

### 6.04 **Officers**

6.04.1 President

6.04.2 Vice-President

6.04.3 Treasurer

6.04.4 Secretary

6.05 **Qualifications** - A Director must be an individual with power under law to contract who is at least 18 years of age and a member in good standing with the Corporation within 10 days of election as a Director.

6.06 **Term of Office** – At the first meeting of Members following approval of this bylaw, four (4) Directors shall be elected for a period of two years and three (3) Directors shall be elected for a period of 1 year so that subsequent elections to the Board are carried out on a staggered basis. After the first meeting of Members following the approval of this bylaw, Directors shall be elected for a term of 2 years.

6.07 **Vacation of Office** - The office of a Director shall be vacated automatically:

6.07.1 if the Director is found by a court to be of unsound mind;

6.07.2 if the Director becomes bankrupt;

6.07.3 if the Director ceases to be a Member in good standing of the Corporation;

6.07.4 if the Director, without reasonable excuse, fails to attend three consecutive meetings of the Board;

6.07.5 upon the Director's death.

**6.08 Removal from Office**– A Director may be removed by a special resolution passed by two thirds (2/3) of the voting members in attendance at a General Meeting of Members, provided the Director has been given notice of and the opportunity to be present and to make representation at such a meeting.

**6.09 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 requirements as set out in section 6.05. 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.

**6.10 Election** – Nominations to the Board will be identified by the Nominating Committee to the Membership and are circulated 14 days prior to the Annual General Meeting. In the event that there are more individuals seeking election than positions available, ballots shall be circulated to the voting Members for voting purposes.

**6.11 Indemnification of Directors** – The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director and Officer for 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.

## **7.0 Meeting of Directors**

**7.01 Place of Meeting:** 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.

**7.02 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.

**7.03 Number of Meetings** – There shall be at least four (4) meetings per year of the Board.

**7.04 First Meeting of Newly Elected Directors** – Where Directors are elected at a General 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.

**7.05 Quorum** – Four (4) 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.

**7.06 Voting** – Questions arising at any meeting of the Board shall be decided by a majority of votes. Each Director is authorized to exercise one (1) vote. Proxies are not accepted at a meeting of the Board.

**7.07 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.

## **8.0 Officers**

- 8.01 **Officers** – The Officers of the Corporation shall be the President, Vice-President, Treasurer and Secretary. The Board may appoint any other Officers as the Board may determine by resolution from time to time.
- 8.02 **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.
- 8.03 **Term** - The Officers of the Corporation shall hold office for one (1) year from the date of appointment or election until their successors are elected or appointed. Officers shall be subject to removal by 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.
- 8.04 **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 for 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.

## **9.0 Duties of Officers**

- 9.01 **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.
- 9.02 **Vice-President** – The Vice President shall assist the President in the performance of his duties and shall act in the absence or inability of the President.
- 9.03 **Treasurer** – The Treasurer shall be responsible for managing all financial activities of the Corporation as authorized by the Board of Directors. The Treasurer shall prepare monthly financial statements and follow standard accounting practices.
- 9.04 **Secretary** – The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board.

## **10.0 Annual or General Meetings**

- 10.01 **Place** – The annual or any other general meeting of the Members shall be held at any place in the Saskatoon area as the Board may determine and on such day as the Board shall appoint.
- 10.02 **Timing** – The Annual General Meeting shall be held on such a date so as to be not earlier than nine months or later than fifteen months after the last previous Annual General Meeting and not more than six months following the fiscal year end of the Corporation. The Board shall have power to call, at any time, a General Meeting of the Members of the Corporation.

- 10.03 **Rights of Members to Call Meetings** – The Board shall call a special General Meeting of Members on written requisition by members carrying not less than 50% of the voting rights at a General Meeting of Members.
- 10.04 **Business** – At every Annual Meeting, in addition to any other business that may be transacted, the report of the President, the financial statements and the report of the auditors shall be presented and the auditors appointed for the ensuing year.
- 10.05 **Quorum** – 15 % of the voting members at a meeting duly called.
- 10.06 **Notice** – A minimum of fourteen (14) days written notice shall be given to each voting member of any Annual or General Meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit members to form a reasoned judgment on the decision to be taken. Notice of each Meeting of Members must remind the member of the right to vote by proxy.
- 10.07 **Adjournments** – Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

## **11.0 Board Committees**

- 11.01 The Board may create such committees to help carry out its responsibilities, as it considers necessary. Such committee 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.
- 11.02 **Nominating Committee** – The Board shall create a nominating committee of three (3) to be led by the Vice-President. 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 nominations of a full slate of candidates for elections to the Board at each Annual General Meeting.
- 11.03 **Removal of Board Committee Members** – Any committee member may be removed by majority vote of the Board.

## **12.0 Execution of Documents**

- 12.01 **Cheques, Drafts, Notes, Etc.** – 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.
- 12.02 **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 the resolution of the Board.

12.03 **Books and Records**– The Board shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute are regularly and properly kept.

### **13.0 Deposits of Securities**

13.01 The securities of the Corporation shall be deposited for safe keeping with one (1) or more bankers, trust companies or other financial institution to be selected by the Board. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions that may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **14.0 Fiscal Year**

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

### **15.0 Auditors**

15.01 The Members shall, at each Annual Meeting, appoint an auditor or accountant 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.

### **16.0 Amendment of By-Laws**

16.01 The bylaws of the Corporation may be repealed or amended by bylaw enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members at a meeting duly called for the purpose of considering the said bylaw, provided that the enactment repeal or amendment of such bylaw shall not be enforced or acted upon until the approval of the Minister of Consumer & Corporate Affairs has been obtained.

### **17.0 Notices**

17.01 **Signatures to Notices** – The signatures to any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

17.02 **Computation of time** – Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

17.03 **Omissions and Errors** – The accidental omission to give notice of an adjourned meeting of the Board or of members, or the non-receipt of any notice by any Director or member or the auditor, or any error in any notice not affecting its substance shall not invalidate any action taken at the meeting. For the purposes of sending notice to any Director or member for any meeting or otherwise, the address of the Member shall be the last recorded address in the books of the Corporation.

### **18.0 Dissolution of the Club**

18.01 All remaining assets after all liabilities have been retired, shall be distributed to Dive Sask.

**19.0 Effective Date**

19.01 This bylaw comes into force upon approval by the Minister of the Non-Profit Corporations Act.

**20.0 Repeal of By-Laws**

20.01 Upon this bylaw coming into force, By-law No. 7 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 bylaw prior to this appeal.

ENACTED this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

President: \_\_\_\_\_ Secretary: \_\_\_\_\_