



**MASTER MARINERS
OF CANADA**

PRACTICES AND PROCEDURES

Of

THE COMPANY OF MASTER MARINERS OF CANADA

Version 3.2

February 14, 2019

THE COMPANY OF MASTER MARINERS OF CANADA

CORPORATE INFORMATION

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1.0 Introduction

1.1 General

1.1.1 These Practices and Procedures have been prepared to record various decisions of the Board of Directors of The Company of Master Mariners of Canada (CMMC) with respect to interpretation of the By-laws or policies with respect to the operation of The Company and its Divisions. The original Guidelines were approved in principle during the 89th National Council Meeting on October 30th, 1994. Version 2 of the revised practices and procedures were approved as of June 17th, 2002 and at the 129th National Council Meeting October 19th, 2002. Version 3 is now in force after being adopted by the Board of Directors.

1.1.2 It is intended that these will provide a ready reference for the National and Divisional Officers and will assist Directors taking office to become familiar with Company practices and procedures.

1.1.3 The CMMC makes every effort to ensure the contents of this document are up-to-date, accessible, accurate and complete. In drafting “Version 3” of the *Practices and Procedures Manual*, individual practices and procedures approved during the first 50 years of the CMMC have been captured, archived and updated to reflect the current By-laws. Going forward, amendments will be logged in the “Record of Corrections” and any changes or additions will be distributed to the Divisions and the most current *Practices and Procedures Manual* will be available on-line at www.mastermariners.ca

Captain Ivan Lantz
Secretary
January 24, 2019

2.0 Definitions

“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 Certificate of Continuance of the Company dated 2014-08-27.

“Assistant Vice President” means the second vice president of The Company.

“Board” means the Board of Directors of the Company and *“Director”* means a member of the Board.

“By-law” means any By-laws of The Company as amended from time to time and which are in force and effect.

“Division” means a group of ten (10) or more members who have been granted status as a *“Division”* by The Company.

“Executive Committee” means the Officers of the Company and shall consist of the President, Vice President, Treasurer, Secretary and Past President or President Emeritus.

“Life member” means one of not more than 5 voting members recommended to the Board by a Division and approved by special resolution of the Board who is not liable for any annual dues or levies.

“Meeting of members” includes an annual meeting of members or a special meeting of members.

“Member” means a person who meets the membership conditions for either voting or non-voting members as described in Section 8 of The Company By-laws.

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

“Past President” or *“President Emeritus”* means the President who immediately preceded the current *“President”*.

“President” means the Chair of the Board of Directors and the President of the Company.

“Proposal” means a proposal submitted in writing by a voting member on a matter of interest to the Company rather than an item of personal nature, to be added to the agenda of a meeting of members of the Company that are eligible to vote on the proposal in accordance with Section 163 of the Act.

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.

“Special Meeting of Members” includes a meeting of any class or classes of members as well as 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.

"Vice President" means the vice president of The Company.

3.0 Membership Processing

3.1 Membership Application Forms

3.1.1 Bilingual application forms for each category of membership are found on the website www.mastermariners.ca under the heading of Membership.

3.1.1.1 **Membership Application Form**

Member Application Form (EN)

Demande D'Adhésion Membre (FR)

3.1.1.2 **Corporate Membership Application Form**

Corporate Membership Application Form (EN)

Demande D'Adhésion Entreprise (FR)

3.1.1.3 **Companion Membership Application Form**

Companion Membership Application Form (EN)

Demande D'Adhésion Collègue (FR)

3.1.1.4 **Student Membership Application Form**

Student/Cadet Membership Application Form (EN)

Demande D'Adhésion Élève/Cadet (FR)

3.1.1.5 **Associate Membership Application Form**

Associate Membership Application Form (EN)

Demande D'Adhésion Associé(e) (FR)

3.2 Submission of Completed Application Form

3.2.1 A completed application form in any category should be submitted by mail or email to the appropriate Divisional office. To be complete, an application form must be accompanied by copies of any documents requested and a cheque for the appropriate annual fee.

3.2.2 Alternatively, the completed application form and documentation in 3.2.1 can be mailed to the head-office of The Company.

3.2.3 The Division is to review the application and if necessary, interview the candidate. Upon acceptance, the application is to be forwarded to the Membership Chair along with the National Portion of the dues, the new member's application form and accompanied by copies of any documents requested.

3.2.4 The Membership Chair will verify the correctness of the application and inform the Division directly that the application is complete and that the new member's acceptance is confirmed.

3.2.5 In the event the application is incomplete or has other errors, the Membership Chair will advise the Division of the omissions and/or corrections.

3.2.6 In the event the Division has doubts as to the acceptability of an application, the Division will advise the Membership Chair who may then refer the case to the President for resolution at the next board meeting.

3.3 Prorating of Dues for New Members

3.3.1 The following dues will be charged to new members:

3.3.1.1 Date of Acceptance - Dues payable to CMMC;

3.3.1.2 January 1 to June 30 - Full annual dues for current year;

3.3.1.3 July 1 to September 30 - Half annual dues for current year; and

3.3.1.4 October 1 to December 31 - Full annual dues will be charged but credited to the upcoming year.

3.4 What To Do With Completed Application Forms

3.4.1 All completed application forms and accompanying documentation shall be forwarded to the Company's Membership Chair along with the national percentage of dues as table at Section 3.5.4 below.

3.4.2 The Membership Chair will verify the correctness of the application and immediately inform the Division or the applicant of receipt of a completed application and acceptance.

3.4.3 In the event the application is incomplete or has other errors, the Membership Chair will advise the Division or the Applicant of the omissions and/or corrections to be made prior to acceptance of the applicant for Membership to The Company.

