

M I N U T E S
of the Board of Directors of

PARA MARINE SEARCH & RESCUE

September 20, 2024 TELECONFERENCE, 5:00 pm (EST)

ONLINE: Maurice Brenner
Colin Thomson
Eleonore Edwards
Mark Poray
Sam Cummings
Keenan Watters
Rhonda Mulcahy
Lisa Bower
Rob Anderson
John Rycroft

Also present at the invitation of the Board are Clint Scott, PARA member, Jennifer McGuinty, Treasurer and Secretary of the Association.

Maurice Brenner declared the meeting open at 5:05.

Articles and Bylaws

Rob Anderson reviewed the proposed changes to the Articles and Bylaws as recommended by the retained council which were previously distributed. Once the revisions have been approved by the Board, they also need to be ratified by the General Membership at a meeting called for such a vote.

APPROVAL OF ARTICLES OF AMENDMENT

WHEREAS the Ontario *Not-for-Profit Corporations Act, 2010* ("ONCA") has been proclaimed in force replacing Part III of the *Corporations Act* (Ontario), and the Corporation intends to adopt Articles of Amendment to make changes to its special provisions as required by the ONCA, a copy of which has been earlier circulated to the Directors ("Articles of Amendment");

ON A MOTION DULY MADE, by Rob Anderson seconded by John Rycroft.

BE IT RESOLVED THAT:

1. The Articles of Amendment as presented are approved;
2. In the event that it is necessary to make any minor amendments to the Articles of Amendment, any two directors and officers of the Corporation are authorized to make such minor amendments subject to first obtaining advice from legal counsel for the Corporation; and
3. Any two directors and officers of the Corporation are authorized to sign the Articles of Amendment on the Corporation's behalf, and to submit the same to the Ontario Ministry of Public and Business Service Delivery, the Canada Revenue Agency and such other governmental authorities as may be necessary for approval. provided that the Articles of Amendment are subject to approval by a special resolution (two-thirds vote) of the Members at a meeting duly called for this purpose.

Motion Carried

ADOPTION OF BY-LAW NO. 1

WHEREAS given the ONCA's proclamation into force, the Corporation intends to adopt a new general operating by-law reflective of its own governance practices as well as the applicable requirements of the ONCA, a copy of which has been earlier circulated to the Directors ("Bylaw No. 1");

ON A MOTION DULY MADE, by Rob Anderson and seconded by Maurice Brenner;

BE IT RESOLVED BY SPECIAL RESOLUTION THAT:

1. Bylaw No. 1 is approved;
2. In the event that minor amendments are required to be made to the provisions contained within Bylaw No. 1 as set out above, subject to first obtaining any necessary advice from legal counsel for the Corporation, any two directors and officers of the Corporation are hereby authorized to make such minor amendments as may be necessary to Bylaw No. 1; and
3. Any two directors and officers of the Corporation are hereby authorized to sign the said Bylaw No. 1 on behalf of the Corporation and to submit the same to such governmental authorities as may be necessary for approval;

provided that Bylaw No. 1 is subject to confirmation by a special resolution (two-thirds vote) cast at a meeting of the Members duly called for the purpose of considering same.

Motion Carried

Special Meeting of the Association

Colin Thomson moved, Mark Poray seconded that a Special Meeting of the Association be called for October 7th 2024 (backup date October 9th) by teleconference and held for the purposes of a vote approving:

- a) Articles of Amendment
- b) Bylaw No. 1
- c) 2023 Audited Financial Statements

And that all such notices and information be disseminated to the membership at large.

Motion Carried

Fundraising

Clint Scott put forward to the Board the request to seek additional funding for repairs to the vessel over the winter (primarily to repair the damage caused by the incident with the submerged logs)

The estimates for the repairs, including winter storage to facilitate the repairs, is approximately \$21,000. The Fundraising committee would like approval to seek grant funding from Ajax, Whitby and Pickering to cover the total costs of the repairs, plus a contingency of \$3,000 due to continually increasing cost of services and parts.

