

**BY LAW NO. 2. OF THE
CANADIAN COAST GUARD AUXILIARY (NATIONAL) INC.**

ARTICLE 1 - NAME

The name of this organization shall be "Canadian Coast Guard Auxiliary (National) Inc.", hereinafter referred to as "The CCGA", "The Auxiliary" or the "National Auxiliary" or the "Corporation"

ARTICLE 2 - DEFINITIONS

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

"Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

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

"board" means the board of directors of the Corporation and **"director"** means a member of the board;

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

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

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

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

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

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

ARTICLE 3 - OBJECTIVES

The objectives of the Auxiliary are to further, promote, facilitate and organize volunteer water rescue and safety organization by:

- a. Striving to save all lives at risk
- b. Educating water-users about safe practices
- c. Sustaining a Canada-wide service in partnership with the Coast Guard and other agencies including, particular, the members of the Auxiliary

ARTICLE 4 - HEAD OFFICE

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

ARTICLE 5 - SEAL

The Seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Auxiliary. The Board of Directors shall provide for the safe custody of the Seal which shall not be affixed to any instrument except in the presence of the Chief Executive Officer or Vice-Chairperson and any one Director, and they shall sign such instrument. For the purpose of certifying under Seal true copies of any document or resolution, the Seal may be affixed in the presence of the Chief Executive Officer, Vice-Chairperson and one Director.

ARTICLE 6 - MEMBERS

Subject to the Articles, there shall be 5 classes of membership. Each class shall include at least one Regional Canadian Coast Guard Auxiliary as follows:

Class A Canadian Coast Guard Auxiliary (Newfoundland and Labrador) Inc.

Class B Canadian Coast Guard Auxiliary (Maritimes) Inc

Class C Garde Côtière Auxiliaire Canadienne (Quebec) Inc.;

Class D Canadian Coast Guard Auxiliary (Central & Arctic) Inc.

Class E Canadian Coast Guard Auxiliary (Pacific) Inc.

Members in each class shall be within the same geographic area as the Regional CCGA.

A person other than the original members indicated above may be admitted as a member of a class upon the unanimous decision of the directors and the unanimous decision of every original member of every class to admit such member. Such membership may be subject to such terms and conditions as may be imposed by the unanimous decision of the directors and unanimous decisions of every original member of every class to admit such member.

All members in each class shall have the same rights and privileges as other members including as to notice, participation and voting meetings except as provided in this by-law as to the election or appointment of directors. Each class of members has the right to elect a director as specified below.

A member shall not have the right to withdraw from a class or transfer membership to another class.

Membership in a class ends upon the member transferring the membership to the Auxiliary.

The Regional Auxiliaries are referred to throughout this by-law as Regional CCGAs.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

ARTICLE 7 - DIRECTORS

Section 1 Directors

The affairs of the Auxiliary shall be managed by a Board of Directors ("the Board") of six Directors.

The members of each Class shall be entitled to elect or appoint one director.

The members of the Class which elected a director who is elected Chairperson by the Board shall be entitled to elect or appoint one further director. The term of office of such further director shall be for such period of time that the said Chief Executive Officer remains in office on the Board of Directors.

Section 2 Executive Officers

The five directors elected by the classes of members shall elect from among their number a Chairperson who shall also serve as Chief Executive Officer of the Auxiliary and a Vice-Chairperson of the Board.

The Board shall select, from amongst the elected officers of the Regional CCGA's, a person or persons to act as Secretary or Treasurer of the Auxiliary. The position of Secretary and Treasurer may be held by one individual if the Board so determines. The Secretary and Treasurer shall be a member of the Board or an elected member of a Regional CCGA.

Each Director shall at a time of the election or appointment of the Director and throughout the term of office be an elected member of a Regional CCGA.

Section 3 - Election or Appointment of Directors

- A. The elections by the classes of members of a Director by each such class shall be held not less than thirty (30) days before the Annual Meeting.
- B. No person shall be eligible to serve as a director, unless such person has a membership in a Regional Auxiliary in the class of membership responsible for the appointment or election of such director.
- C. Each Director shall be eligible for to be reappointed or re-elected by the class of member which elected him or her without limit as to the number of consecutive terms
- ~~D.~~ The term of the directors shall commence at the regular annual members meeting and end at the conclusion of the following regular annual members meeting provided that should a class of members not elect a director prior to the regular annual meeting, the term of the director who was previously elected by that class shall be extended until the conclusion of the next annual members meeting.

