**SEARCH AND RESCUE VOLUNTEER ASSOCIATION OF CANADA**

**(the “Association”)**

**BY-LAWS**

**CORPORATE SEAL**

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.

**DEFINITIONS**

1. In this by-law and all other by-laws of the Association, unless the context otherwise requires:
	1. “EMO” means Emergency Measures Organization, or its equivalent, or other Provincial government body having jurisdiction over search and rescue on ground and inland waters;
	2. “SAR” means search and rescue;
	3. “SARVAC” means Search and Rescue Volunteer Association of Canada;
	4. “ACVRS” means “Association Canadienne des Volontaires Recherche et Sauvetage” which is the French version of the name of the Association;
	5. "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;
	6. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
	7. "board" means the board of directors of the Association and "director" means a member of the board;
	8. "by-law" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
	9. "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;
	10. "ordinary resolution" means a resolution passed by a majority of not less than fifty per cent (50%) plus one (1) of the votes cast on that resolution;
	11. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
	12. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
2. 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.
3. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

**MEMBERSHIP**

5. Membership in the Association shall be limited to persons (which includes individuals, corporations, partnerships, and organizations) interested in furthering the objects of the Association or are involved in search and rescue operations, emergency response, disaster response, or emergency preparedness education activities or those supporting those operations or activities, and shall consist of anyone whose application for admission as a member has received the approval of the Vice President of the Association. Members may also be admitted in such other manner as may be prescribed by the board by resolution.

**MEMBERSHIP DESIGNATIONS**

1. Subject to the articles, there shall be two classes of members in the Association, namely, Voting members and Non-Voting members. The following conditions of membership shall apply:

Voting Members

* 1. Voting membership of the Association shall be available to a provincial or territorial SAR Association that has applied and been accepted by this Association as representing the interests of the SAR community in a Provincial or Territorial jurisdiction in Canada (such that there is one, and only one, voting member from each of the thirteen (13) Provincial and Territorial jurisdictions in Canada).
	2. The term of membership of a voting member shall be annual, subject to renewal in accordance with the policies of the Association.
	3. As set out in the articles, each voting member is entitled to receive notice of, attend and vote at all meetings of members and each such voting member shall be entitled to one (1) vote at such meetings.

Non-Voting Members

* 1. Non-Voting membership of the Association shall be available to persons who have applied and have been accepted for non-voting membership in the Association.
	2. The term of membership of a non-voting member shall be annual, subject to renewal in accordance with the policies of the Association.
	3. Subject to the Act and the articles, a non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Association.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

1. Voting members have privileges including:
	1. attending meetings;
	2. speaking at meetings;
	3. voting;
	4. nominating;
	5. resigning;
	6. having a hearing before expulsion or other punitive actions;
	7. presenting motions, resolutions or other business;
	8. inspecting official records of the Association in accordance with these bylaws or statutory requirements;
	9. insisting upon enforcement of the rules of the Association;
	10. receiving all official Association publications;
	11. attending official functions of the Association at the Voting Member rate; and,
	12. may receive such other benefits of membership as may be established by the board.

**MEMBERSHIP FORFEITURE**

1. Any member may withdraw from the Association by delivering to the Association, a written resignation.
2. A membership in the Association is terminated when:
	1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
	2. the member resigns by delivering a written resignation to the Association in which case such resignation shall be effective on the date specified in the resignation;
	3. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
	4. the member's term of membership expires; or
	5. the Association is liquidated or dissolved under the Act.
3. Any member, or representative of a member, who shall be guilty of any act or acts reflecting discredit upon this Association, may be expelled by the board, provided that no member or representative shall be so expelled without a hearing, if so requested, at the next regular meeting of the board.

