

CANADIAN AMATEUR DIVING ASSOCIATION  
BC SECTION

BYLAWS

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## **CANADIAN AMATEUR DIVING ASSOCIATION, BRITISH COLUMBIA SECTION**

### **BYLAWS**

#### **PART I – INTERPRETATION**

- 1.1 In these Bylaws, unless the context otherwise requires:
- (a) "Section" means the Canadian Amateur Diving Association, British Columbia Section.
  - (b) "*Society Act*" means the Society Act of British Columbia from time to time in force and all amendments to it;
  - (c) the definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws;
  - (d) words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation;
  - (e) "Bylaws" means the Bylaws of the Section;
  - (f) "AFC" means the Aquatic Federation of Canada;
  - (g) "CADA" means the Canadian Amateur Diving Association Inc.;
  - (h) "FINA" means the Federation Internationale de Natation Amateur;
  - (i) "Directors" means the Directors of the Section for the time being;
  - (j) "Annual General Meeting" means an annual general meeting of the Section;
  - (k) "electronic address" of a member means the member's electronic mail address provided by the member to the Section;
  - (l) "registered address" of a member shall mean the member's address as recorded in the register of members;
  - (m) "rules and regulations" means the rules and regulations of CADA, unless specifically designated otherwise;
  - (n) "Club" or "member Club" shall mean any group of members who are collectively recognized by the Section to be a self-sustaining body principally dedicated to Section purposes;
  - (o) "club representative" shall be a Section member duly designated as such by the Club;
  - (p) "Nominating Committee" means the nominating committee appointed by the Directors under Part 8; and
  - (q) "Auditor" means the auditor of the Section appointed in accordance with these Bylaws.

#### **PART 2 – NAME AND JURISDICTION**

- 2.1 The name of the Section is Canadian Amateur Diving Association, British Columbia Section, commonly known and operating as BC Diving.
- 2.2 The Section exists for the governance of the sport of competitive diving and its related activities within the Province of British Columbia.
- 2.3 The Section shall, within the Province of British Columbia, have jurisdiction over CADA affairs, as set forth in the CADA Bylaws.

### PART 3 – MEMBERSHIP

- 3.1 The members of the Section are the applicants for incorporation of the Section, and those persons or Clubs who subsequently have become members, in accordance with these Bylaws, and in either case, have not ceased to be members.
- 3.2 There shall be eight categories of membership, as follows:
- (a) Club;
  - (b) Club Coach/Instructor;
  - (c) Club Diver;
  - (d) Unattached Coach/Instructor;
  - (e) Unattached Diver;
  - (f) Official;
  - (g) Individual; and
  - (h) Honourary.
- 3.3 Honourary membership is conferred by unanimous vote of the Directors. Honourary members shall hold such membership for a two year, renewable term, and shall not be required to pay membership fees. They shall have the right to be heard at all meetings of the Section, but will not be entitled to hold office or to vote. A Club may not be an Honourary member.
- 3.4 Membership shall be granted upon application to the Section, payment of the membership fee, and acceptance by the Directors.
- 3.5 Membership fees shall be determined by the members at the Annual General Meeting and are due and payable within 30 days of the member becoming a member in the Section.
- 3.6 Each member shall provide the Section with a mailing address **and an electronic mail address** for delivery of notice.
- 3.7 Each Club member shall provide a mailing address **and an electronic mail address** for delivery of notice, and the identity, mailing address and electronic mail address of its club representative.
- 3.8 A member is not in good standing if the member has failed to pay any fee or other subscription or debt due and owing by the member to the Section within sixty (60) days, unless waived by the Directors.
- 3.9 A voting member:
- (a) must be a member in good standing;
  - (b) must be of a minimum age of 18 years, or in the case of a Club representative, of a minimum age of 18 years;
  - (c) must have been a member of the Section for a minimum of 60 days; and
  - (d) must not be a Honourary Member.
- 3.10 Every member shall uphold the Constitution and comply with these Bylaws.
- 3.11 All members shall abide by the Section Bylaws and the AFC Amateur Code, and member divers competing internationally shall abide by FINA Amateur Rules and Regulations.
- 3.12 A person ceases to be a member of the Section by:
- (a) delivering his resignation in writing to the Secretary of the Section or by mailing or delivering it to the address of the Section;
  - (b) on his death, or in the case of a corporation on dissolution;
  - (c) being expelled; or
  - (d) on having been a member not in good standing for six consecutive months.
- 3.13 A member may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The member who is the subject of the proposed resolution shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

#### **PART 4 - MEETINGS OF MEMBERS**

- 4.1 General meetings of the Section shall be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
- 4.2 Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
- 4.3 The Directors may, when they think fit, convene an extraordinary general meeting.
- 4.4 The Directors shall, when a requisition of 10% or more of the Members is made in accordance with the provisions of the *Society Act*, convene an extraordinary general meeting.
- 4.5 Notice of the day, time and place of every general meeting, including the Annual General Meeting, shall be given to each member not less than 15 days before the time fixed for the holding of the meeting and in the case of special business state the general nature of that business.
- 4.6 Notice may be given personally, by mail or electronic mail to the member at such mail address or electronic mail address provided by the member to the Section.
- 4.7 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any Member does not invalidate proceedings at that meeting.
- 4.8 The first Annual General Meeting of the Section shall be held not more than 15 months after the date of incorporation and after that an Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the preceding Annual General Meeting.

