

SCHEDULE "B"

**BE IT ENACTED** as the By-Laws of the Canadian Coast Guard Auxiliary (Maritimes) Inc., (herein the "Association") as follows:

1.

HEAD OFFICE

The HEAD OFFICE of the Corporation shall be in the Regional Municipality of Halifax, in the Province of Nova Scotia, and/or such other place within the Régional Boundaries of the CCGA(M) Inc. as the directors may from time to time determine.

2.

THE SEAL

The Seal, an impression whereof as stamped in the margin hereof, shall be the Seal of the Association. The Board of Directors shall provide for the safe custody of the Seal, which shall remain in the custody of the President. The Seal shall not be affixed to any instrument except in the presence of the following persons:

- a. the President and one (1) member of the Board of Directors, or,
- b. such person or persons as the Board of Directors may from time to time by resolution appoint, and;
- c. the said members of the Board of Directors, or person, or persons appointed by the Board of Directors and in whose presence the Seal is so affixed to any instrument shall sign such instruments.

For the purpose of "certifying under Seal" true copies of any document or resolution, the Seal may be affixed in the presence of any one of the foregoing persons.

3.

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors of not less than 16 nor more than 20 directors, each of whom at the time of his election, and throughout his term of office, shall be a member of the Association. Each Director so elected shall serve a term of two years, and shall be eligible for re-election.

The Provinces of Nova Scotia, New Brunswick, Prince Edward Island and Iles de la Madeleine, PQ shall be termed the Regional Boundaries of the CCGA(M) Inc.

The Directors will divide the Regional Boundaries of the CCGA(M) Inc. into Zones consisting of a geographical area within the Regional Boundaries.

Each Zone is to be represented by a Director, provided it has no less than six (6) voting members.

Each Director shall be elected at the annual meeting of his respective Zone, and shall be resident in that Zone. The election may be a show of hands unless a ballot be demanded by any member. The members of the Association or Zone may, by resolution passed by at least two thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person from the Zone in his stead, for the remainder of his term.

Each Zone shall be divided into Units each consisting of members within that Unit's geographical area for the purpose of training and member management.

4.

#### VACANCIES - BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Association or Zone, if they shall see fit to do so. Alternatively such vacancy shall be filled at the next Annual or Special meeting of the members of the Zone at which the Director for the ensuing term is elected.

If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill such vacancies, which may arise.

Each eligible Zone shall elect a Director, and a Training Officer, within the three (3) months preceding the Annual General Meeting.

5.

#### MEETINGS OF DIRECTORS

The Board of Directors may hold its meetings at such a place or places as it may, from time to time, determine, except as otherwise required by law, and a majority of the directors shall constitute a quorum of the Board of Directors for transaction of business. Only duly elected Directors shall have a voice or voting rights at a meeting of the the Board of Directors.

A meeting of the Directors shall be held immediately following each annual meeting of the Association, for the purpose of electing officers, appointing standing committees and for the transaction of such other business as may properly come before a meeting of the Directors. No notice as to the calling of such meeting of Directors need be given.

No formal notice of any meeting of the Board of Directors shall be necessary if all the Directors are present or if those absent have signified their consent to such meeting and their inability to attend.

Directors' meetings may be formally called at any time by the President or any two (2) Directors.

Upon the request of the President or any two (2) Directors, the Secretary shall summon a meeting of the Directors. Notices of such meetings shall be hand delivered, telegraphed, emailed or given orally, to each Director not less than seventy-two (72) hours before the meeting is to take place. Notice by mail shall be sent not less than 14 days prior to said meeting.

The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each member of the Board forthwith after being passed, but no other notice shall be required for any such regular meeting.

A Director may, and if all the Directors consent, participate in a meeting of Directors or of a committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at that meeting.

6.

#### INDEMNITY OF DIRECTORS

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

7.

#### REMUNERATION OF DIRECTORS

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for ~~reasonable expenses~~ incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

8.

OFFICERS OF THE ASSOCIATION

The officers of the Association shall consist of the following:

- a. President
- b. 1<sup>st</sup> Vice-president
- c. 2<sup>nd</sup> Vice-president
- d. Secretary
- e. Treasurer

and any such Officers as the Board of Directors may determine by By-law from time to time.

