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**BYLAWS
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”, or “The Auxiliary”.

ARTICLE 2 - OBJECTIVES

The objectives of the Auxiliary are to promote safety and the preservation of life and property in Canadian marine areas 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 by acting in an auxiliary support role to the Canadian Coast Guard, where the need for such auxiliary support is deemed to exist; and
- b) Assisting with the promotion of safety afloat and accident prevention; and
- c) Developing and maintaining a productive and harmonious working relationship between the Canadian Coast Guard Auxiliaries and the Canadian Coast Guard. It is anticipated that this increased cooperation will acknowledge and improve the relationship between the two parties and the quality of rescue, safety and related operations and prevention services provided to mariners on Canadian waters.

ARTICLE 3 - HEAD OFFICE

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

ARTICLE 4 - 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 5 - NATIONAL COUNCIL BOARD OF DIRECTORS

Section 1

The affairs of the Auxiliary shall be managed by a Board of Directors ("the Board") of not less than three nor more than nine Directors.

Each regional CCGA Inc. as listed below, shall be a voting member of the Auxiliary. The five CCGA Inc. associations are:

- **Canadian Coast Guard Auxiliary (Newfoundland) Inc.;**
 - **Canadian Coast Guard Auxiliary (Maritimes) Inc.;**
 - **Garde côtière auxiliaire canadienne (Québec) Inc.;**
 - **Canadian Coast Guard Auxiliary (Central & Arctic) Inc.; and**
 - **Canadian Coast Guard Auxiliary (Pacific) Inc.**
- (the "Regional CCGA's")**

Each of the Regional CCGA's shall elect or appoint one director to the Board. The five Regional CCGA's, by a majority vote, shall elect a CEO who shall be a director and who shall be the Chairperson of the Board.

Executive

The Board of Directors shall select, by a majority vote, from amongst the directors, a Vice-Chairperson of the Board. The Board shall also select, from amongst the elected officers of the Regional CCGA's, a person or persons to act as Secretary or Treasurer. The position of Secretary and Treasurer may be held by one individual if the Board so determines. The Secretary and Treasurer are not members of the Board unless otherwise elected to the Board.

In the event that the person elected Chief Executive Officer is a director representing a Regional CCGA that regional CCGA may elect or appoint a substitute regional director.

Each Director shall at a time of his/her election or appointment and throughout his/her term of office be a member of a Regional CCGA. The Director's shall be replaced or re-elected on or before April 1, 1998.

Section 2 - Vacancies on the Executive

Vacancies on the Executive however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Regional CCGA's, if they shall see fit to do so, otherwise such vacancy shall be filled at the regular election for President; but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the voting members of the Auxiliary to fill the vacancy.

Section 3 - Election of Director

- A. The members of a Regional CCGA shall elect a representative to represent the region on the Board as per the terms and conditions of their respective regional bylaws.
- B. Election of Directors shall be held not less than thirty (30) days before the Annual Meeting of the members of the Auxiliary.
- C. Each Director shall be an elected officer of a Regional CCGA.

Section 4 - Term of Office

- A. Except as hereinafter provided, each Director shall serve as such for a term equal to his/her term of office as elected by his/her Region CCGA to begin at the conclusion of the first Annual Meeting after his/her election and expire at the conclusion of the Annual Meeting held at the end of his/her term of office.

The term of office for each Regional CCGA Director is as follows:

- Canadian Coast Guard Auxiliary (Newfoundland) Inc. - elected annually;
- Canadian Coast Guard Auxiliary (Maritimes) Inc. - elected every two years;
- Garde côtière auxiliaire canadienne (Laurentienne) Inc. - elected every two years;
- Canadian Coast Guard Auxiliary (Central & Arctic) Inc. - elected every two years;
- Canadian Coast Guard Auxiliary (Pacific) Inc. - elected every year.

- B. The voting members of the Auxiliary may, by resolution passed by two-thirds of the votes cast, remove any Director before the expiration of his/her term of office as outlined in Article 15. Balloting will be by mailed ballot, which must be sealed in the envelope provided and forwarded to the Head Office of the Auxiliary. The Secretary of the Auxiliary upon receiving a petition signed by at least one-third of the members of the Auxiliary shall within two weeks initiate balloting on such resolution. The ballot shall read 'Do you wish to have the present Director of (?) Region removed from office?', and spaces will be provided for a "yes" or "no" vote. Ballots must be postmarked no more than 30 days from when the ballots were issued.
- C. The executive shall be elected once a year and take office on the first day of April. The Chief Executive Officer, Vice-Chairperson, Secretary and/or Treasurer may stand for re-election.
- D. Each Director shall be eligible for re-election.

