

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the Society is Dive Industry Association of British Columbia.
2. The purposes of the Society are to
 - a) Promote the sport of diving,
 - b) Acquire, maintain, designate, enhance, promote, and manage diving sites and facilities,
 - c) Support safe, sustainable diving and diving-related practices,
 - d) Promote the interests of British Columbia's diving-related businesses,
 - e) Work co-operatively with governments, diving associations, and other individuals and groups with similar purposes and interests to accomplish these purposes,
 - f) Solicit, collect, receive, acquire, hold and invest money and property, both real and personal, own sell and convert property, both real and personal, and use the funds of the Society and the proceeds, income rents, and profits derived from any property of the Society in furtherance of the purposes set out above, and
 - g) To benefit industry stakeholders by supporting the development and execution of a sustained, coordinated, industry marketing effort to build dive related tourism revenues by promoting British Columbia as a world class dive destination, and
 - h) Do all such things as may be incidental or ancillary to the attainment of these purposes.
3. In the event of the winding-up or dissolution of the Society, all the assets remaining after the payment or satisfaction of all its liabilities, including the remuneration (if any) of a liquidator, and after payment to employees of any arrears of salaries or wages, and after payment of any debts, must be divided equally among the Members, this provision is unalterable.

BYLAWS

Part 1 – Interpretation

- 1.1 In the Constitution and these Bylaws
 - a) “Act” means the Society Act,
 - b) “AGM” means an Annual General Meeting,
 - c) “Bylaws” mean the Bylaws of the Society,
 - d) “Constitution” means the Constitution of the Society,
 - e) “Directors” mean the Directors of the Society for the time being,
 - f) “General Meeting” includes both AGMs and Special General Meetings,
 - g) “Member” means a Member of the Society,
 - h) “Registered Address” means the mailing address of a Member as recorded in the register of Members,
 - i) “Society” means Dive Industry Association of British Columbia,
 - j) the singular includes the plural and vice versa, and
 - k) persons include corporations and associations.
- 1.2 The Constitution and these Bylaws can only be changed by special resolution.
- 1.3 The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.

- 1.4 On being admitted to membership, each Member is entitled to, and the Society must on request give the Member without charge, a copy of the constitution, and these Bylaws.

Part 2 – Membership

- 2.1 1) The Members are the applicants for incorporation and those who subsequently become Members in accordance with these Bylaws and who, in either case, have not ceased to be Members.
2) Membership is limited, and is not a right.
- 2.2 There are three classes of member, active members, associate members, and honorary members. Members must have the following qualifications, and have the following rights:
a) Active members: Businesses whose principal business is based on or relates to the diving industry. Each active member has one vote.
b) Associate members: Persons, clubs and businesses with an interest in the objects of the Society, but who are not eligible to become active members, and retired active members, An associate member has no vote, and cannot become a director or officer.
c) Honorary members: A person who has made an outstanding contribution to the affairs of the Society may be elected an honorary member by unanimous vote of the directors. Each honorary member has one vote.
- 2.3 Applications for membership must
a) be in writing and in a form approved by the Directors,
b) include the full name, address, and telephone number of the applicant,
c) be made to and are subject to the approval of the Directors, and
d) include any dues or monies which are payable.
- 2.4 The Directors may in their sole discretion refuse or postpone an application for membership, and may determine the category of membership an applicant is eligible for.
- 2.5 1) Membership dues must be set by ordinary resolution at the AGM.
2) Membership is not transferable.
3) The number of active and honorary members must be greater than the number of associate members.
- 2.6 Every Member and director must comply with
a) the Act,
b) the Constitution and Bylaws,
c) any rules of order governing the conduct of General Meetings and of meetings of the Directors.
- 2.7 A person ceases to be a Member on
a) delivering a written resignation to the Society.
b) death or, in the case of a Member which is a corporation, on dissolution,
c) having been a Member not in good standing for six months, or
d) being expelled
- 2.8 A Member becomes a Member not in good standing on failing to pay a debt due and owing to the Society.
- 2.9 1) A Member may be expelled by a special resolution.

- 2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - 3) A Member who is the subject of a proposed special resolution for expulsion must be given at least 30 days notice of the proposed expulsion, by registered mail, and an opportunity to be heard at the General Meeting before the resolution is put to a vote.
- 2.9 A Member who ceases to be a Member forfeits any right to share in the assets of the Society.

