

**CANADIAN AMATEUR DIVING ASSOCIATION (ONTARIO) INC./
L'ASSOCIATION CANADIENNE DU PLONGEON AMATEUR (ONTARIO) INC.
BY-LAWS**

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Canadian Amateur Diving Association (Ontario) Inc./L'Association Canadienne du Plongeon Amateur (Ontario) Inc., also known as Dive Ontario.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Ontario Not-for-Profit Corporations Act, 2010.
- b) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Corporation.
- d) *Corporation* – Canadian Amateur Diving Association (Ontario) Inc./L'Association Canadienne du Plongeon Amateur (Ontario) Inc.
- e) *Days* – days including weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- g) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- h) *In Writing* – shall include both hard copy and/or electronic communication in a form determined appropriate by the Board.
- i) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- j) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- k) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution.

1.3 Registered Office – The registered office of the Corporation will be located within the Province of Ontario.

1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

- 2.1 Categories – The Corporation has the following category of Members:
- a) Club Member is an organized diving club, incorporated or unincorporated, composed of at least one (1) registered (Competition-Introduction certified) coach; five (5) Individual Registrants who are active registered divers; a board of directors composed of at least three (3) people other than the coach and/or divers, whose purpose is the development and maintenance of the Club Member.
- 2.2 Registration – Each Club Member must register with the Corporation and agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations; and provide the Corporation a list of their Registrants and participants who will become Individual Registrants of the Corporation.

Authority of Members

- 2.3 Membership Authority – The Members of the Corporation will have the following powers:
- a) To appoint the Auditor
 - b) To amend the By-laws
 - c) To elect Directors; and
 - d) As provided in the Act and in these By-laws

Admission and Renewal of Members

- 2.4 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:
- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
 - b) The candidate member was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
 - c) The candidate member has paid fees as prescribed by the Board;
 - d) The candidate member agrees to uphold and comply with the Corporation's governing documents;
 - e) The candidate member meets any other condition of membership determined by the Board;
 - f) The candidate member has met the applicable definition listed in Section 2.1; and
 - g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Fees and Duration

2.5 Duration – Unless otherwise determined by the Board, membership with the Corporation begins when the Board accepts the member's registration and ends on a date determined by the Board common to all Member Associations or when the Member resigns or is terminated from membership:

2.6 Fees – Membership fees will be determined by the Board.

2.7 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will cease to be a Member of the Corporation by Ordinary Resolution of the Board.

Transfer, Suspension, and Termination of Membership

2.8 Transfer – Membership in the Corporation is non-transferable.

2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.10 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Corporation, and may be subject to a probationary period before being reinstated to good standing.

2.11 Termination – Membership in the Corporation will terminate immediately upon:

- a) The expiration of the Member's membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) Resignation by the Member by giving written notice to the Corporation;
- d) Dissolution of the Corporation;
- e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Corporation's policies;
- f) The Member's dissolution; or
- g) By Ordinary Resolution of the Board as prescribed herein.

2.12 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

2.13 Arrears – A Member will be expelled from the Corporation for failing to pay membership fees or monies owed to the Corporation by the deadline dates prescribed by the Board. Any fees, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

2.14 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members or, upon fifteen (15) days' written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Good Standing

2.15 Definition – A Member will be in good standing provided that the Member:

- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b) Has completed and remitted all documents as required by the Corporation;
- c) Has complied with the By-laws, policies, and rules of the Corporation;
- d) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership fees.

2.16 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Corporation, Members in good standing may be entitled to the following privileges:

- a) To attend, participate, and vote at meetings of the Members;
- b) To participate in the Corporation's activities; and
- c) To participate in other events associated with the Corporation.

2.17 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the

benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation’s fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor’s report (if any) or review engagement report (if any).

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda, and reasonable information to permit Members to make informed decisions.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board ten (10) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.8 Quorum – Fifty percent (50%) of Members and majority of total votes attributed to Members present by their Delegate will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.11 Attendance – The only persons entitled to attend a meeting of the Members are the Delegates representing Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

3.12 Chair – The Chair will be the chair of all meetings of Members unless another individual is designated by the Chair, appointed by the Board, or approved by an Ordinary Resolution of the voting Members.

Voting at Meetings of Members

3.13 Voting Rights – Members in good standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at meetings of the Members:

- a) Club Members are entitled to appoint a Delegate to attend meetings of Member and are entitled to the following number of votes:
 - i. One vote, provided that, it has, as one of its registered Registrants has participated within the previous twelve (12) months in a diving meet sanctioned by the Corporation (hereinafter the “basic diver”);
 - ii. One vote for every ten (10) registered competitive Registrants therewith (not including the basic diver) who have participated within the previous twelve (12) months in a diving meet sanctioned by the Corporation;
 - iii. One additional vote for every twenty-five (25) “Learn-to-Dive” divers (Registrants) registered therewith in the registration system who have participated within the previous twelve (12) months in a diving program hosted by the Club Member; and
 - iv. In no event will a Member Club be entitled to more than ten (10) votes.

