



# CONSTITUTION REVIEW INFORMATION PACKAGE

March 9 2020

Hello EUC Members,

As most of you already know, EUC is going through a big change. At the General Meeting held on Jan 23<sup>rd</sup>, the Membership voted to cancel the weekly pool permits. This is the first time in the Club's history EUC will not have a pool, so it is the opportunity to re-invent! The Executive was put in charge of the task of restructuring. We have been working hard to come up with a new plan to put before the members. We have included details here to be reviewed, and voted on in person at the General Meeting March 30<sup>th</sup> which will be held at Loblaws upstairs Community Room (380 the East Mall) at 7:30PM.

In this package you will find the proposed new Membership categories and fees, the proposed revisions to the Constitution, the details of the Club Gear Sale, an updated Dive Schedule for 2020. The meeting on the 30<sup>th</sup> will be Sign Up night for the dive season so come a little early to get in on the dives you want!

The proposed new Membership, fees and Constitution changes need to be voted on by the membership before being implemented. Please review thoroughly and come to the meeting to vote. For the Constitutional changes, you will see wording we want to change crossed out, and wording we want to add underlined. At the meeting, we will vote on the new document page by page, not word for word, so please take the time to read ahead, bringing questions and comments to the meeting.

For the Gear Sale, the Executive recognized without the pool locker, we would need to pay to store and service the gear that will not be required on a regular basis. We felt that was not the best plan for using the Club's resources. Please look over the items, and email to reserve the gear you'd like to buy. Only the gear that is reserved will be brought to the meeting on the 30<sup>th</sup>.

We look forward to seeing everyone and together planning the future for the EUC.

Cam Sherriff  
President

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## **PROPOSED MEMBERSHIP CATEGORIES AND FEES**

### 5 Membership Categories

#### Regular (diving)

\$20 EUC dues + \$20 mandatory OUC membership + \$20 mandatory liability insurance=\$60

Includes right to participate in all diving activities, receive club communications, voting rights, and social activities

#### Social (no diving privileges)

\$20 EUC dues

Includes club communications, voting rights and social activities.

#### Associate (no diving privileges)

No fee

Available to non-diving member that live a considerable distance (100+ km) from the club for club communications only. No diving, voting or social privileges.

#### Honourary (no diving privileges)

No fee, voted in by membership

Includes club communications. No diving or voting rights.

#### Life (diving)

No fee, voted in by membership

Includes all privileges of Regular membership.



**Etobicoke Underwater Club**  
**Constitution Review**

March 9 2020

## BY-LAW NO.1

By-laws relating generally to the transaction  
of the business and affairs of the  
~~THE~~ \_\_\_\_\_ **ETOBICOKE UNDERWATER CLUB**

BE IT ENACTED as a by-law of ~~THE~~the ETOBICOKE UNDERWATER CLUB, referred to hereinafter as the "Corporation", as follows:

### ARTICLE 1

(a) **NAME**

The name of the organization shall be ~~THE~~  
ETOBICOKE UNDERWATER CLUB.

(b) **HEAD OFFICE**

The Head Office of the Corporation shall be in the Province of Ontario and at such place therein as the Board may from time to time determine.

~~(c) **SEAL**~~

~~The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.~~

### ARTICLE 2 – OBJECTS

It shall be the purpose of the Corporation to teach the proper and safe use of self-contained underwater breathing apparatus and to bring to its members the sound benefits and pleasures of organized activities.

### ARTICLE 3- OFFICERS

(a) **DIRECTORS AND EXECUTIVES**~~S-BOARD~~  
(hereinafter referred to as the "Board").

The Corporation shall be governed by ~~the Board comprising a Board~~ of Six (6) Directors, made up of the following officers:

President,  
First Vice-President,  
Second Vice-President,  
Past President,  
Secretary,  
Treasurer,

and an executive of ~~at least five (5), but~~ no more than six (6) additional members. All members of the Board must be members of the corporation, each of whom at the time of his election, shall have been a member in good standing for a period of not less than one year, at the time of election.

The term of office for the Directors and Executives~~s-members~~ shall be one year after their

election and until their successors are elected and installed. The ~~whole members of the~~ Board shall be eligible for re-election if otherwise qualified.

For the purposes of the Ontario Business Corporations Act, the Board of Directors shall be deemed to be the President, the First Vice-President, the Secretary and the Treasurer.

