



Victoria Diving Society By-Laws

PART 1 – DEFINITIONS AND INTERPRETATION

1.1. Definitions - in these bylaws

- a. "**Act**" means the *Societies Act*, SBC 2015, c. 18ia, as amended from time to time.
- b. "**Society**" means the Victoria Diving Society.
- c. "**Board**" means the directors of the Society.
- d. "**Bylaws**" means these Bylaws are altered or amended from time to time.
- e. "**Ordinary Resolution**" means a resolution passed by a majority of votes.
- f. "**Special Resolution**" means a resolution passed by a 2/3 majority of votes.
- g. "**Minor**" means any individual under 19 years of age.

1.2. Interpretation

- a. These Bylaws must be interpreted in accordance with the Act.
- b. If there is a conflict between these bylaws and the Act or the regulations under the Act, the Act or regulations prevail.

PART 2 – MEMBERSHIP

2.1 Eligibility

- a. Membership in the Society is open to any person interested in the sport of diving residing on Vancouver Island.

2.2 Application for Membership

- a. A person may apply to the Board for membership by submitting a completed application form and the person becomes a Member on the Board's acceptance of the application.

2.3 Membership Dues

- a. The annual membership dues shall be determined by the Board.

2.4 Rights and Obligations of Members

- a. Members must uphold the constitution of the Society and comply with these Bylaws.
- b. A member can only be in one category and a member is entitled to one vote.

2.5 Member Not in Good Standing

- a. A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.
- b. A member not in good standing may not vote at a general meeting.
- c. A member not in good standing is deemed to not be a voting member for the purposes of consenting to a resolution of the voting members.
- d. A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

2.6 Termination of Membership

- a. A member may withdraw from the Society by delivering a written resignation to the Secretary.
- b. Membership may be terminated by a majority vote of the Board if a member fails to comply with the bylaws or engages in conduct detrimental to the Society.
- c. The decision to terminate a member must be provided in writing by the Board outlining clearly the reasons behind it. The member considered for termination can appeal the decision and present their case to the Board for reconsideration.

2.7 Member Categories

- a. All members of the Society will fall within one of the following prescribed categories:
 - i. Active member - represents a participating athlete under 19 years of age (minor) or is an athlete of 19 years of age or greater; or
 - ii. Associate member - a member interested in diving residing on Vancouver Island.
- b. A person can only be in one of the two member categories.
- c. The same person can represent more than one minor athlete (under 19 years of age).
- d. Each member is allowed one vote unless they represent more than one minor (athlete under 19 years of age) in which case they can cast one vote for each athlete they represent.

2.8 Residency Requirement:

- a. Membership in the Society is limited to individuals who reside within the geographic boundaries of Vancouver Island, British Columbia. The Society may require proof of residency as a condition of membership.
- b. The Society reserves the right to verify the residency of any applicant or member at any time. Failure to maintain residency within the specified geographic area shall result in the termination of membership, subject to the procedures outlined in these bylaws.

- c. The Board may, at its discretion, grant exemptions to the residency requirement in special circumstances where such an exemption is deemed to align with the Society's mission and objectives.

2.9 Duration:

- a. Membership in the Society is for one year from the time of application and must be renewed annually.

PART 3 – GENERAL MEETINGS OF MEMBERS

3.1 Time and place of general meeting

- a. A general meeting must be held at the time and, if applicable, place the Board determines.

3.2 Ordinary business at general meeting

- a. At a general meeting, the following business is ordinary business:
 - i. Adoption of rules of order;
 - ii. Consideration of any financial statements of the Society presented to the meeting;
 - iii. Consideration of the report if any, of the director or auditor;
 - iv. Election or appointment of an auditor;
 - v. Business arising out of a report of the directors not requiring the passing of a special resolution.

3.3 Notice of special business

- a. A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

3.4 Chair of general meeting

- a. The following individual is entitled to preside as the chair of a general meeting:
 - i. the, individual, if any, appointed by the Board to preside as the chair;
 - ii. if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
 - 1. the president, or
 - 2. one of the other directors in attendance to the meeting.

3.5 Alternate chair of general meeting

- a. If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual in attendance at the meeting to preside as the chair.

3.6 Quorum required

- a. Business and actions that require the members to decide by vote, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

3.7 Quorum for general meeting

- a. The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

3.8 Lack of quorum at commencement of meeting

- a. If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,
 - i. in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - ii. in any other case, the meeting stands adjourned to the same day in the next week, at the same time and and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are in attendance constitute a quorum for that meeting.

3.9 If quorum ceases to be in attendance

- a. If, at any time during a general meeting, there ceases to be a quorum of voting members in attendance, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

3.10 Adjournments by chair

- a. The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.11 Notice of continuation of adjourned general meeting

- a. It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned

general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

3.12 Order of business at general meeting

The order of business at a general meeting is as follows:

- a. elect an individual to chair the meeting, if necessary;
- b. determine that there is a quorum;
- c. approve the agenda;
- d. approve the minutes from the previous general meeting;
- e. review unfinished business from the previous general meeting;
- f. if the meeting is an annual general meeting,
 - i. receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - ii. receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - iii. elect or appoint directors, and
 - iv. appoint an auditor, if any;
- g. review new business, including any matters about which notice has been given to the members in the notice of the meeting;
- h. terminate the meeting.

