

SAVE
SOS ONTARIO
SHIPWRECKS

2013

SOS Handbook, Job Descriptions, By-Laws,
Resolutions Policies



Preserve
Ontario's Marine Heritage



SOS Handbook, Job Desc, By-Laws, Resolutions and Policies

2013

The *Burt Barnes* (cover image – Kincardine Ont. in 1906) was built in 1882, USA official # 3193, and was 96' x 25' x 7', 134 gross tons, 127 net tons. This was typical of the thousands of 2, 3 and 4-masted schooners that plied the Great Lakes in the 19th and early 20th centuries. They were the bulk carriers of the day, delivering cargoes to support a growing economy. Their remains tell us much of the people who relied on and sailed them.

The 3-masted schooner was built by Green S. Rand at Manitowoc Wisconsin, built for John Waite Barnes (1840-1902) and named after his first son and second child *Burt Barnes* (1872-1947) who grew up to become a famous artist. In 1896 she was sold to Oliver Oberg also of Manitowoc. In 1899 she was sold to E.T. Torrison also of Manitowoc, then to Canadian interests in May 1904, official # C150489, to the Graham Brothers of Kincardine. They used her to carry lumber from the Bruce Peninsula and Manitoulin areas to ports along the St. Clair and Detroit Rivers. In the 1920's she was dismasted and made it to Kincardine Ont. for repairs. She was later sold to James Swift of the Swift Coal Company of Kingston on Lake Ontario in 1924 and used in the coal trade. She was one of the last of her kind to sail the Great Lakes. Other schooners of stately comparison are the City of Sheboygan, George A. Marsh, William Jamieson, Lyman M. Davis, Aloha, Annie Falconer, and City of St. Louis. Ships grew old from relentless pounding, were weakened, overstressed, over loaded and in poor repair - thus these ships became floating deathtraps. Ships of this era died a hard and bitter death many times taking with them the crew and sometimes family who were aboard - usually too poor to suffer a kinder fate.

The *Burt Barnes* sank in a storm on September 2, 1926, 10-12 miles SE of Picton near the Duck Islands of Lake Ontario. She was bound from Big Sodus NY to Picton Ont. over loaded with coal. With a sudden change in winds, her foremast came crashing down as she began a tack to a new course, then the main mast crashed to the deck and took out the mizzen which landed on the yawl boat. The crew pumped water all day, but abandoned her at 4pm in a quickly patched up yawl boat and came to shore at Braddock's Point (12 miles West of Rochester NY) 12 hours later. She was under the command of Captain Patrick McManus.

In the early years of Save Ontario Shipwrecks, the *Burt Barnes* was selected to be the flagship of SOS. A photo of the *Burt Barnes* was given to founder Rick Jackson as a wedding present. It is now recognized everywhere as an official logo and is symbolic of SOS. It serves to remind everyone of the preservation ethic.

Just as the friend is there watching the schooner *Burt Barnes*, so too are we a friend to stand watch for our marine heritage resource. We teach by example that: "*we take nothing but pictures, leave nothing but bubbles, to give our past a future*". We believe in leading by example and practicing *Low Impact Diving*. We Dive To Preserve.



Compiled by: Brian Prince with data from Lorne Joyce, Jim Hopkins, David Swayze - Ships and Shipwrecks of Manitowoc, HCGL BGSU, Manitowoc Historical Society, Ancestry of Burt Barnes a Genealogical Record, Great Lakes Ships We Remember, SOS Newsletter 1983. Updated text to include selection of photo as flagship - March 2008.

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Save Ontario Shipwrecks: History, Organization And Operation

Foreword

The prime purpose of this handbook is to provide Members of the Board, Local Chapter Committee Chairs, the Executive Committee and the general membership with a background of their organization and sufficient knowledge of the SOS program delivery so that each volunteer may best pursue their own area of interest towards preserving Ontario's marine heritage.

The Handbook also serves as a source of information on SOS and its evolution, and will therefore be of value to anyone interested in learning about our organization, desiring to become involved, or volunteering for one of its many important positions.

This particular handbook is one of the several publications by SOS and, as the main one, may be augmented by the following:

- a. Save Ontario Shipwrecks Bylaws
- b. Save Ontario Shipwrecks Policies
- c. SOS Projects and Dive Standards
- d. SOS Plaque Handbook

Amendments or suggestions for content should be forwarded to the SOS head office. Copies of the above are available to any interested member.

© Save Ontario Shipwrecks
First edition, January 1986
Revised August 1988
Revised May 1995
Revised May 2002
Revised April 2003
Revised February 2007
Revised February 2008
Revised April 2012

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Mission Statement

The mission of SOS is the preservation and promotion of marine heritage through research, conservation and education.

History of SOS

During the late 1970's, two far sighted individuals, Rick Jackson and Gain Wong, began to realize that the most effective means of putting an end to wreck stripping in Ontario would be to educate and involve divers in conservation projects. They also recognized the need for an organization dedicated to preserving Ontario's marine heritage. In February of 1981, Save Ontario Shipwrecks (SOS) was incorporated with Rick Jackson, Andrew Garay and Gain Wong as the first directors.

The following individuals have served as President (Pres.) or Board Chair (B.C.):

Gain Wong	Pres.	1981 to 1981
Rick Jackson	Pres.	1981 to 1982
Jim Lockart	Pres.	1982 to 1983
Rick Jackson	Pres.	1983 to 1984
Fred Gregory	Pres.	1984 to 1989
Ron Stenson	Pres.	Part 1987
Eric Sharpe	Pres.	Part 1989
Tim Legate	Pres.	1989 to 1990
Les Pullen	Pres.	1990 to 1995
Barry Lyons	Pres.	1996 to 1997
Greg Way	Pres.	Part 1999
Tim Legate	Pres.	1999 to 2001
Jim Hopkins	Pres.	2001 to 2006
Brian Prince	Pres.	2006 to 2010
Mike Hill	Pres.	2010 to 2011
Bryan Thomas	Pres.	Part 2011 to 2012
Chris Phinney	Pres.	2012 to present

In the beginning SOS was centred in Toronto. The first Chapters were Toronto, Niagara, Peterborough and Ottawa. In 1985, SOS Quinte was formed primarily to continue work on the Annie Falconer. This project, the wreck of a late eighteen hundreds schooner near Picton (Pt. Traverse) was the first to involve amateur divers and professionals and stands today as an example of the quality effort that can be achieved by the dive community. It was the project originally started by Preserve Our Wrecks in Kingston (see Section 2.5) in 1984. With the assistance of the Ministry of Culture, which was then known as the Ministry of Citizenship and Culture, SOS offered an increasing number of marine archaeological seminars which in turn promoted the evolution of more local Chapters. Also in 1984 we saw the formation of SOS Ottawa Valley, Sault Ste Marie, Superior, London and Sudbury, and Oshawa came on board in 1985, followed by Ohio in 1986. SOS Ohio consisted of a group of divers working on an Ontario wreck in Fathom Five Park, and assisted the State of Ohio in organizing their own marine heritage groups. 1986 saw the formation of Chapters in Windsor, Ingleside (which was closely affiliated with the Lost Villages Historical Society) and Thunder Bay.

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For many years SOS managed on its own momentum and funding, which came mostly through membership and the personal financial commitment of those in charge. In 1986, SOS was awarded a Core Funding grant by the Ministry of Culture. This in turn forced SOS to develop a more structured fiscal operating system, and reorganized to manage our affairs in a more professional manner. In 1986, we finally evolved to the position where we had a definite Board of Directors, with Officers and an Executive Committee to manage the day to day affairs of the corporation. In 1988, to overcome the problems associated with a large, pervasive Board, a Management

Committee was formed to take care of the Board's ongoing responsibilities. It was also decided to establish the position of an Executive Director in that year. In June 1992, the position of Executive Director was abolished and the administration of the day to day business of the Corporation was contracted out to Harold L. Taylor Enterprises Ltd.

The use of Taylor Enterprises was helpful, but given the increasing cost, it was decided in 1999 to find volunteers amongst the executive and members to fill the role of membership, book keeping and mailing address. For about 3 months in 1999 head office was in Smiths Falls at the president's address.

With great appreciation, SOS has accepted the offer of Roy Pickering a long time SOS member and owner of R.J. Equipment in Blenheim Ontario, to use his business address as head office. Both Roy, his wife Joan and his administrative assistant Judy have been very responsive and conduct the function of head office very well. This has allowed SOS to channel more funds in to out-reach programs. Head Office has been in Blenheim from 1999 to present. We thank Roy for his on going support and dedication to our cause.

In 2003 SOS embarked on a provincial wide campaign to provide mooring buoys to SOS chapters and affiliated organizations like the NDA, POW, ErieQuest. The a funding grant from the Trillium Foundation as well as a large investment from SOS, SOS evaluated site submissions and worked with the Canadian Coast Guard (CCG) to have them evaluated for placement on Shipwrecks in the St. Lawrence and the Great Lakes. Buoys were supplied for all approved sites and local chapters and organizations deploy, maintain and remove them for the season. Notice to Shipping is provided to the CCG as required under the Private Aids to Navigation Act. The SOS website hosts a status list of the sites. To date, SOS has purchased over 80 buoys for initial deployment and maintenance purposes for this program.

In 2005 SOS created the Dive To Preserve program with an additional website at <http://www.DiveToPreserve.org>. This program outlines many of the things that people can do to get actively involved in Marine Heritage preservation. Such as Low Impact diving, site stewardship, ad-hoc reporting of site conditions or changes.

In 2006 SOS updated the organization's by-law to reflect the current organization and laws that affect how nonprofit organizations must run. By-law #2 was voted to be accepted by ballot at the 2006 AGM without modification. This new document, enclosed in this package, was the work of a dedicated committee with many reviews by the Board of Directors and with the paid assistance of legal counsel.

The Purpose of SOS

The purpose of SOS is marine heritage conservation, as this excerpt from the Letters Patent shows:

"To further public knowledge and appreciation of Ontario's marine heritage by such means as may be expedient and, in particular, but without limiting the foregoing:

- a. By assisting museums and public archives in acquiring information and displaying artifacts pertaining to Ontario maritime history;*
- b. By undertaking public education projects in furtherance of the objectives of the Corporation;*
- c. By surveying, documenting and encouraging the preservation of shipwrecks in Ontario's lakes and rivers as a resource of historical and recreational value to the public in the Province and Canada."*

The Role of SOS

Save Ontario Shipwrecks is a not-for-profit organization, dedicated to Marine Heritage Conservation. In order to carry out this purpose, four long term goals have been set out:

- a. To stop the destruction of marine heritage sites;
- b. To identify, evaluate and monitor marine heritage sites;
- c. To conduct projects which contribute to the knowledge and understanding of Ontario's maritime history; and
- d. To provide the diving community and general public with the opportunity to learn and understand more about Ontario's maritime history, and the value of our marine heritage resource.

A major task facing SOS is to stop the stripping and damage, whether intentional or otherwise, of shipwrecks by sport divers and others. This can best be accomplished by a shift in attitude. The old attitudes of "finders keepers" and "if I don't take it, someone else will" need to be replaced with an appreciation of the rewards of visiting sites which are preserved intact for all to use and enjoy.

All levels of SOS have a very important role to play in getting the conservation message across to the divers of the Province. At the Provincial level, SOS lobbies to various training agencies to include shipwreck conservation in all diver training courses. The Provincial level of SOS also develops and distributes educational support material to assist in delivering this message.

At the local level of SOS, Chapter Committee Chairs and others actively seek out opportunities to attend classes and other dive related meetings to discuss shipwreck and other marine heritage conservation topics. This gives the added benefit of recruiting new members to the Chapter thus increasing the ability to practice heritage conservation field work.

Local Chapters also work with charter boat operators and dive shop owners to encourage an active conservation attitude by pointing out the advantages which accrue to the commercial operators from quality dive sites.

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That this multi-directional approach works well was first demonstrated in the Kingston area, where an associated organization, Preserve Our Wrecks (POW) made such an impression on the local dive community, that to be caught stripping a wreck in the area, is to be branded as a pariah - a social outcast. If SOS is to accomplish its goal, this attitude needs to be driven home throughout the Province, and into the northern United States.

