



SASKATCHEWAN UNDERWATER
COUNCIL INC.
P.O. Box 7651
SASKATOON, SASKATCHEWAN
S7K 4R4

As Amended March 21, 1997

SASKATCHEWAN UNDERWATER COUNCIL INC.

BYLAWS

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SASKATCHEWAN UNDERWATER COUNCIL INC.

BYLAWS

NAME

- 1.1 The name of this corporation shall be the SASKATCHEWAN UNDERWATER COUNCIL INC.; and
- 1.2 Shall be herein referred to as the Council.

MISSION STATEMENT

2. The mission of the Council are:
 - 2.1 To foster, promote and create avenues and opportunities for all residents of Saskatchewan, (regardless of their economic situation, physical changes, geographical location, gender or race) to be able to experience and appreciate (through participation and public events), the benefits and rewards of recreation (to mind, body, family and community) through the use of recreations involving Underwater Activities as a means of satisfying their recreational requirements and needs (for a healthy and happy lifestyle and future).

"To foster, promote and create avenues and opportunities for all residents of Saskatchewan to be able to experience and appreciate the benefits of underwater activities as a means of satisfying their recreational needs."

2.2 As part of this mission, the Saskatchewan Underwater Council should make all necessary efforts to co-ordinate, preserve, support and promote all of the now existing and future organized clubs and associations in Saskatchewan, participating for safety, relaxation, enjoyment and fitness in the recreation of underwater activities.

2.3 The Saskatchewan Underwater Council should be a forefront activist in future recreational underwater activity club development. This support and encouragement would be extended to the Provincial Departments of Tourism and Parks and Renewable Resources in every way to aid and assist in any projects, research or reasonably requested activities in the aim of good conservation and utilization of Saskatchewan's many parks and protected spaces.

VISION STATEMENT

3. It is the vision of this Council to:

3.1 Enhance and educate the knowledge and experiences of the residents of Saskatchewan and the public at large, about the recreation of Underwater Activities and it's benefits as an enjoyable, safety oriented, and diverse mode of healthy recreation thus enhancing our focus on Recreation

3.2 Eliminate any barriers that the public may have, see, perceive or feel in their ability to access satisfying and meaningful recreation in Underwater Activities and to

extend welcome to those that feel that barriers exist to bring down those barriers in a constructive and positive manner promoting a Recreation for All concepts

- 3.3 develop an awareness in the public through Underwater Activities the need for conservation efforts to protect our environment and natural resources specifically our parks

GOALS AND OBJECTIVES

- 4. The object of the Council are:
 - 4.1 To develop working relationships with others who have a common interest in underwater activities
 - 4.2 To provide equal opportunities and access for all residents of Saskatchewan to programs and events provided by the Council
 - 4.3 Provide the best and most up to date information to our members on safety techniques and information, equipment development , and conservation skills that will enhance their ability to enjoy their recreation to the fullest and get the absolute most out of their limited recreational times in underwater activities
 - 4.4 To promote the personal benefits of recreation in underwater activities
 - 4.5 To generate revenue through programming without displacing those people who hope to take part in our programs
 - 4.6 To promote and enhance the benefits of the Sask Parks and Recreation Association through our programs

- 4.7 To encourage members to co-operate and participate in ecologically responsible programs at local, regional, national and international levels
- 4.8 To assist the governing bodies of these programs in the aim and purpose of good conservation
- 4.9 To promote activities of existing and future organized clubs and associations that they in turn may provide opportunity for families of all kinds to grow together in the recreation and educational experience of underwater activities

REGISTERED OFFICE

- 5.1 The registered office shall be:
201 32nd Street West
Saskatoon, Saskatchewan
S7L 0S3

mailing address

- 5.2 The mailing address shall be:
Box 7651
Saskatoon, Saskatchewan
S7K 4R4

change of address

- 5.3.1 The directors may change the address of the registered office within the municipal boundary of Saskatoon, Saskatchewan.

5.3.2 The directors may change the mailing address within the boundaries of Saskatchewan.

CORPORATE SEAL

6. The seal of the Corporation:

6.1 shall have the words;

"**SASKATCHEWAN UNDERWATER COUNCIL INC.**", endorsed thereon,

6.2 shall be in such form as shall be prescribed by the directors, and;

6.3 shall be kept in such place as seen appropriate by the directors, and;

6.4 shall be used in the presence of the President and Secretary or such other person as may be designated by ordinary resolution of the Board of directors.

