

**PROPOSED BYLAW AMENDMENT #7**  
**ANNUAL GENERAL MEETING**  
**NOVEMBER 27, 2021**

Administrative Amendments

**Moved by: Brian McShane**  
**Seconded by: Phil Carlson**

**Rationale:**

To be compliant with the NFP Act, correct errors and numbering and to match SOPP.

The attached document shows all proposed administrative changes to the current Bylaws.

Various sections that pertain directly to Proposed Bylaw amendments 1 – 6 are included but should be ignored for this proposal.

For this proposal the following sections should be ignored;

1. Article 2, section 2.01, 1) Unit Leader Members
2. Article 2, section 2.01, 2) General Members
3. Article 3, section 3.08, Absentee Voting
4. Article 2, section 2.04, Termination of Members
5. Article 12, Discipline
6. Article 4, Board of Directors

The Board of Directors unanimously recommended this amendment.

- ***Only Unit Leader Members vote on this amendment.***

**BY-LAW NO. 1-~~2019~~2021**  
**Canadian Coast Guard Auxiliary**  
**(Central & Arctic) Inc.**

*"Aqua Numquam Illos Mergent*

-

*The water shall not have them"*

ADOPTED ~~September 28, 2019~~ TENTATIVELY  
November 27, 2021

IN FORCE ~~September 28, 2019~~ December 1,  
2021

# BY-LAW NO. 1-~~2019~~2021

A By-law relating generally to the conduct of the affairs of

## CANADIAN COAST GUARD AUXILIARY (CENTRAL & ARCTIC) INC. (the “Auxiliary”)

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**BE IT ENACTED as a by-law of the Auxiliary as follows:**

**PREAMBLE**

The Canadian Coast Guard Auxiliary (Central & Arctic) Inc. was incorporated under the name Canadian Marine Rescue Auxiliary (Central) Inc. by Letters Patent dated the 29<sup>th</sup> day of September, 1978.

The name of the Auxiliary was changed to Canadian Coast Guard Auxiliary (Central & Arctic) Inc. by Supplementary Letters Patent dated the 8<sup>th</sup> day of August, 1997.

The Auxiliary was continued under the Canada Not-for-profit Corporations Act by Certificate of Continuance dated the 27<sup>th</sup> day of December, 2012.

The mission of the Auxiliary is to provide a regional maritime rescue service dedicated to saving lives and promoting safety afloat. Specifically, the Articles of Continuance provide that:

The purpose of the Corporation is to promote the safety of life upon the territorial sea of Canada and all internal waters of Canada by:

(a) Supplementing local, community, provincial and national efforts directed to the preservation of life and property and, in particular, providing voluntary search and rescue services and,

(b) Assisting with the promotion of safe boating practices through accident prevention and safety education programs.

The objectives of the Auxiliary, in furtherance of its mission and purpose, are to promote safety and the preservation of life and property upon the territorial sea and inland waters of Canada by:

1. Saving 100% of lives at risk;
2. Reducing the number and severity of SAR incidents;
3. Supporting the Canadian Coast Guard;
4. Providing humanitarian service;
5. Maintaining the highest professional standards; and,
6. Promoting dedication and pride in membership.

**ARTICLE 1 GENERAL**

**1.01 DEFINITIONS**

In this by-law and all other by-laws of the Auxiliary, 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;

"Arctic" means Alberta, Nunavut and the Northwest Territories and any remote community that operates a SAR Unit in Arctic water;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Auxiliary;

"Auxiliary" means the Canadian Coast Guard Auxiliary (Central & Arctic) Inc. and may also be referred to as the "Corporation";

"Board" means the Board of Directors of the Auxiliary and "Director" means a member of the Board and may also be referred to as a "District Director";

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

"Complainant" means the Member an individual who initiates a complaint using the Complaint Submission Form to commence the discipline process;

"Complaint Submission Form" means a form prescribed by the Board to be used by a Complainant for the purposes of initiating a complaint;

"CCG" means Canadian Coast Guard;

"District" means the CCG search and rescue areas that the Region is divided into based on geography, operational and communications issues. A District will have one or more units-Units operating within it. See also the "CCGA Regional Standing Orders";

"District Director" means a district representative who is elected by the voting Members of a District and may also be referred to as a "Director";

"Member" means a person accepted into membership by the Board after submitting an application and meeting the conditions for membership as established by the Auxiliary and may also be referred to as an "Auxiliarist" ~~means a person accepted by the Auxiliary after meeting the criteria and satisfying the standards as established by the Auxiliary;~~

"meeting of Members" includes an annual meeting of members or a special meeting of members;

"Officers" are elected by the Board to carry out certain specified functions and may also be referred to as "Executive Officers";

"Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Probationary Period for New Members" means the six (6) month period commencing on the day an applicant is approved by the Board as a Member, during which the Auxiliary shall assess and evaluate new Members to determine if they are suitable for ongoing membership with the Auxiliary in accordance with the SOPP;

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

"Region" means the provinces and territories of Ontario, Saskatchewan, Manitoba, Alberta, Nunavut and Northwest Territories;

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

"Respondent" means the Member against whom a complaint is filed by a Complainant using the Complaint Submission Form to commence the discipline procedure;

"Revocation" or "Revoke" means a CCGA membership status was revoked through the discipline process;

"SAR" means search and rescue;

"SOPP" means Standard Operating Policies and Procedures;

"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 two-thirds (2/3) of the votes cast on that resolution;

"Unit" means a group of Members accepted by the Board for the operation of a Vessel or Vessels that may perform search and rescue operations on behalf of the Auxiliary. There are three types of Units: (1) Private Units; (2) Community-based Units; and (3) any other specialized groups created by the Board to meet the objectives, mission and goals of the Auxiliary; means a privately-owned unit or a community-based vessel that performs search and rescue operations on behalf of the Auxiliary or any other specialized unit created by the Board to meet the objectives, mission and goals of the Auxiliary; and

"Unit Leader" is a CCGA member who is either the principal owner of the Vessel operated by a private Unit or elected representative for a community-based or specialized Unit means the leader of a Unit; and,

"Vessel" means a boat, ship or craft designed, used or capable of being used solely for navigation in, on, or through water used by a Unit during SAR operations and which must be approved by the Auxiliary for authorized activities in accordance with the applicable policies and is under the command of an Auxiliarist.

## 1.02 INTERPRETATION

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in this By-law.