John Rycroft moved; Lisa Bower seconded that:

PARA Marine Search & Rescue apply to the regional municipalities of Whitby, Ajax and Pickering for funding to complete repairs to the Association's vessel for a combined total of \$24,000.

Motion Carried

Future Meeting Dates

October 7, 2024 7 pm Special Meeting of Membership
October 22, 2024 7 pm board of directors

Motion Carried

There being no further business, Colin Thomson moved; that the meeting be adjourned Rhonda Mulcahy seconded

Maurice Brenner declared the meeting terminated.

Maurice Brenner

Jennifer S. McGuinty

Approved October 22, 2024

Appendixes attached:

A1 Draft Bylaws.

PARA MARINE SAR BYLAW 2024 PROPOSED CHANGES – NOTES

The Bylaw changes are to be voted upon at the same time as voting on Articles of Amendment. Some changes are improved wording, and some are due to ONCA requirements.

1.1 (a) – Refer to the new ONCA. New definitions for “Officer”, “Staff Officer”, “Member in Good Standing”

4 There are ten elected directors now (9 plus Commodore). Make it clear that the Commodore is a Board member. [Note: we must specify the range in number of directors between 3 and 10 in the Articles of Amendment. We might be OK removing any reference to number of Directors in the Bylaws, if that is the legal advice we get]

5 Combine Section 5 and 6 as they refer to Board Composition. Reorder points in a more logical order. Make clear that the Commodore is also the CEO.

5.3 Add a definition of the position and roles of Chair, and ability of a meeting to select an acting Chair if Chair unavailable.

5.4 to 5.6 Clarify rules for “Appointed” directors. If external, not appointed from the membership, the number of appointed directors cannot exceed one third of the number of directors elected at the prior AGM. (ONCA requirement)

6 Removed section (merged into 5) and renumbered rest of document accordingly

6.1, 6.2, 6.5 Improve wording.

8 Break up section into two parts. Clarify applicability to external appointed directors.

14.4, 14.5 Required numbers of members to call meeting, and time period until meeting must be held. (ONCA requirements).

14.6 (f) Clarifies exactly when Chair can vote.

15 Allow Bylaws to be amended at any general meeting.

16 Eliminate entire section on proxy voting. It has hardly ever been used, and ONCA makes it more complicated by establishing several rules. Not needed so much if we have meeting attendance electronically and in person. Proxy voting not permitted if not in Bylaws. Renumber remaining sections accordingly.c

16.1 A minimum quorum should be a majority of the members, if the number of members is <15. For example, if only 12 members, quorum is 7.

- 16.3 Not needed since ONCA establishes ability to meet electronically. Remote attendees count towards quorum, as they are deemed to be “in attendance”.
- 18 Clarified CEO role to lead Executive meetings, appoint a VC.
- 19 Change description of Treasurer role to Secretary-Treasurer, and list responsibilities.
- 20.4 Remove reference to cheque payments and generalize the need for two signing authorities (Listed) to “approve”. Add VC to list of signing authorities.
- 22 Add “AND OFFICERS” to title, since indemnity applies to them also

PARA MARINE SEARCH & RESCUE

BYLAWS OF

PARA MARINE SEARCH & RESCUE

INCORPORATED JANUARY 21, 1997 o/a "PICKERING
AUXILIARY RESCUE ASSOCIATION"

1 GENERAL

1.1 In this by-law, unless the context otherwise requires:

- a) "Act" means the Ontario Not-for-Profit Corporations Act, 2010 and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) "Board" means the board of directors of the Corporation;
- c) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d) "Chair" means the chair of the Board;
- e) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f) "Director" means an individual occupying the position of director of the Corporation by whatever name they are called;
- g) "Member" means a member of the Corporation;
- h) "Members" means the collective membership of the Corporation;
- i) "Officer" means an officer of the Corporation, including but not limited to appointed Coxswains and staff officers;
- j) "Staff Officer" means an Officer appointed by the Commodore to serve on the Executive Committee;

k) "Member in Good Standing" means a member who has fulfilled the requirements for membership, and who has not voluntarily withdrawn nor been expelled or suspended by the Association.