SPECIAL RESOLUTION

7. "Special Resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast by the members who voted in respect of that resolution or signed by all the members entitled to vote on that resolution.

MEMBERSHIP

8.1 The following are the requirements for membership:

8.1.1 submission of application for membership,

8.1.2 annual payment of the prescribed membership fee,

8.1.3 approval of application by the Board of Directors.

membership fees

8.2 The membership fees for each class of membership shall be set by approval of a resolution at a general meeting of members.

8.2.1 Membership fees shall be due and payable April 1st of each calendar year.

class of membership

8.3 There shall be four (4) classes of membership as follows :

- (a) Individual membership,
- (b) Club membership,
- (c) Commercial membership,
- (d) Honourary membership.

members rights

8.4 The following are the rights, privileges, restrictions and conditions that constitute the membership interests of a member of each class :

proposal to amend bylaws

8.4.1 (a) A member of any class of membership may, in accordance with section 9.1, make a proposal to amend the bylaws or articles of the Council.

notice of meeting

- (b) All members of any class of membership, who are on the current membership list on the date of notice, shall be entitled to a notice of meeting of the members.
- (c) All members of any class are entitled to be sent copies of the Council's publication.

- (d) All members of any class have the right to take part or participate in all council sponsored, supported or sanctioned events, upon payment of required fees where applicable.

individual members

- 8.4.2 (a) Any person interested in underwater activities may apply for an individual membership.
- (b) Each individual member is entitled to vote at a meeting of members.

member clubs

- 8.4.3 (a) An organized group, club or non-profit corporation will be recognized by the Council if they notify the Council, in writing, of their name, address, telephone number, contact person and submit a membership list.
- (b) Each recognized group is entitled to be listed in the Council's publication and to receive one (1) copy of every issue of the Council's publication.
- (c) Recognized groups may apply for funding or request Council sanction and support if a majority of members hold current Council memberships.

commercial memberships

- 8.4.4 (a) The organizations falling into the following groups:
- Manufacturers, their agents and distributors, of equipment used by divers,
 - Retailers of equipment used by divers,
 - Air station operators,
 - Commercial training outlets,
 - Commercial diving companies,

- other commercial entities may apply for commercial membership if they:
 - i) submit their legal and business names and addresses,
 - ii) submit the name and address of their principal contact person.
- (b) Commercial members are entitled to:
 - i) a preferred advertising rate for advertisements placed by them in the Council publication.
 - ii) inclusion in a listing of commercial members in each issue the Council publication.

honourary members

- 8.4.5 (a) A person may be nominated as an honorary member by a written submission, containing name and pertinent history of nominee and reasons for nomination, from any member of all membership classes to the Council secretary .
- (b) Appointments as honorary members are subject to the approval of a special resolution by the voting members at a meeting of members.
 - (c) The rights inferred upon a honorary member are only those granted to each appointee by the Board of Directors.

membership certificates

- 8.5 The Council shall issue certificates of membership to each class of membership which shall state:
- (a) name of the holder of the certificate,
 - (b) class of membership,

- (c) duration of membership,
- (d) that the class of membership it represents has rights, privileges, restrictions or conditions attached thereto and the Council will furnish, upon request, a text of these rights, privileges, restrictions and conditions.

standing of members

8.6 The Board of Directors, by special resolution, may suspend or expel any member whose conduct is such as to bring discredit to the Council. No member may be expelled or suspended without (30) thirty day's notice in writing of the nature of the complaint. The member is entitled to a hearing with the Board of Directors before the expulsion or suspension can be invoked.

withdrawal from membership

8.7 Any member may withdraw from the Council at any time by notice to the Council, but upon withdrawal the member shall not be entitled to a refund of any portion of the fees that may have been paid.

BOARD OF DIRECTORS

9 The affairs of the Council shall be managed by a Board of a minimum of eight (8) to a maximum of ten (10) directors, each of whom, at the time of their nomination and election is a current voting member of the Council.

