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# BY-LAWS


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14 APRIL 2023  
TUSAR TECHNICAL URBAN SEARCH AND RESCUE ASSOCIATION


	<b>ADMINISTRATIVE DOCUMENT</b>	<b>Document no:</b>	TUSAR-AD.001
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## 1. NAME

The name of the organization shall be TUSAR TECHNICAL URBAN SEARCH AND RESCUE ASSOCIATION. It shall be a non-profit organization incorporated under the laws of the province of British Columbia. Hereafter referred to TUSAR.

## 2. PURPOSE

TUSAR is specifically organized in accordance with the BC Emergency act to provide assistance in the field of search and rescue to other responsible agencies involved in search and rescue operations in the province of B.C.

## 3. MISSION STATEMENT

Natural disasters are part of our lives and provided that British Columbia is next to Cascadia subduction zone which brings high risks of earthquake, tsunami and flooding.


TUSAR is a team of volunteers and members committed to assist search and rescue operations as requested by local law enforcement authorities. TUSAR is a well-trained and equipped team who are prepared to respond rapidly, effectively, and safely without cost to the community. Our commitment is to serve effectively, while conducting ourselves with the highest ethical standards, maintaining the confidence of the public and our fellow first responders.

TUSAR members shall be 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. To provide free search and rescue service by teams of volunteers and preventive education about the disasters and accidents to the public, and developing trustable and fruitful relations with other NGOs for community safety.

TUSAR is committing to service-above-self, perpetual training, and inter-agency cooperation to maintain a constant state of readiness for search, rescue, incident response and above all else, safety.

In order to achieve its mission, TUSAR will:

- i. Organize awareness activities to help society prepared for potential natural disasters.
- ii. Provide necessary trainings to operational team members.
- iii. Operate facilities necessary for operations and trainings.
- iv. Solicit, collect, receive, acquire, hold and invest money and property -both real and personal- received by gift, contribution, bequest devised, or otherwise, selling and

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converting property -both real and personal- into cash, and use the funds of the Association and the proceeds, income, and rents derived from any property of the Association in furtherance of the purposes set out above, and purchase, lease, sell or hold such property, equipment and materials as are deemed necessary to accomplish the Association's purposes, and

- v. Do all such things as are ancillary and incidental to the attainment of the purposes of the Association.

### **3.1. Core Values:**

#### **3.1.1. Integrity and Responsibility:**

TUSAR is founded on ethical behaviour and values by our members and partners and our commitment extends throughout the organization as we interact with NGOs, agencies, the public, and one another.

#### **3.1.2. Fiscal Accountability:**

We emphasize fiscal accountability by ensuring that all expenditures directly or indirectly reflect the trust placed in TUSAR by its donors and grant providers.

#### **3.1.3. Teamwork:**


We maintain an environment of mutual respect founded on open, honest communication. We embrace the diversity of our team and individual perspectives in working together to achieve our common goals.

#### **3.1.4. Excellence:**

We achieve excellence through constant training and preparation as our members continually exercise their skills using the materials and equipment required to deliver the highest quality services possible in any environment.

#### **3.1.5. Training:**

TUSAR will train and prepare to provide professional level skills and support to requesting agencies and communities. TUSAR will act as a Volunteer Organization Active in Disasters in both the response and recovery phases of disasters and incidents.

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### **3.1.6. Operations:**

We will deliver service that meets or exceeds the requested assistance while ensuring the safety and well-being of our members and partners.

## **3.2. Objectives:**

### **3.2.1. People**

Ensure the Team has sufficient operational Team Members, through recruitment and an ongoing comprehensive training programme,

### **3.2.2. Skills**

To maintain the necessary skills and equipment to deliver the highest standard of casualty care, as is reasonably practical, within our operational remit,

### **3.2.3. Safety**

To ensure the Team demonstrates safe and efficient practices by following contemporary guidelines and 'best practice' recommendations, and by ensuring the provision of modern and appropriate equipment

### **3.2.4. Finance**

To have clearly documented and robust financial management, including a comprehensive fund-raising strategy

### **3.2.5. Development**


To promote continuing personal development for all Team Members

### **3.2.6. Organization**

To have strong leadership and a clear command structure, whilst ensuring that all Team Members are confident and responsible for their own actions whilst representing the Team,

### **3.2.7. Standards**

To commit to maintaining the core standards expected of all Operational Team Members such as BCSARA and INSARAG.

