Canadian Amateur Diving Association
British Columbia Section
Bylaws

A. Introduction

A.1 **Purpose.** These Bylaws relate to the general conduct of the affairs of the Canadian Amateur Diving Association, British Columbia Section, commonly known as BC Diving, a society operating under British Columbia's *Societies Act,* as may be amended or replaced.

A.2 **Definitions.** The following terms have these meanings:

Act – the *Societies Act*, S.B.C. 2015, c.18, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;

Annual General Meeting – the annual general meeting of the members required by s.71 of the Act;

Associate Member – has the meaning given to it in section B.10 of these Bylaws;

Athletes' Representative – has the meaning given to it in section B.5 of these Bylaws;

Auditor – a certified public accountant appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Society for a report to the Members at the next Annual Meeting;

BC Diving or the *Society* – Canadian Amateur Diving Association, British Columbia Section;

Board or *Board of Directors* – the Board of Directors of the Society;

Chair – the President of the Society;

Coaches' Representative – has the meaning given to it in section B.7 of these Bylaws;

Committee – any committee of the Board established by the Directors;

Constitution – the original or restated constitution of the Society;

Days – will mean days including weekends and holidays;

Director – an individual elected or appointed to serve on the Board;

Executive Director – an individual identified by the Board as the staff person who is an individual responsible for the administration of the Society and any such other responsibilities as determined by the Board;

Honorary Member – has the meaning given to it in section B.11 of these Bylaws;

Member – has the meaning given to it in section B.1 of these Bylaws;

Member Club – has the meaning given to it in section B.4 of these Bylaws;

Member Club Delegate – has the meaning given to it in section C.16 of these Bylaws;

Non-Voting Member – has the meaning given to it in section B.8 of these Bylaws

Officer – an individual elected or appointed by the Board to serve as an Officer of the Society;

Officials' Representative – has the meaning given to it in section B.6 of these Bylaws;

Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution;

Other General Meeting – a meeting of the Members other than the Annual General Meeting;

Participant Member – has the meaning given to it in section B.9 of these Bylaws;

Participants – all individuals participating in activities directly or indirectly authorized or sanctioned by the Society as well as all individuals employed by or engaged in activities with the Society including, but not limited to, Registered Athletes, other athletes, coaches, convenors, officials, volunteers, committee members, Directors and Officers of the Society, spectators, and the parents/guardians of any such individuals who are not of the age of majority;

President – the Director elected by the Board to serve in the office of President;

Registered Athletes, Coaches, and Officials – those registered athletes, coaches, and officials participating in sport programming governed directly or indirectly by BC Diving who are in good standing with all of their governing bodies;

Society or *BC Diving* – Canadian Amateur Diving Association, British Columbia Section;

Special Resolution – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and

Voting Member – has the meaning given to it in section B.3 of these Bylaws.

A.3 **Registered Office.** The registered office of the Society shall be in the Province of British Columbia at such address as the Board may, by Ordinary Resolution, determine.

A.4 **Corporate Seal.** The Society may have a corporate seal which will be adopted and may be changed by resolution of the Directors. The Corporate seal will be in the possession of the Registered Office under the authority of the Executive Director or the Board.

A.5 **No Gain for Members.** The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objectives.

A.6 **Ruling on Bylaws.** Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision and values of the Society.

A.7 **Conduct of Meetings.** Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition) with the exception that decisions made by the Chair of any meeting may not be appealed.

A.8 **Interpretation.** Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate.

B. Membership

B.1 **Membership.** The Society's membership (collectively, the "**Members**") is limited to those who have been approved by the Board for membership in the Society, who are in good standing with BC Diving, and whose membership has not elapsed or terminated.

B.2 **Classes of Membership.** There shall be two (2) classes of membership in BC Diving, namely (i) Voting Members, and (ii) Non-Voting Members.

B.3 **Voting Members**. Voting Members shall consist of the following:

1. Member Clubs (voting)
2. Directors (voting)
3. Athletes' Representative (voting)
4. Officials' Representative (voting)
5. Coaches' Representative (voting)

B.4 **Member Clubs.** Member Clubs are diving clubs or organizations within British Columbia that are incorporated and that have been approved by the Board for membership as a Member Club. Member Clubs have a right to vote at meetings of the membership.