3.14 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.15 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegate to represent the Member or their alternatives. Delegates must be at least 18 years of age, of sound mind, and be acting as the Member’s representative. Votes carried by that Delegate must be cast as a block. An individual can only be appointed a Delegate by one Member only.

3.16 Proxy Voting – Proxy voting will not be permitted.

3.17 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

- a) The Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means;
- b) The votes may be verified as having been made by the Member entitled to vote; and
- c) The Corporation is not able to identify how each Member voted.

3.18 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a voting Member.

3.19 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution votes will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV REGISTRANTS

4.1 Registrants – The Corporation has the following categories of Registrants, who are not Members, but who must register with the Corporation and pay fees as determined by the Board:

- a) Individual Registrant is any individual who is a member of or registered with a Club Member, in good standing, or any individual who is approved by the Corporation's Board of Directors upon a direct application to the Corporation for Individual Registrant registration.
- b) Associate Registrant is a club, association, or other legal entities, incorporated or unincorporated, which do not qualify as a Club Member, but which, on application to the Board of Directors, meeting their responsibility to the Corporation as directed by the Corporation's Board of Directors.

Term

4.2 Year – Unless otherwise determined by the Board, the registration term of Registrants will be September 1st to August 31st.

Fees

4.3 Fees – Registrant fees will be determined annually by the Board.

4.4 Deadline – Registrants will be notified in writing of the fees payable, and if they are not paid within sixty (60) days of a date specified by the Board, the Registrant in default will cease to be a Registrant with the Corporation.

Discipline

4.5 Discipline – A Registrant may be suspended or expelled from the Corporation in accordance with the Corporation's By-laws, policies, and procedures relating to discipline of Registrants.

4.6 May Not Resign – A Registrant may not resign from the Corporation if the Registrant is subject to disciplinary investigation or action.

Status

4.7 Expulsion and Resignation – A Registrant ceases to be a Registrant if:

- a) The Registrant fails to maintain any of the qualifications or conditions of being a Registrant described in Section 4.1;
- b) The Registrant resigns from the Corporation by giving written notice to the Corporation in which case the resignation becomes effective on the date specified in the resignation. The Registrant will be responsible for all fees payable until the actual withdrawal becomes effective;
- c) The Registrant fails to pay fees owed to the Corporation by the deadline dates prescribed in Section 4.4;
- d) The Registrant fails to comply with Corporation's registration policies or applicable policies;

- e) The Registrant's term of registration expires; or
- f) The Corporation is liquidated.

Good Standing

- 4.8 Definition – A Registrant with the Corporation will be in good standing provided that the Registrant:
- a) Has not ceased to be a Registrant;
 - b) Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;
 - c) Has completed and remitted all documents as required by the Corporation;
 - d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
 - e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - f) Has paid all required fees to the Corporation.
- 4.9 Cease to be in Good Standing – Registrants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registrant has met the definition of good standing.

ARTICLE V GOVERNANCE

Composition of the Board

- 5.1 Directors – The Board will consist of six (6) – nine (9) Directors, the number of which will be fixed by the Directors by way of Ordinary Resolution.

Eligibility of Directors

- 5.2 Eligibility – To be eligible to serve as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
 - b) Not be a paid employee of the Corporation;
 - c) Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - d) Have not been declared incapable by a court in Canada or in another country; and
 - e) Not have the status of bankrupt.

Election of Directors

- 5.3 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.
- 5.4 Nomination – Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature;
 - b) Comply with the procedures established by the Nominations Committee (if appointed); and
 - c) Be submitted to the Registered Office of the Corporation fifteen (15) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- 5.5 Nominations from the Floor – Nominations will not be accepted from the floor.
- 5.6 Circulation of Nominations – Valid nominations will be circulated to Members ten (10) days prior to the Annual Meeting, unless determined otherwise by the Board of Directors by Ordinary Resolution.
- 5.7 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

5.8 Election – At least three (3) Directors will be elected at each Annual Meeting.

5.9 Director-at-Large Elections – Elections will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

5.10 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Corporation.

5.11 Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office. An individual is only permitted to assume the position of Director for three (3) consecutive terms and this provision is effective upon ratification and not retroactively.

5.12 Director Consent – An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

Resignation and Removal of Directors

5.13 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Corporation or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

5.14 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found to be incapable of managing property by a court or under Ontario law;
- c) The Director is found by a court to be incapable;
- d) The Director becomes bankrupt; or
- e) The Director dies.

5.15 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

5.16 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

Meetings of the Board

5.17 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the Chair or by written requisition of at least three (3) Directors.

5.18 Chair – The Chair will be the chair of all meetings of the Board unless another individual is designated to be the chair by the Chair or upon Ordinary Resolution of the Board. In the absence of the Chair, or if the meeting of the Board was not called by the Chair, the Board will appoint an individual to chair the meeting.

5.19 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

5.20 Board Meeting with New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

5.21 Number of Meetings – The Board will hold at least four (4) meetings per year.

5.22 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

5.23 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

5.24 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

5.25 Written Resolutions – A resolution confirmed in writing , including signature, electronic signature or confirmation via email, by all the Directors is as valid as if it had been passed at a meeting of the Board.

5.26 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

5.27 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Corporation consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

Duties of Directors

5.28 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

5.29 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

5.30 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation for the purpose of furthering the objects and purposes of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures, determine membership fees, and determine other registration requirements;
- f) Enable the Corporation to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Invest funds for the purpose of furthering the objects and purposes of the Corporation;
- i) Manage the Corporation's assets and resources expenditures for the purpose of furthering the objects and purposes of the Corporation;
- j) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- k) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE VI OFFICERS

6.1 Composition – The Officers will be comprised of the Chair, Vice-Chair, and Treasurer.

6.2 Term – The term of the Officers will be one (1) year or until they or their successors are elected or appointed.

6.3 Election – The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect a Chair, Vice-Chair, and Treasurer. They shall take office immediately.

6.4 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for Chair. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

6.5 Duties – The duties of Officers are as follows:

- a) The Chair will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.

- b) The Vice-Chair will, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

6.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

6.7 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote.

6.8 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

6.9 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.

ARTICLE VII COMMITTEES

7.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

7.2 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

7.3 Ex-officio – The Chair will be an ex-officio and non-voting member of all Committees of the Corporation, unless provided a vote in the Committees terms of reference.

7.4 Removal – The Board may remove any member of any Committee.

7.5 Debts – No Committee will have the authority to incur debts in the name of the Corporation

ARTICLE VIII FINANCE AND MANAGEMENT

8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be September 1st to August 31st.

8.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

8.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended. When the Corporation’s revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation’s revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement in lieu of an audit.

8.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor’s report or review engagement (if any); and
- c) Any further information respecting the financial position of the Corporation.

8.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Corporation’s articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

8.6 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

8.7 Signing Authority – The signing authority of the Corporation shall be vested in the Officers of the Corporation and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of any two of these Officers or persons shall be required on any financial instrument of the Corporation.

8.8 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine. Authorization of the acquisition, lease, sale, or otherwise dealing with real property transactions shall require the approval of a Special Resolution by the Members. Authorization of any financial transaction acquisition, lease, sale of property in an amount exceeding one hundred thousand dollars (\$100,000) shall require the approval of an Ordinary Resolution by the Members.

8.9 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

8.10 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

8.11 Conflict of Interest – A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE IX AMENDMENT OF BY-LAWS

9.1 Voting – Subject to Article IX (when applicable), these By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

ARTICLE X NOTICE

10.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

10.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

10.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE XI DISSOLUTION

11.1 Dissolution – Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed to a not-for-profit organization(s) which carry on their work similar to the Corporation.

ARTICLE XII INDEMNIFICATION

12.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation’s request in a similar capacity.

12.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

12.3 Insurance – The Corporation will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XIII FUNDAMENTAL CHANGES

13.1 Fundamental Changes – A Special Resolution of the Members is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation’s name;
- b) Add, change or remove any restriction on the activities that the Corporation may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Corporation;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.

ARTICLE XIV ADOPTION OF THESE BY-LAWS

14.1 Ratification – These By-laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on April 27, 2023.

14.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

**Temporary Bylaw No.2
Transition Plan**

1. On April 27, 2023, at the Dive Special General Meeting, a motion for the approval of the new Dive Ontario Bylaws and this Transition Plan (Bylaw No. 2) will be placed before the voting Members.
2. Upon the approval of the motion to accept the new Bylaws and this Transition Plan, the new Bylaws will be implemented effective immediately except for the composition and elections of directors which will be implemented in accordance with this Transition Plan.
3. The following Directors will retire (subject to re-election) at the 2023 Annual Meeting:
 - a) Ioana Marinescu
 - b) Robyn Bate
 - c) Adelle Leger
4. The following Directors will continue to hold office until the 2024 Annual Meeting:
 - a) Patti Kennedy
 - b) Rhonda Quesnel
 - c) Dean Chambers
5. At the 2023 Annual Meeting, elections will occur as follows in accordance with the new By-laws;
 - a) A minimum of three (3) Director (the number to be fixed by the Board) - will be elected for a two (2) year term.
6. At the 2024 Annual Meeting, elections will occur as follows in accordance with the new By-laws;
 - a) A minimum of three (3) Director (the number to be fixed by the Board) - will be elected for a two (2) year term.
7. All subsequent elections will proceed in accordance with the new By-laws.
8. Once the Board transition period is completed and this Bylaw #2 will be repealed automatically.