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### 3.2.8. Collaboration

To engage in developing search and rescue practices within BCSARA, and maintaining close working relationships with both statutory emergency services and neighbouring voluntary organizations

### 3.2.9. Welfare

To ensure that all Team Members are supported in their mental and physical health

## 4. DEFINITIONS:

In this by-law and all other by-laws of the Association, unless the context otherwise requires:


- i. **SAR:** means search and rescue
- ii. **TUSAR:** means Technical Urban Search And Rescue Association
- iii. **AGM:** means Annual General Meeting or General Assembly
- iv. **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;
- v. **BOARD:** means the “Board of Directors” of the Association.
- vi. **DIRECTOR:** means an individual who has been designated, elected or appointed, as a member of the board of directors of the Association, regardless of the title by which the individual is called
- vii. **BY-LAWS:** 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;
- viii. **PERSONS:** is inclusive of corporations and associations
- ix. **MEMBERS:** It is the person or persons who will be registered to TUSAR and will act voluntarily.
- x. **REGULATIONS:** means the regulations made under the Act, as amended, restated or in effect from time to time; and

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

## 5. MEMBERSHIP:

The members of the Association are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.



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Membership is not transferable, and must be renewed annually. The Association must send a membership renewal notice to all members each year.

A member ceases to be a member on:

- i. delivering a written resignation to the Association,
- ii. death,
- iii. having been a member not in good standing for 90 days, or
- iv. being expelled.

Membership rights and privileges here under of Regular members who are behind their annual payment despite 3 (three) such reminders in a minimum period of three (3) months will be suspended by a resolution of the Board until the due is paid. Members who are suspended will be informed in writing. Honorary members and Associate members will not pay dues.

No remuneration will be paid to elected or appointed officers of the Association including management group of the clubs for the work they do for the Association. The Association will support equality and good relations among all members without regard to their race, ethnicity, gender, disability, sexual orientation, religion and belief, age or socio-economic background.

The Association will be non-partisan in respect of country and political party politics: It will not, in anyway,

- i. be involved in political debates or polemics.
- ii. support or represent any political figure, formation or organization (viz., candidates, parties, movements, fronts, platforms etc.)


## **5.1. Membership Types**

TUSAR will have the following types of membership. Regular and Honorary Members have the right to notice of, to attend, to speak, and to vote at a general meeting, and to be directors. An Associate Member has the right to notice of, to attend, to speak, but not to vote at a general meeting and not to be a director.

### **5.1.1. Regular Member:**

Regular membership will be applicable to any person who is 19 years of age or older. There will be 4 types of Regular Members:

- i. **Member-In-Training:** Member-In-Training (MIT) members are individuals, whom would like to join SAR activities as volunteer, but don't/can't fulfill all the necessary qualifications determined by the Board. MIT member can join all activities to

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contribute to the objectives and goals of the Association except SAR activities. Once a Member-In-Training has met the above qualifications:

- (1) The board, by a majority vote, will pass a motion recommending the Member-In-Training name is advanced to the membership as an Active Member candidate; and
- (2) The membership at the annual general meeting or extraordinary general meeting, by majority vote, will pass a motion declaring the individual as an Active Member.

- ii. **Active Member:** Active members are those who meet the qualifications determined by the Board and have their status been approved by the Board. Active member can join all activities to contribute to the objectives and goals of the Association including SAR activities. Every active member shall be entitled to all the privileges and assignment of equipment loans as set by the Directors, from time to time.


Active members have to maintain certain qualifications determined by the Board. Who are unable to maintain the qualifications for more than 2 consecutive years and have not requested Associate Membership or a Leave of Absence will be moved to Member-In-Training status.

In the case of an individual who has relocated to the BC, has the qualifications as listed and has been an active member of another SAR Team in B.C., they may be nominated by an existing Active Member. The Executive, by a majority vote, will pass a motion declaring the nominated individual as an Active Member.

- iii. **Supporting Member:** Supporting Member membership is for persons who would like to contribute to the objectives and goals of the Association but not want to have an active role in SAR teams or who find that they can no longer fulfill/maintain Member-In-Training and/or Active Member qualifications.

- iv. **Youth Member:** A Youth Member is a person who is under 18 years of age. Youth Member:

- (1) An individual who is under 18 years of age can be a member with the consent of her/his guardians/parents,
- (2) Can contribute to the objectives and goals of the Association with the consent of her/his guardians/parents, but can not have an active role in SAR teams, and
- (3) A Youth Member has the right to notice of, to attend, and to speak at a general meeting, but not to vote, or to be a member of board.

