



Society Act – CONSTITUTION & BY-LAWS
ARROWSMITH SEARCH AND RESCUE SOCIETY
Revised May 20, 2008

CONSTITUTION

1. The name of the society is: Arrowsmith Search and Rescue Society.
2. The purpose of the Society is:
 - (a) To maintain an organization for conducting search and rescue operations;
 - (b) To train its members in the proper and safe manner of conducting ground and inland water search and/or rescue operations;
 - (c) To assist the RCMP, municipal, regional, or provincial governments in case of a disaster or occurrence of a similar nature;
 - (d) To provide mutual aid and assistance to other groups or organizations requiring search and rescue capabilities;
 - (e) To conduct fundraising to support the Society;
3. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.
4. In the event that the Society should at any time be dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization as directed by the members.
5. Clauses 3, 4 and 5 are unalterable in accordance with Section 22 of the Societies Act.

BY-LAWS

1. Membership:

- (a) Any person shall become a member, subject to the approval of the Board of Directors, upon payment of an annual fee, to be set by the Board of Directors. Members shall be eligible for office and entitled to speak and vote at any meeting of the Society. Dues are to be paid by May 31st annually;
- (b) The members of this Society shall be not less than seven in number;
- (c) Upon nomination by any member of the Society, and approval of the membership, an individual may be appointed to special honorary life membership status in the Society. Honorary life members shall not be required to pay membership dues. This



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appointment can only be made at an annual general meeting, and must be based on past contributions to the Society;

- (d) All new members of the Society shall be given a copy of the constitution and by-laws of the Society;
- (e) The membership shall comply with the constitution and the by-laws, and shall not bring discredit on the Society;
- (f) A person ceases to be a member in good standing of the Society by tendering his or her resignation in writing to the Secretary, fails to pay the annual fee, or if three consecutive meetings are missed without good reason;
- (g) A member of the Society may be expelled from the Society by a resolution of the members passed in a general meeting of the Society called for that purpose. The member shall have the opportunity to speak at the meeting called for the purpose of expelling them from the Society.

2. Meetings:

- (a) The annual meeting shall be held during the month of May in each year at a place within the Province and on a day to be fixed by the Board of Directors;
- (b) Notice of an annual or special meeting may be called at any time by the Board of Directors or at the request of at least 10% of the membership. Such request being addressed in writing to the Secretary. All members in good standing shall be entitled to speak and to vote;
- (c) Seven members shall constitute a quorum at the annual or special meeting;
- (d) Five members shall constitute a quorum at a general meeting;
- (e) When a special meeting is called the prior notice of that meeting shall state the business to be laid before the meeting;
- (f) Written notice of an annual or special meeting shall be delivered to every member by hand, fax, mail, or e-mail no less than fourteen days before the meeting;
- (g) Voting by proxy will not be permitted;
- (h) All meetings of the Society shall be governed by, Roberts Rules of Order.



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3. Board of Directors & Executive Officers:

- (a) The Board of Directors of the Society shall consist of four Executive Officers, (President, Vice-President, Secretary, and Treasurer) and four Directors. The Executive Officers shall be elected for one year terms. Two of the Directors shall be elected for two year terms, and two shall be elected for one year terms. After the 2008 annual general meeting, only two Directors shall be elected for two year terms at the annual general meetings. These elections shall be by majority vote of the membership at the annual general meeting;
- (b) Elections for the Board of Directors shall take place in the following order: President, Vice-President, Secretary, Treasurer then Directors. If for some reason a position is not filled the election for the next position shall take place;
- (c) Directors and Executive Officers shall serve without remuneration but, may be reimbursed for necessary and reasonable incidental expenses incurred in the performance of their duties;
- (d) The Board of Directors shall have general supervision of the affairs and policies of the Society. It shall hold office until the conclusion of the annual general meeting;
- (e) A meeting of the Board of Directors may be called at any time by the President, at which five members of the Board of Directors shall form a quorum;
- (f) The Secretary shall call a meeting of the Board of Directors on receipt of a request in writing by two or more of the members of the Board of Directors;
- (g) Any Director or Executive Officer may be removed for cause by a two-thirds vote of the Directors and Executive Officers present at a duly constituted meeting thereof;
- (h) In the event that one or more of the positions on the Board of Directors is left un-filled, or vacant for any reason, the members of the Board of Directors may, by a majority vote, elect an interim Director or Executive Officer. The interim Director or Executive Officer shall hold office until the next general meeting of the Society when a permanent Director or Executive Officer shall be elected, by a majority vote, to fill the unexpired term.

4. Duties of Executive Officers:

- (a) The President shall preside at all meetings of the Society and Board of Directors. The President is the Chief Executive Officer of the Society and shall supervise the other Executive Officers and Directors in the execution of their duties;



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- (b) The Vice-President shall:
 - (I) carry out the duties of the President in his/her absence,
 - (II) assist in the execution of the President's duties,
 - (III) carry out other duties established by the President.

 - (c) The Secretary shall:
 - (I) give notice of and call meetings of the Board of Directors and the Society,
 - (II) keep minutes of the proceedings at all the meetings,
 - (III) conduct correspondence in the name of the Society,
 - (IV) maintain a register of the members of the Society.

 - (d) The Treasurer shall:
 - (I) keep all financial records that support financial activities of the Society, including books of account, as necessary to comply with the Society Act,
 - (II) render financial statements to the Board of Directors, members and others when required, with appropriate footnotes.
5. A member of the Society is not, in his/her individual capacity, liable for a debt or liability of the Society.

 6. The books and records of the Society shall be in the custody of the Secretary and/or Treasurer and may be inspected by members of the Society upon request.

 7. All cheques shall be signed by any two of the Executive Officers acting jointly with full knowledge and understanding of the expenditure. Any cheques or notes for deposit shall be endorsed by any of the Executive Officers.

 8. The Directors and Executive Officers of the Society may borrow, raise, or secure the payment of money for the purpose of carrying out the objectives of the Society, upon resolution passed by a two-thirds vote of the members of the Directors and Executive Officers, provided that the borrowing, raising or securing the payment of any sum of money in excess of two thousand dollars (\$2000.00) shall have the additional sanction of a special resolution of the members of the Society at any general meeting thereof.

 9. The Constitution and By-Laws of the Society may be amended only by special resolution of the Society at a special or annual general meeting, at which a majority shall be three-quarters of the votes cast. Notice of the proposed amendment shall be delivered in writing to each member by hand, fax, mail, or e-mail twenty-one days prior to the meeting.