



**ROYAL CANADIAN MARINE
SEARCH & RESCUE**
Saving Lives on the Water

By-laws #3 2021

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ARTICLE 1: NAME

The name of the federally incorporated non-profit organization, which is also a soliciting corporation, is the "Royal Canadian Marine Search and Rescue, Inc., hereinafter referred to as "RCMSAR."

ARTICLE 2: INTERPRETATION

In this By-law, unless the context otherwise requires:

- "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- "AGM" means Annual General Meeting.
- "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the RCMSAR.
- "Board" or "Board of Directors" means the Board of Directors of RCMSAR, and "Director" means a Member of the Board.
- "By-law" means this by-law and any other by-law of RCMSAR as amended and which are, from-time to time, in force and effect.
- "Board Executive Committee" shall, unless otherwise specified by the Board of Directors, consist of the Chair, Vice Chair, and Secretary of the RCMSAR Board.
- CEO shall mean the "Chief Executive Officer" delegated by the Board of Directors to oversee and manage the operations of RCMSAR
- "Chair" shall mean Chair of the Board of Directors
- "Meeting of Members" includes an annual meeting of Members or a special meeting of Members; "special meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members.
- "Officer" means the Chair, Vice Chair and Secretary
- "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.
- "Rules" means any rules, regulations, policies, by-laws, codes of conduct, approved by the RCMSAR Board of Directors from time to time.
- "SAR" means search and rescue

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

ARTICLE 3: TERRITORIAL AREA

The area encompassed by RCMSAR shall be within the Province of British Columbia and the Pacific Ocean territorial waters of Canada.

ARTICLE 4: SEAL

a) CORPORATE SEAL

RCMSAR may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, it will be housed at RCMSAR Headquarters.

b) EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by RCMSAR may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the way, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, by-law, or other document of RCMSAR to be a true copy thereof.

ARTICLE 5: MISSION

The mission of RCMSAR is to “Save Lives on The Water”.

ARTICLE 6: VALUES

The values of RCMSAR in carrying out its purpose are as follows:

We value:

- **Safety** – our top priority and at the forefront of all of our activities.
- **Volunteerism** – the spirit of volunteerism and sense of service to communities and individuals in need are at the heart of what motivates our Members.
- **Professionalism** – our personal deportment, the quality of our operations and training, our excellent equipment and our learning culture are all elements of the professionalism that distinguishes RCMSAR.
- **Community** – Our core mandate of marine search and rescue is conducted within the context of a broader community of responders whose combined efforts contribute to the safety of people in British Columbia and in the communities that support our stations.
- **Trust** – as an organization that relies on relationships, the continued trust of the people we serve, and our partners is the greatest measure of our effectiveness.

ARTICLE 7: MEMBERSHIP

a) CLASSES

There shall be two (2) classes of Members namely, voting, and non-voting Members

i) Voting Members include:

1. **Operational Members** who:

- Own, operate or actively crew on a RCMSAR approved vessel.
- Actively crew on a SAR vessel of another agency with the approval of RCMSAR.
- Provide public education regarding safety on the water for RCMSAR authorized activities.

2. **Supporting Members** are members of RCMSAR who are not active in the safety and lifesaving activities of RCMSAR, but provide needed skill, knowledge, and experience to RCMSAR or a supporting society.

3. **Life Members** are those Members determined by a majority vote of the Board of Directors to have contributed outstanding services to RCMSAR.

Voting Members are entitled to receive notice of, attend in person or electronically and vote at a Meeting of Members. Each voting Member shall hold one vote at such meetings.

There shall be two (2) classes of Non-voting Membership namely, Junior, and Honorary.

ii) Non-voting Members Include:

1. **Junior Membership** is open to individuals ages 14 to the age of 18 inclusive.

2. **Honorary Membership** may be conferred upon any person who is deemed worthy of such honor by the unanimous vote of the Board of Directors. Honorary Members may not hold office.

b) QUALIFICATIONS

To qualify as a member of RCMSAR individuals shall:

1. Have attained the age of majority or be eligible for Junior Membership.
2. Be a citizen of Canada or be a permanent resident of Canada.
3. Meet all eligibility requirements
4. Offer special services desired by RCMSAR.

c) DUES

There shall be no dues for membership.

d) MEMBERS IN GOOD STANDING

All Members shall be in good standing so long as they are compliant with these Rules and By-laws and the Policies, Procedures and Standards of the organization.