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### **5.1.2. Honorary Member:**

An Honorary member is a person who has made a distinguished contribution to the Association and its goals. An Honorary Member:

- i. must be proposed by unanimous resolution of the Board,
- ii. must be appointed by unanimous resolution at a general meeting, on 30 days notice to all members, and
- iii. is appointed for life.

### **5.1.3. Associate Member:**

An associate member is a corporation or an association and are granted such a status by a resolution of the Board.

## **5.2. Membership Application:**

Applications for membership must:

- i. be in writing and in a form approved by the Board,
- ii. include the full name, indication of type of Membership, city and province of residence, e-mail address, and telephone number of the applicant,
- iii. in the case of an Associate Member, appoint an authorized representative, and
- iv. include annual membership dues.

## **5.3. Membersip Dues**


Regular members will pay annual dues. Due date for a Regular member is the anniversary of the initial date they paid when they became a member. An application for membership received 60 days or less before a general meeting must be postponed until after that meeting.

The amount of annual membership dues, and the date by which they must be paid, must be determined by the Board.

The Board may waive payment of annual membership dues by a member, in whole or in part, where the Board deems it just and equitable to do so.

## **5.4. Termination of Membership**

Membership will be terminated when a member opts out of membership by giving written notice to the Secretary General of the Association. Membership will be suspended

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by a resolution of the Board resolving that a member, whose continued membership is or likely to be harmful to the interests of the Association.

A member may be expelled by special resolution. The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion. A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote. A member may be suspended or expelled for conduct substantively prejudicial to the Association, by a resolution of the Board of which not less than 75% of the directors then in office are in favour. A member who is the subject of a proposed resolution of the Board for suspension or expulsion must be given:

- i. 21 days of notice of the meeting at which it will be proposed,
- ii. A brief statement of the reason or reasons for the proposed suspension or expulsion, and
- iii. A reasonable opportunity to be heard at the meeting before the resolution is voted on.

## 6. MEETINGS OF THE ASSOCIATION


Subject to the Act, the Annual General Meeting of Members will be held on the date and at the time and at the place in Canada determined by the Board, but in any case, not more than fifteen (15) months after the holding of the last preceding annual general meeting, and later than six (6) months after the end of the Association's preceding financial year.

The Annual General Meeting is open to all members who have duly paid their annual membership dues for the purposes of approving a Financial Report and Budget and electing the governing bodies of the Association described in these By-Laws.

The quorum in the Annual General Meeting will be between twenty percent (20%) of the Regular and Honorary members who are current with their annual dues but in no event will be less than ten (10) members present.

In the event a quorum cannot be achieved, the AGM may be delayed until such time as it can be held with a minimum of ten (10) members who are current with their annual dues.

In the event 25% of Regular members current with their annual dues provide a signed petition to the Board suggesting at least one agenda item to be discussed in an Extraordinary General Assembly, the Board will organize an Extraordinary General Assembly to

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address only the matters raised in the petition pursuant to the terms of the By-Laws. Further meetings of the Association shall be called at the discretion of the Board.

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## **6.1. Annual General Assembly of The Association Proceedings Rules**

Rules for proceedings at the Annual General Assembly of the Association

### **6.1.1. Notice**

Call for the Annual General Assembly, members will be notified of the date, agenda, and venue of the Annual General Assembly 4 (four) weeks before the meeting via digital means. Members who will not be able to attend may be represented by other members with a Proxy via a form provided by the Board. Each member can represent maximum 3 (three) members. Both members (absent and proxy) must be current with their annual dues. When appropriate and possible the Annual General Assembly will best reamed for others not attending in person.

### **6.1.2. Chair of the Annual General Assembly**


The General Assembly will elect the Chair of the Assembly as the first order of business. The Chair will appoint two(2)Secretaries from the members present with the sole duty of taking notes and preparing the minutes of the present General Assembly.

### **6.1.3. Quorum**

The quorum for the General Assembly shall be not less than ten (10) members who are current with their annual dues present including the proxies. No business shall be transacted in the absence of a quorum.

