

Canadian Association for Underwater Science
Annual General Meeting
May 24, 2013
King City, Ontario



Minutes by Alisa S. Preston

1. Attendees:

- Bruce Hatcher – Cape Breton University (member)
- Richard Savignac – Montreal Biodome (member)
- Paul Boissinot – Quebec Aquarium, U Laval, Explos-Nature (members)
- Bruce Gray – Environment Canada (non-member)
- Sherri Ferguson – UBC, UVic, SFU (members)
- Jeremy Heywood – Vancouver Aquarium (member)
- Alisa Preston – Shaw Ocean Discovery Centre (member)
- Torben Brydges – University of Guelph (member)
- Leah Neal – Ripley's Aquarium of Canada (non-member)
- John Lindley – Dalhousie U (member)
- Thomas MacLaggan – Memorial U (member) [Phone]

2. Opening of the 2013 CAUS AGM (May 24, 2013, 9:06am)

a. Remarks by Jeremy Heywood:

Thank you for coming. It is great to be face to face and find out information in person from other facilities across Canada. The presentations and discussions have been productive thus far. Today we'll focus on the business part of meeting and I'm hoping to be done by lunch. A short exec meeting will take place after the full meeting, and then Seneca College is hosting a chamber dive and tour after lunch. Thanks to Aaron Griffin (Seneca College) for hosting CAUS.

3. Verification of quorum (25% of current members required = 4 of 16).

- a. Some payments are pending. It is proposed that pending payments are acceptable as membership.
- b. All those present agreed to allow pending payment for voting.

Number of voting members present: 13 (out of potential 16)

Quorum verified? Yes

4. Introduction of the Executive Committee

- a. Executive members will remain in place until elections at the 2014 AGM. Nominations for vacant positions will be considered at this (2013) AGM. (All members agreed.)

- | | |
|------------------------------------|-----------------|
| • President | Jeremy Heywood |
| • Vice President | vacant |
| • Secretary | vacant |
| • Treasurer | Sherri Ferguson |
| • Executive-at-Large | Tom MacLaggan |
| • Executive-at-Large | Isabelle Cote |
| • Chair – Standards and Procedures | Dave Geddes |
| • Chair – Membership | Alisa Preston |
| • Chair – Meetings and Programs | Paul Boissinot |
| • Chair – Emergency Procedures | Sherri Ferguson |

5. As Jeremy Heywood is the sitting President of CAUS, he will act as Chair for the 2013 CAUS AGM unless there are any objections.
 In favour: 13 Not in favour: 0
6. Nomination of Vice President for Executive.
 a. There isn't anyone nominating themselves for this role. It will be reflected later in the bylaw discussion.
7. Nomination of Secretary for CAUS Executive.
 Nominee: Alisa Preston
 Proposed by: Sherri Ferguson
 Seconded by: Jeremy Heywood
 In favour: 13 Not in favour: 0
8. Nomination of Secretary of the 2013 AGM Minutes.
 Secretary: Alisa Preston
 Proposed by: Sherri Ferguson
 Seconded by: Jeremy Heywood
 In favour: 13 Not in favour: 0
9. Adoption of the Agenda for 2013 CAUS AGM.
 Proposed by: Jeremy Heywood
 Seconded by: Torben Brydges
 In favour: 13 Not in favour: 0
10. Adoption of the minutes of the CAUS AGM which took place on September 27, 2012. (Note: CAUS AGM 2012 minutes were distributed to all members for review in advance of the 2013 AGM.)
 a. Discussion: Paul Boissinot reminded us that diving medicals to be performed by someone trained in diving medicine.
 Proposed by: Sherri Ferguson
 Seconded by: Paul Boissinot
 In favour: 13 Not in favour: 0
11. Financial Report as of May 24, 2013.
 After projected AGM expenses, CAUS bank balance is approximately \$7300. Nine of 16 members have paid dues (\$350) for 2013; however seven are still delinquent (UBC, UVic, CBU, Explos-Nature, GEERG, MUN, Québec Aquarium) owing a total of \$2450. The budget for the 2013 AGM is \$1550. 2013 AGM paid attendees = 10 @ \$125 = \$1250 (end amount may be higher due to late registrants). For more details CAUS ledger is available for review.
 Discussion:
- As previously mentioned in these minutes, some of these delinquent members may have their member fees being processed. Jeremy Heywood will confirm how many have paid upon his return after this AGM.
 - It makes sense to have an AGM in person every other year. The 2012 meeting was held on Skype, which saved money, but lost the appeal of face to face interactions.
 - Jeremy Heywood provided the balance sheet, which is passed around those in attendance. With incoming dues, the balance will increase towards \$10,000.00.
 - Accepting payments by PayPal is acceptable, but there is a 3% hit on funds. John Lindley asked if we should increase payments using PayPal to cover the fee. Credit cards also have a similar fee for the convenience. While cheques are preferred, the 3% fee is acceptable.
 - The following suggestions on how CAUS funds can be used were discussed:
 1. Sending Sherri Ferguson to the CSA AGM.