(b) **ELECTION OF BOARD**

- i. A Nominating Committee shall be appointed by the Board from the members of the Club.
- ii. At the ~~Annual~~ General Meeting, the proposed Board members shall be presented by the Nominating Committee. Additions to the slate may be proposed by the members present at the meeting.
- iii. The election shall be by a show of hands by members, unless a ballot be demanded by any member. If a ballot is required, the Secretary will supply same and the Chairman shall appoint three scrutineers. The scrutineers shall count the ballots and report the results of the ballots to the meeting.
- iv. The candidates receiving the largest number of votes shall be declared elected. In the event of a tie, a second vote shall be taken.

(c) **DUTIES OF THE BOARD**

i. **PRESIDENT**

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board. The President shall also be charged with the general management and supervision of the affairs and operation of the Corporation. ~~(The President or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates).~~

ii. **FIRST VICE-PRESIDENT**

The First Vice-President shall assume the duties of the President in his/her absence, and shall also act as assistant to the President in his/her regular duties. He/she shall be responsible for the appointment of a Training Committee, and for its proper functioning. He/she shall also perform such other duties as may from time to time be determined by the Board.

iii. **SECOND VICE-PRESIDENT**

Second Vice-President shall assume the duties of the President and First-Vice-President if they are both absent or the duties of the First Vice-President, if he/she is absent. He/she shall be responsible for Club equipment and maintenance of same and shall assume the duties of Safety Officer. He/she shall perform such other duties as may from time to time be determined by the Board.

iv. **SECRETARY**

The Secretary shall be ex-officio Clerk of the Board. He/she shall attend all

meetings of the Board and general meetings and be responsible for the recording of all of the facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to the Board. He/she shall be custodian of ~~the Seal of the Corporation and of~~ all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which he/she shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board.

v. **TREASURER**

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuables effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board. He/she shall disburse the funds of the Corporation once expenditures are approved by the Board, and ensure proper supporting documentation thereof. ~~vouchers therefore, and The Treasurer~~ shall render to the Board at the regular meetings thereof or whenever required of him/her, an account of all financial his/her ~~as Treasurer,~~ transactions ~~as Treasurer,~~ and of the financial position of the Corporation. ~~The Treasurer shall be responsible for the issuance of membership cards and other items pursuant to Corporation dues and fees.~~ He/she shall also perform such other duties as may from time to time be determined by the Board.

vi. The Executive shall assist the officers in the operation of the Corporation and with the following **details**.

Social functions, dances, etc.

Excursions and diving activities.

Enforcement of Corporation rules and regulations.

Other duties relating to Corporation business as may be required from time to time.

vii. **TRAINING AND EDUCATIONAL COMMITTEE**

The Training and Educational Committee shall be composed of at least three members including the Vice-President in charge of training and (two other appointed members). The Committee is responsible for organizing and maintaining a training and educational programme designed to ensure the safety and to further the knowledge in diving and related sciences of all members and training members.

## **ARTICLE 4 – POWERS**

### **DIRECTORS AND EXECUTIVE BOARD**

The Board is empowered to administer the affairs of the Corporation in the interests of all the

Corporation members. It shall have the power to make expenditures necessary for the routine operation and business of the Corporation, but any expenditures for major equipment, other than replacement equipment necessary for the day-to-day operation and business of the Corporation, must be approved by a two-thirds vote of the members present at a general meeting.

#### **ARTICLE 5 – BOARD MEETINGS AND QUORUM**

~~A quorum of a minimum of at least~~~~To define quorum for executive meetings as~~ 6 voting members of the ~~Executive~~ Board with a minimum of 2 Directors, present or participating by remote 2-way connection will be required to duly constitute a meeting of the Board. The Board will meet monthly. A majority of the Board shall form a quorum for the transaction of business and shall meet once a month, or as otherwise required, and except as required by law, shall hold its meetings at such place or places as it may from time to time be determined. Board members may attend meetings remotely, ~~however in so doing, do not count toward quorum or carry a vote.~~ The President or First Vice-President or the Secretary on their direction shall notify all Board members of any meeting not announced at the previous meeting. Any member who is unable to attend shall advise the President or Secretary accordingly.

#### **ARTICLE 6 – VOTING – BOARD MEETINGS**

Any motion to be passed will require a majority vote of the Board members present. The President shall act as Chairman and shall not cast a vote except in the case of a tie, when he/she shall cast the deciding vote. Allow Board and Executive members participating in a meeting remotely (i.e. by phone, conference call or video conference) will to have the right to the vote by remote 2-way connection such as conference call, Skype on any motion, as long as such member participates in the meeting ~~it is~~ from beginning to end of the meeting, unless approved otherwise by agreement at the meeting. ~~Allow proxy voting at general meetings for non-amended motions presented to membership by the Executive with 21 days notice.~~

#### **ARTICLE 7 – BOARD VACANCIES**

Vacancies on the Board, however caused, may, so long as a quorum of the Board remains in office, be filled by the Board from among the qualified members of the Corporation, if they see fit to do so, otherwise such a vacancy shall remain open until the next annual election meeting. If a quorum does not exist, then the remaining Board shall call a meeting of the Corporation members to elect the necessary replacement(s).