Where permitted by the Act and where this By-law differs from the Act, this By-law prevails. Where this By-law is silent, the Act applies.

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or unenforceability of the remaining provisions of this By-law.

### 1.03 HEAD OFFICE

The head office of the Auxiliary shall be in City of Toronto in the Province of Ontario.

### 1.04 CORPORATE SEAL

The Seal, an impression stamped in the margin hereof, shall be the Seal of the Auxiliary. The Secretary shall provide for the safe custody of the Seal, which shall not be affixed to any instrument except in the presence of the following persons:

- 1) any two (2) Directors or Executive Officers; or
- 2) such person or persons as the Board may from time to time by resolution appoint.

### 1.05 EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Auxiliary may be signed by any two (2) of its Executive Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Auxiliary to be a true copy thereof.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Auxiliary, shall be signed by any two (2) of the Vice-President, the President or the Treasurer, or by such other Executive Officer or Director or person as the Board may determine by Ordinary Resolution.

### 1.06 FINANCIAL YEAR END

Unless otherwise ordered by the Board, the fiscal year of the Auxiliary shall terminate on the thirty-first (31st) day of March in each year.

### 1.07 BANKING ARRANGEMENTS

The banking business of the Auxiliary shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Executive Officer or Executive Officers of the Auxiliary and/or other persons as provided for in this By-law or as the Board may by resolution from time to time designate, direct or authorize.

### 1.08 ANNUAL FINANCIAL STATEMENTS

The Auxiliary may, instead of sending copies of the annual financial statements and other documents required by the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents required by the Act are available at the registered office of the Auxiliary and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## ARTICLE 2 MEMBERSHIP

## 2.01 MEMBERSHIP CLASSES AND CONDITIONS

Subject to the Articles, there shall be four (4) classes of Members in the Auxiliary, namely Unit Leader Members, General Members, Life Members and Honourary Members.

The Board may, by Ordinary Resolution, upon receipt of a membership application in a form satisfactory to the Board, approve the admission of an applicant to the membership of the Members of the Auxiliary. Members may also be admitted in such other manner as may be prescribed by the Board by Ordinary Resolution. Upon admission to the membership of the Auxiliary, all new Members must execute and comply with documents prescribed by the Board and CCG including a national membership memorandum of understanding that shall remain in force during the term of membership.

The following conditions of each class of membership shall apply:

### 1) Unit Leader Members

- (i) Must be a Unit Leader or acting in the capacity of Unit Leader.
- (ii) Must be a Canadian Citizen or Permanent Resident of Canada.
- (iii) Must have a Pleasure Craft Operator Card or Transport Canada equivalent, with the exception of the Arctic.
- ~~(iv)~~ Must have the requisite knowledge, skill and certification to serve in a safe and efficient manner, and must maintain their membership through participation which includes meeting and continuing to maintain either the SAR or Non-SAR training criteria meet the criteria, including training requirements, set out in the Regulations of the Auxiliary SOPP.
- ~~(v)~~ Must have obtained the provincial age of majority within the province or territory in which they reside.
- ~~(iv)~~~~(v)~~ Must reside within the operational boundaries of their Unit and be available for SAR in accordance with the SOPP.
- ~~(v)~~~~(vi)~~ Subject to the Articles and this By-law, the term of membership of a Unit Leader Member shall continue for so long as the Unit Leader Member meets the requirements of this subsection.
- ~~(vi)~~~~(vii)~~ Is entitled to receive notice of, attend and vote at all meetings of Members and each Unit Leader Member shall be entitled to one (1) vote on Auxiliary business at such meetings.
- ~~(vii)~~~~(viii)~~ Is eligible to be a General Member or Life Member provided the Unit Leader Member meets the conditions of membership for such classes and is admitted to membership in such classes by the Board.
- ~~(viii)~~~~(ix)~~ Is eligible for election to the Board or as an Executive Officer.

### 2) General Members

- (i) Must be sponsored by and continue as a member of a Unit.

- (ii) Must be a Canadian Citizen or Permanent Resident of Canada.
- (iii) Must have a Pleasure Craft Operator Card or Transport Canada equivalent, with the exception of the Arctic or when the individual is not performing SAR operations.
- ~~(iv)~~ Must complete the Probationary Period for New Members which period may be extended or deemed satisfactorily completed in the discretion of their Unit Leader and District Director. For the purposes of terminating membership during the Probationary Period for New Members, the provisions of Article 12 of this By-law shall not apply.
- ~~(v)~~ Must have the requisite knowledge, skill and certification to serve in a safe and efficient manner, and must maintain their membership through participation which includes meeting and continuing to maintain either the SAR or Non-SAR training criteria set out in the SOPP~~the criteria, including training requirements, set out in the Regulations of the Auxiliary.~~
- ~~(vi)~~ Must have obtained the provincial age of majority within the province or territory in which they reside.
- ~~(iv)~~~~(vii)~~ Must reside within the operational boundaries of their Unit or regional responsibility and, if applicable, be available for SAR in accordance with the SOPP.
- ~~(v)~~~~(viii)~~ Subject to the Articles and this By-law, the term of membership of a General Member shall continue for so long as the General Member meets the requirements of this subsection.
- ~~(vi)~~~~(ix)~~ Is not entitled to vote at any meeting of the Members.
- ~~(vii)~~~~(x)~~ Is eligible to be a Unit Leader Member or Life Member provided the General Member meets the conditions of membership for such classes and is admitted to membership in such classes by the Board.
- ~~(viii)~~~~(xi)~~ Is eligible for election to the Board or as an Executive Officer.

### 3) Life Members

- (i) Must be designated by the Board.
- (ii) Must be a Canadian Citizen or Permanent Resident of Canada.
- (iii) Must have a Pleasure Craft Operator Card or Transport Canada equivalent, with the exception of the Arctic.
- ~~(iv)~~ ~~Membership to this category is at the discretion of the Board.~~
- ~~(v)~~~~(iv)~~ Subject to the Articles and this By-law, the term of membership of a Life Member shall continue for so long as the Life Member meets the requirements of this subsection.
- ~~(vi)~~~~(v)~~ Must also be designated as a member in either the Unit Leader Member or General

Member class of membership.

~~(vii)~~(vi) Is not entitled to vote at any meeting of the Members.

~~(viii)~~(vii) Is eligible for election to the Board or as an Executive Officer.

