



Ontario Underwater Council  
[www.underwatercouncil.com](http://www.underwatercouncil.com)

# **OUC ANNUAL GENERAL MEETING**

**SUNDAY, NOVEMBER 25<sup>th</sup>, 2012**

**Sport Alliance of Ontario Building  
3 Concorde Gate, Toronto, ON**

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## INITIAL AGM NOTICE

Dear O.U.C. Member Club, Commercial Members, & Gold Members;

Please find enclosed important information pertaining to our upcoming **2012 Annual General Meeting**. This year the Annual General Meeting will be held **SUNDAY, November 25<sup>th</sup>, 2012 starting at 12:30 pm, with registration commencing at 12pm at the Sport Alliance of Ontario building 3 Concorde Gate, Toronto, ON (Boardroom 3 & 4).**

This will be an excellent time to bring together OUC membership, represented by "voting delegates", to discuss Council policy, review the year's performance and to provide Board of Directors with a mandate for the upcoming year.

Contained in this Annual General Meeting Kit, you will find all of the necessary documents that you will require for your participation in this meeting. Please complete and return the enclosed information requests and be sure to assign a worthy candidate to attend the meeting and represent your club. Please make sure that your forms are sent in prior to that date.

### THE FOLLOWING STEPS WILL HELP TO PREPARE YOU FOR THE MEETING:

1. Clubs - Choose (1) Delegate and (1-2) Observers to represent your club and register them on the enclosed registration form.
2. Enclose proxies from your gold members if they are not attending in person.
3. Decide if there are any motions to be made regarding the Council's Bylaws or policies and submit them prior to the A.G.M.
4. Submit your nominations for Board positions which are vacant and up for election.
5. If your club cannot attend, arrange for another club or Gold Member to vote on your behalf by completing and returning the enclosed VOTING BY PROXY form.
6. Submit your nominations for each of the categories of awards outlined on the enclosed forms.

After reviewing the contents of this A.G.M. Kit, please feel free to contact our office if you require further clarification of your responsibilities. Please note that the Annual Report and Financial Report will be enclosed in a follow-up mailing.

As a Member of the Ontario Underwater Council, we certainly hope that you will use this opportunity to direct the future goals of the Council on behalf of Ontario divers. We look forward to meeting with you and receiving your club's input!

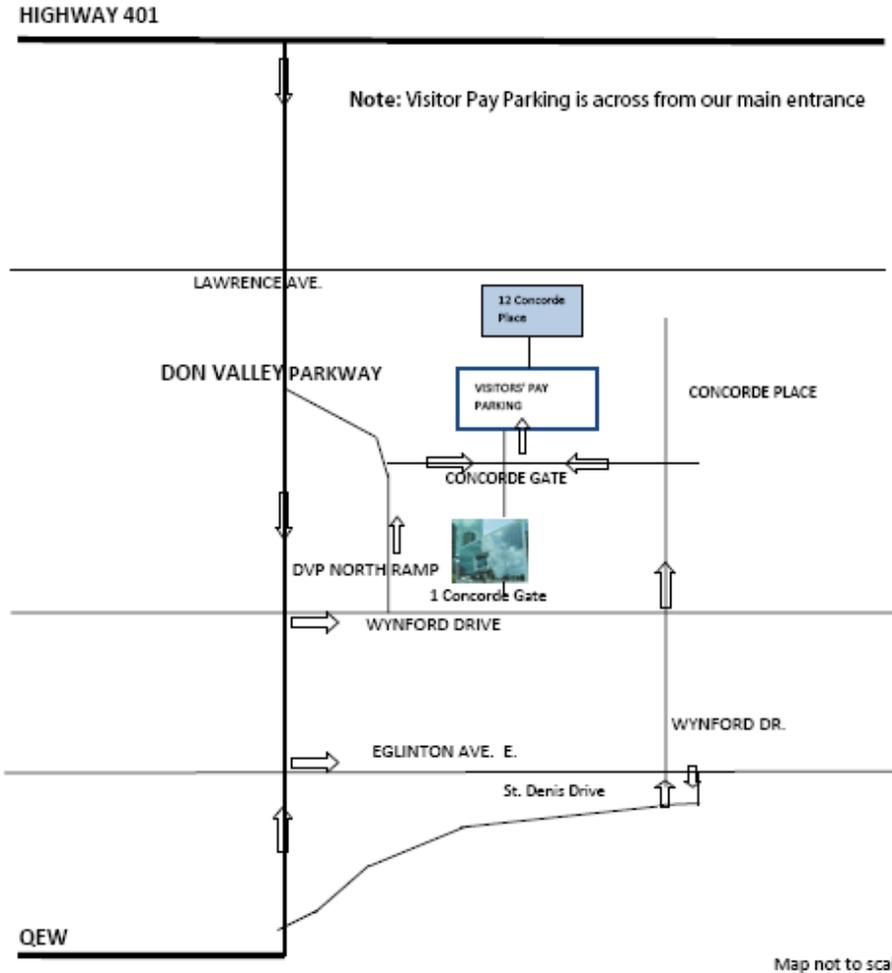
Board of Directors,  
Ontario Underwater Council

FROM THE QEW: -Don Valley Parkway North - Exit at Eglinton Ave. E.  
 -Take Wynford Dr. ramp toward St. Denis Dr.  
 -Keep right at the fork to go on to Wynford Dr.  
 -Stay straight to go onto Concorde Place  
 -Turn left at Concorde Gate

**To our Office:**

-Enter main lobby and walk past security desk towards TV screen  
 -Turn right towards the elevators  
 -Immediately before the elevators turn right  
 -Enter Suite 109

FROM HWY. 401: -Don Valley Parkway South  
 -Exit at Wynford Drive (turn left)  
 -Turn left again at DVP North Ramp  
 -Keep right; turn at Concorde Gate



## Parking

### Option 1

Park in the Visitor pay parking (\$10.50 weekends) – Directly across from 1 Concorde Gate

### Option 2

Park along the street on Concorde Pl (Free on Sundays) – short walk

### Option 3

Park at 150 Wynford Dr. (free, 3 hour limit) – longer walk then option 2 but still short

**ONTARIO UNDERWATER COUNCIL  
2012 ANNUAL GENERAL MEETING**

**AGENDA**

**12:00 – 12:30 pm**  
Registration

**12:30 – 1:30 p.m.**  
OUC Annual General Meeting

**1:30 – 2:30 p.m.**  
Mixer (Non-alcoholic)

**ONTARIO UNDERWATER COUNCIL  
2012 ANNUAL GENERAL MEETING**

**BOARD MEMBER  
REPORTS**

## **President's Report: Rick Le Blanc**

1. Review outcomes of 2011 Brainstorming session, how they rolled into OUC's 2012 Strategic Plan, and status
2. At the 2011 AGM there were 42 suggestions brought forth by the members in attendance for 2012. The Board included these suggestions in its 2012 planning session in March, and then assigned volunteer resources to them in order of greatest priority (we did not have enough volunteers to act on all suggestions). Here are the main points to the 2012 plan:

### **Membership:**

- Reach out to clubs that have not yet joined. Explore inter-club synergies such as training, dive season, club events, etc...
- Develop a compelling Individual Membership Value Proposition through a tendering process addressed to 12+ insurance carriers.
- Revamp the Commercial Value Proposition with more up-to-date benefits.
- Send out renewal forms to existing commercial members with a newly designed pamphlet.
- Send out a mass mailing to potential commercial retailers, travel companies and charter operators.

### **Sport Safety**

- Continue to publish OUC's "Ontario Scuba Incident & Prevention report" with the aid of Ayisha Hassanali and Stephen Weir
- Refresh OUC's Scuba Diver Safety Awareness Program (SDSAP) for Fathom Five
- Maintain the Liability Policy and Risk Management Document for Scuba Clubs
- Place the AVIVA Barth Memorial Program on hold until we have the volunteers needed to properly run the program.

### **Communications:**

- Maintain a social media presence such as Facebook
- Maintain OUC's website and look to ways to improve its user friendliness
- Increase our media presence by using free on-line ads
- Publish quarterly issues of OUC's "Ontario Diver" newsletter
- Implement reciprocal links of websites between OUC and its members
- Continue to vet all communications with all levels of government

To date we've made excellent progress towards executing our plan. We have:

- Instituted on-line banking with the Bank of Montreal. This has enabled David, Doug Rosser and I the ability to see our bank balance and not write cheques that would force us to use OUC's line of credit.
- Reduced the service charge on the LOC from \$66.00 to \$30.00 per month.
- Changed OUC's mission statement to read "To promote the sport of scuba diving in Ontario through safety, advocacy, cultural & environmental awareness, self

- governance... and fun!”. Education was dropped until resources become available.
- Wrote a letter and visited the Honourable Michael Chan, Minister of Tourism, Culture and Sport about the elimination of the Marine Heritage Advisor position. No resolution has been forthcoming although Stephen Weir and Scarlett Janusas from APA continue to pursue this and other issues.
  - Implemented a shared Google Club Calendar to share information on dives, training courses and club events.
  - Established regular club Presidents’ meetings to share opportunities and information amongst clubs.
  - OUC’s Ice Floe Race is now advertised on the Ontario Outdoor Adventure website. <http://www.ontariooutdoor.com/details.aspx?pkgid=1413&gid=32&aid=206&sid=0&cid=0&language=en>
  - Working on putting out OUC’s “Dive Ontario! Guide” to diving Ontario.
  - Working on a web-site refresh
  - Working on a redesign of the OUC booth for the trade shows OUC attends.

### **Sport Safety Director’s Report: Mar Smith**

*“I have enjoyed my opportunity to work with some great people over this term on the Ontario Underwater Council this year, as the OUC Safety Director.*

We took a new approach this year with our new Ontario Scuba Diving Incidents and Prevention Report format. Hoping this would help divers navigate our safety information and be clear on what is happening in Ontario with our dive community and Ontarioians while abroad.