Section 5

Each Director or his/her representative shall be entitled to one vote on Board business, except that in case of a tie, the Chief Executive Officer may cast a deciding vote.

Section 6

The immediate past Chief Executive Officer of the Auxiliary shall be a non-voting member of the Board, unless otherwise a director, in which case he/she shall be entitled to one (1) vote for this reason.

Section 7 - Vacancies on the Board of Directors

Vacancies on the Board, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Auxiliary, if they shall see fit to do so, otherwise such vacancy shall be filled at the regular meetings of the Regional CCGA; but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members of the Auxiliary to fill the vacancy.

Section 8

If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner provided in Section 7.

Section 9 - Appointed Directors

1. The membership may, by a majority vote for all the Regional CCGA's as represented by the Directors representing such Regional CCGA's, appoint Directors to the Board.
2. The term of office of an Appointed Director shall be set by the Board at the same time of appointment, but in any case shall be less than one (1) year and shall not extend beyond the end of the next Annual Auxiliary Meeting of the Auxiliary.
3. The membership may, by a majority vote of the Regional CCGA's, remove an Appointed Director from the Board.

4. Each Appointed Director shall be entitled to one (1) vote on Board business.

ARTICLE 6 - MEETINGS OF THE BOARD OF DIRECTORS

Section 1

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. The Director, Search and Rescue, Canadian Coast Guard (CCG), in consultation with the Chief Executive Officer, CCGA Auxiliary, shall determine the time and place for any meetings between the two parties.

Section 2 - Quorum

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

Section 3

A meeting of the Board shall be held immediately following each Annual Meeting of the members of the Auxiliary at which Directors have been named for the purposes of electing officers and committees and for the transaction of such other business as may properly come before a meeting of the Directors. No notice as to the calling of such meeting of Directors need be given.

Committee members may be removed from office by a vote of two thirds (2/3) of the members at any regularly scheduled members Meeting. The members will then immediately elect a successor(s) if required.

Committee members shall receive no remuneration for their participation in committees. The duties of committee members shall be those duties that would be of benefit to the Canadian Coast Guard Auxiliary.

Section 4

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

Section 5

- A. Meetings of the Board of Directors may be formally called at any time by the Chief Executive Officer or any two Directors and by the Secretary upon the request of the Chief Executive Officer or any two directors. Upon the request of the Chief Executive Officer or any two Directors the Secretary shall summon a meeting of the Directors.
- B. Notices of such meetings shall be given orally or delivered or telegraphed to each Director not less than seventy-two (72) hours, or mailed to each Director not less than fourteen (14) days before the meeting is to take place.

Section 6 - Regular Meetings

- A. The Board of Directors may appoint a day or days in any month or months for regular meetings at a place and hour to be named.

- B. A copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors 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.

Section 7

In the absence of the Chief Executive Officer and Vice-Chairperson, such person as the Board of Directors may appoint shall act as Chairperson at meetings of the Board of Directors.

ARTICLE 7 - INDEMNITY TO DIRECTORS

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 8 - DUTIES AND REMUNERATION OF DIRECTORS

Section 1

The Directors may exercise all the powers of the Auxiliary as are not by the Canada Corporations Act or by these bylaws required to be exercised by the members at general meetings.

Section 2 - 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.

Section 3

The Directors shall receive no remuneration for acting as Directors.

ARTICLE 9 - NOMINATING COMMITTEE

Section 1

The nominating committee is to be comprised of any voting member of the Auxiliary Board of Directors.

Section 2

The nominating committee shall put forward a candidate for Chief Executive Officer, Vice-Chairperson, Secretary and Treasurer.

Section 3

The Chairperson of the nominating committee shall chair the election of Chief Executive Officer, Vice-Chairperson, Secretary and Treasurer.

Section 4

A list of candidates may be submitted to the Board of Directors meeting prior to the Annual General Meeting.

