

## **BY-LAW No. 13 (April 17, 2021)**

A by-law relating generally to the conduct of the affairs of

### **THE CIVIL AIR SEARCH AND RESCUE ASSOCIATION OF NOVA SCOTIA (the Association)**

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**BE IT ENACTED** as a by-law of the Association as follows:

#### **Section 1 - General**

**1.01 Definitions.** In these by-laws unless there be something in the subject or context inconsistent therewith:

- a. "Act" means the *NS Society Act* including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "Active" means a member who is certified or who is actively training to be certified in their position and demonstrating a genuine interest in CASARA.
- c. "Association" means the Civil Air Search and Rescue Association of Nova Scotia (CASARA NS);
- d. "Board of Directors" or "Board" means the Board of Directors of the Association;
- e. "Certified" means the acknowledgement by a Member Organization of a Member's proficiency training as established by the CASARA Policy Manual and as recorded by each Member Organization as being operationally trained and qualified (see Definition for "Qualified") for actual SAR operations. (*National Policy Manual*);

- f. "Director" means a member nominated by Zone membership to serve as a Director of the Association and elected at the Annual General Meeting; and as such may fill a position in the Provincial Executive or serve on a Board committee;
- g. "Ex-Officio Members" means members who hold membership in the Board of Directors by virtue of an office they hold or committee chairmanship and are counted in the quorum and have exactly the same rights and privileges as do other members including the right to vote;
- h. "Member" means a member of the Association;
- i. "Member Organization Representative (MOR)" is the Association's representative to CASARA National;
- j. "Ordinary resolution" means a resolution passed by a majority (50%) of the votes cast by the members present-in-person or by proxy on that resolution;
- k. "Present-in-person" means a member in attendance at a meeting and is thus entitled to cast a vote; the meeting may provide for members to attend physically face-to-face or attend virtually; the meeting may be a hybrid of in-person and virtual attendees;
- l. "Proxy" will be permitted if a member is unable to attend a meeting of the members and is submitted in accordance with the *CASARA NS Policies and Procedures Manual*.
- m. "Qualified" means the acknowledgement that a member has the minimum level of hours for total time and pilot-in-command time or such other criteria as established by CASARA for the commencement of Authorized Activities, other than actual SAR operations (*National Policy Manual*);
- n. "Registrar" means the Registrar of Joint Stock Companies appointed under the Companies Act of Nova Scotia;
- o. "*sine die*" means without any future date being designated for resumption of the meeting;
- p. "Special Resolution" means a resolution passed by not less than three fourths of such members entitled to vote as are present in-person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given. Such special resolutions are necessary only for significant amendments to the foundational structure of the association such as to

change its name or alter its objects so as to add to or restrict or abandon any of its objects or the locality in which its activities are chiefly carried on;

- q. “Standing Rules” are rules related to the details of administration rather than parliamentary procedure, and can be adopted or changed by majority vote when the need arises;
- r. “Zone Member” means a member of the Association associated with a particular Zone; and
- s. “Zone” means a geographical area of administrative responsibility as defined by resolution of the board.

## **1.02 Interpretation**

- a. 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
- b. Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.03 Association Seal**

The seal of the Association shall be in custody of the Provincial Secretary or an Executive Officer as determined by the Board and may be affixed to any document upon resolution of the Board.

## **1.04 Execution of Documents**

- a. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association as prescribed by the resolution of the Board shall be signed by two directors. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof; and
- b. The Association shall file with the Registrar along with its annual financial statement, a list of its directors with their addresses, occupations and dates of their elections. And, within fourteen days of a change of Directors, notify the Registrar of a change.

## **1.05 Financial Year**

The fiscal year of the Association shall be the period from the first day of April in any year to the last day of March in the year next following.

## **1.06 Financial Statement**

- a. The Provincial Treasurer shall make a written report to the members of the Association and present the financial statement at the Annual General Meeting; and
- b. A financial statement signed by two Directors thereafter 14 days of the Annual General Meeting must be filed with the Registrar. The financial statement must be in the form of a Balance Sheet and Income Statement.