3.4.4 The Membership Chair will record the date, name, contact information and address in the Membership Register as required to meet the Act and Regulations for a Not-for-profit Corporation.

3.4.5 The Membership Chair will ensure the new member is awarded a Certificate.

3.4.6 A Membership Certificate will be prepared by the Membership Chair and sent electronically to the appropriate Divisional office for printing and presentation to the member.

3.4.7 In the event the Division or the Membership Chair has doubts as to the acceptability of an application, the case shall be referred to the President and brought before the Board of Directors for resolution at the very next board meeting.

3.5 Membership Renewal

3.5.1 Membership is annually (calendar year) renewed every January 1st.

3.5.2 Annual membership fee receipts are issued by the Division. Exceptions and special consideration are listed in 3.5.3.

3.5.3 Membership fees for 2019 are:

3.5.3.1 Full Member \$200.00 / year;

3.5.3.2 Senior Member (over 65 years of age - voting) \$100.00 / year

3.5.3.3 Corporate Member \$215.00 / year;

3.5.3.4 Companion Member \$200.00 / year;

3.5.3.5 Associate Member \$100.00 / year;

3.5.3.6 Cadet Member \$ 20.00 / year;

3.5.3.7 Honorary Members - Complimentary (No dues payable); and

3.5.3.8 Life Members - Complimentary, (No dues payable).

3.5.4 Annual membership dues are established by the Board of Directors during approval of the budget at the first meeting of the Directors following an Annual General Meeting (AGM).

3.6 Collection of Annual Dues and Submission of National Portion

3.6.1 In accordance with By-law 13.1 dues are payable on January 1st and are considered “in arrears” if not paid by March 31st.

3.6.2 Divisions shall endeavour to collect all dues within this period and submit the National Portion to the Membership Chair by May 1st. See table at 3.6.4. to determine National Portion.

3.6.3 Exceptions: Life and Honorary members are exempt from annual renewal and membership dues.

3.6.4 Annual Dues/Submission of National Portion Matrix (As of January 2015)

Class of Member	Member Pays	National Portion	Divisional Portion	Percentage Retained by Division
Full Member	200	150	50	25%
Senior & Associate	100	70	30	30%
Companion	200	150	50	25%
Cadet	20	14	6	30%
Corporate	215	155	60	28%

3.7 Annual Dues in “Special Circumstances”

3.7.1 On occasion a Division may be faced with a member who, through health considerations or temporary financial hardships, is unable to pay annual dues.

3.7.2 In such cases, at the discretion of the Divisional Council, the member may be re-instated without re-applying for membership once the member has paid annual dues for the following year.

3.7.3 In cases where a Division may be faced with a member who, through health considerations or temporary financial hardships, is unable to pay annual dues for two consecutive years, the membership is cancelled. To be re-instated the former member will have to re-apply.

3.7.4 In such health or hardship cases (3.7.2 and 3.7.3), a long-standing member would be removed from the National membership list but can still remain a member if the Division Vice President so chooses and be given the distinction of Honorary Member or be welcome to attend a meeting or event as a guest.

3.7.5 The Membership Chair shall immediately be notified of the steps taken.

4.0 Membership Requirements

4.1 Membership Focus

4.1.1 The Company of Master Mariners of Canada represents command-qualified Mariners, like-minded seafarers, industry members, cadets, and persons interested in advancing the purposes of the Company. Membership is accepted on a personal basis and never accorded to positions.

4.2 Voting Members

4.2.1 Full voting membership is available to persons issued a Certificate of Competency as Master Mariner, Master Near Coastal, Fishing Master Class 1, Naval Command Qualification, Coast Guard or other command-qualified Mariners deemed equivalent.

4.2.2 With the exception of Life Members, the term of membership of a voting member shall be annual, subject to renewal in accordance with sections 3.6 and 3.7 of these Practices and Procedures.

4.3 Non-Voting Members

4.3.1 Non-voting membership is available to persons in the following categories:

- 4.3.1.1 Honorary Members who are persons nominated by a Division or the Board by reason of meritorious service to the purposes of the CMMC and who are not liable for dues or fees;
- 4.3.1.2 Associate Members are holders of Certificates of Competency other than those qualifying as voting or Cadet Members;
- 4.3.1.3 Corporate Members are corporations, companies, and associations having a functional attachment to the maritime interests and the purposes of the CMMC and who nominate one non-member employee as a representative;
- 4.3.1.4 Cadet Members are persons attending or participating in a nautical course at an approved marine institute until they have received their first Certificate of Competency when they automatically become eligible for associate membership; and
- 4.3.1.5 Companion Membership is granted to applicants having a functional attachment to the marine industry and who support the purposes of the CMMC.

4.3.2 The term of membership of a non-voting member, except for Life and Honorary Members, is subject to annual renewal in accordance with the policies of the CMMC.

4.3.3 Varied experience is accepted as non-voting members. The following maritime industry occupations are examples (not all inclusive) of some of CMMC's non-voting members holding Associate, Companion, or Corporate membership:

- 4.3.3.1 Shipping Company Personnel;
- 4.3.3.2 Government or Crown Corporation Personnel;
- 4.3.3.3 Nautical / Marine Institute Lecturers;
- 4.3.3.4 Marine Superintendents;
- 4.3.3.5 Ports and Waterway Personnel;
- 4.3.3.6 Hydrographic Surveyors;
- 4.3.3.7 Ship and Cargo Surveyors; and
- 4.3.3.8 NGOs and persons with maritime interests.