EXECUTIVE COMMITTEE

9.1 There may be an executive committee, composed of a maximum of five (5) directors, appointed by the board of directors for such terms as the board of directors shall determine without prejudice to the board of director's right to terminate such appointment at any time and such appointment shall be made

following the annual general meeting of the corporation. Renumeration of members of the executive committee, if any shall be determined by the board of directors from time to time. The president shall, in all cases, be a member of the executive committee if such committee is created and shall act as the chairperson of such committee.

9.1.1. The executive committee may only implement programs and policies which have been approved by the board of directors and shall be responsible for the day to day affairs and operation of the corporation. The executive committee is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stock, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the corporation for such considerations they may deem advisable.

9.1.2 The executive committee shall record all actions, directions, or authorizations done, given, or taken by the committee, and shall record such activity in order by the meeting in which it has so determined the action, direction, or authorization and such action, direction or authorization shall only be under or implementing policy decisions of the board of directors and such meeting records shall be submitted to the board of directors in a timely manner, time being of essence.

- 9.1.3 Twice annually, at the corporation annual meeting, and at the corporation budget approval meeting, the executive committee shall submit written reports but reporting may be required by motion of the board of directors at any other time.
- 9.1.4 The executive committee is accountable to the board of directors.
- 9.1.5 Three (3) members of the executive committee shall constitute a quorum.
- 9.1.6 Forty eight (48) hours notice shall be required to call a meeting of the executive committee. If notice is less than seven (7) days, then notice must be by telephone or fax.
- 9.1.7 Each member of the committee will carry one (1) vote. In case of equality of votes, the chairperson, who shall not normally vote, shall have the deciding vote.

program committee

- 9.1.8 Program committee(s) may be determined and approved by the executive committee. The appointments of members thereto shall be determined by the executive committee and appointees shall receive no remuneration for acting on such program committee and may be entitled and paid a reasonable amount for travelling and other such expenses properly incurred by them in connection with the affairs of the corporation .
- 9.1.9 Program committee(s) shall advise the executive committee and board of directors by written reports on matters within their area of expertise. Their powers are advisory only and the president or board of directors may remove or appoint any committee member at their own discretion. No recommendation of a program committee has force and effect until adopted by resolution of the board of directors.

election of directors

9.2.1 At the annual general meeting, no less than three (3) directors shall be elected for a term of office of three (3) years.

9.2.2 Any number of director's positions greater than three (3) to be filled at an annual general meeting shall be the remaining portion of the three (3) year term of the vacant position.

9.2.3 Each group of terms of office shall be elected by ballot.

9.2.4 A retiring director shall be eligible for re-election subsequent to bylaw 7.2.5.

vacancies

9.3.1 Vacancies on the Board of Directors however caused, may, so long as there is a majority of the director's positions filled and present at the executive meeting, may make appointments to the office from the voting membership.

appointees term

9.3.2 The term of office of an appointed director shall expire at the first general meeting at which elections are to take place.

9.3.3 Any director missing more than two (2) board meetings without just cause during any fiscal year shall be removed from office, and his position filled in accordance with section 9.3.1,

Any director missing more than four (4) board meetings, for any reason during any single fiscal year can be removed from office by the board of directors and his position filled in accordance with 9.3.1.

9.3.4 Any director who has been removed from the board of directors subject to 9.3.3 shall not be eligible for re-election for two (2) years.

9.3.5 A director who is to be removed will be notified by registered mail in accordance with the nonprofit corporation act of the next meeting to discuss his/her removal.

power of directors

9.4.1 The directors of the Council may administer the affairs of the Council, in all things and make or cause to be made for the Council, in its name, any kind of contract which the Council may lawfully enter into and may exercise all such powers and do all such other acts and things as the Council is, by its Articles and Bylaws or otherwise, authorized to exercise and do.

9.4.2 The directors may exercise all such powers of the Council as are not, by the Non-Profit Corporation Act or by these bylaws, required to be exercised by the members at a general meeting.

quorum of directors

9.5 A majority of the Board of Directors shall constitute a quorum.

meeting of directors

9.6.1 (a) The directors may meet together for the dispatch of business, adjourn or regulate their meeting as they may determine.