**DUES**

1. The board may require members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the dues are to be paid.

**HEAD OFFICE**

1. Until changed in accordance with the Act, the Head Office (which may also but not exclusively be referred to as the "business office") of the association shall be in Paradise, Newfoundland and Labrador.
2. The Association shall maintain a Head Office to handle the day-to-day business of the Association.
3. The Head Office shall function under the direction of the President until such time as the Association employs an Executive Director at which time such responsibility shall be delegated by the board to the Executive Director.
4. The National Headquarters of the Association may be located either at the Head Office or at a location other than the business address of the Association as may be determined by the board from time to time by special resolution.
5. The normal business functions of the Head Office of the Association shall include:
	1. Maintain membership records.
	2. Prepare billings.
	3. Maintain and control all correspondence.
	4. Maintain financial records and prepare and issue all cheques for signature of authorized signatories.
	5. Assist in arrangements for meetings.
	6. Act as custodian of the Association seal and render all official Association reports required by statute, regulation or any governmental entity.
	7. Submit all tax reports required under law and arrange for any required annual audits.
	8. Submit a monthly financial report for the Treasurer, prepare an annual financial report for the membership, and assist the Finance Committee in preparing a financial operating plan for the next year.
	9. Maintain the corporate status of the Association.
	10. Such other functions as may be determined by the board.

**BOARD OF DIRECTORS**

1. The property and business of the Association shall be managed by a board consisting of 13 directors made up of one director elected to represent each Province and Territory of Canada, of whom no less than 8 shall constitute a quorum.
2. Directors must be individuals, of at least 18 years of age, with power under law to contract.
3. The directors of the Association who are in place at the time that the Association continues under the Act, shall continue until their successors are elected.
4. One individual shall be nominated for and from each Province/Territory of Canada by the SAR Volunteer Association recognized by this Association as legitimately representing the SAR volunteers for that Province/Territory. A list of the SAR Volunteer Associations recognized by the Association as of the date of these Articles is attached as Annex A. For any Province/Territory without a recognized SAR Volunteer Association, the individual to be nominated for that Province/Territory shall be nominated by its EMO or equivalent thereof.
5. The board may only recognize a SAR Volunteer Association for a Province/Territory which does not already have a recognized SAR Volunteer Association or recognize a new one to replace a previously recognized SAR Volunteer Association that has become defunct or which fails to nominate an individual to act as its director for no less than two years. In selecting a SAR Volunteer Association for recognition, the board must take into consideration the extent to which the SAR Volunteer Association represents all of the SAR volunteers within that Province/Territory as and the extent to which those SAR volunteers participate in the composition of the governing body of that Association.
6. If within 60 days prior to the expiry of the term of the current director a Province/Territory has not nominated an individual to act as a new director then the Secretary will issue a written notice to that Province/Territory SAR Volunteer Association or EMO (as the case may be) informing them of that omission and requesting that a person be nominated to serve as a new director within the next 30 days. If that 30 day period expires without the President being informed in writing of the nomination of an individual to serve as new director for that Province/Territory then the President may, at the upcoming annual general meeting, nominate an individual to act as temporary director for that Province/Territory.
7. A recognized SAR Volunteer Association (or in its absence, the EMO) may nominate an individual to serve as director for its Province/Territory as it sees fit. The Association encourages the use of democratic and/or representative mechanisms in the nomination process.
8. The directors shall hold office for a term expiring not later than the close of the second annual meeting of the members following the beginning of the director’s term.
9. One half of the director positions shall be subject to a new election each year.
10. In calendar years ending in an even number (0, 2, 4, 6, 8), six (6) directors shall be elected to represent:
	1. the Province of British Columbia,
	2. the Northwest Territories,
	3. the Province of Saskatchewan,
	4. the Province of Ontario,
	5. the Province of New Brunswick, and
	6. the Province of Prince Edward Island.
11. In calendar years ending in an odd number (1, 3, 5, 7, 9), seven (7) directors shall be elected to represent:
	1. the Yukon Territory;
	2. the Province of Alberta,
	3. the Province of Manitoba,
	4. the Province of Quebec,
	5. the Province of Nova Scotia,
	6. the Territory of Nunavut, and
	7. the Province of Newfoundland & Labrador.
12. If there is a vacancy on the board, the board may appoint a director, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members. The Province or Territory that was represented by the director’s position that has become vacant shall nominate an individual to fill the vacancy.
13. The office of a director shall be automatically vacated:
	1. if a Director has resigned the director’s office by delivering a written resignation to the Secretary of the Association;
	2. if the director is found by a court to be of unsound mind or so mentally incompetent as to not be capable of managing legal affairs;
	3. if the director becomes bankrupt or suspends payment or compounds with the director’s creditors; or,
	4. on death of the director.
14. A director may be removed from office by resolution of the members for any reason including:
	1. if the Provincial/Territorial SAR Association that the director was elected to represent gives written notice to the Association that the director is no longer their official representative;
	2. if the director has failed to attend two consecutive board meetings without seeking and being granted an excuse by the presiding officer in advance or if he or she has failed to attend three meetings at any time during his or her term of office, without regard to whether an excuse has been sought and granted; or,
	3. if the director is convicted while in office of the criminal offence of fraud or theft.
15. Provided that if any vacancy shall occur for any reason in the previous two paragraphs, the Secretary will issue a notice to the SAR Volunteer Association or EMO for that director’s Province/Territory requesting that they nominate a person for election as a new director as soon as practicable.
16. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.
	1. Nothing herein contained shall be construed to preclude any director from serving the Association as an officer or in any other non-director capacity and receiving compensation therefore.
	2. However, no paid employee of the Association is eligible to be elected or appointed as a director during the term of that paid employment.
17. A retiring director may remain in office until his or her successor is elected or appointed.
18. The board 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 at the time of such appointment or as may be amended by the board from time to time.
19. A reasonable remuneration for all agents and employees and committee members shall be fixed by the board by resolution.
20. As per paragraph 38, the President will be elected from the board and once elected as President that individual does not thereafter serve as a voting director, therefore the President’s Province/Territory will, upon that director’s election as President, be entitled to nominate another individual as replacement to represent their jurisdiction on the board, and the board may appoint such individual as a director to hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members. If the Province/Territory represented by such appointed director would not normally nominate an individual at that next annual general meeting of the members (as provided in paragraphs 26 and 27 above) and the President’s term will continue into the subsequent year, then that Province/Territory may nonetheless nominate an individual (which may be the same individual as had been appointed) to represent the Province/Territory, and a director will be elected to represent the Province/Territory at that annual general members meeting.