B.5 **Athletes' Representative**. The Athletes' Representative shall be an individual who is a former Registered Athlete who is no longer actively participating in competitive diving who has been elected or designated by Registered Athletes pursuant to rules that may be established by the Board.

B.6 **Officials' Representative**. The Officials' Representative shall be the chair of the Officials' Committee (or such other individual as the Officials' Committee may designate in writing to the Society).

B.7 **Coaches' Representative**. The Coaches' Representative shall be the chair of the Coaches' Committee (or such other individual as the Coaches' Committee may designate in writing to the Society).

B.8 **Non-Voting Members**. Non-Voting Members shall consist of the following:

1. Participant Members (non-voting)
2. Associate Members (non-voting)
3. Honorary Members (non-voting)

B.9 **Participant Members.** Participant Members are Participants, including Registered Athletes, Coaches, and Officials, who (i) participate in activities recognized and governed by BC Diving, (ii) who are eighteen years of age or older, and (iii) who have been accepted as Participant Members by the Board. Participant Members do not have the right to vote at meetings of the Members.

B.10 **Associate Members.** Associate Members are Participants, including Registered Athletes and Coaches, who (i) participate in activities recognized and governed by BC Diving, (ii) who are under eighteen (18) years of age, and (iii) who have been accepted as Associate Members by the Board. Associate Members do not have the right to vote at meetings of the Members.

B.11 **Honorary Members.** Honorary Members are individuals who have been recognized by the Board for their service in the cause of diving and designated as Honorary Members. Honorary Members do not pay membership fees and do not have the right to vote at meetings of the Members.

B.12 **Acceptance of Members.** No Member will be accepted as a Member of the Society, unless:

(a) the Member has made an application for membership in a manner prescribed by the Board;

(b) The candidate member has paid fees as prescribed by the Board;

(c) The Member has satisfied to the Board in its sole discretion that any condition of recognition that the Board may in its discretion apply with respect to any application for membership by the Board; and

(d) The Member has been approved by Ordinary Resolution for recognition by the Board or by any committee or individual delegated this authority by the Board.

B.13 **Recognition of New Members.** The Board may, in its discretion and upon criteria that the Board deems appropriate in the circumstances, recognize new Members. The Board may establish policies, procedures, and conditions for the recognition of new Members.

B.14 **Duration.** Membership is accorded on an annual basis, subject to renewal in accordance with these Bylaws, except with respect to Honorary Members, whose membership continues until such time as such honorary membership is revoked by the Board.

B.15 **Renewal.** Except with respect to Honorary Members, membership renewal is not automatic and no Member will be renewed as a Member of the Society unless the Member has made an application for renewal in a manner prescribed by the Board, the Member is in good standing at the time of applying for renewal, and the application for membership is accepted by the Board.

B.16 **Membership Fees.** Membership fees for all categories of Membership will be determined annually by the Board

B.17 **Membership is Non-Transferable.** Membership in the Society is not transferable.

B.18 **Members' Rights**. All Members who are in good standing and not under suspension have the right to receive notices of Members' meetings and to attend Members' meetings. Voting Members have the additional right to appoint the Society's auditor, amend the Society's bylaws, elect the Society's directors, submit proposals for inclusion on the agenda of Members' meetings, and exercise all other rights and privileges arising from the Act and such other rights and privileges as the Board may from time to time determine.

B.19 **Members in Good Standing.** All Members are in good standing other than a Member that:

(a) has ceased to be a Member;

(b) has not complied with these Bylaws and/or the policies, procedures, rules and regulations of the Society;

(c) fails to pay, when due, annual membership dues (if any) or any other debt owing to the Society and the Member is not in good standing so long as the debt remains unpaid;

(d) fails to maintain its good standing under the Act or any other legislation under which it is otherwise regulated;

(e) has been suspended or expelled or is currently subject to disciplinary investigation or action by the Society;

(f) has not completed and remitted all documents required by the Society.

