

ONTARIO UNDERWATER COUNCIL



BY-LAWS

February 4, 2025

INDEX

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AS REVISED FEBRUARY 4, 2025

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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 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 their term of office.

Five Directors shall be elected by the Delegates-at-large and shall hold office until the second annual Meeting after they shall have been elected or until their 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 their term of office, and may, by a majority of votes cast at that meeting, elect any duly-nominated person in their 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. Meetings of the Board may be conducted via electronic means including but not limited to teleconference. No formal notice of any such meeting shall be necessary if all Directors are present in person or electronically, 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 any time 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 their 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 affecting 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 their 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 Board of Directors 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 – Communications, 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-ordinators shall be the Council's representative for the region they were 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 (*Independent and Club*)
2. Gold Membership (*Independent and Club*)
3. Club Membership (*Club as an entity*)
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.

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).
- Blue (*Independent*) membership shall not have voting privileges.
- Blue (*Club*) membership shall not have direct voting privileges.
- Blue (*Club*) membership shall be represented as outlined in Section 23.2 i).
- A Blue *Independent* member may become a Blue *Club* member upon application to a club and acceptance of said application by the club. Upon acceptance by the club, the Blue member shall be considered to be registered to that club. The club shall notify the Corporation of acceptance in a timely manner.

ii) GOLD MEMBERS

- Gold membership awarded to an OUC member pursuant to being the recipient of the Lt. Cdr. Ken Grant Memorial Trophy, that membership shall be an OUC “Gold Lifetime Membership”
- 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.
- A Gold Independent member may become a club member upon application to a club and acceptance of said application by the club. Upon acceptance by the club, the Gold member shall be considered to be registered to that club. The club shall notify the Corporation of acceptance in a timely manner.

iii) CLUB MEMBERSHIP

- Minimum of six (6) Blue or Gold members must be registered to a club 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

- 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.

- 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 them to the Corporation prior to acceptance of their 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 (*independent*) and Gold (*independent*) member shall be required to pay dues at the beginning of each calendar year to the Corporation. Dues are for the period ending December 31.
- Each Blue (*club*) and Gold (*club*) member shall be required to pay annual dues at the beginning of each calendar year, or upon the initial joining of the Corporation. Dues are for the period ending December 31. Dues are not pro-rated for periods of less than one year.
- Each Blue (*club*) and Gold (*club*) member shall be registered to the club that submits dues and fees, known as the “primary club”, on behalf of the member to the Corporation.
- Each Blue (*club*) and Gold (*club*) member shall be registered to OUC through only one club, but may be a member of more than one club. In such a case, the member may change their primary club. The member must give notice(s) to all clubs involved and OUC.
- Each Gold Lifetime Member is a member of OUC without paying OUC dues.

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 annually 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.

Notice of the time and place of member' meetings, annual or general, shall be given to each member by sending the notice by prepaid mail, fax, or email, ten (10) calendar days before the time fixed for the holding of such meeting. At such meeting any business may be transacted. A majority of members of the Corporation present or represented by proxy duly appointed (individual proxy or club delegates), shall form a quorum for the transaction of business.

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 their 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. A Gold Member must choose one of the two options – they may not exercise their voting privileges twice.

- 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) Gold Lifetime Members vote in the same way as Gold members, listed above in i) and ii).

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 (as per Section 19.1, in the case of a member belonging to more than 1 club, only the club designated as primary for that member has the vote); 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 Board of Directors prior to the meeting, credentials to state that they are the authorized Delegate of a member in good standing with the Council. The Delegate must also provide to the Board of Directors documentation which substantiates the number of votes that they are authorized to cast based on the formula outlined 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 they are the authorized delegate of a specific commercial member and that they are 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 or the Gold Individual Member or 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 31st of December 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 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 their 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 shall include the plural number 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 4th day of February, 2025

President

Director

ONTARIO UNDERWATER COUNCIL

Incorporated by Letters Patent 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 16th, 2008
 February 10th, 2013
 February 4th, 2025