## **1.07 Inspection of the Association Books and Records**

Any member may inspect the books and records of the Association at a time convenient to the member and the executive holding the applicable documents.

## **1.08 Repeal and Amendment of the By-laws**

The Association has power to repeal or amend any of these by-laws by special resolution in accordance with the Act.

## **1.09 Filing of Special Resolutions**

A copy of the special resolution is to be filed with the Registrar within 14 days after the resolution is passed.

# **Section 2 - Membership**

## **2.01 Membership Conditions**

- a. CASARA NS is a member of CASARA National and its membership will comply with the *National Policy Manual* criteria, the *National Bylaws* and any other CASARA National documents. CASARA NS will adhere to the training standards in the *National Training Manual* with the objective of achieving and maintaining an Operational status as detailed in the *CASARA Liaison Reference Manual*; and CASARA NS may provide additional training to enhance members' capabilities or to comply with Federal or Provincial regulations;
- b. CASARA NS is comprised of zones. Zones are responsible for the training of their members, undergo Operational Evaluations, and undertake only the following authorized activities: Joint Rescue Coordination Centre Halifax (JRCC) taskings, support to Royal Canadian Air Force (RCAF) training (eg. air intercept, military spotter training) and support to other agencies in which CASARA NS has a Memorandum of Understanding. The administration, training and JRCC taskings and other authorized activities are recorded in the CASARA Training and Mission Management System (TMMS); and

- c. Every member shall be associated with a Zone of the CASARA NS. Members shall renew their membership annually by completing an Application for Membership and Medical Declaration forms. Members are required to undergo training to achieve and maintain certification in at least one of the air, ground-homing crew or ground support positions and thereafter maintain currency by completing position-specific training within the previous 12 months with the objective of being available for JRCC taskings and other authorized activities. Members must keep their key information including contact details and availability up-to-date in TMMS to facilitate expeditious notification in the event of a callout.

## **2.02 Membership Entitlement**

Every member shall be entitled to:

- a. Attend and vote at any general meeting of the Association;
- b. Attend and vote at any meeting of the Zone with which they are associated with; and
- c. Stand for nomination for an elected position within the member's zone; and if elected as a Director, stand for nomination for Association Executive positions.

## **2.03 Revoking Membership**

Membership may be revoked by the Zone Commander for failure to attend at least one CASARA authorized activity during any 12 consecutive months.

## **Section 3 - Discipline of Members**

**3.01 Discipline Measures.** The Association shall have authority to suspend or expel any member from the Association or impose restrictions on member's participation in the Association for any one or more of the following grounds:

- a. Violating any provision of the articles, by-laws, or written policies and procedures of the Association;
- b. Carrying out any conduct which may be detrimental to the Association as determined by the zone or the board in its sole discretion; or
- c. For any other reason that in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

**3.02 Discipline Process.** The administration of discipline and the appeal process is detailed in the *CASARA NS Policy and Procedures Manual*.

## **Section 4 - Zone Officers and Zone-Nominated Directors**

### **4.01 Zone Executive Officers**

The Zone Executive consists of the Zone Commander, Deputy Zone Commander, Zone Training Officer and Zone Secretary. The Zone Executive are elected from the zone membership to fulfill the role and responsibilities in accordance with the *CASARA NS Policies and Procedures Manual*.

### **4.02 Zone Non-Executive Officers**

- a. **Other Officers.** The membership elects the Zone Safety Officer and Zone Equipment Officer; and a Zone Treasurer may be appointed to fulfill the role and responsibilities in accordance with *CASARA NS Policies and Procedures Manual*; and
- b. **Deputy Officers.** Zones may establish Deputy positions for the Executive and Non-Executive Officer positions. Officers may also be dual-hatted, with the exception that the Executive positions must be filled by different individuals and the Safety Officer or Deputy Safety Officer shall not be dual-hatted with the Zone Commander, Deputy Zone Commander or Training Officer positions. As an example, the Zone Secretary could be dual-hatted as Zone Secretary/Treasurer but cannot be dual-hatted as Deputy Zone Commander/Secretary.