The Officers of the Association shall be responsible for the administrative supervision of all members and their activities, including the tasking for non-emergency situations at the request of the Canadian Coast Guard and for augmenting training and inspection of Auxiliary facilities.

One person may hold more than one office except the offices of President and Vice-President.

All Officers of the Association except that of the Treasurer and Secretary, shall be elected by the Board of Directors from amongst their number and the Officers of the Association, at the Annual Meeting of the Board. In default of such election, the then incumbents, being members of the Board of Directors, shall hold office until their successors are elected.

The Treasurer and Secretary shall be nominated from among all the members of the Association during the Annual General Meeting. The Treasurer and Secretary, shall be elected during the Annual Board of Directors Meeting.

The Officers of the Association shall hold office for 2 years from the date of election or until their successors are elected. Officers shall be subject to removal by resolution of the Board of Directors at any time.

In the absence of written agreement to the contrary, the terms of employment of all Officers shall be settled from time to time by the Board of Directors.

9.

DUTIES OF THE PRESIDENT

The President may, when present, preside at all meetings of the members of the Association and of the Board of Directors. The President while charged with the general management and supervision of the affairs and operations of the Association may delegate certain responsibilities

and duties as he sees fit and will work closely with an official designated by the Regional Director, Canadian Coast Guard. The President or the Secretary, or other officer appointed by the Board for the purpose, shall sign all by-laws and membership certificates.

10.

#### DUTIES OF THE VICE-PRESIDENTS

The 1<sup>st</sup> Vice-President shall assume the duties and powers of the President in his absence.

- i) shall serve as chairman of the membership committee, as directed by the standing rules and;
- ii) and all other duties as are assigned by the President.

The 2<sup>nd</sup> Vice-president shall assume the duties and the powers of the 1st Vice-President and the President in their absence, and

- i) shall serve as the chairman of the training committee and;
- ii) all other duties as are assigned by the President

11.

#### DUTIES OF THE SECRETARY

The Secretary shall be *ex officio* clerk of the Board of Directors. He 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. He shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Association which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons 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.

12.

#### DUTIES OF THE TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Association 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 Association 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 Association. 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.

13.

DUTIES OF THE PAST PRESIDENT

The immediate Past-President will hold a position of Honour. He may serve as Chairman of a nominating committee consisting of 3 members from the Board of Directors. He may also serve on Special Committees if so requested.

14.

BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Association required by the by-laws or by any applicable statute, contract or regulation, are regularly and properly kept.

15.

FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on the thirty-first day of March in each year.

16.

AUDITORS

One or more auditors shall be appointed by the Association at each Annual Meeting, to hold office until the next Annual Meeting. The remuneration of the auditor or auditors shall be fixed by the Association at the Annual Meeting or by the Board of Directors pursuant to authorization given at the Annual Meeting.

17.

MEMBERSHIP

**Regular Member:**

The regular membership shall consist of the applicants for the Incorporation of the Association and such other individuals as are admitted as regular members by the Board of Directors and who qualify in accordance with the specifications annexed to these by-laws.

To qualify for admission to the Auxillary as a regular member one shall:

- a. Own or be available to actively crew on an approved vessel.
- b. Be recommended by the Unit Leader and the Zone Director, and
- c. Be willing to satisfy other requirements which may be prescribed from time to time by the Board of Directors.
- d. Must otherwise qualify under the terms of the Contribution Agreement, then in force.

Each regular member shall promptly be informed by the 1<sup>st</sup> Vice-President of his admission as a regular member of the Association.

**Associate Member:**

Members of an organization who wish to be affiliated with the Canadian Coast Guard Auxiliary may be granted an associate member status if their respective organization (Associate Member's Organization) relates to search and rescue and the Associate Member's Organization meets the requirements of the Canadian Coast Guard Auxiliary.

An Associate Member's Organization, shall designate one associate member who is also a member of the Associate Member's Organization as the Associate Members Organization's Representative to manage the relationship with the Association.

**Voting:**

Each regular member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

Each Associate Members Organization's Representative, shall be entitled to one vote on each question arising at any Unit, Zone, special or general meeting in person or by duly authorized proxy.