2. Sending someone from the CAUS Executive to the next AAUS AGM, including 100% financing for transportation and accommodations. (It is expected to cost \$2500 to go to Curacao where the next AAUS AGM is being held).
 - This provides an opportunity to provide a presentation from an institutional perspective on how CAUS is operated in Canada.
 - This strengthens reciprocity between CAUS and AAUS, which is currently being accepted between the two organizations.
 - Funding to support sending someone to the next AAUS AGM to be discussed in other business later in this meeting.
3. Bursary for diving training.
 - To be discussed in other business later in this meeting.

12. Adoption of the financial statement for the end of the fiscal year.

Proposed by: Sherri Ferguson

Seconded by: Paul Boissinot

In favour: 13 Not in favour: 0

13. President's Report.

a. Update from Jeremy Heywood:

- i. We need to ensure the procedures and paperwork to continue the Not-For-Profit (NFP) status for CAUS is sorted out. CAUS NFP status needs to be continued into the new NFP Act, which changes the bylaw. A new revised bylaw will then be finalized within the next 6 months.
- ii. Overall the CAUS diving Standard is in pretty good shape after lots of work that has been done over the last few years. There have been no significant requests for change recently and going forward there are no major changes expected. The Standard outlines the requirements on how it must be incorporated into individual facility manuals, which are to be submitted with new membership forms. A unified standard with Environmental Canada and DFO will be pursued after the bylaw issues are finalized; however, the CAUS Standard is a good starting point based on discussions from recent unification meetings.
- iii. The pronunciation of CAUS ("C-A-U-S", "CAUSE" or "COUSE") will be confirmed at some point, but it is not critical to the current business at hand.
- iv. All members need to be reminded to complete paperwork and dues (self audit form, membership form, statistics, etc). Very few stats have come in despite requests for information. Stats reporting supports safety and good diving practices by CAUS facilities to regulatory bodies.
- v. Happy to continue being part of CAUS as President.

14. Motion: Waive the requirement for a public accountant (PA) to audit CAUS accounts. (Under the new *Canada Not-for-Profit Corporations Act* organizations that are deemed "non-soliciting" with less than \$1 million dollars in revenue may, by unanimous vote, may waive the appointment of a PA).

- a. Discussion: Jeremy Heywood has been following up with legal representatives regarding this. Ed Power, based in Halifax, is listed as the auditor for CAUS, but no current members have any recollection of who this is. Mr. Power's name has now been removed. If CAUS is a non-soliciting, NFP organization with less than \$1M a year, the membership can vote to eliminate the need for a public accountant to look at the books. This framework has been built into new act, so the motion could be modified to address this.
- b. Modified Motion: "Waive the requirement for Public Accountant to audit CAUS accounts, as the accounts were reviewed and approved by members at this AGM. (Under the new Canada Not-for-Profit Corporations Act organizations that are deemed "non-soliciting" with less than \$1 million dollars in revenue may, by unanimous vote, may waive the appointment of a PA)". All members in attendance agree to this revision.

Proposed by: Jeremy Heywood

Seconded by: Bruce Hatcher

In favour: 13 Not in favour: 0

15. New Business

(a) CAUS members' approval of continuance (transition). Whereas:

- A. The *Canada Not-for-Profit Corporations Act* (the "NFP Act") requires that a corporation incorporated Under Part II of the *Canada Corporations Act* must continue into the NFP Act no later than October 17, 2014;
- B. The directors of the Corporation (CAUS) feel that it is in the best interests of the Corporation to continue under the NFP Act and accordingly have submitted the matter to the members for their approval.