Part 3 – Meetings of Members

- 3.1 The first AGM must be held not more than 15 months after the date of incorporation, and after that an AGM must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding AGM. Every effort should be made to ensure that the location of the AGM alternates between the Mainland and Vancouver Island.
- 3.2 General Meetings must be held at the time and place, in accordance with the Act and these Bylaws that the Directors decide.
- 3.3 Every General Meeting, other than an AGM, is a Special General Meeting.
- 3.4 The Directors, when possible, should commit to an annual Special General Meeting schedule that includes fixed dates and locations both on Vancouver Island and on the Mainland or, when it is not possible to obtain a physical quorum, conference calls can be used for meetings and will be funded by the Society.
- 3.5
 - 1) The Directors, on the requisition of 10% or more of the Members, must convene a Special General Meeting without delay.
 - 2) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must
 - a) state the purpose of the Special General Meeting,
 - b) be signed by the requisitionists, and
 - c) be delivered or sent by registered mail to the address of the Society.
 - 3) If, within 21 days after the date of the delivery of the requisition, the Directors do not convene a Special General Meeting, the requisitionists, or a majority of them, may themselves convene a Special General Meeting to be held within four months after the date of delivery of the requisition.
 - 4) A Special General Meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as General Meetings are convened by the Directors.
- 3.6
 - 1) Notice of a General Meeting must
 - a) specify the place, day and hour of meeting, and in case of special business, the general nature of the business, and
 - b) include any special resolution to be proposed at the meeting.
 - c) include an identified agenda section to encourage reports/updates on key regional issues.
 - 2) The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
 - 3) Notice of a General Meeting must be sent as required by the Act.
- 3.7
 - 1) Notice of a General Meeting must be given to
 - a) every Member shown on the register of Members on the day notice is given, and

- b) the auditor, if any.
- 2) No other person is entitled to receive a notice of General Meeting.

Part 4 – Proceedings at General Meetings.

- 4.1 Special business is
- a) all business at a Special General Meeting except the adoption of rules of order, and
 - b) all business at a AGM, except
 - i) adoption of rules of order,
 - ii) consideration of the financial statements,
 - iii) the report of the Directors,
 - iv) the report of the auditor,
 - v) election of Directors,
 - vi) appointment of the auditor, if required, and
 - vii) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 4.2
- 1) Quorum at a meeting of Directors is a majority of Directors then in office.
 - 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a General Meeting at a time when a quorum is not present.
 - 3) If during a General Meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.3
- If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Member, must be terminated, but in any other case, it stands adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum. No notice of a meeting adjourned under this section need be given to Members not present.
- 4.4
- 1) A General Meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 2) When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.
 - 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
- 4.5
- 1) All Members are entitled to attend General Meetings.
 - 2) Each Member in good standing and present at a General Meeting is entitled to one vote.
 - 3) Voting is by show of hands, except for the election of Directors, or when a ballot is requested by a majority of voting Members present, on a show of hands.
 - 4) Proxy voting is allowed with written permission from the Member business.
 - 5) A resolution Proposed at a General Meeting must be seconded.
- 4.6
- Subject to the Act and these Bylaws, a General Meeting may adopt rules of order. If a meeting does not adopt other rules, than Robert's Rules of Order (Newly Revised) must be used.

Part 5 – Directors

- 5.1 1) The Directors may exercise all the powers of the Society, and do all the things that the Society may do, subject to
- a) the Constitution and these Bylaws,
 - b) all laws affecting the society, and
 - c) rules, not being inconsistent with these Bylaws, which may be made from time to time by the Society in General Meeting.
- 2) No rule made by the Society in General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.2 1) There must be five Directors, or such greater number as may be determined by a General Meeting, but the number of Directors must not exceed nine.
- 2) The Directors are the President, the Vice-President, the Secretary, the Treasurer, and one or more other Directors, such that the number of Directors is that determined by bylaw 5.2(1).
 - 3) Directors have a term of office of two years, and are eligible for re-election.
 - 4) Directors must be active or honorary Members in good standing.
 - 5) Election of Directors must be by secret ballot, unless the number of candidates equals or is less than the number of vacancies, in which case the candidates must be declared elected.
 - 6) When possible, elections will be held for half of the Director positions to ensure continuity by at least half of the Directors will have at least one year's experience.
 - 7) When possible, the election or appointment of Directors would include identified representatives from specific sectors, eg. Dive owner/operators, Dive Shops/Retailers, Media, etc.
 - 8) When possible, the election or appointment of Directors would include identified representatives from specific regions of British Columbia including Vancouver and the Lower Mainland, The Sunshine Coast, Southern Vancouver Island, Central Vancouver Island, Northern Vancouver Island, and the Interior.
- 5.3 A Director ceases to be a Director on
- a) ceasing to be an active or honorary Member,
 - b) the end of the Director's term of office, unless the Director is re-elected,
 - c) resigning in writing,
 - d) death,
 - e) becoming unable to perform the duties of a Director due to physical or mental disability, or
 - f) failing to attend three consecutive meetings of the Directors without the authorization of the Directors.
- 5.4 The Members may, by special resolution, remove a Director before the expiration of the Director's term of office, and may elect a successor to complete the term of office.
- 5.5 1) The Directors may appoint an active or honorary Member as a Director to fill a vacancy in the Directors.
- 2) A Director so appointed holds office only until the conclusion of the next AGM, but is eligible for re-election at that meeting.
- 5.6 No act or proceeding of the Directors is invalid only by reason that there are fewer than five Directors in office.
- 5.7 Subject to court approval, the Society must indemnify a Director or former Director of the Society, and a Director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the Director, in a civil, criminal or administrative action or proceeding to which the Director is made a party because of being or having been a Director, including a action brought by the Society, if

