



From the Bridge


*The Newsletter of the Company
of Master Mariners of Canada*

www.mastermariners.ca

August 2013 - AGM Edition

The Company of Master Mariners of Canada is a professional association for those qualified to command. It was established to encourage and maintain high and honourable standards within the nautical profession, further the efficiency of the Sea Service, and uphold the status, dignity and prestige of Master Mariners.

Notice of Annual General Meeting and Extraordinary General Meeting

	<p>46th Annual General Meeting</p> <p>INN AT THE QUAY</p> <p>The Inn At The Quay, 900 Quayside Drive, New Westminster, British Columbia. Saturday October 5th 2013</p>
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The 46th Annual General Meeting will take place at the “Inn at the Quay”, 900 Quayside Dr., New Westminster, BC V3M 6G1. Phone: 604-520-1776 at 1430 hours Pacific Daylight Time on **Saturday, October 5, 2013.**

All members of THE COMPANY OF MASTER MARINERS OF CANADA are welcome to attend.

Members who are unable to attend may use the proxy form (or any similar form) to indicate whom they wish to act on their behalf (**see Page 31**).

Note: Proxies should be deposited with your Divisional Secretary, at least 7 days before the meeting at which the person named in such instrument proposes to vote.

Ivan Lantz
Secretary
lantzivan@gmail.com

**Schedule of Meetings and Events
for October 4, 5 & 6, 2013
at "Inn at the Quay" New Westminster, BC**

Inn at the Quay,
900 Quayside Drive,
New Westminster, BC V3M 6G1
A block of room will be held until September 4, 2013.
Room reservations can be made at 604 520 1776
or toll free at 1-800-663-2001 Email at jkozniuk@innattheQuay.com
You can access the website at: <http://www.innatwestminsterquay.com>

October 4, 2013

17h00 to 21h00 **Meet and Greet Reception** with Cash Bar
at Inn at the Quay

October 5, 2013

08h30 to 10h30 **184th Council Meeting** / Coffee only

11h00 to 13h00 **Extraordinary Meeting of CMMC Members**
to pass resolution authorizing Council to apply for Certificate of
Continuance (Working Lunch)

13h00 to 14h30 **CMMC Foundation Annual Meeting**

14h30 to 16h00 **CMMC 46th Annual General Meeting** / Coffee

16h30 **Evening event by Vancouver Division**
Dinner Cruise on Fraser River aboard the
"BETA STAR". Dress casual.
Approx. \$40 per person / Cash Bar
Departs from dock of "Inn at the Quay"
**RSVP to cmmcvan@gmail.com Attn: Capt. Don Rose at
Vancouver Division**



October 6, 2013

08h30 to 11h00 **185th Council Meeting**

12h00 to 14h00 **Executive Committee Meeting**

MINUTES OF THE 45th Annual General Meeting



of THE COMPANY OF MASTER MARINERS OF CANADA

held at the Diamond Jubilee Cruise Terminal, Saint John Port Authority, 333 Water Street, Saint John, NB,
on Saturday, October 13, 2012 at 1500 hours Atlantic Daylight Time

1. Welcome and Call to Order by Captain John McCann, National Master

On a motion made by Peter Turner and seconded by Rick Gates, the minutes of the 44th Annual General Meeting were adopted.

2. Business arising out of those minutes.

Following a request at the 44th AGM, the Secretary reported The CMMC Archives are located at The Maritime Museum of British Columbia, 28 Bastion Square, Victoria BC, V8W 1H9 Contact: (250)385-4222 Tatiana Robinson

3. Reports from Officers including Divisional financial statements:

- National Master

Captain McCann reported on some outstanding changes to the CMMC membership with the death of Captain Ratch Wallace who was Corporate Secretary with special thanks to Captain Kathy Rogers and Captain Frank Nicol for their contributions in arranging memorials and support. Another loss was Captain David Bremner of Vancouver Division who was also the Chairman of the W. A. Baugh Foundation. Thanks were extended to David Whitaker for taking on that position. The Maritimes Division lost Captain Claude Ball, a founding member of that Division and former Halifax Harbour Master.

Capt. McCann noted he had the honour to lay a wreath at the National Cenotaph in Ottawa to mark the Battle of the Atlantic. Another activity of the National Master this year was attendance at a meeting with Montreal members.