Some of our OUC recommendations in a Coles notes versions recapped are:

- ✓ *Outdoor enthusiasts should perform a thorough search of any qualifications when choosing a diving destination or any other rigorous outdoor activity in which training will be required*
- ✓ *Never hold your breath*
- ✓ *If a person is feeling unwell, a dive or pending dive should be aborted*
- ✓ *Ensure comfort and proficiency in a pool setting prior to open water*
- ✓ *As part of a complete pre-dive check, all equipment should be tested to be complete, connected, and in good working order, including smelling and tasting the air prior to beginning a dive*
- ✓ *Monitor depth and adhere to depth limitations for students under the care of an instructor*
- ✓ *Follow safe ascent rates and procedures, maintaining an open airway throughout*
- ✓ *Dive buddies and professionals should have equipment immediately secured and tested in the event of an incident*
- ✓ *Before diving in unfamiliar waters, consult on all critical aspects of the dive and the location with a diver who is experienced with that site, and if possible, have that diver accompany you.*
- ✓ *Buddy teams of divers should gear up together, and enter the water fully-g geared up with regulators in mouths, etc., together.*

- ✓ *Dry suit divers in particular should ensure their dry-suits are zipped completely closed before entering the water.*
- ✓ *Divers should try out new equipment in a pool-like-setting before trying it out in open water (many retailers and clubs book pools for precisely this purpose).*
- ✓ *Certain types of scuba equipment (e.g. dry suit) may be easier and safer to use with appropriate Instruction/Training beforehand. If you have any questions as to whether Instruction/Training might apply to your scuba equipment acquisition, ask your local scuba professional (Retailer, Instructor, etc.).*

I am please to share in the growing scuba awareness of safety. Especially in our ever changing scuba world from training standards with different agencies, to occasional changing evolutions of scuba diving equipment. As well as making sure our Ontario certified divers get current info on destination diving and trying to help being a good beacon for good decision making, for divers and their choices for fun safe adventures. “

### **Membership Director’s Report: Rick Le Blanc**

- 20 Club members, an increase of 1 from 2011 and 15 Commercial members, an increase of 9 over 2011. One more club, GLTD, will sign up by November thanks to Raimund and Marianne.
- Explore inter-club synergies such as training, dive season, club events, etc... through the OUC Club President teleconference meetings
- Develop, with Raimund, a compelling Individual Membership Value Proposition through a tendering process addressed to 12+ insurance carriers.
- The Commercial Value Proposition was updated with more up-to-date benefits.
- Send out renewal forms to existing commercial members with a newly designed pamphlet.
- Sent out a mass mailing to potential commercial retailers, travel companies and charter operators. Received a greater response that lead to an increase in Commercial members.

### **Communications Director’s Report:**

No report received

### **Finance Director’s Report: David Taylor**

At the 2011 AGM it was agreed to change the OUC financial year from July 1/June 30 to January 1/December31. Consequently we are in the first year of the new financial year so I do not have final figures for the year and I am unable to make a direct comparison with previous experience.

I have tracked the accounts and attempted to forecast the end of year status. It should be noted that our income flow from memberships is during the first half of the year, whereas administration expenditures continue through the year. Early on it seemed that we would just break even but the August numbers indicate that we could be in the black by

several thousand dollars. Note this is an estimate and I have not seen the September figures as I write. However I do not anticipate the need to increase membership fees.

We also moved to a new way to pay for the insurance: \$5000 down and then pay in installments for membership above 500. This considerably eased our cash flow problems at the beginning of the year. It seems that this program will be in the black, which will help to cover its administrative costs. It should be noted that OUC has swallowed the GST on the insurance fee.

### **Regional Coordinators' Reports:**

#### **OUC Regional Coordinator, Ontario East II**

Vacant (no report)

#### **OUC Regional Coordinator, Ontario East I**

Helmut Bock, CSD

I will not stand for re-election.

#### **OUC Regional Coordinator, Ontario Central-East**

Joe Sildiryan, ASC

Joe will stand for re-election

As the OUC Central East Coordinator, I have one of the most fun jobs with coordinating the demo tanks and the OUC booths at two big shows for last three years. As you all know this shows are Ultimate Travel Show, held in January, which attracts so many divers across the province and other parts of the country. It accommodates and houses booths for Caribbean countries and other dive destinations and resorts. This show brings in large crowds every year on a Saturday and Sunday and most of these people are divers all over from the province. I took on the responsibilities (thanks to Raimund) three years ago and I have been charge of the event ever since. My duties are setting up the OUC booth schedule, coordinating the demo tank, which is a great attraction and allows clubs and divers to demo new equipment and various skills. This year's attraction was rebreathers as presented by Total Wreck Divers in February, OUC attends the Outdoor Adventure Show. The trade show hosts and displays companies and clubs from a wide variety of outdoor activities. Here you can find anything and everything to do outdoors. We get invited by both show management teams to coordinate the dive demo tank, which is located by other dive related companies and clubs. This show sets up on a Thursday and runs for three days. For 2013, I am the chairperson for OUC for the Ultimate Travel Show and the Outdoor Adventure show.

I try to attend most OUC meetings. If I am not able to I try sending my report for the month ahead of the monthly meeting. My duties are to visit clubs, dive shops, charter operators in my area either to recruit more membership or to pay a random visit to see if things are going good and if they have any concerns. Being on the board for 4 years I have met and am close with most area diver clubs, shops and stores.

Over the past year I have visited several clubs, shops and spoke with few dive charter operators. Unfortunate to notify the community that the dive charter operator Frank Bird from Proteus Dive inc. has sold his operations to Diver's Den in Tobermory. He was a great guy and will be missed as well his great Crew.

Some of my area clubs like Ajax Scuba Club and Scarborough Underwater Club Inc., which I am a member, and an instructor had a great dive season. Also they both had a good turn out and interest for Open Water, Advanced, Rescue Diver and Divemaster courses.

I like what I do as a diver, Instructor and OUC for the dive community. I will be responsible for chairing the two upcoming shows The Ultimate Travel Show which is in Toronto on January, 26<sup>th</sup> and 27<sup>th</sup>, 2013 at the Direct Energy Centre and the Outdoor adventure show which is February 22<sup>nd</sup> to 24<sup>th</sup>, 2013 At the International Centre.

I thank all the OUC board members and the coordinators. A huge thanks to the volunteers who give their time to work with me and other Board members to make all OUC events a success and keep OUC working on behalf of the dive community in Ontario.

### **OUC Regional Coordinator, Ontario Central-West**

Ken Boyce, EUC, No report received

I will stand for re-election

### **OUC Regional Coordinator, Ontario South**

Vacant (no report)

### **OUC Regional Coordinator, Ontario South-West**

John Charest, SOS

I will stand for re-election

- Attended majority of OUC Board Meetings
- Confirmed OUC Directory information for Scuba Community members in my region
- Promoted Club, Commercial, and Individual membership in OUC
- Promoted diving in my region.

**OUC Regional Coordinator, Ontario North:**

Randy Cook, SDAC, No report received

I will not stand for re-election

**OUC Regional Coordinator, Ontario North-West:**

Vacant (no report)

**ONTARIO UNDERWATER COUNCIL  
2012 ANNUAL GENERAL MEETING**

**NOMINATION TO THE  
ONTARIO UNDERWATER COUNCIL  
BOARD OF DIRECTORS**

Dear OUC Member Scuba Club:

Virtually all positions on the OUC Board of Directors and Regional Coordinators team are filled from Member Scuba Clubs.

If you can't remember when your Club last fielded a candidate to the OUC Team, then the 2012 OUC AGM would be a good time to nominate your most passionate and capable candidate/s to serve our sport at a Provincial level.

| <b>OUC Board Members &amp; Regional Coordinators Terms of Office</b> |                                 |                                 |                                 |                                 |                                 |                                 |
|--|---------------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| <b>Role / Term=&gt;</b>  | <b>2012 AGM to<br/>2013 AGM</b> | <b>2013 AGM to<br/>2014 AGM</b> | <b>2014 AGM to<br/>2015 AGM</b> | <b>2015 AGM to<br/>2016 AGM</b> | <b>2016 AGM to<br/>2017 AGM</b> | <b>2017 AGM to<br/>2018 AGM</b> |
| <b>President</b>   | <i>2-year term</i>              | <i>2-year term</i>              |                                 | <i>2-year term</i>              |                                 | <i>2-year term</i>              |
| <b>Safety</b>  | <i>2-year term</i>              |                                 | <i>2-year term</i>              |                                 | <i>2-year term</i>              |                                 |
| <b>Membership</b>  | <i>2-year term</i>              | <i>2-year term</i>              |                                 | <i>2-year term</i>              |                                 | <i>2-year term</i>              |
| <b>Finance</b>   | <i>2-year term</i>              |                                 | <i>2-year term</i>              |                                 | <i>2-year term</i>              |                                 |
| <b>Communications</b>  | <i>2-year term</i>              | <i>2-year term</i>              |                                 | <i>2-year term</i>              |                                 | <i>2-year term</i>              |
| <b>Regional<br/>Coordinators</b>                                     | <i>1-year term</i>              |

**Here are the positions open for election at the 2012 AGM:**

**Board of Directors:**

Four out of five total positions open for election as follows:

- Two incumbents Directors are standing for re-election, for two-year terms
- Two vacant Director positions are open for election, for the one-year balance of two-year terms

Note #1: The Board of Director, President, position is not open for election this year.

Note #2: Board Members to determined specific roles at the Board meeting immediately following the AGM.

**Regional Coordinators**

Note #1: All terms are for one year (from AGM to AGM)

Note #2: Candidates should be nominated and elected by members from within the Region

**Regional Coordinator Ontario East 2 (Brockville, Cornwall, Ottawa),**

Position vacant – Wayne Plumb is being nominated.