The alternative to education and persuasion is enforcement. The Province of Ontario claims ownership of all bottom lands and any object on them (unless true ownership can be proven in court). Clearly, wreck stripping or site destruction in Ontario is illegal, and indeed, there exist several statutes which can be used to protect sites from looting. These range from selections of the Heritage Act, to Criminal Code offenses such as theft, break and enter, and possession of stolen property.

While SOS believes in the educational approach, we recognize that not all individuals will respond positively. Where circumstances warrant, and the evidence exists, the appropriate authorities should be contacted and, if necessary, charges laid. Those appropriate authorities, in order of priority are:

- a. The nearest detachment of the Ontario Provincial Police,
- b. Crimestoppers, or
- c. The Ontario Ministry of Culture.

As underwater sites are discovered, they should be reported to the Ontario Ministry of Culture. Archaeological licenses and shipwreck evaluation forms are available for this purpose from the Ministry. The site should be evaluated in terms of its susceptibility to damage by both natural and human causes. This allows proper prioritization for further study to be given to those sites in imminent danger of disturbance. A casual watch should be kept over such sites to ensure they remain undisturbed. In this way, if conditions at the site change, action can be taken before serious damage can occur.

SOS heritage conservation projects are covered fully in a separate SOS handbook titled "A Diver's Guide to Ontario's Marine Heritage". In choosing a project and setting out research objectives, the purpose and goals of SOS should be kept in mind.

A major goal of SOS is the education of divers and the general public. We have, and will continue to seek out opportunities to further this goal, for it is the cornerstone of our conservation effort. Several forms of communication are available to us:

- a. The SOS Newsletter - widely read by historians, archaeologists, divers, and others with an interest in marine heritage, this publication is rapidly becoming recognized as a leader in the field and a research document in its own right;
- b. Miscellaneous Publications - articles by SOS members appear regularly in several widely distributed publications and other periodicals. This has served to heighten the awareness of our marine heritage;
- c. Seminars in Marine Heritage Conservation - SOS sponsors training events on underwater archaeology using the Nautical Archaeology Society's (NAS) curriculum which include project planning, resources, recording, and report preparation. SOS members may also attend SCUBA courses to give new divers an insight into the conservation ethic;

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- d. Education - Chapters are also to be deeply involved in the education goals of SOS. The following are a variety of projects which can influence the public and divers.
 - I. Placing information plaques on popular dive sites;
 - II. Preparing information pamphlets about these sites;
 - III. Writing articles for dive club newsletters and giving talks about SOS to dive clubs, new divers on courses and interested non-diving organizations; and,
 - IV. Improving dive sites through such activities as locating and returning artifacts to their original place on a wreck, developing interpretative trails, etc.

The role that SOS plays in marine conservation in Ontario is a vital one both in the academic and practical sense. Academic in that we seek to learn as much as possible, to record this knowledge for future study, and to pass our knowledge along. Practical in that much of our study is in active field work, and in actual preservation of existing endangered heritage and recreational resources.

Preserve Our Wrecks (POW), Kingston

At approximately the same time that Save Ontario Shipwrecks was forming, sport divers from around Kingston became concerned with the removal of artifacts from the many fine wrecks of the Kingston and Bay of Quinte areas. To deal with the situation, they formed an organization called Preserve Our Wrecks (Kingston) and launched an intensive campaign against wreck stripping. This campaign was so successful that wreck stripping in the area has almost ceased. The charter boat operators, dive retailers, and SCUBA instructors all actively promote conservation, and discourage the destruction of heritage and recreational resources.

POW is an affiliate of SOS as their goals are much the same as ours. Indeed, SOS and POW were formed at about the same time, and used identical By-Laws. Because of this closeness, and our mutual beginnings, SOS is proud to count POW as one of our closest allies in the cause of preserving Ontario's marine past.

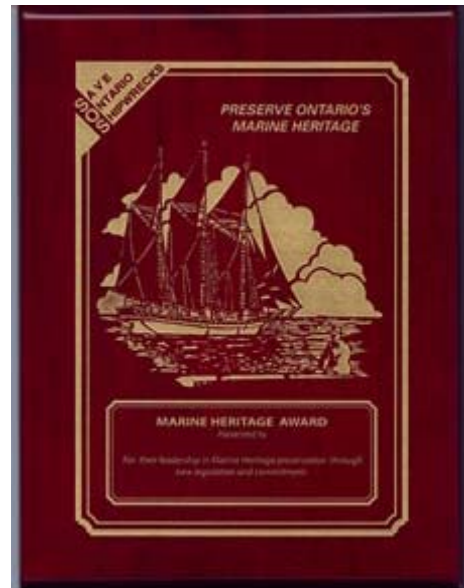
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The SOS Marine Heritage Award

There are many individuals involved with marine heritage but it was recognized that there were a select few who were dedicated to the point that some special recognition was in order. To that end, SOS has an award which is presented yearly to an individual who dedicated a special effort to marine heritage conservation. The SOS Award is normally presented at the annual SOS Marine Heritage Forum. The master copy with each awarded person's name engraved on it is on display in the SOS Head Office or a designated location, and a personalized Plaque is given to each recipient.

To date the SOS Award for Marine Heritage Preservation has been presented to the following individuals:

- 1981 Audry Rushbrook and Barbara Carson
- 1982 Stan McClellan
- 1983 Peter Engelbert
- 1984 Fred Gregory
- 1985 Rick Jackson
- 1986 Bill McNeil
- 1987 Dr. Richard Wright (posthumously)
- 1988 Natalie Parsons
- 1989 Richard Tatley
- 1990 not given
- 1991 The Ontario Heritage Foundation
- 1992 Dr. Patricia Ryan (posthumously)
- 1993 not given
- 1994 not given
- 1995 Marine Museum of the Great Lakes at Kingston
- 1996 POW - Preserve Our Wrecks - Kingston
- 1997 Town of Leamington
- 1998 not given
- 1999 not given
- 2000 not given
- 2001 not given
- 2002 not given
- 2003 not given
- 2004 not given
- 2005 not given
- 2006 Ministry of Culture in recognition of new legislation and regulations to further protect marine heritage
- 2007 not given
- 2008 Robert Grenier – Leadership in Canadian and International Underwater Archaeology
- 2009 Rick Neilson & Walter Lewis – Database Compilation of Nautical Records
- 2010 Paul Carroll
- 2011 not given
- 2012 Peter Rindlisbacher – Artistic Contribution to Marine Heritage



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The SOS Directors' Achievement Award

From time to time, the Board recognizes members for their outstanding contributions and commitment to the preservation of Ontario's marine heritage by awarding them the Save Ontario Shipwrecks Directors' Award.

To date, the award have been given to the following members:

- 1997 Joyce Hayward
- 1999 Grant Black
- 2003 Roy Pickering
- 2006 Jim Hopkins
- 2007 Joyce Hayward
- 2008 Bob Lighthart
- 2009 Bernie Roy
- 2010 Brian Prince
- 2011 Marg Barker
- 2012 Raimund Krob



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The SOS Volunteer of the Year Award

The volunteer of the year award is intended to highlight individuals in the organization who have gone above and beyond with their dedication to marine heritage as recognized by their peers.

This award is presented at the Annual General Meeting (AGM) of the corporation as a certificate for the previous year. More than one award per chapter may be given out as deemed appropriate by the Board of Directors.

Nominations are to be called for via the website, newsletter and social media beginning November 1st and sent to any member of the Board of Directors. Nominations must be received no later than 30 days prior to the AGM.

Nominations should consist of the member name and a brief synopsis of the reason for nomination.

The board will choose which nominations are to be awarded at the monthly meeting prior to the AGM.

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Ontario's Marine Heritage: The Resource

Ontario's waterways have had a major impact on the habitation and trading patterns of her peoples. The abundance of small lake and river systems across the Province, the Great Lakes, St. Lawrence, and Ottawa Rivers combined with dense forests to ensure that water was the most efficient means of transportation available to the inhabitants from the pre-historic aboriginals, to the fur-trade explorers and almost up to the present day. It is only since the early nineteenth hundreds, with the completion of excellent highway and rail systems, that water transportation has lost its supremacy.

In light of the importance of water transportation in Ontario's development, it is reasonable to expect that the volume and quantity of published historical material should reflect the importance of water transportation, but such is not the case. Surprisingly little has been published about our sailors, ports, ships and the host of ancillary industries. The neglect of our marine heritage has been costly in terms of the loss of much source material. Documents have been destroyed in the normal course of business. Photographs have been lost and what history was recorded through folklore diminished with each generation or became distorted beyond recognition.

Although published works of historical value to the marine heritage of the Province are few and far between, there remains a wealth of source level material available for study sources such as:

- a. Archival Material – documents, reports, photographs, letters, log books, etc.;
- b. Historical Material – books, diaries, newspapers, etc.;
- c. Anecdotal Material – personal interviews, eyewitness accounts, etc.; and,
- d. Material Remains – wharfs, buildings, canoe spills, inundated sites, refuse sites and shipwrecks.

Not only have we suffered a loss of historical data in the past several years, but the material remains of our main heritage have also suffered serious and largely irreparable damage. Much of this damage was from natural process of degradation, but much more has occurred from thoughtless and short-sighted acts of humans. A lot of the material remains are located underwater and are remarkably well preserved due to our cold, dark fresh-water conditions. As a result, degradation due to the elements has been very slow compared to many other areas of the world. Unfortunately, beginning with commercial salvage operations, and then with souvenir hunting by ever increasing numbers of sport divers, degradation of sites – primarily shipwrecks, due to human activities – has been swift. Most known shipwrecks which are accessible have been severely looted during the past 25 years in the search for "goodies" – even to the point of blowing wrecks apart with dynamite.

All this would be bad enough had the recovered items been properly conserved and then made their way into museums or other repositories. This was not the case. Most divers were not aware of the need for conservation, and as a result, the items simply fell apart and were discarded as junk - truly one of the great shames of our times.

Ever increasing pressure is being brought to bear on our marine heritage resources. Increases in the number of sports divers coupled with new and better diving and location technologies have led to more and more shipwrecks being discovered each year. Many of these sites are valuable historic and recreational resources. It is vital

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that the sport diving community be educated to treat this resource in a proper and reasonable manner.

With over 4,000 estimated shipwrecks and very cold water to protect them, the Great Lakes provide one of the richest resources of inland marine history in the world. A resource that holds sunken time capsules of an important era from our maritime past.

Save Ontario Shipwrecks is working through a process of diver education and peer pressure towards the day when we will see an end to the destruction of our heritage for the sake of a rusty lawn ornament.

Letters Patent

What follows is a copy (the original is with the official Minute Book held by the Secretary) of the Letters Patent for Save Ontario Shipwrecks (Ontario Corporation Number 469961). They outline our Mission Statement as it was, and the long term objectives SOS undertook when it first became a corporation.



Ministry of
Consumer and
Commercial
Relations

Ontario Corporation
Number
469961

Letters Patent

WHEREAS an application has been filed to incorporate a corporation without share capital under the name

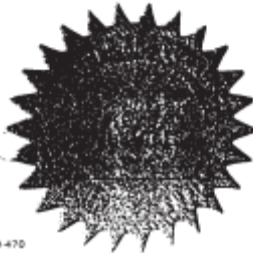
SAVE ONTARIO SHIPWRECKS

AND WHEREAS the Minister of Consumer and Commercial Relations is the member of the Executive Council to whom the administration of The Corporations Act is assigned.

THEREFORE I, by virtue of the aforesaid powers vested in me, do by these Letters Patent issue a charter constituting the applicants named in the application which is attached hereto and which forms part of these Letters Patent, and any other persons who become members of the corporation hereby created, a corporation without share capital in accordance with the provisions of the said Act.

AND IT IS HEREBY ORDAINED AND DECLARED that the Letters Patent shall also contain and be subject to the following terms, conditions and provisions:

- (a) The corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its objects.



CO-470

Given under my hand and seal of office at the City of
Toronto in the said Province of Ontario this 11th day
of February 19 81 A.D.