Capt. McCann attended the IFSMA Annual General Assembly in Copenhagen and expressed that the interaction with international colleagues was well worth the price. The IFSMA executive made special note to thank the Maritimes Division for hosting the 2011 Annual General Assembly and Conference. Issues of importance include IMO representation on STCW updates, piracy and criminalization of seafarers. A discussion ensued on the need for CMMC to input to the IFSMA decisions and positions process which highlighted the need for a functioning Views and Positions Committee.

Capt. McCann continued his report mentioning the need for work to be done to continue the Company under the New Not-For-Profit Corporations Act and mentioned Jack Gallagher and Ivan Lantz would be working on that.

The administrative matter of moving the CMMC bank account from the RBC branch in Vancouver to Halifax has been completed.

Issues of interest where the Company can have input still exist on Search and Rescue in the Canadian Arctic, Places of Refuge where there is a conflict between the Canada Marine Act and the Canada Shipping Act 2001. A special thanks was extended to David Whitaker for his work on "From the Bridge" and a certificate will be issued to him.

Capt. McCann concluded his report with thanks to his fellow Officers and Members of The Company of Master Mariners of Canada.

- Divisional Masters - Capital, Great Lakes, Fundy, Maritimes, Montreal, Newfoundland & Labrador, Vancouver, and Vancouver Island

All Divisions were represented at this meeting and each made a report. Below are some highlights:

Capt. John Ennis reported for the Newfoundland & Labrador Division and the full report is on file. The Company has been invited to take the lead on the Merchant Mariners Memorial Service held in September each year and the Members congratulated the Division on this accomplishment.

Capt. Jim Calvesbert reported for the Maritimes Division around follow-up on issues stemming from the previous year's Safety and Security Conference held in conjunction with the IF SMA AGA. The not-inconsiderable proceeds of the conference were transferred to the CMMC Fund.

Capt. Chris Hall reported for Fundy Division noting the community's preoccupation with the illness of Capt. Alwyn Soppitt. The Division is actively seeking to attract new members and is expressing some preoccupations with CMMC representation at CMLA and direction on some regulatory issues.

Capt. Frank Hough reported for the Great Lakes Division on the successful technical meetings they have had including survey operations in the Arctic and an analysis of the sinking of the laker "Edmond Fitzgerald". The Division meets at the Port Credit Yacht Club and has 63 members.

Capt. Mike Hubbard reported for the 20 members of Capital Division and the full report is on file with a list of representations at several Ottawa Memorials, a visit from Qatar Port Authority and representing The Company at CMAC.

Capt. Don Rose reported from Vancouver Division with many fellowship and representational activities as well as technical presentations. The Division has supported the Northern Gateway Project and voiced its opinion on the closing of Kitsilano CCG Lifeboat Station. A full report is on file.

Capt. Geoffrey Vale reported for Vancouver Island Division on various meetings and technical interests in cruise ship evacuation, infrared vision assistance for fast ferries and a new slate of officers from their June 2012 AGM.

- National Treasurer

Captain Jack Gallagher gave the Treasurers report and financial statements for the financial year closing December 31 2011 and they are attached to these minutes.

- Membership Chair Report

Capt. Yezdee Kooka submitted a report on the 433 members of The Company and his report is attached with friendly reminders for divisions to make timely submissions of membership dues.

- Views and Positions Committee

The Views and Positions Committee is still chaired by the National Master and a call was made for someone to take the position on a permanent basis. It was agreed there was urgency in this matter to deal with some outstanding issues regarding Search and Rescue and Places of Refuge. This would be discussed further at the next Council meeting.

- Ad-Hoc By-Laws Committee

An ad hoc By-laws Committee is required to set up the application to Industry Canada for a Certificate of Continuance under the Not for Profit Corporations Act. Secretary Ivan Lantz and Treasurer Jack Gallagher will lead this Committee.

- Administrator/Trustee for the Captain G.O. Baugh Memorial Fund

The Bough Fund is currently Chaired by Capt. David Whitaker with trustee support from Capt. Doug Wilson, Capt. Angus McDonald and Capt. John McCann.

- Foundation Chair and/or Administrator Report

The CMMC Foundation held an Annual Meeting prior to the CMMC Annual Meeting and Capt. Jim Parsons, Administrator for the Foundation reported significant growth in the Fund with the input from the Maritimes Division and other in-memorial donations. The fund would not make give a scholarship this year in order to reach sustainable targets for future funding projects.