#### 4) Honourary Members

(i) Must be a non-Auxiliary member who is designated as an Honourary Member by the Board.

~~(ii) Membership to this category is at the discretion of the Board.~~

~~(iii)~~(ii) Subject to the Articles and this By-law, the term of membership of an Honourary Member shall continue for so long as the Honourary Member meets the requirements of this subsection.

~~(iv)~~(iii) Is not eligible to transfer to a different class of membership.

~~(v)~~(iv) Is not entitled to vote at any meeting of the Members.

~~(vi)~~(v) Is not eligible to be elected to the Board or as an Executive Officer.

A Member may be a member of more than one class, and in such a case, the Member shall have the right to exercise all of the rights and privileges of the most empowered membership class.

All Members must be natural persons and cannot be corporations or other entities.

A Special Resolution of the Members is required to make any amendments to this section of the By-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

#### 2.02 DUES

There shall be no dues or fees payable by Members except such, if any, as may from time to time be fixed by a two-thirds (2/3) majority vote of the Board, which vote shall become effective only when confirmed by a vote of the Members at a meeting of Members.

#### 2.03 RESIGNATION

Members may resign by submitting same in writing to the Auxiliary, which shall be effective upon the date of receipt by the Secretary of the Auxiliary. In the case of resignation, Members, in addition to receiving any benefits due them, shall remain liable for payment of any assessment or other sum levied or which became payable by them to the Auxiliary prior to ~~receipt~~~~acceptance~~ of their resignation. Upon resignation, Members shall also return any equipment or material which is the property of the Auxiliary or of the CCG. Any Member who has resigned voluntarily may re-apply for membership at any time if they are eligible to be a Member.

#### 2.04 TERMINATION OF MEMBERS

A membership in the Auxiliary is terminated when:

- 1) the Member dies;

2) the Member resigns;

3) a General Member is found unsuitable for continued membership during, or at the end of, the Probationary Period for New Members in accordance with the SOPP;

~~2)4)~~ the Member fails to comply with the conditions of membership;

~~3)5)~~ the Member's membership is Revoked in accordance with Article 12; ~~is expelled in accordance with Article 12 or is otherwise terminated in accordance with the Articles or By-laws;~~ or

~~4)6)~~ the Auxiliary is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Auxiliary, automatically cease to exist.

### ARTICLE 3 MEETINGS OF MEMBERS

#### 3.01 ANNUAL GENERAL MEETING

The Annual General Meeting of the Members shall be held at the ~~h~~Head ~~O~~Office of the Auxiliary or such place or places within the Region as the Board may determine and on such day as the Board may appoint. The Annual General Meeting shall occur not later than fifteen (15) months after the last preceding meeting but not later than six (6) months after the end of the preceding fiscal year.

At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Executive Officers and Managers, the Financial Statements and the report of the Auditors shall be presented; District Directors and Executive Officers elected where required; ~~a Board of Directors shall be elected;~~ and Auditors shall be appointed for the ensuing year.

The President or Secretary; or, any two (2) Directors shall have the power to call at any time a general meeting of the Members of the Auxiliary. In addition, the Board shall call a special meeting of the Members on written request of ten (10) percent (%) of the voting Members.

#### 3.02 NOTICE OF MEETINGS OF MEMBERS

No public notice nor advertisement of meetings of Members shall be required, but notice of the time and place of every such meeting shall be made available to each voting Member by the following means:

- a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Provided that any meetings of voting Members may be held at any time and place without such notice if all the voting Members of the Auxiliary are present thereat or represented by proxy, unless a Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called, and at such meeting any business may be transacted which the Auxiliary at annual or general meetings may transact. Where special business is to be transacted, the notice shall contain sufficient information to permit a Member to

make a reasoned judgment on the decision to be taken. Notice to voting Members shall contain the reminder that such Members have the right to, and may vote by, proxy.

For the purpose of sending notice to any voting Member, Director or Officer for any meeting or otherwise, the address, including email address, of any voting Member, Director or Officer shall be their last address recorded on the books of the Auxiliary.

No error or omission in giving notice of any meeting of Members or any adjourned meeting of Members, shall invalidate such meeting or make void any proceedings taken thereat and the Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

### 3.03 ELECTRONIC MEETINGS

~~If the Directors call a meeting of Members under the Act, those Directors may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. If all voting Members entitled to vote consent thereto in advance, generally or in respect of a particular meeting, and~~ all voting Members have equal access, a voting Member may participate in a meeting of voting Members by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with one another, and a voting Member participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the voting Members at the meeting.

A Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Corporation has 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.

~~Each vote cast by a voting Member participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.~~

### 3.04 CHAIR

In the absence of the President or Vice-President, the voting Members present at an annual or special meeting shall choose a Member to be Chairperson of such meeting.

### 3.05 ADJOURNMENT

Any meeting of the Auxiliary may be adjourned to any time or to a later date. Such business may be transacted at such adjourned meetings 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.

### 3.06 QUORUM

A quorum for the transaction of business at any meeting of voting Members shall consist of twenty-five (25) voting Members present in person or represented by valid proxy. For the purposes of section 199 of the Act, quorum of a class of Members shall be ten percent (10%) of the total number of members in such class.

### 3.07 VOTING OF MEMBERS

Each Member eligible to vote in the Auxiliary shall at all meetings of Members be entitled to one (1) vote.

~~Voting Members have the right to vote by proxy which shall be in a form and fashion prescribed by the Board and which shall have been tabled with the Secretary at least 72 hours before a meeting where notice has been given.~~

At all meetings of Members every question shall be decided by a majority of the votes of the Members eligible to vote represented in person or by proxy, unless otherwise specified within this By-Law or by the Act. Every question shall be decided in the first instance by a show of hands unless a roll call vote be demanded by any voting Member present.

A declaration by the Chairperson that a resolution has been carried or not, and an entry to that effect in the minutes of the Auxiliary, 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.

