

## **BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of

**The Canadian Association for Underwater Science**  
**("CAUS")**

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**BE IT ENACTED** as a by-law of CAUS as follows:

## **SECTION 1 General**

### **1.01 Definitions**

In this by-law and all other by-laws of CAUS, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of CAUS;
- (c) "Executive Committee" means the board of directors of CAUS and "officer" means a member of the Executive Committee;
- (d) "by-law" means this by-law and any other by-law of CAUS as amended and which are, from time to time, in force and effect;
- (e) "AGM" means an annual meeting of members;
- (f) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (g) "proposal" means a proposal submitted by a member of CAUS that meets the requirements of Section 163 (Shareholder Proposals) of the Act;
- (h) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (i) "special resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

### **1.02 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in this by-law.

### **1.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by CAUS may be signed by any two (2) of its officers. In addition, the Executive Committee may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any signing officer may

certify a copy of any instrument, resolution, by-law or other document of CAUS to be a true copy thereof.

#### **1.04 Financial Year End**

The financial year end of CAUS is December 31.

#### **1.05 Banking Arrangements**

The banking business of CAUS shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Executive Committee may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of CAUS and/or other persons as the Executive Committee may by resolution from time to time designate, direct or authorize.

#### **1.06 Annual Financial Statements**

CAUS may, instead of sending copies of the annual financial statements and other documents referred to in Subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in Subsection 172(1) are available at the registered office of CAUS and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **SECTION 2 Membership**

#### **2.01 Membership Condition**

There shall be one class of members in CAUS. Membership in CAUS shall be available only to organizations interested in furthering CAUS's purposes as follows:

1. To promote the development of underwater science.
2. To promote the safety and welfare of individual members and affiliates who engage in underwater science.
3. To advance the science and practice of scientific diving.
4. To develop and maintain a standard for scientific diving in Canada.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of CAUS.

## 2.02 Admission of Members

All applications for membership must be approved by ordinary resolution of the Executive Committee in accordance with criteria established from time to time by this by-law or by the Executive Committee.

## 2.03 Term of Membership

Membership in CAUS shall be for a term of one (1) year and, unless terminated earlier, shall expire on December 31 of each calendar year, but it may be renewed as provided for in Section 2.05.

## 2.04 Members

Any research or educational institution, or any other organization, department, or group that is approved of by the Executive Committee, whether public or private, is eligible for membership.

Applicants for membership shall submit to the Secretary the following:

- (a) a written application in a form prescribed by the Executive Committee executed on behalf of the applicant by a properly authorized signing officer;
- (b) a written undertaking in a form satisfactory to the Executive Committee to:
  - (i) adhere to the by-laws and resolutions of CAUS;
  - (ii) adhere to the requirements of the current edition of the *CAUS Standard of Practice for Scientific Diving*;
  - (iii) promptly provide CAUS with copies of all changes in its safe diving practices manual or in its annual diving activities;
  - (iv) report diving records to CAUS when and in the manner required by the Executive Committee;
  - (v) permit on-site inspections by persons designated by the Executive Committee for evaluation of the applicant's diving operations including, but not restricted to, the applicant's modes of diving, equipment, maintenance, and general operating procedures; and,
  - (vi) report diving related accidents involving the applicant as soon as possible after they occur.
- (d) a statutory declaration of a director or officer of the applicant certifying that the applicant has followed or passed all procedures and resolutions required by law or by the applicant's charter documents to:
  - (i) approve membership of the applicant in CAUS,
  - (ii) appoint one (1) representative who must be the individual responsible for monitoring diving activities of the applicant, attend meetings, speak, vote, and sign on behalf of the applicant, and otherwise represent the applicant to CAUS in all respects,

which statutory declaration shall have appended to it as exhibits true copies of all relevant documents.

## **2.05 Maintenance of Membership**

Membership may be renewed for successive periods, but renewal shall not be automatic and may be withheld by the Executive Committee in its absolute discretion, in which case the affected membership shall expire as provided for in Section 2.03.

Without limiting the discretion of the Executive Committee, the Executive Committee shall consider the following factors in determining whether or not to permit renewal of membership in CAUS:

- (a) the member's continued and demonstrated commitment to the purposes, standards, and goals of CAUS;
- (b) whether the member has promptly paid to CAUS all its annual fees, dues and other accounts with CAUS; and,
- (c) whether the member has fully and promptly complied with all reporting requirements.

## **2.06 Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of the membership renewal date, the members in default shall automatically cease to be members of CAUS.

## **2.07 Termination of Membership**

A membership in CAUS is terminated when:

- (a) in the case of a member that is a corporation, the corporation is dissolved;
- (b) a member fails to maintain any qualifications for membership described in Section 2 of this by-law;
- (c) the member resigns by delivering a written resignation to the President of CAUS in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with Section 2.09 below or is otherwise terminated in accordance with the articles or by-laws;
- (e) the member's term of membership expires; or
- (f) CAUS is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of CAUS, automatically cease to exist.