**Regional Coordinator Ontario East 1 (Kingston, Peterborough, Belleville)**

Incumbent Helmut Bock will not be standing for re-election for 2013.

Position vacant and open for election

<Rick to contact nominee Wayne Plumb>

**Regional Coordinator Ontario Central-East (416 & 905 East of Hwy #11)**

Incumbent Joe Sildiryan will be standing for re-election

**Regional Coordinator Ontario Central-West (W of Hwy 11 to Oakville and N to Gravenhurst)**

Incumbent Ken Boyce will be standing for re-election

**Regional Coordinator Ontario South (Burlington, Hamilton, Fort Erie, Kitchener)**

Position vacant and open for election

**Regional Coordinator Ontario South-West (London, Windsor, Sarnia)**

John Charest **will be standing** for re-election.

**Regional Coordinator Ontario North-West (Thunder Bay)**

Position vacant and open for election

**Regional Coordinator Ontario North (Sudbury, Timmins, Sault Ste. Marie, North Bay)**

Randy Cook will not stand for re-election

Descriptions of the roles and responsibilities of each of these positions may be found in this package under election information.

Reminder: Every OUC Member Club should have at least one (1) of their members serving in one of the above capacities.

Board of Directors,  
Ontario Underwater Council

**ONTARIO UNDERWATER COUNCIL  
BOARD OF DIRECTOR  
2012 ELECTION INFORMATION &  
POSITION RESPONSIBILITIES**

|  |
|--|
| <b>ELECTION TO O.U.C. BOARD OF DIRECTORS</b> |
|--|

Enclosed you will find a descriptions of the "Position Responsibilities" for **all** the Board of Director and Regional Co-ordinator positions (whether they are open for election this year or not).

Please be sure the candidate/s you are nominating are suitable for the respective positions.

**PRESIDENT**

**General Mandate:** Accountable to the Ontario Underwater Council Membership for the overall operation of the Council.

**Responsibilities:**

- 1) Act as chairman of the Board of Directors.
- 2) Ensure that each Director is assuming full responsibility and accountability for their respective area.
- 3) Be responsible for the fiscal policies and financial stability of the Council
- 4) Be visible throughout the diving community as the President of the OUC
- 5) Accept responsibility for all OUC programs which are directly run by an appointed Chairman for which no Director is directly responsible
- 6) Be responsible to ensure the OUC's position and overall image are being properly presented.
- 7) Ensure OUC liaison to Underwater Canada
- 8) Attend all OUC Board of Director's meetings
- 9) Co-ordinate with the Director of Membership to organize the AGM.

**Objectives:**

Explore various fundraising initiatives  
Establish better relationships with manufacturers and retailers  
Re-establish the OUC as the voice of diving in Ontario  
Define the role of the OUC as a consumer advocate "where does the OUC come into disputes etc between divers, retailers, manufacturers and agencies"  
Liaise with other Provincial Councils

## **FINANCE DIRECTOR**

**General Mandate:** To be responsible for ensuring adherence to the OUC fiscal policy, to develop an annual operating budget and to ensure regular monitoring of budget adherence.

### **Responsibilities:**

- 1) Establish the consolidated operating budget in conjunction with the Board of Directors and the Office Administrator.
- 2) Participate in the development of budgets for each council operating divisions i.e. Treasure Hunt, Air Test Program
- 3) Review monthly financial statements and conduct quarterly budget reviews.
- 4) Prepare detailed six month financial performance evaluation
- 5) Monitor the cost effectiveness of all OUC programs and initiate a Board review whenever poor program performance requires.
- 6) Ensure all government reporting deadlines are met.
- 7) Ensure all third party funding handled by the OUC is properly administered
- 8) Prepare necessary documentation for the annual audit and the year-end audit process is completed in a timely manner.
- 9) Attend all Board of Director meetings.

### **Finance Objectives:**

Diversify OUC's funding sources

Continue to explore various fundraising initiatives

Review each of the Council's programs with a goal of having each program self-funding

Succession planning, groom replacement Finance director

## **SPORT SAFETY DIRECTOR**

**General Mandate:** To ensure that the OUC works towards a high degree of standardized diver education and safety awareness across the diving community. To investigate opportunities for specialized diver education projects and to coordinate all OUC safety related publications.

### **Responsibilities:**

- 1) Maintain ongoing evaluation of new and existing training agencies currently recognized or wishing recognition by the OUC.
- 2) Be responsible for the publication of the OUC annual accident report.
- 3) Review periodically and upgrade as necessary all OUC forms and publications relating to diver safety and education. (i.e. Dive master Log Sheets)
- 4) Coordinate OUC's involvement with the provincial Coroner's Office at inquests.
- 5) Provide a Liaison with the national training agencies on specific issues concerning safety standards.
- 6) Maintain all OUC risk management programs
- 7) Chair the Ontario Sport Safety Advisory Board.
- 8) Attend All Board of Director's meetings

### **Objectives:**

Prepare incident on fatal and non-fatal accidents  
Prepare accident report to cover last 15 years  
Investigate feasibility of accident database  
Succession planning groom replacement safety director

## **MEMBERSHIP DIRECTOR**

**General Mandate:** Ensure the continuation of the Council's strong and diverse membership base, while further developing strategies for obtaining new members from non traditional sources of new divers.

### **Responsibilities:**

- 1) Coordinate the efforts of the Regional Coordinators in maintaining an effective communication with all member and non-member clubs.
- 2) Ensure maximum renewal of members.
- 3) Ensure that each non-member club is approached with a presentation as to why to join the OUC.
- 4) Evaluate all areas of membership benefits and costs.
- 5) Develop appropriate strategies for obtaining new members from
  - Current non-member clubs
  - Dive store affiliate programs
  - Independent Instructors
  - Training agency endorsements
- 6) Ensure that regular club visitations are documented and that effective follow up on areas of concern is initiated
- 7) In conjunction with the finance director recommend any membership fee increases
- 8) Review any publications of the council relating directly with membership
- 9) Attend all Board of Director meetings
- 10) Arrange for Council presence at regional and provincial events

### **Objectives:**

Increase commercial and individual membership

In conjunction with Industry director formalize retail and club visitation and appropriate reporting method to track

Prepare plan to attract more individual members who have been trained through stores

## **COMMUNICATIONS DIRECTOR**

**General Mandate:** Ensure that all OUC communication vehicles (Website, Newsletter, Scuba Community Directory, Shipwreck & Shore Dive Directory, etc.) are clear, correct, complete, and published in a timely manner.

### **Responsibilities:**

- 1) Ensure the publication of OUC's online "Ontario Scuba Community Directory" quarterly
- 2) Ensure quarterly publication of the OUC newsletter
- 3) Review the contents of and make recommendations to upgrade and/or expand the OUC Website as a functional resource for the sport diving community
- 4) Attend all Board of Director meetings

### **Objectives:**

Assist in maintaining an exciting and informative website to encourage membership and provide information to Ontario divers.

Assist with increasing the Council's visibility and media coverage

## **REGIONAL COORDINATOR**

### **Role & responsibilities:**

The role of the Regional Coordinator has 2 responsibilities, namely:

- a) to represent / coordinate the Region's issues & events in the Province's scuba forums,  
AND
- b) to represent / coordinate Provincial issues & events in the Region's scuba forums.
  - i) "Region's issues and events" include but are not limited to things like local event, newsletter articles (either written by you, or collected by you from within your region, and submitted with permission for publication to a provincial audience), new Scuba Retailers, Clubs, or Charter Operators, Regional sport safety concerns, challenges you are having at the municipal or regional level, etc.
  - ii) "Provincial scuba forums" are the monthly OUC Team (Board of Directors and Regional Coordinators) meetings currently held on the 3<sup>rd</sup> Tuesday of every month, starting at 7:30 p.m. For 2011, Regional Coordinators will be asked to join at a minimum, the meetings in December of 2010, and February, April, June, August, October, and the AGM in November 2011. To reduce the time, effort, and cost of travel, OUC Team Meetings are facilitated by Teleconference Call with Toll-Free and local dial-in numbers. When the occasion permits, face-to-face Board Meetings are held at Board Members' residences or at the Ontario Sport Alliance Building (OUC's Home Office) in addition to the Teleconference facilities. The meetings run minimum 1 hour, maximum 2 hours in length. Logistics, agenda, and minutes of the previous meetings are e-mailed out to all team members prior to each meeting.
  - iii) "Region's scuba forums" include but are not limited to things like scuba club get-togethers of any kind, the visits made to scuba retailers when purchasing equipment or air fills, or visits made to charter operators.
  - iv) "Provincial issues and events" include but are not limited to things like OUC Safety Programs, OUC Sport Information Services, OUC Sport Promotion, and OUC-coordinated fun events like the annual OUC Ice Floe Race, OUC Booth & Demo Tank at Scuba World, etc.

### **Preferred requirements:**

1. Should have a passion for the sport of scuba and a desire to give something back to the sport at a higher level
2. Should have leadership qualities and the respect of the Region's scuba diving community.
3. Should be computer-literate
4. Should be able to rise above local issues and see the bigger Regional-level picture.

**DURATION OF TERM & TIME COMMITMENT:**

The duration of the role is for one year, from OUC AGM (November) to the following AGM. If not standing for re-election the following year, the expectation is that you help induct your successor.

The minimum required time commitment is 8 hours per month. You can put as much into it as you want however.

Additionally, the role as OUC RC will expose you to certain initiatives and opportunities at a Provincial level. Depending on which one/s you are really passionate about, you could decide to be part of that team, on top of taking care of your OUC RC responsibilities.