~~The Board, in advance of any meeting of members, may appoint one or more scrutineers, who may be employees of the Corporation, to act at the meeting or any adjournment thereof and make a written report thereof. If no scrutineer or alternate is able to act at a meeting, the chair of the meeting shall appoint one or more scrutineers to act at the meeting. Each scrutineer shall faithfully execute the duties of a scrutineer with strict impartiality and according to the best of his or her ability.~~

~~The scrutineers shall:~~

~~(i)ascertain the number of members and the voting rights of each;~~

~~(ii)determine the members represented at the meeting, the existence of a quorum and the validity of proxies and ballots;~~

~~(iii)count all votes, proxies and ballots and report results to the Chair;~~

~~(iv)determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the scrutineers; and~~

~~(v)certify their determination of the number of members represented at the meeting and their count of all votes and ballots.~~

~~In determining the validity and counting of proxies and ballots cast at any meeting of members, the scrutineers may consider such information as is permitted by applicable law. No person who is a candidate for office at an election may serve as a scrutineer.~~

### 3.08 ABSENTEE VOTING

~~A Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternative proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the~~

authority conferred by it subject to the following requirements:

(a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment provided it is delivered to the Secretary at least 72 hours before the start of that meeting or continuation thereof.

(b) A Member may revoke a proxy by depositing an instrument in writing signed by the Member or by his or her agent:

(i) at the registered office of the Auxiliary no later than the last business day before the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or

(ii) with the Chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.

(c) A proxyholder or alternative proxyholder has the same rights as the Member by whom the proxyholder was appointed, including the right to speak at a special meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternative proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands.

(d) If a form of proxy is created by a person other than the Member, the form of proxy will:

(i) indicate in boldface type, (A) the meeting at which it is to be used; (B) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and (C) instructions on the manner in which the Member may appoint the proxyholder;

(ii) contain a designated blank space for the date of the signature;

(iii) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;

(iv) provide a means for the Member to specify that the membership registered in his or her name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an auditor and the election of Directors;

(v) provide a means for the Member to specify that the membership registered in his or her name is to be voted or withheld from voting in respect of the appointment of an auditor or the election of Directors; and

(vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under Section 3.08(d)(iv) or Section 3.08(d)(v) with respect to any matter to be acted on, the membership is to be voted accordingly.

(e) A form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with Section 3.08(d)(iv) only if the form of proxy states, in boldface type, how the proxyholder is to vote the

membership in respect of each matter or group of related matters.

(f) If a form of proxy is sent in electronic form, the requirements that certain information is to be set out in boldface type are satisfied if that information is set out in some other manner so as to draw the addressee's attention to the information.

(g) A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

### 3.083.09 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Executive Officers and the public accountant of the Auxiliary and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Auxiliary to be present at the meeting. Non-voting Members shall be entitled to attend the Annual General Meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the Members.

## ARTICLE 4 BOARD OF DIRECTORS

### 4.01 COMPOSITION OF THE BOARD

The affairs of the Auxiliary shall be managed by a Board of Directors which shall consist of nine (9) elected District Directors.

### 4.02 MANAGEMENT

Subject to the Act, the Articles and this By-law, the Board shall manage or supervise the management of the activities and affairs of the Auxiliary. The Board shall set the SOPP of the Auxiliary.

### 4.03 ELECTION

District Directors shall be nominated and elected based on the nine (9) geographic divisions of the Region, known as Districts, as may be determined by the Board and which may be amended from time to time. Districts shall be uniquely identified in accordance with a system approved by the Board and which may be amended from time to time.

~~Each District will be made up of one or more Units~~Each District may nominate one (1) candidate for District Director in the year specified in section 4.05. The Nominating Committee will present a slate of all such candidates at each Annual General Meeting for approval. Only voting Members in good standing may vote.

~~District Directors will be elected by a given District membership and such election shall be by ballot.~~

### 4.04 NOMINATIONS

No later than six (6) weeks before the date of a scheduled Annual General Meeting, the Auxiliary shall ~~circulate a nomination form~~make a call for nominations for the position of District Director to all the ~~m~~Members in that District ~~eligible to vote~~. The name of any Member wishing to be considered together with the qualifications of that Member in less than 200 words, must be sent

to the ~~H~~ead ~~o~~ffice of the Auxiliary not later than four (4) weeks before the scheduled date for the Annual General Meeting of the Auxiliary. All completed nomination forms shall be reviewed by the Nominating Committee to confirm that the candidate for District Director meets all applicable qualifications.

No later than two (2) weeks before the scheduled date for the Annual General Meeting of the Auxiliary, the Auxiliary, shall send to each Member in the District eligible to vote a copy of all the names and qualifications thus received and approved by the Nominating Committee. Where a single nomination for the position is received by the Auxiliary, and the Nominating Committee has not identified any other candidate ~~for the election to the position~~, that ~~nominee candidate~~ shall be selected by acclamation and shall be presented by the Nominating Committee as the District's nominee for the Board. Where more than one (1) candidate in a District stands for nomination then the selection of that District's nominee shall be conducted by secret ballot in accordance with the Auxiliary's SOPP or Robert's Rules of Order, as applicable. Only Unit Leader Members of Units located in a given District shall be entitled to vote for a candidate to be nominated as a District Director.

#### 4.05 TERM

Each District Director shall ~~have~~ serve a term of two (2) years from the date of the conclusion of the Annual General Meeting when he or she is elected. Directors for odd number Districts will stand for election in odd numbered years while Directors for even numbered Districts will stand for election in even numbered years. The District known as the Arctic shall be considered an odd numbered District. A Director shall not stand for election or hold office on the Board for more than three (3) consecutive two (2) year terms; provided that a Director may serve an additional term or terms if the Nominating Committee has not been able to identify another qualified candidate.

#### 4.06 REMOVAL OF A DIRECTOR

The voting Members ~~eligible to vote for District Directors of the Auxiliary of a given District~~ may, ~~by resolution passed~~ by a two-thirds (2/3) majority vote passed at a special meeting of Members, remove ~~their a~~ District Director, in accordance with the Act, before the expiration of the Director's term of office. ~~A copy of the resolution will be submitted to the Secretary of the Auxiliary who shall verify that the members are eligible to vote and that~~ if the necessary two-thirds (2/3) majority has been achieved, ~~Following that~~ the Secretary will then forthwith:

- 1) Inform the President and the Board of the outcome, if they are not present at the special meeting; and
- 2) Inform the Director that he or she has been removed from office by the wishes of the Members ~~eligible to remove the Director~~ as per this section of the By-law.

#### 4.07 VACANCIES

District vacancies on the Board, however caused, shall be filled by the Board at the earliest opportunity by with a nominee from the appropriate District or, if the vacancy is not filled a nominee from the appropriate District is not provided to the Board within 60 days of the vacancy, the Board shall appoint a Director to fill the vacancy, at the next Annual General Meeting. Such appointment will have a term that expires at the next Annual General Meeting of the Members.