4. Slate of Officers for 2012/2013.

It was moved by Captain Don Rose and seconded by Capt. Peter Turner that the slate of officers for the coming year be:

Captain John McCann, Master (Fundy Division)

Captain Michael Hubbard, Deputy Master (Capital Division)

Captain Christopher Hearn, Assistant Master (Newfoundland & Labrador Division)

The members at the meeting agreed.

It was moved by Captain Yezdee Kooka and Seconded by Captain Rick Gates that Captain Ivan Lantz be appointed Secretary and Captain Jack Gallagher be appointed Treasurer.

The members in attendance agreed.

5. Auditor's report.

Treasurer Capt. Jack Gallagher tabled the Auditors Report and this report is available upon request. The Auditor, Mr. Scott A Webster CMA reported the financial statements have been prepared in accordance with Canadian generally accepted accounting principles.

6. Appointment of the Auditor for 2012/2013.

It was moved by Capt. Gallagher and seconded by Captain Frank Hough that Scott A. Webster be appointed auditors for the 2012 financial year. The members in attendance agreed.

7. Other business.

The members in attendance opened discussion on various topics of issues of interest that would be referred to the Views and Positions Committee for development.

8. Date and time of the 46th Annual General Meeting.

The 46th Annual General Meeting of THE COMPANY OF MASTER MARINERS OF CANADA will be hosted by Vancouver Division on October 5, 2013.

9. Adjournment.

Respectfully,
Ivan Lantz, Secretary.

INTERIM ANNUAL **MEMBERSHIP** REPORT FOR 2012
September 5, 2012

I wish to thank all the Division Masters and Treasurers/Membership Officers for having submitted their respective Division's dues and pertinent details without which this National up-date would not be possible.

Also see attached to this email, a summary of paid dues, and numeric changes to the Company's Membership details received by me as of August 31, 2012. Kindly also refer to details of pending issues of 2011, that are self-explanatory. Should your division details not correspond with mine, please do not hesitate to let me know. My goal is to have our National records as accurate as possible.

Regretfully, 3 of our members have passed on in 2012 and their involvement and comradeship will be missed. We thank them immensely for the years of support they have provided.

Listed below are some friendly reminders:

1. Some divisions are sending in their dues (first payment) in August/September after being reminded. This not only delays payment to National but also delays my report for the AGM. Also included are dues National is owed from 2011. As you will observe, it is quite substantial (\$1850).
2. Division are reminded that as per article 9.4 of our by-laws, a member in good standing on reaching age 65, may apply for Senior status and such status becomes effective on the first day of January, the following year.
3. It would be appreciated if those divisions that have been requested to provide member's details, would do so sooner than later.

It would be appreciated if there were some written details in the by-laws for "cadet" category of members. Currently, I am a bit confused and not aware when a cadet becomes an associate. Also, I was under the impression that a cadet's annual membership dues (\$20) of which the National portion is \$14. Divisions have been paying \$15 to National. Not much more but more nonetheless.

Not sure if any further discussions have taken place regarding the use of Google Docs. From my prospective it does not improve efficiencies but instead only increases the to & fro communications. I'm sure the executive committee had a good enough reason to go down this path however the reasons need to be visited again.

I wish you all the Very Best for the balance of the year. Should you have any questions, please do not hesitate to get in touch.

Respectfully submitted.

Yezdee N. Kooka.

Chair, National Membership



Annual General Meeting – October 13, 2012

Treasurers Report

This report covers the finances of the Company for the period of January 1 to December 31, 2011.

The Company at the national level remains in good financial health. Highlights of the financial statement include:

1. Dues revenue was down about \$6,000 over 2010 revenue.
2. Administrative expenses including the costs associated with the AGM were down from 2010.
3. The reduction in AGM costs is directly attributable to the work of Capital Division in recruiting sponsors to offset costs.
4. The Company contributed \$7,500 to the Shipping and Environmental Issues Conference and IFSMA Annual General Assembly.
5. The cash position of the Company at year end was improved by approximately \$4,000 at year end.

