

## **Canadian Coast Guard Auxiliary (Newfoundland and Labrador) Inc. Organizational By-Law (By-law no. 2014-03)**

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This by-law is the by-law effecting the organization and transaction of the business of the Canadian Coast Guard Auxiliary (Newfoundland and Labrador) Inc.

### **Article 1 - Name**

1. The name of the Corporation is the Canadian Coast Guard Auxiliary (Newfoundland and Labrador) Inc. (variously referred to below as “The CCGA (NL) Inc.”; “The Auxiliary” and “The Corporation”).

### **Article 2 – Objectives**

2. The objectives of the CCGA (NL) Inc. are to:
  - a. Provide a volunteer Maritime search and rescue service in the Newfoundland and Labrador region of Canadian Coast Guard Atlantic (the “Region”);
  - b. Promote safety and the preservation of life and property in Canadian marine areas in the Region;
  - c. Provide auxiliary support to the Canadian Coast Guard in the Region;
  - d. Assist and promote marine safety and accident prevention in the Region;
  - e. Perform the obligations of the CCGA (NL) Inc. and meet the role prescribed for the CCGA (NL) Inc. under the Contribution Agreement; and
  - f. Develop and maintain a productive and harmonious relationship with the Canadian Coast Guard Auxiliary (National) Inc. and other Regional Canadian Coast Guard Auxiliaries for the purpose of maintaining and enhancing the quality of marine rescue, safety and related operations and prevention services.

### **Article 3 – Definitions**

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

**"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;

**"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation. Any references to statutory provisions or regulations herein refer to the Act or regulations made under the Act.

**"Board"** means the board of directors of the CCGA (NL) Inc. and "director" means a member of the board;

**"By-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

**"Contribution Agreement"** means the Contribution Agreement between Her Majesty the Queen in Right of Canada, represented by the Minister of Fisheries and Oceans (hereinafter referred to as the Minister) and the Canadian Coast Guard Auxiliary (Newfoundland And Labrador) Inc. as it may be amended from time to time or any subsequent or similar agreement;

**"Documents"** include deeds, mortgages, hypothecs, charges, cheques, conveyances, transfers and assignments of property, real or personal, immovable or movable agreements, releases, receipts and discharges for the conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

**"Geographic divisions"** mean the geographic divisions of the CCGA (NL) Inc. as determined from time to time by the Board of Directors so as to facilitate the purposes of the CCGA (NL) Inc.;

**"Members"** and **"Membership"** mean the regular members and regular membership of the CCGA (NL) Inc. (For the purpose of greater certainty, none of the provisions in this by-law providing for the right to notice or to vote or to other rights of members apply or shall apply to persons who are life members, associate members or honorary members);

**"Meeting of members"** includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

***“Special Resolution”*** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

***"Proposal"*** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

***"Regulations"*** means the regulations made under the Act, as amended, restated or in effect from time to time; and

***"Special resolution"*** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

In this By-law and all other By-laws of the CCGA (NL) Inc., unless the context otherwise requires, expressions defined in the *Act* or any statutory modifications thereof in force at the date which regulations become binding on the CCGA (NL) Inc. shall have the meaning so defined; words importing the singular shall include the plural and vice-versa; words importing the masculine gender shall include female; words importing persons shall include companies, corporations, associations, partnerships and any number of aggregate of persons;

Geographical terms of reference for the CCGA (NL) Inc., included in this interpretation, are those specified by the Canadian Coast Guard, in accordance with the Contribution Agreement.

PROVIDED that nothing contained herein shall permit the CCGA (NL) Inc. to carry on any trade, industry, or business and the CCGA (NL) Inc. shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the CCGA (NL) Inc. shall be used solely for the purpose of the CCGA (NL) Inc. and the promotion of its objects.

PROVIDED further that if for any reason the operation of the CCGA (NL) Inc. is terminated or wound up, or is dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, shall be distributed to one or more organizations in Canada carrying on similar activities.