### **6.1.4. Voting**

No member may introduce any motions to revise the By-Laws unless it is included in the Agenda of the General Assembly pursuant to the terms of the By-Laws. In any meeting, a motion needs to be regularly made and seconded for it to be considered. All regular motions shall be decided by a majority of the members of the General Assembly present and voting. Voting shall be by show of hands unless the General Assembly decided by vote of two-thirds of the members present to vote by ballot. In the event of an equality of votes, the Chair of the General Assembly shall have in addition to an original vote a second, casting vote. The

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number of members voting for and against a motion shall be recorded in the minutes. The name of any member voting for or against the motion or abstaining from voting shall, on their request of that member, be recorded in the minutes. In the case of meetings held by video or voice conference call, voting shall be by a roll call instead of by a show of hands unless the members present, by a majority vote, accept voting by show of hands.

Unless it is described here under, the Robert's Rules will be applicable in any of the meetings of the Association.

### **6.1.5. Business for Meeting**

Any member of an Association may propose items for the agenda by sending them in writing to the Secretary General. Notice of matters originating from other bodies or persons must be received by the Secretary General, in writing, not less than ten working days before the meeting at which they are to be discussed, so that they may be included on the agenda paper. Papers for discussion at the General Assembly shall be confined to those circulated by the Chair of the Board or Secretary General. Where possible, at least forty-eight hours' notice shall be given to the Chair of the Board or Secretary General of any urgent matter which a member wishes to raise under 'any other business.' The Chair of the General Assembly shall have the right to rule whether any such item submitted shall be excluded from the agenda or dealt with under 'any other business.'

### **6.1.6. Minutes**


Minutes of the General Assembly will be prepared by the Secretaries and approved and signed by the Chair of the General Assembly before being forwarded to the Board. Minutes of the General Assembly shall be made available to all members of the Association by the Board. Questions as to the accuracy of the minutes of the General Assembly shall be available through the proposal of an agenda item for the next General Assembly and will be dealt with there.

### **6.1.7. Confidentiality**

All agenda, reports and other documents, and all proceedings of and discussion at the General Assembly shall be treated as confidential unless and until disclosed in the legitimate course of business and by the decision of the Board.

### **6.1.8. Order of Business**

The order in which the business of a meeting shall be conducted shall be that of the agenda circulated with the notice convening the meeting except on the ruling of the Chair as

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a matter of urgency or with the regular motions at the General Assembly. Adjourned business shall take precedence over other business except, at an ordinary meeting, for the confirmation of the minutes of the previous meeting. Adjourned business shall include business deferred from or not dealt with at a previous meeting or not transacted because no quorum was present.

### **6.1.9. Matters raised during a Meeting**

There shall be no vote, and no decision reached, on any substantial item, unless such item has appeared on the circulated agenda or has been accepted by the Chair of the General Assembly shall a surgent business. For further clarity, no regular motion shall be accepted for the revision of the By-Laws unless such item is included in the agenda of the General Assembly.

### **6.1.10. Speeches**


All speeches shall be directed to the Chair. Any member shall direct their speech to the matter under discussion. Any member may formally move or second any motion and reserve their speech until a later period in the debate. Those present at any Association by invitation may be allowed to speak in accordance with this Clause but shall not been titled to move or second any motion or amendment or vote on any matter in the Agenda of the meeting.

### **6.1.11. Personal Explanation**

Members wishing to raise a point of personal explanation shall first obtain the permission of the Chair and shall do so at the earliest possible occasion. A point of personal explanation shall be confined to some material part of a former speech by the member at the General Assembly which may appear to have been misunderstood in the present debate or to some statement or act wrongly attributed to him or her but in making such explanation he or she must confine his or her remarks strictly to that point and must not refer to matters not strictly necessary for the purpose nor endeavour to elaborate a former speech by new arguments or reply to other members.

### **6.1.12. Motions**

The first proposition on any particular subject shall be known as the original motion, unless revised by another motion. Every motion shall be moved and seconded by members present at the meeting before they can be discussed, and, wherever possible, should be set for thin writing. It is permissible for a member to make his or her speech first and conclude

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with a motion. When an amending motion is moved and seconded no further motion shall be discussed until the first motion is disposed of.

### **6.1.13. Substantive Motions**

If an amending motion be carried, it displaces the original motion and itself becomes the substantive motion, where up on any further amending motion relating to any portion of the substantive motion may be moved, provided that it is consistent with the business and has not been covered by a motion which has been previously rejected. After the vote on each succeeding amending motion has been taken, the surviving proposition shall be put to the vote as the substantive motion, and if carried shall then become are solution of the meeting.