- a) the Director acted honestly and in good faith with a view to the best interests of the Society, and
 - b) in the case of a criminal or administrative action or proceeding, the Director had reasonable grounds for believing the Director's conduct was lawful.
- 5.8 The Society may purchase and maintain insurance for the benefit of a Director against personal liability incurred by the Director as a Director.
- 5.9 Subject to the Act, a Director must be remunerated for expenses necessarily and reasonably incurred while engaged in the affairs of the Society. A Director must not be remunerated for being or acting as a Director.

Part 6 – Directors' Duties and Conflicts

- 6.1 1) A Director must
- a) act honestly and in good faith and in the best interests of the Society, and
 - b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a Director.
- 2) The requirements of the section are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of Directors of a society.
- 6.2 Nothing in a contract, the Constitution or Bylaws, or the circumstances of a Director's appointment, relieves a Director from
- a) the duty to act in accordance with the Act, or
 - b) a liability that by a rule of law would otherwise attach to the Director in respect of negligence, default, breach of duty or breach of trust of which the Director may be guilty in relation to the Society.
- 6.3 A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other Directors.
- 6.4 1) A Director referred to in section 6.3 must account to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction
- a) unless
 - i) the Director discloses the interest as required by section 6.3,
 - ii) after the disclosure the proposed contract or transaction is approved by the Directors, and
 - iii) the Director abstains from voting on the approval of the proposed contract or transaction, or
 - b) unless
 - i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
 - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by Special resolution.
- 2) A Director referred to in section 6.3 must not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.
- 6.5 The fact that a Director is, in any way, directly or indirectly, interested in a proposed contract or transaction or a contract or transaction, with the Society does not make the contract or transaction

void, but, if the matters referred to in section 6.4 (a) or (b) have not occurred, the court may, on application of the Society or an interest person, do any of the following:

- a) prohibit the Society from entering into the proposed contract or transaction,
- b) set aside the contract or transaction, or
- c) make any order that it considers appropriate.

Part 7 – Proceedings of Directors

- 7.1
 - 1) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - 2) Quorum at a meeting of Directors is a majority of Directors then in office.
 - 3) A Director may at any time and the Secretary, on the request of a Director, must convene a meeting of the Directors.
- 7.2 Subject to the Act and these Bylaws, the Directors may adopt rules of order, but if they do not adopt rules of order then Robert's Rules of Order (Newly Revised) must be used.
- 7.3 The President is chair of all meetings of the Society and of the Directors, but if at a meeting the President is absent, or is unable or unwilling to act as chair, the Vice President must act as chair. If the Vice President is also absent or unable or unwilling to act, the Directors present must choose another Director to be chair.
- 7.4
 - 1) The Directors may engage such agents, employees, or advisors including an investment counselor, auditor, and solicitor as they consider advisable for management of the assets and business of the Society.
 - 2) The Directors may deal with any property owned by the Society and execute any documents in connection therewith, may enter into any contracts or agreements considered advisable by them, and may do all other acts considered necessary or proper by them.
- 7.5 When a meeting of Directors is held immediately following the election or appointment of a Director or Directors, it is not necessary to give notice of the meeting to the new Directors for the meeting to be constituted, if a quorum is present.
- 7.6 A Director may waive in writing notice of any meeting or meetings of the Directors, and may at any time withdraw the waiver, and until the waiver is withdrawn
 - a) no notice of meetings of Directors need be sent to the Director, and
 - b) all meetings of the Directors, notice of which have not been given to the Director are, if a quorum of Directors is present, deemed to be valid and effective.
- 7.7
 - 1) Questions arising at meetings of the Directors and committees must be decided by a majority of votes.
 - 2) In the case of a tie vote, the chair has a second or casting vote.
 - 3) A resolution proposed at a meeting of Directors or a committee need not be seconded, and the chair of a meeting may move or propose a resolution.
- 7.8 A resolution in writing, signed by all the Directors and laced with minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.
- 7.9 A person may participate in a meeting of the Directors or a committee by electronic means. Each participant in such a meeting must be able to communicate with all the others, and is deemed to be present and to have agreed so to participate.