#### **ARTICLE 8 – REMUNERATION – BOARD MEETINGS**

The Board members shall receive no remuneration for acting as such, but they may individually be reimbursed, either wholly or partially, as the Board may decide, for expenses incurred while conducting authorized Corporation business.

#### **ARTICLE 9 – EXECUTION OF DOCUMENTS**

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by any two, of the President, ~~or~~ First Vice-President, Treasurer and the Secretary, upon approval by the Board ~~and they shall affix the seal of the Corporation to such instruments as require the same.~~

## ARTICLE 10 – BOOKS AND RECORDS

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. The financial records of the Corporation shall be examined annually by the person or persons approved by the general membership at the annual ~~spring~~ meeting of the Corporation. In the event that a suitable candidate, to examine the financial records, is not available for approval at the annual ~~fall~~ meeting, the Board will appoint such a person subject to ratification of such appointment at the next general meeting.

## ARTICLE 11 – MEMBERSHIP

There shall be ~~six~~ five classifications of membership in the Corporation as follows:

- Associate Membership
- Honorary Membership
- Life Membership
- Regular Membership
- ~~Swimming~~ Social Membership
- ~~Family~~ Membership

Application for membership shall be on a form as determined by the Board members.

In case of resignation, a member shall remain liable for payment or any assessment or other sum levied, or which became payable by him/her to the Corporation prior to acceptance of his/her resignation.

### (a) **COMMERCIAL INTERESTS**

(Persons with, or closely associated with known commercial interests shall be eligible for membership providing they do not use the Corporation to promote their interests, unless preapproved by the Board. This should not be read to mean an individual member may not engage in diving on a commercial basis. Any member of the Corporation who arranges any commercial connection for the purpose of personally profiting without Board approval at the expense of the Corporation and/or Corporation members may be permanently dismissed by a majority vote of two-thirds of the members present at the general meeting of the Corporation.

### (b) ~~GAME REGULATIONS~~

~~All diving and taking of game by Corporation members shall be in strict observance of the local, provincial and federal regulations.~~

### (c) **CORPORATION EMBLEM**

~~Any member in good standing is eligible to wear the Corporation emblem.~~

### (d) **ASSOCIATE MEMBERSHIP**

Associate Membership is available to ~~(certified scuba divers should this be anyone)~~ interested in Corporation activities, but due to distance or circumstances are unable to participate. Associate members shall not be entitled to vote at, but shall be entitled to notice of meeting and other Corporation communication. They shall not participate in



any distribution of the property of the Corporation upon dissolution of the Corporation. The requirements, dues and benefits shall be as determined by the Board.

(e) **HONORARY MEMBERSHIP**

Individuals holding honorary memberships shall not be entitled to vote at, but shall be entitled to notice of meetings. They shall not participate in any distribution of the property of the Corporation upon dissolution of the Corporation and they shall not be required to pay any membership fees or dues. Nomination of candidates for honorary membership may be submitted to the Secretary by any member of the Corporation. Upon resolution of the Board, such nominations must be approved by two-thirds of the members present at a general meeting of the Corporation. The duration of any individual's honorary membership shall be determined from time to time by the Board.

(f) **LIFE MEMBERSHIP**

Life members shall be entitled to all the privileges of regular membership, but shall not be required to pay any membership fees or dues. Nomination of the candidates for life membership may be submitted to the Secretary by any member of the Corporation. Upon resolution of the Board, such nominations must be approved by two-thirds of the membership present at a general meeting of the Corporation.

(g) **REGULAR MEMBERSHIP**

Regular members shall either have completed Corporation training requirements or present satisfactory documentary evidence of diving proficiency and demonstrate this proficiency to the satisfaction of the Training Committee. All Applicants for membership into the Corporation must receive the approval of the Board. Minor Certified Divers who wish to join the Corporation must be at least 14 years of age and must comply with the current Corporation Policies.

Membership fees shall be as established from time to time by a majority vote of the membership present at a general meeting of the Corporation. Underwater Council fees will be added to the approved membership fees.

The Board may from time to time establish an initiation fee for non-club trained divers. Such initiation fee cannot exceed \$100.00 without approval by a majority vote of the membership present at a general meeting of the Corporation.

The Secretary shall notify the members of the fees at any time payable by them, and if any are not paid within thirty days of the date of final notice, the members in default shall thereupon cease to be members of the Corporation. Any such members may, upon payment of the current year's dues or fees, be reinstated by a majority vote of the Board.

The Board may from time to time determine a late renewal fee, such fee not to exceed twenty-five per cent of the basic membership fee.

~~ii-~~Fees for members in training shall be as established from time to time by the Board. Members in training shall be entitled to all of the advantages of regular membership, but

shall not become regular members until they have passed the training requirements as laid down by the Corporation.

~~iii~~ Application for training shall be limited to persons 18 years and older and to minor children of Regular Members or must comply with current Corporation policies. These children must be at least 14 years old.

Members shall participate in any distribution of the property of the Corporation upon dissolution of the Corporation

(h) **SWIMMING-SOCIAL MEMBERSHIP**

~~Swimming Members must be at least 18 years old, cannot use SCUBA in the pool or club events and must pass a swim test if asked. Social Swimming members shall not be entitled to vote at the general meeting or sit on the executive. They are not permitted to have guests at the pool. They are entitled to all Club communications and notices. Socialwimming Membership fees shall be as established from time to time by a majority vote of the membership present at a general meeting of the Corporation. members will pay non-member rates where applicable for their participation in all other club activities.~~

Social members They shall ~~not~~ participate in any distribution of the property of the Corporation under the dissolution of the Corporation requirements. ~~Dues and benefits shall be as determined by the Board.~~

(i) **FAMILY MEMBERSHIP**

~~Family Members are defined as immediate family members or Club members residing at the same mailing address. One member must pay all fees as a Regular Member. The Family Member(s) may pay a reduced membership fee.~~

(j) **TERMINATION OF MEMBERSHIP**

Membership may be terminated by unanimous recommendation of the Board in cases of conduct proven detrimental to the best interest of the Corporation.

**ARTICLE 12 – POOL AND GENERAL MEETINGS**

(a) **POOL MEETINGS**

Meetings will be ~~held at a pool each week from (October to June), with exceptions as~~ decided by the Board for the purpose of training, education, practice, recreation and other activities.

(b) **GENERAL MEETINGS**

General meetings will be held ~~in June annually~~ and as otherwise required for the purpose of the Corporation business or education. At the ~~June annual~~ meeting, in addition to any other business that may be transacted, the report of the Board and the financial statement shall be presented. An Annual General Meeting will be held no later than 15 months from the prior general meeting.

At any general meeting, members may introduce any business, either special or general, without any notice thereof. The Board or the President shall have the power to call a general meeting at any time. Notice of the time and place of every such meeting shall be given to each member by sending a notice ~~by regular or electronic mail~~ ten days prior to such a meeting. Members will be allowed to vote by ~~Allow proxy voting at general meetings for non-amended motions presented to membership by the Executive with 21 days notice.~~

At ~~Allow quorum least to be reached in General Meetings if~~ 25% of the voting membership ~~are either~~ present or represented by proxy will constitute a quorum to hold any general meeting of the members.

### **ARTICLE 13 – AMENDMENTS TO BY-LAWS**

The Corporation's by-laws shall not be amended wholly or in part, except by a two-thirds vote of all members present at a general meeting of the Corporation. Written notice of any proposed change of the by-laws must be given to the membership at least twenty-one (21) days prior to the meeting at which it is to be considered.

Amendments adopted shall become effective immediately, or at such time as designated by the amendment.

### **ARTICLE 14 – MONETARY TRANSACTIONS & SIGNING AUTHORITY**

Moneys of the Corporation shall be kept in a chartered bank in the name of the Corporation and a record of all deposits and withdrawals shall be kept.

All cheques, bills of exchange or other orders for payment of money issued in the name of the Corporation must be signed by any two Board members as may be approved by the Board of Directors from time to time of the Treasurer, the President, the Secretary, the First Vice-President or the Open Water Chairperson.

### **ARTICLE 15 – NOTICES**

Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given personally, or may be sent by regular or electronic mail, as may be approved by the Board. For the purpose of sending any notice, the last address contact information of the member, director or officer as recorded on the books of the Corporation shall be used.

### **ARTICLE 16 – CORPORATION ASSETS**

Any property of goods purchased by the Corporation shall be owned outright in the name of the Corporation.

Equipment belonging to the Corporation is not available for use outside the pool or other Corporation meeting places, unless otherwise decided by the Board. If a member is granted use of equipment, he/she shall automatically be held responsible for its care, its return at a specified time, and replacement of any such equipment as he/she may lose or damage.