#### **PART 5 - PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 The proceedings of every Annual General Meeting shall include the following business:
  - (a) the consideration of the financial statements;
  - (b) the report of the Auditor;
  - (c) the reports of the Directors;
  - (d) the election of the Directors;
  - (e) the appointment of the Auditor, if required; and
  - (f) any other business that, under these Bylaws or the *Society Act* is required to be transacted at an Annual General Meeting, or business which is brought under consideration by the notice convening the meeting.
- 5.2 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 5.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.4 A quorum is 10 voting members present or a greater number that the members may determine at a general meeting.
- 5.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 5.6 Subject to Bylaw 5.7, the President of the Section, the Vice-President, or in the absence of both, one of the Directors present shall preside as chair of a general meeting.
- 5.7 If at a general meeting:
  - (a) there is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the President and all the other Directors present are unwilling to act as chair,
  - (c) the members present shall choose one of their number to be chair.
- 5.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the

adjournment.

- 5.9 Notice of a general meeting that is adjourned for **30** days or more shall be given in the manner required for the original meeting.
- 5.10 Except as provided in this Part, it is not necessary to give notice of an adjournment of or the business to be transacted at an adjourned general meeting.
- 5.11 A resolution proposed at a general meeting must be seconded and the chair of the meeting may move or propose a resolution.
- 5.12 Subject to Bylaw 3.12, a member in good standing is entitled to one vote at every general meeting.
- 5.13 Voting is by show of hands except that election of Directors shall be by secret ballot. Voting by proxy is not permitted.
- 5.14 A Club member may vote by its authorized representative, who is entitled to speak and vote and in all other respects exercise the rights of a member, and that representative shall be recognized as a member for all purposes with respect to a meeting of the Section.
- 5.15 A member may vote as a member and as a Club representative but may not cast more than two votes.
- 5.16 The Chair does not have a vote except in the case of an equality of votes, in which case the Chair has a casting vote.

#### **PART 6 - DIRECTORS AND OFFICERS**

- 6.1 The Directors may exercise all the powers and do all the acts and things that the Section may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Section in general meeting, but subject, nevertheless, to:
  - (a) all laws affecting the Section;
  - (b) these Bylaws; and
  - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Section in general meeting, provided that no rule made by the Section in general meeting invalidates a prior act of the Directors which would have been valid if that rule had not been made.
- 6.2 The President, Secretary, Treasurer and two or more other persons shall be the Directors of the Section.
- 6.3 The number of Directors shall be a minimum of five and a maximum of eight. Subject to the foregoing, the number of Directors shall be five unless otherwise determined by the Directors from time to time.
- 6.4 After the first Annual General Meeting following January 1, 2009, elections for the position of President and Treasurer shall be held in a year ending in an odd numeral and elections for the position of Secretary and the remaining Directors shall be held in every year ending in an even numeral.
- 6.5 After January 1, 2009, at each Annual General Meeting, every Director who has been in office for two consecutive years shall retire from office.
- 6.6 A retiring Director shall be eligible for re-election provided however that a retiring Director who has served six consecutive years shall not be eligible for re-election or re-appointment until after the Annual General Meeting at which such Director retires.
- 6.7 If a Director resigns or otherwise ceases to hold office, the remaining Directors may appoint a voting member to take the place of the former Director for the remaining term of that former Director.
- 6.8 The Directors may at any time appoint a member as a Director to fill a vacancy among the Directors. A Director so appointed holds office only until the next Annual General Meeting but is eligible for re-election at the Annual General Meeting.
- 6.9 Separate elections shall be held for each office to be filled.
- 6.10 There shall be no nominations from the floor.
- 6.11 An election may be by acclamation; otherwise it shall be by ballot.
- 6.12 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 6.13 The members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.

- 6.14 No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Section.