B.20 **Effect of Not Being in Good Standing.** A Member who is not in good standing loses all rights of membership with the Society. A Voting Member not in good standing may not vote at any Members' meeting or otherwise assign its vote(s) by proxy.

B.21 **Discipline and Suspension**. The Board shall have the power to discipline or suspend any Member that breaches or violates the Act or any bylaw, policy, rule, or code of conduct, including discipline by fine, suspension, or termination of membership. The Board may also suspend a Member that fails to fulfill its financial obligations to the Society or is deemed by the Board to have brought BC Diving or the sport of diving generally into disrepute. The Society may enact policies with respect to discipline and suspension procedures generally, including with respect to Members and others, including policies setting out notice requirements, decision making process, and rights of appeal.

B.22 **Effect of Suspension**. A suspended Member shall lose its rights as a Member of the Society, including the right to vote at any Members' meetings of the Society, while such suspension remains in effect. A suspended Member awaiting the result of an appeal retains its rights to vote at any Members' meeting.

B.23 **Termination.** A Member s membership in the Society terminates upon:

(a) the expiration of the Member s term of membership;

(b) the Member not being in good standing for 12 months;

(c) the resignation or death of a Member who is an individual;

(d) the expulsion of the Member in accordance with these Bylaws;

(e) the dissolution of a Member that is a Society.

B.24 **Effect of Termination.** Loss of membership status by resignation or expulsion immediately terminates all rights and privileges that the Member enjoyed within the Society but does not relieve that Member from its financial obligations to the Society, other Members, or anyone else to whom the Member may have a financial obligation for which the Society may be liable.

B.25 **May Resign.** A Member may resign from the Society when the Member is subject to a disciplinary investigation or action by the Society, but such resignation does not end any such disciplinary investigation or action, which may continue to proceed.

C. Members' Meetings

C.1 **Types of Meetings.** Meetings of Members will include Annual General Meetings and Other General Meetings.

C.2 **Annual General Meeting.** The Annual General Meeting will be held after the end of the Society's fiscal year end in a timely manner in accordance with the Act.

C.3 **Notice for Annual General Meeting.** Subject to the Act, written notice will be given of the Annual General Meeting to all Members not less than fourteen (14) days and not more than sixty (60) days in advance of the Annual General Meeting, and in the manner specified in the Act. Notice of any

special business to be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the Annual General Meeting.

C.4 **Other General Meetings.** Other General Meetings of the Members may be called at any time by (i) the Board by way of Ordinary Resolution, or (ii) upon the written requisition of Member Clubs who hold ten percent (10%) of the votes of the Society through a procedure set out in greater detail in s.75 of the Act. Members wishing to requisition an Other General Meeting should ensure full compliance with the Act. The agenda of any Other General Meeting will be limited to the subject matter for which the meeting was duly called, and the Board shall honour such Member request by promptly calling an Other General Meeting and adhering to the provisions of the Act with respect to such meetings.

C.5 **Notice for Other General Meetings.** Subject to the Act, written notice will be given of any Other General Meeting to all Members not less than fourteen (14) days and not more than sixty (60) days in advance of an Other General Meeting, and in the manner specified in the Act. Notice of any special business to be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to an Other General Meeting.

C.6 **Location and Date.** The Society will hold meetings of Members at such specific dates, times, and places within British Columbia as determined by the Board.

C.7 **Meetings by Electronic Means.** 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 Society makes available such a communication facility.

C.8 **Participation in Meetings by Electronic Means.** Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Society makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

C.9 **Quorum.** Three (3) Member Clubs on record at the Society's office each as represented by their Member Club Delegate (being an individual designated in writing by the Member Club in advance of a meeting pursuant to the rules established by the Board for such meeting) shall constitute a quorum at any meeting of the Members, including an Annual General Meeting. 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.