### **4.03 Director Nominees — Elected by Zone Members**

- a. The Board of Directors is accountable to the membership of the Association and are responsible for managing and supervising the activities and affairs of the Association. Zone members elected to serve on the Board become Association Directors, and as such, the Association's overall interests are primary.
- b. At the Zone Annual Meeting, members elect three from their membership to be Director nominees that will stand for election at the Annual General Meeting and the following apply:
  - (1) Re-election of a current director serving on the Provincial Executive, whose term has not expired and has confirmed their intent to finish their term is not required; and
  - (2) For each of the director positions, one must be a Zone Executive officer, one from the zone membership at large; and the third may be from either the Zone Executive or from the zone membership.

## **Section 5 - Meeting of Members**

### **5.01 Meeting Format — In-person, Virtual or Hybrid**

Any meeting of the members may be held in-person, virtually or as a hybrid, i.e. a combination of in-person and virtual attendees. Irrespective of the meeting format, the members in attendance are considered “present-in-person”.

### **5.02 Conduct of Meetings**

- a. All general, director or zone meetings of the Association shall be conducted using parliamentary procedures as set forth in “Robert’s Rules of Order”;
- b. At any meeting a member shall have one vote only; and
- c. Members not able to attend a general or zone meeting may submit a written proxy to the meeting Secretary in advance of the meeting in accordance with the *CASARA NS Policy and Procedures Manual*.

### **5.03 Meeting Chair — Deciding Vote**

At any meeting of the Association, the Chair of the meeting shall have no vote except in the case of an equality of votes, in which case, the Chair shall cast the deciding vote.

### **5.04 Meeting Adjournment by the Chair**

The Chair of any meeting of the members, with the consent of the meeting and subject to such conditions as the meeting may impose, may adjourn the meeting from time to time and from place to place, and no notice of any such adjourned meeting need be given.

### **5.05 Voting on Resolutions and Elections — In-Person Meetings**

- a. At general, director and zone meetings held in-person, every question shall be decided by a show of hands by eligible voting members, unless a secret ballot thereon is required by the chair or demanded by a member or proxy holder present who is entitled to a vote;
- b. Unless a poll is demanded by at least three members, a declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the books of the proceedings of the Association, the Board or the Zone shall be sufficient evidence of the fact, without proof of the number or proportion of the members or Zone members recorded in favour of or against such resolution;

c. If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chair of the meeting may prescribe and the result of such poll shall be deemed to be the resolution of the meeting.

#### **5.06 Voting on Resolutions and Elections – Virtual or Hybrid Meetings**

For virtual or hybrid meetings, the method for voting will be communicated by the Secretary in advance of the meeting.

#### **5.07 Notice of Meetings**

Members are to be given notice of meetings by mail, telephone, courier, personal delivery or electronic means, and within the timelines specified for each type of meeting. The notice must specify the date, time, place and/or meeting format of the meeting.

#### **5.08 Non-Receipt of a Meeting Notice**

The non-receipt of a meeting notice by any member shall not invalidate the proceedings.

### **Section 6 - Zone Meetings**

#### **6.01 Regular Zone Meetings**

Zones may meet on a frequency and schedule which may be fixed by the respective zone adopting a Standing Rule in this regard. If the Standing Rule specifies the notice period, it supercedes 6.07 (a) Notice for Meeting.

#### **6.02 Annual Zone Meeting – Timing**

An Annual Zone Meeting shall be held not less than seven days prior to the Annual General Meeting of the Association.