- 7.10 1) The Directors may delegate any, but not all, of their powers to committees on an as needed project basis consisting of interested members &/or Directors.
2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
3) A committee must elect a chair, may meet and adjourn as it thinks proper, and may be requested to report its activities to the Directors.
4) Four standing committees will be Membership Services; Marketing and Promotion; Finance and Fundraising and Website/Online.

Part 8 – Officers

- 8.1 1) The officers of the Society are the President, Vice-President, Secretary, Treasurer, and any other person appointed by the Directors.
2) The Directors must set the duties, term of office and remuneration of any officer they appoint who is not a Director.
- 8.2 The President
a) must preside at all meetings of the Society and of the Directors,
b) is the chief executive officer, and
c) must supervise the other officers in the performance of their duties.
- 8.3 The Vice-President, in the absence of the President, must perform the duties of the President.
- 8.4 The Secretary must
a) conduct the correspondence of the Society,
b) issue notices and keep minutes of meetings of the society and the directors,
c) have custody of all records and documents of the Society except those which must be kept by the Treasurer,
d) have custody of the common seal of the Society, if any, and
e) maintain the register of Members.
f) provide for publication on line the minutes of the General Meeting within one week of the meeting date, and the proposed meeting agenda one week prior to the scheduled General Meeting.
g) the minutes and the agendas should be circulated electronically to the Members to allow for their comments on both documents.
h) be responsible for the development and encouragement of Member communications.
- 8.5 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary.
- 8.6 The Treasurer must
a) keep the financial records, including books of accounts, necessary to comply with the Act, and
b) render financial statements to the Directors, Members, and others when requires.

Part 9 – Finances

- 9.1 The Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, but no debenture can be issued without the authority of a special resolution.

- 9.2 The Members may by special resolution restrict the powers of the Directors to borrow, or to propose special levies, but a restriction so imposed expires at the next AGM.
- 9.3 All documents that require signature of the Dive Industry Association of British Columbia have at least two signatures from the four registered signing authorities.

Part 10 – Seal

- 10.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 10.2 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the chair and secretary or chair and treasurer or chair and secretary-treasurer.

Part 11 – Auditor

- 11.1 This Part applies only if the Society is required or has resolved to have an Auditor.
- 11.2 The first auditor must be appointed by the Directors, who must also fill all vacancies occurring in the office of auditor.
- 11.3 At each AGM the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.
- 11.4 An Auditor may be removed by ordinary resolution.
- 11.5 An auditor must be promptly informed in writing of the auditor’s appointment or removal.
- 11.6 A Director, officer or employee of the Society must not be its auditor.
- 11.7 The auditor may attend AGM’s.

Part 12 – Notice to Members

- 12.1 A notice may be given to a Member
 - a) by delivery in person, or
 - b) by mail to the Member at the Member’s Registered Address.
- 12.2 A Member must promptly and in writing notify the Society of any change in the Member’s Registered Address.
- 12.3
 - 1) Notice of every General Meeting must be given to every Member shown on the register of Members on the day notice is given.
 - 2) No other person is entitled to receive notice of a General Meeting.

Dated at _____, B.C., _____ 20__

(witness signature)

1. _____
(applicant signature)

(witness name)

(applicant name)

(witness address)

(applicant address)

(witness signature)

2. _____
(applicant signature)

(witness name)

(applicant name)

(witness address)

(applicant address)

(witness signature)

3. _____
(applicant signature)

(witness name)

(applicant name)

(witness address)

(applicant address)

(witness signature)

4. _____
(applicant signature)

(witness name)

(applicant name)

(witness address)

(witness signature)

(witness name)

(witness address)

(applicant address)

5._____
(applicant signature)

(applicant name)

(applicant address)