**Resignation**

Members may resign by 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.

**Training**

Any training required for an Associate Member's Organization shall be its own responsibility.

The Association will provide training specific to search and rescue and for the safety of its regular members.

18.

HONOURARY MEMBERS

The Board of Directors may elect an individual or individuals to the position of Honourary Member. Such an election shall be held at any Annual or Semi-Annual meeting of the Directors, or any meeting of Directors called especially for the purpose of electing such a person. The election of an Honourary Member shall require a two-thirds majority vote of the Board of Directors.

19.

DISENROLLMENT AND APPEAL

The President shall approve disenrollment of a member, upon the recommendation by a 2/3rd majority of the Officers of the Association, for any activity contrary to the objects of the Association, including, but not limited to, inactivity when exhibited by a total lack of interest and no apparent desire to continue membership. The reasons for the recommendation and what action has been taken shall be recorded in the minutes of the meeting.

The 1<sup>st</sup> Vice-President shall promptly inform a member of his disenrollment, stating the reasons for actions taken by the Officers of the Association, and of his right to appeal.

A disenrolled member shall have the right to appeal in writing to the President, within fifteen (15) days of his notice. On receipt of an appeal, the President will then appoint an appeals committee, consisting of two (2) Zone Directors and two (2) members at large, all from neutral Zones, one of which shall serve as Chairman. The decision of this committee shall be made within ninety (90) days and be final and binding.

20.

DUES

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by a 2/3rd majority vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

21.

NON-PROFIT

The Association shall be carried on without profit or gain to any of the members. At dissolution or other termination any assets of the Association not required to pay creditors thereof, shall be donated to such charitable organization as may be determined by the Officers of the Association.



SCHEDULE "B"

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1.

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THE SEAL

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- a. the President and one (1) member of the Board of Directors, or,
- b. such person or persons as the Board of Directors may from time to time by resolution appoint, and;
- c. the said members of the Board of Directors, or person, or persons appointed by the Board of Directors and in whose presence the Seal is so affixed to any instrument shall sign such instruments.

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The Directors will divide the Regional Boundaries of the CCGA(M) Inc. into Zones consisting of a geographical area within the Regional Boundaries.

Each Zone is to be represented by a Director, provided it has no less than six (6) voting members.

Each Director shall be elected at the annual meeting of his respective Zone, and shall be resident in that Zone. The election may be a show of hands unless a ballot be demanded by any member. The members of the Association or Zone may, by resolution passed by at least two thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person from the Zone in his stead, for the remainder of his term.

Each Zone shall be divided into Units each consisting of members within that Unit's geographical area for the purpose of training and member management.

4.

#### VACANCIES - BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Association or Zone, if they shall see fit to do so. Alternatively such vacancy shall be filled at the next Annual or Special meeting of the members of the Zone at which the Director for the ensuing term is elected.

If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill such vacancies, which may arise.

Each eligible Zone shall elect a Director, and a Training Officer, within the three (3) months preceding the Annual General Meeting.

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#### REMUNERATION OF DIRECTORS

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for ~~reasonable expenses~~ incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

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#### OFFICERS OF THE ASSOCIATION

The officers of the Association shall consist of the following:

- a. President
- b. 1<sup>st</sup> Vice-president
- c. 2<sup>nd</sup> Vice-president
- d. Secretary
- e. Treasurer

and any such Officers as the Board of Directors may determine by By-law from time to time.

The Officers of the Association shall be responsible for the administrative supervision of all members and their activities, including the tasking for non-emergency situations at the request of the Canadian Coast Guard and for augmenting training and inspection of Auxiliary facilities.

One person may hold more than one office except the offices of President and Vice-President.

All Officers of the Association except that of the Treasurer and Secretary, shall be elected by the Board of Directors from amongst their number and the Officers of the Association; at the Annual Meeting of the Board. In default of such election, the then incumbents, being members of the Board of Directors, shall hold office until their successors are elected.

The Treasurer and Secretary shall be nominated from among all the members of the Association during the Annual General Meeting. The Treasurer and Secretary, shall be elected during the Annual Board of Directors Meeting.