C.10 **Annual General Meeting Business.** The Annual General Meeting shall be held on a day and at a place within British Columbia fixed by the Board. Any Member, upon request, shall be provided, not less than five (5) business days (or other number of days that may be further prescribed by the Act) before the Annual General Meeting, with a copy of the approved financial statements and the audit or

financial review engagement report required by the Act. The business transacted at the Annual General Meeting shall include:

(a) receipt of the agenda;

(b) receipt of the minutes of the previous annual and subsequent special meetings;

(c) consideration of the audited financial statements;

(d) report of the auditor;

(e) reappointment or new appointment of the auditor for the coming year;

(f) election of directors; and

(g) such other or special business as may be set out in the notice of meeting.

C.11 **Business at Annual General Meetings.** No other item of business may be raised by a Member at an Annual General Meeting unless a Voting Member has given notice to the Society of any matter that the Voting Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual General Meeting. The Act requires that a "proposal" be supported by a petition of not less than five percent (5%) of the Voting Members and submitted to the Society not less than seven (7) days in advance of the Annual General Meeting. Voting Members wishing to make a proposal should ensure full compliance with s.81 of the Act.

C.12 **Chair of Member Meetings.** The President of the Board shall also preside as the Chair at all meetings of the Members, including Annual General Meetings. The Chair may designate an alternate to serve as Chair at any meeting of the Members. In the absence of the Chair or the Chair's designee, the Members present shall choose the Chair for the meeting.

C.13 **Voting.** Only Voting Members have the right to vote. All Voting Members have one (1) vote each. Business arising at any Members 'meeting shall be decided by Ordinary Resolution unless otherwise required by the Act or these Bylaws. Votes shall be taken by a show of hands among all Voting Members present. An abstention shall not be considered a vote cast. Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Voting Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct. If there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a casting vote. If there is a tie vote upon written ballot, the motion is lost. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

C.14 **No Proxy Voting.** Proxy voting is not permitted.

C.15 **Persons Entitled to be Present.** The only persons entitled to attend a Members' meeting are the Members, the Board, the Auditor or the person who has been appointed to conduct a review engagement of the Society, if any, and others who are entitled or required under any provision of the

Act or the articles or these Bylaws to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

C.16 **Member Club Delegates.** Each Member Club shall designate an individual to serve as its Member Club Delegate to exercise its rights of membership at any meeting of the membership, including the right to vote. The Board shall establish the deadline for the designation of the Member Club Delegate and may make other rules as the Board may deem appropriate. Member Club Delegates must be eighteen (18) years of age or older and an officer or a director of the Member Club.

C.17 **Email, Text, and Other Forms of Notice are Acceptable.** Any notice required to be sent to any Member or anybody else entitled to receive notice for any meeting of the Members pursuant to the Act may be delivered in any traditional form or electronically, including by email, text, or as may be otherwise developed. Materials relevant to the notice may also be posted by the Society on the Society's website.

C.18 **Error or Omission in Giving Notice for Members' Meeting.** Failure to give timely notice to any person entitled to receive notice shall not invalidate any action taken at any meeting to which the notice pertained provided a quorum was achieved at any such meeting and the meeting, with a valid quorum, conducted business, and further provided that the failure to give timely notice was not intentionally designed to subvert the interests of any individual.

C.19 **Membership Record Date.** 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 must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00 pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

D. Directors.

D.1 **Composition of the Board.** The Board shall consist of up to nine (9) at-large Directors, plus one (1) additional Director elected annually by the Registered Athletes.

D.2 **Athletes Representation.** The Registered Athletes shall have the right each year to elect the Athletes' Representative to the Board for a term of one (1) year. The Athletes' Representative shall be a former Registered Athlete that meets all other eligibility requirements for serving as a Director.

D.3 **Eligibility.** Any individual, who is eighteen (18) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or elsewhere unless a court in Canada or elsewhere subsequently finds otherwise, who does not have the status of bankrupt, or who is not otherwise precluded by the Act, may be nominated for election or appointment as a Director. There is no requirement to be a Member to be a Director.

D.4 **Restriction - Staff and Family.** No individual may be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director if they are an employee of the Society or an immediate family member of an employee of the Society.