4.4 Honorary and Life Member Recognition

4.4.1 Honorary membership may be granted for either National or Divisional recognition.

4.4.2 A Divisional Council may elect any person as an Honorary member to a Division that the Council considers worthy of such recognition:

- 4.4.2.1 The term of the membership may be for life or for any lesser period;
- 4.4.2.2 The Divisional Council must inform the Membership Chair of each membership and supply full details of the name and address of the person to be recorded in the Membership Register;
- 4.4.2.3 The National Membership Chair will arrange for a certificate to be made and will send it to the Division for presentation at a suitable occasion;
- 4.4.2.4 There is no limit to the number of Honorary Memberships granted by a Division; and
- 4.4.2.5 No annual dues are payable.

4.4.3 A Division may wish to propose someone for a national Honorary Membership:

- 4.4.3.1 The procedure is that the person proposed be first acceptable to the Divisional Council;
- 4.4.3.2 Full details of the person and the reasons for acceptance must be sent to the National Secretary, who will arrange to list it on the agenda for the next Board of Directors Meeting;
- 4.4.3.3 The National Secretary will distribute the material to Board of Directors in sufficient time for consideration and discussion by Divisional Council prior to that meeting;
- 4.4.3.4 If the proposal is accepted by the National Council, the National Office will arrange for preparation of the certificate;
- 4.4.3.5 There is no limit to the number of Honorary Members which can be awarded but it is assumed that those being proposed will have been associated with the CMMC and have helped or furthered its corporate mandate; and

4.4.3.6 There are no dues payable.

4.4.4 Life Membership can only be awarded by the Board of Directors and only to members who have rendered outstanding service to the CMMC:

4.4.4.1 The number is limited to five (5) provided that one further may be granted in any biennial period and vacancies filled as the Board may decide;

4.4.4.2 A nominee shall be recommended to the Board of Directors by a Division which shall send full details of the nominee to the National Secretary for distribution to all Directors for consideration;

4.4.4.3 The nomination must have the unanimous support of the Board;

4.4.4.4 If accepted, the National Office will arrange to have a certificate prepared; and

4.4.4.5 There are no dues payable.

4.5 Upgrading of Membership

4.5.1 Upgrading an Associate Member to Full Voting Member are detailed below:

4.5.1.1 The applicant supplies a certificate of competency to hold the command of a vessel as Master.

4.5.1.2 As soon as the Membership Chair is advised of the upgrade, a new Certificate will be ordered and delivered to the member. The Membership Chair will update the Membership Register.

4.5.1.3 A similar process applies for Cadet Members moving up to Associate membership.

5.0 Corporate Finances and Business Planning

5.1 Non-Budgeted Expenditures

5.1.1 Reimbursement of expenses to members that have not been allocated expenditures in the CMMC budget will be reconciled as follows:

- 5.1.1.1 For amounts not exceeding \$1,000.00, the Treasurer and the President will decide whether these are acceptable;
- 5.1.1.2 For amounts in excess of \$1,000.00 but not exceeding \$5,000.00, the President will contact the Executive Committee who have the power to agree to such an expense;
- 5.1.1.3 For amounts in excess of \$5,000.00, the President will endeavour to contact all Divisional Vice Presidents and, will in any event, contact a majority of Vice Presidents to ascertain if such expense is acceptable; and
- 5.1.1.4 Should any disagreement of substance occur; the subject expense will be placed on the agenda for the next Board meeting for discussion prior to acceptance or rejection.

5.1.2 The above limits are for non-budgeted items and should not be construed as an annual limit for approved expenditures by the Board.

5.1.3 In general terms, the Presidents should be informed of such requests before the expenditure is made, but in any case, he/she should be informed as soon as a Division receives a request for support of any project or the attendance of someone at a special event.

5.2 Financial Support for Projects

5.2.1 The National Office is prepared to consider support of national projects providing:

- 5.2.1.1 Any request is considered on an individual basis by the Board of Directors;
- 5.2.1.2 President and Treasurer may grant support not exceeding \$1,000.00 but will consult with the Executive Committee for amounts in excess of \$1,000.00 but not exceeding \$5,000.00; and
- 5.2.1.3 For amounts in excess of \$5,000.00, approval of the Board must be obtained.

5.2.2 The National Office is prepared to consider support of “regional projects” providing:

- 5.2.2.1 The project has a national focus which might be reflected in other regions at some future date;
- 5.2.2.2 The Division concerned is supporting/contributing to the project with its own funds; and

- 5.2.2.3 The amount of support is at the discretion of the President and Treasurer but shall not exceed \$1 for each \$1 support provided by the Division but in general terms will not exceed \$500 without consultation with the Executive Committee.

5.3 Company Representation at Events

5.3.1 Subject to prior concurrence from the President, a person attending projects or events on behalf of the CMMC will be reimbursed for all normal expenses involved in attending meetings or functions.

5.3.2 An initial amount as determined by the Board of Directors shall be allocated in the annual budget for such purposes and shall not be exceeded without concurrence of Board.

5.4 Travel Expenses

5.4.1 The following are guidelines for travel when on CMMC business and when the National Office is paying for the travel. This does not supersede guidelines that may be in effect when a Division is paying for the travel.