**OFFICERS**

1. The officers of the Association shall be a President, Vice-President, Secretary and Treasurer (or, where necessary, a Secretary-Treasurer), Past President, and any such other officers as the directors may by resolution determine. Except for the Past President, the officers must be elected from the directors. The Past President shall be the individual who retired from being the most recent President.
2. The vacant officer positions (other than the Past President) shall be elected by the directors at the first meeting of the directors which shall immediately follow an annual general meeting of members. The individual elected as President shall cease to be a voting director, and a replacement director shall be appointed in accordance with paragraph 36 above. Although the President will cease to be a director, the President shall have all rights and privileges as apply for a director, except the right to vote at the board. The directors elected as Vice-President, Secretary and Treasurer (or, where necessary, a Secretary-Treasurer) shall continue to act as directors and shall continue to represent their respective Province/Territory.
3. The term of the officers shall be for a period of two years. Officers shall be subject to removal by special resolution of the directors at any time.

**DUTIES OF OFFICERS**

1. The President’s duties shall include:
	1. presiding at all meetings of the Association and of the directors;
	2. having the general and active management of the affairs of the Association;
	3. seeing that all orders and resolutions of the directors are carried into effect;
	4. being an ex-officio and non-voting participant of all committees; and,
	5. being the Associations Chief Executive Officer during any period when the Association is without an Executive Director.
2. The Vice-President’s duties shall include:
	1. in the absence or disability of the President, perform the duties and exercise the powers of the President;
	2. review and approve/disapprove of any Membership applications and membership status;
	3. shall liaise with and coordinate the activities of all committees; and,
	4. voting as a director.
3. The Treasurer’s duties shall include:
	1. being responsible for the custody of the funds and securities of the Association;
	2. keeping full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association;
	3. depositing all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the directors from time to time;
	4. disbursing the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements;
	5. rendering to the President and directors at the regular meeting of the directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association; and,
	6. voting as a director.
4. The Secretary’s duties shall include:
	1. attending all meetings and ensure the taking of a record of all votes and minutes of all proceedings in the books to be kept for that purpose;
	2. giving or causing to be given notice of all meetings of the members and of the directors;
	3. ensuring the safe custody of the seal of the Association, which he or she shall deliver only when authorized by a resolution of the directors to do so and to such person or persons as may be named in the resolution; and,
	4. voting as a director.
5. The duties of all other officers of the Association shall be such as the terms of their engagement call for or the directors requires of them.