The Company approved a national event in 2011 in Halifax which was the Shipping and Environmental Issues Conference as a companion event to the hosting of the International Federation of Shipmasters' Association Annual General Assembly.

Financial Highlights of the Events include:

1. Delegate registrations were significantly lower than anticipated resulting in lower revenue.
2. The conference committee were successful in securing \$65,000 in monetary sponsorships as well as some in-kind contributions.
3. When booking the hotel as the venue a block of rooms was booked based on anticipated registrations. This block booking had a revenue guarantee for the hotel which became a significant liability.
4. As a Harmonized Sales Tax Account was set up with the Canadian Revenue Agency it was possible to reclaim all HST paid on all goods and services.
5. The net result for both events was a \$8,000 surplus for the events which was dispersed according to national policy in the 2012 fiscal year. (\$6,520 to the Foundation)

The Baugh Fund

The Baugh Fund struggled in 2011 with donation only reaching \$800.00. The Fund administrators decided to continue to award two scholarships of \$1,000 each resulting in a net annual loss in the cash position of the fund at year end. The Fund at year end has total balance of \$11,400.

Respectfully submitted,
Jack Gallagher
National Treasurer

Agenda for 46th Annual General Meeting of the Company of Master Mariners of Canada to be held at the *Inn At The Quay*, New Westminster, B.C. on Saturday October 5th 2013 commencing 1500 hours local time.

1. Acceptance of the minutes of the 45th Annual General Meeting.
2. Business arising out of those minutes.
3. Proposed By-Law changes (see attached sheet).
4. Reports from Officers:
 - National Master
 - Divisional Masters – Capital, Great Lakes, Fundy, Maritimes, Montreal, Newfoundland & Labrador, Vancouver and Vancouver Island.
 - National Secretary
 - National Treasurer
 - Membership Chair Report
 - Administrator/Trustee for the Captain G.O. Baugh Memorial Fund
 - Foundation Chair and/or Administrator Report
5. Slate of Officers for 2013/2014
6. Auditor's Report
7. Appointment of the Auditor for 2013/14
8. Other Business
9. Date and time of the 47th Annual General Meeting
10. Adjournment.

Captain Ivan Lantz, National Secretary.



THE COMPANY OF MASTER MARINERS OF CANADA
NOTICE OF EXTRAORDINARY MEETING
OF THE MEMBERSHIP

Members of the Company of Master Mariners of Canada are hereby called to attend an **Extraordinary Meeting** which will take place at **"Inn at the Quay"**, 900 Quayside Dr., New Westminster, BC V3M 6G1. Phone: 604-520-1776 at **1100 hours** Pacific Daylight Time on **Saturday, October 5, 2013**.

The **purpose** of the meeting is to adopt the resolution accompanying this Notice. The accompanying resolution which will:

1. AUTHORIZE and direct the Council to make an application under Section 297 of the Not-For-Profit Corporations Act for a Certificate of Continuance of the Corporation
2. APPROVE the Articles of Continuance (transition) accompanying this Notice of Extraordinary Meeting
3. APPROVE the repeal of the existing operational By-Laws on the date the Corporation continues under the NFP Act
4. APPROVE new by By-Laws according to the NFP Act which are affixed to this Notice of Extraordinary Meeting to be effective on the date the Corporation continues under the NFP Act
5. AUTHORIZE any officer or Director of the Corporation to take the above actions and deliver and execute such documents, including the accompanying Articles of Continuance, Notice of Registered Office and directors in the forms fixed by the Director of NFP Act as are necessary and desired for the implementation of this resolution.

Members unable to attend the meeting in person may authorize another member present at the meeting to vote on your behalf and according to your directions by completing the following or similar proxy (**see Page 31**) and ensuring it reaches the Secretary **before** the meeting.

Respectfully Submitted,

Ivan Lantz
Secretary
The Company of Master Mariners of Canada
lantzivan@gmail.com



THE COMPANY OF MASTER MARINERS OF CANADA

SPECIAL RESOLUTION

SPECIAL RESOLUTION OF MEMBERS continuing the Corporation under the provisions of the *Canada Not-for-profit Corporations Act* and authorizing the directors to apply for a Certificate of Continuance.