Frank Shea
Minister

01224

CORPORATIONS ACT,
.974

APPLICATION FOR INCORPORATION OF A
CORPORATION WITHOUT SHARE CAPITAL

TO THE LIEUTENANT GOVERNOR OF ONTARIO

FREDERICK LYND JACKSON _____ OF THE City OF _____ OF
(names in full)
Toronto IN THE County OF York film editor
(county or district) (calling)

ANDREW RICHARD GARAY _____ OF THE City OF _____ OF
(names in full)
Toronto IN THE County OF York teacher
(county or district) (calling)

GAIN WONG _____ OF THE City OF _____ OF
(names in full)
Toronto IN THE County OF York teacher
(county or district) (calling)

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(county or district) (calling)

WE, THE APPLICANTS, HEREBY APPLY TO YOUR HONOUR TO ISSUE, BY LETTERS PATENT, A CHARTER UNDER THE
CORPORATIONS ACT CONSTITUTING US AND ANY OTHERS WHO BECOME MEMBERS OF THE CORPORATION WITHOUT
SHARE CAPITAL THEREBY CREATED A CORPORATION WITHOUT SHARE CAPITAL AND IN SUPPORT THEREOF STATE
THE FOLLOWING.

- 1. EACH OF THE APPLICANTS IS EIGHTEEN OR MORE YEARS OF AGE.
- *1. THE NAME OF THE CORPORATION TO BE INCORPORATED IS SAVE ONTARIO SHIPWRECKS

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1. THE OBJECTS FOR WHICH THE CORPORATION IS TO BE INCORPORATED ARE

SUBJECT to the Charities Accounting Act, the Charitable Gifts Act
and the Mortmain and Charitable Uses Act:

(a) TO further public knowledge and appreciation of Ontario's
marine heritage by such means as may be expedient and, in particular,
but without limiting the generality of the foregoing: 1. by assisting
museums and public archives in acquiring information and displaying
artifacts pertaining to Ontario marine history; 2. by undertaking
public education projects in furtherance of the objects of the
Corporation; 3. by surveying, documenting and encouraging the
preservation of shipwrecks in Ontario's lakes and rivers as a resource
of historical value to the public in the province and Canada;

(b) FOR the furtherance of the aforesaid objects to purchase,
lease, erect, construct, build or otherwise acquire, own, operate or
use buildings and any other facilities necessary to conduct the aforesaid
purposes and activities;

(c) FOR the furtherance of the aforesaid objects to purchase,
lease or otherwise acquire equipment and services necessary to conduct
the aforesaid purposes and activities;

(d) FOR the furtherance of the aforesaid objects to employ staff
where necessary;

(e) FOR the furtherance of the aforesaid objects, to collect
moneys by way of fees, donations or otherwise;

(f) TO invest the moneys of the corporation not immediately
required for the objects of the Corporation in any securities in which,
under The Trustee Act or any other Act, trustees may invest in trust
funds;

CONTINUED ON ATTACHED SHEET

4. THE HEAD OFFICE OF THE CORPORATION IS TO BE SITUATE Municipality OF
Metropolitan Toronto IN THE County OF York
(name of municipality) (county or district)
IN THE PROVINCE OF ONTARIO.

OBJECTS continued...

(g) IF it is made to appear to the satisfaction of the Minister, upon report of the Public Trustee, that the corporation has failed to comply with any of the provisions of The Charities Accounting Act, the Charitable Gifts Act or The Mortmain and Charitable Uses Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor, in his discretion, to make an order under section 347(1) of The Corporations Act to cancel the Letters Patent of the Corporation and declare it to be dissolved.

(h) AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such: provided a director may be paid reasonable expenses incurred by him in the performance of his duties;

(i) AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that, upon the dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada;

(j) AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with section 60 of The Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property;

(k) AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the corporation is incorporated exclusively for the objects herein set out and none other.

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3. THE NAMES OF THE APPLICANTS WHO ARE TO BE THE FIRST DIRECTORS OF THE CORPORATION ARE
FREDERICK LYND JACKSON, 22 Erindale Avenue, Toronto, Ontario

RESIDENCE ADDRESS M4K 1R9
 GIVING STREET ANDREW RICHARD GARAY, 577 Bedford Park Avenue, Toronto,
 NUMBER Ontario M5M 1K4
 ID GAIN WONG, 710 Spadina Avenue, Apt. 607, Toronto, Ontario
 POSTAL CODE M5S 2J3

**

DATED THIS TENTH DAY OF FEBRUARY 1981.

SIGNATURE OF WITNESS	SIGNATURES OF APPLICANTS
<i>Ruth Rochester</i>	<i>Rick Jackson</i>
<i>Ruth Rochester</i>	<i>A.R. Garay</i>
<i>Ruth Rochester</i>	<i>Gain Wong</i>

*SECTION 9 OF THE ACT IS AS FOLLOWS:

9. ON AN APPLICATION FOR LETTERS PATENT, SUPPLEMENTARY LETTERS PATENT OR AN ORDER, THE LIEUTENANT GOVERNOR MAY GIVE THE CORPORATION A NAME DIFFERENT FROM ITS PROPOSED OR EXISTING NAME, MAY VARY THE OBJECTS OR OTHER PROVISIONS OF THE APPLICATION AND MAY IMPOSE SUCH CONDITIONS AS HE DEEMS PROPER.

**SUBSECTION 10F SECTION 127 OF THE ACT IS AS FOLLOWS:

127 (1). A CORPORATION, EXCEPT A CORPORATION TO WHICH PART V OR VI APPLIES, SHALL BE CARRIED ON WITHOUT THE PURPOSE OF GAIN FOR ITS MEMBERS AND ANY PROFITS OR OTHER ACCRETIONS TO THE CORPORATION SHALL BE USED IN PROMOTING ITS OBJECTS AND THE LETTERS PATENT SHALL SO PROVIDE. AND WHERE A COMPANY IS CONVERTED INTO A CORPORATION, THE SUPPLEMENTARY LETTERS PATENT SHALL SO PROVIDE.

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Charitable Status Confirmation

This is a copy of the official government document attesting to SOS's charitable status, including the Charity registration number 88616 4193 RR0001 effective date January 1, 1984. Tax receipts are issued by the head office. Any questions about whether a donation (monetary, service, product or "in-kind") qualifies for a tax receipt should be directed to the Board.

DEC. 5. 2002 11:19AM CCRA/ADRC 613 952 8591 NO. 122 P. 2
Canada Customs and Revenue Agency Agence des douanes et du revenu du Canada

Mr. Roy Pickering
Secretary Treasurer
Save Ontario Shipwrecks
Box 2389
Blenheim, ON
N0P 1A0

Your file / Votre référence

Our file / Notre référence

0669648

December 5th, 2002

Dear Mr. Pickering:

Subject: CONFIRMATION OF REGISTRATION

We are writing to confirm that Save Ontario Shipwrecks is registered with the Canada Customs and Revenue Agency as a Charitable Organization.

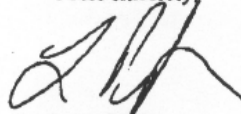
BN/Registration Number: 88616 4193 RR0001

Effective Date of Registration: January 1, 1984

We hope the foregoing is satisfactory.

Please do not hesitate to contact Client Assistance, at 1-800-267-2384 if you wish to discuss this matter further. You can also write to us at the Charities Directorate, Canada Customs and Revenue Agency, Ottawa, Ontario, K1A 0L5.

Yours sincerely,



Linda Pugh
Client Assistance
Charities Directorate

Save Ontario Shipwrecks - Terms of Reference

SOS Position Job Descriptions

The following job descriptions outline some of the basic characteristics and expectations for various positions within SOS. These positions represent leadership roles in SOS and as such, people should be prepared to attend meetings, events and contribute to the overall goals of the organization on a continual basis.

Leadership people in SOS should lead by example and work with others in a professional business like manner, given various personality styles. They should keep the overall goals of SOS in primary focus and keep in mind timeframes that allow for the smooth flow of information and the readiness that is needed to run the corporation effectively.

People must recognize that by volunteering to accept their SOS role they are committed to applying their best efforts to fulfilling their role. Should one be unable to perform their role, it is that person's responsibility to notify a more senior person of this situation so that alternate plans can be made in advance of a deadline.

One person may hold positions at multiple levels within SOS. People on the Board as a Director or Officer may also hold Chair positions in Chapters or Chair positions in what are referred to as SOS Special Functions. Special Functions are Chair positions that work on corporate wide initiatives for the betterment and service of all members. Chapter Chairs and Chapter roles refer to a regionally localized area and are of service and leadership to the members in that area.

Upon resignation of any position in SOS, one must forward all SOS property/assets, files, documentation, monies, records, archives, and electronically stored data to the next more senior position or the replacement person as requested. The electronically stored data should be put on CD-R or DVD+/-R media (labeled with marker) for this purpose. Upon ensuring that the files have been received and that the electronic data is in good useable order, one will destroy all traces of digital data through electronic file shredding software that resides on one's personal computers and storage devices within 3 months.

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Save Ontario Shipwrecks - Terms of Reference

Board Chair

Is an elected Director as per the By-Law. The President and Board Chair may be the same individual.

- a. Calls and chairs Board of Directors' meetings as laid down in the By-Law, and in this connection:
 - I. Notifies Officers, Directors and Special Functions (as may be appropriate) of the time and place of meeting;
 - II. Generates the proposed agenda for distribution with notification of the meeting;
 - III. Conducts such business as may be required, ensuring that fair opportunity for discussion is given, but that discussions remain relevant; and,
 - IV. Ensures that resolutions are voted in the proper manner as described in the By-Law.
- b. Develops and maintains a close working relationship with the other members of the Board;
- c. Signs as Board Chair on such documents as required;
- d. Calls and chairs the AGM of the members of the Corporation in accordance with the By-Law, and in this connection:
 - I. Notifies or sees to it that the members are notified of the time and place of the meeting;
 - II. Sends agenda and minutes for distribution;
 - III. Conducts such business as may be required, ensuring that fair opportunity for discussion is afforded to the members, but that discussions remain brief and relevant;
 - IV. Ensures that proper voting procedures are used in voting on all matters requiring a vote by the members; and,
- e. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Save Ontario Shipwrecks - Terms of Reference

President

Is an elected Director as per the By-Law. The President and Board Chair may be the same individual. Will compiling grant requests and financial reports and preparing such fund raising activities as the budget may require.

- a. As Chief Executive Officer, is responsible for coordinating and directing the activities of the Committee Chairpersons in accordance with the Policies of the Board, and Objectives of the Corporation;
- b. Recruits and recommends individuals to the Board for appointment as Secretary and Treasurer of the Corporation;
- c. Recruits and appoints individuals as standing or temporary Committee Chairperson as required;
- d. Is ex-officio a member of the Board of Directors, and provides such reports and information to the Board as they may require;
- e. Prepares or works with other board members to prepare grant requests and solicits corporate or other funding to meet the budget requirements of the organization insuring such follow-up reports as may be required from time to time; and,
- f. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Save Ontario Shipwrecks - Terms of Reference

Secretary

Is an elected Director as per the By-Law. The Secretary and Treasurer may be the same individual. Is responsible to the Board and members for the proper maintenance of the records of the Corporation. Also responsible for ensuring that the Corporation operates within the parameters of the By-Laws and statutes.

- a. Keeps the Minute Book of the corporation;
- b. Receives distributes and replies to the correspondence of the Corporation as directed;
- c. Prepares, copies and distributes notifications, agendas and minutes of the Board and Executive meetings;
- d. Ensures that the actions of the Board of Directors and the Executive are in accordance with any relevant statutes and the By-Laws of the Corporation;
- e. May be a signing officer of the Corporation as laid down in the By-Laws;
- f. Prepares, signs and dispatches such reports and returns of the Corporation as may be required from time to time; and,
- g. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Save Ontario Shipwrecks - Terms of Reference

Treasurer

Is an elected Director as per the By-Law. The Secretary and Treasurer may be the same individual. Is responsible to the Board and members for the financial affairs of the Corporation. Is responsible for preparing the annual operating budget and reporting throughout the year.

- a. As chief financial officer, is responsible for maintaining or having maintained an accurate and up to date record of all financial transactions and statements;
- b. Provides up to date financial information to the Board of Directors as required;
- c. Ensures that audited financial reports from each Chapter are received annually as required;
- d. Arranges for and ensures that duly audited financial statements are prepared annually at the Corporation's fiscal year end, and that these statements are presented to the members at each AGM for ratification;
- e. Administers the banking arrangements of the Corporation and makes recommendations to the Board for changes as necessary and circumstances warrant;
- f. Arranges for all financial assets of the Corporation to be held in joint custody as required by the By-Law;
- g. Prepares, signs and forwards such financial reports and returns of the Corporation as may be required from time to time in an accurate and timely matter;
- h. During the third fiscal quarter of each year, the finance chair requests budget inputs from all departments, officers and Board members for consolidation into a Draft Budget for presentation to the Board of Directors for approval;
- i. Prepares and presents the Draft Budget to the Board during the fourth quarter Board meeting and upon request distributes the budget with any required changes to the appropriate officers and departments for the year's operation; and,
- j. Ensures that each department, officer and Board member operates within the guidelines approved by the Directors and brings deviations to the attention of the appropriate officer.