**DIRECTORS MEETINGS**

1. Meetings of the board may be held at any time and place to be determined by the President provided that 48 hours written notice of the time, place, phone number and proposed agenda of such meeting shall be given, other than by mail, to each director.
	1. Notice by mail shall be sent at least fourteen (14) days prior to the meeting.
	2. No good faith error or omission in giving notice of any meeting of the board or any adjourned meeting of the board of the Association shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
	3. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
	4. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
2. Each voting director (the President and the Past President are not voting directors and shall have no vote at the board), is authorized to exercise one vote. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. When any director, in the absence of the President, chairs a meeting of the board that director shall not be entitled to vote in that meeting so long as that director is acting as the chair.
3. The directors of the Association may meet by teleconference, in accordance with the Act and Regulations, provided that either a majority of the directors consents to the meeting by teleconference, or, have been approved by resolution passed by the board at a meeting of the directors of the Association.
4. The directors of the Association may meet, in accordance with the Act and Regulations, by other electronic means that permits each director to communicate with each other provided that:
	1. the board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum and recording votes;
	2. each participating director must have equal access to the specific means of communication to be used; and,
	3. each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
5. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.
6. Directors, once elected, may not further delegate their responsibility of representation to alternates or other members.
7. The Secretary shall cause to be published and made available to the membership a record of attendance of all directors and a full set of minutes for duly called meetings of the board.

**INDEMNITIES TO DIRECTORS AND OTHERS**

1. Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
	1. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and,
	2. all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

**POWERS OF DIRECTORS**

1. The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.
2. The directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the board may prescribe.
3. The directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the purposes of the Association.
4. The directors shall take such steps as they may deem requisite to enable the Association to acquire income which will be used to further the activities and goals of the Association. However, the foregoing notwithstanding, the directors shall neither have nor exercise any power, nor shall they cause the Association to directly or indirectly engage in any activity that would:
	1. prevent it from obtaining exemption from income taxation as outlined in the Income Tax Act R.S.C. or its regulations pursuant, as amended: or,
	2. cause it to lose such exempt status.
5. In addition to the powers described above the directors, subject to the Act and Regulations, shall also have following powers to:
	1. employ personnel as required, establish their duties and fix their compensation;
	2. establish location, procedures and dates for all national meetings;
	3. establish rules, for nominations, control and conduct of the board;
	4. establish functions, responsibilities and authority of the Associations employees and officers;
	5. establish policies and procedures relative to the conduct of the Associations business activities;
	6. establish a Code of Ethics for conduct of the Associations employees and officers;
	7. recommend and approve by-laws, provided that, any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members; and,
	8. take any and all other actions necessary to further the objectives of the Association.
6. The President and/or the President’s designate shall have the power to speak on behalf of the Association.

**EXECUTION OF DOCUMENTS**

1. Contracts, documents, or any instruments in writing requiring the signature of the Association, shall be signed by any two directors or as otherwise authorized by directors’ resolution and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
2. The directors shall have power from time to time by resolution to appoint a director or directors on behalf of the Association to sign specific contracts, documents, and instruments in writing.
3. The directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association.
4. The seal of the Association when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any director or directors appointed by resolution of the directors.