#### **Article 4 – Head Office**

4. The head office of the Auxiliary shall be in St. John’s in the province of Newfoundland and Labrador.

**Article 5 - Seal, Execution of documents**

5. The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.
6. The seal of the CCGA (NL) Inc. may be affixed to any document upon resolution of the Board of Directors.
7. The President or the Secretary or two other Directors authorized to do so by the Board of Directors may execute documents issued by the Corporation.
8. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

**Article 6 - Meetings of Directors**

9. Meetings of the board may be called by the chair of the board or any two (2) directors at any time
10. **Notice of Meeting** Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 3 days before the time when the meeting is to be held by one of the following methods:
  - a. delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
  - b. mailed by prepaid ordinary mail to the director's address as set out in (a);
  - c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
  - d. by an electronic document in accordance with Part 17 of the Act.

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. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

11. **Meeting following Annual General Meeting** A meeting of the Board of Directors shall be held immediately following each annual meeting of CCGA (NL) Inc. at which Directors have been elected for the purpose of electing officers and committees and for the transaction of other business as may properly come before a meeting of the Directors. No notice as to the calling of such meetings of Directors need be given.
12. **Regular meeting** The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
13. **Votes** Each director shall be entitled to one vote on board business. In the case of a tie, the Chair shall not have a second deciding vote.
14. **Chair** The President shall act as the chair of meetings of the Board of Directors. In the absence or incapacity of the President, in the following order: the 1<sup>st</sup> vice-president, the 2<sup>nd</sup> vice-president or such other director as may be appointed by the Board to act as the chair of such meeting, provided such person is not absent or incapacitated.
15. **Location** The Board of Directors may hold its meetings as such place or places as it may, from time to time, determine, except as otherwise required by law.
16. **Quorum** A majority of Directors shall constitute a quorum of the Board of Directors for the transaction of business.
17. **Telephone participation and meetings by other electronic means:** If all of the directors consent: a director or all of the directors may participate in a meeting of the board or of a committee of the board by teleconference or other electronic medium allowing for simultaneous communication between directors; or where such manner of meeting has been approved by a resolution passed by 2/3rds of the

directors. Such manner of meeting must permit all persons participating in the meeting to hear each other and any director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office. A director who participates in a meeting by such means shall be deemed to give such consent.

### **Article 7 - Directors**

18. **Elections** Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting.
19. **Directors for Geographic Divisions** There shall be one Director for each Geographic Division.
20. The Director for each Geographic Division of the CCGA (NL) Inc. shall at the time of the election or appointment of such Director reside within such Geographic Division.
21. The term of office for a Director shall be for the period of time from the election or appointment of such Director until the next Annual General Meeting. Directors may be elected for successive terms.
22. **Past President:** The immediate Past President shall be an ex officio member of the Board of Directors for a period not to exceed three years from the date the immediate Past President became the immediate Past President. The Past President shall **(not)** have a vote.
23. **Minors** A person under the age of 19 years shall not be eligible for election as a Director.
24. **Executive-director / employees** A person who is an executive-director or other employee of the CCGA (NL) Inc. shall not be eligible for election or appointment as a Director while such person is an executive-director or employee or thereafter until the second Annual General Meeting after such person's position as executive-director or employee has concluded.
25. **Vacancies** Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remains in office be filled by the Directors from among the qualified members of CCGA (NL) Inc. if they shall see fit to do so. Otherwise

such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above.

26. **Termination:** The office of director shall be automatically vacated:

- a. if a director shall resign his office by delivering a written resignation to the Secretary of the CCGA (NL) Inc.;
- b. if a director is found to be a lunatic or becomes of unsound mind;
- c. if a director becomes bankrupt or suspends payment or compounds with his creditors;
- d. if in the case of a Director representing a Geographic Division, two-thirds of the members residing in the Geographic Division represented by the Director vote that he be removed from office. Such balloting will be by mailed ballot, which must be forwarded to the head office of the CCGA (NL) Inc. Upon receiving a petition signed by at least two-thirds of such members of the CCGA (NL) Inc. the Secretary (or the President, if the Secretary is the subject of the vote) shall within two weeks initiate balloting on such resolution. The ballot shall read "Do you vote that [name of Director] be removed as a Director of the CCGA (NL) Inc.?" and spaces will be provided for "yes" and "no" answers. Ballots must be postmarked no more than 30 days from when the ballots were issued;
- d. if, in the case of a Director not representing a Geographic Division, two-thirds of the members vote that he be removed from office. Balloting will be by mailed ballot, which must be forwarded to the head office of the CCGA (NL) Inc. Upon receiving a petition signed by at least two-thirds of the members of the CCGA (NL) Inc. the Secretary (or the President, if the Secretary is the subject of the vote) shall within two weeks initiate balloting on such resolution. The ballot shall read "Do you vote that [name of Director] be removed as a Director of the CCGA (NL) Inc.?" and spaces will be provided for "yes" and "no" answers. Ballots must be postmarked no more than 30 days from when the ballots were issued;
- e. on death;

- f. if the director's membership in the CCGA (NL) Inc. should lapse or be terminated.

### **Article 8 – Power of Board of Directors**

27. The Board of Directors shall have the full power to manage the affairs of the CCGA (NL) Inc. The administrative and operating procedures of the CCGA (NL) Inc. shall be commensurate with the undertaking and purposes of the CCGA (NL) Inc. as set forth above and in particular with applicable Regional Regulations.

### **Article 9 - Indemnity to Board of Directors**

28. Subject to the provisions of the Act, each Director and other Officers, his heirs, executors and administrators and estate and effects shall be indemnified by CCGA (NL) Inc. against all loss, costs, charges, damages and expenses which he may hereafter sustain or incur in connection with any suits-at-law or in equity, in connection with or in relation to his position as a Director or Officer of CCGA (NL) Inc., or in relation to the execution of the duties of his office unless he shall be finally determined to be liable therefor by reason of his own willful neglect or default.

### **Article 10 - Remuneration of Directors**

29. Directors, as such, shall not receive any remuneration for their services, but by resolution of the Board of Directors, reasonable expenses for attendance at each regular or special meeting of the Board of Directors may be paid by the CCGA (NL) Inc.

### **Article 11 - Officers**

30. CCGA (NL) Inc. will be responsible for the administrative supervision of all members and their activities, including the tasking for all non-emergency situations at the request of the Canadian Coast Guard and for augmenting both training and examination of CCGA facilities. As a minimum, the Executive of the CCGA (NL) Inc. will consist of the following:



- a) President
  - b) 1<sup>st</sup> Vice President
  - c) 2<sup>nd</sup> Vice President
  - d) Immediate Past President
  - e) Secretary
  - f) Treasurer
31. The Board may determine by By-law to create one or more other positions of officer.
32. One person may hold more than one office except the offices of President and Vice-Presidents.
33. The President, Vice-Presidents Secretary and Treasurer shall be elected by the Board, from amongst their number at the first meeting of the Board after the annual election at the general meeting of members. With the exception of the past President, Officers must be members of the Board.
34. In the absence of written agreement to the contrary, the employment of all Officers shall be settled from time to time by the Board of Directors.
35. The officers of the CCGA (NL) Inc. shall hold office from the date of appointment or election until their successors are elected or appointed in their stead or the position of the officer is vacated. The position of an officer shall be automatically vacated:
- a. if the officer shall resign his office by delivering a written resignation to the Secretary of the CCGA (NL) Inc.;
  - b. if the officer is found to be a lunatic or becomes of unsound mind;
  - c. if the officer becomes bankrupt or suspends payment or compounds with his creditors;
  - d. if, at a director's meeting a resolution is passed by a 2/3 majority vote of the directors present at the meeting that he be removed from office;
  - g. on death;
  - h. except in the case of the Past President, if the position of the officer as a Director otherwise lapse or be terminated.

36. An officer of the CCGA (NL) Inc. shall receive no personal remuneration for his services as an officer but by resolution of the Board of Directors, reasonable expenses for attendance at each regular or special meeting of the Board of Directors may be paid by the CCGA (NL) Inc.