5.4.2 Prudence and good common sense should always be the guide in determining what to charge to the CMMC and what is considered your own personal expense, including:

- 5.4.2.1 Airline costs to be kept to best fare available. All flights should be booked well in advance to take advantage of any discount fares, minimum two weeks. Seat selection fees are acceptable. The use of airline ticket cancellation insurance is mandatory for senior members (defined as members at/over 65 years of age). The cost will be covered by the CMMC;
- 5.4.2.2 Whenever possible the use of automobile should be encouraged, particularly when it can be shared by others. The “Reasonable per-kilometre Allowance¹” should be used to calculate the mileage allowance. The cost of the equivalent airline ticket will be used if it is the lesser amount;
- 5.4.2.3 The hotel selected by the Division sponsoring the AGM will determine the cost, which will be paid for by the National and is covered under AGM guidelines. If traveling on other CMMC business, it may be more reasonable to choose a hotel that is not in the downtown area;

¹ The Reasonable Allowance Rates are provided Federally at: <https://www.canada.ca/en/revenue-agency/services/tax/businesses/topics/payroll/benefits-allowances/automobile/automobile-motor-vehicle-allowances/reasonable-kilometre-allowance.html>

- 5.4.2.4 The use of common sense for meals and to obtain the best value is strongly encouraged;
 - 5.4.2.5 CMMC does not pay for alcohol or the costs related to spouses traveling with the member; and
 - 5.4.2.6 If these travel recommendations are not followed, it is suggested that the Division bear the additional cost.
- 5.4.3 Recommended transportation to/from the Airport:
- 5.4.3.1 Drive your personal vehicle and charge for the cost of parking, use the discount parking lots at the airport;
 - 5.4.3.2 Have a family member or friend drive you to and from the airport and charge mileage;
 - 5.4.3.3 Use airport busses, trains or any type of transporter whenever possible;
 - 5.4.3.4 As able, the local Division should arrange free pick-up and delivery at the airports and hotels by their own members.
- 5.4.4 Members should not charge National for personal charges (e.g. telephone, movies, minibar).
- 5.4.5 All travel expenses (AGM included) should be charged directly to the National Treasurer. The claim for expenses requires original supporting documents and these should be submitted with the expense claim.
- 5.4.5 Travel advances can be paid to any member traveling on CMMC business if required. The National Treasurer should be advised as early as possible if a travel advance is required to allow sufficient time for processing.
- 5.4.6 All expense accounts should be forwarded to the National Treasurer prior to this fiscal year end in the year incurred.

5.5 Financial Procedures when Divisions Organize an Event, Seminar or Conference

- 5.5.1 When Divisions organize an event, seminar, conference etc., it is routine to get engage sponsorship to offset costs. In many cases, the sponsorship money raised can be in excess of the costs to hold the event. In there are surplus funds, the remaining monies are to be distributed as follows:
- 5.5.1.1 10% to the Division hosting/running the event;
 - 5.5.1.2 10% to National; and
 - 5.5.1.3 80% to the Foundation.

6.0 Annual General Meeting (AGM) Guidelines

6.1 AGM Requirement

6.1.1 The primary purpose of the AGM is to satisfy the conditions as set out in the Corporations Act of Canada. It also satisfies the conditions as set out in the Company By-laws. (By-law Number 10).

6.1.2 The secondary purpose is to provide an opportunity to conduct National Council Meetings either before or after the AGM or both. As the costs associated with the AGM meetings are now higher than in the past, every attempt should be made to conduct as much business as possible in the period of time that members are together. CMMC Business should be the first concern of the planning committee with social activities, second.

6.2 AGM Planning and Best Practices

6.2.1 The current agenda for the AGM is prepared by the National Secretary and should remain the same as in previous years; no change in format is anticipated.

6.2.2 The location of the AGM changes annually in order to allow the various Divisions the opportunity to host and to help organize the hotel, meals and meeting places;

6.2.3 Divisions that are small in size with limited resources and which are reluctant to take on the responsibility to host an AGM should consider requesting the National Officers/Executive to assist in organizing the event;

6.2.4 The type of hotel used should not necessarily be in the downtown area as other satisfactory locations are typically available in each city suitable for CMMC meetings;

6.2.5 The choice of hotel should be based on adequacy and price. It may be more convenient, in some cities, to lodge the participants in an area closer to the airport or an out of town location which is reasonably priced; and

6.2.6 Prior to finalizing plans, the host Division should contact the National Treasurer for his/her advice and approval. However, if the host Division is paying the costs of any particular function, then approval from National is not required.

6.3 AGM Agenda

6.3.1 The format for the AGM weekend is as follows:

- 6.3.1.1 Arrival Wednesday/Thursday AM;
- 6.3.1.2 Thursday, CMMC Annual Marine Symposium;
- 6.3.1.3 Board of Directors Meeting Friday 0800 – 1400;
- 6.3.1.4 AGM Friday or Saturday depending on local arrangements;
- 6.3.1.5 Board of Directors Meeting (NCM) Saturday and travel; and
- 6.3.1.6 Final Travel Sunday AM.

6.3.2 It should be noted that all attendees to the AGM weekend (with exception of the Friday Symposium) who are having their expenses paid by the CMMC should be prepared to spend all day Saturday in attendance until adjournment on Sunday.

6.3.3 It is recognized attendees may have limited time to travel to/from business obligations, but should it be necessary to leave the AGM early, this should be communicated to the President in advance.

6.3.4 If the host Division decides to hold a conference prior to the AGM weekend, it should not affect the operating of the AGM and National will not be responsible for any expenses incurred by the attendees at the conference. If the sponsoring Division wishes the attendance of any National Executive, any additional travel expenses (outside National budgeting) should be borne by the Division.

6.4 Planning AGM Social Activities

6.4.1 Social Activities may include the following:

- 6.4.1.1 An evening cocktail party;
- 6.4.1.2 Friday and Saturday morning breakfast;
- 6.4.1.3 Friday and Saturday lunch; and
- 6.4.1.4 Friday or Saturday AGM dinner.