e) RESIGNATION OF MEMBERS

1. Members may resign by providing a resignation in writing, which shall be effective upon receipt thereof by the Headquarters of RCMSAR.
2. In case of resignation, a Member, in addition to receiving any benefits due them, shall remain liable for payment of any assessment or other sum levied or which became payable by them to RCMSAR prior to acceptance of their resignation. They shall also return any equipment or material, which is the property of RCMSAR or the Canadian Coast Guard.
3. In the absence of any other notice, a Member of RCMSAR shall be deemed to have automatically resigned from RCMSAR from the date they cease to be qualified for membership.
4. A Member who has resigned voluntarily may re-apply for membership at any time if they are eligible to be a Member.

f) TERMINATION OF MEMBERSHIP

Membership is terminated when:

1. The Member resigns.
2. A Member is no longer in good standing.
3. A Member's actions or behavior contravene the Policies, Procedures and Standards of RCMSAR to such an extent that termination is warranted by the CEO.
4. The Member dies.

g) COMPENSATION

RCMSAR shall be carried on without the purpose of gain for its Members, and any profits or other accretions to RCMSAR shall be used in furtherance of its purposes.

ARTICLE 8: BOARD OF DIRECTORS

a) GOVERNANCE

The Board of Directors represents the "ownership" or Membership of the organization. It is a legally constituted authority responsible directly to the funders and the community for prudent oversight of the organization's operations and strategic direction. The primary responsibility of the Board is to govern the affairs of the organization within the framework of relevant legislation and standards.

The CEO is delegated the sole authority for providing the oversight and management of all operational

aspects of RCMSAR.

b) COMPOSITION

1. The authorized number of elected Directors shall not be less than nine (9) and cannot exceed sixteen (16), unless changed by an amendment to these By-laws.
2. No decrease shall have the effect of shortening the term of any incumbent Director.
3. One third of the elected Directors must be or have been a station-based Member.
4. Each Director shall have one (1) vote on any matter that becomes before the Board of Directors.

The Board is made up of Officers, Committee Chairs and Directors at large.

c) CODE OF CONDUCT

All Members of the Board of Directors shall conduct themselves in a manner that supports the objectives, values, and mission of RCMSAR.

d) SUPPORTING COMMITTEES

- To support the work of the Board, four (4) standing committees shall be established namely, an Executive Committee, Nominating Committee, Finance and Audit Committee and Governance Committee. Other work of the Board including project work is to be undertaken by a “Task Force”. A Task Force has a specific assignment and a defined end date.
- **Executive Committee** is responsible for overseeing the CEO selection process, setting CEO compensation, approving the annual objectives of the CEO, evaluating the CEO, the CEO succession plan, Human Resources and any other matter that must be attended to in the absence of convening the full Board.
- **Nominating Committee** is responsible for assessing the skills and experience required by the Board, its diversity and succession requirements in order to prepare a slate of viable nominees for endorsement by the Members at a general meeting of the Members. In addition, the committee will manage the process for populating the supporting committees save and except the Executive committee.
- **Finance and Audit Committee** provides oversight related to financial planning, the audit process, financial reporting, and the system of corporate financial, information and technology controls.
- **Governance Committee:** Is responsible for assessing the governance framework on a periodic basis, development of the Board including Director orientation and professional development, the maintenance of the By-laws, the annual review process for evaluating the effectiveness of the Board its Committees and individual Directors and matters of risk and safety. In addition, the committee makes recommendation to the Board on the adoption of best Governance practices.

- Each committee save and except the Executive Committee that will be Chaired by the Board Chair shall elect a committee chair from amongst their Members.

The Board as a whole is responsible for the review and approval of the RCMSAR strategic plan.

e) BOARD VACANCIES

All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by a majority vote of the remaining Directors.

A Director appointed to fill any vacancy shall hold office:

- for the unexpired term of his or her predecessor and until the next AGM.
- In the case of an expansion to the number of Board Members, for a term until the next AGM.

f) DIRECTOR NOMINATION AND ELECTION PROCEDURE

1. The Nominating Committee shall be responsible for nominating a slate of candidates, as required, to the Board prior the AGM.
2. The Nominating Committee shall determine this slate by soliciting the Membership and other qualified candidates of the public who are dedicated to the ideals of Volunteer Marine Search and Rescue and Water/Boating Safety.
3. The Nominating Committee will distribute the proposed slate of candidates to the Board of Directors for, no later than sixty (60) days prior to the next AGM or a Special General Meeting called for that purpose.
4. The slate of Board approved candidates shall be included in the announcement of the AGM.
5. All Voting Members of RCMSAR are eligible to vote the slate of Board candidates or any other slate that meets the structural requirements of the By-laws.