Save Ontario Shipwrecks - Terms of Reference

Membership Chair

Is appointed by the Board as required, and is responsible to them for all matters pertaining to membership in SOS.

- a. Receives and processes all applications for membership promptly as follows:
 - I. Accepts membership applications from Local Chapters. Ensures that applicants have complied with the requirements for membership as specified in the By-Law, and have paid the appropriate membership fees. Enters the member's name and address into the books of the Corporation, and forwards membership welcome letter and cards to the member to signify his membership. Forwards periodic reports to the Board along with membership fees collected;
 - II. Accepts membership applications from other sources, processes them as above and in addition, forwards and advises the appropriate local Chapter Chair of the membership for follow up;
 - III. Deposits the appropriate funds and reports this to the Treasurer and Office Manager as appropriate; and,
 - IV. Reviews applications and brings to the Boards attention any application or situation that warrants further scrutiny given current corporate policies, ethics and standards.
- b. Maintains an accurate and up to date record of all members of the Corporation.
- c. Generates mailing labels and manages the distribution of the hardcopy newsletter in conjunction with other documents like yearly tax receipts for membership (as applicable under CRA regulations, and providing log data to HQ for CRA audit) and renewals. Works with the newsletter editor to balance the size/weight and the timeframes for the newsletter as well as keeping postage to a minimum;
- d. Generates the softcopy email distribution list as required to send the softcopy newsletter HTML email template out with a link to the website where the latest newsletter PDF file resides;
- e. Generates membership lists, email lists and mailing address lists as required from time to time;
- d. Perform mailings as required by the corporation;
- f. Accepts application for renewal of membership for processing as follows:
 - I. Receives applications from all sources and responds by issuing a welcome letter and a new membership card; provides monthly reports to the Board;
 - II. Deposits the appropriate funds and reports this to the Treasurer and Office Manager as appropriate;
 - III. Forwards a notice to members who have not renewed their membership within thirty days following the expiry of their membership, following up with a copy to the relative Local Chapter Chair; and,
 - IV. Removes the member's name from the roll of members sixty days after his membership expires if no renewal has been received;
- g. Receives and responds to requests for information regarding the formation of new Local Chapters as follows:
 - I. Receives request for information and assistance in setting up new Chapters from all sources;
 - II. Follows up on such requests and determines the most appropriate form of response;

Save Ontario Shipwrecks - Terms of Reference

- III. Forwards an appropriate information package, depending upon the stage of development of the new group;
 - IV. Maintains a liaison between the new group and the Board until the new Chapter is formed, or a decision not to form a Chapter is made; and,
 - V. In the event that a new Chapter is to be formed, process the application for Chapter Certification as specified in the By-Law;
- h. Provides such reports and returns concerning membership as the Board may require from time to time;
- i. Maintains membership records in compliance with privacy laws and policies and ensures adequate data backup and retention of electronic data and an auditable paper trail; and,
- j. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Save Ontario Shipwrecks - Terms of Reference

Insurance Chair

Is appointed by the Board as required, and is responsible to them for all matters pertaining to Insurance in SOS.

- a. Works with all levels of the organization to ensure that insurance for SOS activities/events and the insurance protection of the Board of Directors are in place through one or more suppliers;
- b. Works with the Insurance provider and/or Broker to insure that SOS has adequate protection and is up holding all documented requirements, processes and procedures as specified by the Insurer;
- c. Will complete application and renewal forms as required and ensure that processing and submission is completed in the required timeframes and insuring any minimums as may be required are met by the organization;
- d. Develops and updates procedures within SOS to ensure data flow and processing of insurance payments and applications are working smoothly and effectively for the Insurer, the Board, Special Functions, Chapters and for Members;
- e. Maintains the web-based Insurance FAQ and other pages and seeks answers to questions on behalf of members and the board;
- f. Works with event organizers to get a quote for special events that may fall outside the documented guidelines of covered activities; and,
- g. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Save Ontario Shipwrecks - Terms of Reference

Ethics Chair

Is appointed by the Board as required, and is responsible to them for all matters pertaining to Ethical Standards, Privacy Guidelines, Lobbying and Advocacy by SOS.

- a. Responsible for the effectiveness of the SOS Privacy Policy. Researches and recommends changes as may be required;
- b. Responsible for the effectiveness of the SOS Code of Ethics Policy. Researches and recommends changes as may be required;
- c. Manages all ethics-related correspondence with all levels of government, industry, corporations, not-for-profit organizations and in certain cases private citizens to highlight important issues, recommendations, and direction deemed worthy of SOS involvement;
and,
- d. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Save Ontario Shipwrecks - Terms of Reference

Newsletter Editor

Is appointed by the Board as required, and is responsible to them for the publication of the SOS Newsletter.

- a. Establishes a network of Chapter Correspondents and actively solicits Newsletter articles and other material from the membership, Local Chapters and other sources; and,
- b. Prepares and publishes the SOS Newsletter as follows:
 - I. Compiles and edits articles and other material submitted for publication;
 - II. Arranges for typesetting, photographing, printing and distribution of the Newsletter on a quarterly basis; on schedule, and,
 - III. Ensures that the Newsletter maintains an appropriate balance of Chapter news and other Marine Heritage Conservation information.
- c. Reminds submitters of deadlines and escalates issues to the Board;
- d. Works with the chosen printer to ensure that the hardcopy newsletter meets the standards of SOS and that softcopy PDF is available for the website;
- e. Works with the Membership chair to ensure that the newsletter gets mailed and that the number of pages in the newsletter meet a balance required as membership renewals and other documents are mailed in the same envelope - the goal is to keep postage costs minimal by balancing total content;
- f. Ensure that no published article or letter will damage any reputation and that the content is produced with a semi-professional appearance; and,
- g. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Save Ontario Shipwrecks - Terms of Reference

SOS Forum Chair

Is appointed by the Board as required and is responsible to them for planning and production of the annual SOS Forum.

a. Recruits and co-ordinates a staff of volunteers to assist with the production of the Marine Forum annually. The Forum Committee could be organized as follows:

- I. *REGISTRATION* - Responsible for soliciting, receiving, tabulating and issuing registrations for the Forum;
- II. *PROMOTION* - Responsible for advance promotion and publicity of the Forum to members and general public, the academic and the diving communities;
- III. *FINANCE* - Responsible for budgets and planning to ensure that the Forum operates on a paying basis. Also responsible for maintaining a complete and accurate record of Forum funds and providing a financial statement to the Treasurer of SOS as at the fiscal year end annually;
- IV. *SPEAKERS* - Responsible for obtaining speakers in keeping with the theme of the Forum and the wishes of the Board of Directors. Also responsible to provide appropriate accommodation, transportation, honoraria, hosting and thanking of speakers as required. Also responsible for producing bio-sketches on each speaker for use by the Master of Ceremonies in speaker introductions;
- V. *FOOD SERVICES* - Responsible for catering, coffee, cocktails, dinners and receptions as necessary;
- VI. *AUDIO-VISUAL* - Responsible for ensuring that all necessary audio-visual equipment and technical support are available as required: and,
- VII. *PROGRAM* - Responsible for scheduling and coordinating speakers, and for publishing speaker's papers.

Save Ontario Shipwrecks - Terms of Reference

Quartermaster

Is appointed by the board as required and is responsible to them for the cost-effective operation of the Ship's Stores.

- a. Responds in a timely manner for the shipping and delivery of purchases to Ships Stores customers and responds to inquiries of the store;
- b. Maintains inventory of sale items, promotional items (brochures, pins, stickers, etc.), internal use only items and consumable supplies (letterhead, envelopes, etc.) used by SOS;
- c. Prepares an annual budget of operations for approval by the Board of Directors;
- d. Purchases stock as required, and maintains appropriate levels of inventory as required by sales volumes, ensuring that dead stock is kept to a minimum;
- e. Promotes Ship's Stores as appropriate;
- f. Receives and fills orders, maintaining a complete and accurate record of all transactions;
- g. Prepares year-end financial statements for submission to the Treasurer including a balance sheet and income expense statement; and,
- h. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Save Ontario Shipwrecks - Terms of Reference

Webmaster

Is appointed by the board as required and is responsible to them for the cost-effective operation of the corporation's web presence. May be a team leader for a group of people contributing to the maintenance and development of web-based applications such as Ships Stores, Shipwreck Geek, SOS Poll, Heritage Database, Buoy Database and Membership database and possibly others.

- a. Maintain the SOS website(s) and domain name(s) and add content regularly to keep the home page, events page and past news changing regularly;
- b. Ensure that website is searchable via web-bots to index materials and that SOS Private area remains secure;
- b. Solicit others to contribute materials and content;
- c. Make recommendations as to a good Hosting Service for the evolving requirements of the website;
- d. Responds in a timely manner to inquiries and technical issues, as well as manage the maintenance of email addresses, DNS entries for sub-domains, domain forwarding and name servers; and,
- e. Prepares an annual budget of operations for approval by the Board of Directors.

Save Ontario Shipwrecks - Terms of Reference

Historical Chair

Is appointed by the Board as required and is responsible to them for advising the Corporation and its Local Chapters on historical matters, developing and maintaining a liaison with marine historians and researchers, and assisting Local Chapters and members with historical research.

- a. Develops and maintains a close liaison with marine historians, historical organizations and societies in and around the Province;
- b. Develops and maintains a network of researchers to assist Local Chapters and members with historical research as appropriate;
- c. Acts as a historical advisor to the Corporation and Local Chapters. Reviews the content of the SOS Newsletter to ensure accuracy of the published information;
- d. Prepares quarterly articles for the Newsletter on matters of historical interest;
- e. Prepares an annual budget of operations for approval by the Board of Directors; and,
- f. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Save Ontario Shipwrecks - Terms of Reference

Training Coordinator/Instructor (Senior Tutor or Senior Tutor in training)

Is appointed by the Board as required and is responsible to them for the educational activities of the Corporation in conjunction with approved curriculums under appropriate license. Duties include those of Training Instructor and those listed below.

- a. Is responsible for planning and conducting SOS seminars and courses on Heritage Conservation and Survey techniques as required throughout the province using approved curriculums such as (but not limited too) NAS:
 - I. Develops and maintains a close liaison with the NAS who is responsible for training curriculum guidelines;
 - II. Assesses the need for training of SOS members and others across the Province, developing plans with Chapters and other organizations to meet those needs; and,
 - III. Provides administrative support to Local Chapters and other organizations in the setting up and running of training events;
- b. Is responsible for planning and coordinating the activities of SOS aimed at the education of sport divers and the general public about marine heritage conservation;
- c. Liaise with other organizations (such as Ministry of Culture, Parks Canada) for course development, standards, Awarding of points for NAS credits and the review of NAS course work submissions;
- d. Maintain archive of course dates, attendance, grades and student submissions, as well as the training modules developed by SOS, the NAS and other organizations;
- e. Maintains information in a secure environment and provides information to others based on a need-to-know basis respecting the intellectual property of SOS and other organizations and maintaining its security;
- f. Prepares and submits an annual budget of operations and year-end reports as required by SOS and other organizations;
- g. Develops a team of instructors capable of delivering the NAS and other curriculums
- h. Organize and chair committee meetings; and,
- i. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Save Ontario Shipwrecks - Terms of Reference

Training Instructor (Tutor or Tutor in training)

Is approved by the Board as required and is responsible to them for developing and delivering educational materials in conjunction with approved curriculums under appropriate license.

- a. Volunteer to teach modules or run the course at various annually scheduled courses;
- b. Deliver prescribed materials to students adhering to the course syllabus;
- c. Enhance course modules from base materials and/or develop new modules using personal experience and regionally appropriate materials;
- d. Maintain security and confidentiality of course materials (intellectual property);
- e. Attend committee meetings and workshops; and,
- f. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Save Ontario Shipwrecks - Terms of Reference

Public Relations Chair

Is appointed by the Board as required and is responsible to them for promoting SOS to the general public and the diving community.