Motion: To approve the following four resolutions regarding continuance into the NFP Act:

- i. The Corporation is hereby authorized to apply to the Director under the NFP Act for a certificate of continuance pursuant to Section 297 of the NFP Act.
- ii. The articles of continuance presented to the directors of the Corporation and attached hereto as Schedule "A" to these minutes, be and they are hereby approved in all respect and that the articles be submitted to the members of the Corporation for approval.
- iii. By-law No. 2, enacted by the directors to replace By-law No. 1, be approved in the form presented to this meeting, effective as of the date of continuance of the Corporation.
- iv. Any one director or officer of the Corporation is authorized and directed on behalf of the Corporation to do any and all acts and things and to execute all further deeds, documents and other writings as the director or officer, in their sole discretion, may consider to be necessary, desirable or useful to carry out and give effect to the continuation of the Corporation and to these resolutions.

Discussion:

- The CAUS Executive met and voted on May 23, 2013 to support this motion. Motions such as this are special resolutions, and require 2/3 support from the membership. Proposal by Jeremy Heywood is to accept motion as outlined above.
- Another motion is to have Jeremy Heywood spearhead the resolutions regarding continuance into the NFP Act in conjunction with members to ensure CAUS is back to having a bylaw within 6 months that matches the needs of the membership. Alternatively, before this is accepted, we go through all steps in the bylaw for discussion, which may not be necessary, as it is understood that everyone would be consulted by Jeremy. Everyone agrees to accept the generic bylaw as a legal function to move ahead in short order to get back to having business as usual with ability to amend the bylaw going forward. There is nothing in bylaw that will change business as currently conducted by CAUS (as of date of continuance).
- Bruce Hatcher has concerns regarding some of the objectives, which are vague and should reflect that our purpose is to maintain the CAUS Standard. All members present agree to revised motion: 4th point to Statement of purpose that CAUS develops and maintain a Standard for scientific diving in Canada.
- When minutes are prepared, Jeremy will ensure to attach the new bylaw.

Proposed by: Jeremy Heywood

Seconded by: John Lindley

In favour: 13 Not in favour: 0

(b) Discussion regarding CAUS bylaw.

- Summary of JH bylaw revision suggestions and past bylaw changes voted on but not implemented
- Member input regarding bylaw:
 - i. Intent – go through proposed changes from bylaws over the last few years, and take ideas from everyone added to past and current minutes. All suggestions will be added to general bylaw by Jeremy Heywood for draft of a new bylaw for submission and review. Once ready and reviewed, this will replace the generic bylaw (within 6 months). Special requirement 2/3 vote required.