#### **6.03 Annual Zone Meeting – Items of Business**

- a. At each Annual Zone meeting, the following items of business shall be dealt with in addition to any other matters set forth in the notice convening the meeting, the:
- (1) Consideration of the minutes of the preceding Zone meeting;
  - (2) Consideration of the annual report of the Zone Executive; and
  - (3) Election for a one-year term of the:



- i. Zone Executive Officers that consist of the Zone Commander, the Deputy Zone Commander, the Zone Training Officer and the Zone Secretary, and
  - ii. Zone Non-Executive Officers, namely the Zone Safety Officer, Zone Equipment Officer and Zone Treasurer may be appointed— if, the position is established;
  - iii. Deputy Executive and/or Deputy Non-Executive Officers, if the positions have been established; and
  - iv. Three Association Director nominees to be considered for election to the slate of Board of Directors at the next Annual General Meeting—in accordance to the 4.03 (b) criteria.
- b. Members elected to fill the Zone Executive and Non-Executive Officer positions may be dual-hatted with the exception that Zone Executive Officer positions must be filled by four different individuals (see 4.02).
  - c. Members may be re-elected annually for any of the positions listed above including as an Association Director.

#### **6.04 Zone Officer and Director Vacancies — Prior to Term End**

- a. In the event of a vacancy of the Zone Commander, the Deputy Zone Commander shall fill the position for the remaining term;
- b. In the event of a vacancy in a Zone Executive Officer or a non-Executive Officer, the vacancy may be filled for the remaining term by a majority vote of the Zone membership; and
- c. In the event of a Director vacancy, the Zone may hold an election to choose a successor nominee (see 4.03(b) criteria), and upon receipt of the nomination, the President will call for a Special General Meeting.

#### **6.05 Additional Zone Meetings**

Additional meetings of the members associated with a Zone may be convened by the Zone Commander, if requisitioned in writing by at least 25% of the Zone members.

#### **6.06 Quorum, Chair and Minutes for Zone Meetings**

- a. A quorum for Zone Meetings shall not be less than 40% of the active membership of the Zone, present-in-person or by proxy at the commencement of the meeting;

- b. If within 15 minutes from the time appointed for a Zone Meeting, a quorum of members is not present, the meeting may stand adjourned until the next scheduled Zone Meeting, or the Chair may call the meeting to order proceeding with the meeting agenda; no motions may be voted on;
- c. The Zone Commander shall preside as chair at every meeting of the Zone. If the Zone Commander position is vacant or if at any meeting they are not present at the time of holding the same, the Deputy Zone Commander shall preside as Chair;
- d. If the Zone Commander or Deputy Zone Commander positions are vacant, or if at any meeting neither the Zone Commander nor the Deputy Zone Commander is present at the time of holding the same, the Zone members present shall choose someone of their number to be Chair; and
- e. Preparation of minutes, custody of the books and records, and of the Zone meeting minutes shall be the responsibility of the Zone Secretary.

#### **6.07 Notice of Zone Meetings**

- a. **Regular and Special Zone Meetings.** Notice of not less than seven days before the date of a Regular or Special Zone Meeting shall be given to Zone members; and
- b. **Annual Meetings.** Notice of not less than 21 days before the date of the Annual Zone Meeting shall be given to Zone members.

### **Section 7 - Association Meetings**

#### **7.01 Annual General Meeting**

- a. A general meeting of the Association shall be held annually; and
- b. The date of the Annual General Meeting of the Association shall be determined by the Provincial Executive and be held within three months following the fiscal year-end.

#### **7.02 Special General Meetings**

All Association general meetings other than the Annual General Meeting shall be called Special General meetings. The Directors may call for a Special General meeting of the Association, if requisitioned in writing by not less than 25% of Association members.