Section 4 - Vacancies on the Board of Directors

The position of a director shall be vacated if:

- A. the director dies

- B. the director resigns in which event the resignation is effective at the date the writer resignation is sent to Auxiliary or at the time specified in the resignation (whichever is later)
- C. the members of the class which elected or appointed the Director pass an ordinary resolution that the director be removed from office
- D. The director is no longer has a membership in a Regional Auxiliary in the class of membership responsible for the appointment or election of such director
- E. The director has been declared incapable by a court in Canada or in another country
- F. The director has the status of a bankrupt

Section 5 – Chairperson to have deciding vote

Each Director shall be entitled to one vote at meetings of the Board, except that in case of a tie, the Chairperson may cast a deciding vote.

Section 6 - Vacancies on the Board of Directors

If the position of a director shall become vacant the class which elected or appointed such director shall elect or appoint a director to serve out the balance of the term

ARTICLE 8 - MEETINGS OF THE BOARD OF DIRECTORS

Section 1 – Place of meetings

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

Section 2 - Quorum

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

Section 3 – Notice of meeting

- A. Meetings of the Board of Directors may be formally called at any time by the Chairperson or any two Directors and by the Secretary upon the request of the Chairperson or any two directors. Upon the request of the Chairperson or any two Directors the Secretary shall summon a meeting of the Directors.

- B. Notices of such meetings shall be given in person, by letter, fax or email or other electronic means to each Director not less than seventy-two (72) hours before such meeting. If Notice is given to one or more Directors by letter, such letter shall be mailed to each Director not less than fourteen (14) days before the meeting is to take place.
- C. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting
- D. No formal notice of any meeting of the Board shall be necessary if all the Directors are present or if those absent have signified in writing before such meeting their consent to such meeting proceeding in his/her absence and his/her inability to attend.

Section 4 – Absence of chairperson

During any absence of both of the Chairperson and Vice-Chairperson, the Board of Directors shall appoint from among their number a person to act as Chairperson at meetings of the Board of Directors.

Section 5 – Participation by electronic means

A director may, in accordance with the regulations, if any, and if all the directors of the corporation consent, participate in a meeting 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 for the purposes of this Act to be present at that meeting and shall be considered present for the purpose of constituting a quorum.

Section 6 – Resolution in writing

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors

ARTICLE 9 – DUTIES and POWERS OF DIRECTORS

Section 1

The Board of Directors of the Auxiliary shall be responsible for directing the activities of the Canadian Coast Guard Auxiliary.

The Board of Directors of the Auxiliary shall represent the members and regional Canadian Coast Guard Auxiliaries on issues of national and/or common interest.

Section 2

The Board of Directors of the National Board shall not impose duties, commitments and/or sanctions upon any regional CCGA or upon its members unless a resolution to do so is passed by a unanimous vote of the Directors of the Auxiliary.

Section 3 - Book and Records

The Directors shall see that all necessary books and records of the Auxiliary required by the bylaws or by any applicable statute, contract, or regulation, are regularly and properly kept in accordance with the requirements of the Act.

Section 4 Banking

The banking business of the Corporation 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 of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

Section 5 Borrowing

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Section 6 Remuneration

The Directors shall receive no remuneration for acting as Directors but shall be entitled to reimbursement of expenses incurred for Board business or such activities as may be approved by the Board.

ARTICLE 10 - INDEMNITY TO DIRECTORS

Subject to the provisions of the Act, each Director of the Auxiliary and other officer, 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 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 as a Director or officer of the Auxiliary, or in relation to the execution of the duties of his/her office, unless he shall be finally determined to be liable therefore by reason of his/her own willful neglect or default.

ARTICLE 11 - OFFICERS

Section 1 - Executive

The Executive of the Auxiliary shall consist of the Chief Executive Officer, Vice-Chairperson, and Secretary and Treasurer or Secretary-Treasurer (if the two positions are combined in the one person).

Section 2 – Signing authority

Any two (2) members of the Executive shall have signing authority for the Auxiliary

Section 3

- A. The Chief Executive Officer and Vice-Chairperson shall be elected as outlined above, provided that if a new Board of Directors is not named then the incumbents, being members of the Board of Directors, shall hold office until their successors are named.
- B. The position of Chief Executive Officer or Vice-Chairperson shall be vacated should such the position of such person on the Board of Directors be discontinued.
- C. The Board of Directors may appoint the other Officers of the Auxiliary from among the members of the Auxiliary.

- D. The Chairperson or Vice-Chairperson may be removed from office by a vote of two thirds (2/3) of the members at any regularly scheduled members Meeting. The directors shall then immediately elect a successor from among the remaining Directors.