## **2.08 Refund on Termination**

When a membership is terminated, and the terminated member is in all material respects in good standing at the time of termination, and the terminated party surrenders all membership materials in its possession to CAUS, then CAUS shall pay to that member a refund of any unearned dues, calculated on a pro rata basis.

## **2.09 Discipline of Members**

The Executive Committee shall have authority to suspend or expel any member from CAUS for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of CAUS;
- (b) carrying out any conduct which may be detrimental to CAUS as determined by the Executive Committee in its sole discretion; or
- (c) for any other reason that the Executive Committee in its sole and absolute discretion considers to be reasonable, having regard to the purpose of CAUS.

In the event that the Executive Committee determines that a member should be expelled or suspended from membership in CAUS, the President, or such other officer as may be designated by the Executive Committee, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Executive Committee, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Executive Committee, may proceed to notify the member that the member is suspended or expelled from membership in CAUS.

If written submissions are received in accordance with this section, the Executive Committee will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Executive Committee's decision shall be final and binding on the member, without any further right of appeal.

## **SECTION 3 Annual General Meeting**

### **3.01 Annual General Meeting**

An annual general meeting (AGM) of the members of CAUS shall be held every calendar year. The order of business at the AGM shall be determined by the President.

### **3.02 Notice of AGM**

Notice of the time and place of the AGM shall be given to each member entitled to vote at the meeting by mail, courier, personal delivery, telephonic, electronic or other communication facility at least sixty (60) days before the day on which the meeting is to be held.

### **3.03 Voting by Proxy**

Members not able to provide a representative at the AGM may assign, in writing to the Secretary, temporary proxy voting privileges to another member's representative. Assignment of permanent proxy is not allowed.

### **3.04 Chair of the Meeting**

The President shall chair the AGM. In the event that the President is absent, the meeting shall be adjourned.

### **3.05 Persons Entitled to be Present**

The only persons entitled to be present at the AGM shall be those entitled to vote at the meeting, the officers and the public accountant of CAUS and such other persons who are entitled or required under any provision of the Act, articles or by-laws of CAUS to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **3.06 Quorum**

A quorum at the AGM shall be 25 per cent of the members entitled to vote at the meeting. If a quorum is present at the opening of the AGM, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **3.07 Votes to Govern**

At the AGM every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.



## **SECTION 4 Executive Committee**

### **4.01 Election and Term of Officers**

Subject to the articles, the members will elect the officers at AGMs at which an election of officers is required.

The officers shall be elected to hold office for a term expiring not later than the close of the third AGM following the election. There is no term limit.

### **4.02 Executive Committee**

All duly elected officers will make up the Executive Committee of CAUS. At all times the number of Executive Committee members shall be at least five (5), and not more than ten (10).

### **4.03 Remuneration of the Executive Committee**

Members of the Executive Committee shall be reimbursed for expenses properly and modestly incurred in the execution of their duties, but they shall not receive any remuneration for their services to CAUS.

## **SECTION 5 Meetings of the Executive Committee**

### **5.01 Calling of Meeting**

Meetings of the Executive Committee may be called by the President or any two (2) officers at any time.

### **5.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Executive Committee shall be given in the manner provided in Section 7.01 of this by-law to every officer of CAUS not less than seven (7) days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the officers are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of officers shall specify any matter referred to in Subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **5.03 Chair of the Meeting**

The President shall chair a meeting of the Executive Committee. In the event that the President is absent, the meeting shall be adjourned.

### **5.04 Quorum**

A quorum at any meeting of the Executive Committee shall be the President and any 4 (four) additional officers. If a quorum is present at the opening of the meeting, the officers present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **5.05 Votes to Govern**

At all meetings of the Executive Committee, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **5.06 Committees**

The Executive Committee may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Executive Committee shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Executive Committee may from time to time make. Any committee member may be removed by resolution of the Executive Committee.

## **SECTION 6 Officers**

### **6.01 Qualifications of Officers**

No person is eligible for election as an officer unless he or she is both:

- (a) a duly appointed representative of a member; and
- (b) a resident of Canada.

## **6.02 Notification of Election**

At least sixty (60) days before the election of officers the Secretary shall give notice to each member advising that an election of officers is forthcoming, and explaining CAUS's nomination and election procedures and the steps that should be taken by any person who wishes to run for such a position.

Wherever possible, the election of officers should take place in conjunction with the AGM.

## **6.03 Nomination of Officers**

Nomination of officers may be made in writing to the Secretary by any member at least thirty (30) days prior to the election of officers. The nominated person must consent to the nomination in writing to the Secretary prior to being considered for election as an officer.

Additionally, to qualify for nomination as President, the nominee must have served at least one (1) year as an officer.

Efforts shall be made to include representatives from a range of scientific diving sectors as officers in CAUS. This includes, but is not limited to, academic, educational, zoo/aquarium, provincial and federal government, First Nations and private sector institutions.

## **6.04 Election of Officers**

Election of officers shall be conducted by members on a ballot at the AGM, or by electronic voting if not in conjunction with the AGM.