6.4.2 Evening cocktail party:

- 6.4.2.1 The evening get-together should be an informal gathering at or in proximity to the host hotel where various beverages and snacks are available. It may be organized by the host Division and/or in conjunction with the Symposium. The cocktail has traditionally been organized for the evening of the out-of-town members' arrivals in readiness for meetings the following morning however, the host division may vary that arrangement;

- 6.4.2.2 This may be organized and paid for by the host Division and or symposium and if permitted by the venue, may include supplies brought in by the host to reduce overall costs;
 - 6.4.2.3 The Division may wish to include all local members or have a restricted guest list;
 - 6.4.2.4 The Division should not be encumbered with a large expense for this evening activity and should try to have a sponsor assist with the costs; and
 - 6.4.2.5 The purpose of this get-together is to provide an opportunity for Members and guests to network and renew acquaintances.
- 6.4.3 Friday and Saturday morning breakfast:
- 6.4.3.1 The purpose in providing breakfast is to encourage a timely appearance by the participants; and
 - 6.4.3.2 Although it is convenient to have a working breakfast before the various meetings, it is not essential.
- 6.4.4 Friday or Saturday AGM dinner:
- 6.4.4.1 It is not essential to provide a “five star” social evening on the Saturday night, an appropriate gathering at a social house is the normal practice.

7.0 Responsibilities of Executive Committee

7.1 Executive Committee

7.1.1 In accordance with By-law 29(1)(a) the Executive Committee shall consist of the President, Vice President, Treasurer, Secretary and Past President or President Emeritus.

7.1.2 The Executive Committee assists the Treasurer with the management details of the CMMC's investment portfolio and other day to day administrative functions.

7.1.3 The purpose of the Executive Committee is essentially the maintenance of good business practices for the CMMC and to bring forward business on behalf of the Board of Directors.

7.1.4 The Executive Committee is charged to handle business investments which are essentially re-investment of a current position (GIC reinvestments, etc.)

7.1.5 There is no limit on the amount of money re-invested however if new investments are required, the Board of Directors must be consulted.

7.1.6 On new projects/contracts of value, the Executive Committee is authorized to spend up to \$2,500.00 without consulting the Board of Directors. This is designed for housekeeping issues such as printing costs, a new small piece of required office equipment, assisting a project that maybe urgent.

7.1.7 The Executive Committee has no independent power or responsibility within the CMMC. The Executive Committee serves and reports to the Board of Directors. The Executive Committee provides full reports on its activities at all Board Meetings (including teleconferences). In between Board meetings, the Executive Committee will inform the Board of any significant initiatives it undertakes on the Board's behalf (usually by email).

8.0 Duties and Responsibilities of National Officers

8.1 President

8.1.1 In accordance with By-law 29(1)(a) shall:

- 8.1.1.1 Preside at all meetings of the Board of Directors;
- 8.1.1.2 Exercise general and active management of the CMMC;
- 8.1.1.3 See that all orders and resolutions of the Board are carried into effect; and
- 8.1.1.4 Sign all By-laws and other documents requiring signatures of the officers of the Company.

8.2.2 Be responsible for maintaining the slate of Directors and overseeing the conduct of elections of Directors.

8.2.3 Act as a public spokesman for the Company unless he/she has specifically delegated a Director or member to substitute for him/her.

8.2.4 Call for meetings of the general membership by giving 30 days notice (60 days for the AGM) or meetings of the Board of Directors by stating on adjournment of a meeting, the intended time, date and place to reconvene.

8.2.5 Working directly with the Secretary, set out the agenda for meetings of the general membership or Board of Directors and ensure that such meetings are properly conducted.

8.2.6 Presents an Annual Report on the state of the CMMC to the membership at the AGM.

8.2.6 Act as Chairman of the Executive Committee and be responsible for its operation within the guidelines provided by the Board of Directors.

8.3 Vice President

8.3.1 In accordance with By-law 29(1)(b) shall:

- 8.3.1.1 In the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by Council;
- 8.3.1.2 Assist the President in the administration of the CMMC; and
- 8.3.1.3 Act as a member of the Executive Committee.

8.4 Assistant Vice President

8.4.1 In accordance with By-law 29(1)(c) shall:

- 8.4.1.1 In the absence or disability of both the President and the Vice President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by Council;
- 8.4.1.2 In the absence or disability of the Vice President perform the duties and exercise the powers of the Vice President; and
- 8.4.1.3 Acts as returning officer at National Meetings to regulate proxies and count votes and ballots.

8.5 Secretary

8.5.1 In accordance with By-law 29(1)(d), the member elected to this position:

- 8.5.1.1 Prepares the agenda for all Board of Directors, Annual General and executive meetings and records, distributes and maintains records of all Minutes of these meetings;
- 8.5.1.2 Receives, peruses and distributes all National office correspondence and attends to it as required;
- 8.5.1.3 Maintains records of all Directors as the Division elects them;
- 8.5.1.4 Prepares and distributes the proxy forms for the AGM and then records the proxies as they are returned from the membership;
- 8.5.1.5 Maintains and updates By-laws, Practices and Procedures Manual, guidelines and CMMC brochures; and
- 8.5.1.6 Acts as a member of the Executive Committee.