**MEMBERS MEETINGS**

1. Subject to compliance with section 159 (Place of Members’ Meetings) of the Act, the annual or any other general meeting of the voting members shall be held at any place in Canada as the directors may determine and on such day and time as the said directors shall appoint. The voting members may unanimously resolve that a meeting of members be held outside Canada. Whenever possible, the locations of the annual general meeting must be selected in a way that ensures, where reasonably possible, that the meeting location rotates equally between the western, central and eastern Canadian regions.
2. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented, directors shall be elected, and a public accountant shall be appointed or waived for the ensuing year. So long as there is a quorum of at least eight voting members, the voting members may consider and transact any business either special or general, for which proper notice has been given or waived, at any meeting of the voting members. The directors or the President or Vice-President shall have power to call, at any time, a general meeting of the voting members of the Association.
3. The voting members of the Association may meet by teleconference, in accordance with the Act and Regulations, provided that either a majority of the voting members consents to the meeting by teleconference, or, have been approved by resolution passed by the voting members at a meeting of the voting members of the Association.
4. The voting members of the Association may meet, in accordance with the Act and Regulations, by other electronic means that permits each member to communicate with each other provided that:
	1. the voting members have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum and recording votes;
	2. each participating voting member must have equal access to the specific means of communication to be used; and,
	3. each voting member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
5. No less than thirty (30) days' written notice shall be given to each voting member of any annual or special general meeting of voting members.
6. Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and state the text of any special resolution to be submitted to the meeting. All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant’s report, election of directors and re-appointment of the incumbent public accountant, is special business.
7. Each voting member present at a meeting shall have the right to exercise one vote.
	1. Proxy voting is not permitted.
	2. Except where the Act or Regulations or these by-laws require personal attendance a voting member may submit his vote by mail ballot. In order to be validly counted as a vote on a motion a mail ballot must be received at the Head Office of the Association no later than the close of business on the last business day before the day on which the motion is put to a vote.
	3. As provided in paragraph 66, voting may also be made orally by telephone or by other electronic means.
	4. Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Association has a system that:
		1. enables the votes to be gathered in a manner that permits their subsequent verification, and
		2. permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change this method of voting by members not in attendance at a meeting of members.

1. A resolution in writing, signed by all the voting members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.
2. No good faith error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the voting members of the Association shall invalidate such meeting or make void any proceedings taken there at and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Association.
3. At all meetings of members of the Association, every question shall be determined by a majority of votes unless otherwise specifically provided by the Act or Regulations or by these by-laws.
4. The directors shall call a special general meeting of members in accordance with section 167 of the Act, on written requisition of members carrying not less than five per cent (5%) of the voting rights (being one (1) of the thirteen (13) members). If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

**MINUTES OF DIRECTORS**

1. The minutes of the directors meetings shall be available to the directors, each of whom shall receive a copy of such minutes. The general membership of the Association shall, upon written request, also be entitled to copies of such minutes.

**FINANCIAL**

1. Unless otherwise resolved by the directors or required by law, the fiscal year end of the Association shall be March 31st.
2. As a non-profit corporation, the Association is authorized to raise operating funds by such means as are consistent with the purposes of the Association and are approved by the directors.
3. Bonds of sufficient value to protect the Association will be given by the officers, agents and employees of the Association, as may be determined by the directors. The cost of bonds will be borne by the Association.
4. The President of the Association, or any director designated by the directors, may make application to philanthropic organizations, corporations, agencies and groups or persons for grants or contributions of funds or property for carrying out general or specific purposes of the Association.
5. Any member who may be offered a grant or contribution for this Association shall immediately notify the President, but no grant or contribution shall be finally accepted by the Association except upon the approval of the directors. The terms of any such grant or contribution shall be set forth in writing and signed both on behalf of the Association and the donor.
6. Any grant or contribution to the Association shall be credited to its general fund unless under the terms thereof a special fund is prescribed. The budgeting, receipt, custody and disbursement of any such grant or contribution shall follow the procedure defined for general funds of the Association unless provided otherwise in the terms of the grant or contribution and agreed to by the directors.
7. The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail. At any time, any director, officer, member or auditor of the Association is entitled to a copy of the Association’s Financial Statements upon request and without charge.

**COMMITTEES**

1. The directors may appoint committees whose chair and committee members will hold their offices at the will of the directors.
2. The directors shall determine the duties of such committees and may fix any remuneration to be paid.
3. Unless a resolution is passed by the directors to the contrary, each committee shall be chaired by a director.
4. Any person, even if not a member of the Association, may be appointed by the board to serve on the committees of the Association.
5. All committee chairs shall submit a written report of their committee activities to the Vice President on a schedule determined prior to each board meeting.
6. The following standing committees shall be maintained by the Association:
	1. Executive Committee;
	2. Finance Committee;
	3. Nominating Committee; and,
	4. Human Resources Committee.
7. Standing committees have the responsibility to support the officers in the conduct of the affairs of the Association within their designated areas.
8. Each committee shall organized as follows:
	1. Membership
		1. Executive Committee - President (who shall be the chair), Vice-President, Secretary, Treasurer and no less than any two other directors appointed by the board.
		2. Finance Committee - The Treasurer (who shall be the chair) and no less than any two other directors appointed by the board.
		3. Nominating Committee - No less than any two directors appointed by the board.
		4. Human Resources Committee - No less than any two other directors appointed by the board.
		5. Ad hoc Committees - as established by the board.
	2. Meetings - Meetings of any committee shall be held at any time and place to be determined by the members of such committee.
	3. Quorum - The quorum for a committee shall be no less than a majority of its members.
	4. Notice
		1. No less than 48 hours written notice of any committee meeting shall be given, other than by mail to each member of that committee. Notice by mail shall be sent at least 14 days prior to the meeting.
		2. No error or omission made in good faith to give notice of any committee meeting, or any adjourned committee meeting shall invalidate such meeting or invalidate any proceedings taken thereat.
		3. Any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
	5. Authority - Each committee shall exercise such powers as are authorized by the board.
	6. Expenses - Committee members are entitled to reasonable expenses incurred in the exercise of their duty.

**AMENDMENT OF BY –LAWS**

1. Subject to the articles, the board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

1. The sponsors of any amendment to the by-laws must give, to the President, written notice of the proposed amendment at least 60 days prior to the meeting at which it is to be considered, with the Association to give the voting members written notice at least 30 days prior to the meeting at which it is to be considered, recognizing that germane amendments may be made to such proposals at the meeting.

**AUDITORS**

1. Subject to the Act and Regulations, the members may, at each annual meeting, appoint a public accountant, or, if eligible, unanimously waive the appointment of a public accountant; and any appointed public account will conduct a review engagement or audit as required. The public accountant will report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the directors.

**BOOKS AND RECORDS**

1. The directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

**RULES AND REGULATIONS**

1. The directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Association as they deem expedient.
2. The directors may determine by resolution any process or rules of order that they determine is in the best interests of the Association. In any conflict with that process or the rules of order these by-laws will always prevail.

**Adopted by resolution on August 3, 1997**

**Amended by Consent Written Resolution dated October 15, 1997**

**Further amended by Special Members Resolutions dated March 13, 2010 and September 25, 2010.**

**Further amended by Special Members Resolutions dated October 31, 2014.**

**Annex A: Recognized SAR Volunteer Associations**

**Province/Territory Recognized SAR Volunteer Association**

British Columbia British Columbia Search and Rescue Association

Yukon Territory Yukon Ground Search and Rescue

Northwest Territories Northwest Territory Emergency Management

Alberta Search and Rescue Association of Alberta

Saskatchewan Saskatchewan Ground Search and Rescue Association

Manitoba Search and Rescue Manitoba Volunteer Association

Ontario Ontario Search and Rescue Volunteer Association

Quebec L' Association Quebecoise des Benevoles en Recherche et Sauvetage

New Brunswick New Brunswick Ground Search and Rescue Association

Nova Scotia Nova Scotia Ground Search and Rescue Association

Prince Edward Island Prince Edward Island Search and Rescue

Newfoundland Newfoundland/Labrador Search and Rescue Association

Nunavut Nunavut Emergency Management