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 11th day of May, 1967; and

WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-for-profit Corporations Act* (NFP Act) pursuant to section 297 of the NFP Act;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;
2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;
3. The general operating by-law of the Corporation (as amended) is repealed effective on the date that the corporation continues under the NFP Act and the new general operating by-law No.1 which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective on the same date.
4. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

The undersigned, being the duly appointed Secretary of the Corporation, certifies that the above is a true and correct copy of a special resolution of **THE COMPANY OF MASTER MARINERS OF CANADA**, passed at a meeting of members held on the _____ day of _____, by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

Dated _____

Secretary

Industry Canada / Industrie Canada

Canada Not-for-profit Corporations Act (NFP Act)
Form 4031

Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act*, Part II.

1. Current name of the corporation

The Company of Master Mariners of Canada

2. If a change of name is requested, indicate proposed corporate name

THE COMPANY OF MASTER MARINERS OF CANADA
COMPAGNIE DES CAPITAINES DU CANADA

3. Corporation number 4. The province in Canada where the registered office is situated

036197-6 British Columbia

5. Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

5 Minimum number

15 Maximum number

6. Statement of the purpose of the corporation

To provide senior, command-level mariners in Canada with a representative central body;

To encourage and maintain a high and honourable standard of ability and professional conduct among mariners;

To develop education, training, and mentoring programs for young seafarers and cadets;

To provide input into, national and international groups in matters concerning the safety, operation and regulation of ships and their crews;

To organize conventions and seminars for the discussion and consideration of topics of interest to members and mariners;

To promote and foster efficient and friendly cooperation between the commercial, government, and military fleets in Canada.

7. Restrictions on the activities that the corporation may carry on, if any

The Corporation shall not be a trade union.

Industry Canada
Industrie Canada

Form 4031
Articles of Continuance (transition)

8. The classes, or regional or other groups, of members that the corporation is authorized to establish

The corporation is authorized to establish voting members and non-voting members as follows:

(1) Voting members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each voting member shall have one (1) vote at each such meeting.

(2) The corporation may establish divisions across Canada whose members shall be either voting or non-voting members of the Corporation.

9. Statement regarding the distribution of property remaining on liquidation

Property, real and otherwise, remaining on liquidation of the Corporation shall be distributed to serve the purposes of the Corporation and any foundation favoured by the Corporation for the furtherance of its purposes. A plan of dissolution and distribution of assets shall be approved by any remaining members at a special meeting of the membership, failing which the plan of dissolution and distribution shall be published where it is accessible to any remaining members and if there are no objections from members after 60 days, the plan shall be executed and the Corporation liquidated. Any property remaining on liquidation of the Corporation after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

10. Additional provisions, if any

See Schedule 1 **Additional Provisions**

11. Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature _____
Name _____
Phone Number _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Form 4031

Articles of Continuance (transition)
SCHEDULE 1
Additional Provisions

(1) Exclusions

All questions of party politics, general or local, are rigidly excluded as well as all questions of ethnicity, gender, religion, and culture.

(2) Not-for-Profit Corporation

As a not-for-profit corporation, the income and property of the Corporation shall be applied solely towards the administration and promotion of the purpose of the Corporation without gain for its members.

(3) Remuneration of Directors

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

(4) Borrowing

(1) If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- (a) borrow money on the credit of the corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- (c) mortgage, hypothecate, pledge or subsequently acquired, to secure any debt obligation of the corporation.

(2) Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

(3) Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

(5) Board Vacancy

(1) Any vacancy on the board shall be filled by a vote of the members.

(6) Additional Directors

(1) The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members but the total number of directors so appointed shall not exceed one-third of the number of directors elected at the previous annual general meeting of members and the total number of directors shall not at any time exceed fifteen (15) as per Section 5 of these Articles.

2013 07 24



A by-law relating generally to the conduct of the affairs of:

THE COMPANY OF MASTER MARINERS OF CANADA
COMPAGNIE DES CAPITAINES DU CANADA
(The Company)

BE IT ENACTED as a by-law of The Company as follows:

GENERAL

Definitions

1 In this By-law of The Company, 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 articles of continuance of The Company dated 2014 - ____ - ____;

“assistant master” 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 this by-law and any other by-laws of The Company as amended from time to time and which are in force and effect;

“deputy master” means the vice-president of The Company;

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

“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;

“master” means the chairperson of the board of directors and the president of The Company;

"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 2 of these by-laws;

"officer" means the master, deputy master, assistant master, secretary and treasurer of The Company as elected or appointed by the board with powers delegated to them to manage the activities and affairs of The Company;

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

"past master" or "master emeritus" means the master who immediately preceded the present "master";

"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 and a special meeting of all members entitled to vote at an annual meeting of members;

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

Interpretation

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

(2) Other than as specified in Section 1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Corporate Seal

3 The corporate seal in the form approved from time to time by the board shall be in the custody of the secretary of The Company.