- ii. Previous bylaw discussions:
 - 1. 2009 AGM: Agreement that bylaw would be digitized and distributed to all members. This will be done once we have revised bylaw (6 months).
 - 2. 2009 AGM – 7 points:
 - a. Changes the requirement for notice and recognition that email and digital polling was accepted.
 - b. Seal for society – we don't currently have one. Could use new logo as seal? All present agree this is not required, so moving forward without a seal.
 - c. Term of the "President" was discussed and revised in 2011. Is it enough to elect new presidents whenever term ends? Should we consider extending the term (currently 3 years in temporary bylaw, which is reasonable)? Sherri Ferguson asked whether we need a president elect in place for one year before becoming president (Within 3 year president period, after the 2nd year, a president elect is voted in). We need to confirm:
 - i. How long is president elected for?
 - ii. How many consecutive terms can the president be elected for?
 - iii. How does president elect come in?
 - d. Bruce Hatcher has suggested we have enough flexibility to reconstruct board if necessary without limiting people volunteering and willing to serve. Moving towards a longer statutory term for president (such as 3 years from the date of their election) and the same for board members for simplicity, unless there is a vacancy (which would require an earlier election for that post). We should not limit the number of terms, as the executive can ask a member to leave at anytime if not fulfilling duties. Also, if a member is willing to continue filling a post without competition may do so for another term. Memberships may vote 2/3 (special resolution) to remove executive/board member with cause.
 - e. Clarification to be made in bylaw: The Board of Directors consists of elected executive members.
 - 3. 2011 AGM – maintain an office position (President Elect) that they presume role of president? Rather than having this role, suggestion is that if you want to be president, you must have completed at least 1 year on the board prior to running for president. All members present agree to this. Therefore, the motion is to eliminate the VP Position. The recommendation is to have three members: President, Secretary and Treasury and the rest are members at large. Currently must have a min of 3 members, and maximum of 10. Possible changes:
 - a. Recommend changing minimum to 5 or 6? All members present agree to a minimum of 5 members on executive.
 - b. Have even number, and president only votes to split a tie. No further preference made on this.
 - c. Odd number always allows no opportunity for tie. No further preference made on this.
 - 4. Past president (immediate past president) must stay on committee for a term for one year (in non-voting capacity) if not elected into another position on the executive. Further discussion needed.
- iii. Other items that will be amended in new bylaw draft:
 - 1. Proxies – how to assign proxy, etc. This will be removed and replaced with one line saying that members and executive may assign proxy in writing.
 - 2. Nominations – current method is very complicated. Remove and replace with simplified process (to be prepared by Jeremy Heywood and entered into draft).
 - 3. Standing Committees – striking committees as necessary. No need to complicate unless we have significantly more members.
- iv. Jeremy Heywood hopes to have a draft out for review within a few weeks.

Motion: To finalize and submit to legal counsel a new bylaw in consultation with, and reflecting the needs of, CAUS membership, which has been duly approved by members, replacing the generic bylaw accepted in part (a) above, within six months of this meeting.

Proposed by: Jeremy Heywood

Seconded by: Sherri Ferguson

In favour: 13 Not in favour: 0

(c) Update regarding website.

- Jeremy Heywood commented that the new website at caus.ca went live in early 2013.
 - i. Simple design
 - ii. Easy to update (WordPress template) and transfer 'ownership'
 - iii. Cheap

(d) Update regarding membership cards.

- Jeremy Heywood confirmed that at the 2013 AGM, membership cards were made optional.
- Reimbursement of paid fees for individual memberships
- Institutes are welcome to issue their own cards. Can they use CAUS logo?

(e) Update and discussion regarding unified standard.

- Jeremy Heywood confirmed that the CAUS Standard will be a starting point.
- Should Executive Committee members 'enshrined' in bylaws to include permanent members from various sectors in Canadian scientific diving community (Universities/Colleges, Aquariums/Zoos/other attractions, Fisheries and Oceans, Environment Canada ...)?
- Should a President is appointed on a rotational basis?
- Should each sector be required to provide a representative on the EC to fill one of the committee roles to balance out the representation?

(f) Review of statistics from 2011 and 2012.

- Jeremy Heywood provided the following stats and asked everyone to please submit details from individual facilities.

	Member	# of dives	# of divers	Total minutes
2011	U Vic	0	3	0
	U Guelph	12	4	305
	Explos-Nature	93	9	2933
	Biodome	337	12	24,210
	Memorial	391	9	16,448
	UBC	?	33	?
	SFU	?	?	?
	Bamfield	326	24	11,098
	Laval			
	Shaw Ocean Discovery Centre	15	4	619
	Vancouver Aquarium	1379	55	55,539
	GEERG	?	?	?
	Dalhousie	?	?	?
Quebec Aquarium	?	?	?	
Cape Breton University	?	?	?	
2012	U Vic	?	?	?
	U Guelph	0	0	0
	Explos-Nature	103	10	3479
	Biodome	295	14	22,500
	Memorial	?	?	?
	UBC	?	?	?