**BIGGEST CHALLENGES:**

1. The provincial forums cover a lot of things that pertain to internal OUC operations, Provincial-level issues, and National-level issues. So sometimes it can be an effort to sift out just those things that are of value to YOUR Region. But with OUC's Safety Programs, "Shipwreck & Shore Dive Directory", "Ontario Scuba Community Directory", Provincial Scuba Events Calendar, and OUC's coordinated and promoted events, there's always something in every meeting to make it worth everyone's while to attend.
2. Time commitment. Every single person on the OUC Team is a volunteer just like you. We all have to varying degrees family or social responsibilities, work responsibilities, home club responsibilities, and responsibilities to ourselves. So we all need to be respectful of one another's time and do things like be at the meetings on time, send reports when they're due, and deliver on things as committed. Otherwise, the Ontario Scuba Community that we exist to serve does not get the best we have to offer.
3. Not as much social interaction as you'd find at the local level, although we do arrange diving trips to great locations.
4. Recognition and gratification are not as immediate at the provincial and regional levels as they might be at the local level (translation: "sometimes it can feel like a thankless task").
5. Negative feedback from people or organizations that were disappointed by something OUC did, or didn't do, in the past. Fortunately due to everybody's hard work over recent years, the numbers of these folks is decreasing rapidly, but when you encounter one, it takes a great deal of effort to let them vent, and then to patiently explain to them that you will personally identify their concerns to the responsible people and personally ensure that we get back to them.

**ONTARIO UNDERWATER COUNCIL  
2012 ANNUAL GENERAL MEETING**

|   |
|---|
| <b>NOMINATION TO THE<br/>ONTARIO UNDERWATER COUNCIL</b> |
|---|

**I / WE:** \_\_\_\_\_ **CARRYING ON**  
(Insert Name of Club, Commercial, or Gold Member)

**BUSINESS IN THE REGION OF** \_\_\_\_\_ **DO HEREBY**  
(Insert Region Here)

**NOMINATE / APPOINT** \_\_\_\_\_ **TO THE**  
(Insert Name of Nominee / Appointee)

**POSITION OF** (Please check only **one** of the below boxes. To nominate someone for more than one role, please submit a separate nomination form for each role):

- 1. OUC BOARD OF DIRECTORS (Nominated & Elected by Membership):
  - 1.1. Director of Communications
  - 1.2. Director of Sport Safety
  - 1.3. Director of Finance
  - 1.4. Director of Membership

OR

- 2. OUC REGIONAL COORDINATOR TEAM (Nom & Elect by Mem in Reg)
  - 2.1. Regional Coordinator, Ontario East 2
  - 2.2. Regional Coordinator, Ontario East 1
  - 2.3. Regional Coordinator, Ontario Central-East
  - 2.4. Regional Coordinator, Ontario Central-West
  - 2.5. Regional Coordinator, Ontario South
  - 2.6. Regional Coordinator, Ontario South-West
  - 2.7. Regional Coordinator, Ontario North-West
  - 2.8. Regional Coordinator, Ontario North

**AUTHORIZED BY:**

\_\_\_\_\_  
Officer / Individual Date

NOTE: Elections to be held Sunday November 25<sup>th</sup>, 2012 during the OUC Annual General Meeting. Please provide a brief Bio / sketch of your nominee including the candidate's qualifications for the position that he / she has been nominated for.

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**RETURN SIGNED FORM TO:**

Ontario Underwater Council  
1 Concorde Gate, Suite 109, Box 26  
Toronto, Ontario, Canada  
M3C 3N6  
Fax: 416-426-7280

# ONTARIO UNDERWATER COUNCIL 2012 ANNUAL GENERAL MEETING

## CLUB PARTICIPATION

Every year Ontario Underwater Council coordinates, promotes, and participates in provincial and local events that benefit and involve the greater Ontario Scuba Community.

**OUC-Coordinated Events:**

- 1) **The Scuba Demo Tank and Information Booth at the Ultimate Travel Show (UTS), January 26<sup>th</sup> & 27<sup>th</sup>, 2013 at the Direct Energy Centre, Exhibition Place.**
  
- 2) **The Scuba Demo Tank and Information Booth at the Outdoor Adventure Show (OAS), February 22<sup>nd</sup> to 24<sup>th</sup>, 2013 at the International Centre, Hall 5**
  
- 3) **The OUC 50<sup>th</sup> Anniversary Ice Floe Race (50<sup>th</sup> IFR), Sunday, March 3<sup>rd</sup>, 2013**

Thousands of hours of planning and preparation go into making these events a success and OUC needs your Club's help to make these happen.

Please indicate in the column below which OUC-coordinated events your Club is planning on participating in, and submit at the AGM or to [ouc.president@underwatercouncil.com](mailto:ouc.president@underwatercouncil.com) .

| OUC Event              | Plan on Participating? (Yes or No) |
|------------------------|------------------------------------|
| UTS Booth              |                                    |
| UTS Tank               |                                    |
| OAS Booth              |                                    |
| OAS Tank               |                                    |
| 50 <sup>th</sup> IFR   |                                    |
| Other (please suggest) |                                    |

Your name: \_\_\_\_\_

Your title: \_\_\_\_\_

Your Club: \_\_\_\_\_

Your contact information: \_\_\_\_\_

**Local and Regional Events:**

OUC helps promote and support local and regional scuba events as well. These include:

- Scuba Swap (OUE)
- 24-Hour Scuba Relay (SWODA)
- Dive for a Cause (EUC)
- Scuba In The Park (SOS)
- Diving & Medicine Symposium (CC UHMS)
- Underwater Archaeology (SOS & Ontario Museum of Archaeology)
- Shipwrecks Symposium (NDA)
- etc.

My Club is planning on hosting the following event/s in 2013 and would like OUC to help us promote it:

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Thank-you very much for your input and we look forward to working (and diving) with you in 2013!

**ONTARIO UNDERWATER COUNCIL  
2012 ANNUAL GENERAL MEETING**

**DELEGATE & MEMBER REGISTRATION FORM**

Meeting - Sunday, November 25<sup>th</sup>, 2012 at 12:00 noon

**Sport Alliance of Ontario – 3 Concorde Gate, Toronto  
(Boardroom 2)**

CLUB or COMMERCIAL MEMBER

Please register the following individual(s) as our official Delegate & Observers for the upcoming Annual General Meeting.

DELEGATE: \_\_\_\_\_

OBSERVER(S): \_\_\_\_\_

Authorized by: \_\_\_\_\_ Position: \_\_\_\_\_

GOLD MEMBER:  
Name

I am registering as an Individual Gold Member for the upcoming Annual General Meeting.

GOLD MEMBER: \_\_\_\_\_

ADDRESS: \_\_\_\_\_

\_\_\_\_\_

NOTE: Whether by mail or in person, this Registration Form must be received by the OUC before 12:30 p.m. Sunday November 25<sup>th</sup>, 2012.

RETURN TO:

O.U.C. - AGM  
1 Concorde Gate, Suite 109, Box 26  
Toronto, ON M3C 3N6  
(416)426-7280 fax

**ONTARIO UNDERWATER COUNCIL  
2012 ANNUAL GENERAL MEETING**

**NOTICE OF MOTION FORM**

I/We \_\_\_\_\_ of the

\_\_\_\_\_  
(Name of Club, Gold Member or Commercial Member)

do hereby give

**NOTICE OF MOTION**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
Club/Commercial or Gold Member

\_\_\_\_\_  
Date

**RETURN SIGNED FORM TO:**  
Ontario Underwater Council  
1 Concorde Gate, Suite 109, Box 26  
Toronto, ON M3C 3N6  
(416) 426-7280 fax



## ***ONTARIO UNDERWATER COUNCIL - AWARDS***

The Ontario Underwater Council has three awards, which are presented at the Annual General Meeting. Nominations are called for from the membership and the final decision made at the Board level. The awards are given according to the criteria and may not be presented each year. If the membership has a nomination for submission they are asked to do so as soon as possible and to fill out the form attached.

### **L.CDR. KEN GRANT MEMORIAL TROPHY**

The Lcdr. Ken Grant Memorial Trophy is awarded annually for exceptional service to the Ontario Underwater Council by an Individual, non-salaried, O.U.C. member.

1. The award will be presented annually at the Fall Annual General Meeting.
2. The trophy will be retained as a perpetual award in the office of the Executive Director at the Ontario Sports Centre and the recipient will receive a certificate and a lifetime membership or the Ontario Underwater Council.
3. To be awarded only if the service(s) performed were in the furtherance of the aims of the Ontario Underwater Council.
4. Nominations will be kept confidential and should be sent only to the personal attention of the President of the Ontario Underwater Council.

Your nomination should include the following information:

1. Nominee's name and address.
2. Occupation.
3. Club affiliation.
4. A detailed history of the service performed. Please include any available support documentation.
5. A brief synopsis of the nominee's background.
6. The name and signature of the Individual, Club or OUC Director making the nomination.
7. Date of the nomination.

### **THE "TINMAN" AWARD**

The "TINMAN" Award, in memory of Al McIlmoyle, is sponsored by The Scuba Club of Toronto for a diving club, organization or individual for excellence in volunteer service to the non-diving community in Ontario.

1. The nominated club, group or individual must be a member in good standing of the Ontario Underwater Council.
2. The award will be presented at the O.U.C. Annual General Meeting and does not have to be presented if there is no deserving candidate.
3. Nominations will be kept confidential and should be sent only to the personal attention of the President of the Ontario Underwater Council.
4. Nominations may be forwarded by Club Executives, Council Directors or Advisory Board Members.

Your nomination should include the following information.

1. Nominee's name and corresponding address.
2. Name of President or leader of the group or club.
3. A detailed history of services performed. Please include any supporting documentation if available.
4. A brief synopsis of the club, organization or individual's background.
5. Why you are making the nomination.
6. The name of the Individual, Club, OUC Director or Advisor making the nomination.
7. Signature of the person making the nomination.
8. Date of the nomination.