8.6 Treasurer

8.6.1 In accordance with By-law 29(1)(e), the member elected to this position:

- 8.6.1.1 Receives records and deposits all monies and issues receipts accordingly. Examines and approves all bills for payment and prepares the appropriate cheques and records the function in an accounting system;
- 8.6.1.2 Collects the National portion of the member's dues from the Divisions after the Membership Chair has recorded them;
- 8.6.1.3 Maintains full financial records with the assistance of the accounting representative, and arranges an appropriate audited financial statement for each fiscal year ending December 31;
- 8.6.1.4 Reviews, balances, files and reconciles the National office's bank statements;

- 8.6.1.5 Presents the Auditor's Report, Membership Chair's Report and Treasurer's Report to the AGM;
- 8.6.1.6 Presents a proposed financial budget for each year and advises on dues, increases/decreases for each year at the Board of Directors' meeting immediately following the AGM;
- 8.6.1.7 Receives copies of the financial records from each Division on an annual basis and deals with them accordingly;
- 8.6.1.8 Reports to the Board of Directors any changes to the Income Tax Rules and Regulations and keeps them abreast of any other appropriate governmental changes;
- 8.6.1.9 Maintains and inventory of CMMC regalia, sells directly to the Divisions and buys inventory as required;
- 8.6.1.10 Acts as Administrator for The Company of Master Mariners of Canada Foundation by maintaining financial records, reconciling bank statements, issuing cheques, depositing donation funds, arranging an annual audit, receiving applications for scholarships and updating the website accordingly;
- 8.6.1.11 Liaises with the CMMC webmaster and social media coordinators; and
- 8.6.1.12 Acts as a member of the Executive Committee. Whenever a new National Treasurer is elected, the bank holding the accounts should not be changed unless the National Executive authorizes such change.

8.7 Past President or President Emeritus

- 8.7.1 In accordance with By-law 29(1)(f), the member shall:
 - 8.7.1.1 Serve as special advisor to the President and Board of Directors and shall have such other duties and powers as the board may specify;
 - 8.7.1.2 Acts as a member of the Executive Committee;
 - 8.7.1.3 Undertakes the role of Planning Chairman and provides the Board with suggestions and recommendations regarding the future conduct of the Company;
 - 8.7.1.4 Attends meetings of the Board of Directors whenever possible to provide assistance and advice on the operation of the Company; and
 - 8.7.1.5 Insures a smooth transition in the hand-over to the incoming President by the proper transfer of all appropriate documentation.

8.8 Education and Professional Development Chair

- 8.8.1 The Education and Professional Development Chair appointed by the Board of Directors under section 23(2)(a) of the By-laws. He/she reports to the President however no decisions affecting CMMC policy will be made without consent of the Board of Directors.

8.8.2 The responsibilities of the Education and Professional Development Chair includes:

- 8.8.2.1 Maintaining up-to-date information on Maritime Education and Training (MET) in Canada;
- 8.8.2.2 Being fully familiar with STCW 95 and MET requirements for seafarers internationally;
- 8.8.2.3 Maintaining a list of Canadian MET establishments with names and contact numbers of Principals and Heads of Departments; and
- 8.8.2.4 Maintaining a professional relationship with the Examination and Certification Division of Transport Canada's Marine Safety Branch and to be in a position to advise or discuss the training needs of industry and appropriate delivery by the nautical schools.

8.8.3 The Education and Professional Development Chair will explore ways and means by which CMMC may:

- 8.8.3.1 Participate in/contribute to the process of change or updating of MET in Canada;
- 8.8.3.2 Collaborate with other professional associations related to shipping and its human resources, (e.g. C.I Mar.E., Nautical Institute) and nautical schools concerning training for certification and for specialist training (e.g. MED, FRC, Tanker Safety); and
- 8.8.3.3 Collaborate with nautical schools regarding bursaries, scholarships, prizes that may be offered by CMMC and or Trust Funds where the CMMC is associated.

8.8.4 Expenses incurred by the Chair may be authorized by the Executive Committee which may develop guidelines regarding expenses on communications and on approved representation of CMMC at meetings or conferences dealing with MET.

8.8.5 The Chair will prepare an Annual Report and present it at the CMMC AGM.

8.9 Membership Chair

8.9.1 The Membership Chair is appointed by the Board of Directors under section 23(2)(a) of the By-laws. He/she reports to the President however no decisions affecting CMMC policy will be made without consent of the Board.

8.9.2 The duties of the Membership Chair are:

- 8.9.2.1 To receive an application form for each new member;
- 8.9.2.2 To ensure all relevant information appears on said form;
- 8.9.2.3 To assign a membership number;
- 8.9.2.4 To record the name, address, qualifications, type of membership and acceptance date in the membership register;
- 8.9.2.5 To forward relevant details to the Membership Secretary for inclusion in the database;

- 8.9.2.6 To place each applicant in the appropriate Divisional file;
- 8.9.2.7 To arrange for a certificate to be issued to each new member;
- 8.9.2.8 To record in the register any change in the status of a member i.e. membership type, resignation, reinstatement, death or deletion for non-payment of dues and adjust Divisional file accordingly;
- 8.9.2.9 To advise Membership Secretary of all changes to ensure that the database is current;
- 8.9.2.10 To receive Divisional records of membership dues paid and advise the membership secretary to update the database;
- 8.9.2.11 To liaise with Divisions with respect to errors or omissions which may occur;
- 8.9.2.12 To ensure that updates membership information is provided to the editor of the national newsletter prior to each mailing;
- 8.9.2.13 To compile and provide to the Board of Directors prior to the AGM a membership report containing National and Divisional statistics;
- 8.9.2.14 To develop material to generate interest in the Company amongst eligible seafarers;
- 8.9.2.15 To approach marine oriented companies, at the request of the Divisions, to recruit corporate members; and
- 8.9.2.16 To attend to any other membership business as may be required.

8.10 Editor “FROM THE BRIDGE”

8.10.1 The newsletter Editor is appointed by the Board of Directors under section 23(2)(a) of the By-laws. The Editor shall utilize his/her discretion in determining the content of the CMMC newsletter “From The Bridge”. The Editor reports to the President.

