



# CONSTITUTION

## **BY-LAW NO. 2**

### **By-laws relating generally to the transaction of the business and affairs of the ETOBICOKE UNDERWATER CLUB**

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

#### **ARTICLE 1**

(a) **NAME**

The name of the organization shall be 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.

#### **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** (hereinafter referred to as the "Board").

The Corporation shall be governed by the Board comprising of Four (4) Directors, made up of the following officers:

President  
Vice-President  
Secretary  
Treasurer

The term of office for the Directors shall be one year after their election and until their successors are elected and installed. The 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 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 Chair 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 shall perform such other duties as may from time to time be determined by the Board.

ii. **VICE-PRESIDENT**

The Vice-President shall assume the duties of the President in the President's absence and shall also act as assistant to the President in the Vice President's regular duties. The Vice President shall also perform such other duties as may from time to time be determined by the Board.

iii. **SECRETARY**

The Secretary shall be ex-officio Clerk of the Board. The Secretary shall attend all meetings of the Board and general meetings and be responsible for the recording of all the facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to the Board. The Secretary shall be custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which the Secretary 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 the Secretary shall perform such other duties as may from time to time be determined by the Board.

iv. **TREASURER**

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account in accordance with GAAP 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. The Treasurer shall disburse the funds of the Corporation once expenditures are approved by the Board, and ensure proper supporting

documentation thereof. The Treasurer shall render to the Board at the regular meetings thereof or whenever required of the Treasurer, an account of all financial transactions, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.

#### **ARTICLE 4 – POWERS DIRECTORS**

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.

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

A quorum of a minimum of at least 3 voting members of the Board 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. The President or 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 Chair and shall not cast a vote except in the case of a tie, when the President shall cast the deciding vote. Board members participating in a meeting remotely (i.e. by phone, conference call or video conference) will have the right to vote on any motion, as long as such member participates in the meeting from beginning to end of the meeting, unless approved otherwise by agreement at the meeting.

#### **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, Vice-President, Treasurer and the Secretary, upon approval by the Board.

## **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 meeting of the Corporation. In the event that a suitable candidate, to examine the financial records, is not available for approval at the annual 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 four classifications of membership in the Corporation as follows:

- Honorary Membership
- Life Membership
- Regular Membership
- Social 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 the member to the Corporation prior to acceptance of the member's 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 pre-approved 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) 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.

### **(c) 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.

(d) **REGULAR MEMBERSHIP**

Regular members shall either have completed Corporation training requirements or present satisfactory documentary evidence of diving proficiency. All Applicants for membership into the Corporation must receive the approval of the Board.

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 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.

(e) **SOCIAL MEMBERSHIP**

Social members shall be entitled to vote at the general meeting or sit on the Board. They are entitled to all Club communications and notices. Social 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.

(f) **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 – MEETINGS**

(a) **MEETINGS**

Meetings will be decided by the Board for the purpose of training, education, practice, recreation and other activities.

(b) **GENERAL MEETINGS**

General meetings will be held annually and as otherwise required for the purpose of the Corporation business or education. At the 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 18 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 ten days prior to such a meeting. Members will be allowed to vote by proxy at general meetings for non-amended motions presented to membership by the Board with 21 days notice.

At least 25% of the voting membership 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.

### **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 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.

Any equipment belonging to the Corporation is not available for private use unless otherwise decided by the Board. If a member is granted use of equipment, the member shall automatically be held responsible for its care, its return at a specified time, and replacement of any such equipment as the member may lose or damage.

### **ARTICLE 17 – SAFETY**

Members and visitors shall observe all safety rules at all Corporation activities set out by the Corporation's safety policy. 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 18 – 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. The member representative shall be the official spokesperson for the Corporation and shall register the Corporation's official vote at the Ontario Underwater Council's conference.

**ARTICLE 19 – 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 20 – DISSOLUTION OF THE CORPORATION**

In the event the Corporation is contemplating dissolution, 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 meeting of October 21, 2021*