Section 4 – Terms of employment and remuneration of officers and employees

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

Officers of the Auxiliary shall receive no personal remuneration for their services. Officers shall be compensated for expenses according to the terms and conditions contained in the Contribution Agreement between the Auxiliary and the Government of Canada or such other terms and conditions as may be approved by the Board from time to time.

The Auxiliary may hire employees who may be remunerated for their services.

ARTICLE 12 - DUTIES OF OFFICERS

Section 1 – Chair person / Chief Executive Officer

The Chief Executive Officer shall:

- A. When present, preside at all meetings of the members of the Auxiliary;
- B. Oversee the general management and supervision of the affairs of the Auxiliary;
- C. Be responsible for implementing the decisions of the Board;
- D. Be responsible for communicating with the Director, Search and Rescue, Canadian Coast Guard.
(This responsibility shall not infringe upon the right of any President of a regional CCGA communicating directly with the Director of Search and Rescue);

Section 2 – Vice-Chairperson

- A. In the event the Chief Executive Officer becomes incapable or is unavailable his/her duties, the Vice-Chairperson shall assume the duties and powers of the Chief Executive Officer during such period of incapacity or unavailability.

B. The Vice-Chairperson shall exercise such duties as are assigned by the Chief Executive Officer.

Section 3 - Secretary

The Secretary shall:

- A. Be a member of the Board or an elected member of a Regional CCGA;
- B. Attend all meetings of the Board and record all facts and minutes of all the proceedings in the books kept for the purpose;
- C. Ensure that any notices which are required by law or under the Canada Corporations Act or under the Constitution of the Corporation or otherwise be duly given to members and to the Directors;
- D. Be the custodian of the seal of the authority and of all books, papers, records, correspondence, contracts and other documents belonging to the Auxiliary 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
- E. Perform such other duties as may from time to time be determined by the Board.
- F. The term of office for the Secretary shall be one year or until a successor has been elected.

Section 4 - Treasurer

The Treasurer shall:

- A. Keep full and accurate accounts of all the receipts and disbursements of the Auxiliary in proper books of accounts;
- B. Deposit all monies or other valuable effects in the name and to the credit of the Auxiliary in such bank or banks as may from time to time be designated by the Board of Directors;
- C. Disburse the funds of the Auxiliary under the direction of the Board of Directors, taking proper vouchers thereof;

- D. Render the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his/her transactions as Treasurer, and of the financial position of the Auxiliary; and
- E. Perform such other duties as may from time to time be determined by the Board of Directors and maintain detailed accounts and records.

Section 5

The same person may serve as Secretary and Treasurer.

ARTICLE 13 - MEMBERSHIP

Section 1

The members of the Auxiliary shall include the Regional CCGAs and such other members as may be admitted upon the unanimous vote of the members and the directors and original members of the Auxiliary.

Section 2 - 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-third majority vote of the Board, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

Section 3 - Membership Participation

Members shall participate, on a regular basis, in the activities of the Auxiliary which are associated with its objectives.

Section 4 – Termination of Membership

Membership is terminated when:

- the member resigns
- the member is liquidated, dissolved, wound-up, or placed under receivership or trusteeship
- the member transfers the membership to the Auxiliary
- a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws
- 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 Corporation, automatically cease to exist.

Section 5 – Transfer

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

ARTICLE 14 - MEETING OF MEMBERS

Section 1 - Location

The annual or any other general meeting of the members shall be held at the head office of the Auxiliary or such a place or places within Canada as the Board may determine and on such day as the Board may appoint.

Section 2 - Business

At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the Financial Statements and the report of the Auditors shall be presented and a Board of Directors named or appointed and Auditors shall be appointed for the ensuing year.

Section 3

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members, except where otherwise stated in this by-law.

Section 4 – Calling of meeting by Board, Chairperson or Vice-Chairperson

The Board of Directors or the Chief Executive Officer or Vice-Chairperson shall have power to call at any time a general meeting of the members of the Auxiliary.

Section 5 – Calling of meeting by Members

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 40% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Section 6 – Notice of Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting 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.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Section 7 – Representation at meeting of corporate members

The Auxiliary shall recognize any individual authorized by a Regional CCGA, other corporate member or other entity to represent the member at meetings. The individual may exercise on behalf of the member all of the powers of the member.

Section 8 - Error or Omission in Notice

- A. 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 Auxiliary 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.
- B. For the purpose of sending notice of any member, Director or officer for any meeting or otherwise, the address of any member, Director or officer shall be his/her last address recorded on the books of the Auxiliary.