ARTICLE 10 - OFFICERS

Section 1

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

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

The Board of Directors of the National Council shall not impose duties, commitments and/or sanctions upon any regional CCGA or upon its members unless passed by the Auxiliary.

Section 2

Executive

- A. The Executive of the Auxiliary shall consist of the Chief Executive Officer, Vice-Chairperson, and Secretary and/or Treasurer.
- B. Other Directors may be appointed to the Executive by a majority vote of the Board of Directors.
- C. Any two (2) members of the Executive shall have signing authority for the Auxiliary, except that for financial signing authority the Executive may appoint one other member of the Auxiliary to be one of the two required signatories.

Section 3

- A. The Chief Executive Officer and Vice-Chairperson shall be elected as outlined at Article 5, 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. Directors who are elected as Chief Executive Officer or Vice-Chairperson shall retain membership on the Board of Directors.
- C. The Board of Directors may appoint the other Officers of the Auxiliary from among the members of the Auxiliary.
- D. The term of office for the Chief Executive Officer and Vice-Chairperson shall be one (1) year or until a successor has been elected.
- E. The Chief Executive Officer 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 members will then immediately elect a successor from among the remaining Directors.

Section 4

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

Section 5

Officers of the Auxiliary shall receive no personal remuneration for their services.

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

ARTICLE 11 - DUTIES OF OFFICERS

Section 1

The Chief Executive Officer shall:

- A. When present, preside at all meetings of the members of the Auxiliary;
- B. Be charged with 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, Search and Rescue;
- E. Work closely with any official designated by the Director, Search and Rescue, Canadian Coast Guard;
- F. Sign all bylaws and Auxiliary membership cards with or in conjunction with the Secretary or other officer appointed by the Board of Directors; and
- G. Represent the Auxiliary at all approved national/international meetings.

Section 2

- A. In the event the Chief Executive Officer becomes incapable of performing his/her duties, and with a majority of the Board in agreement, the Vice-Chairperson shall assume the duties of the Chief Executive Officer.
- B. The Vice-Chairperson shall exercise such other duties as are assigned by the Chief Executive Officer.
- C. In the event that the Chief Executive Officer is unavailable to sign documents, the Vice-Chairperson may sign documents on the Chief Executive Officer's behalf.

Section 3

The Secretary shall:

- A. Be a member of the Board or a 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. Give all notices required to be 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 (1) year or until a successor has been elected.
- G. The Secretary may be removed from office by a vote of two thirds (2/3) of the members at any regularly scheduled members Meeting. The members will then immediately elect a successor.

Section 4

The Treasurer, or person performing his/her usual duties 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.

- F. Be a member of the Board of Directors or a member of a Regional CCGA.
- G. The term of office for the Treasurer shall be one (1) year or until a successor has been elected.
- H. The Treasurer may be removed from office by a vote of two thirds (2/3) of the members at any regularly scheduled members Meeting. The members will then immediately elect a successor.

ARTICLE 12 - MEMBERSHIP

Section 1

The voting members of the Auxiliary shall be the five Regional CCGA's as outlined at Article 5.

There shall be three (3) classes of non-voting membership; General, Life and Honourary:

1. **General Membership:**

General membership requires that the member be either a member of one of the five Regional CCGA's or be able to contribute in some other way which would be of benefit to the Canadian Coast Guard Auxiliary.

2. **Life Membership:**

Life membership may be conferred upon a member in recognition of his/her outstanding services to the Auxiliary in the past or in an anticipation of his/her special services to the Auxiliary in the future.

3. **Honourary Membership:**

The Board may elect an individual or individuals to the position of honorary member. The purpose of an honorary membership in the Auxiliary shall be for acknowledgment of past contribution and/or services etc., to the Auxiliary.

The election of an honorary member shall be for life and require a majority vote of the Board.

The honorary member(s) shall be exempt from payment of any dues or fees and enjoy all the privileges of a member of the Auxiliary except the right to vote.

These privileges shall not include financial support. The Auxiliary may invite an honorary member to attend a members meeting subject to available funding, and approval by the Auxiliary and the Director, Search and Rescue, Canadian Coast Guard.