8.10.2 The duties of the Editor are to:

- 8.10.2.1 Liaise with Divisional reporters, receives and peruses material (including) photographs being contributed;
- 8.10.2.2 Use trusted online publications to gather suitable marine related material;
- 8.10.2.3 Write stories, plans newsletter layout and works with various computer publishing programs including to produce in-house copy of newsletter; and
- 8.10.2.4 Proofread final copy prepare for distribution on CMMC website.

8.11 Views and Positions Committee Chair

8.11.1 The Views and Positions Committee Chair is appointed by the Board of Directors under section 23(2)(a) of the By-laws. The Chair reports to the President however no statements under the corporate CMMC logo concerning *Views or Positions* will be made without consent of the Board of Directors.

8.11.2 The Views and Positions Chair will form a committee comprised of one member from each Division as designated by the Divisional Council.

8.11.3 The Views and Positions Chair will be familiar with the Company Letters Patent, By-Laws, Practices and Procedures, vision and objectives, its Strategic Plan and assist the Committee in developing *Views or Positions* in compliance with corporate documents.

8.11.4 The Views and Positions Chair will receive from the President, in writing, proposals on *Views or Positions* for review, refinement, and development by the Committee that may be put forward to the President and the Board for adoption and publishing as a *CMMC Circular*.

8.11.5 Depending on the nature, the complexity and urgency of the subject matter of the proposal, the President and the Views and Positions Chair will first agree to a reasonable timeline to report back, the results of the Committee.

8.11.6 The Views and Positions Chair will call meetings of the Committee and may appoint a member to act as Recording Secretary. Meetings in person may occur in conjunction with AGM or conferences of the CMMC but, in most cases, should be conducted by teleconference, webinar or similar.

8.11.7 The Views and Positions Chair may conduct email working groups to refine a *CMMC Circular* and solicit consensus from Committee members.

8.11.8 If consensus is not achievable, the Views and Positions Chair will invite dissenting voices to put their position in writing and report both positions to the President.

8.11.9 Proposed *Views or Positions* are transmitted by issuing a *CMMC Circular* on the Company's website:

8.11.9.1 **Views** are for internal company membership readership only and published within the password protected membership area; and

8.11.9.2 **Positions** are "Public" and available on the main website.

8.11.10 The Views and Positions Chair will recommend to the President the closure and archiving of a *CMMC Circular* that has become irrelevant or outdated

8.11.11 Upon approval, the Views and Positions Chair will archive a closed *CMMC Circular* and report this action to the National Secretary for documentation purposes.

8.12 CMMC Foundation and Conferences Chair

8.12.1 The CMMC Foundation and Conferences Chair is appointed by the Board under section 23(2)(a) of the By-laws. The CMMC Foundation and Conferences Chair reports to the President and is responsible to develop and create a fundraising program which is self-sustaining through corporate sponsors and through member's donations and bequests.

8.12.2 The CMMC Foundation and Conferences Chair will direct the CMMC Foundation to financially assist candidates pursuing an active career in the marine Industry.

8.12.3 The CMMC Foundation and Conferences Chair will recommend scholarships, bursaries and grants through the CMMC Foundation to support research projects, conferences and other initiatives that advance professional education and public knowledge of marine Industry issues.

8.12.4 The CMMC Foundation and Conferences Chair will liaise with bursars of the nautical schools and with such other trust organizations as appropriate.

8.12.5 The CMMC Foundation and Conferences Chair will advise Divisional Vice Presidents (or their delegates) on memorial trusts, scholarships and prizes available through the CMMC Foundation.

8.12.6 The CMMC Foundation and Conferences Chair will organize conventions and seminars for the discussion and consideration of topics of interest to members, seafarers and industry.

8.12.7 Expenses incurred by the CMMC Foundation and Conferences Chair may be authorized by the Executive Committee that support the CMMC Foundation's fundraising campaigns.

8.12.8 The CMMC Foundation and Conferences Chair will prepare an Annual Report and present it at the AGM.

8.13 Nominating Committee Chair

8.13.1 The Nominating Committee Chair is appointed by the National Council under section 23(2)(a) of the By-laws. The Nominating Committee Chair reports to the President.

9.0 Instructions to Divisions

9.1 Division Status

9.1.1 Any group of ten (10) voting Members may petition The Company for status as a “Division”.

9.1.2 Divisions are not fully autonomous, they are incorporated under The Company’s umbrella by Canada’s Not-for-Profit Corporations Act S.C. 2009, c.23.

9.1.3 While the Board of Directors encourage Divisions to operate independently to promote the CMMC mandate and recruit membership in their regions, they shall respect the rules for operations outlined in The Company’s By-Laws and the Practices and Procedures.

9.2 Divisional Vice President

9.2.1 The Divisional Master, also referred to as Vice President (VP) of the Division, is responsible to:

9.2.1.1 Preside at all meetings of the Division and oversee the general and active management of the business of the Division;

9.2.1.2 See that all orders and resolutions by the majority of the voting membership are carried into effect;

9.2.1.3 Monitor the Division’s finances and ensure the Treasurer collects member dues and submits the National’s share to the Membership Chair as specified in Section 3; and

9.2.1.4 Ensure the Divisional Secretary performs his/her duties to keep a record of Division meetings and other Division activities.

9.2.2 Each Divisional VP will ensure that a member of the Division is nominated to the National Board of Directors (8.13.1). The Division may nominate their Divisional VP to the Board of Directors but it may also be another member of the Division. If the Director so nominated is unavailable for a scheduled meeting of the Board, the Board member may give proxy to another member of the Division to attend the Board meeting and vote on his/her behalf. Such proxy must be delivered to the Secretary before the start of the meeting.

9.2.3 The Divisional VP shall oversee the governance of the Division and encourage growth by soliciting marine industry representatives to become members within the membership classes offered by The Company.