## **6.05 Description of Offices**

Unless otherwise specified by the Executive Committee which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of CAUS shall have the following duties and powers associated with their positions:

- (a) President
  - i. shall preside at all meetings of the Executive Committee and of the members;
  - ii. shall be shall be responsible for implementing the strategic plans and policies of CAUS;
  - iii. shall, subject to the authority of the Executive Committee, have general supervision of the affairs of CAUS;
  - iv. shall represent CAUS to the public and third parties in all matters of concern;
  - v. may appoint special committees to perform functions of interest or concern to CAUS;
  - vi. shall authorize all disbursements of CAUS funds; and,
  - vii. shall perform such other duties as required by applicable law or this by-law.

- (b) Secretary
  - i. shall attend and be the secretary of all meetings of the Executive Committee, members and committees of the Executive Committee
  - ii. shall keep, or cause to be kept, written minutes of the proceedings of said meetings;
  - iii. shall give, or cause to be given, as and when instructed, notices to members, officers, public accountant and members of committees;
  - iv. shall be the custodian of all books, papers, records, documents and other instruments belonging to CAUS;
  - v. shall perform such duties as may be properly incidental to the office of secretary;
  - vi. may prepare and distribute a newsletter or other publication to members; and,
  - vii. shall perform such other duties as required by applicable law or this by-law.
- (c) Treasurer
  - i. shall have charge and custody of and be responsible for all funds and securities of CAUS;
  - ii. shall prepare all financial reports for the annual meeting and such other reports as are required from time to time as may be directed by the Executive Committee or the President;
  - iii. shall perform such other duties as may be properly incidental to the office of treasurer; and,
  - iv. shall perform such other duties as required by applicable law or this by-law.
- (d) Executive-at-Large
  - i. shall represent the interests of the general membership to the Executive Committee;
  - ii. shall perform such other duties as may be properly incidental to the office of Executive-at-Large or as may be directed by the Executive Committee; and,
  - iii. shall perform such other duties as required by applicable law or this by-law.

## **6.06 Removal from Office**

The Executive Committee may at any time remove any officer with or without cause by passing a special resolution to that effect.

## **6.07 Vacancy in Office**

Unless so removed in a manner provided in Section 6.06, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed;
- (b) the officer's resignation; or,
- (c) such officer's death.

If the office of any officer of CAUS shall be or become vacant, the officers may, by resolution, appoint a person to fill such vacancy.

## **SECTION 7**

### **Notices**

#### **7.01 Method of Giving Notice**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a AGM or a meeting of the Executive Committee, pursuant to the Act, the articles, the by-laws or otherwise to a member, officer, member of a committee or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of CAUS or in the case of notice to an officer to the latest address as shown in the last notice that was sent by CAUS in accordance with Section 128 (Notice of directors) or 134 (Notice of change of directors); or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The Secretary may change or cause to be changed the recorded address of any member, officer, public accountant or member of a committee in accordance with any information believed by the secretary to be reliable.

The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any officer of CAUS to any notice or other document to be given by CAUS may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **7.02 Invalidity of any provisions of this by-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

#### **7.03 Omissions and Errors**

The accidental omission to give any notice to any member, officer, member of a committee or public accountant, or the non-receipt of any notice by any such person where CAUS has

provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION 8**

### **Dispute Resolution**

#### **8.01 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, officers, committee members or volunteers of CAUS arising out of or related to the articles or by-laws, or out of any aspect of the operations of CAUS is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, officers, committee members, employees or volunteers of CAUS as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

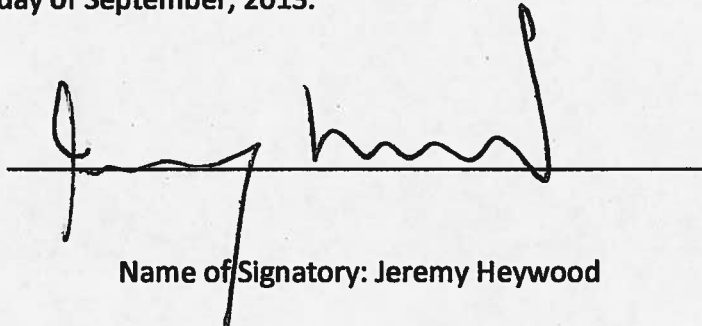
- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Executive Committee of CAUS) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be anyone of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of CAUS is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

**SECTION 9**  
**Effective Date**

**9.01 Effective Date**

Subject to matters requiring a special resolution of the members, this by-law shall be CERTIFIED to be By-Law No.1 of CAUS, as enacted by the members of CAUS by resolution on the 24<sup>th</sup> day of May, 2013 and confirmed by the members of CAUS by special resolution on the 6<sup>th</sup> day of September, 2013.

Dated as of the 20<sup>th</sup> day of September, 2013.

A handwritten signature in black ink, appearing to read 'Jeremy Heywood', is written over a solid horizontal line. The signature is cursive and somewhat stylized.

Name of Signatory: Jeremy Heywood