### *Article 12 - Duties of Officers*

37. **President** The President shall, when present, preside at all meetings of the members of CCGA (NL) Inc. and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of CCGA (NL) Inc. and will work closely with an official or officials designated by the Canadian Coast Guard. The President shall ensure that all orders and resolutions of the Board of Directors are carried into effect. The President with the Secretary or other officer appointed by the Board of Directors for the purpose shall sign the By-laws and membership certificates.
38. The President shall be responsible for communicating with the Assistant Commissioner, Canadian Coast Guard Atlantic Region and work closely with any official designated by the Assistant Commissioner, Canadian Coast Guard Atlantic Region.
39. The President shall represent the CCGA (NL) Inc. at all approved national meetings including meetings of the Canadian Coast Guard Auxiliary (National) Inc.
40. **Vice-Presidents** During the absence or incapacity of the President, his duties and powers may be exercised by the 1<sup>st</sup> Vice-President and, in the absence or incapacity of the 1<sup>st</sup> Vice-President, by the 2<sup>nd</sup> Vice-President or such other Director as the Board of Directors may from time to time appoint for the purpose. To the extent such duties or powers of the President are exercised by either of the Vice-Presidents or other Director, the absence or incapacity of the President, 1<sup>st</sup> Vice-President or 2<sup>nd</sup> Vice-President, as the case may be, shall be presumed with reference thereto.
41. The 1<sup>st</sup> Vice-President and 2<sup>nd</sup> Vice-President shall perform such duties as shall be assigned to them by the Board of Directors.
42. **Secretary** The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to Directors. Subject

- to the ultimate control and direction of the Board of Directors, he shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to CCGA (NL) Inc., which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such officer or officers as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors. The Secretary shall be responsible for the safe custody of the seal of the CCGA (NL) Inc. and shall follow any resolutions or orders of the Board of Directors as to the custody and keeping of the seal.
43. **Treasurer** The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the CCGA (NL) Inc. in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the CCGA (NL) Inc. in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the CCGA (NL) Inc. under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the CCGA (NL) Inc. He shall also perform such other duties as may from time to time be determined by the Board of Directors and will maintain detailed accounts and records.
44. **Other positions** Should the Board determine by By-law to create one or more other positions of officer, such officers shall perform such duties as may be determined by the Board.

### *Article 13 - Books and Records*

45. The Directors shall see that all necessary books and records of the CCGA (NL) Inc. required by the By-laws or by any applicable statute, contract or regulations are regularly and properly kept in accordance with the requirements of the Act.

### *Article 14 - Membership*

#### *Membership*

46. Regular members shall consist of those members of the CCGA (NL) Inc. in good standing at the present time and subsequently those applicants for membership approved by the Board of Directors subject to such membership being renewed from time to time as specified by the Board.

47. Applicants for membership or renewal of membership shall complete such membership forms and waiver of salvage rights as may be specified by the Board from time to time and undergo any pre-acceptance or other interviews which may be conducted on behalf of the Canadian Coast Guard and/or the CCGA (NL) Inc.
48. Membership and renewal of membership shall be subject to the absolute discretion of the Board of Directors. The Board of Directors shall not be required to give reasons for not accepting an application or not renewing a membership. Any such decision by the Board shall not be subject to judicial review or actionable.
49. Applicants for membership and members are expected: to be the owner, master, person in control or a crew member of a suitable vessel and to have the knowledge, skills, ability and be willing to voluntarily operate such vessels to provide local Search and Rescue services; or to possess knowledge, skills or abilities to further the purposes of the CCGA (NL) Inc. which benefit Search and Rescue operations or other purposes of the CCGA (NL) Inc. and to be willing to provide assistance and services to the CCGA (NL) Inc. A member must possess the necessary qualifications, training, certificates or licenses for the performance of duties expected of the member. Members must be willing to contribute actively to the purposes of the CCGA (NL) Inc.
50. Members who are owners, masters or persons in control of vessels shall present their vessels for inspection and provide an inventory of equipment if and when requested by the Canadian Coast Guard and / or the CCGA (NL) Inc.
51. Members shall agree to the terms and conditions of the Contribution Agreement outlining the obligations and responsibilities of members. At the time of application members must be of the age of majority and have permanent residence in the boundaries of Newfoundland and Labrador.
52. Members may resign by submitting their resignation in writing, which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the corporation prior to acceptance of his resignation.
53. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations,

partnerships or other legal entities must vote through a duly authorized proxy and are entitled to one vote only per entity.