Section 9 – Absence of Chairperson and Vice-Chairperson

In the absence of the Chairperson or Vice-Chairperson, the members present at a general meeting shall chose a member to be Chairperson of such meeting.

Section 10 - Adjournments

Any meeting of the Auxiliary or of the Directors may be adjourned to any time, and from time to time and 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.

Section 11 - Quorum

A majority of the members shall constitute a quorum for the transaction of business at meetings of the members.

Section 12 – Persons who may be present at meeting

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the 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. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

Section 13 – Participation by electronic means

If the Auxiliary chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

If the directors or members of the Corporation call a special meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

ARTICLE 15 - VOTING OF MEMBERS

Section 1

Subject to the provisions of the Act and the other provisions of these bylaws, each member of the Auxiliary shall at all meetings of members be entitled to one (1) vote.

Members may vote by proxy only by completing a form provided by the Secretary of the Auxiliary for such purpose accordingly and returning it to the Secretary before the meeting at which the issues stated on the form are to be decided.

Section 2

- A. At all meetings of members every question shall be decided by a majority of the votes of the members represented in person or by proxy unless otherwise required by the bylaws of the Auxiliary, or by law.
- B. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member present.
- C. A declaration by the Chairperson that a resolution has been carried or not carried and an entry to the 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 favour of or against such resolution.
- D. 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 represented in person, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Auxiliary in general meeting upon the matter in question.

Section 3

Each member in good standing:

- A. Shall be entitled to vote upon Auxiliary business, including the election of the Chief Executive Officer, Vice-Chairperson, Secretary and Treasurer; and
- B. May be called upon by a majority of the Board to vote upon any specific issue of the Auxiliary.

Section 4

Pursuant to section 166 (1), 1) Except where a written statement is submitted by a director under subsection 131(1) or by a public accountant under subsection 187(4),

- a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members; and
- a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of members, and signed by all the members entitled to vote at that meeting, satisfies all the requirements of this Act relating to meetings of members.

ARTICLE 16 – ANNUAL FINANCIAL STATEMENTS

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

ARTICLE 17 - ADMINISTRATION

Administration and operation procedures shall be established by the Auxiliary commensurate with the undertakings of the Auxiliary.

ARTICLE 18 - AMENDMENTS

The bylaws may be revised or amended at an Annual Meeting or at a Special General Meeting called for that purpose by the Chief Executive Officer or at least two Directors and executive officers, provided that:

1. The amendment is proposed by a member in good standing and given in writing to the Secretary;
2. Notice of an amendment to the bylaws to be considered at an Annual Meeting and the proposed amendment has been given to the members at least thirty (30) days before the Meeting;
3. The notice of the calling of and Special Meeting to amend the bylaws and the proposed amendment have been given to the members at least thirty (30) days before the Meeting;
4. The Special General Meeting is requested in writing to the Chief Executive Officer by three (3) members in good standing;
5. Such amendment is passed by at least a two-thirds majority of members present.

ARTICLE 19 - FISCAL YEAR

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

ARTICLE 20 - AUDIT

One or more auditors shall be appointed by the members of the Auxiliary at each Annual Meeting to audit the accounts of the Auxiliary for report to members and to hold office until the next Annual Meeting. The remuneration of the auditor or auditors shall be fixed by the Auxiliary at the Annual Meeting or by the Board of Directors pursuant to authorization given at the Annual Meeting.

ARTICLE 21 - DISSOLUTION

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 not required to pay creditors thereof, shall be donated to one or more organizations in Canada carrying on similar activities as may be determined by the Board of Directors.

ARTICLE 22 - INTERPRETATION

In these bylaws and in all other bylaws of the Auxiliary hereafter passes 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.

REPEAL OF FORMER BY-LAW AND EFFECTIVE DATE OF THIS BY-LAW

The previous by-law of the Auxiliary is repealed.

Effective Date: This by-law shall come into force without further formality upon its enactment. The provisions of this by-law and the wording of each such provision are severable and to the extent that any such provisions or wording are not approved by the Minister, the remainder shall stand as enacted.

Adopted by unanimous resolution of the Board of Directors at a meeting duly called and regularly held and at which a quorum was present on May 4, 2014.

Adopted by resolution of a majority of two-thirds of members of the Association at a meeting duly called and regularly held and at which a quorum was present on May 4, 2014.

Certified a true copy of By-law no.2 of the Canadian Coast Guard Auxiliary (National) Inc. enacted by the directors on May 4, 2014 and sanctioned by a vote of the not less than 2/3 of the members present at an Annual General Meeting of the Association held on May 4, 2014.

DATED AT Quebec City on May 4, 2014.



President



Secretary