#### **7.03 Items of Business for the Annual General Meeting**

- a. At each Annual General Meeting of the Association, the following items of ordinary business shall be dealt with, the:

- (1) Consideration of the minutes from the preceding Annual or Special General Meeting,
  - (2) Consideration of the annual report of the President, MOR to National, Provincial Training and Operations Officer, Provincial Safety Officer, Provincial Equipment Officer and Zone Commanders,
  - (3) Consideration of the annual report of the CASARA Liaison Officer and the Joint Rescue Coordination Centre Liaison Officer;
  - (4) Treasurer's annual report with consideration of the financial statements to include the balance sheet and income statement,
  - (5) Election of the Board of Directors with each zone nominating three of its members to stand for election (8.01(c),
  - (6) Election of the Provincial Training and Operations Officer, Equipment Officer and Safety Officer from the membership each for a period of two years, noting that the Provincial Safety Officer cannot be dual-hatted with the President or Provincial Training and Operations Officer position, and
  - (7) Presentation of Awards for, but are not limited, to membership recognition and long-term service, and
- b. All other business transacted subsequent to the ordinary business of the Annual General Meeting shall be deemed to be special business, and the meeting shall be called an Annual and Special General Meeting.

#### **7.04 Notice for the Annual or a Special General Meeting**

Notice to members of 21 days is required prior to the Annual General Meeting or a Special General Meeting.

#### **7.05 Quorum, Chair and Minutes for General Meetings of the Association**

- a. No business shall be transacted at any meeting of the Association unless there is a quorum of the membership present-in-person or by proxy at the commencement of such business and such quorum shall consist of 30% of the active membership;
- b. If within 15 minutes from the time appointed for the Annual General Meeting a quorum of members is not present, the meeting shall stand adjourned to such time and place as directed by the Provincial Executive. In the event a quorum of members is not present for a Special General Meeting, it shall be adjourned *sine die*;

- c. The President shall preside as Chair at every general meeting of the Association. If the President position is vacant or if not present at the time of holding the same, the Vice-President shall preside as the Chair;
- d. If the President or Vice-President positions are vacant or if at the meeting neither the President nor the Vice-President is present at the time of holding the same, the members present shall choose someone of their number to chair the meeting; and
- e. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association shall be the responsibility of the Provincial Secretary.

## **7.06 Approval of the General Meeting Minutes**

Following the Annual or a Special General Meeting, the minutes will be “approved-in-principle” by the Provincial Executive, and then distributed to membership within 30 days. Any errors or omissions will be corrected upon receipt. These General Meeting minutes will then be officially approved by the membership at the next General Meeting of the Association.

## **Section 8 - Directors**

### **8.01 Provincial Executive and the Board of Directors**

- a. The Provincial Executive consists of the President, Vice-President, Secretary and Treasurer elected from among the Directors to fulfill the role and responsibilities in accordance with the *CASARA NS Policies and Procedures Manual*;
- b. The affairs of the Association shall be managed by a Board of Directors;
- c. Unless otherwise determined by special resolution of the Association, the number of Directors of the Association shall consist of three Directors from each Zone;
- d. As Ex-Officio members of the Board the Safety, Training and Operations and Equipment Officer, the Chairs of Committees that have been established by the Board attend Directors Meetings;
- e. The President, Secretary, Vice-President and Treasurer serve for a two-year term. The election of the Vice-President and the Treasurer shall alternate with the election of the President and the Secretary. Executive members may be re-elected for another term; however, no person shall hold the office of President for more than two consecutive terms;
- f. No Zone shall hold more than two executive positions at any one time; and

- g. During their tenure on the board, Directors must be members of the Association.

## **8.02 Vacancy of Executive or Officer Positions**

- a. In the event of a vacancy in the position of President, the Vice-President will assume the position for the remainder of the term. In the event of a vacancy in the position of Vice-President, Secretary or Treasurer, the Board of Directors shall fill the position for the remainder of the term by election of a Board member; and
- b. In the event of a vacancy in the position of Provincial Training and Operations Officer, Provincial Safety Officer or Provincial Equipment Officer, the Board of Directors will appoint a member of the Association to fill the position for the remainder of the term.