D.5 **Restriction - Conflict of Interest.** No individual may serve (or, in each case, continue to serve) as a Director if they have a fiduciary duty in respect of a Member Club or any other organization or entity doing material business with BC Diving. In this context a "fiduciary duty" includes holding a senior leadership position, including either as paid senior staff or as a director, in such Member Club, organization, or entity. This restriction would apply to paid full-time coaches, but would not apply to part-time coaches, volunteer coaches, or any other volunteers other than volunteer directors. A person in such a position of conflict may still be nominated and run for a position as a Director in BC Diving provided that if such a person with that conflict is elected as a Director of BC Diving, that person could not become a Director of BC Diving unless they agreed to step back from their conflicted position in the Member Club, organization, or entity for the duration of the time that they serve as a Director of the Society.

D.6 **Restriction - One Director Per Immediate Family.** Not more than one (1) person from any immediate family shall be entitled to be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director.

D.7 **Restriction - One Director Per Member Club.** Not more than one (1) person from any Member Club shall be entitled to be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director.

D.8 **Nomination.** The Board has primary responsibility for identifying nominees to the Board. An individual may nominate themselves or anyone else for election as a Director. Each nomination should include the written consent of the nominee by signed or electronic signature and be submitted to the Society not less than twenty-one (21) days prior to the Annual General Meeting.

D.9 **Incumbents.** Individuals currently on the Board wishing to be re-elected must provide notice to the Society at least thirty (30) days prior to the Annual General Meeting.

D.0 **Circulation of Nominations.** Valid nominations will be circulated to all Members prior to the election of Directors.

D.11 **Nominations from the Floor.** Nominations from the floor for the election of Directors are permitted only (i) if there are fewer nominated candidates than available Board positions, and (ii) provided that the qualifications, skills, and reasons for wanting to serve on the Board of any individual nominated from the floor are presented to the Members upon nomination from the floor. Any person elected as a Director after having been nominated from the floor must comply with all provisions of the Act.

D.12 **Term and Rotation.** The election of the Directors (other than the Athlete Representative) will take place at each Annual General Meeting on a rotational basis. Three (3) Directors are elected each

year for terms of three (3) years. The Board shall be authorized to implement a transition plan pursuant to which Directors may serve terms longer or shorter than three (3) years during the implementation of this rotational system. The Board has the authority to lengthen or shorten the terms of individual Directors as may be required to implement this rotation pursuant to an implementation and transition plan for this structure as may be approved by the Board.

D.13 **Director Elections.** Elections for Director positions will be decided by Ordinary Resolution of the Members in accordance with the following:

(a) Equal Number of Nominations and Available Positions – Winners declared by Ordinary Resolution.

(b) More Nominations than Available Positions – The nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until the available positions have been filled. In a case of a tie between the final available position, a run-off(s) vote will be conducted for the tied candidates.

D.14 **Terms.** Elected Directors will serve terms according to their electoral cycle and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

D.15 **Term Maximum.** Directors will serve up to a maximum of nine (9) years.

D.16 **Resignation.** A Director may resign from the Board at any time by presenting their notice of resignation to the Board of Directors. This resignation will become effective the date on which the request is received by the Board. If a Director is subject to a disciplinary investigation or action of the Society, that Director will nonetheless remain subject to any sanctions or consequences resulting from the disciplinary investigation or action.

D.17 **Vacate Office.** The office of any Director will be vacated automatically if the Director resigns, is found by a court to be incapable, becomes bankrupt or is declared insolvent, or dies.

D.18 **Removal.** Pursuant to the Act, an elected Director may be removed by Special Resolution of the voting Members at an any General Meeting of the Members, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.

D.19 **Suspension**. A Director may be suspended pending the outcome of a discipline hearing in accordance with the Society's policies related to discipline, by Special Resolution of the Board provided the Director has been given notice of and the opportunity to be heard at such hearing.

D.20 **Vacancy.** Where 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 vacancy for the remainder of the vacant position's term of office.

D.21 **Remuneration.** 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 while engaged in the affairs of the Society, as approved by the Board of Directors.