Section 2

To qualify for admittance to membership of the Auxiliary one shall:

- A. Have attained the age of majority in the province in which they reside.
- B. Be a resident of Canada;
- C. Be fit and able to perform the activities related to their intended class of membership;

- D. Complete a candidate data sheet which will permit the Chief Executive Officer of the Auxiliary or a person designated by him to assess their suitability for membership;
- E. Satisfy the Chief Executive Officer or a majority of the Board of Directors that their purpose in joining is to engage in the objectives of the Auxiliary without commercial or financial gain; and
- F. Offer special services desired by the Auxiliary.
- G. Must be an elected officer of a Regional CCGA.

Section 3 - 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 4 - Membership Participation

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

Section 5 - Resignation

- A. Members may resign by resignation in writing, which shall be effective upon acceptance thereof by the Board of Directors.
- B. In case of resignation, a member, in addition to receiving any benefits due to him/her, shall remain liable for payment of any assessment or other sum

levied or which became payable by him/her to the Auxiliary prior to acceptance of his/her resignation. He/she shall also return any equipment or material which is the property of the Auxiliary or the Government of Canada.

- C. In the absence of any other notice, a member of the Auxiliary shall be deemed to have automatically resigned from the Auxiliary six (6) calendar months from the date he/she ceases to be qualified for membership. His/her resignation need not be accepted by the Board of Directors to be effective.

Section 6

A member of the Auxiliary shall automatically be a member ex officio of all regional CCGA's.

ARTICLE 13 - MEETING OF MEMBERS

Section 1

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

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 and Auditors shall be appointed for the ensuing year.

Section 3

The voting members may consider and transact any business either special or general without any notice thereof at any meeting of the members, subject to Article 16 of these bylaws.

Section 4

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

No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each voting member by sending the notice by prepaid mail or telegraph, fourteen (14) days before the time fixed for the holding of such meeting, 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, 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.

Proxy votes must be in writing and recorded by the Secretary prior to the commencement of the meeting. The person carrying such a proxy shall normally be the substitute for the Regional CCGA and must himself/herself be a voting member, but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his/her constituent. No member shall be entitled either in person or by proxy to vote at meetings of the Auxiliary unless he/she has paid all dues or fees, if any, then payable by him/her.

Members must be advised of their right to vote by proxy - Such notice shall be provided with the Notice of Meeting.

Section 6 - 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 7

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

Section 8 - 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 9 - Quorum

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

ARTICLE 14 - VOTING OF MEMBERS**Section 1**

- A. Subject to the provisions, if any, contained in the letters patent of the Auxiliary and in Articles 5 and 11 of these bylaws, each voting member of the Auxiliary shall at all meetings of members be entitled to one (1) vote and he/she may vote by proxy.
- B. Voting 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.
- C. No voting member shall be entitled either in person or by proxy to vote unless he has paid all dues or fees, if any, then payable by him.

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 Chief Executive Officer 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 or by proxy, and such poll shall be taken in such manner as the Chief Executive Officer 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 voting 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.

ARTICLE 15 - DISCIPLINE

Section 1

A member may be suspended or expelled for:

- A. Inactivity when exhibited by insufficient interest or no apparent desire to continue membership;
- B. Infringement of any rule, regulation or bylaw of the Auxiliary;
- C. Conduct which brings discredit to, or is considered detrimental to the character and interests of, the Auxiliary, Canadian Coast Guard or Government of Canada;
- D. Failure to comply with statutory legislation and the regulations pursuant thereof; or
- E. Commission of an offense which, in the opinion of the Board of Directors, is serious enough to warrant disenrollment.

Section 2

- A. The Executive may suspend or expel a member for cause. The member to be notified in writing by the Chief Executive Officer of the Executive's decision.

- B. The member, upon receipt of said notification, may make appeal of the Executive's decision to the Board of Directors. The Board of Directors, upon hearing the appeal, may, by two-thirds majority, uphold or reject the appeal. The decision of the Board of Directors will be considered final.

- C. The reason for the recommendation and what action has been taken shall be recorded in the minutes of the meeting and the disciplined member shall be notified in writing of the action.

Section 3

Unless otherwise ordered by the Board of Directors, any member who shall have been expelled shall be forever thereafter ineligible to be re-admitted as a member and shall be required to surrender his/her membership card.

ARTICLE 16 - ADMINISTRATION

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

ARTICLE 17 - 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; and
6. The repeal or amendment of any part of the constitution not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister of Industry Canada has been obtained.

ARTICLE 18 - 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 19 - 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 20 - 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 21 - 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.