

## **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

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### **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

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### **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

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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

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### 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.

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### 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.

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### 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.

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