SFU	696	28	30,212
Bamfield	572	29	20,866
Laval			
Shaw Ocean Discovery Centre	21	3	878
Vancouver Aquarium	1702	60	36,063
GEERG	?	?	?
Dalhousie	639	17	27,966
Quebec Aquarium	488	?	?
Cape Breton University	?	?	?
U New Brunswick	98	6	4536

16. Date and location for 2014 AGM:

- a. Recommendation is to alternate years (physical meeting versus conference call). All members present feel we get more done and learn more from face to face interaction. Cost is typically covered by individual facilities.
- b. Agreement is to have physical meeting next year. Do we align with DFO and Environment Canada? Bruce Gray to find out when next meeting for EC will take place.
- c. CAUS fiscal year ends in spring (March 31?). Should we just have calendar fiscal year to define when dues are allotted for? All members present agree. That way, we can have meeting earlier in the year, which won't conflict with field seasons.
- d. Recommendation: aim for early 2014 (first quarter) – mid February during reading break? Jeremy Heywood to follow up with members to determine reading breaks, but will probably be around February 10-15, 2014.
- e. Location for next AGM:
 - i. Easier to align with DFO and EC if closer to Ottawa. Quebec City? Pending feedback from DFO and EC.
 - ii. Ripley's in 2015 (when the facility is up and running).
- f. Proposal: Early February 2013 and potentially in Quebec Province.

Proposed by: Alisa Preston

Seconded by: Richard Savignac

In favour: 13 Not in favour: 0

17. Executive Committee Reports.

- a. Strike

18. Membership Roundtable.

- a. To be discussed over lunch (un-official).
- b. Strike

19. Other Business.

- a. AAUS Conference
 - i. Sherri Ferguson motions that we should cover cost for one members to attend (airfare and hotel)
 1. Discussion: Bruce Hatcher stated that if we are going to the AAUS AGM, we need to have a clear path how it is going to allow us to improve our Standard in Canada.
 - a. Representation helps reciprocity going forward and building relationships and potential insight for CAUS Standard in the scientific diving community.
 - b. Whichever member is going to AGM should create a report as well as take potential questions/concerns for CAUS and contact potential representatives at AAUS for input.
 - ii. Revised motion: Member represents CAUS and submits a report after attending.
 1. Proposed by: Sherri Ferguson
 2. Seconded by: Richard Savignac
 3. In favour: 13 Not in favour: 0

- b. Bursary for student training:
 - i. Sherry Ferguson motioned that CAUS establish a scholarship at reasonable amount (\$500).
 - 1. Revise motion that executive develop and present a scholarship/bursary proposal.
 - a. Alisa Preston volunteered to prepare this with input from members. (Graduate level?) Could also consider scientific divers or programs or training opportunities at member facility that aren't linked to universities.
 - 2. Proposed by: Sherri Ferguson
 - 3. Seconded by: John Lindley
 - 4. In favour: 13 Not in favour: 0
- c. 3 Classes of Members: NFP, FP and Students.
 - i. Bruce Hatcher mentioned that CAUS currently has 1 class of membership, but will we have the potential for 3 classes: NFP Members, For Profit Members, and Student Members? AAUS has corporate members and individual membership, which allows vote.
 - ii. Sherri Ferguson motions that this can be discussed at another time, as there is much input coming from all members.
 - iii. Discussion: There is concern that professional/commercial facilities may try to escape the provincial regulations where they operate. If a facility can show they are a genuine scientific diving organization, and upon review by the executive they meet the CAUS bylaws can be considered for membership. (Based on non-construction, non-blasting, etc. as per definition for scientific diving in the Standard – prepared on first page of bylaw). To be discussed as a case by case basis as accepted by the executive if all requirements are met as per the Standard.
 - iv. No motion required. Single category of membership agreed to by all members present.
 - v. If a student is from a non-member university – how can they approach CAUS? They can approach CAUS for support, but will have to go through their facility or be sponsored by a CAUS facility to be diving under the auspices of their scientific diving program. Reciprocity can be provided between CAUS facilities only – not CAUS itself. CAUS does not train divers; it only defines and upholds the Standard.
 - vi. If members meet all the CAUS requirements (diving manual, etc), but aren't able to pay dues, this is something that could be discussed by the executive to determine if services (i.e. web maintenance) could be exchanged for dues, but only if standard requirements for membership are met first.

20. Adjournment of the 2013 CAUS AGM.

- 1. Proposed by: Sherri Ferguson
- 2. Seconded by: Paul Boissinot
- 3. In favour: 13 Not in favour: 0
- ii. Meeting Closed at 12:38pm