3.13 Electronic Meetings

- a. Meetings of the members and the Board of Directors may be conducted electronically, including via video conference, teleconference, or other electronic means, provided that all participants can communicate adequately with each other.
- b. Notice of electronic meetings shall be given in the same manner as in-person meetings, with instructions on how to participate electronically included.
- c. The presence of members or directors participating electronically shall count towards quorum, as if they were present in person.
- d. Voting will be conducted in person and not be conducted electronically

3.14 Methods of voting

- a. At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members;
- b. Notwithstanding the above subsection, if 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

3.15 Announcement of result

- a. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.16 Proxy voting is permitted

- a. Proxy voting is permitted. A written notice designating the proxy for a member must be provided to the Board two weeks prior to a general meeting by which the Board will determine eligibility.

3.17 Matters decided at general meeting by ordinary resolution

- a. A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS AND OFFICERS

4.1 Number of Directors

- a. The number of directors must be a minimum of 3 and a maximum of 9.

4.2 Election of Directors

- a. Directors shall be elected at the annual general meeting for a term of one year.
- b. Directors may be re-elected.

4.3 Duties of Directors

- a. Directors are responsible for the overall management of the Society.
- b. The President, Secretary, and Treasurer are the officers of the Society.

4.4 Removal of Directors

- a. A director may be removed by a special resolution of the members.

4.5 Casual Vacancy

- a. The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.
- b. A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Part 5 — Board Positions

5.1 Election or appointment to Board positions

- a. Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position: President; Secretary; Treasurer.

5.2 Role of president

- a. The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

5.3 Role of secretary

- a. The secretary is responsible for doing, or making the necessary arrangements for, the following:
 - i. issuing notices of general meetings and directors' meetings;
 - ii. taking minutes of general meetings and directors' meetings;
 - iii. keeping the records of the Society in accordance with the Act;
 - iv. conducting the correspondence of the Board; and
 - v. filing the annual report of the Society and making any other filings with the registrar under the Act.

5.4 Absence of secretary from meeting

- a. In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

5.5 Role of treasurer

- a. The treasurer is responsible for doing, or making the necessary arrangements for, the following:
 - i. receiving and banking monies collected from the members or other sources;
 - ii. keeping accounting records in respect of the Society's financial transactions;
 - iii. preparing the Society's financial statements; and
 - iv. making the Society's filings respecting taxes.

5.6 Directors at Large

- a. Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

PART 6 – REMUNERATION OF DIRECTORS, FINANCIAL AND RECORDS

6.1. Remuneration

- a. These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

6.2. Financial Records

- a. The Society must keep accurate and complete financial records.
- b. A financial statement must be presented at the annual general meeting.
- c. The Board may appoint an auditor or the membership may vote at a general meeting for waiver of an auditor.
- d. Any member can ask to view the current financial records at any point.

6.3. Signing Authority

- a. Signing authority for the Society's bank accounts is held by the President, Treasurer, and one other director.

6.4. Minutes

- a. Minutes for all board meetings and all general meetings shall be recorded and maintained by the Secretary of the Society. Any member can ask for the minutes and other documentation such as by-laws and policies at any point. If required confidential information will be redacted or removed.

PART 7 – AMENDMENTS TO BYLAWS

7.1 Amendments

- a. These Bylaws may be amended by a resolution at a general meeting. Notice of a proposed amendment must be provided to members at least 14 days in advance.

PART 8 – CONFLICT OF INTEREST

8.1. Duty to Disclose

- a. Directors and members involved in any vote must disclose any potential conflict of interest. A conflict of interest arises when a member has competing interests that could influence their decisions in ways that compromise the integrity of the society.

8.2. Conflict of interest reporting

- a. Any member or director can also raise a potential conflict of interest about another member or director by written notice to the Board.

8.3. Determining Whether a Conflict of Interest Exists

- a. After disclosure of a potential conflict of interest and all material facts, the Board shall decide if the conflict of interest is valid. The Interested Person may be asked to provide additional information but shall not participate in deliberations or vote on the matter. If the Board can not reach a decision, the decision will be made at a general meeting as an ordinary resolution by majority vote of the members.

8.4. Addressing conflict of interest

- a. If it is determined that a conflict of interest exists the interested person has to leave the meeting and not participate in any discussion or voting that could be affected by the conflict of interest.

8.5. Recording conflict of interest

- a. All conflict of interest disclosures and determination must be recorded to the minutes of any Board meetings and general meetings.

PART 9 – INCLUSION, EQUITY, DIVERSITY, AND INCLUSION (EDI)

9.1. Commitment to Inclusion and EDI

- a. The Society is committed to operating an inclusive environment that respects and values the diversity of its members, participants, and community as outlined in the Society's EDI policy.
- b. The Society shall actively promote the inclusion of individuals from diverse backgrounds, including but not limited to race, ethnicity, gender identity, sexual orientation, disability, age, and socio-economic status.
- c. The Society shall ensure that all its programs, services, and facilities are accessible and welcoming to all members of the community.

PART 10 – DISSOLUTION

10.1 Dissolution

- a. Dissolution of the Society shall be pursuant to the Act.

- b. In the event of the dissolution of the Society, any remaining assets after the payment of debts shall be distributed to a registered charity or another non-profit organization as determined by the members.