g) TERMS OF OFFICE - DIRECTORS

1. A Director may serve a total of two (2) consecutive three (3) year terms. The second term must be endorsed by both the Board of Directors and the Members at an AGM.
2. Directors elected by the Board of Directors as Officers are permitted to serve three (3) consecutive three (3) year terms. The second and third term must be endorsed by both the Board of Directors and the Members at an AGM.
3. At the end of the permissible terms, Directors must take a three (3) year break before reapplying to the Board of Directors.
4. Each Director shall hold office for their specified term, or until removed pursuant to article 7d/f.
5. A Director ceases to hold office when the Director dies, resigns, or is removed by resolution at a Members' meeting.

h) TERMS OF OFFICE - BOARD OFFICERS

Officers shall be elected by the Board of Directors for a three (3) year term; however, they are not eligible for re-election to the position held.

The Executive or Board may increase the number of Officers as needed to deal with specific issues. The Board of Directors may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer via a carried resolution.

An Officer shall hold office until the earlier of:

- the Officer's successor being appointed,
- the Officer's resignation,
- such Officer ceasing to be a Director, or
- such Officer's death.

The Board of Directors may remove, through a carried resolution, whether for cause or without cause, any Officer.

If the office of any Officer of RCMSAR becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

i) AUTHORITY

General and Specific Authority

The Directors, acting together in their capacity as a Board of Directors, shall have the authority to govern the corporation and to exercise any of the powers prescribed by the Act or by any other statutes or laws from time to time if applicable, except where an action by the Board of Directors would jeopardize the charitable status of RCMSAR.

Authority of Individual Directors

No Director(s) shall have any authority to act on behalf of the Board of Directors without the express permission of the Board Chair.

j) COMPENSATION

The Members of the Board of Directors receive no direct or indirect compensation other than reimbursement for out-of-pocket expenses.

k) QUORUM

A simple majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

l) BOOKS AND RECORDS

RCMSAR shall keep correct and complete books and records of account at the RCMSAR registered offices as required by the Act.

m) INDEMNITY

Each Director and Officer, his/her heirs, Executors and Administrators and estate and effects, shall be indemnified by RCMSAR against any or all loss, costs, charges, damages and expenses which he/she may hereafter sustain or incur in connection with any suits-at-law or inequity, actions, claims and demands

of whatsoever nature and kind of whatsoever nature and kind made against him/her in connection or relation to his/her position as Director or Officer of RCMSAR, or in relation to the execution of the duties of his/her office, unless prohibited by law.

ARTICLE 9: MEETINGS

1: Members Meetings

a) SETTING AND PLACES OF MEETINGS

The annual or any other general meeting of the Members shall be held either in person or by electronic means at such place or places within the Territorial Area and at such date and time as the Board of Directors may determine.

b) NOTICE OF MEETINGS

The Board of Directors or the Chair or Vice Chair shall have the power to call at any time a general meeting of the Members of RCMSAR by providing notice of the meeting, including agenda, supporting information to the Members no later than thirty (30) calendar days prior to the meeting.

Regarding an AGM the thirty (30) days' notices must include the agenda, slate of nominees and financial reports.

c) ANNUAL GENERAL MEETING (AGM)

The AGM of RCMSAR shall be held within fifteen (15) months of the last preceding AGM but no later than six (6) months following the end of the financial year, at such date, time and place within the Territorial Area as determined by the Board. The AGM may be held in person or by electronic means.

The agenda for the AGM must include but is not limited to the following:

- Call to order and introductions
- Territorial acknowledgement
- Recognition of Members that have passed
- Approval of agenda
- Approval of previous year's AGM minutes
- Chair's report
- CEO's report
- Treasurer's report
 - Financial Statements approved by the Board are brought forward for information to the Members
 - Auditors approved by the Board are brought forward for information to the Members
- Election of Board Members
- Acknowledgement of Members leaving the Board

- Other business
- Adjournment

d) QUORUMS

A Quorum for the transaction of business at any Annual or General Meetings of Members shall consist of twenty-five (25) Members present in person.

e) ADJOURNMENT

Any meeting of RCMSAR or of the Directors may be adjourned to be reconvened later. Business on the agenda for the original meeting can be carried over to the reconvened meeting. No notice shall be required of any such adjournment. Such adjournment may be made regardless of whether a quorum exists.

f) VOTING BY PROXY

Voting Members who are not able to attend a members meeting may cast their votes by proxy through a voting Member of RCMSAR who is attending the meeting. Proxies must be registered with the Board Secretary of RCMSAR at least 10 days prior to the meeting for which the proxy is given. Proxies can be emailed, mailed, faxed, couriered or hand delivered to the RCMSAR Headquarters, attention the Board Secretary.