## **8.03 Director Expenses**

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that Directors may be paid reasonable expenses incurred during the performance of their duties or, in lieu thereof, a per diem allowance on account of daily living expenses together with travel costs in accordance with Treasury Board rates.

# **Section 9 - Meetings of Directors**

## **9.01 Directors Meetings**

- a. The Annual Directors meeting shall immediately follow the Annual General Meeting;
- b. The Provincial Secretary or two Directors shall have the power to call a Special Directors meeting of the board members for the transaction of special business;
- c. The Board of Directors may meet on a regular basis at a frequency and schedule as determined by the President; the frequency and schedule may be fixed, if a Board Standing Rule has been adopted;
- d. Preparation of minutes and custody of the minutes of Directors Meetings shall be the responsibility of the Provincial Secretary.

## **9.02 Notice of Directors Meetings**

Notice of 14 days to the Directors and Ex-officio Members prior to the date of a Directors Meeting is required.

### **9.03 Resolutions of the Board of Directors**

Notwithstanding anything contained in these by-laws, a resolution in writing signed by all Board members shall be as valid as if it had been passed at a Directors meeting duly convened, constituted and held for that purpose.

### **9.04 Annual Directors Meeting – Items of Business**

At each Annual Directors Meeting of the Association the following items of ordinary business shall be dealt with, the:

- a. Consideration of the minutes from the preceding Directors meeting;
- b. Election from within the Board membership of an Executive consisting of President, Vice-President, Secretary and Treasurer as terms expire and in accordance with the term conditions (8.01);
- c. Election of the Member Organization Representative (MOR) to National; noting that the MOR normally is the Provincial President. In the event that the MOR is elected to a National Executive position and in order to complete their two-year term a re-election of the MOR the following year is not required; and
- d. Any other business transacted shall be deemed special\_business.

### **9.05 Quorum for Directors Meetings**

- a. A quorum for Directors meetings shall be not less than 50% of the membership of the Board; and
- b. If within 15 minutes from the time appointed a quorum is not present for:
  - (1) The Annual Directors Meeting, the meeting shall stand adjourned to such time and place as directed by the Provincial Executive; and
  - (2) A Special Directors Meeting shall be adjourned *sine die*.

### **9.06 Chair of Directors Meetings**

The President of the Association presides as the Chair of the Directors Meetings, and:

- a. If the President position is vacant or if they are not present to Chair the Directors meetings, the Vice-President shall preside as the Chair; and

- b. If the President or Vice-President positions are vacant, neither the President nor the Vice-President is present at the time of holding same, the members present shall choose someone of their number to Chair the Directors Meeting.

### **9.07 Attendance of Invited Guests –Board of Director Meetings**

Upon invitation by the Chair, the following persons may attend Board meetings:

- a. Representative(s) of Transport Canada or Transportation Safety Board;
- b. Representative(s) of the Department of National Defense, typically from the 413 Transport and Rescue Squadron and JRCC Halifax;
- c. Deputy Zone Commanders, Zone Training Officers or other officers holding an elected position within the Association;
- d. Subject Matter Experts or other persons; and
- e. Any Association member(s) requesting attendance.

## **Section 10 - Dispute resolution**

### **10.01 Disputes or Controversies**

Disputes or controversies among members, directors, officers, or committee members of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration in private meetings as provided in the *CASARA Nova Scotia Policies and Procedures Manual*. Additionally, CASARA NS is also bound by *CASARA National Memorandum of Agreement* Dispute Resolution policy.

### **Section 11 - Effective date (next page)**

**11.01 Effective Date**

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 13 of the Association as enacted by the directors of the Association by resolution on the 17<sup>th</sup> day of April 2021 and confirmed by the members of the Association by special resolution on the 17th day of April 2021,

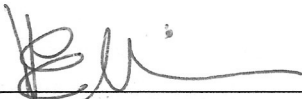
Dated as of the 17th day of April, 2021.

Kenneth Pothier, President



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Verna Wirth, Secretary



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