Execution of Documents

4 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by The Company may be signed by two (2) of its officers or directors as the board may from time to time direct, including the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of The Company to be a true copy thereof.

Financial Year End

5 The financial year end of The Company shall be determined by the board.

Banking Arrangements

6 The banking business of The Company shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of The Company and/or other persons as the board may by resolution from time to time designate, direct or authorize.

Annual Financial Statements

7 (1) The Company may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of The Company and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

(2) Annual financial statements for the financial year ending in accordance with Section 5 above will be available to members on The Company's website no later than June and will also accompany the notice of annual meeting of members.

MATTERS REQUIRING SPECIAL RESOLUTION

Membership Conditions

8 (1) Subject to the articles, there shall be two classes of members in The Company namely, voting members and non-voting members. The board may, by ordinary resolution, approve the admission of members to The Company. Members may also be admitted in such other manner as may be prescribed by special resolution of the board.

(2) The following conditions of membership shall apply

(a) Voting membership shall be available only to persons issued a certificate of competency as Master Mariner, Coast Guard Command, Master Near Coastal, Naval Command Qualification, and life members. With the exception of life members, the term of membership of a voting member shall be annual, subject to renewal in accordance with the policies of The Company. As set out in the articles, each voting member is entitled to receive notice of, attend and vote at all meetings of members and each such voting member shall be entitled to one (1) vote at such meetings.

(b) Non-voting membership shall be available only to persons in the following categories and who have applied and have been accepted for non-voting membership in The Company;

(i) Honorary Members who are persons nominated for a by divisions or the board by reason of meritorious service to the purposes of The Company and who are not liable for dues or fees;

(ii) Associate Members are holders of Certificates of Competency other than those qualifying as voting or Cadet Members;

(iii) Corporate Members are corporations, companies, and associations having a functional attachment to the maritime interests and the purposes of The Company and who nominate one non-member employee as a representative;

(iv) 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;

(v) Companion Membership may be granted applicants having a functional attachment to the marine industry and who supports the purposes of The Company.

(3) The term of membership of a non-voting member shall, except for Honorary Members, be annual subject to renewal in accordance with the policies of The Company.

Amending By-laws

9 (1) Pursuant to Section 197 of the Act a special resolution of the members is required to make an amendment to the articles or by-laws of The Company to

(a) change the name of The Company;

(b) change the province in which The Company's registered office is situated;

(c) add, change or remove any restriction on the activities that The Company may carry on;

- (d) create a new class or group of members;
- (e) change the condition required for being a member;
- (f) change the designation of any class or group of members or add, change or remove and rights and conditions of any such class or group;
- (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) change the minimum or maximum number of directors fixed by the articles;
- (j) change the statement of the purpose of the corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the articles.

NOTICE OF MEETING OF MEMBERS AND PROXY

Notice of Meeting

10 (1) Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by

- (a) mail, courier or personal delivery to each member entitled to vote at the meeting, not less than during a period of 60 days before the day on which the meeting is to be held; or
- (b) telephonic, electronic or other communication facility including The Company's website accessible to each member entitled to vote at the meeting, not less than 60 days before the day on which the meeting is to be held.

Absentee Voting by Proxy

11 (1) A member entitled to vote at a meeting of members and unable to attend in person may vote by providing a proxy to a member attending the meeting and entitled to vote provided

(a) the instrument appointing the proxy is completed with the name of the proxy holder, dated, specifies the meeting for which the proxy is valid, and is signed by the member giving the proxy;

(b) the proxy holder is present at the meeting;

(c) the instrument appointing a proxy is delivered to secretary prior to the beginning of the meeting for which the proxy is intended.

(2) All proxies will be voted and counted at each motion for which a poll is called in accordance with the direction of the member appointing the proxy.

(3) A member giving a proxy may revoke it at any time before it is exercised.