The Officers of the Association shall hold office for 2 years from the date of election or until their successors are elected. Officers shall be subject to removal by resolution of the Board of Directors at any time.

In the absence of written agreement to the contrary, the terms of employment of all Officers shall be settled from time to time by the Board of Directors.

9.

#### DUTIES OF THE PRESIDENT

The President may, when present, preside at all meetings of the members of the Association and of the Board of Directors. The President while charged with the general management and supervision of the affairs and operations of the Association may delegate certain responsibilities

and duties as he sees fit and will work closely with an official designated by the Regional Director, Canadian Coast Guard. The President or the Secretary, or other officer appointed by the Board for the purpose, shall sign all by-laws and membership certificates.

10.

#### DUTIES OF THE VICE-PRESIDENTS

The 1<sup>st</sup> Vice-President shall assume the duties and powers of the President in his absence.

- i) shall serve as chairman of the membership committee, as directed by the standing rules and;
- ii) and all other duties as are assigned by the President.

The 2<sup>nd</sup> Vice-president shall assume the duties and the powers of the 1st Vice-President and the President in their absence, and

- i) shall serve as the chairman of the training committee and;
- ii) all other duties as are assigned by the President

11.

#### DUTIES OF THE SECRETARY

The Secretary shall be *ex officio* clerk of the Board of Directors. He 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. He shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Association which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons 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.

12.

#### DUTIES OF THE TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Association 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 Association 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 Association. 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.

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DUTIES OF THE PAST PRESIDENT

The immediate Past-President will hold a position of Honour. He may serve as Chairman of a nominating committee consisting of 3 members from the Board of Directors. He may also serve on Special Committees if so requested.

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BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Association required by the by-laws or by any applicable statute, contract or regulation, are regularly and properly kept.

15.

FINANCIAL YEAR

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16.

AUDITORS

One or more auditors shall be appointed by the Association at each Annual Meeting, to hold office until the next Annual Meeting. The remuneration of the auditor or auditors shall be fixed by the Association at the Annual Meeting or by the Board of Directors pursuant to authorization given at the Annual Meeting.

17.

MEMBERSHIP

**Regular Member:**

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To qualify for admission to the Auxillary as a regular member one shall:

- a. Own or be available to actively crew on an approved vessel.
- b. Be recommended by the Unit Leader and the Zone Director, and
- c. Be willing to satisfy other requirements which may be prescribed from time to time by the Board of Directors.
- d. Must otherwise qualify under the terms of the Contribution Agreement, then in force.

Each regular member shall promptly be informed by the 1<sup>st</sup> Vice-President of his admission as a regular member of the Association.

#### **Associate Member:**

Members of an organization who wish to be affiliated with the Canadian Coast Guard Auxiliary may be granted an associate member status if their respective organization (Associate Member's Organization) relates to search and rescue and the Associate Member's Organization meets the requirements of the Canadian Coast Guard Auxiliary.

An Associate Member's Organization, shall designate one associate member who is also a member of the Associate Member's Organization as the Associate Members Organization's Representative to manage the relationship with the Association.

#### **Voting:**

Each regular member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

Each Associate Members Organization's Representative, shall be entitled to one vote on each question arising at any Unit, Zone, special or general meeting in person or by duly authorized proxy.

#### **Resignation**

Members may resign by 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.

#### **Training**

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The Association will provide training specific to search and rescue and for the safety of its regular members.

18.

HONOURARY MEMBERS

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19.

DISENROLLMENT AND APPEAL

The President shall approve disenrollment of a member, upon the recommendation by a 2/3rd majority of the Officers of the Association, for any activity contrary to the objects of the Association, including, but not limited to, inactivity when exhibited by a total lack of interest and no apparent desire to continue membership. The reasons for the recommendation and what action has been taken shall be recorded in the minutes of the meeting.

The 1<sup>st</sup> Vice-President shall promptly inform a member of his disenrollment, stating the reasons for actions taken by the Officers of the Association, and of his right to appeal.

A disenrolled member shall have the right to appeal in writing to the President, within fifteen (15) days of his notice. On receipt of an appeal, the President will then appoint an appeals committee, consisting of two (2) Zone Directors and two (2) members at large, all from neutral Zones, one of which shall serve as Chairman. The decision of this committee shall be made within ninety (90) days and be final and binding.