- a. Is responsible for producing and distributing SOS promotional material as appropriate;
- b. Develops and maintains a working relationship with various elements of the media, ensuring that noteworthy events and projects of SOS receive appropriate news coverage;
- c. Maintains a scrap book of media coverage of SOS, including newspaper and periodical articles, radio interviews taping, and video tapes of television coverage;
- d. Provides articles and news releases about SOS as appropriate, Including support for Local Chapter promotion as requested by Chapter; and,
- e. Prepares annual budgets of operations for approval by the Board of Directors; and,
- f. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Save Ontario Shipwrecks - Terms of Reference

Special Events Chair

Is appointed by the Board as required and is responsible to them for the coordination and efficient operation of Provincial Special Events other than the SOS Forum or educational events.

- a. Is responsible for planning and organizing such special events as directed by the Board of Directors. As such, the Special Events Coordinator:
 - I. Schedules special events at appropriate times of the year, and ensures that publicity and promotion of the events take place to ensure adequate participation by SOS members and others;
 - II. Prepares budgets and plans events, which are financially acceptable to the Corporation;
 - III. Provides the Treasurer with detailed financial reports of each event for inclusion in the Corporation's financial statements; and,
 - IV. Seeks opportunities to involve the general public and diving communities in the activities of SOS as appropriate; and,
- b. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Save Ontario Shipwrecks - Terms of Reference

Office Manager

Is appointed by the Board as required and is responsible to them for the coordination and efficient operation of Provincial head office (also referred to as Head Quarters or HQ);

- a. Is responsible for collecting postal mail and courier deliveries, then forwarding as required to the correct SOS contact. If not sure, contact the President for direction before sending;
- b. Manages and updates corporate financial records as requested by the Board and meeting the requirements of the Corporations Act and By-Law;
- c. Pays bills of the corporation as required and processes requests for payment of invoices and expense reports, mailed, emailed or Faxed in to HQ by authorized individuals. Expense reports to have 2nd person approval... typically the Treasurer for all expenses and approval of the President for the Treasurer;
- d. Reconcile bank statements with financial records to ensure all transactions documented;
- e. Arranges for and makes data available for yearly corporate financial audit by the chosen auditor;
- f. Works with the local bank to deposit corporate funds and bring to the attention of the President and Treasurer any investment related information and decisions so that a direction can be sought as to wishes of the Corporate Officers;
- g. Maintain corporate books and keep documentation on file and archived so as to maintain a paper audit trail as required under the Corporations Act and By-Law, and;
- i. Send out Tax Receipts (as applicable under CRA regulations) and thank you letters keeping and maintaining the corporate log of such activity.

Save Ontario Shipwrecks - Terms of Reference

Chapter Chair

a. An SOS Chapter Chair must promote a high standard of Marine Heritage Preservation and influence those members of his/her Chapter to abide by the same SOS code of ethics.

b. An SOS Chapter Chair has the overall responsibility for the affairs of the chapter and its good standing within the corporation. As per the By-Law, a Chapter has a degree of self-direction, but there are overall organizational goals with critical success factors, policies, code of ethics that also need to be met;

b. A Chapter member not living up to these ethics or going against them should be persuaded to change or leave the organization;

c. Create and maintain a Chapter executive to plan and initiate Chapter activities with such positions as:

Secretary (mandatory)	Membership Coordinator
Treasurer (mandatory)	Project/Survey Coordinator
Vice-Chair	Past Chair
Buoy Coordinator	Fund Raising Coordinator

I. Roles of the chapter executive are similar in nature to the corporate roles but on a local basis. For example, the membership role works with local dive stores and clubs to generate new membership in SOS and to help bring in renewals every year and works with the Corporate Membership person to correct/update member's information;

II. The Secretary role is responsible for timely and accurate documentation of minutes and publishing of such to the Chapter, Regional Reps and the Board;

III. The Treasurer role is responsible for accurate and timely processing of financial data for Chapter projects. Logging every transaction (in a register book or Excel), keeping receipts, archiving of data for audit and completion of year-end reporting requirements for Chapter and Project activities;

d. Encourage members in the executive and Chapter to be preparing to replace your position or one in the executives positions;

e. Arrange and chair Chapter meetings:

Monthly, Bi-monthly, as activities require

Note:

"No meetings usually mean no activities"; "Too many meetings leave no time for activities". "People like to do things, so events keep people active and interested"

f. Encourage Chapter members to keep phone numbers and addresses current to SOS Head Office for newsletters and mail-outs (to save wasted time and postage);

g. Don't be afraid to delegate to other Chapter members, Chapter projects or assignments.;
"One person cannot the world conquer"

h. Keep records on all Chapter projects current for year-end **"Annual Report"**. The SOS Executive will request this at end of the Fiscal Year (31 December);

This report is used to compile a yearly grant application for core funding for the Ministry of Culture at the end of each Fiscal year.

i. Keep in touch with the Regional Director (phone or email). This is a two-way communication effort; and,

Save Ontario Shipwrecks - Terms of Reference

j. Takes every opportunity to promote SOS internally and externally. Contributes articles and correspondence to the SOS newsletter, web site and third party periodicals and websites.

Passed at the Board of Directors meeting in London Ontario April 11, 2010.

Effective: April 11, 2010

Save Ontario Shipwrecks - Terms of Reference

Unapproved Job Descriptions

Regional Representative

Is appointed by the Board as required and is responsible to them for the coordination and efficient operation of Provincial head office (also referred to as Head Quarters or HQ);

- a) Be the go between from the board to the group of chapters (thus being a board member is suggested)
- b) To harmonize where applicable regional activities (buoys, picnic, diving, projects, fundraising etc.)
- c) Assist with bringing resources and experience needed to complete local and provincial projects
- d) To help chapters stay active by making suggestions and encouraging leadership people to take on key roles
- e) To work with dormant chapters to rebuild the local executive and get the chapter back on line
- f) To ensure that chapters requests to the board are worked on and actioned in a timely manner
- g) Apply pressure where needed to get things completed/submitted on time
- h) To help set regional goals and programs that match with the goals of the organization
- i) To represent chapter interests at board meetings to ensure board decisions work at the local level
- j) To attend chapter meetings and events and interact with chapter executive regularly.
- k) To help plan and organize regional SOS activities (AGM, picnic, etc.)

Provincial Buoy Committee Chair

- a) to act as a team lead for all chapter mooring managers across the organization
- b) keep records of replacement and new buoy deployments
- c) provide advice and technical direction for the construction of new mooring systems
- d) review and present applications for new moorings to the board for approval / funding

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BY-LAW NO. 2

A By-law relating generally to the conduct of the affairs of the Save Ontario Shipwrecks ("SOS").

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Save Ontario Shipwrecks as follows:

GENERAL PROVISIONS

1. Definitions.

- a. "Act" means the Corporations Act, Revised Statutes of Ontario 1990, c. C.38, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment of substitution, any references in the By-laws of the Corporation shall be read as referring to the amended or substituted provisions therefore;
- b. "Board Chair / President" as used herein after refers to the Chairperson of the Board of Directors and President of Save Ontario Shipwrecks;
- c. "Board of Directors" as used herein after refers to the duly constituted Board of Save Ontario Shipwrecks;
- d. "By-law" means any by-law of the Corporation from time to time in force and effect;
- e. "Corporation" means Save Ontario Shipwrecks (SOS);
- f. "Local Chapter Committee" means a group of members of Save Ontario Shipwrecks recognized and confirmed by Save Ontario Shipwrecks to be responsible for the implementation of the policies and directives of the Corporation on its behalf within a geographical region designated by the Corporation in the manner determined by the Corporation;
- g. "Local Chapter Committee Chair" as used herein after refers to the Chair of a duly recognized Local Chapter Committee of Save Ontario Shipwrecks;
- h. All terms contained in the By-laws which are defined in the Act shall have the meanings given to those terms in the Act.

2. **Corporate Seal.**

a. The Seal, which impression appears below is the Corporate Seal of Save Ontario Shipwrecks:

b. The Seal shall be affixed to all Chapter Certificates, contracts, instruments, promissory notes, deeds and other such documents as required by resolution of the Board.

HEAD OFFICE

3. **Head Office.** The head office of SOS shall be in the Township of Blenheim, in the Province of Ontario, or elsewhere within the Province of Ontario and at such place within the municipality as the directors or the members of SOS may from time to time by resolution fix.

DIRECTORS

4. **Duties and number.** The affairs of SOS shall be managed by the board of directors who may do all such things as may be done by SOS that are not expressly required by the By-laws or by statute to be done in some other manner. The Board of Directors shall consist of the number of directors elected at the annual meeting or by special resolution of SOS at a special meeting subsequently held subject to the provisions of the Corporations Act and being a number of directors not less than three (3) and not greater than twenty-five (25).

5. **Qualifications.** Every director shall be eighteen (18) or more years of age and shall be a member of SOS, or become one upon being elected a director and no undischarged bankrupt shall become a director.

6. **Election and Removal.** The directors' term of office shall be from the date of the meeting at which they are elected or appointed for a term of two (2) years until the annual general meeting in the second year next following or until their successors are elected or appointed. Directors shall be elected by the members yearly or biannually in a general meeting. Directors shall be eligible for re-election. Members may by special resolution at a meeting called for that purpose, remove a director.

7. **Vacation of office.** The office of a director shall be vacated if the director:

- a. becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- b. is found to be a mentally incompetent person or becomes of unsound mind;

- c. by notice in writing resigns, which resignation shall be effective at the time it is received or at the time specified in the notice, whichever is later;
 - d. dies or is removed from office in accordance with paragraph 6.
8. **Filling Vacancies.** Provided there is a quorum of directors, any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the directors then in office, otherwise a vacancy shall be filled at the next annual meeting of the members. If the number of directors is increased between the terms, a vacancy or vacancies to the number of the authorized increase, shall be deemed to have occurred, and may be filled by the directors then in office.
9. **Executive Committee.** The directors may elect from among their number an executive committee consisting of the officers of SOS and may include the Chair of each Committee struck by the Board of Directors (and in any event not less than three directors), and the directors may delegate to such executive committee any of the powers of the Board of Directors. Subject to any resolution of the board of directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members.

MEETINGS OF DIRECTORS

10. **Place of meeting.** Meetings of the Board of Directors may be held either at the head office or at any place within or outside Ontario.
11. **Notice.** A meeting of directors may be convened by the President, a Vice-President or any two directors at any time, and the Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of meeting need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served not less than two (2) days before the meeting is to take place provided, however, that the Board of Directors may from time to time by resolution, fix any other number of days that it deems appropriate for service of a notice of a meeting of the Board of Directors. A director may waive notice of a meeting of directors and attendance constitutes a waiver of notice unless a director attends for the express purpose of objecting that the meeting is not lawfully called. Further, meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the Board of Directors following the election of directors by the members is held immediately thereafter, then for that meeting or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, provided a quorum is present, no notice shall need be given to the newly elected or appointed directors or director.

12. **Omission of Notice.** The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.
13. **Adjournment.** Any meeting of directors may be adjourned from time to time by the chairperson of the meeting with the consent of the meeting and without further notice, to a fixed time and place and any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting.
14. **Regular meetings.** The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.
15. **Quorum.** The number of directors which shall form a quorum for the transaction of business shall be that set out in the Letters Patent or a special resolution of SOS and, in the event of no such provision, a majority of the directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.
16. **Voting.** Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
17. **Telephone Participation.** If all the directors of SOS present at or participating in the meeting consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed for the purpose of the Act to be present at that meeting.

POWERS OF DIRECTORS

18. **Administer Affairs.** The directors of SOS may administer the affairs of SOS in all things and make or cause to be made for SOS, in its name, any kind of contract which SOS may lawfully enter into and may exercise all such other powers and do all such other acts and things as SOS is authorized to exercise and do.
19. **Expenditures.** The directors shall have power to authorize expenditures on behalf of SOS from time to time and may delegate, by resolution to an officer or officers of SOS, the right to employ and pay salaries to employees.

20. **Borrowing Power.** The directors of SOS may from time to time:
- a. borrow money on the credit of SOS;
 - b. issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other liabilities whether secured or unsecured) of SOS;
 - c. charge, mortgage, hypothecate or pledge all or any property of SOS, to secure any debt or liability of SOS;
 - d. delegate the powers conferred on the directors under this By-law to such officer or officers of SOS and to such extent and in such manner as the directors shall determine.
21. **Agents and Employees.** The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
22. **Remuneration of Agents and Employees.** The remuneration of all agents and employees may be fixed by the Board of Directors by resolution.
23. **Committees.** Save and except Local Chapter Committees the Board of Directors may from time to time continue, establish and appoint any other committee or committees, as it deems necessary or appropriate for the purposes of the Corporation and with such powers as the Board of Directors shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. The Board of Directors may remove any committee member and such committee members shall not directly or indirectly receive any profit from their positions as such provided that committee members may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

REMUNERATION OF DIRECTORS

24. **Remuneration of Directors.** The directors shall serve without remuneration and directors shall not directly or indirectly receive any profit from their positions as such provided that directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

OFFICERS

- 25.1 **Election of President and Secretary.** The directors shall, following each Annual General Meeting of SOS, elect from among the elected directors a President and a Secretary. When a new director is elected as President that person's predecessor shall occupy the office of Past-President. Each incumbent President and Secretary shall continue in office until the earlier of:
- a. that officer's resignation, which resignation shall be effective at the time the written resignation is received by SOS or at the time specified in the resignation, whichever is later;

- b. the appointment of a successor;
- c. that officer ceasing to be a director or member if such is a necessary qualification of appointment;
- d. the meeting at which the members elect the President and Secretary of SOS; and
- e. that officer's removal or death.

A director may be appointed to any office of SOS but, subject to Section 291 of the Act, none of the said officers except the President and Secretary need be a director or member of SOS. Except for the office of the President and the office of the Secretary, two or more offices may be held by the same person. The Board of Directors may from time to time appoint such other officers as it deems necessary, which officers shall have the authority and perform the duties as are prescribed by the Board of Directors.

25.2 **Appointment.** If deemed advisable, the directors may appoint annually or more often as may be required an honorary Treasurer, and one or more Vice-Presidents, and an honorary Counsel. Each incumbent officer shall continue in office until the earlier of:

- a. that officer's resignation, which resignation shall be effective at the time the written resignation is received by SOS or at the time specified in the resignation, whichever is later;
- b. the appointment of a successor;
- c. that officer ceasing to be a director or member if such is a necessary qualification of appointment;
- d. the meeting at which the directors appoint the officers of SOS; and
- e. that officer's removal or death.

A director may be appointed to any office of SOS but, subject to Section 291 of the Act, none of the said officers except the President and Secretary need be a director or member of SOS. Except for the office of President and the office of Secretary, two or more offices may be held by the same person. The Board of Directors may from time to time appoint such other officers as it deems necessary, which officers shall have the authority and perform the duties as are prescribed by the Board of Directors.

26. **Remuneration of officers.** The remuneration of all officers appointed by the Board of Directors shall be determined from time to time by resolution of the Board of Directors.

27. **Removal of Officers.** All officers appointed by the Board of Directors, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time with or without cause.

28. **Vacancies.** If the office of any officer of SOS shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors by

resolution may appoint a person to fill such vacancy in accordance with the provisions contained in this By-law.

29. **Powers and duties.** All officers shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the officers shall include, but not be limited to:
- a. **President.** The President shall be the chief executive officer of SOS unless otherwise determined at an Annual General Meeting of SOS, in which case, the Board of Directors shall by resolution appoint from among themselves a chief executive officer who is a member of SOS, to hold office until the next Annual General Meeting and the chief executive officer appointed shall be vested with and may exercise all of the powers and perform all of the duties of a chief executive officer and shall chair all meetings of the board of directors. The President shall be a director and shall be vested with and may exercise all of the powers and perform all of the duties of a chief executive officer, and shall chair all meetings of the Board of Directors.
 - b. **Vice-President.** The Vice-President or, if more than one, the Vice-Presidents, in order of seniority of office, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.
 - c. **Secretary.** The Secretary shall give or cause to be given notices for all meetings of the board of directors or the executive committee, if any, and members when directed to do so and have charge of the corporate seal of SOS, the minute books of SOS and of the documents and registers referred to in Section 300 of the Act.
 - d. **Treasurer.** Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds and securities of SOS and shall deposit the same in the name of SOS in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records.
 - e. **Executive Director.** The Board of Directors may from time to time appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of SOS (except such matters and duties as by law must be transacted or performed by the board of directors and/or by the members) and to employ and discharge agents and employees of SOS or may delegate to that person any lesser authority. The Executive Director shall conform to all lawful orders given by the Board of Directors of SOS and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of SOS. The Executive Director shall attend all meetings of the Board of Directors and all meetings of any Executive Committee, and any such other committee meetings as may be required by committees of the Board of Directors struck from time to time.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

30. **For the Protection of Directors and Officers.** Except as otherwise provided in the Act no director or officer of SOS shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to SOS through the insufficiency or deficiency of title to any property acquired by SOS or for or on behalf of SOS or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to SOS shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to SOS or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default. The directors and officers for the time being of SOS shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of SOS, except such as shall have been submitted to and authorized or approved by the board of directors. If any director or officer of SOS shall be employed by or shall perform services for SOS otherwise than as a director or officer or shall have an interest in a person who is employed by or performs services for SOS, the fact of being a director or officer of SOS shall not disentitle such director or officer or such person, as the case may be, from receiving proper remuneration for such services.

INDEMNITIES TO DIRECTORS AND OTHERS

31. **Indemnities to Directors and Others.** Every director or officer of SOS or other person who has undertaken or is about to undertake any liability on behalf of SOS or any corporation controlled by it and their heirs, executors and administrators respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of SOS, from and against:
- a. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
 - b. all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

SOS shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

INTERESTED DIRECTOR CONTRACTS

32. **Conflict of Interest.** A director who is in any way directly or indirectly interested in a contract or proposed contract with SOS shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. No director shall be disqualified from office by reason of holding any office or being in any way directly or indirectly interested or contracting with SOS. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of SOS in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to SOS or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

LOCAL CHAPTER COMMITTEES

33. **Local Chapter Committees.** Committees hereinbefore known as Local Chapters are deemed to be certified Local Chapter Committees empowered in the manner provided in paragraph 34 next following. Committees save and except Local Chapter Committees shall be created and established in the manner provided in paragraph 23 herein. Local Chapter Committees shall be created and dissolved as follows:
- a. Local Chapter Committee Certification - A Local Chapter Committee shall first be certified for creation by special resolution of the Board of Directors and shall be designated as a probationary Local Chapter Committee;
 - b. A probationary Local Chapter Committee can be certified at the discretion of the Board of Directors provided the following criteria have been met:
 - I) The probationary Local Chapter Committee shall ordinarily be comprised of at least six (6) members of the Corporation unless the Local Chapter Committee is deemed by the Board of Directors to be situated in an isolated geographical region;
 - II) A probationary Local Chapter Committee deemed by the Board of Directors to be situated in an isolated geographical region may be certified at the discretion of the Board of Directors as a probationary Local Chapter Committee notwithstanding that the number of members of the probationary Local Chapter Committee certified by the Board of Directors is less than six (6) members.
 - III) In the next calendar year following the certification of a probationary Local Chapter Committee by the Board of Directors, the probationary Local Chapter Committee must initiate and continue initiatives concerning marine heritage preservation and must maintain the same minimum membership level existing on the date of certification by the Board of Directors;
 - IV) Following its creation, the members of a probationary Local Chapter Committee shall within fifteen days of certification hold a meeting of the committee members and elect a committee Chairman, Secretary/Treasurer

and such other officers as the Committee members deem to be appropriate for the running of the probationary Local Chapter Committee;

- V) At the completion of the probationary period, a probationary Local Chapter Committee shall cease to exist unless it is approved at the Annual General Meeting of the Corporation next following to continue as a Local Chapter Committee.

34. **Local Chapter Committee Activities.**

- a. Both a Local Chapter Committee and a probationary Local Chapter Committee shall be responsible for implementing and carrying out the objectives and policies of the Corporation within a defined geographical region of Ontario (the Local Chapter Committee service area), and the Local Chapter Committee Chair shall account to the Board for the operation of the Chapter within the provision of the Letters Patent, Supplementary Letters Patent, By-laws and Policies of the Corporation;
- b. Each Local Chapter Committee shall establish a headquarters within that Chapter's service area, and shall maintain at that headquarters all such records and correspondence of the Chapter which are not required to be kept at the Headquarters of the Corporation;
- c. All goods, equipment, intellectual property, chattels, monies and other assets purchased by, donated to, or otherwise acquired and held in trust by a Local Chapter are the property of the Corporation and shall be held in the name of Save Ontario Shipwrecks;
- d. Any intellectual property acquired by an individual member of a Local Chapter Committee of Save Ontario Shipwrecks or by a member of the Corporation relating to the activities of the Corporation, undertakes and agrees with the Corporation to hold the intellectual property in trust for the Corporation. In the event that the membership of a member holding intellectual property in trust for the Corporation is terminated, or the individual member fails to renew his/her membership, he/she agrees to immediately deliver the entirety of the intellectual property available in his/her possession to the Corporation.
- e. Intellectual property is defined as knowledge and documentation obtained or in a member's possession, and may include, but is not limited to research information or survey information.
- f. Each Local Chapter Committee shall provide to the Board of Directors of the Corporation, a statement of the affairs of that Local Chapter Committee in the form and containing the information as determined by the Board of Directors.
- g. Each Local Chapter Committee shall in each year whenever possible hold an Annual General Meeting (AGM) of the committee members during the months of January or February in the year next following for the purpose of conducting the following business:

- I) Election of the Local Chapter Committee Executive;

- II) Receiving the financial statement and report of the Local Chapter Committee Executive;
 - III) Reviewing the Local Chapter Committee's initiatives concerning Marine Heritage Conservation throughout the year and setting the priorities for the coming year;
 - IV) Conducting such other business as the Committee Chairman of the Local Chapter Committee, or the Committee members deem appropriate;
- h. Local Chapters Committees shall hold General Meetings of their members at such times and at such places as their members shall decide for the purpose of carrying out committee business as the committee members shall decide;
- i. Local Chapter General Meetings are called:
- I) By the Local Chapter Committee Chair at his/her discretion;
 - II) By the Local Chapter Committee members upon presentation to the Local Chapter Committee Chair a written request to call a meeting setting out the nature of the purpose of the meeting, and signed by at least one-sixth (1/6) of the registered members of the Local Chapter Committee; and where one-sixth of the Local Chapter Committee members is less than one person, then and in that event by one of the Local Chapter Committee members upon presentation to the Local Chapter Committee Chair of a written request to call a meeting. Such written request to set out the nature and the purpose of the meeting, and signed by at least one of the registered members of the Local Chapter Committee;
 - III) By the President of the Corporation at his discretion.
- j. Notification of Local Chapter Committee Meetings shall be given to all members of the Local Chapter Committee in such a manner as the committee members shall decide; and,
- k. Local Chapter Committees shall be dissolved by special resolution of the Corporation as the Corporation deems proper for the efficient operation of the Corporation.

MEMBERSHIP

35. **Entitlement.** All members of SOS shall become members of SOS at the pleasure of the Corporation in the manner it may from time to time determine subject to the by-laws and policies of the Corporation existing from time to time.
36. **Resignation.** Members may resign in writing which resignation shall be effective upon receipt of the member's notice of resignation by the Corporation.
37. **Transfer of Membership.** Membership is not transferable.

38. **Membership Qualifications.** Membership in the Corporation is open to any person with an interest in Marine Heritage Conservation in Ontario, who is prepared to support the objects of the Corporation, and abide by the by-laws and policies in place from time to time. To qualify as member, a candidate for membership must in addition to any other requirements;
- a. Complete any application form if required by the Corporation;
 - b. Pay in advance any membership fee established by the Corporation in accordance with the policy of the Corporation; and
 - c. Must not have held a valid membership in the Corporation in the twelve (12) preceding months which was revoked.

Each member of the Corporation on attaining membership may participate as a member in only one (1) Local Chapter Committee as approved by the Board of Directors taking into account the individual member's geographical location within the Province of Ontario or if requested by the member, the member may participate in a Local Chapter Committee outside of his geographical area if approved by the Board of Directors. Members can request a change in Local Chapter Committee membership upon the anniversary of any renewal of membership.