### ARTICLE 5 OFFICERS AND MANAGERS

## 5.01 EXECUTIVE OFFICERS

The Auxiliary will have the following Executive Officers who shall not be members of the Board and cannot consist of any of the nine (9) District Directors:

- President;
- Vice-President;
- Secretary;
- Treasurer; and
- Past President.

The Executive Officers may attend Board meetings but will not have a vote at Board meetings. The Executive Officers form the Executive Management Committee.

## 5.02 ELECTION OF EXECUTIVE OFFICERS

Executive Officers, other than the President and the Past President, shall be elected by the Board at a meeting held by the Board immediately after the Annual General Meeting as per the order prescribed for the respective positions.

The election of the Treasurer shall be in odd numbered years while that of the Secretary shall be in even numbered years. The election of the Vice-President shall occur every three (3) years.

Candidates for election to the position of Vice-President shall have completed at least one (1) term as a District Director or Executive Officer.

Each Executive Officer shall throughout his/her term of office be a Member in good standing of the Auxiliary.

The elected Vice-President shall become the President upon the expiry of his or her term as Vice-President. The President shall become the Past-President upon the expiry of his or her term as President.

The process for the nomination of Executive Officers shall be similar to that for District Directors.

## 5.03 TERM

The Secretary and the Treasurer shall be elected for a term of two (2) years and may be re-elected for a subsequent two (2) year term and may serve no more than two (2) consecutive terms in the same position.

The Vice-President shall be elected for a term of three (3) years and may serve no more than one (1) term. The President shall serve a term of three (3) years and the Past-President shall serve a term of three (3) years.

## 5.04 DUTIES OF EXECUTIVE OFFICERS

Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Auxiliary, if designated and if Executive Officers are elected, shall have the following duties and powers associated with their positions:

1. **President** – the President shall be responsible for implementing the strategic plans and

policies of the Auxiliary. The President shall, subject to the authority granted by the Board, have general supervision of the affairs of the Auxiliary ~~including and shall~~:

- (i) ~~act as be the~~ Chair for Board meetings and meeting of the Members;
  - (ii) be the Auxiliary spokesperson as recommended by the Board;
  - (iii) attend National meetings;
  - (iv) manage and supervise the affairs of the Auxiliary;
  - (v) liaise with CCG officials designated by the Assistant Commissioner, CCG;
  - (vi) sign all bylaws and membership cards together with the Secretary; and,
  - (vii) fulfill other responsibilities as set out in ~~the policies of the~~ Auxiliary's SOPP or as requested by the Board.
2. **Vice-President** - The Vice-President shall, if the President is absent or is unable or refuses to act, when present, preside at all meetings of the Board and of the Members. The Vice-President will be prepared for and be expected to be the next President at the end of the term. The Vice-President shall:
  - (i) be responsible for human resources and communications;
  - (ii) be one of the three (3) bank signing officers;
  - (iii) support the President as required; and,
  - (iv) fulfill other responsibilities as set out in the Auxiliary's ~~regulations or policies~~ SOPP or as requested by the Board.
3. **Past-President** – The Past-President shall be a resource to the Board and shall be the Chair for the Nominating Committee. The Past-President shall fulfill other responsibilities as set out in the Auxiliary's ~~regulations or policies~~ SOPP or as requested by ~~the~~ Board.
4. **Secretary** – The Secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The Secretary shall:
  - (i) enter or cause to be entered in the Auxiliary's minute book, minutes of all proceedings at such meetings;
  - (ii) the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees;
  - (iii) the Secretary shall be the custodian of all books, papers, membership approvals, records, documents and other instruments belonging to the Corporation; and,
  - (iv) the Secretary shall fulfill other responsibilities as set out in the Auxiliary's ~~regulations or policies~~ SOPP or as requested by the Board.
5. **Treasurer** - The Treasurer shall be responsible for the financial records and reports including budgets and audits and be one of the three (3) bank signing officers of the Auxiliary. The Treasurer shall fulfill other responsibilities as set out in the Auxiliary's ~~regulations or policies~~ SOPP or as requested by the Board.

The powers and duties of all other officers of the Auxiliary shall be such as the terms of their engagement call for or the Board requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

The additional duties of each Officer shall be as determined by the Board but in any event shall be consistent with general governance practice. The Board shall ensure that the Secretary maintains a statement of duties and responsibilities for each Officer which shall be kept current.

#### 5.05 VACANCIES AND REMOVALS

If the office of any Executive Officer of the Auxiliary shall be or become vacant, the Board may, by resolution, appoint a person to fill such vacancy.

The Board may remove, whether for cause or without cause, any Executive Officer of the Auxiliary by a two-thirds (2/3) majority vote.

#### 5.06 MANAGERS

The Board may appoint voluntary program Managers. These Managers are not Directors and do not have a vote at Board meetings. Manager positions shall be created by the Board to meet the objectives, mission and goals of the Auxiliary and may include a Manager of Training and a Manager of Operations.

Managers shall be appointed by the Directors at the first meeting of the Board immediately after the Annual General Meeting. Vacancies shall be filled at the discretion of the Board at any regular Board meeting.

The Nominating Committee shall make recommendations for appointed Managers based on experience and job description. Any Member of the Auxiliary is entitled to be nominated as a Manager.

Each Manager shall be appointed for a term of two (2) years. The Board shall, if possible, alternate the appointment of Managers so that half of the Managers are appointed in odd numbered years and half are appointed in even numbered years. The Directors may, by a two-thirds (2/3) vote, remove appointed Managers at any time.

Managers shall be responsible for their specific departments. The duties of each Manager shall be as determined by the Board which shall ensure that the Secretary maintains a current statement of duties and responsibilities for each. Managers may serve as chairs of the Auxiliary's committees as determined by the Board.

Managers shall report to the Board and shall attend meetings of the Board at the request of the Board.

#### 5.07 THE MANAGEMENT BOARD

The Board, the Executive Officers and the Managers shall be known as the Management Board. District Directors, Executive Officers and Managers can only hold one (1) position at a time.

### **ARTICLE 6 MEETINGS OF THE BOARD**

#### 6.01 VOTING

Each District Director shall be entitled to one (1) vote on Board business. Executive Officers and Managers are not entitled to vote at meetings of the Board.