## **DISTINGUISHED SERVICE AWARD**

The "Distinguished Service Award", to be maintained at the highest calibre, is for an individual, group or organization who has performed an exceptional service to the sport of scuba diving:

1. Nominees for this award need not be members of the Ontario Underwater Council, nor members of the diving community.
2. There are no restrictions to the number of awards that can be made in any one year, nor is it necessary that any award be made if there is no deserving recipient.
3. Nominations will be kept confidential and should be sent only to the personal attention of the President of the Ontario Underwater Council.
4. Nominations must be forwarded by Club Executives, Council Directors or Advisors. Individuals wishing to make a nomination must contact one of the above.
5. Selection will be in the hands of a Special Awards Committee consisting of the O.U.C. President and two others of his choice from the Board of Advisors.
6. Final ratification of the award winners shall be made by majority vote of the Board of Directors.
7. Presentation of the award will be made by the O.U.C. President at the Annual General Meeting.
8. Nominations should be made on the attached form.

## **PROPOSED "BRAVERY" AWARD**

For an individual, group or organization who has displayed exceptional bravery in rescuing scuba divers.

1. Nominees for this award need not be members of the Ontario Underwater Council, nor members of the diving community.
2. There are no restrictions to the number of awards that can be made in any one year, nor is it necessary that any award be made if there is no deserving recipient.
3. Nominations will be kept confidential and should be sent only to the personal attention of the President of the Ontario Underwater Council.
4. Nominations must be forwarded by Club Executives, Council Directors or Advisors. Individuals wishing to make a nomination must contact one of the above.
5. Selection will be in the hands of a Special Awards Committee consisting of the O.U.C. President and two others of his choice from the Board of Advisors.
6. Final ratification of the award winners shall be made by majority vote of the Board of Directors.
7. Presentation of the award will be made by the O.U.C. President at the Annual General Meeting.
8. Nominations should be made on the attached form.

## **NOMINATION FOR THE AWARD OF**

- L.CDR. KEN GRANT MEMORIAL TROPHY**
- THE "TINMAN" AWARD**
- DISTINGUISHED SERVICE AWARD**
- THE "BRAVERY" AWARD**

**NOMINEE:** \_\_\_\_\_

**NOMINATED BY:**

\_\_\_\_\_

| Club | President's Signature |
|------|-----------------------|
|------|-----------------------|

**REASON FOR NOMINATION:** \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SPECIFIC ACHIEVEMENTS OR CONTRIBUTIONS:** \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ADDITIONAL INFORMATION:** \_\_\_\_\_

\_\_\_\_\_

**ONTARIO UNDERWATER COUNCIL  
2011 ANNUAL GENERAL MEETING MINUTES  
SUNDAY NOVEMBER 13<sup>TH</sup>, 2011  
12:00 noon – 1:00 p.m**



|  | <b>In Attendance:</b>  | <b>Affiliated with / Representing:</b>                   | <b>Members incl Students and Gold</b> | <b>Delegate Votes</b> |
|--|--|--|---------------------------------------|-----------------------|
| <b>OUC Board:</b>                        | President - Raimund Krob   | Scarborough Underwater Club Inc, Save Ontario Shipwrecks |                                       |                       |
|  | Interim Director, Safety – Dave Noble  | Etobicoke Underwater Club, Save Ontario Shipwrecks       |                                       |                       |
|  | Director, Membership – Eleonora Kolar  | Etobicoke Underwater Club                                |                                       |                       |
|  | Director, Finance – David Taylor   | Save Ontario Shipwrecks                                  |                                       |                       |
| <b>OUC Office:</b>                       | Office Administrator, Brian Craig (scribe)   | Ontario Underwater Council                               |                                       |                       |
|  |  |  |                                       |                       |
| <b>OUC Club Delegates and Observers:</b> | <b>Paul Wood (Delegate)</b> , Robert Theberge  | Ajax Scuba Club  | 64                                    | 64                    |
|  | <b>Michael Stephenson (Delegate)</b>   | Aquaknights of Hamilton                                  | 18                                    | 18                    |
|  | <b>Bill Andrews (Delegate)</b> , Michael Jordan  | Canadian Sport Divers                                    | 58                                    | 58                    |
|  | <b>Tyler Caughill (Delegate)</b> , John Berkhuizen   | Canadian Sub Aqua Scuba Club                             | 62                                    | 62                    |
|  | Not Represented  | Nautilus Scuba Club                                      | 18                                    | 18                    |
|  | Not Represented  | Sudbury Dolphin Aquatic Club                             | 81                                    | 81                    |
|  | <b>Dale Johnson (Delegate)</b> Marianne Collins, Don Macintyre, Art Penney, Mary Maguire, Elois Davis, Kenneth Boyce, Camilla Sherriff, Dave Noble | Etobicoke Underwater Club                                | 109                                   | 94                    |
|  | <b>Courtney Gibson (Delegate)</b> ,  | Hart House Underwater Club                               | 102                                   | 88                    |
|  | Not Represented  | London Skin and Scuba Club                               | 69                                    | 69                    |
|  | Not Represented  | Mississauga Scuba Club                                   | 42                                    | 42                    |
|  | <b>Brant Telfer (Delegate)</b> ,   | Ontario Underwater Explorers Scuba Club                  | 101                                   | 101                   |
|  | Not Represented  | Sarnia Underwater Club                                   | 15                                    | 15                    |
|  | <b>David Taylor (Delegate)</b> ,   | Save Ontario Shipwrecks                                  | 68                                    | 68                    |
|  | <b>Rick Le Blanc (Delegate)</b> ,  | Scarborough Underwater Club Inc.                         | 95                                    | 94                    |
|  | Not Represented  | South Western Ontario Divers Association                 | 34                                    | 34                    |
|  | Not Represented  | Steel City Sport Divers Inc                              | 71                                    | 71                    |
|  | Not Represented  | The Great Lakes Scuba Club                               | 14                                    | 14                    |
|  | Not Represented  | Toronto Rainbow Reef Rangers                             | 20                                    | 20                    |
|  | <b>Gord Lemon (Delegate)</b> ,   | York Sub Aqua Club                                       | 18                                    | 18                    |
|  |  |  | <b>1059</b>                           | <b>1029</b>           |
| <b>Individual Gold / Lifetime</b>        | <b>Marianne Collins, Fred Harley, Dave Noble, Raimund Krob, Peter White, Stephen Weir</b>  |  | 24                                    | 5                     |
| <b>Independent</b>                       | Ken Nakamura   |  |                                       | 0                     |
| <b>Commercial</b>                        | Not Represented  |  | 0                                     | 0                     |

**ONTARIO UNDERWATER COUNCIL  
2011 ANNUAL GENERAL MEETING MINUTES  
SUNDAY NOVEMBER 13<sup>TH</sup>, 2011  
12:00 noon – 1:00 p.m**



| AGENDA ITEM  | ACTION   |
|--|--|
| 1. <b>Call to Order</b>  | Raimund called the AGM to order at 12:50pm   |
| 2. <b>President's Welcoming Remarks</b>  | Raimund welcomed everyone to the AGM and thanked everyone for attending.   |
| 3. <b>Review and Approval of minutes of 2010 AGM</b>   | <p>Raimund referred the membership to the minutes of the 2010 AGM on page 28 - 37 of the AGM package and asked them if there are any additions, deletions or corrections to the minutes as published. There were none.</p> <p>Raimund asked for a motion from the floor to approve the minutes of the 2010 AGM as reviewed/amended.</p> <p><b>Moved by:</b> Elois Davis, EUC<br/><b>Seconded by:</b> Courtney Gibson, HHUC<br/><b>Outcome:</b> Carried</p>   |
| 4. <b>Review and Approval of the Board of Directors' Reports</b>   | <p>Raimund referred the membership to the Board of Directors' reports starting on page 7-12 of the AGM package and asked if there are any questions or edits.</p> <p>There were none.</p> <p>Raimund asked those Board members in attendance who did not file written reports to give their reports now, verbally.</p> <p>Eleonora Kolar reported on the membership.<br/>This year we had:<br/>-19 clubs – down from 21 last year, 2 of our clubs ceased operations<br/>-1009 club members – down about 10% from last year<br/>-10 commercial members<br/>-and 40 individuals members</p> <p>Raimund asked for a motion from the floor to approve all written and verbal Director's reports.<br/><b>Moved by:</b> Courtney Gibson, HHUC<br/><b>Seconded by:</b> Dale Johnston, EUC<br/><b>Outcome:</b> Carried</p> <p>Raimund thanked the Board Members for giving their reports</p> |
| 5. <b>Presentation and approval of the Financial Report of the July 1<sup>st</sup> 2010- June 30<sup>th</sup> 2011 Financial Year.</b> | <p>OUC Finance Director David Taylor referred the membership to OUC's July 1<sup>st</sup> 2010 to June 30<sup>th</sup> 2011 Financial Statement reviewed with Barry Adamson and Adrian Van Vroenhoven (SUCI).</p> <p>-Our year end runs from July 1<sup>st</sup> to June 30<sup>th</sup> and our membership year runs from Jan to Dec, the new board will look at change the year end so it matches up with the membership year<br/>-Our membership is down about 10% overall but the money is down about 25%, this is due to when people renew they membership during the year</p> <p>David Taylor informed Membership that we need to deal with OUC's forecasted financial shortfall for 2012.<br/>David Taylor explained why OUC cannot continue to operate at a loss, for example, it will not be able to fulfill its</p>  |