### **6.1.14. Right of Reply**

The mover of an original motion shall, if no amending motion be moved, have the right of reply to close the debate upon such motion. When an amending motion is moved the mover shall be titled to speak there on, and at the close of the debate on such amending motion may reply to the discussion but shall introduce no new matter. The question shall then be put to the vote immediately, and under no circumstances shall any further discussion be allowed once the question has been put by the Chair. The mover of an amending motion shall be titled to a right of reply, immediately before the mover of the original motion.


### **6.1.15. Withdrawals or Additions**

No motion which has been accepted by the Chair shall be withdrawn without the consent of the General Assembly. Neither shall any addendum or rider be added to a motion which has once been accepted by the Chair without such consent.

### **6.1.16. Closing Debate**

The motions ‘that the meeting proceed to next business’, or ‘that the question be now put’, may be moved and seconded at anytime during the debate. No speeches shall be allowed on such motions. In the event of the second of these motions being carried, the mover of the original motion, and, if the motion is an amendment, the mover of the amendment, shall have the right of reply in accordance with Clause14, before the vote on that motion is taken. Should either of the motions mentioned in this Clause be defeated, fifteen minutes shall elapse before it can be accepted again by the Chair, unless he or she rules that the circumstances have materially altered in the meantime.



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### **6.1.17. Rescinding a Resolution**

No resolution may be rescinded or amended at the General Assembly at which it is passed. No resolution which on the ruling of the Chair involves issues of finance or major policy shall be rescinded at the General Assembly unless every member eligible to attend has been notified in writing of the motion to affect such rescission.

### **6.1.18. Adjournment**


Any member who has not already spoken during the debate or the Chair may move or second the adjournment of the matter under discussion, or of the meeting, but must confine his remarks to that matter and must not discuss any other matter. The mover of the motion upon which the adjournment has been moved, and, if the question be an amending motion, the mover of that amending motion, shall be allowed the right of reply on the question of the adjournment, but such reply shall not prejudice the mover's right of reply on his or her own motion. In the event of the motion for the adjournment not being carried, fifteen minutes shall elapse before it can be accepted again by the Chair, unless he or she rules that the circumstances have materially altered in the meantime.

### **6.1.19. Notice of Meetings**

No meeting shall be summoned unless a notice specifying the time and place of the meeting has been circulated to all members where practicable. The want of service of a notice to any member shall not affect the validity of a meeting. Where it has not been possible to give notice of an adjourned meeting to all members no new business shall be transacted at the adjourned meeting. Notice of meetings shall be given by the Secretary General to the members via digital means.

### **6.1.20. Disorderly Conduct**

If at a meeting of the General Assembly any member, on the ruling of the Chair notified to the meeting, acts contrary to the By-Laws by persistently disregarding the ruling of the Chair or by willfully obstructing the business of the General Assembly, the Chair or any other member may move 'That the member named be not further heard' and the motion if seconded shall be put and determined without discussion. If the member named continues this misconduct after a motion under the foregoing paragraph has been carried the Chair shall: either move 'That the member named do leave the meeting' in which case the motion shall be put and determined without being seconded or discussed; or adjourn the meeting for such period as he/her shall in his discretion consider expedient. A member named to leave the meeting shall thereupon be expelled from the room and shall not be allowed to

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enter again until an apology satisfactory to the Chair is given. In the event of general disturbance which on the ruling of the Chair renders the due and orderly dispatch of business impracticable, the Chair in addition to any other power vested in him or her may, without the question being put, adjourn the meeting for such period as he or she shall in his or her discretion consider expedient.

### **6.1.21. Reserved Business**

The Chair of the General Assembly shall have the right to decide that any matter shall be one of reserved business whether or not such matter is covered by the Definition of Reserved Business which includes “personal data about an identifiable individual” protected by the provisions of the Personal Information Protection and Electronic Documents Act (PIPEDA) and in the opinion of the Chair of the Board, should be treated as reserved business. Examples of Reserved Business:


- i. Information relating to any individual member.
- ii. Information which is likely to reveal the identity of an individual member.
- iii. Information relating to any negotiations with organizations and persons outside the Association, except with the prior agreement of the bodies concerned.
- iv. Information relating to any action taken or to be taken in connection with investigations and proceedings carried out by the Association.
- v. Strategic, operational and Management matters in the course of formulation.