#### 6.02 LOCATION AND ELECTRONIC MEETINGS

The Board may hold its meetings at such place or places as it may, from time to time, determine, except as otherwise required by law.

Board meetings or meetings of any committees of the Board may be held by means of telephonic, electronic or other communication facility that permit all participants to communicate adequately with each other during the meeting. Participation by a Director or a member of a committee in a meeting under this Section 6.02 shall constitute presence in person at such meeting.

### 6.03 QUORUM

A majority of the District Directors shall constitute a quorum of the Board for the transaction of business at meetings of the Board of Directors.

### 6.04 SCHEDULE OF MEETINGS AND NOTICE

A meeting of the Board shall be held immediately following each Annual General Meeting of the Auxiliary for the purpose of electing or appointing as required any Executive Officers, Managers, and Committee Chairs; and, for the transaction of such other business as may properly come before a meeting of the Board. No notice for calling of such a meeting need be given.

Formal Notice must be given to each Director a minimum of five (5) days before a Board meeting if Notice of such meeting has not previously been waived.

Meetings of the Board may be formally called (notice of meeting served) at any time by any Director, by the President or by the Secretary. Notices of such meetings shall be given orally, or delivered, electronically mailed, or faxed to each Director and/or Officer not less than seventy-two (72) hours before the meeting is to take place; or they shall be mailed to each Director not less than fourteen (14) days before the meeting is to take place.

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 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.

### 6.05 CHAIR

In the absence of the President, the Vice-President shall act as the Chair of the Board. In the absence of both the President and Vice-President, the Directors shall choose a Director to be Chairperson of such meeting.

## **ARTICLE 7 ADVISORS**

### 7.01 APPOINTMENT OF ADVISORS

The Board may from time-to-time appoint non-executive/non-voting Advisors to provide such expertise, advice and guidance as required. Their terms of appointment shall be as determined by the Board.

Such Advisors will not be Directors and shall have no vote. They shall however be extended full indemnification as if they were Members of the Auxiliary or a Director of the Board.

## **ARTICLE 8 NOTICES**

### **8.01 METHOD OF GIVING NOTICES**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the public accountant or auditor shall be sufficiently given:

- 1) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Auxiliary or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Auxiliary in accordance with the Act; or
- 2) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- 3) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- 4) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or Member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Auxiliary to any notice or other document to be given by the Auxiliary may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **8.02 OMISSIONS AND ERRORS**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant or auditor, or the non-receipt of any notice by any such person where the Auxiliary has provided notice in accordance with this By-law 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.

## **ARTICLE 9 INDEMNIFICATION**

Each Executive Officer, Manager, Advisor, committee member, Director or other person who has undertaken or who is about to undertake any liability on behalf of the Auxiliary, and his/her heirs, executors and administrators and estate and effects, shall be indemnified by the Auxiliary against all loss, costs, charges, damages and expenses which he or she may hereafter sustain or incur in connection with any suits-at-law or inequity, actions, claims and demands of whatsoever nature and kind made against him in connection with or relation to his/her position with the Auxiliary or in relation to the execution of the duties of his/her office, unless he or she

shall be finally determined to be liable therefore by reason of his/her own willful neglect or default.

If the Board so authorizes, the Auxiliary may purchase and maintain insurance for a Director or Executive Officer of the Auxiliary against any liability incurred by the Director or Executive Officer, in the capacity as a Director or Executive Officer of the Auxiliary, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Auxiliary.

## **ARTICLE 10 DUTIES AND REMUNERATION OF DIRECTORS, OFFICERS AND MANAGERS**

The Directors may exercise all the powers of the Auxiliary as are noted in the Act or this By-Law in the management of the activities and affairs of the Auxiliary.

The Directors and Executive Officers shall see that all necessary books and records of the Auxiliary required by this By-Law or by any applicable statute, contract or regulation, are regularly and properly kept.

The Directors, Executive Officers and Managers shall receive no remuneration for acting as such, however they shall be entitled to be reimbursed for any expenses they incur when fulfilling their obligations to the Auxiliary as may be set out in the SOPP.

## **ARTICLE 11 COMMITTEES**

The Board may establish such Standing or Special Committees as required for the efficient and effective conduct of its business, including the following:

- Training Committee
- Human Resources Committee
- Governance Committee
- Nominations Committee
- Ethics and Review Committee
- Awards Committee
- Honour Guard
- Development Committee

All Committees will be governed by those policies which the Board may from time to time approve.

## **ARTICLE 12 DISCIPLINE**

### 12.01 GROUNDS FOR DISCIPLINE

The Board shall set a policy for discipline procedure and process, and shall establish an Ethics and Review Committee ("ERC"). The Executive Management Committee ("EMC") and/or the Board (as applicable) shall have authority to discipline any Member for the following grounds ("Grounds for Discipline"):

- 1) Inactivity where exhibited by insufficient interest or no apparent desire to continue participation;
- 2) breach of any rule of the Auxiliary including but not limited to the Articles, this By-Law, the membership memorandum of understanding, or the SOPP;
- 3) conduct which brings discredit to, or is considered detrimental to the character and interests of, the Auxiliary, the CCG, or the Government of Canada;
- 4) failure to comply with statutory legislation and the regulations pursuant thereof; or,
- 5) conviction of a criminal offence or commission of an offence which, in the opinion of the Board of Directors, is serious enough to warrant discipline.

The Board has the right to delegate its discipline powers to the EMC.

## 12.02 DISCIPLINE PROCEDURE

A Complainant may file a complaint by completing a Complaint Submission Form and submitting the Complaint Submission Form to the Past-President or the Past-President's delegate (the "Complaint").

Upon review of the Complaint, after determining whether it is captured by the Grounds for Discipline, the Past-President, or the Past-President's delegate, may:

- i. Dismiss the Complaint; or
- ii. Escalate the Complaint by notifying the ERC of the Complaint. The ERC shall appoint an investigator or investigators to commence an investigation into the Complaint.