20.

DUES

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by a 2/3rd majority vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

21.

NON-PROFIT

The Association shall be carried on without profit or gain to any of the members. At dissolution or other termination any assets of the Association not required to pay creditors thereof, shall be donated to such charitable organization as may be determined by the Officers of the Association.



22.

ADMINISTRATION

Administrative and operational procedures shall be established by the Association commensurate with the undertakings of the Association.

23.

AMENDMENTS TO THE BY-LAWS

The By-Laws may be amended at an Annual or Semi-Annual Meeting or at a Special General Meeting called for that purpose by the President or at least two Officers of the Association, provided:

- a. that the amendment is proposed by a member in good standing and given in writing to the Secretary;
- b. that the notice of the calling of any Special Meeting to amend the By-Laws and the proposed amendment have been reasonably publicized in the region at least thirty days before the Meeting;
- c. that the Special General Meeting is requested in writing to the President by ten members in good standing; and
- d. that such amendment is passed by at least 2/3rd's majority vote of voting members present; and
- e. that the new By-Laws have been filed with Corporations Canada within 12 months of their approval at an Annual or Special Meeting of the membership.

24.

QUORUMS

A quorum for the transaction of business shall be:

- a. Unit meetings: Not less than 25% (twenty five percent) of the voting members of that Unit;
- b. Zone meetings: Not less than 25% (twenty-five percent) of the voting members of that Zone;
- c. Members meeting: Not less than 25% (twenty-five percent) of the voting members;
- d. Directors meetings: not less than 50% (fifty percent) of the elected Directors, excluding the Officers of the Association, and;

- e. Officers of the Association meetings: not less than 3 (three) including the Chairperson

25.

ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the members shall be held at the head office of the Association or such place or places within Canada as the Board of Directors may determine, and on such day as the said Directors shall appoint. At every annual meeting, in addition to any other business that may be transacted, the reports of the Directors, the financial statement and the report of the auditors, if any, shall be presented and a Board of Directors elected and auditors, if any, appointed for the ensuing year, and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call at any time a General Meeting of the members of the Association. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph, fourteen days before the time fixed for the holding of such meetings; provided that any meetings of members may be held at any time and place without such notice if all the members of the Association are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Association at annual or general meetings may transact.

The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 10% of the voting rights.

Where special business is to be conducted, the Notice of meeting shall contain sufficient information to form reasoned judgment.

26.

ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and 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. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Association.

27.

#### ADJOURNMENTS

Any meetings of the Association or of the Directors may be adjourned to 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 adjournment. An adjournment may be made notwithstanding that no quorum is present.

28.

#### VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Association, each voting member of the Association shall at all meetings be entitled to one vote and he may vote by proxy. The person carrying such a proxy must himself be a member, but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Association unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the voting members present in person or represented by proxy unless otherwise required by the By-Laws of the Association or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded. 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 Association shall be admissible in evidence as *prima facie* proof of the number or proportion of the votes accorded in favour of or against such resolution. 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 Association in general meeting upon the matter in question.

In case of an equality of votes at any meeting, whether upon a show of hands or at a poll' the Chairman shall be entitled to a deciding vote only.

Proxy Votes must be in writing and recorded by the Secretary prior to the commencement of the meeting.

Voting Members must be advised of their right to vote by proxy and such notice shall be provided with the Notice of Meeting.

29.

#### INTERPRETATION

In these By-Laws and in all other By-Laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include

the plural number or the feminine gender, as the case may be, and *vice-versa*, and references to persons shall include firms and corporations unless the context dictates otherwise.

30.

#### STANDING ORDERS

Standing Orders may be revised by a majority vote at any duly authorized General Meeting.

In any case of conflict between Standing Orders and the By-Laws, the approved By-Laws shall prevail.

Items to be considered under Standing Orders shall include:

- a. Membership;
- b. Training;
- c. Prevention;
- d. rules for officers;
- e. budget & expenditures;
- f. signing for equipment;
- g. election of Zone Directors and Unit leaders;
- h. meeting dates;
- i. honour roll, and;
- j. such other subject the Association may deem appropriate for Standing Orders.