54. Each member shall promptly be informed by the Secretary of his admission as a member.
55. Only persons who are enrolled and continue to be enrolled in accordance with the aforesaid Contribution Agreement or any subsequent or similar agreement are eligible to become and remain members of the CCGA (NL) Inc.
56. Upon resignation, disenrollment, non-renewal, death or other lapse or termination of membership or upon a member becoming a Life Member or an Associate Member the member or his estate shall return any equipment or material that is the property of the Auxiliary or the Government of Canada.

***Life membership, honorary membership and associate membership***

57. The provisions for life membership, honorary membership and associate membership do not constitute or create members or classes of membership in the Association and are solely for the purposes described below. Such memberships do not constitute legal membership in the Corporation and do not constitute legal membership under the *Act*, the *Articles*, this or any other by-law. Persons holding a life membership, honorary membership or associate membership shall not have the right to notice, attendance, voting at any meeting or holding any office of the CCGA (NL) Inc. and have none of the rights or privileges of members under the *Act*. The Articles of the Corporation do not create any such classes of membership. No one by reason of being admitted as a life member, honorary member or associate member shall be a member of the Corporation for any purpose in law.
58. **Life Membership** may be conferred at the discretion of the Board on members who have had a history of meritorious service with the Auxiliary but can no longer actively participate in the Auxiliary by reason of retirement, age or illness.
59. Life Members shall receive such benefits of regular membership and other privileges as the Board may decide from time to time. In particular, a Life Member shall not be eligible to vote at meetings of members, be a member of the Board or hold an office of the Auxiliary.
60. **Associate Membership** Associate membership may be conferred at the discretion of the Director for the applicable Geographic Division or the President of the

- Auxiliary upon a members in good standing who are unable or unwilling to continue to serve as members. A member in good standing may upon request of the member and approval of the President transfer to Associate Member status. Such transfer shall operate as and have the effect of resignation from regular membership.
61. Associate Members shall receive privileges as the Board may decide from time to time. Associate Members shall not be subject to the obligations of members or eligible for other rights and privileges of regular members. In particular, an Associate Members shall not be eligible to vote at meetings of members, be a member of the board of directors or hold an office of the Auxiliary.
  62. Associate Members who meet the applicable criteria for membership may apply for regular membership status. The decision to confer regular membership status shall be subject to the absolute discretion of the Board.
  63. **Honorary Membership** Honorary Membership shall be conferred at the discretion of a majority vote of the Board of Directors on persons who have had a meritorious working relationship with CCGA (NL) Inc.
  64. Honorary Members shall receive privileges as the Board may decide from time to time. Honorary Members shall not be subject to the obligations of members or eligible for other rights and privileges of regular members. In particular, an Honorary Member shall not be eligible to vote at meetings of members, be a member of the board of directors or hold an office of the Auxiliary.

### **Article 15 - Disenrollment of a member**

65. The membership or designation of life membership or associate membership of a person in the CCGA (NL) Inc. shall be terminated by the death of that person or upon his resignation and such resignation being accepted by the Board of Directors of that person or by a majority vote of the Board of Directors at the absolute discretion of the Board of Directors. Without limiting the foregoing, membership or such designation may be terminated for:
  - a. present or previous activity, whether as a member or otherwise, considered by the Board of Directors to be injurious or inconsistent with the purposes of the CCGA (NL) Inc.;

- b. present or previous activity or activities that are considered by the Board of Directors to be a discredit to the Canadian Coast Guard and/or the Auxiliary;
- c. infringement of any law of Canada or the Province of Newfoundland and Labrador relevant to the purposes of the CCGA (NL) Inc. or infringement of any rule, regulation, resolution or policy of the CCGA (NL) Inc.;
- d. in the case of a regular member: inactivity when exhibited by lack of interest or no apparent desire to continue membership; failing without reasonable cause to perform the role expected of a member of the CCGA (NL); absence from the Province of Newfoundland and Labrador for a consecutive period of 90 days; or non-payment of dues

Any decision of the Board of Directors to dis-enroll a member shall not be subject to judicial review and shall not be actionable.