(b) A record of the business being transacted at a meeting of the directors shall be kept in the form of minute books.

calling of meeting

9.6.2 Director's meeting may be called by the President or Vice- President or by the Secretary on the direction of the President or Vice-President, or by the Secretary on direction in writing by at least two (2) directors.

notice of meeting

- 9.6.3 (a) A notice of meeting of directors shall be delivered, telephoned or telegraphed to each director and member club president not less than seven (7) days before the meeting is to take place, or shall be mailed to each director not less than fifteen (15) days before the meeting is to take place.
- (b) A notice of meeting of directors shall contain the time, date and place of meeting or information pertaining thereto and shall specify in the form of a proposed agenda, any matters to be acted on at a meeting, which may be added to or amended at the meeting.

voting by directors

- 9.6.4 (a) Questions arising at any meeting of directors shall be decided by a majority vote. In case of equality of votes, the chairperson, who shall not normally vote, shall have the deciding vote.
- (b) All voting shall be done by show of hands for or against unless a vote by ballot is requested by a director.
- (c) A director of the executive may proxy his vote to another director by either writing a signed letter to this effect and send it with his delegate, or verbally through discussion with the chairperson.

remuneration by directors

- 9.7.1 A director or officer may receive reasonable remuneration for his services to the corporation and indemnification for his expense incurred on behalf of the corporation as a director or officer upon submission of an expense report containing all receipts and pertinent information and approval of payment is given by directors.

9.7.2 A director is not entitled to remuneration for services within the scope of his elected or appointed responsibilities.

filling of offices

9.8.1 The office of the President shall be elected from those directors not presently up for election by mail out ballot to the membership fourteen (14) days prior to the annual general meeting.

9.8.2 Ballot will be opened and counted at the annual general meeting, clause 8.4.3 (B), (C), (D), (E) shall apply.

7.8.3 The election of the President, shall be for a one (1) year term.

9.8.4 Eligible nominees for the office of president shall be a director who had a minimum of one (1) year on an executive committee.

duties of offices and directors

9.9.1 The duties of the elected officers of the Council shall herein be set down but may be amended or added to by the directors .

president

- (a) The president shall preside at all meetings of the members and, or Board of Directors. He shall have the option to delegate the chair. He shall have the general and active management of the business of the Council. He shall see that all orders or resolutions of the Board or members shall be carried into effect.

vice-president

- (b) The vice-president, in the absence or disability of the president, shall perform the duties and exercise the power of the president and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

treasurer

- (c) The treasurer shall have custody of the Council funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Council and shall deposit monies and other valuable effects in such depositories as may be designated by the Board of Directors. He may disburse the funds of the Council as ordered and approved by the Board of Directors, taking proper vouchers for such disbursements and shall render to the president and directors at regular meetings of the Board of Directors or whenever they may require it, an account of all his transactions as treasurer and of the financial position of the council. He shall also perform such other duties as may be determined by the Board of Directors. He shall give an undertaking in writing for the restoration to the Council in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, accounts, monies, and other property of whatever kind is in his possession or under his control belonging to the Council.

secretary

- (d) The secretary shall be responsible for ensuring that the minute book of the corporation is duly maintained including all minutes of member meetings (annual, semi-annual, or special); board of director meetings; and executive committee meetings.

The secretary shall also ensure that all provincial incorporation requirements are fulfilled and that proper notice is issued for all corporation meetings of members, director and executive.

The secretary shall give, or cause to be given, all notices to the directors required under the non-profits corporations act.

duties and care of officers and directors

9.9.2 Every director and officer of the Council, in exercising his power and discharging his duties shall:

- (a) act honestly and in good faith with a view to the best interest of the Council;
and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

duty to comply

9.9.3 Every director and officer of the Council shall comply with the Non-Profit Corporations Act and with the regulations, articles, and bylaws and any unanimous member agreements not in contravention of the Act.

ANNUAL MEETING

10.1 The Annual General Meeting of the Council shall be held between the first sixty (60) to one hundred and twenty (120) calendar days of each calendar year.

notice of meeting

10.2.1 Notice of the time and place of a meeting of members shall be sent, not less than twenty-one (21) days or not more than fifty (50) days before the meeting:

- (a) to each member
- (b) to the auditor of the corporation

10.2.2 Failure to receive a notice does not deprive a member of the right to vote at a meeting.

notice of publication

10.2.3 Notice of meeting of members may be in the following form :

- (a) a special notice mailed directly to the members entitled to vote at a meeting, or
- (b) may be included as part of the Council's publication which has been issued within the definition of a notice of meeting, under section 8.2.1, to be sent to all members.