Members registered at the AGM who wish to leave the meeting may assign their own proxy to another Voting Member who is present at the meeting. However, they may not reassign the proxies they are holding on behalf of other Members. Proxy voting at the AGM will be done by showing of proxy voting cards. Proxy voting cards will be issued to proxy holders at the time of registration for the meeting.

Should a meeting be conducted electronically consistent with the above noted principals' proxies will be registered at the outset of the meeting and the protocol for exercising those proxies will be outlined to the proxy holder.

g) CHAIRING OF MEETING

In the absence of the Chair or Vice Chair, the voting Members present at a general meeting shall choose a voting Member to be Chairperson of such meeting.

2: Board of Directors Meetings

a) SETTING AND PLACES OF MEETINGS

Meetings of the Board of Directors may be held in person, by teleconference or electronically and at such time and place within the Territorial area of the organization as the Board determines.

b) NOTICE OF MEETINGS

Normally, the time and place of the next meeting shall be an agenda item at each Board meeting. Where this has not been done or an un-forecasted meeting is required then notice of the time and place of the meeting shall be given to every Director of the Board not less than seven (7) days prior to the meeting.

c) CHAIRING OF BOARD MEETINGS

In the absence of the Chair, Vice Chair, and Secretary, the Board of Directors shall appoint a Director who shall act as Chairperson.

ARTICLE 10: NOTICES

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served), other than notice of a meeting of Members or a meeting of the Board of Directors, pursuant to the Act, the By-laws or otherwise to a Member, Director, Officer or Member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of RCMSAR or in the case of notice to a Director to the latest address as shown in the last notice that was sent by RCMSAR; or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document. A Member may request notices to be sent to that Member in non-electronic form and in such event such Member will be provided a non-electronic form of notice. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or Member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of RCMSAR to any notice or other document to be given by RCMSAR may be written, stamped, type written or printed or partly written, stamped, type written or printed.

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

The accidental omission to give any notice to any Member, Director, Officer, Member of a committee of the Board or public accountant/auditor, or the non-receipt of any notice by any such person where RCMSAR has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or

otherwise founded on such notice.

ARTICLE 11: FISCAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of RCMSAR shall commence on April first (1) and terminate on the thirty-first (31st) day of March in each year.

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 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.

A By-law may be amended, or a new By-law developed by the Board. The amendment or new By-law may be implemented and will have full force and effect until ratified by the voting Members at any general meeting.

ARTICLE 13: BORROWING AND BANKING

For the purpose of carrying out its objects, RCMSAR may borrow, raise or secure the payment of money by the issue of debentures, but this power shall be exercised only under the authority of RCMSAR Membership approval, and in no case shall debentures be issued without the sanction of a special resolution of RCMSAR.

The banking business of RCMSAR shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of RCMSAR and/or other persons as the Board of Directors may by resolution from time to time designate, direct, or authorize.

ARTICLE 14: DISSOLUTION

1. RCMSAR shall be carried on without profit or gain to any of the Members.
2. At dissolution or other termination any assets of RCMSAR not required to pay creditors thereof, shall be donated to such charitable organizations with like objectives that are qualified donees, within the meaning of subsection 248(1) of the Income Tax Act, as may be determined by the Board of Directors.

ARTICLE 15: EFFECTIVE DATE

Subject to matters requiring a special resolution of the Members, this By-law shall be effective when made by the Board.

CERTIFIED to be By-law No. 3 of RCMSAR, as enacted by the Board of Directors of RCMSAR by resolution on the 09/18/2021 and confirmed by the Members of RCMSAR by resolution on the -/-/2021.

Dated as of 09/25/2021

Tracey Lakeman

Chair, Board of Directors

Appendix 1: Record of Changes:

This appendix does not form part of the official and approved By-Laws. It is provided for reference and transparency.

1. By-laws No.1 approved by special resolution of the Members May 2017.
2. August 20, 2018. Minor corrections for typos and clerical errors included in May 2017 version.
3. By-laws No. 2. September 21, 2019. Complete revisions (repeal and replace) of Articles 7(f),7(g), and 7(h). Approved at AGM. Added a record of changes appendix.
4. By-laws No. 3 09/25/2021 Complete revisions of the by-laws. Approved at AGM.