## **ARTICLE 17 – VISITORS**

Members of other sport diving clubs or other guests may be invited to attend Corporation activities with the approval of a member of the Board. This privilege shall not exceed three (3) visits in any one year.

Visitors from other sport diving clubs or other guests must either present documentary evidence of their proficiency/~~certification with a (diving lung)~~ or be checked out by the Training Committee before participating in any Corporation underwater activities. Visitors must sign the prescribed Corporation release form before participating in any Corporations Activities.

## **ARTICLE 18 – SAFETY**

Members and visitors shall observe all safety rules at all Corporation activities set out by the Corporation's Director of Safety. Offenders shall be warned for a first offence and may be summarily dismissed by any Board member from immediate activities for a wilful second offence. This may further result in dismissal from the Corporation at the discretion of the Board.

## **ARTICLE 19 – COUNCIL ASSOCIATION**

The Corporation shall be a member of the Ontario Underwater Council. The representative(s) to the Ontario Underwater Council shall be a member(s) of the Board or other such person(s) as determined by the Board. He/she shall be the official spokesperson for the Corporation and shall register the Corporation's official vote at the Ontario Underwater Council's conference.

## **ARTICLE 20 – PARLIAMENTARY AUTHORITY**

The rules contained in “Robert’s Rules of Order” shall govern in all cases to which they are applicable and in which they are not inconsistent with these by-laws and special rules.

## **ARTICLE 21-DISSOLUTION OF THE CORPORATION**

In the event the Corporation is dissolved, the board will recommend to the membership a plan for dissolution which will include the distribution of net assets after the settlement of its liabilities.

*This copy of the Etobicoke Underwater Club. Constitution holds all changes that were accepted at its general meetings of March 30, 2020 and is accurate as at February 14 2019*

### **EUC Gear to sell**

We will be selling off the club gear to members on a first come-first served basis. All gear is used and will be sold "as-is". Proper service of tanks and BCD's is strongly recommended. Please email Cam at [euc\\_president@euc.ca](mailto:euc_president@euc.ca) to reserve your choices. Only pre-reserved gear will be brought to the general meeting on March 30 with payment due that day (either exact cash or cheque).

### **Tanks (all requiring viz)**

63 CU Ft and 80 CU FT

With hydro -\$100

Needing hydro -\$50

### **Uncoated Lead Weight- \$2 per Lb**

### **Wrist Compasses-\$25**



### **BCDs-\$50**

Sherwood Avid-6 total

1 small, 2 med, 3 large



Aqualung Wave-8 total

2 small, 2 med, 2 large, 2 XL



**Fins \$5 per pair**

Both slipper and boot

Various sizes, colours and wear



**BCD/Reg Hangers-\$15**



**Give Away Table (not reserved ahead-only at general meeting)**

Will include pink gloves, dust caps, weight keepers, weight belts, buckles both plastic and metal, mouthpieces, safety vests.....etc.

## 2020 Dive Schedule



[Contact: euc\\_divetrips@euc.ca/dive organizer](mailto:euc_divetrips@euc.ca)

Dates	Dive Name	Venue	Price	Dive Organizer	Avail. Spots
2-May	Season warm-up #1	Shore	\$5.00	EUC	
	Morrison	O&A			U
09 -May	Season Warm-up #2	Shore	\$5.00	EUC	U
	Welland Scuba Park	O&A			
6/7 June	Windmill Point	Shore O	\$5.00	EUC	
13 June	Johnson's Beach	Shore O & A	\$5.00	EUC	U
27-June	Georgian Bay	Boat O	\$125	Georgian Explorer	12.00
01 Aug	Tobermory	Boat	\$210.00	Divers Den	12
2-Aug	Tobermory	O&A		Divers Den	12
3-Aug	Tobermory Advanced	Boat Adv	<u>\$70.00</u>	Divers Den	12
12 Sept	Tobermory Evening / night dive	Boat O & A	\$65.00	Divers Den	12.00
13 Sept	Cedar Park Warton	Shore	\$5.00	EUC	U
19-Sep	Welland Swing Bridge	Shore	\$5.00	EUC	U
<b>Note:</b>	<b>Club Dives are Non Sanctioned</b>	<b>Unless</b>	<b>Divemaster</b>	<b>Present</b>	

**NOTE:** CHARTERS NOT FILLED MAY BE CANCELLED

Legend: U - Unlimited Spots, TBD-To Be Determined, NS-Non sanctioned, A - Advanced Dive, O - Open water