D.22 **Executive Director.** The Executive Director shall attend and participate in all meetings of the Board but is not entitled to vote.

D.23 **Powers.** Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties and functions.

D.24 **Managing the Affairs of the Society.** The Board may make policies and procedures to manage the affairs of the Society in accordance with the Act and these Bylaws.

D.25 **Discipline.** The Board may make policies and procedures relating to discipline of Members and Participants and will have the authority to discipline Members and Participants in accordance with such policies and procedures.

D.26 **Dispute Resolution.** The Board may make policies and procedures relating to management of disputes within the Society and all disputes will be dealt with in accordance with such policies and procedures.

D.27 **Employment of Persons.** The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Society. The Board may also terminate any such employment or engagement as it sees fit.

D.28 **Borrowing Powers.** The board may borrow money upon the credit of the Society as it deems necessary:

(a) from any bank, society, firm, or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;

(b) to limit or increase the amount to be borrowed;

(c) to issue or cause to be issued bonds, debentures or other securities of the Society and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;

(d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Society, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Society, and the undertaking and rights of the Society.

D.29 **Duty.** A Director of the Board shall act honestly and in good faith and in the best interest of the Society and exercise the care, diligence, and skill of a reasonably prudent person in exercising their powers and performing their function as a Director. Nothing in any contract, the Constitution, these

Bylaws, or the circumstances of their appointment relieves a Director from the duty to act in accordance with the law or liability that by virtue of a rule of law would otherwise attach to them in respect of any negligence, default, breach of duty, or breach of trust of which they may be guilty in relation to the Society.

E. Directors' Meetings

E.1 **Call of Meeting.** Meetings of the Board of Directors shall be called by the President or any other three (3) Directors and will be held any time and place as determined by the Board of Directors.

E.2 **Notice.** Notice of Board meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. Any notice required to be sent to any Director or anybody else entitled to receive notice pursuant to the Act for a Board meeting may be delivered in any traditional form or electronically, including by email, text, or as may be otherwise developed. Materials relevant to the notice may also be posted by the Society on the Society's website.

E.3 **Number of Meetings.** The Board shall hold a minimum of four (4) quarterly meetings per year and more regularly as may be required to ensure the appropriate operation and governance of the Society. The Board shall establish a schedule for its meetings.

E.4 **Quorum.** A quorum for any meeting of the Board shall be three (3) Directors.

E.5 **Voting.** Each Director is entitled to one vote. Voting will be by a show, verbally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution unless otherwise required by the Act or these Bylaws.

E.6 **Conflict of Interest.** A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Society, or who is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Society, or who stands to benefit directly or indirectly from anything being considered by the Board, shall fully disclose any such conflict to the Board. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which such matters are discussed, not shall such Director vote on any resolution to approve anything arising with respect to such matters.

E.7 **Closed Meetings.** Meetings of the Board will be closed to Members and the public except by invitation of the Board. As is provided in the Act, minutes of meetings of the Directors shall not be available for review by the Members. However, the Society shall make summaries of board meetings available to the Members by posting them on the Society's website for one (1) year, after which they will be made available to Members upon request. Such summaries shall include a description of material decisions taken by the Board in their meetings. Such summaries may be redacted where required to

preserve privacy where appropriate, and specifically in instances when the Board addresses safe sport complaints. The Society will comply with all legal disclosure requirements in this regard.

E.8 **Meetings by Telephone.** A meeting of Directors may be held by telephone conference call provided that either (i) a majority of the voting Directors consent to a meeting by teleconference, or (ii) a meeting by teleconference has been approved by resolution passed by the Directors at a meeting of Directors. Any Director who is unable to attend a meeting of Directors may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

E.9 **Meetings by Other Electronic Means.** The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:

(a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;

(b) Each Director has equal access to the specific means of communications to be used;

(c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

E.10 **Email and Text Notice is Acceptable.** Any notice required to be sent to any Director or anybody else entitled to receive notice pursuant to the Act may be delivered in the traditional form or electronically, including by email or text or as may be otherwise developed. Materials relevant to the notice may also be posted by the Society on the Society's website.