Proxy Form

12 The instrument appointing a proxy shall substantially be in the following form:

**THE COMPANY OF MASTER MARINERS OF CANADA
COMPAGNIE DES CAPITAINES DU CANADA**

I, _____ name of voting member _____, of the _____ Division, a Member of THE COMPANY OF MASTER MARINERS OF CANADA / COMPAGNIE DES CAPITAINES DU CANADA, and entitled to one vote hereby appoint, _____ name of proxy holder _____, of _____ place _____, a member of The Company or failing him, _____ alternate proxy holder _____, another member of The Company, to attend and vote for me at the Annual Meeting or Special Meeting of members of The Company or of a Division (as the case may be) to be held on the _____ day of _____ 20____, and every adjournment thereof, with all the powers I should possess if personally present, hereby revoking all previous proxies.

Dated the ____ day of _____, 20 ____.

_____ Signature of member _____

MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

Membership Dues

13 (1) Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) months of the membership renewal date, the members in default shall automatically cease to be members of The Company.

(2) Members in default may be re-instated as members if dues are paid within 12 months.

(3) The board shall set the membership dues at the first meeting following the annual meeting of members and accordingly notify all members.

(4) The board must adopt practices and procedures for setting the dues payable by all classes of members including notification to members, billing procedures, and methods of payment.

Termination of Membership

14 (1) Membership in The Company is terminated when:

(a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

(b) a member fails to maintain any conditions for membership described in Subsection 8 (2) (a) (b) or (3) of these by-laws;

(c) the member resigns by delivering a written resignation along with the member's certificate of membership to an officer of The Company in which case such resignation shall be effective on the date specified in the resignation;

(d) the member is expelled in accordance with Section 15 below or is otherwise terminated in accordance with the articles or by-laws;

(e) the member's term of membership expires; or

(f) The Company is liquidated or dissolved under the Act.

(2) Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of The Company, automatically cease to exist.

Discipline of Members

15 (1) The board shall have authority to suspend or expel any member from The Company for any one or more of the following grounds

- (a) violating any provision of the articles, by-laws, or written policies of The Company;
- (b) carrying out any conduct which may be detrimental to The Company as determined by the board in its sole discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of The Company.

(2) In the event that the board determines that a member should be expelled or suspended from membership in The Company, the Master, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

(3) The member may make written submissions to the Master, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period but in the event that no written submissions are received by the Master, the Master, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in The Company.

(4) If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

(5) The board's decision shall be final and binding on the member, without any further right of appeal.

MEETINGS OF MEMBERS

Persons Entitled to be Present

16 All classes of members, the directors and the public accountant The Company and such other persons who are entitled or required under any provision of the Act, articles or by-laws of The Company to be present at the meeting shall be entitled to be present at a meeting of members, however only voting members shall be entitled to vote 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.

Chair of the Meeting

17 In the event that the Master, Deputy Master or Assistant Master are absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

Quorum

18 A quorum at any meeting of the members shall be 5 members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Votes to Govern

19 At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall have a deciding vote.

DIRECTORS

Election and Term of Directors

20 (1) Subject to the articles, the members will elect directors at annual meetings of the members, and the directors shall be elected to hold office for a terms not to exceed 4 years.

(2) Terms of office of directors shall be staggered so that not more than 1/3 of directors need to be replaced or re-elected in any year.

(3) The maximum term for any director shall be eight (8) consecutive years.

Diversity

21 The Board of Directors shall be a diverse body with at least one member from each division of The Company and reflect the diverse interests and expertise of the membership.

Nomination of Directors

22 (1) Prior to each annual meeting of members at which an election of directors is to take place, the board shall strike a nominating committee.

(2) The nominating committee shall include 2 board members not up for re-election and 2 non board members of The Company; however, the non-board members

of the nominating committee shall not be eligible for nomination for positions on the board while serving on the nominating committee.

(3) The board shall adopt practices and procedures for the nominating committee an made available to all members via The Company's website and newsletter.

(4) The nominating committee will receive nominations for board members from each division to replace retiring board members and solicit sufficient other nominations to fill any vacancy in officer positions held by members of the board.

(5) Divisions shall submit nominees to the nominating committee not less than 30 days before the annual meeting of members at which an election of directors is to take place. The nominating committee may also entertain nominations from the membership at large but such nominations must be supported by at least three voting members.