#### **PART 7 - PROCEEDINGS OF DIRECTORS**

- 7.1 The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 7.2 The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.
- 7.3 The President shall be chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chair at that meeting.
- 7.4 A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
- 7.5 The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors as they think fit.
- 7.6 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 7.7 A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chair of the meeting.
- 7.8 The members of a committee may meet and adjourn as they think proper.
- 7.9 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an Annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
- 7.10 Questions arising at a meeting of the Directors, committees of Directors or by e-mail shall be decided by a majority of votes. -----
- 7.11 In case of a vote by e-mail, the number of answers received by the specified deadline will constitute quorum. The person who sends the proposition by e-mail will be considered the proposer and the first one to vote in favour, will be considered having seconded the proposition.
- 7.12 The Chair does not have a vote except in the case of an equality of votes, in which case the Chair has a casting vote.
- 7.13 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.
- 7.14 After each Annual General Meeting the Directors shall appoint from among themselves such officers in addition to the President, Secretary and Treasurer as they may determine from time to time.
- 7.15 The Directors and/or the officers shall:
- (a) oversee all fundraising and sponsorship activities of the Section;
  - (b) oversee all communications, publicity and media relations of the Section; and
  - (c) oversee the development of the sport of diving in British Columbia including the organization of training camps and coaches' clinics and the recruitment, training and retention of volunteers and officials.

#### **PART 8 - NOMINATING COMMITTEE**

- 8.1 The Directors shall appoint, not less than 60 days in advance of the Annual General Meeting, a nominating committee consisting of at least three members, two of whom shall be Directors. The nominating committee shall prepare a slate of candidates for positions of officers and directors of the Section and shall obtain their written consent to stand for office. The nominating committee shall deliver the names of its nominees to the President no later than the 30<sup>th</sup> day preceding the date fixed for the Annual General Meeting. A list of the nominees shall accompany the Notice of

Annual General Meeting that is sent to members.

- 8.2 Any member may make additional nominations for Director provided that each such nomination is in writing signed by the member, seconded in writing by five members in good standing, and consented to in writing by the nominee. Each such nomination must be delivered to the President by 5pm on the 7<sup>th</sup> day preceding the date fixed for the Annual General Meeting.

#### **PART 9 - DUTIES OF OFFICERS**

- 9.1 The President shall preside at all meetings of the Section and of the Directors.
- 9.2 The President shall supervise the other officers in the execution of their duties.
- 9.3 The Secretary shall:
- (a) ensure the safe and convenient custody of all records and documents of the Section except those required to be kept by the Treasurer;
  - (b) ensure the safe and convenient custody of the common seal of the Section;
  - (c) maintain or cause to be maintained the register of Members;
  - (d) conduct or cause to be conducted the correspondence of the Section;
  - (e) issue or cause to be issued notices of general meetings and meetings of the Directors; and
  - (f) record or cause to be recorded the minutes of general meetings and meetings of the Directors.
- 9.4 The Treasurer shall:
- (a) keep or cause to be kept the financial records, including books of account, necessary to comply with the Society Act; and
  - (b) render financial statements to the Directors, members and others when required, subject to the provisions of these By-laws and the Society Act.
- 9.5 The other officers, if any, of the Section shall have such responsibilities and authority as the Directors determine from time to time.
- 9.6 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at that meeting.

#### **PART 10 - SEAL**

- 10.1 The Directors may provide a common seal for the Section and may destroy a seal and substitute a new seal in its place.

#### **PART 11 - BORROWING**

- 11.1 In order to carry out the purposes of the Section the Directors may, on behalf of and in the name of the Section, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 11.2 No debenture shall be issued without the sanction of a special resolution.
- 11.3 The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

#### **PART 12 - AUDITOR**

- 12.1 At each Annual General Meeting the Section shall appoint an Auditor to hold office until the next Annual General Meeting.
- 12.2 An Auditor may be removed by ordinary resolution of the Members at a general meeting duly constituted for that purpose.
- 12.3 An Auditor shall be promptly informed in writing of appointment or removal.
- 12.4 No Director or employee of the Section shall be, or be an employee of or partner in a firm that is the Auditor.

12.5 The Auditor may attend general meetings of the Section.

### **PART 13 - NOTICE TO MEMBERS**

13.1 A notice may be given to a member, either personally or by electronic mail to the electronic mail address provided by the member to the Section, or by mail to his registered address. A notice sent by electronic mail shall be deemed to have been given on the day following that on which the notice is sent. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

13.2 Notice of a general meeting shall be given to:

- (a) every member shown on the register of members on the day notice is given and to the Auditor; and
- (b) no other person is entitled to receive a notice of a general meeting.

### **PART 14 - CONSTITUTION AND BYLAWS**

14.1 On being admitted to membership each member is entitled to and the Section shall give the member on the member's request, without charge, a copy of the Constitution and Bylaws of the Section.

14.2 These By-laws shall not be altered or added to except by special resolution.

### **PART 15 - PREVIOUS CONSTITUTIONAL PROVISION**

15.1 Upon winding up or dissolution of the Section, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to the Canadian Amateur Diving Association. This provision was previously unalterable.