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change, or delete this section of the by-laws.

#### *Article 16 - Dues*

66. Members shall pay any dues which may be determined from time to time by the Board as a condition of remaining members of the CCGA (NL) Inc.

#### *Article 17 - Administration*

67. Administrative and operating procedures shall be established by the CCGA (NL) Inc. commensurate with the undertaking of the CCGA (NL) Inc. as established by the Regional Regulations.

#### *Article 18 - Amendments to By-laws of CCGA (NL) Inc.*

68. The By-laws of the CCGA (NL) Inc. may be amended at an Annual General Meeting or at a Special General Meeting called for that purpose by the President or at least two executive officers, provided:
- a. that the amendment is proposed by a member in good standing and given in writing to the Secretary;

- b. that notice of an amendment to the constitution to be considered at an Annual Meeting and the proposed amendment or a summary thereof has been given to members at least thirty days before the meeting;
- c. that the notice of the calling of any Special General Meeting to amend the Constitution and the proposed amendment or a summary thereof has been given to members at least thirty days before the meeting; and
- d. that such amendment is passed by at least 2/3<sup>rd</sup> majority vote of members present.

### *Article 19 - Non-profit*

69. The CCGA (NL) Inc. shall be carried without profit or gain to any of the members. The CCGA (NL) Inc. shall not make any loans to directors or members of the CCGA (NL) Inc., even in the ordinary course of the business of the CCGA (NL) Inc.
70. This Article shall not restrict the CCGA (NL) Inc. from providing or lending to members or directors of the CCGA (NL) Inc. with clothing, equipment, other materials, training, insurance, or reimbursement of expenses for the purposes of the CCGA (NL) Inc. and, in particular for the purposes of the aforesaid Contribution Agreement.
71. At dissolution or other termination, any assets of the CCGA (NL) Inc. not required to pay creditors thereof, shall be donated to one or more organizations in Canada carrying on similar purposes to those of the CCGA (NL) Inc.

### *Article 20 - Annual and Special Meetings of Members*

72. **Attendance** The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.
73. **Annual General Meeting** There shall be an annual general meeting of the members at least once in every calendar year and not more than fifteen months after the holding of the last preceding annual meeting.



74. **Location** The annual or any other general meeting of the members shall be held at the Head Office of the CCGA (NL) Inc. or such place or places within the Province as the Board of Directors may determine and on such day as the said Directors shall appoint.
75. Notwithstanding the foregoing any meetings of members may be held at any time and place without such notice if all the members of the CCGA (NL) Inc. are present thereat or represented by proxy duly appointed and at such meeting any business may be transacted which the CCGA (NL) Inc. at annual or general meetings may transact.
76. **Business** At every annual meeting, in addition to any other business that may be transacted, the report of the President, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The Board of Directors or the President or Vice-Presidents shall have power to call, at any time, a special meeting of the members or the CCGA (NL) Inc.
77. **Notice** Notice of the time and place of every annual general meeting or special meeting of members shall be given to each member at least fourteen days before the time fixed for the holding of such meeting. Notice may be affected by personal delivery, mail, courier, fax or e-mail. For purpose of sending notice to any member, director, or officer for any meeting or otherwise, the physical or mail address, fax number or email address of the member, director, or officer shall be the last such address or number recorded on the books of the CCGA (NL) Inc. For the purpose of this clause address includes physical address, mail address, fax number and e-mail address. Where special business is to be conducted, the notice of the meeting shall give sufficient information to form a reasoned judgment.
78. **Proxy** A proxy form or a reminder of the right to use a proxy shall be attached to the notice of the meeting. Proxies must be in writing. A proxy holder shall be a member of the Auxiliary and may be a director.
79. **Fundamental Change** Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

### *Article 21 - Errors or Omissions in Notice*

80. The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
81. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

### *Article 22 - Adjournments*

82. Any meetings of the CCGA (NL) Inc. or of the Directors may be adjourned at any time, and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### *Article 23 - Quorum of Members*

83. A quorum for the transaction of business at any meeting of members shall consist of not less than 7 members represented in person or by proxy, provided that in no case can any meeting be held unless there are ten members present in person.

