

## Royal Canadian Marine Search and Rescue (RCMSAR) - Briefing Note

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**Date:** 2025-07-25

**Prepared for:** RCMSAR Members

**Prepared by:** Michael Ervin, Chair of the Board

**Topic:** Amendment to Article 12 of the RCMSAR Bylaws

**Purpose:** Decision

### **Background:**

The principles of good governance suggest that the bylaws of a corporation/society should be reviewed on a periodic basis. A review of this nature was recently conducted by a committee of the RCMSAR Board of Directors (Board).

The bylaw requirements set out in the Canada Not-for-Profit Corporations Act (Act) were used by the committee as a guide as RCMSAR is federally incorporated and falls within this Act.

Arising from this review it was found that Article 12 of the RCMSAR bylaws was not in compliance with sections 152(1) and 197(1) of the Act. More specifically it appears that some wording was inadvertently left out of Article 12, or the language of the Act has changed since the bylaws were initially drafted.

### **Discussion:**

Article 12 of the bylaws speaks to the requirements and process that must be followed to amend the bylaws.

The full text of Article 12 follows- the omitted wording is found following point three (3) and is bolded.

### **Article 12: AMENDMENTS OF BYLAWS**

The Bylaws may be revised or amended as permitted by the Act and subject to such ratification by the voting Members as provided in the Act. Where an amendment to the Bylaws is proposed by a member other than the Board of Directors then:

1. Such an amendment must be given in writing to the Secretary, no later than 90 days prior to the AGM
2. Notice of the amendment to the Bylaws to be considered at an AGM and the proposed amendment must be made available to the members as required by the Act; and
3. Such amendment must be passed by at least a two-thirds (2/3) majority of votes cast by Members represented.

**Except in respect of matters referred to in subsection 197(1) Of the Act, a Bylaw may be amended, or a new Bylaw developed by the Board. The amendment or new Bylaw may be implemented and will have full force and effect until confirmed, rejected or amended by the voting members at any general meeting, as provided for in subsection 152(2) of the Act.**

*For clarity 197(1) of the Act places limits on the Board on both what the Board can amend and what new bylaws they can develop. For example: a a Board cannot change the corporation's name, create a new class of members, change the province of registration etc.*

**Recommendation:**

To bring the RCMSAR bylaws into full compliance with the Act, be resolved that Article 12 be amended to include the aforementioned bolded wording

All of which is respectfully submitted.