MEMBERSHIP CLASSIFICATIONS

39. **Membership Classifications.** Members of the Corporation may be divided into as many classifications of members as the Corporation may determine to be appropriate for the proper operation of the Corporation including, but not limited to, the classifications next following;
- a. INDIVIDUAL MEMBERSHIPS - Individual persons, in or outside the Province of Ontario, who have met the membership qualifications.
 - b. LIFE MEMBERSHIPS - Individual members, in or outside the Province of Ontario, who have met the membership qualifications as Life Members.
 - c. HONOURARY MEMBERS - Individual persons designated by the Corporation shall be Honourary Members in recognition of service and dedication to the preservation of Ontario's Marine Heritage.
 - d. INSTITUTIONAL/CORPORATE MEMBERSHIPS - Corporations, companies, clubs, associations, institutions or other organizations which meet the membership qualifications provided however that any such member must designate in writing to the Corporation the identity of the individual who may exercise the voting right of the institutional/corporate member.
 - e. FAMILY MEMBERSHIPS - Available to applicants who are not institutional/corporate members who meet the qualifications to be an individual member. A family is defined as a group of persons who form a household and are related by blood, marriage, or mutual support.

- f. MEMBERS AT LARGE - Individual persons designated by the Corporation shall become Members at Large in recognition of service to the Corporation's objects and policies.
- 40.1 **Liability of Members.** Members are not responsible for any act, debts or obligations of SOS nor for any claims, injuries, losses, transactions or other things related to the Corporation.

MEMBERSHIP DUES

- 40.2 **Dues.** There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

MEMBERS' MEETINGS

41. **Annual Meeting.** Subject to compliance with Section 293 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of SOS is located.
42. **General Meetings.** Other meetings of the members may be convened by order of the President or a Vice-President or by the board of directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of SOS is located.
43. **Notice.** Subject to Section 133(2) of the Act, ten (10) days' written notice shall be given to each member of any annual or special general meeting of members.
44. **Waiver of Notice.** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting that the meeting is not lawfully called.
45. **Omission of Notice.** The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of SOS shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
46. **Quorum.** A quorum at any meeting of the members shall be the persons present being not less than a number equal to the number of directors in attendance and being, or representing by proxy, not less than the total number of persons comprising the Board of Directors plus one member of the Corporation. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

47. **Adjournment.** The chairperson of any meeting may with the consent of the meeting adjourn to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting.
48. **Votes.** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.
49. **Voting Rights of Members.**
- a. Every member in good standing for at least ten (10) days is entitled to one (1) vote on any resolution at any Local Chapter Committee General Meeting, or at a General Meeting of the Corporation, subject to the provisions of the By-laws and any amendments thereto. Institutional/Corporate members shall be entitled to one (1) vote at any Local Chapter Committee General Meeting, or at a General Meeting of the Corporation, subject to the provisions of the By-laws and any amendments thereto. Family members are entitled to a total of two (2) votes at a Local Chapter Committee General Meeting, provided that the family members exercising each vote are different individuals from the same family and in attendance at any Local Chapter Committee General Meeting, or at a General Meeting of the Corporation, subject to the provisions of the By-laws and any amendments thereto and further provided that the family member exercising a vote have been designated in writing by all members of the family as the person or persons entitled to cast a family vote.
 - b. Members may vote personally or by proxy except that where any Family member is present at any Local Chapter Committee General Meeting, or at a General Meeting of the Corporation no other Family member may vote by proxy, and where no Family members are present at any Local Chapter Committee General Meeting, or at a General Meeting of the Corporation, then family members are entitled to one vote only by proxy provided the proxy is signed by the two family members otherwise entitled to vote and subject to the provisions of the By-laws and any amendments thereto subject to the provisions of the By-laws and any amendments thereto.
 - c. Proxies are to be presented to the Committee Chair or to the President or the President's duly appointed substitute prior to a general meeting commencing.
 - d. A member proxy may be exercised by a Local Chapter Committee Chair, or by a Local Chapter Committee representative who is a member of the Local Chapter Committee and approved and designated by a Local Chapter Committee Chair provided however that a member proxy appointed by the members of a Local Chapter Committee at a general meeting shall supersede and stand in the place of and exercise a member proxy in the place and stead of the Local Chapter Committee Chair and in the place and stead of the Local Chapter Committee representative.

- e. Where possible a proxy shall include the specifics of the motion and the vote to be cast or the name of a candidate for office and the vote to be cast.

EXECUTION OF INSTRUMENTS

50. **Documents.** Documents in writing requiring the signature of SOS may be signed by any one of: the President or a Vice-President together with any one of the Secretary, Treasurer or the Executive Director; or by: any two directors. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of SOS either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

CHEQUES, DRAFTS, NOTES, ETC.

51. **Cheques, Drafts, Notes Etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of SOS, and in such manner as the Board of Directors may from time to time designate by resolution.

NOTICES

52. **Service.** Any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or facsimile or other acceptable form of electronic communication to any such member or director at their latest address as shown in the records of SOS, and the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
53. **Signature to notices.** The signature of any director or officer of SOS to any notice or document to be given by SOS may be printed, written, or electronically reproduced or partly printed, written or electronically reproduced.
54. **Computation of time.** Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent of SOS, the day of service or posting of the notice shall not be counted in such number of days or other period.

BY-LAWS

55. **By-laws.** The Board of Directors may from time to time enact by-laws relating in any way to SOS or to the conduct of its affairs, including but not limited to by-laws providing for applications for supplementary letters patent, and may from time to time by way of by-law amend, repeal or re-enact the by-laws and any such by-law shall be sanctioned by the members and become effective in accordance with the Act.

AUDITORS

- 56. **Auditors.** The members shall at each annual meeting appoint an auditor to audit the accounts of SOS for report to members who shall hold office until the next following annual meeting although the directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office continues until a successor is appointed.

- 57. **Financial Year.** The financial year of SOS shall terminate on the last day of each year or on such other date as the directors may from time to time by resolution determine.

- 58. **Interpretation.** In this By-law, unless the context otherwise specifies or requires:
 - a. Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; as appropriate, words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and,

 - b. Headings used in the By-laws are inserted for reference purposes only and are not to be taken into account in construing the terms of provisions thereof, or to be deemed in any way to clarify, modify or explain the effects of any such terms or provisions.

- 59. **Pre-existing By-laws.** All by-laws of the Corporation hereinbefore enacted are hereby revoked and are of no further force and effect following the approval and enactment of this By-law no. 2.

ENACTED this day of , 2006.

President

Secretary

Accompanying Resolutions

The following motions are made to ensure the efficient operation of Save Ontario Shipwrecks.

Resolution #1

Motion Concerning the Composition of the Board (ref: By-Law 2, Section 4)

It is moved that the Board be composed of seven (7) members and that every effort will be made to ensure that one (1) regional representative from each of the Northern, Eastern, Central and Western Regions of Ontario will be among the persons elected to the board of SOS at the annual general meeting of SOS scheduled for the election of the directors. Notwithstanding any failure to have seated such regional representation on the board of directors at any given time, a quorum of directors may exercise all the powers of directors.

Moved by: Gordon Dewis

Seconded by: Marg Barker

Accompanying Resolutions

Resolution #2

Motion Concerning Quorum for Meetings of the Board of Directors (ref: By-law No. 2, Section 15)

It is moved that quorum for a meeting of the board of directors of SOS be the directors present in person and those who may be participating as described in Section 17 of By-law No. 2.

Moved by: Gordon Dewis

Seconded by: Marg Barker

Accompanying Resolutions

Resolution #3

Motion Concerning Standing Committees

Whereas it is desirable to establish certain standing committees for the efficient operation of SOS such standing committees being created to pursue the objectives and policies of SOS, as follows;

1. **NOMINATION COMMITTEE** - the purpose of this standing committee is to seek out and identify individuals to sit on the board of directors. This committee may consist members of the board of directors or their appointees, save that at least one committee member must be a member elected as a committee member at an Annual General Meeting who has not thereafter resigned from the committee and remains a member of SOS.
2. **MEMBERSHIP COMMITTEE** - the purpose of this standing committee is to seek out and identify individuals to join and become members of SOS, and to process memberships including both membership renewals and applications for membership, and includes the establishment and maintenance of membership lists for publication as required by the Board of Directors. This committee may include members of the board of directors or their appointees and any other member in good standing of SOS which includes any person or persons not a member of the Corporation who is approved by the members at the Annual General Meeting to be a member of this committee.
3. **NEWSLETTER COMMITTEE** - the purpose of this standing committee is to compile, publish and distribute to the membership annually or more often as the board of directors may decide, a corporate newsletter. This committee may consist of members of the board of directors or their appointees, save that at least one committee member must be a member elected as a committee member at an Annual General Meeting who has not thereafter resigned from the committee and remains a member of SOS.
4. **FORUM COMMITTEE** - the purpose of this standing committee is to organize and operate the SOS Annual Forum. This committee may consist of any person approved by the board of directors save that at least one committee member must be a member elected as a committee member at an Annual General Meeting who has not thereafter resigned from the committee and remains a member of SOS.
5. **QUARTERMASTER COMMITTEE** - the purpose of this standing committee is to prepare and monitor the Corporation's Annual Budget for fundraising activities and to compile, publish and distribute to the membership annually or more often as the board of directors may decide, a report of fundraising activities of both the Corporation and all Local Chapter Committees and to also deliver to the Board of Directors and the Corporation annually or more often as required, a report on any financial matters or matters requested by either the Board of Directors or the Corporation.
6. **HISTORICAL COMMITTEE** - the purpose of this standing committee is to maintain corporate records including in particular records of historical documents or events and to create, organize and operate a Corporate

Accompanying Resolutions

research service for the purposes of the corporations members and Local Chapter Committees.

7. EDUCATION COMMITTEE - the purpose of this standing committee is to recommend programs and activities designed to educate members of the Corporation and the general public. This committee may consist of any person approved by the board of directors save that at least one committee member must be a member elected as a committee member at an Annual General Meeting who has not thereafter resigned from the committee and remains a member of SOS.
8. PUBLIC RELATIONS COMMITTEE - the purpose of this standing committee is to recommend programs and activities designed to promote the Corporation to the general public and to the diving community. This committee may consist of any person approved by the board of directors save that at least one committee member must be a member elected as a committee member at an Annual General Meeting who has not thereafter resigned from the committee and remains a member of SOS.
9. SPECIAL EVENTS COMMITTEE - save and except those activities and responsibilities within the jurisdiction of Forum Committee and the Educational Committee, the purpose of this standing committee is to oversee Special Events seeking to ensure that Special Events operating in the name of or on behalf of the Corporation are properly co-ordinated and designed to operate in the manner most cost efficient as possible for the advancement of the objects and policies of the Corporation. This committee may consist of any person approved by the board of directors save that at least one committee member must be a member elected as a committee member at an Annual General Meeting who has not thereafter resigned from the committee and remains a member of SOS.

Be it resolved that the nine (9) standing committees identified herein be created with the executive structure of each standing committee to be determined by the board of directors and thereafter continued with each standing committee hereafter carrying on its duties and responsibilities in the manner and in accordance with the terms of reference contained herein for as long as the Corporation shall permit provided each standing committee operates in accordance with all rules of procedure as determined by the board of directors from time to time.

Moved by: Gordon Dewis

Seconded by: Marg Barker

Accompanying Resolutions

Resolution #4

Concerning the Composition Of The Board (Ref: By-Law No. 2, Section 4)

It is moved that the Board be composed of nine (9) members and that every effort will be made to ensure that one (1) regional representative from each of the Northern, Eastern, Central and Western Regions of Ontario will be among the persons elected to the Board of SOS at the annual general meeting of SOS scheduled for the election of the directors. Notwithstanding any failure to have seated such regional representation on the board of directors at any given time, a quorum of the directors may exercise all the powers of the directors.

Moved by: Gordon Dewis

Seconded by: Brian Prince

DISCUSSION:

1. This resolution will supersede Resolution #1 upon adoption.
2. Quorum under the Corporations Act is 2/5ths therefore minimum 3.6 is 4
3. Quorum in the SOS Bylaw #2 is set as majority (51%), therefore 4.6 is 5
4. Quorum in Resolution #2 says who ever is present in person or by telecon, can be less than bylaw #2, therefore the number for quorum is that set in the Act.
5. Quorum in the ACT rules as the minimum given in resolution 2 could be illegal.