notice of business or proposal

10.2.4 Notice of a meeting of members at which special business or proposals are to be brought forward shall state :

- (a) the nature of that business or proposal in sufficient detail to permit the members to form reasoned judgment thereon ; and
- (b) the text of any special resolution to be submitted to the meeting and;
- (c) a notice of business or proposal may originate from a member and must be submitted to the Board of Directors at least (60) sixty days prior to the meeting.

calling of meeting

10.3.1 The directors may call a meeting of the members of the Council when it has been determined by the majority of directors at a meeting of directors, that a meeting is necessary.

requisition of meeting

10.3.2 The directors shall call a meeting of members when they have received written requests for such a meeting from no less than five (5) percent of the current membership entitled to vote at the meeting.

voting

10.4 Voting at a meeting of members shall be carried out in the following manner:

10.4.1 Voting shall be a show of hands subject to section 10.4.3, or

10.4.2 by a call for vote from the list of members present at the meeting when the vote is taken. After which the minutes will show only the members, for, against or abstaining, subject to section 10.4.3.

10.4.3 (a) a vote by ballot shall be taken when a written demand for such a vote is presented to the chairman by a member.

- (b) when a vote is for the election of officers, it shall be by ballot mailed out to each member not less than fourteen (14) days prior to the annual general meeting.
- (c) ballot will be opened and counted at the annual general meeting.
- (d) any ballot not received in the post office box by the last Friday prior to the annual general meeting shall be considered spoiled and will be destroyed unopened.
- (e) members may bring their "personal ballot" only to the annual general meeting and must present it to the chairman at the commencement of the meeting.

10.4.4 No proxy votes will be recognized at a meeting of the members.

quorum

10.4.5 At a meeting of members, attendance by no less than ten (10) voting members shall constitute a quorum.

AMENDMENTS OF BYLAWS

11.1 Any member, supported by a seconder, may propose amendments to these bylaws by submitting such amendments in writing to the Board of Directors at least sixty (60) days in advance of the General Meeting. The Board of Directors will circulate the proposed amendment(s) to the membership at least fourteen (14) days in advance by a notice of meeting. The amendments shall only be made after the motion to amend is passed by a two-thirds majority of those present and voting at a General Meeting. Amendments cannot take effect until the conclusion of the General Meeting, subject to approval under the Non-Profit Corporations Act.

11.2 Should, through any fault of the Board of Directors, the fourteen (14) day notice to the membership not be given and it is established that sixty (60) days advance notice has been received by the Board of Directors, then that proposed amendment may be made from the floor at a General Meeting.

FISCAL YEAR

12. The fiscal year of the Council shall be April 01 to March 31.

AUDITOR

13. The membership shall, at each Annual General Meeting, appoint an auditor to audit the accounts of the corporation to hold office until the next annual general meeting, providing that the directors may fill any vacancy in the office of auditor. The remuneration shall be fixed by the Board of Directors.

DISPOSAL OF ASSETS

14.1 Subject to section 9.4, the directors are empowered to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of bounds or property, movable or immovable, real or personal, or any right or interest therein owned by the corporation, for such condition and upon such terms and conditions as they may deem advisable.

14.2 Upon the desolation of the Council, any remaining property or assets shall be dispersed as follows :

- (a) to a body corporate within Saskatchewan that succeeds in the Council, and,
 - i) is recognized by the Government of Saskatchewan as the Provincial sport governing body of underwater activities, and
 - ii) supports the National Sport Governing Body of Canadian underwater diving activities, or
- (b) to the National Sport Governing Body of Canadian underwater diving activities to be held in escrow until they can be passed on in accordance to section 122 (a).

RULES AND REGULATIONS

15. The Board of Directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operations of the Council as they deem expedient.

INTERPRETATION

16. In these bylaws, the singular shall include the plural and the plural the singular; and the masculine shall include the feminine.

PARLIAMENTARY PROCEDURE

17. The rules contained in "ROBERTS RULES OF ORDER" shall govern in all cases to which they are applied and in which are not inconsistent with these by-laws and special rules.

Passed by the board of directors and sealed with the corporation seal this _____ day of _____, _____ AD.

PRESIDENT

SECRETARY