9.2.4 The Divisional VP shall also ensure that leadership mentoring is on-going. Divisions should respect a three (3) year maximum mandate for any individual VP.

9.3 Divisional Deputy Vice President

9.3.1 The Deputy Divisional Master, also referred to as Deputy Divisional VP shall, in the absence or the disability of the Master, perform the duties and exercise the powers of the Divisional Master, and shall perform such other duties as shall be from time to time imposed upon him/her by the Division.

9.4 Divisional Officer Positions

9.4.1 Divisional Council Masters (three voting members)

9.4.2 Treasurer

9.4.3 Secretary

9.5 Division Annual Meetings

9.5.1 Divisional Officers shall be elected annually at the AGM by the voting Members and the names of those members shall be forwarded to the National Secretary not less than 30 days prior to the AGM of The Company.

9.5.2 Divisions are encouraged to respect a target of one-third rotation of members each election. The Company's ultimate goal is promoting opportunity within the Division for new ideas while maintaining continuity in the Division's governance.

9.5.3 It is acknowledged by the Board that for the smaller Divisions, respecting the target of one-third rotation of members may be difficult, especially with a core membership working at sea or ashore. Therefore, if the positions of the retiring Divisional Officers, or some of them, are not filled the retiring Members may be re-elected into their positions.

9.6 Division / Member Meeting Quorum

9.6.1 No CMMC business shall be conducted by any Division meeting unless a quorum is present.

9.6.2 For the purpose of a Divisional Meeting, a quorum of 5 voting Members shall be personally present and/or linked by teleconference or video conferencing media. For smaller Divisions, where quorum of 5 is impracticable, quorum may be reduced to 3 voting members.

10.0 Conflict of Interest Guidelines

10.1 Guidelines to all Board Members

10.1.1 This section sets out guidelines to all Board Members with respect to real, potential or apparent conflicts between his/her official duties within National or regional Divisions and his/her personal or financial interests.

10.2 When a Conflict of Interest Exists

10.2.1 A conflict of interest exists when a Board Member has a private or financial interest that is inconsistent with his/her Board duties/position and the responsibility to act in the best interests of the CMMC, because the member could benefit personally and/or the organization he/she represents could benefit from a decision or action. This interest may influence or have the potential to influence how the members carries out his/her role on the Company's National or Divisional Boards.

10.3 Adherence to the Guidelines

10.3.1 Adherence to the conflict of interest guidelines is a condition of Board membership within the National and all Divisions. All Board members are advised to review the CMMC Practices and Procedures Manual prior to taking on their senior roles in the Company, including the Conflict of Interest Guidelines in this section.

10.3.2 If at any time during his/her appointments to National or Division Boards, a member has reasonable grounds to believe a conflict of interest exists or is likely to arise in relation to his/her appointed duties, the member must disclose this to the President or Division Vice President respectfully who will determine the measures to be taken to deal with the individual situation.

10.3.3 If it is determined that a conflict of interest exists, the Board Member must agree to take recommended measures to resolve the conflict.

11.0 Communications

11.1 Teleconferences

11.1.1 The National Secretary will arrange for the booking of the time and duration of the teleconference and will inform required participants of the arrangements made, distribute the agenda and any relevant material.

11.1.2 When connection is made, the Teleconference Chair (President or designate) will take a roll call of participants and then commence the meeting and carry out the following procedures:

11.1.2.1 During roll call, identify those required participants and fellow observer members attending; and

11.1.2.2 Members must announce their names when speaking during a teleconference.

11.1.3 To ensure the beneficial use of teleconferences, it is imperative that material relating to items on the agenda be made available to all Divisions in sufficient time in advance of the teleconference for Divisions to study the material and prepare comments on it. The following will apply:

11.1.3.1 The subject for inclusion on the agenda and any relevant documentation should be submitted to the National Secretary at least 30 days in advance of the teleconference;

11.1.3.2 The National Secretary will forward through email, copies of such material to each Division. The Divisions submitting material may send material direct to other Divisions provided the National Secretary is kept informed and is agreeable; and

11.1.3.3 Unless the subject is of an urgent nature, the National Secretary will not include material received at a later date on the agenda.

11.1.4 Items requiring a vote. Each Division shall have one vote. If a matter of serious contention or significant complexity arises, the Chair may defer the item for discussion in a more appropriate way (i.e. a future Board of Directors meeting or email discussion group).

11.2 Social Media Policy

11.2.1 The Executive Committee promotes healthy and honest discourse with its members and within the marine industry using social media. The CMMC encourages designated Social Media coordinators (utilizing the CMMC website, From The Bridge, Master Mariners' News clips, Facebook and LinkedIn, etc.) to freely participate in social media platforms providing that he/she adhere to the following key points:

11.2.1.1 Principles of the CMMC Vision, Mission and Values should be observed when posting online;

- 11.2.1.2 Integrity, professionalism, privacy and impartiality should be observed at all times;
- 11.2.1.3 The authenticity of what is post is important. Verify questionable content with credible sources before posting;
- 11.2.1.4 If a mistake in authenticity has been posted, correct it immediately and be clear about what has been done to correct the post;
- 11.2.1.5 The President reserves the right to enforce the correction and/or deletion of any misleading or inaccurate content depicted on the CMMC social media platforms; and
- 11.2.1.6 The President also reserves the right to suspend a coordinator as required.

11.2.2 The President instructs all Divisions and Members to practice corporate privacy vigilance. For reasons of privacy and security, social media should not be used for the communication, or discussion of non-public Company business, either internally or with third party associates. This would include such items as membership contact details, qualifications, finances, draft policies, etc.