Adopted at the 2009 Annual General Meeting held in Hamilton on April 25, 2009.
To be effective: April 25, 2009.

Accompanying Resolutions

Resolution #5

Motion Concerning the Funding of Chapters Through Membership

It is moved that at the end of each membership year, chapters be transferred a share of the revenue generated by the collection of memberships associated with their chapter according to the schedule below. This initiative will provide seed capital to assist chapters with projects and act as an incentive for members to recruit others, encouraging a healthy, vibrant chapter with a large volunteer base.

Membership Funds Transfer Schedule

Type	Year End Transfer		
	1 Year	2 Year	5 Year
Individual	\$5.00	\$9.00	\$17.00
Family	\$10.00	\$18.00	\$35.00
Institution / Club	\$10.00	\$18.00	\$35.00
Corporate	\$20.00	N/A	N/A

Moved by: Chris Phinney

Seconded by: Krissy Nickle

Adopted at the 2012 Annual General Meeting held in Kingston on April 13, 2012.
To be effective: April 13, 2012.

Accompanying Resolutions

Resolution #6

Motion Concerning Change of Corporate Expense Policy (Policy #1)

It is moved that the Corporate Expense Policy be updated to include the new mileage rate as approved by the board of directors at \$0.40 per km. In addition, the following verbiage will be added to the policy;

It is recognized that there may be on occasion more economic ways to travel (ie train, bus, etc). In addition, some members may be happy to submit a fuel receipt in lieu of a mileage claim which would save the corporation money.

To that end, members who are traveling where travel cost reimbursement is approved in advance may choose an alternative form of transportation as long as the total trip (including transfers) is lower than the cost of a mileage claim.

For fuel receipts, members should fuel their vehicle fully prior to departing and refuel on return, the cost of fuel used may then be used to determine the claim if lower than a mileage claim for the same trip.

Moved by: Chris Phinney

Seconded by: Luc Lafontaine

Adopted at the 2012 Annual General Meeting held in Kingston on April 13, 2012.
To be effective: April 13, 2012.

Accompanying Resolutions

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Save Ontario Shipwrecks Policy #1: Expense Reimbursement Policy

Save Ontario Shipwrecks will reimburse expenses incurred by members of the Board and both members and non-members performing special functions on behalf of the corporation. Expense claims are to be submitted to the Treasurer of the corporation using a standard template which is available from the Secretary. Original receipts must be submitted wherever possible.

Below is a list of typical expenses that will be reimbursed by the corporation upon submissions and approval of an expense claim.

- Hotel rooms for corporately approved activities such as board meetings, annual general and special meetings of the membership and travel required in order to carry out the activities of the corporation.
- Transportation costs will be reimbursed at a rate of \$0.25/km for cars. This rate is reviewed by the board periodically. Transportation by other modes should be approved prior to incurring the expense. Failure to do so may result in the claim being denied.
- Long-distance charges for phone calls to participate in board meetings from remote locations.

Other non-standard expenses may be reimbursed, depending on the nature of the claim. In most cases, non-standard expenses must be approved in advance by the Board. If there is any question as to whether an expense will be reimbursed, the claimant should contact the Secretary prior to incurring the expense.

Unless approved in advance for special circumstances, meals and incidental expenses are the responsibility of the individual and claims for such expenses will be denied.

Expense claims should be submitted within three months of the expense being incurred and in any event no later than two months after the end of the fiscal year.

Adopted by the Board on: November 18, 2006
Effective: November 18, 2006

Save Ontario Shipwrecks Policies

Save Ontario Shipwrecks Policy #2: SOS Code of Ethics

In accordance with the objects of Save Ontario Shipwrecks (SOS), members shall adhere to the following Code of Ethics. Contravention of any of these principles constitutes grounds for expulsion from SOS, in accordance with its Constitution and By-Laws.

1. **PRINCIPLES:** SOS fully supports the objects and principles of the UNESCO Convention on the Protection of the Underwater Cultural Heritage (2001) and expects all members to adhere fully thereto.
2. **STEWARDSHIP:** SOS and its members act as stewards of our maritime heritage through the preservation, documentation and interpretation of shipwrecks and other submerged or nautical-related material culture.
3. **PRESERVATION:** SOS is dedicated to the in situ preservation of shipwrecks and other archaeological remains. Members should practise low-impact diving techniques and refrain from collecting artifacts, except as part of a licensed archaeological study. Arrangements must be made for the conservation and curation of any remains recovered.
4. **RESPONSIBILITY:** SOS members shall adhere to the letter and spirit of all applicable legislation (e.g., the Ontario Heritage Act, the Cemeteries Act, and the Public Lands Act), and should inform the relevant authorities (including police or government bodies) of any contraventions thereof.
5. **STANDARDS:** Members of SOS shall ensure that they are sufficiently trained and qualified for their role in any archaeological project. Members are encouraged to participate in training programs, including Nautical Archaeology Society courses.
6. **DOCUMENTATION:** The results of SOS projects shall be preserved through the production and dissemination of reports. Project leaders must maintain an archive of records, including field notes and reports, or make appropriate arrangements for this purpose.
7. **COMMUNITY:** The results of SOS projects must be communicated to the archaeological community and to the general public, including local media and related communities. Members must take extra care to not disturb human remains, and project leaders should encourage local representation and involvement.
8. **PUBLIC OWNERSHIP:** Artifacts on or recovered from marine heritage sites remain public property, even when collected under an archaeological license. Members shall refrain from the commercial trafficking of marine heritage artifacts, particularly the buying or selling of unlawful or undocumented artifacts.
9. **INTEGRITY:** The name or logos of SOS shall only be used for promotions, publications or projects sanctioned by SOS.

<p>Adopted by the Board on: February 24, 2007 Effective: February 24, 2007</p>
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Save Ontario Shipwrecks Policy #3: Privacy Policy

As a corporation in the Province of Ontario, Save Ontario Shipwrecks and its local chapter committees (hereafter SOS) are subject to the federal Personal Information Protection and Electronic Documents Act. Personal information is information that can be used to distinguish, identify or contact a specific individual (e.g., postal address, phone number, email address). SOS respects the privacy of its members and will treat personal information according to the following privacy policy:

1. SOS collects personal information solely for the purposes of membership services, sponsorships, donations, and in pursuing our mission (e.g., educational program enrolment or record keeping on archaeological projects).
2. SOS may use conventional or electronic addresses to communicate or distribute materials to its members, sponsors or donors (e.g., SOS Newsletter mailings or third party material deemed to be of general interest).
3. Personal information will not be disclosed to third parties other than the Ontario Underwater Council for insurance purposes, unless required by law.
4. Member, sponsor or donor names or photographs may be used by SOS without notice. No contact information will be included. Members, sponsors or donors have the option to withdraw this consent through written submission to the SOS Membership Chair.
5. Data or analyses derived from personal information, member surveys or website browsing (e.g., "cookies") may be shared with the public or with third parties only as aggregate, non-identifying information.
6. Should you navigate away from the SOS website to any other linked website (e.g., PayPal), the information that you provide to that website will be governed by its respective information privacy policy.
7. Exceptions to this privacy policy will require the express and specific permission of each affected member, sponsor or donor.
8. Changes to this privacy policy will be published in the SOS Newsletter, which will constitute due notice.

Adopted by the Board on: February 23, 2008 Effective: February 23, 2008
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NAS Senior Tutor Agreement

Save Ontario Shipwrecks has invested significant resources to obtain the rights to teach the NAS program in Ontario. As a NAS tutor candidate, SOS will invest in you through Instructor Trainer workshops and our custom course materials. Acknowledgement of this investment and your commitment to serve in the position is highly appreciated.

Tutor Job Description

- Act professionally, representing Save Ontario Shipwrecks and the Nautical Archaeology Society;
 - No agency or diving philosophy bashing
 - Keeping comments in line with provincial law and the tenets of both SOS and NAS
- Represent SOS in a positive manner
- Encourage students through their challenges
- Deliver prescribed materials to students adhering to the NAS syllabus
- Attend annual tutor meeting / workshop
- Enhance personal presentations from base materials using personal experience and regionally appropriate materials
- Answer student questions in a timely fashion
- Keep confidential the training materials as provided by the Sr. Tutor

Senior Tutor Job Description

- All duties of a tutor
- Act as tutor committee chair.
- Assisting chapters in the organization of NAS courses and workshops
- Liaise with Parks Canada for;
 - Course development
 - Standards
 - Awarding of Points for NAS 3
 - Review of NAS2 submissions
 - IT workshops
- Attend / Participate in SOS board meetings to update BOD on committee activities
- Maintain archive of training materials as provided by;
 - NAS
 - Parks Canada
 - SOS Tutors
- Maintain archive of student submissions for all levels.
- Releasing source materials and presentations to individual tutors only as needed, maintaining the security and integrity of the NAS teaching pack.
- Organize and chair the annual NAS Tutor meeting

_____ I will endeavor to carry out the job description of NAS Tutor to the best of my abilities.

_____ I agree to serve in the position of NAS tutor for a period of 5 years from the date this agreement is signed, barring exigent circumstances.

_____ I will keep confidential and safe the training materials provided and will not distribute them in any way.

Print Name

Signature

Date

Passed at the Board of Directors meeting in London Ontario April 11, 2010.

Effective: April 11, 2010

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NAS Tutor Agreement

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 - No agency or diving philosophy bashing
 - Keeping comments in line with provincial law and the tenets of both SOS and NAS
- Represent SOS in a positive manner
- Encourage students through their challenges
- Deliver prescribed materials to students adhering to the NAS syllabus
- Attend annual tutor meeting / workshop
- Enhance personal presentations from base materials using personal experience and regionally appropriate materials
- Answer student questions in a timely fashion
- Keep confidential the training materials as provided by the Sr. Tutor

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Print Name

Signature

Date

Passed at the Board of Directors meeting in London Ontario April 11, 2010.

Effective: April 11, 2010

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Save Ontario Shipwrecks
Administrative Calendar

Month	Activity	Stakeholders
January	Winter NL Deadline	All
	Chapter Reports Due	Chapter Chairs
	Chapter Financial Reports	Chapter Treasurer
	Chapter Project Reports	Chapter Project Manager
	Special Functions Reports	Special Functions
	Survey License Applications	All Project Managers
	Invite Chapter Chairs to OAS	President
	Calculate Chapter Membership Funds Transfer	Membership Chair
	Chapter AGM	Chapter Chairs
February	Mail Newsletter	Membership Chair
	Submit OUC Renewal	Treasurer
	Outdoor Show Meeting	President
	Motion for Core Funding	
	Directors Award	
	Marine Heritage Award	
	Donation to Shipwrecks	
Set NAS Dates	Senior Tutor	
March	President's Report	President
	Treasurer's Report	Treasurer
	Budget	Treasurer
	Strategic Plan Creation / Update	Vice President
	Submit Core Funding App	President / Vice President
	Request / Review Auditors Report	Board
	AGM Notice and Proxies	President
	Choose award recipients from nominated	Board
April	AGM	All
	Present Chapter Membership \$	
	Motion to approve activities	
	Appoint auditor	
	Board Elections	
	Spring Board Meeting	Board
	Spring NL Deadline	All
	Publish Auditors Report	
Survey Project Planning	Chapters	
May	Mail Newsletter	Membership Chair
	Submit Charity Return -Ontario	Treasurer
	Update Board Composition -Ontario	Treasurer
	Survey and Project Work	All
June	Survey and Project Work	All
July	Summer NL Deadline	All
	Survey and Project Work	All
August	Mail Newsletter	Membership Chair
September	Goderich Marine Heritage Festival	All

Save Ontario Shipwrecks
Administrative Calendar

	SCUBA in the Park	All
	Survey and Project Work	All
October	Fall NL Deadline	All
	Invite Special Functions to Oct Board Meeting	President
	Survey and Project Work	All
November	Membership Renewal Letter / Fall NL Mail	Membership Chair
	Order Brochures and Promo Materials	Board / Quartermaster
	OUC AGM	Board
	Survey and Project Reports to Ministry	Chapters
	Poll for Nominations for Awards	Board
December	Reminder Survey Reports	Sr. NAS Tutor
	Calculate and Transfer Funds Memberships	Membership Chair
	Calculate and Transfer Funds SS to HF	Quartermaster
	Reminder to Chapters to Hold AGM	President