## 12.03 INVESTIGATION

Upon review of the Complaint Submission Form, the investigator(s) may:

- i. **Immediate Suspension Where Risk to the Auxiliary or Community.** Immediately request that the Board make an interim order suspending the right of the Member to engage in the activities of the Auxiliary where the investigator(s) has/(have) reason to believe that a Member's conduct exposes or is likely to expose members of the public or other Members of the Auxiliary to physical harm or injury. Where the Board makes an interim order, the Board shall inform the person affected forthwith and give reasons for the interim order and the facts upon which the interim order is based and provide the Member affected with five (5) days to make a written submission to the Board with reasons why the interim order should be modified or revoked. The Board shall make a decision within five (5) days of receipt of a written submission from the Member.
- ii. **Mediation.** Present the option of Mediation to the Complainant and Respondent and, where both the Complainant and Respondent consent, they will work with the ERC to select a neutral mediator and schedule mediation proceedings.
- iii. **-Investigation.** The investigator(s) will have 14 days from the receipt of the Complaint to

commence the investigation, including scheduling interviews, the collection and review of evidence and, within 7 days of receipt of the Complaint, shall send a letter to both the Complainant and the Respondent outlining the investigation process, in accordance with the SOPP, giving the Respondent 14 days from the date of receipt of the letter to make written submissions to the investigator(s) in response to the Complaint.

The investigator(s) along with the ERC will have a maximum of 3 months from the commencement of the investigation to draft a report containing the investigator's findings and recommendations, (the "Investigator's Report") and to submit the Investigator's Report to the EMC.

#### 12.04 THE EMC'S DECISION

(a) The EMC's Decision Period. Upon receipt of the Investigator's Report, the EMC, excluding the Past-President, will have 14 days (the "Decision Period") to review the Investigator's Report and make a decision regarding the Complaint and Disciplinary Action, as defined below, to be taken (if any) (the "EMC's Decision").

(b) Action In Response to The Complaint. The EMC may choose from the following options as it relates to possible action in response to the Complaint following the Decision Period:

- i. Send a letter to the ERC providing further instructions to conduct additional review or to collect further evidence;
- ii. Have the ERC appoint a new investigator(s) to conduct a new investigation;
- iii. Obtain further evidence;
- iv. Dismiss the Complaint; or
- v. Decide on Disciplinary Action.

(c) Options for Disciplinary Action. Where the EMC's Decision involves taking Disciplinary Action as a response to the Complaint, the EMC shall choose from the following options (the "Disciplinary Action"):

- i. revoke the Member's membership in the Auxiliary;
- ii. suspend the Member's membership in the Auxiliary for a specified period of time;
- iii. impose specified terms, conditions and limitations on the Member's membership for a specified or indefinite period of time;
- iv. require the Member to appear before the EMC/Board to be cautioned or, in the alternative, send a letter of caution to the Member;
- v. require the Member to appear before the EMC/Board to be reprimanded or, in the alternative, send a letter of reprimand to the Member; or,
- vi. impose such other penalty as the EMC/Board considers appropriate in its sole discretion including but not limited to counselling and training.

(d) Decision Letters. Following the EMC's Decision, the EMC shall send decision letters to the Respondent, the Complainant, and the applicable Unit Leader (the "EMC Decision Letter") which shall attach the Investigator's Report.

## 12.05 RIGHT OF APPEAL TO THE BOARD

The Complainant and Respondent shall have the right to appeal the EMC Decision to the Board in accordance with the SOPP. Any appeal of the EMC's Decision shall be limited to the following grounds:

- i. An error of fact in the EMC's Decision;
- ii. New evidence that was not available during the investigation;
- iii. Evidence that either the investigator(s)/ERC or the EMC did not follow due process, or otherwise breached the principles of fairness and natural justice; or
- iv. The Disciplinary Action chosen by the EMC (if applicable).

There are three possible outcomes which may result from an appeal of the EMC's Decision to the Board:

- i. An affirmation of the EMC's decision, in which case the EMC's decision is upheld;
- ii. Order a new investigation of the Complaint; or
- iii. Render a new decision and/or new Disciplinary Action if applicable.

There is no appeal from the appeal decision of the Board. The Board's appeal decision is final.

## 12.06 GENERAL.

- (a) **SOPP.** All Members shall follow the Discipline Procedure in the SOPP adopted by the Board.
- (b) **Criteria associated with reinstatement of membership.** The Board may specify criteria to be satisfied for the removal of suspension or removal of terms, conditions and limitations imposed on a Member's membership or for reinstatement of membership.
- (c) **Implications of a Suspension.** While suspended, whether by way of an immediate suspension or pursuant to the Discipline Procedure, Members are not considered to be in good standing with the Auxiliary and lose all rights and privileges normally exercised by Members who are in good standing. Suspended members are not eligible participate in any Auxiliary activities.
- (d) **Implications of a Revocation.** Any Member whose membership in the Auxiliary has been revoked shall be forever thereafter ineligible for re-admission as a Member of the Auxiliary and shall be required to surrender their identity card and return all CCG/ Auxiliary equipment and material in their possession to the applicable Unit Leader.
- (e) **Confidentiality.** All Board members and any committees established hereunder, all members of the Auxiliary and all employees, agents, or consultants of the Auxiliary having knowledge of or involved with the keeping of any records relating to, or the conduct of, any disciplinary proceeding shall maintain confidentiality except where disclosure is required in the course of carrying out their duties, by law or by this By-law, or for consultation with legal counsel.

- (f) **Extensions.** Any request for an extension of the time periods set out herein must be made to the EMC or the Board, as applicable, at least 7 days' prior to the expiration of the time period, and three days prior to the expiration of the time period for an immediate suspension. All requests must be made in writing and must include reasons for the request. Time extensions may be granted at the discretion of the EMC or the Board, as applicable.
- (g) **Authority of the Board, the EMC and their delegates.** For the purposes of carrying out its duties, the EMC, the Board and any delegate established hereunder may take such action as each considers appropriate and that is not inconsistent with this By-law.

~~The Board shall set a policy for discipline procedure and process, and shall establish an Ethics and Review Committee.~~

~~—All members shall follow the Discipline Procedure set by the Board.~~

A two-thirds (2/3) majority vote of the Board is required to discipline a Member.

The regulations of the Auxiliary and the SOPP provide further detail with respect to a member's right to make written submissions.