**ONTARIO UNDERWATER COUNCIL  
2011 ANNUAL GENERAL MEETING MINUTES  
SUNDAY NOVEMBER 13<sup>TH</sup>, 2011  
12:00 noon – 1:00 p.m**



| AGENDA ITEM                        | ACTION   |
|------------------------------------|--|
|                                    | <p>financial obligations, including paying the Liability Insurance Premium in the amount of ~\$12,000.00 due on January 1st 2012.</p> <p>David Taylor demonstrated how OUC has cut all expenses to the bone, and current revenue streams, and how much current revenues are falling short.</p> <p>David Taylor identified by how much these revenue streams would have to increase by, in order for OUC to operate modestly in the black.</p> <p>David proposed that Blue, Household Principal, and Household Additional be increased to \$20.00 per member.</p> <p>David also notified Membership that because of the decline in membership, we will be raising the insurance fee by \$3 to a total of \$10 per Club Member.</p> <p>David Taylor motioned to accept the increase in membership fees<br/>Brant Telfer seconded<br/>All in favour<br/>Carried</p> <p>Raimund asked for a motion from the Floor to approve the Financial Report.<br/><b>Moved by:</b> Courtney Gibson, HHUC<br/><b>Seconded by:</b> Dale Johnston, EUC<br/><b>Outcome:</b> Carried</p>   |
| <p><b>6. Amend OUC By-Laws</b></p> | <p>Raimund informed the Membership that we had no plans to amend OUC By-Laws at the 2011 AGM, however that we would very likely be proposing to amend OUC's By-Laws at the 2012 AGM, specific to simplifying Membership categories, and the financial year.</p>  |
| <p><b>7. Awards</b></p>            | <p>Raimund asked Dave Noble, Chair of the Awards Committee, to chair the Awards presentation, Dave accepted.</p> <p>Dave Noble referred the Membership to the 3 Awards presented by OUC, along with their criteria, starting on page 29 of the 2011 AGM Package.</p> <p><u>The "TINMAN" Award</u>, in memory of Al McIlmoyle, is sponsored by The Scuba Club of Toronto for a diving club, organization or individual for excellence in volunteer service to the non-diving community in Ontario. This year it is being awarded to the "Dive 4 A Cause" Committee, supported by the Etobicoke Underwater Club. Eleonora Kolar, 2011 Chair, accepted the award on behalf of the Committee.</p> <p><b>REASON FOR NOMINATION:</b> For the past 5 years members of the Dive 4 A Cause committee, initiated by Mike Krznic and the Etobicoke Underwater Club have organized a fund raising dive event for a different charity each year raising an average of \$5,000 each time.</p> <p><b>SPECIFIC ACHIEVEMENTS OR CONTRIBUTIONS:</b> Recipients of the committee's donations have included the Vasa Previa Foundation whose efforts are centered around preventing infant deaths, Epilepsy Research, the Judy Dan Research and Wound Care Centre, the Tobermory Hyperbaric Chamber and Clinic and for 2011, Cystic Fibrosis Canada. Each year's recipient charity is selected by majority vote of last year's participants.</p> |

**ONTARIO UNDERWATER COUNCIL  
2011 ANNUAL GENERAL MEETING MINUTES  
SUNDAY NOVEMBER 13<sup>TH</sup>, 2011  
12:00 noon – 1:00 p.m**



| AGENDA ITEM | ACTION  |
|-------------|---|
|             | <p>The committee hopes to continue its fundraising efforts into the future and invites all OUC members to participate in the 2012 Dive 4 A Cause.</p> <p><u>The "Distinguished Service Award"</u>, to be maintained at the highest calibre, is for an individual, group or organization that has performed an exceptional service to the sport of scuba diving.</p> <p>No nominations received from the Membership for the Distinguished Service Award.</p> <p><u>The Lt. Cdr. Ken Grant Memorial Trophy</u> is awarded annually for exceptional service to the Ontario Underwater Council by an Individual, non-salaried, O.U.C. member. It comes with Life OUC Gold Membership. This year it was awarded to Marianne Collins for all her dedication and support for the many roles she has taken on with the OUC and EUC.</p> <p>This year it was awarded to two people:</p> <ol style="list-style-type: none"> <li>1) Raimund Krob, OUC president for the past 6 years, past Director of Sport Safety, and past Regional Coordinator Ontario Central.<br/> <b>REASON FOR NOMINATION:</b> The Etobicoke Underwater Club wishes to recognize Raimund Krob's herculean effort in sustaining and revitalizing the Ontario Underwater Council and championing its #1 priority of Sport Safety in Ontario.<br/> <b>SPECIFIC ACHIEVEMENTS OR CONTRIBUTIONS:</b> In response to the loss of government funding and declining membership, Raimund developed a 5 - year plan, which turned into a 5+ year plan to restructure the OUC. This has boosted the health of the Council immensely. During his tenure as Council President, Raimund has achieved many goals: <ul style="list-style-type: none"> <li>• led the OUC team in launching a new online presence through a richly redesigned website</li> <li>• strengthened the OUC's Liability Insurance Program and Risk Management standards</li> <li>• met with government agencies including Innisfil Town council</li> <li>• met with coroners to review incidents including Oakville 2010, Chippewa 2007</li> <li>• initiated the Google Earth Shipwreck Directory</li> <li>• injected an OUC presence into the Outdoor Adventure Show's Scuba World and resurrected the popular Ice Floe Race</li> </ul> </li> <li>2) Marianne Collins, long-time Volunteer and previous recipient of the Distinguished Service Award<br/> <b>REASON FOR NOMINATION:</b> The Etobicoke Underwater Club wishes to recognize Marianne Collins for her tireless contributions of time over and above the call of duty. Endless hours of meticulous investigation, and artistic skills, on behalf of the OUC and EUC.<br/> <b>SPECIFIC ACHIEVEMENTS OR CONTRIBUTIONS:</b> <ul style="list-style-type: none"> <li>• Restructured and simplified the OUC Liability Insurance Policy for Scuba Clubs</li> <li>• Designed OUC's logo, many displays, billboards, and promotional literature.</li> </ul> </li> </ol> |

**ONTARIO UNDERWATER COUNCIL  
2011 ANNUAL GENERAL MEETING MINUTES  
SUNDAY NOVEMBER 13<sup>TH</sup>, 2011  
12:00 noon – 1:00 p.m**



| AGENDA ITEM   | ACTION   |
|---|--|
|   | <ul style="list-style-type: none"> <li>• Took over the role of Editor-in-Chief, Publisher, and Whip of OUC's Official Newsletter "Ontario Diver" concurrently with coordinating OUC's "Ontario Scuba Community Directory".</li> </ul>  |
| <p><b>8. Announcements</b></p>                      | <p><b><u>OUC Announcements:</u></b><br/>Raimund referred the Membership to the "Announcements" section of the 2011 AGM package, Raimund informed Membership of planned OUC 2012 events and request Delegates to identify which OUC-coordinated events they will plan on participating in and supporting:</p> <ul style="list-style-type: none"> <li>- The OUC-coordinated Scuba Demo Tank and Information Booth at the Ultimate Travel Show, January 28th &amp; 29th, 2012 at the Metro Toronto Convention Centre</li> <li>- The OUC-coordinated Scuba Demo Tank and Information Booth at the Outdoor Adventure Show, February 24th, 25th, and 26th, 2012 at the International Centre, Hall 5</li> <li>- The OUC Ice Floe Race, Sunday, March 11th, 2012, in Peterborough</li> </ul> <p>Raimund requested that Voting Delegates and Members identify by show of hand which of these event they were planning on participating in and supporting:</p> <ul style="list-style-type: none"> <li>- Ultimate Travel Show: moderate expressions of participation and support</li> <li>- Outdoor Adventure Show: strong expressions of participation and support</li> <li>- Ice Floe Race: strong expressions of participation and support</li> </ul> <p>If OUC does not receive what it deems to be sufficient commitments of participation and support by the November 14<sup>th</sup> 2011, AGM, the planned event/s in question will be cancelled and all parties will be notified.<br/>IMPORTANT: No response will be interpreted as a "No" response.</p> <p><b><u>Raimund to ask if any other announcements from the floor:</u></b></p> <ol style="list-style-type: none"> <li>1. OUE Scuba Swap – April 2012</li> <li>2. EUC will be running a 'Dive for a Cause event" – date TBD</li> <li>3. NDA – Dive for a cure – September 30<sup>th</sup>, 2012</li> <li>4. UHMS Canadian Chapter annual Diving &amp; Medicine Symposium – looking at Toronto for 2012</li> <li>5. NDA Shipwrecks 2012 – March 31</li> </ol> |
| <p><b>9. Correspondence from the Membership</b></p> | <p>None</p>  |
| <p><b>10. Old Business</b></p>                      | <p>None</p>  |
| <p><b>11. New Business</b></p>                      | <p>Peter White announced that Tobermory will be building a Hyperbaric chamber and may request help financial and manpower to assist in their plans. More information will be circulated.</p> <p>Courtney Gibson, HHUC thanked the departing Board Members for the time and effort they committed to the</p>  |