E.11 **Error or Omission in Giving Notice of Directors' Meeting.** Failure to give timely notice to any person entitled to receive notice shall not invalidate any action taken at any meeting to which the notice pertained provided a quorum was achieved at any such meeting and the meeting, with a valid quorum, conducted business, and further provided that the failure to give timely notice was not intentionally deigned to subvert the interests of any individual.

F. Officers

F.1 **Officers of the Society.** – The Society's Officers shall include the following:

(a) President

(b) Vice-President

(c) Secretary/Treasurer

(d) such other officers as may be determined by the Board.

F.2 **Election of Officers.** The Officers of the Society will be elected by the Board for terms of one (1) year. At the first meeting of the Board following the election of new Directors, the Directors will

elect Officers for whichever positions are vacant. Those elected as Officers shall take office immediately.

F.3 **Term Limit for President.** No individual shall serve as President for longer than six (6) consecutive years.

F.4 **Nomination.** Directors may nominate themselves for any Officer position. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following;

(a) One Valid Nominee for an Office – Winner declared by acclamation.

(b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

F.5 **Duties of the Officers.** The Board shall establish specific responsibilities for each Officer.

F.6 **Delegation of Duties.** At the discretion of the Officer and with the approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Director.

F.7 **Other Officers.** The Directors may appoint such other officers and agents as they shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

F.8 **Powers.** All Officers shall sign such contracts, documents or instruments in writing that require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices as assigned to them by the Board.

F.9 **Removal.** An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

F.10 **Vacancy.** Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

F.11 **Remuneration.** The Officers shall not receive any stated remuneration for their services but shall be entitled to be paid for their travelling and other expenses properly incurred by them in connection with the affairs of the Society, and in attending any meeting of the Society, as approved by the Board.

G. Committees of the Board

G.1 **Board Committees.** The Board has the authority to establish Committees to help guide it and assist with the operation and governance of the Society.

G.2 **Committee Composition.** The Board may appoint any individual to any Committee as it deems appropriate, and has the discretion to appoint to a Committee any individual it believes would benefit the Society. Committee members need not be Directors or Members.

G.3 **Removal.** The Board may at any time remove any individual from any Committee.

G.4 **Committees Are Only Advisory Bodies.** Notwithstanding the creation of any Committee and the delegation of any responsibility to any Committee, the Board at all times retains authority with respect to all such matters. While Committees facilitate efficiency in the conduct of the Society's affairs, Committees do not replace the Board's ultimate responsibility for all such matters.

G.5 **Committees.** The Board shall establish the following Committees:

(a) Nominations Committee;

(b) Audit and Finance Committee;

(c) Coaches' Committee;

(d) Officials' Committee; and

(e) such other Committees as the Board may deem desirable.

G.6 **Nominations Committee.** The Nominations Committee shall be comprised of such Directors, Officers, and individuals as may be deemed appropriate by the Board. The Nominations Committee should have an odd number of members. The Nominations Committee's recommendations need not be approved by the Board. The Nominations Committee must not include any Director up for election. The Nominations Committee shall work to identify nominees who would bring valuable skills and experience to the Society and who would represent the Society's stakeholders with the objectives establishing a Board that is respected, credible, and representative.

G.7 **Audit and Finance Committee.** The Secretary/Treasurer shall chair the Audit and Finance Committee. The Audit and Finance Committee shall be comprised of such Directors, Officers, and individuals as may be deemed appropriate by the Board, with the Board to consider expertise and experience in financial matters when appointing members to this Committee. The Audit and Finance Committee shall ensure that the Society complies with all financial obligations and all financial reporting obligations.

G.8 **Coaches' Committee.** The Coaches' Committee shall be comprised of such Registered Coaches and other individuals as may be deemed appropriate by the Board. The Coaches' Committee should

have an odd number of members. The Coaches' Committee shall coordinate feedback from Registered Coaches and advise the Board on all matters pertaining to coaching. The chair of the Coaches' Committee (or such other individual as may be designated in writing by the Coaches' Committee) shall be a Voting Member of the Society.

G.9 **Officials' Committee.** The Officials' Committee shall be comprised of such Registered Officials and other individuals as may be deemed appropriate by the Board. The Officials' Committee should have an odd number of members. The Officials' Committee shall coordinate feedback from Registered Officials and advise the Board on all matters pertaining to officiating. The chair of the Officials' Committee (or such other individual as may be designated in writing by the Officials' Committee) shall be a Voting Member of the Society.

G.10 **Other Committees.** The Board may establish other committees to deal with specific areas of concern to the Board.

G.11 **Terms of Reference.** The Board shall provide and approve terms of reference for all Committees.

G.12 **Remuneration.** Committees members shall not receive any stated remuneration for their services, but they shall be entitled to be paid for their traveling and other expenses properly incurred by them in connection with the affairs of the Society, and in attending meetings of the Society. All committee members shall be subject to removal from their duties as committee members by a majority vote of the Board.

H. Financial Matters and Record Keeping

H.1 **Banking.** The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Society shall be placed for safekeeping.

H.2 **Financial Year.** The financial year of the Society shall end on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

H.3 **Signing Officers.** The Board will, from time to time by Board Resolution, appoint signing officers who shall be authorized to sign cheques and all banking documents on behalf of the Society. The Board will have power from time to time by resolution to appoint any officer or officers, or any person or persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

H.4 **Borrowing Powers.** In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

H.5 **Appointment of Auditor at Annual General Meeting.** An auditor will be appointed at an Annual General Meeting, to hold office until such auditor is reappointed at a subsequent Annual General Meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

H.6 **Annual Audited Financial Statements.** The Society shall send to the Members (i) a copy of the annual audited financial statements, or (ii) a summary of those financial statements along with a notice informing the Members of the procedure for obtaining a copy of the documents themselves free of charge. The Society may fulfill its obligations in this regard by making the audited financial statements and related information available on its website. The Society is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

H.7 **Books and Records.** The Directors shall ensure that all necessary books and records of the Society required by the Act, any other applicable statute, and these Bylaws are properly maintained.

I. Protection of Directors and Others

I.1 **Protection of Directors, Executive Officers, and Others.** No Director, Executive Officer, Committee member, or employee of the Society is liable for the acts, neglects or defaults of any other Director, Executive Officer, committee member, or employee of the Society or for joining in any receipt or for any loss, damage or, expense happening to the Society through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Society with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have complied with the Act and the Society's articles and bylaws and exercised their powers and discharged their duties in accordance with the Act.

I.2 **Insurance.** The Society is authorized to maintain insurance that protects the Directors, Executive Officers, Committee members, and employees against all risks associated with the proper exercise of their duties, should the Directors elect to maintain such insurance.

J. Conflict of Interest

J.1 **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 Society will comply with the Act and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, and as the case may be, refrain from voting or speaking in debate on such contract or transaction, refrain from influencing the decision on such contract or transaction, and otherwise comply with the requirements of the Act regarding conflict of interest.

K. Amendment of Bylaws

K.1 **Members and Directors Amend Bylaws.** Subject to the provisions of the Act, the Society's bylaws may be amended (i) by the Board subject to subsequent ratification by Special Resolution of the Members at the next meeting of the Members, or (ii) by the Members by Special Resolution by means of a proposal made at an Annual General Meeting or at an Other General Meeting.

L. Dissolution

L.1 **Dissolution.** Upon dissolution of the Society and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to charitable organizations or not-for-profit organizations the objects of which are beneficial to the sport of diving community in British Columbia.

M. Adoption of These Bylaws

M.1 **Approval.** These Bylaws were approved by the Board at a meeting of the Board duly called.

M.2 **Ratification.** These Bylaws were ratified by Special Resolution of the Members of the Society at a meeting of the Members duly called.

M.3 **Repeal of Prior Bylaws.** In ratifying these Bylaws, the Members repealed all prior bylaws of the Society provided that such repeal does not impair the validity of any prior action done pursuant to the repealed bylaws.