1.2 Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-law are inconsistent with those contained in the articles of incorporation or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

2 NAME

The name of the organization shall be "PARA Marine Search & Rescue " hereinafter referred to as "PARA Marine SAR" or the "Association".

3 PURPOSE

The purpose of PARA Marine SAR is the operation of a volunteer marine search and rescue service, based in Pickering, to protect mariners and the public in general from the dangers of waterborne activities.

4 BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors (herein referred to as "the Board" or as "the Directors") that shall not be fewer than three nor more than ten in number. The

Commodore shall be the Chief Executive Officer of PARA Marine SAR and shall be accountable jointly and severally with the other Directors of PARA Marine SAR for the operations and conduct of the Association.

5 COMPOSITION OF THE BOARD OF DIRECTORS

5.1 The Board shall be composed of up to nine elected Directors and the Commodore acting as Chief Executive Officer of the Association.

5.2 Each elected Director shall hold office until midnight on the date of the next Annual General Meeting after they shall have been duly elected and qualified. Election shall be by a show of hands unless a ballot is demanded by any member present.

5.3 The Board will select from amongst its members a Chair, who will chair all Board meetings and all General Meetings of the Association. If the Chair is unavailable for a meeting, the meeting shall select an acting Chair from amongst those members present.

5.4 Directors can be appointed by the elected directors to fill any vacancy. The appointee shall be from non-members outside of the Association, chosen for their knowledge, experience and skills that will benefit the Association. An Appointed Director shall have no conflict of interest that may be, or may appear to be, detrimental to the Association.

5.5 Appointed Directors shall be ex-officio members of the Association throughout their period in office and shall have the right to vote upon all issues in the same manner as the elected Directors. They shall also be entitled to the benefit of the Association's director insurance protection in the same manner as the Association

members.

5.6 An appointed Director's term in office shall cease at the next Annual General Meeting but the appointed director may be reappointed by the elected Directors' majority decision.

6 ELIGIBILITY TO STAND FOR ELECTION TO THE BOARD

6.1 The Commodore candidate for election to the Board shall be a member in good standing, having served not less than two consecutive years in PARA Marine SAR as a Coxswain and as Staff Officer, or have equivalent external experience in marine search and rescue which is deemed suitable by the Board.

6.2 A PARA Marine SAR member in good standing may self-nominate for election to the Board, or shall have been nominated by another Association member in good standing with the concurrence of the nominee.

6.3 The nomination shall be submitted in writing to the registered address of PARA Marine SAR not less than seven days prior to the date of the Annual General Meeting at which the election will be held.

6.4 The nomination shall be seconded by a member in good standing before being put to a vote at the Annual General Meeting of the Association.

6.5 Notwithstanding sections 6.3 and 6.4, it shall be sufficient notice for an incumbent Board member to make known through the Notice of the Annual General Meeting their willingness to stand for re-election to the same position.

7 REMOVAL OF A DIRECTOR

The members of the Association may, by resolution passed by a majority of the votes cast at a General Meeting of which notice specifying the intentions to pass such resolution has been given, remove any Director before expiration of their term in office.

8 VACANCIES ON THE BOARD OF DIRECTORS

8.1 In the event of there being a vacancy on the Board of Directors, the vacancy may be filled by the remaining Directors appointing a member of the Association or a non-member appointee, in accordance with Article 6, provided the number of external appointed directors will not exceed one third of the number of directors elected at the prior Annual General Meeting. The appointment will last no longer than the next Annual General Meeting, at which time the normal election or appointment procedure shall apply.

8.2 Alternatively, the remaining Directors may decide to leave the position vacant until the next General Meeting, so long as a minimum of three elected Directors remain in office at all times.

9 COMPOSITION

PARA Marine SAR shall be comprised of one or more rescue vessels, and volunteer members who shall operate and maintain the rescue vessel(s) and/or provide other administrative or support services.

10 MEMBERSHIP

10.1 The membership of the Association shall be comprised of members of the surrounding communities who have volunteered their services to carry out the purposes of the Association and who shall receive no remuneration for such services.

10.2 New or renewing members may be enrolled to meet the personnel requirements of PARA Marine SAR. Suitability for membership shall be judged by the Executive who may delegate this role to an appointed sub-committee. The Executive is empowered to set standards of eligibility for all members. The Executive may impose a probationary period for new members.

10.3 No member under the age of majority in Ontario shall serve on board the rescue vessel when the vessel is underway (as defined under the Canada Shipping Act).

11 LIFE MEMBERSHIP, HONORARY MEMBERSHIP

A Life Membership or Honorary Membership may be bestowed by the Board as a mark of reward or honor, but such category of membership shall hold no office and shall not be entitled to vote upon the business of the Association.

12 DISENROLLMENT

12.1 The Executive may discipline or terminate the membership of a volunteer for any activity contrary to the objectives of the Association, including, but not limited to, inactivity exhibited by insufficient interest or no apparent desire to continue or annually renew membership, or for bringing discredit to the Association, or for flagrant disregard of the rules and regulations of the Association,

or for any behavior detrimental to the good order of the Association.

12.2 Upon fifteen days written notice to a Member, the Executive may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.

12.3 The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Executive a written submission opposing the disciplinary action or termination not less than 5 days before the end of the fifteen-day period. The Executive shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

13 NOTICES

13.1 Any notice required to be sent to any Member or Director shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Association. Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

13.2 Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

13.3 No error or accidental omission in giving notice of any Annual or General Meeting or any adjourned meeting of the members or any Board Meeting, shall invalidate the meeting or make void any proceedings taken at the meeting.

14 ANNUAL AND OTHER MEETINGS OF MEMBERS

14.1 The Annual General Meeting shall be held each year at a date, time, and place decided by the Board of Directors.

14.2 Notice of the Annual General Meeting or other General Meetings shall be sent to PARA Marine SAR members in good standing to their last known address in accordance with Article 13 , not less than ten days before the meeting.

14.3 The business of the Annual General Meeting shall include the election of the Commodore, the election of Directors, receipt of the reports of the Commodore and Staff Officers, and the handling of any other business that may be properly brought before the meeting.

14.4 The business of general meetings shall be governed by the meeting Chair.

14.5 A general meeting can be called by the members at large by written request to the Board that includes the signatures of no less than ten percent of the members. The written request shall also state the reasons for calling a general meeting. A general meeting shall then be called and held no more than 21 days after the written request is received.

14.6 Business arising at any Members' meeting shall be decided by a majority of votes cast, unless otherwise required by the Act or the By-law, provided that:

- a) Each Member, including the Chair of the meeting, shall be entitled to one vote at any meeting;
- b) Votes shall be taken by a show of hands among all Members present;
- c) An abstention shall not be considered a vote cast;

- d) Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a recorded vote, or a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- e) If there is a tie vote, the motion is lost;
- f) The Chair shall not vote on any matter unless a secret ballot is held, or unless the Chair's vote will change the outcome of the vote;
- g) Whenever a vote by show of hands is taken on a question, unless a recorded vote is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

15 AMENDMENTS TO THE BYLAWS

The Bylaws may be amended at a General Meeting provided:

- a) The amendment is proposed by a member in good standing and is given in writing to a member of the Board not less than thirty days before the General Meeting, and
- b) Notice of the proposed amendment is sent by the Secretary to all members at least ten days before the meeting, and
- c) The amendment is seconded, voted upon, and passed by a two-thirds majority of the members present at the General Meeting.

16 QUORUM

16.1 A quorum at any General Meeting, including the Annual General Meeting, shall comprise no fewer than fifteen members in good standing, or a majority of the entire membership, whichever is less. In the absence of a quorum, another meeting shall be called within thirty days, and again until a quorum is present.

16.2 A majority of the Directors shall constitute a quorum at any meeting of the Directors, and, despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

17 DUTIES OF THE DIRECTORS

The Directors may exercise all the powers of the Association as are not required by law or by these Bylaws to be exercised by the members at General Meetings. The Directors shall not receive any remuneration for acting as Director

18 DUTIES OF THE CHIEF EXECUTIVE OFFICER

18.1 The Chief Executive Officer (CEO) shall also be charged with the general management and supervision of the affairs and operations of the Association.

18.2 The CEO with the Secretary-Treasurer, or other director appointed by the Board for this purpose, shall sign all by-laws and corporate documents.

18.3 The CEO may appoint a volunteer unpaid Staff Officer, referred to as the "Vice Commodore," to carry out the duties of the CEO if the CEO is unable to act.

18.4 The CEO may appoint volunteer unpaid Staff Officers from the membership to form an Executive Committee (herein referred to as "the Executive") to be accountable to the CEO for sections of the operations and activities of the Association.

18.5 The CEO shall, when present, preside at all meetings of the Executive unless they shall delegate otherwise.

18.6 The CEO may expend such Association funds as are reasonable, necessary, and customary for the operation of a volunteer rescue Association, and to fulfill its purpose, which shall include but not be limited to the purchase of customary insurance, engagement of support services unavailable from volunteers, and engagement of an independent Auditor.

18.7 The Chief Executive Officer shall not receive any remuneration for acting as the CEO but may be reimbursed for extraordinary out-of-pocket expenses approved by the Board of Directors.

19 SECRETARY-TREASURER

The Secretary-Treasurer shall be a person with knowledge of accounting appointed by the Board of Directors. The Secretary-Treasurer shall be responsible for the following:

- a) issuing notices of general meetings and directors' meetings;
- b) taking minutes of general meetings and directors' meetings;
- c) keeping the records of the Association in accordance with the Act;
- d) filing the annual report of the Association and making any other filings with the registrar under the Act;
- e) receiving and banking monies collected from any source;
- f) keeping accounting records in respect of the Association's financial transactions;
- g) preparing the Association's financial statements;
- h) making the Association's filings respecting taxes.

20 BANKING ARRANGEMENTS

- 20.1 The Directors of the Association may from time to time
- a) borrow money upon credit of the corporation, or
 - b) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real, moveable or immovable property of the corporation, including book debts, rights, powers, and undertaking to secure any such debt or liability of the corporation, or
 - c) delegate to such one or more of the Officers and Directors of the Association as may be designated by the Directors all or any of the powers conferred by the foregoing clauses of this by-law to such extent and in such manner as the Directors shall determine at the time of each such delegation.

20.2 The banking business of the Association shall be transacted with such banks, trust companies, or other firms or corporations as may from time to time be designated by or under the authority of the Board of Directors.

20.3 Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of power as the Board of Directors may from time to time prescribe or authorize.

20.4 All payments of money are to be signed or otherwise approved by two of the signing officers of the Association, consisting of at least one Director, the Commodore, the Vice Commodore, and the Secretary-Treasurer.

21 AUDIT

An Auditor shall be appointed by the Association annually to audit

the accounts of the Association and to hold office until the next reappointment date. The remuneration of the Auditor shall be fixed by the Board, pursuant to authorization given at the Annual General Meeting.

22 INDEMNITY TO DIRECTORS AND OFFICERS

Each Director and Officer, their heirs, executors and administrators and estate and effects, shall be indemnified by the Association against all loss, costs, charges, damages and expenses which they may hereafter sustain or incur in connection with any suits-at-law, or in equity, actions, claims and demands of whatsoever nature and kind made against them in connection with or in relation to their position as a Director or Officer of the Association, or in relation to the execution of the duties of their office, unless they shall finally be determined to be liable therefore by reason of their own willful neglect or default.

REVISED **April 25, 2024**

Colin Thomson
Commodore and CEO

Jennifer McGuinty
Secretary-Treasurer