**ONTARIO UNDERWATER COUNCIL  
2011 ANNUAL GENERAL MEETING MINUTES  
SUNDAY NOVEMBER 13<sup>TH</sup>, 2011  
12:00 noon – 1:00 p.m**



| AGENDA ITEM  | ACTION  |
|--|---|
| <p><b>12. Election</b></p>                             | <p>Council and to promoting the sport of scuba.</p> <ol style="list-style-type: none"> <li>1. Raimund asked Brian Craig, OUC Office Administrator, if he agreed to be the Election Officer and Scrutineer.</li> <li>2. Brian accepted</li> <li>3. Raimund informed Membership that at the October 18th, 2011 Board Meeting, the OUC Board appointed Doug Rosser, of First Stage Enterprises Inc. as Trustee to dissolve OUC and dispose of the assets of the Corporation, in the event that Membership failed to elect a quorum (3 Directors) to the Board of Directors, or if the Board of Directors falls below quorum between the 2011 and 2012 AGMs.</li> <li>4. Raimund also informed the Membership that due to the 4 vacating Directorships, and the insufficient number of nominations received to fill those vacancies, that Membership, instead of electing nominees to assigned roles, would instead be electing nominees to generic Director positions. Post-election, the existing and newly-elected Directors will decide amongst themselves which role/s they will each take on. Raimund informed Membership that this was entirely consistent with OUC's By-Laws.</li> <li>5. Brian asked for a motion from the floor: "That if there is more than one candidate for any one position, that votes for the ensuing election be cast by secret ballot, and that those secret ballots be destroyed post AGM"               <ol style="list-style-type: none"> <li>5.1. Moved by: Rick Le Blanc, SUCI</li> <li>5.2. Seconded by: Dale Johnson, EUC</li> <li>5.3. Vote: all in favour, none opposed</li> <li>5.4. Outcome: Motion carried</li> </ol> </li> </ol> |
| <p><b>12.1. Election of the Board of Directors</b></p> | <p>Brian informed Membership that David Taylor has one more year in his term, and that he will be continuing to serve as Director until the November 2012 AGM.</p> <p><b>Director 1</b><br/>           Brian informed Membership that we received a nomination from Scarborough Underwater Club Inc, nominating Rick Le Blanc to the position of OUC Director.<br/>           Brian asked Rick if he wanted to say any words.<br/>           Rick introduced himself to the Membership, and gave a bit of his diving background (he is a certified Dive Master) and some of his experience as the owner of a professional grounds-keeping / lawn-care business.<br/>           Brian asked Membership if there were any other nominations from the Floor for Director 1.<br/>           There were none.<br/>           Brian pronounced Rick elected to the position of OUC Director (1) by acclamation.</p> <p><b>Director 2</b><br/>           Brian informed Membership that we received a nomination from Save Ontario Shipwrecks, nominating Chris Phinney to the position of OUC Director.<br/>           As Chris was not in attendance, David Taylor spoke briefly about Chris, informing Membership of Chris' affiliation with SOS and his organization "LiquidArchaeology".<br/>           Brian asked Membership if there were any other nominations from the Floor for Director 2.<br/>           There were none.<br/>           Brian pronounced Chris elected to the position of OUC Director (2) by acclamation.</p>   |

**ONTARIO UNDERWATER COUNCIL  
2011 ANNUAL GENERAL MEETING MINUTES  
SUNDAY NOVEMBER 13<sup>TH</sup>, 2011  
12:00 noon – 1:00 p.m**



| AGENDA ITEM  | ACTION  |
|--|---|
|  | <p><b>Director 3</b><br/>No further nominations received before the AGM or no further nominations from the floor.<br/>The 2 remaining vacant Director positions will remain vacant until filled by appointment by the 2011-2012 Board, or until filled at the next AGM, or until filled at a Special General Meeting held just for that purpose.<br/>Membership is encouraged to nominate candidates to fill these vacant Director positions at any time throughout the year, as 3 Directors are the absolute minimum to meet quorum By-Law requirements.</p>   |
| <p><b>12.2. Election of the Regional Coordinators (for 1-year terms)</b></p> | <p>Brian informed the Membership that he would proceed with the election of the OUC Regional Coordinators, Brian referred the Membership to the description of the OUC Regional Coordinator role starting on page 20 of the AGM package</p> <p><b>Ontario East 2 – (Brockville, Ottawa, Cornwall)</b><br/>Tom Miller, Ontario Diving School Commercial Member will not be standing for re-election.<br/>No nominations received prior to the AGM and there were no members for the region at the AGM<br/>- Brian pronounced the position will remain vacant until the Board appoints a candidate</p> <p><b>Ontario East 1 – (Kingston, Belleville, Peterborough)</b><br/>Helmut Bock, of Nautilus Scuba Club, will be standing for re-election.<br/>Brian informed the Membership he did not received any further nominations from Canadian Sport Divers / Nautilus Scuba Club<br/>Brian asked Ontario East 1 Membership Delegates if there were any final nominations.<br/>- No nominations for the floor<br/>- Brian pronounced Helmut elected to the position of by acclamation</p> <p><b>Ontario Central-East (East of Yonge St. including Oshawa)</b><br/>Joe Sildiryan of Ajax Scuba Club will be standing for re-election<br/>Brian informed the Membership he did not received any further nominations<br/>Brian asked Ontario Central-East Membership Delegates if there were any final nominations.<br/>- No nominations for the floor<br/>- Only 1 candidate, Brian pronounced Joe elected to the position of by acclamation</p> <p><b>Ontario Central-West (GTA West of Yonge St. including Mississauga and north to Tobermory)</b><br/>Bryan Thomas will not be standing for re-election to the position<br/>Brian informed the Membership that he has received a nomination from EUC for Ken Boyce<br/>Brian asked delegates from that region if there were any final nominations from the floor.<br/>- No nominations for the floor<br/>- Only 1 candidate, Brian pronounced Ken elected to the position of by acclamation</p> <p><b>Ontario South (Hamilton, St. Catharines, Niagara Falls)</b><br/>Brian informed the Membership that the position is vacant</p> |

**ONTARIO UNDERWATER COUNCIL  
2011 ANNUAL GENERAL MEETING MINUTES  
SUNDAY NOVEMBER 13<sup>TH</sup>, 2011  
12:00 noon – 1:00 p.m**



| AGENDA ITEM                                   | ACTION  |
|---|---|
|   | <p>Brian informed the Membership he did not received any nominations from Steel City Sport Divers or Aqua Knights of Hamilton.<br/>           Brian asked Ontario South Membership Delegates if there were any final nominations.</p> <ul style="list-style-type: none"> <li>- No nominations for the floor</li> <li>- Brian pronounced that the position will remain vacant until the Board appoints a candidate</li> </ul> <p><b>Ontario West (Kitchener – Waterloo, London, Cambridge, Sarnia)</b><br/>           John Charest will be standing for re-election<br/>           Brian informed the Membership he did not received any further nominations<br/>           Brian asked Ontario West Membership Delegates if there were any final nominations.</p> <ul style="list-style-type: none"> <li>- No nominations for the floor</li> <li>- Only 1 candidate, Brian pronounced John elected to the position of by acclamation</li> </ul> <p><b>Ontario North – (North Bay, Sudbury)</b><br/>           Brian informed the Membership that the position is vacant<br/>           Brian informed the Membership that he has received a nomination from Sudbury Dolphin Aquatic Club for Randy Cook</p> <ul style="list-style-type: none"> <li>- No Ontario North Membership Delegates were in attendance.</li> <li>- Only 1 candidate, Brian pronounced Randy elected to the position of by acclamation</li> </ul> <p><b>Ontario North-West (Sault Ste. Marie, Thunder Bay, Kenora)</b><br/>           Troy Hebert will not be standing for re-election.<br/>           No nominations received prior to the AGM and there were no members for the region at the AGM</p> <ul style="list-style-type: none"> <li>- Brian pronounced the position will remain vacant until the Board appoints a candidate</li> </ul> |
| <b>12.3. Closure of Elections</b>             | Brian informed Membership that the OUC 2011 Elections were now closed   |
| <b>13. Adjournment &amp; date of next AGM</b> | <p>Raimund asked the floor for a motion to adjourn OUC's 2011 Annual General Meeting<br/> <b>Moved by:</b> Paul Wood, ASC<br/> <b>Seconded by:</b> Courtney Gibson, HHUC<br/> <b>All in favour</b><br/> <b>Motion Carried,</b> Meeting adjourned at 2:10pm</p> <p><i><u>OUC's next regular AGM is planned to be held on Sunday November 18<sup>th</sup>, 2012 at 12:00 noon</u></i></p>   |

# **ONTARIO UNDERWATER COUNCIL**



## **BY-LAWS**

As amended November 16<sup>th</sup>, 2008

# INDEX

## ONTARIO UNDERWATER COUNCIL

### BY-LAWS

AS REVISED NOVEMBER 16<sup>th</sup>, 2008

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BY-LAWS OF THE  
ONTARIO UNDERWATER COUNCIL

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A by-law relating generally to the transaction of the business and affairs of the:

ONTARIO UNDERWATER COUNCIL, INC.

Be it enacted as by-laws of the Ontario Underwater Council hereinafter referred to as the "Corporation" as follows:

1. HEAD OFFICE

The head office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

2. SEAL

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

3. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of five (5) members. Each member shall be a member of the Corporation throughout his term of office.

Five Directors shall be elected by the Delegates-at-large and shall hold office until the second annual Meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The retiring members of the Board shall retire at each Annual Meeting but shall be eligible for re-election if otherwise eligible.

The members of the Corporation may, by resolution passed by at least two-thirds of the votes at a general meeting specifying the intention to pass such resolution, and for which written notice has been given 30 days in advance of such meeting, remove any Director before the expiration of his term of office, and may, by a majority of votes cast at that meeting, elect any duly-nominated person in his stead for the remainder of this term.

4. BOARD CODE OF CONDUCT

The Board commits itself and its members to ethical and business like conduct. This includes proper use of authority and appropriate decorum when acting as Board Members as well as proper and appropriate use of the organization's resources.

5. VACANCIES – BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual Meeting of the members at which the Directors for the ensuing term are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

6. QUORUM AND MEETINGS – BOARD OF DIRECTORS

A majority of Directors shall form a quorum for the transaction of business. Except as required by Law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all Directors are present or if those absent have signified their consent to the meeting being held in their absence. Directors meetings may be formally called by the President or upon written request of any two Directors.

Proper notice shall be deemed to have been given upon producing a copy of notice upon statutory declaration from the President. A Directors meeting may also be held without notice, immediately following the Annual Meeting of the Corporation. The Directors may consider or transact any business, either special or general at any meeting of the Board.

7. ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at anytime waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

8. VOTING – BOARD OF DIRECTORS

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of equality of votes, the President, in addition to his original vote shall have a second or casting vote.

All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.

A declaration by the President that a resolution has been carried and an entry to that effecting the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such

resolution. In the absence of the President his duties may be performed by such other Director as the Board may from time to time appoint for the purpose.

#### 9. POWERS

The Directors of the Corporation shall administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Executive Committee is expressly empowered from time to time, to purchase, lease, or otherwise acquire, alienate, sell or exchange or otherwise dispose of share, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration as they may deem advisable.

#### 10. REMUNERATION OF DIRECTORS

The elected directors of the Corporation shall receive no remuneration for acting as such, but they shall be entitled to be paid their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation.

#### 11. DUTIES OF THE PRESIDENT

The President / Chairman shall when present preside at all meetings of the Corporation and of the Board of Directors. The President / Chairman shall also be charged with the general management and supervision of the affairs and operations of the Board of Directors.

The President / Chairman shall assure the integrity of the Board process and represent the Board to outside parties when required. The President / Chairman is the only Board Member authorized to speak for the Board (beyond simply reporting decisions) other than in specifically authorized instances.

#### 12. DUTIES OF THE BOARD OF DIRECTORS

The duties of the Director – Finance; Director – Membership; Director – Sport Safety; and Director – Information Services, will be those assigned by the Board of Directors as from time to time deemed necessary, relating to the appropriate areas of responsibility.

#### 13. DUTIES OF REGIONAL CO-ORDINATORS

The Regional Co-ordinator shall be the Council's representative for the region he / she was elected and shall be a member of the Regional Liaison Committee.

#### 14. DUTIES OF OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for the Board of Directors requires of them.

15. ADVISORY BOARDS

There shall be two advisory Boards and the membership of these Boards shall be that as shall be determined from time to time by the Board of Directors.

16. EXECUTION OF DOCUMENTS

Deeds, transfers, contracts and engagements on behalf of the Corporation shall be signed by the President or any Director duly appointed by the Board of Directors, such Directors being empowered to affix the Seal of the Corporation to such instruments as required same.

Contracts in the ordinary course of the Corporation's operation may be entered into on behalf of the Corporation by the President or by any person so authorized by the Board of Directors.

The President or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds and other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation, transfers of shares, bonds, or other securities, from time to time transferred to the Corporation, and may affix the Corporate seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities of the books of any company or Corporation.

Notwithstanding any provisions to those contained in the By-Laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations to the Corporation may or shall be executed.

17. BOOKS AND RECORDS

The Directors 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.

18. MEMBERSHIP

18.1 There shall be five categories of membership in the Corporation as follows:

1. Blue Membership (Individual and Household)
2. Gold Membership
3. Club Membership
4. Honorary Membership

## 5. Commercial Membership

Membership shall be on application in a form as determined by the Board of Directors and as admitted by the Board of Directors.

A Blue Household Member shall be defined as all applicants normally receiving mail at the same address.

### 18.2 DESCRIPTION AND PRIVILEGES OF MEMBERSHIP

#### i) BLUE MEMBERS

Blue members will receive a variety of benefits (to be detailed by the Board of Directors) but Blue membership shall not have voting privileges.

#### ii) GOLD MEMBERS

Gold membership shall provide a more enhanced membership package including a wider array of benefits (to be detailed by the Board of Directors) than does Blue Membership and Gold members will receive one (1) vote per member and will receive full voting rights and privileges as outlined in Section 23.1.

#### iii) CLUB MEMBERSHIP

Minimum of six (6) Blue or Gold members must be registered to qualify as a member club. Club benefits will be detailed by the Board of Directors. Voting structure for Clubs is detailed in Section 23.2.

#### iv) HONORARY MEMBERSHIP

a) An Honorary Member shall be one who has been nominated by any Member of the Corporation and has been approved by the Board of Directors.

b) An Honorary Member shall not be entitled to vote at the annual and other meetings as defined under Section 23.

#### v) COMMERCIAL MEMBERS

Commercial members will be provided a wide variety of benefits (to be decided by the Board of Directors). Each commercial member receives one (1) vote and full voting rights and privileges.

### 18.3 RESIGNATION

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

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

#### 18.4 TERMINATION OF MEMBERSHIP

Termination of membership in the Council may be voluntary withdrawal, by disbandment, or by any action which in the opinion of a two-thirds majority of the Board of Directors is contrary to the aims and purposes of the Council.

### 19. DUES

Fees payable by members shall be from time to time fixed by a two thirds majority of the votes registered at any Annual or other meeting called as provided in Section 20, and only on notice that such meeting is being called, in part, for that purpose.

#### 19.1 BLUE AND GOLD MEMBERS

Each blue and gold member shall be required to pay dues on the annual anniversary of joining the Corporation.

#### 19.2 HONORARY MEMBERSHIP

Honorary Members shall not be required to pay any membership fees or dues.

#### 19.3 COMMERCIAL MEMBERS

Commercial Members shall be required to pay dues on the annual anniversary of joining the Corporation.

#### 19.4 CLUB MEMBERSHIP

Clubs shall be required to pay their dues annual at beginning of each calendar year.

### 20. ANNUAL AND OTHER MEETINGS OF THE MEMBERS

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine, and on such days as the said Directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report(s) of Directors, the financial statement and the report of the Auditors shall be presented and the new members of the Board of Directors elected for their term of office. The members may consider and transact any business either special or general, without any notice thereof, at any meeting of the Members. The Board of Directors, or the President, shall have the power to call anytime a general meeting of the members of the Corporation.

No public notice or advertisement of members meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, fax, or email, ten days before the time fixed for the holding of such meeting provided that a majority of members of the Corporation as defined under Section 27 are present thereat or represented by proxy duly appointed, and at

such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

21. ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meetings whether annual: general of members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

22. ADJOURNMENTS

Any meetings of the Corporation or of the Directors may be adjourned to any time from time to time, and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made even if no quorum is present.

23. DELEGATES AND VOTING MEMBERS

23.1 GOLD MEMBERS

Gold members shall have two options in exercising their voting privileges.

- i) The Gold member may exercise their vote personally or may proxy their single vote as per section 24, or
- ii) May proxy their vote to the club to which they are a registered member.
- iii) A Gold Member must choose one of the two options – they may not exercise their voting privileges twice.

23.2 MEMBER CLUBS

Each club may select a representative to act as a voting delegate according to the following:

- i) One vote per Blue member registered to that club; and
- ii) One vote per Gold member registered to that club who has chosen under section 23.1 to proxy their vote with their club.

Each voting Delegate shall present to the Executive of the Council prior to the meeting, credentials to state that he/she is the authorized Delegate of a member in

good standing with the Council. The Delegate must also provide to the Executive of the Council documentation which substantiates the number of votes that they are authorized to cast based on the formula outline above.

### 23.3 COMMERCIAL MEMBERS

As described in section 18.1, Commercial Members may cast their single vote or proxy that vote as per section 24.

Each Commercial delegate shall present to the Executive of the Council prior to the meeting, credentials to state that he/she is the authorized delegate of a specific commercial member and that he/she is a Delegate in good standing with the Council.

### 24. PROXIES

Proxy forms which are exercised for the business meeting must be signed by Two (2) Club Executive Members of the Gold Individual Member of the Commercial Member and be in the hands of the Ontario Underwater Council prior to the start of the business meeting. The only exception to rule would be the signing of a proxy at the business meeting by the registered delegate if for any reason the delegate has to retire from the meeting.

### 25. VOTING

At all meetings every question shall be decided by a majority of the votes of the delegates present in person or by proxy unless otherwise required by the By-Laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands, every delegate having voting rights shall have a vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of equality of votes at any general meeting, whether upon a show of hands or at a poll, the Council President shall be entitled to a casting vote.

The Corporation's By-Laws shall not be amended or repealed wholly or in part, except by a two-thirds majority vote of all Delegates present in person or by proxy. Written notice of any proposed change of the By-Laws must be given to the membership at least forty-two (42) days prior to the meeting at which it is to be considered.

### 26. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30<sup>th</sup> of June in each year. A financial statement review of the auditors shall be presented at the Annual Meeting.

27. CHEQUES, ETC.

All cheques, bills of exchange, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and anyone of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Anyone of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.

28. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safe-keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officers or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

29. NOTICE

Whenever under the provisions of the By-Laws of the Corporation, notice is required to be given, such notice may be given either personally or faxed or emailed or by depositing same in a post office or public letterbox, in a prepaid, sealed wrapper addressed to the Directors, officer or member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time with the same was deposited in the post office or public letterbox as the aforesaid, or if faxed shall be held to be sent when the same was handed to the fax company or its messenger. For the purpose of sending any notice, the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

30. BORROWING

The Directors may from time to time:

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or

- (c) charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any Director, officer or agent of the Corporation to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation, the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

31. INTERPRETATION

In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless in context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to person shall include firms and Corporations.

32. PARLIAMENTARY PROCEDURE

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.

Passed by the Board of Directors and sealed with the Corporate seal this 16<sup>th</sup> day of November, 2008

\_\_\_\_\_  
President

\_\_\_\_\_  
Director

ONTARIO UNDERWATER COUNCIL

Incorporated April 5, 1962

BY-LAWS

Amended:      October 20, 1963  
                  October 2, 1966  
                  October 6, 1968  
                  October 5, 1969  
                  April 5, 1970  
                  May 5, 1972  
                  September 26, 1976  
                  April 2, 1978  
                  May 12, 1979  
                  November 4, 1979  
                  October 4, 1981  
                  October 23, 1983  
                  October 4, 1985  
                  January 28, 1990  
                  November 13, 1994  
                  October 6, 1996  
                  November 16, 2003  
                  November 18, 2007  
                  November 16<sup>th</sup>, 2008