#### 12.01 TYPES OF DISCIPLINE

If the Board finds that a Member has committed an act of misconduct or otherwise breached the provisions of Article 12.01, the Board may do one or more of the following:

- (a) ~~revoke the Member's membership in the Auxiliary;~~
- (b) ~~suspend the Member's membership in the Auxiliary for a specified period of time;~~
- (c) ~~impose specified terms, conditions and limitations on the Member's membership for a specified or indefinite period of time;~~
- (d) ~~require the Member to appear before the Board to be cautioned or send a letter of caution to the Member;~~
- (e) ~~require the Member to appear before the Board to be reprimanded or send a letter of reprimand to the Member; or,~~
- (f) ~~impose such other penalty that the Board in its discretion considers appropriate including but not limited to counselling and training.~~

~~The Board may specify criteria to be satisfied for the removal of suspension or removal of terms, conditions and limitations imposed on a Member's membership or for reinstatement of membership.~~

~~Any Member whose name has been expelled revoked shall be forever thereafter ineligible to be re-~~

admitted as a Member of the Auxiliary and shall be required to surrender his or her identity card and return all CCG/ Auxiliary equipment and material in his or her possession.

~~The Board has the right to issue SOPP for the efficient and effective administration of the discipline process which shall be confirmed at the next Annual General Meeting of the Auxiliary.~~

#### ~~12.02 IMMEDIATE SUSPENSION~~

~~Where the Board has reason to believe that a Member's misconduct or incompetence exposes or is likely to expose members of the public or other Members of the Auxiliary to physical harm or injury, the Board may make an interim order suspending the right of the Member to engage in the activities of the Auxiliary. Where the Board makes an interim order, the Board shall inform the person affected forthwith and give reasons for the interim order and the facts upon which the interim order is based and provide the Member affected with five (5) days to make a written~~

~~While suspended, immediate Members are not considered to be in good standing with the Auxiliary and lose all rights and privileges normally born by Members who are in good standing. Suspended members are not eligible participate Auxiliary activities. submission to the Board with reasons why the interim order should be modified or revoked. The Board shall make a decision within five (5) days of receipt of a written submission from the Member.~~

#### ~~GENERAL~~

~~All Board members and any committees established hereunder, all members of the Auxiliary and all employees, agents, or consultants of the Auxiliary having knowledge of or involved with the keeping of any records relating to, or the conduct of, any disciplinary proceeding shall maintain confidentiality except where disclosure is required in the course of carrying out their duties, by law or by this By-law, or for consultation with legal counsel.~~

~~Any request for an extension of the time periods set out herein must be made to the Executive Management Team ERC or the Board, as applicable, at least seven days' prior to the expiration of the time period, and three days prior to the expiration of the time period for an Immediate Suspension. All requests must be made in writing with reasons for the request. Time extensions may be granted at the discretion of the Executive Management Committee ERC or the Board.~~

~~For the purposes of carrying out its duties, the Executive Management Committee ERC, the Board and any committee delegate established hereunder may take such action as each considers appropriate and that is not inconsistent with this By-law.~~

~~Both the Executive Management Committee and the Board may designate from among its members a panel of not less than three to carry out their duties.~~

~~The Secretary shall keep a record of all proceedings conducted by both the Executive, Management Committee or the Board, and if requested, shall furnish any party with a transcript thereof at the party's own expense.~~

#### **ARTICLE 13 ADMINISTRATION AND OPERATIONAL**

Administrative and operation procedures known as SOPP shall be established by the Board commensurate with the undertakings of the Auxiliary. The Executive Officers shall implement the

SOPP established by the Board.

The business of the Auxiliary, the Board and Committees shall be conducted in accordance with the Articles, By-Laws, regulations and SOPP of the Auxiliary.

#### **ARTICLE 14 AMENDMENTS TO BYLAWS**

The By-Laws may be revised or amended at an Annual General Meeting or at a special meeting of Members called specifically for that purpose by the President, the Secretary or at least two (2) Directors provided that:

a) The amendment is proposed and seconded by eligible voting Members in good standing and given in writing to the Secretary at least sixty (60) days prior to the Annual General Meeting or special meeting of Members called for the purpose of amending the By-Laws;

b) Notice of an amendment to the By-Law to be considered at an Annual General Meeting and the proposed amendment has been made available to the Members eligible to vote, and to Members of a specific class where required by the Act, at least thirty (30) days before the Meeting;

c) Notice of any special meeting of Members to amend the By-laws and the proposed amendment must be made available to the Members eligible to vote and to Members of a specific class where required by the Act at least thirty (30) days before the Meeting;

d) The special meeting of Members is requested in writing to the Secretary by members in good standing, eligible to vote who comprise a minimum of 10 percent (10%) of the total Auxiliary Members eligible to vote at the date of the request;

e) Such amendment is passed by a two-thirds (2/3) majority of votes cast by Members eligible to vote or by Members of a specific class where required by the Act, either present or by proxy; and

f) By-Law amendments from the floor at any general meeting will not be allowed except where required to revise or clarify a Proposal previously circulated.

#### **ARTICLE 15 AUDIT**

One or more auditors shall be appointed by the Auxiliary at each Annual General Meeting to audit the accounts, books and records of the Auxiliary and to hold office until the next Annual General Meeting. The remuneration of the public accountant or auditors shall be fixed by the voting Members at the Annual General Meeting or by the Board pursuant to authorization given at the Annual General Meeting.

#### **ARTICLE 16 DISSOLUTION**

The activities of the Auxiliary shall be carried on without profit or gain to any of the Members. At dissolution or other termination any assets of the auxiliary-Auxiliary not required to pay creditors thereof, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act*.

#### **ARTICLE 17 EFFECTIVE DATE**

This By-law shall be effective upon approval of the Auxiliary Membership approval.

| ENACTED the ~~28th-27th~~ day of ~~September~~November, 2021~~19~~.

| **EFFECTIVE IN FORCE** the ~~28<sup>th</sup>~~-\_\_\_\_ day of ~~September~~\_\_\_\_, ~~2019~~2021.

**WITNESS** the corporate seal of the Corporation.

| Peggy Griffin,

\_\_\_\_\_  
PRESIDENT

| Wayne Spencer,

\_\_\_\_\_  
VICE PRESIDENT

**CERTIFIED** to be a true and complete copy of By-Law No. 1-20~~21~~<sup>19</sup> of Canadian Coast Guard Auxiliary (Central & Arctic) Inc. approved by a two-thirds (2/3) majority vote of the Members of the Corporation on ~~September~~ \_\_\_\_\_ ~~28, 2019~~<sup>2021</sup>.

**DATED** at Toronto, this ~~28th~~ \_\_\_ day of \_\_\_\_\_, ~~2021~~ <sup>September, 2019</sup>.

~~Phil Unger,~~ \_\_\_\_\_  
Director

~~Phil Carlson,~~ \_\_\_\_\_  
Director