### **6.1.22. Chair’s Ruling**

The ruling of the Chair as to the construction or application of any of these motions or on points of personal explanation or of order shall be final, unless it has been challenged by the motion of any member seconded by another member. Such a motion shall be successful only if passed by at least two-thirds of the members of the General Assembly present and voting.

### **6.1.23. Frequency of Consideration of Business**

Any matter which has been decided twice by the General Assembly (whether or not under delegated authority) in the same way shall not be again submitted for consideration, and this Clause shall not be evaded by the substitution of a motion differently worded but in principle the same.

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### **6.1.24. Special Meetings**

All meetings other than those notified shall be called Special Meetings and may be convened by the Chair of the Board. Notice of Special Meetings shall be given to all members not less than seven working days after receipt of the request by the Secretary General and such meetings shall be held within ten working days after the issue of such notice.

### **6.1.25. Declaration of Interest**

If any member of an Association has any personal pecuniary interest, director indirect, in any contract, proposed contract, or other matter, that member shall disclose the existence of that interest to the General Assembly or the Board as the case may be and shall withdraw from the meeting while the contract, proposed contract, or other matter is under consideration unless the contract, proposed contractor other matter is under consideration as part of the report of another meeting of the General Assembly and is not itself the subject of debate.

### **6.1.26. Alternates**


Where a member has been appointed ex-officio (i.e. is a member of an Association by virtue of their post) s/he is not permitted to send another person in their place to attend a meeting if they are unable to attend.

## **7. GOVERNING BODIES OF ASSOCIATION:**

### **7.1. Founding Board**

The following individuals formed the Founding Board of the Association at the time of its registration.

- i. Ali Osman BASYIGIT
- ii. Ibrahim CINAROGLU
- iii. Murat Nart ONCEL
- iv. Mevlut Sina KUTLUAY
- v. Dogukan KASOGLU
- vi. Baris YELMAN
- vii. Umit Can YILDIRIMER
- viii. Member 8
- ix. Member 9

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The Founding Board was initially charged with establishing/widening the roster of membership as promptly as possible so that the first General Assembly of the Association can be held for electing the governing bodies of the Association. The Founding Board was dissolved per the founding By-Laws (and elected to continue as the first ever Board) upon election by the first General Assembly.

## 7.2. The Board

The Board will:


- i. manage the operations of the Association in line with its Mission and Vision
- ii. represent the Association in external matters and liaise with resolve membership matters (membership, suspension etc.)
- iii. appoint representative(s) of the Association in the Provinces of Canada from members living in that Province
- iv. appoint committees in support of the Mission and Vision of the Association
- v. prepare and enforce guidelines for the representatives and committees, and
- vi. track donations separately from other receipts and ensure use of donations only for support of the Mission and Vision of the Association.

The Board will be elected by the General Assembly for a one-year term. The quorum in the meetings of the Board shall be no less than half of the members of such a Board and no decision of such a Board will be taken by no less than four(4) affirmative votes if the Board is comprised of seven(7) members and five(5) affirmative votes if the Board is comprised of nine(9) members. If the Board is comprised of eight(8) members, the vote of the Chair will take precedence. The Board will be comprised of no less than 7 and no more than 9 members.

The Board will have as a minimum a Chair (President), a Vice President, a Secretary General, a Treasurer as administrative directors, a Technical Vice President and two board members. Division of labour will be decided at the first meeting of the newly elected Board after the AGM.

Technical Vice President will be responsible to lead search and rescue operations and shall have the following minimum requirements:

- i. 5 years or more rescue team leader experience,
- ii. a minimum of 100 hours of rescue training experience as an instructor,
- iii. participated to a minimum of 200 hours active rescue operations,
- iv. completed all search and rescue trainings ,
- v. familiar with the regulations required for search and rescue, and
- vi. ability to organize risk assessment, access plan and rescue plans.

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The cheques of the Association will require two signatures and will be signed by two of the Chair, the Secretary General, and the Treasurer. In the case of resignation of the majority of Board members in any given term, an Extraordinary General Assembly will be called by anyone of the Chair, or Secretary General. When this is not possible, Audit Committee will call the Extraordinary General Assembly, so that elections for the new Board can be held. The necessary notice or an Extraordinary General Assembly because of such a multi-resignation condition must be sent no more than four(4) weeks after such resignations.