### *Article 24 - Voting of Members*

84. Subject to the following paragraph each member of the CCGA (NL) Inc. shall at annual general or special general meetings of members be entitled to one vote and he may vote by proxy. Such proxy holder must himself be a member and before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No members shall be entitled either in person or by proxy to vote at meetings of the CCGA (NL) Inc. unless he has paid all dues or fees, if any, then payable by him.
85. **Election of Directors** Each member of the CCGA (NL) Inc. may nominate himself as a candidate for election to the position of Director for the Geographic Division of the CCGA (NL) Inc. in which the member resides. The Board of

- Directors shall determine the procedure and deadline for the submission of such nominations. Candidates must be members in good standing both at the time of nomination and at the time of the election.
86. Each member of the CCGA (NL) Inc. shall be entitled to vote for one candidate for the position of Director for the Geographic Division of the CCGA (NL) Inc. within which the member resides. Such votes may be cast in person, by proxy or by mail-in-ballot on a form prescribed by the Board of Directors provided such mail-in-ballot is received at the head office of the CCGA (NL) Inc. not later than seven days preceding the Annual General Meeting. The form prescribed by the Board of Directors for the mail-in-ballots shall include at a minimum: the names of the candidates for the position of Director in the Geographic Division; an instruction on how to mark the choice of candidates; the deadline for submitting such mail-in-ballots; an instruction to mail or otherwise deliver such ballot to the head office of the CCGA (NL) Inc.; and, at the discretion of and to the extent determined by the Board of Directors, biographical and other information submitted by the candidates provided each candidate is treated equally.
87. The Corporation shall maintain a system that:
- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
  - b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
- (NOTE: Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.)
88. Subject to the preceding paragraph, at all General Meetings of Members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the By-laws of the CCGA (NL) Inc., or by law. Every question shall be decided in the first instance by a show of hands, unless a poll be demanded and a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the CCGA (NL) Inc. shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution.

89. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy and, such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the CCGA (NL) Inc. in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

#### **Article 25 – Fiscal Year**

90. The fiscal year of the CCGA (NL) Inc. shall terminate on the thirty-first day of March in each year.

#### **Article 26 - Audit**

91. An auditor or auditors shall be appointed annually by the members at each annual general meeting to audit the financial transactions of the CCGA (NL) Inc. The remuneration of the auditor or auditors shall be fixed by the CCGA (NL) Inc. in Agreement with the Canadian Coast Guard. The auditor shall not be a director, officer or employee of the Auxiliary or of an affiliated corporation or associated with that director, officer or employee, unless 100 percent of the members have consented. The auditor shall audit the accounts of the Auxiliary for report to the members at the next annual general meeting.

**Article 27 - Repeal**

92. The previous organizational by-law of the CCGA (NL) Inc. is repealed.

93. This by-law shall come into force without further formality upon its enactment. The provisions of this by-law and the wording of each such provision are severable and to the extent that any provision or part thereof is invalid, the remainder shall stand as enacted.

Adopted by unanimous resolution of the Board of Directors at a meeting duly called and regularly held and at which a quorum was present on \_\_\_\_\_, 2014.

Adopted by resolution of a majority of two-thirds of members of the Corporation present at a special general meeting of the members duly called and regularly held at which a quorum was present on \_\_\_\_\_, 2014.

Certified a true copy of By-Law No. 2014-03 of the Canadian Coast Guard Auxiliary (Newfoundland and Labrador) Inc. enacted by the directors the \_\_\_ day of \_\_\_\_\_, 2014 and sanctioned by a vote of the not less than 2/3 of the members present at a special general meeting of the corporation held \_\_\_\_\_, \_\_\_\_\_, 2014.

Dated At \_\_\_\_\_ on \_\_\_\_\_, 2014

(Corporate Seal)

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary