

## CHAPTER H-1: ABOUT US

### A. DIVING CANADA GOAL

To be a top three diving nation in the world as measured by performance at major international competitions.

### B. DIVING CANADA VALUES

To achieve its mission and vision, Diving Canada membership strives constantly and consistently to *put into action* what it values. Values drive our behaviour and guide our decisions.

#### Community

We value belonging to a community that shares:

- the joy and passion for the sport of diving
- the pride of group and individual accomplishments
- the information that enriches us as individuals and as community

We work cooperatively toward a common vision. We strive for community involvement that is inclusive and rewarding for all our members and guest.

We celebrate the heritage of Canadian diving, recognizing all those, both past and present, member or sponsor, who have contributed to the growth and promotion of our sport.

#### Personal Development

We value the physical and mental well being of our members, in particular the athletes, both on and off the playing field. We believe the development and health of the total person takes precedence over performance results.

We value a supportive and safe environment that encourages and inspires all of us to learn new skills and be the best that we can be.

#### Sportsmanship

We value the roles, views and contributions of our members thereby demonstrating respect for the rules, others and ourselves. We win or lose with dignity.

We are truthful, professional and trustworthy in our interactions with one another. We practice open, two-way communication and resolve our differences through collaborative and fair-minded discussion.

#### Excellence

We strive for personal and organizational excellence at all levels and in all areas of Canadian diving. We are goal-oriented and value everyone's involvement and effort in working toward the goals, be they personal, organizational or community.

We recognize our responsibility in delivering quality service to one another, especially to our high performance athletes in their pursuit of excellence. This means providing services that are accountable, responsive, effective and efficient. We seek new and innovative ideas for improvement in policies, practices and services.

These values have been developed with input from members and representatives nation-wide. They apply to all members of Diving Canada and should govern our relationships with all whom we contact.

### C. DIVING CANADA BYLAWS

CANADIAN AMATEUR DIVING ASSOCIATION INC.  
BY-LAW NO. 4

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF  
THE BUSINESS AND AFFAIRS OF THE CORPORATION

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receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writings;

1.00 INTERPRETATION

1.01 In this by-law and all other by-laws and resolutions of the Corporation unless the content otherwise requires:

- .01 the singular includes the plural;
- .02 the masculine gender include all genders;
- .03 "Board" means the Board of Directors of the Canadian Amateur Diving Association Inc.
- .04 "Director" means a member of the Board of Directors.
- .05 "Corporation" means the Canadian Amateur Diving Association Inc.
- .06 "Corporations Act" or "The Act" means the **Canada Corporations Act**, R.S.C. 1970, Chapter C-32, and any statute amending or enacted in substitution therefore, from time to time;
- .07 "documents", include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases,

.08 "Letters Patent" means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent:

.09 "Members" shall have the meaning as set out in Section 4.00.

.10 "Nominating Committee" means a committee appointed by the Board of Directors as more particularly described in subsection 11.02.

1.02 Headings used in the by-laws of the Corporation are for convenience of reference only and shall not affect the construction or interpretation thereof.

1.03 If any of the provisions contained in this by-law are inconsistent with those contained in the Letters Patent, the provisions contained in the Letters Patent, as the case may be, shall prevail.

1.04 Except as provided in the Act, the Board shall have the authority to interpret any provision of these by-laws that is ambiguous or unclear.

2.00 HEAD OFFICE

2.01 The head office of the Corporation shall be at the Municipality of Ottawa-Carleton, in the Province of Ontario and at such place therein as the directors of the Corporation may from time to time decide.

3.00 SEAL

3.01 The seal shall be in such form as shall be prescribed by the directors of the Corporation and shall have the words "**CANADIAN AMATEUR DIVING ASSOCIATION INC.**"

**"L'ASSOCIATION CANADIENNE DU PLONGEON AMATEUR INC."** The custody of the seal shall be entrusted to the secretary or another officer or person whom the Board of Directors may designate.

#### 4.00 MEMBERSHIP

4.01 Members - Membership in the Corporation shall be open to persons interested in furthering the mission and objects of the Corporation and shall consist of anyone whose registration for membership has been received by the Corporation within the previous two calendar years. Membership shall be non-transferable.

4.02 Categories and Definition of Membership - Membership categories for purpose of registration shall be athlete, coach, official, associate, diving club, and provincial section.

An Athlete is anyone who practices the sport of diving.

A Coach is anyone who is involved in coaching athletes and holds a minimum of level one certification as approved by CADA.

An Official is anyone who is involved as a judge or referee at diving competitions and has achieved as a minimum, regional certification.

An Associate Member is anyone involved as a volunteer at the club, provincial or national level.

A Diving Club is defined as having at least one (1) coach; five (5) athletes and three (3) associate members. In exceptional circumstances a province may apply to the Board on behalf of a diving club for an exemption to this rule.

A Provincial Section is any province or territory with a least one active diving club

4.03 Member in Good Standing - A member shall be deemed to be in good standing provided they have paid

registration fees of the Corporation in accordance with subsection 4.04, and they are not subject to a disciplinary investigation or action by the Corporation.

4.04 Fees - The Board may from time to time establish registration fees and any other fees in such amounts as it shall deem advisable and may for such purpose establish different classes with different fees and subscriptions with respect to each class; provided however, that any change shall be brought before the next meeting of Members and notice of such change shall be given. Any action of the Board as aforesaid, unless rescinded at such meeting of Members, shall continue and be valid, but the Members may at such meeting vary the actions of the Board as determined by a majority of voting Members present.

#### 4.05 Termination of Membership

(a) A Member may resign from the Corporation by giving written notice of his intention to resign; however, a Member may not resign when subject to a disciplinary investigation or action of the Corporation.

(b) A Member may be suspended from the Corporation for failure to pay registration fees in accordance with subsection 4.04. If registration fees remain unpaid for a further 120 days following the suspension, the Member may be expelled from the Corporation.

(c) Notwithstanding expulsion from membership, a former Member remains liable for any assessment levied under authority of subsection 4.04 prior to the expulsion.

(d) In addition to suspension or expulsion for failure to pay registration fees, a Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures related to discipline of Members.

(e) Any Member who is not an individual shall cease to be a Member upon its dissolution or winding-up of affairs.

#### 5.00 VOTING OF MEMBERS

5.01 Voting Groups -Votes at the Annual General Meeting of Members will be allocated amongst the four voting groups of the Corporation, which are Provincial Sections, Athletes, Coaches and Officials. The votes shall be structured such that the registered provinces are collectively entitled to 1/2 of the votes to be cast at a general meeting of Members, and each of the other voting groups shall be entitled to 1/6 of the votes to be cast there.—Diving clubs and associate members are represented at the Annual General Meeting by Provincial Sections, and do not have votes.

Initially the voting structure of the Corporation shall be as follows:

Provincial Sections:	9 votes (one for each provincial section)
Athletes:	3 votes
Coaches:	3 votes
Officials:	3 votes

5.02 Selection Process - The selection of voting members for each group shall be determined by vote of each respective group. In case of Provincial Sections, the voting members shall be the Provincial President or his/her designate.

5.03 Voting by Members - Unless otherwise required by the provision of the Corporations Act or the by-laws of the Corporation all questions proposed for consideration at a meeting of the Members shall be determined by a simple majority of the votes cast by Members entitled to vote.

5.04 Show of Hands - At all meetings of Members of the Corporation, every question shall be determined by a show of hands unless otherwise required by a by-law of the Corporation or unless a secret ballot has been requested and granted. Whenever a vote by show of hands has been taken upon a question, a declaration by the chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the

fact without proof of the number or proportion of votes in favor of or against the motion.

5.05 Secret Ballot - Any Member may demand that any vote be by secret ballot and if seconded, compliance shall be made with any such request.

5.06 Written Resolutions - A resolution in writing, signed by all Members entitled to vote on that resolution at meeting of Members, is as valid as if it had been passed at a meeting of Members. Facsimile signatures shall be satisfactory for the purpose of executing any such resolutions in writing.

5.07 Proxies - A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a of specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder must be a Member of the Corporation. A Director may not carry a proxy on behalf of any voting group and no individual may represent by proxy more than one voting Member group.

## 6.00 BOARD OF DIRECTORS

6.01 Number - The property and business of the Corporation shall be managed by a Board of five Directors.

6.02 Power - The Board shall have the power to do all things necessary for managing the affairs of the Corporation in accordance with the Act and these by-laws. Without limiting the generality of the foregoing, the Board shall have these powers:

- (a) Except as otherwise provided in the Act or these by-laws, all the powers of the Corporation including the power to delegate any of its powers, duties and functions.
- (b) The power to discipline members in accordance with approved policies and procedures.
- (c) The power to direct that disputes within the Corporation be managed in accordance with approved policies and procedures.
- (d) The power to establish committees, to appoint

members to committees or to delegate to others the authority to appoint members to committees.

- (e) The power to prescribe rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation.
- (f) The power to employ such persons as it deems necessary for carrying out the work of the Corporation.

6.03. Fund Raising - The Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

6.04. Qualifications - A Director must be an individual with power under law to contract who is at least 18 years of age and a Member in good standing with the Corporation within 10 days of election as a Director.

6.05. Term of office - At the first meeting of Members following approval of this by-law, 3 Directors shall be elected for a period of two years and 2 Directors shall be elected for a period of 1 year so that subsequent elections to the Board are carried out on a staggered basis. After the first meeting of members following the approval of this by-law, Directors shall be elected for a term of 2 years.

6.06. Vacation of Office - The office of a Director shall be vacated automatically:

- (a) If The Director is found by a court to be of unsound mind;
- (b) If the Director becomes bankrupt;
- (c) If the Director ceases to be a Member in good standing of the Corporation;
- (d) If the Director, without reasonable excuse, fails to attend three consecutive meetings of the Board
- (e) Upon the Director's death;

6.07. Removal from Office - A Director may be removed by a special resolution passed by two thirds (2/3) of the

voting Members at a general meeting of Members, provided the Director has been given notice of and the opportunity to be present and to make representation at such a meeting.

6.08. Filling a Vacancy - For any vacancy occurring in the Board of Directors, the Board by majority vote, may, by appointment, fill the vacancy until the next annual meeting, provided the appointee meets the requirements as set out in section 6.04. A Director so appointed shall be eligible for re-election to the Board at the next election for the remainder of the vacant position's term of office.

6.09. Election - Nominations to the Board will be identified by the nominating Committee to the Membership and are circulated 30 days prior to the Annual General Meeting. In the event that there are more individuals seeking election than positions available, ballots shall be circulated to the voting Members for voting purposes.

6.10. Indemnification of Directors - The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director and Officer from and against any and all claims, demands, actions and costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer. The Corporation shall not indemnify a Director or Officer or any other person for acts of fraud, dishonesty or bad faith.

## 7.00. MEETING OF DIRECTORS

7.01. Place of Meeting: Notice - Meetings of the Board of Directors may be held at any time and place to be determined by the Board provided that 48 hours written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least 14 days prior to the meeting. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

- 7.02 Meetings by Phone - If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a Committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.
- 7.03 Number of meetings - There shall be at least one (1) meeting per year of the Board.
- 7.04 First Meeting of Newly Elected Directors - Where Directors are elected at a general meeting (or, in the case of a Director appointed to fill a vacancy on the Board, at a meeting of the Board), no notice of the first meeting following the election or appointment shall be required to be given to the newly elected or appointed Director or Directors in order to legally constitute the meeting, provided that a quorum of Directors is present.
- 7.05 Quorum - Three Directors shall form a quorum for the transaction of business. Such quorum of Directors present shall be competent to do and perform all acts, which are or shall be directed to be done at any such meeting.
- 7.06 Voting - Questions arising at any meeting of the Board shall be decided by a majority of votes. Each Director is authorized to exercise one (1) vote. Proxies are not accepted at a meeting of the Board.
- 7.07 Written Resolutions - A resolution in writing, signed by all the Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Board or Committee of the Board. Facsimile signatures shall be satisfactory for the purpose of executing any such resolution in writing.

## 8.00 OFFICERS

- 8.01 Officers - The officers of the Corporation shall be the President and the Secretary. The Board may appoint any other officers as the Board may determine by resolution from time to time. Any two offices may be held by the same person. The President and Secretary shall be Directors of the Corporation but no other officers need be Directors.
- 8.02 Appointment - Officers of the Corporation shall be appointed by resolution of the Board at the first meeting of the Board of Directors following each annual meeting of members in which the Board is elected.
- 8.03 Term - The officers of the Corporation shall hold office for 1 year from the date of appointment or election until their successors are elected or appointed. Officers shall be subject to removal by resolution of the Board at any time. If otherwise qualified, there is no limit on the number of terms of office in which an officer may be appointed.
- 8.04 Remuneration of Officers - Officers shall not be entitled to any remuneration in their capacity as an Officer, but they shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation. Any Officer who is a bona fide employee of the Corporation may be paid remuneration with respect to services performed by him or her as an employee.

## 9.00 DUTIES OF OFFICERS

- 9.01 President - The President shall preside at all meetings of the Corporation and of the Board. The President shall act as the chairperson and the spokesperson for the Board and the organization. The President shall see that all orders and resolutions of the Board are carried into effect and that all meetings are run in accordance with the procedures established. The President may delegate any of his duties.

9.02 Secretary - The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board.

#### 10.00 ANNUAL OR GENERAL MEETINGS

10.01 Place - The annual or any other general meeting of the Members shall be held at the head office of the Corporation or at any place in Canada as the Board may determine and on such day as the Board shall appoint.

10.02 Timing - The Annual General Meeting shall be held on such a date so as to be not earlier than nine months or later than fifteen months, after the last previous Annual General Meeting and not more than six months following the fiscal year of the Corporation. The Board shall have power to call, at any time, a general meeting of the Members of the Corporation.

10.03 Rights of Members to Call Meeting - The Board shall call a special general meeting of Members on written requisition by Members carrying not less than 50% of the voting rights at a general meeting of members.

10.04 Business - At every annual meeting, in addition to any other business that may be transacted, the report of the President, the financial statements and the report of the auditors shall be presented and the auditors appointed for the ensuing year.

10.05 Quorum - 50% of the eligible votes will constitute a quorum. Provided a quorum is present at the beginning of a meeting, the meeting may continue even though voting Members leaving reduce the numbers to less than a quorum. Members who have declared a conflict of interest shall be counted in determining a quorum.

10.06 Notice - A minimum of fourteen (14) days' written notice

shall be given to each voting Member of any annual or general meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit Member to form a reasoned judgement on the decision to be taken. Notice of each meeting of Members must remind the Member of the right to vote by proxy.

10.07 Adjournments - Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

#### 11.00 BOARD COMMITTEES

11.01 The Board may constitute such committees to help carry out its responsibilities, as it considers necessary. Such committee shall be composed of such persons appointed by the Board, whether members of the Board or not, and the duties of such committees shall be those from time to time designated by the Board.

11.02 Nominating Committee - The Board shall constitute a nominating committee consisting of at least one representative from each of the Voting Groups. The duties of the Nominating Committee shall be set forth in Terms of Reference, which shall be established from time to time by the Board. Generally these duties include nomination of a full slate of candidates for election to the Board at each Annual General Meeting.

11.03 Remuneration of Committee Members - The Board shall determine the remuneration if any to be provided to Board Committees Members.

11.04 Removal of Board Committee Members - Any committee member may be removed by majority vote of the Board.

#### 12.00 EXECUTION OF DOCUMENTS

12.01 Cheques, Drafts, Notes, Etc. - All cheques, drafts or

orders for the payment of money and all notes and acceptance and bills of exchange shall be signed by such officers or Directors and in the manner from time to time prescribed by the Board.

12.02 Execution of Documents - Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing or signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint any person or persons on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The seal of the Corporation may, when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any person or persons appointed by resolution of the Board.

12.03 Books and Records - The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

#### 13.00 DEPOSITS OF SECURITIES

13.01 The securities of the Corporation shall be deposited for safe keeping with one (1) or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation 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 and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### 14.00 FISCAL YEAR

14.01 The fiscal year of the Corporation shall be determined by the Board.

#### 15.00 AUDITORS

15.01 The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting. The Auditor shall hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of the Auditor.

#### 16.00 AMENDMENT OF BY-LAWS

16.01 The by-laws of the Corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting Members at a meeting duly called for the purpose of considering the said by-law, provided that the enactment repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer & Corporate Affairs has been obtained.

#### 17.00 NOTICES

17.01 Signatures to Notices - The signatures to any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

17.02 Computation of time - Where a given number of days notice or notice extending over any period is required to be given the day of service or posting of the notice shall unless it is otherwise provided be counted in such number of days or other period.

17.03.1 Omissions and Errors - The accidental omission to give notice of any adjourned meeting of the Board or of Members, or the non-receipt of any notice by any Director or Member or the auditor, or any error in any notice not affecting its substance shall not invalidate any

action taken at the meeting. For the purposes of sending notice to any Director or Member for any meeting or otherwise, the address of the Member shall be the last recorded address on the books of the Corporation.

18.00 EFFECTIVE DATE

18.01 This by-law comes into force upon approval by the Minister of Industry Canada.

19.00 REPEAL OF BY-LAWS

19.01 Upon this by-law coming into force, By-law No. 1 of the Corporation is repealed provided that such repeal shall not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its appeal.

ENACTED this 21<sup>st</sup> day of November, 1999

President

Secretary