### **7.3. Audit Committee**


The Audit Committee, comprised of three (3) Regular members elected by the General Assembly, will audit:

- i. The bookkeeping for revenues and expenses of the Association
- ii. The record keeping of decisions of the Board to ensure that the preceding documents for the financial year are kept properly. Committee will report the results to the General Assembly at the first meeting subsequent to the end of a financial year.
- iii. The financial year of the Association will be the calendar year.
- iv. The Audit Committee must conduct at least one audit after a financial year before the next Annual General Assembly.
- v. Additional audits may be conducted if requested by the Audit Committee.
- vi. The Audit Committee may have to call an Extraordinary General Assembly per last paragraph of 'Board' above.

### **7.4. The Advisory Council**

The Advisory Council will provide non-executive consultancy in the overall development and effectiveness of the Association and will comprise of up to five (5) persons assigned by the Board. From time to time, the Board may resolve to add new members, or remove existing members of the Advisory Council. When a new Board is elected and the immediate previous Chair is not a member, he/she will become a member of the Advisory Council.

The Chair of the current Board will chair the Advisory Council. The members of the Advisory Council will serve from one to three years in the first instance and renewable for a further term not exceeding an additional three years. The Advisory Council will meet with the Board as required. Meetings may be in person or by electronic means.

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## 7.5. Groups and Networks

The Association may establish by a resolution of the Board or the General Assembly specialist groups, task forces or networks to promote the Association’s objectives, for specific periods of time. Such groups will report to the Board. The Board will approve the group name, plan and timetable of action. The corporate mark and or sub-brand [if applicable] to be used will be provided by the Board, in line with the TUSAR visual IDs. Each group will self-administer its activities. Any budget to be deployed will be administered by the Treasurer of the Board

## 8. BOARD MEETINGS

Meetings of the board may be held at any time and place to be determined by the President, by the secretary on the request of four directors, or by resolution of the Board, provided that 48 hours written notice of the time, place, phone number and proposed agenda of such meeting shall be given, by mail, electronic mail or electronic transmission to each director.

When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted if a quorum is present.


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

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.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Each voting director 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.

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.

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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:

- i. 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
- ii. each participating director must have equal access to the specific means of communication to be used; and,
- iii. each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

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.

Directors, once elected, may not further delegate their responsibility of representation to alternates or other members.


The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee, but at least one director must be a member of each committee. A committee must conform to any rules imposed on it by the Board, may meet as it deems fit or as is required, and must report every act or thing done in exercise of its powers to the earliest meeting of the Board that is held after it has been done. A person who is not a member of the Association may be a member of a committee, but the number of such persons must be fewer than number of members of the committee who are members of the Association.

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.

## **9. DIRECTORS DUTIES AND CONFLICTS**

Director's duties and conflicts defined as below:

- i. A director must:
  - act honestly and in good faith and in the best interests of the Association, and
  - exercise the care, diligence, and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.


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- ii. The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Association.
- iii. Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:
  - o the duty to act in accordance with the Act and the regulations, or
  - o a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Association.
- iv. A director who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extent of the interest to each of the other directors and must account to the Association for profit made as a consequence of the Association entering into or performing the proposed contract or transaction unless:
  - o the director discloses the interest as required by bylaw.
  - o after the disclosure the proposed contract or transaction is approved by the directors, and
  - o the director abstains from voting on the approval of the proposed contract or transaction, or unless
  - o the contract or transaction was reasonable and fair to the Association at the time it was entered into, and
  - o after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

And, that director must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

- v. The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Association does not make the contract or transaction void, but, if the matters referred to in bylaw have not occurred, the court may, on the application of the Association or an interested person, do any of the following:
  - o prohibit the Association from entering into the proposed contract or transaction,
  - o set aside the contract or transaction, or
  - o make any order that it considers appropriate.
- vi. An employee or contractor of the Association must not become a director for at least two years after ceasing to be an employee or contractor.




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- vii. A director must not become an employee or contractor of the Association for at least two years after ceasing to be a director.
- viii. 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.
- ix. 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.

## 10. FINANCIAL

- i. Unless otherwise resolved by the directors or required by law, the fiscal year end of the Association shall be March 31st.
- ii. 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.
- iii. 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.
- iv. 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.
- v. 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.
- vi. 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.
- vii. 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,

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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.

## **11. CHANGES OF BY-LAWS**

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.

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.

## **12. RECORDS**

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.