(6) The nominating committee will verify that all nominees conform to Part 9 of the Act and these by-laws and thence build a slate of nominees sufficient only to fill vacant positions on the board and submit the slate of nominees to the Secretary fifteen (15) days prior to the annual meeting of members for posting to The Company's website prior to the meeting.

(7) The slate of nominees for election shall be read at the annual meeting of members and adopted or rejected by ordinary resolution.

(8) In the event the slate is rejected by a vote of the members at the annual meeting of members, the Master or person chairing the meeting will call for nominations from the members present to fill the vacant positions on the board however

(a) the nominees must be present at the meeting, agree to serve if elected and be qualified as per these by-laws and;

(b) a vote of the members will be called for each nominee.

Election of Master, Deputy-Master, and Assistant Master

23 (1) The board shall, at its first meeting and not more than 30 days following an annual meeting of members, elect from the directors, persons to hold office as Master, Deputy-Master and Assistant-Master, however

(a) these three officers shall not be from the same division.

(2) The board shall also ensure persons are appointed to the offices of Treasurer and Secretary and

(a) ensure that all chairs of standing committees are occupied.

MEETINGS OF DIRECTORS

Calling of Meetings

24 Meetings of the board may be called by the Master, Deputy Master or any two (2) directors at any time.

Notice of Meeting

25 (1) Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 30 of this by-law to every director of The Company not less than 7 days before the time when the meeting is to be held.

(2) Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

(3) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

(4) 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 of the following matters referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting

- (a) Directors may appoint a managing director or a committee of directors and delegate to the managing director or committee any of the powers of the directors except no managing director and no committee of directors has authority to
- (i) submit to the members any question or matter requiring the approval of members;
 - (ii) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
 - (iii) issue debt obligations except as authorized by the directors;
 - (iv) approve any financial statements;
 - (v) adopt, amend or repeal by-laws; or
 - (vi) establish contributions to be made, or dues to be paid, by members.

Votes to Govern

26 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall have a deciding vote.

Committees

27 (1) The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit subject to such practices and procedures or directions as the board may from time to time make, the board will provide terms of reference, mandate, and operating guidelines for the committee.

(2) Any committee member may be removed by resolution of the board.

Practices and Procedures

28 (1) The board shall ensure that practices and procedures are provided for the day to day operations of The Company and as provided in these by-laws. Practices and procedures may furthermore include, but shall not be limited to

- (a) terms of reference for standing and ad-hoc committees;
- (b) formation and operation of a division;
- (c) job descriptions for officers of The Company;
- (d) job descriptions for newsletter editor and website manager;
- (e) dissemination of notices to members in accordance with the Act and these by-laws;
- (f) submission of expenses and travel reports;
- (g) distribution of honoraria;
- (h) financial reporting in accordance with the Act;
- (i) record keeping in accordance with the Act;
- (j) the holding of annual meeting or special meetings of members;
- (k) representation to other associations, organizations, foundations and meetings attended on behalf of The Company;
- (l) recruitment, solicitation, advertising and promotional activities; and
- (m) offering or soliciting professional services.

OFFICERS

Description of Offices

29 (1) Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the designated offices of The Company and elected officers, as the case may be, shall have the following duties and powers associated with their positions and as may be further elaborated in practices and procedures

- (a) Master - as defined at Section 1 of these by-laws, shall preside at all meetings of the board and of the members. The Master shall be the chief executive officer of The Company, being responsible for implementing the strategic plans and policies of the

Company and having general supervision of the affairs of The Company. The Master shall have such other duties and powers as the board may specify.

(b) Deputy Master - as defined at Section 1 of these by-laws, shall, when present, and in the absence or inability of the Master, preside at all meetings of the board of directors and of the members. The Deputy Master shall have such other duties and powers as the board may specify.

(c) Assistant Master - as defined at Section 1 of these by-laws shall, in the absence or inabilities of the Master or Deputy-Master preside at board meetings or meetings of members. The Assistant Master shall have such other duties and powers as the board may specify.

(d) Secretary - the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in The Company's minute book, minutes of all proceedings at such meetings. The secretary shall also give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to The Company.

(e) Treasurer - the treasurer shall have such powers and duties as the board may specify.

(f) Past master or master emeritus as defined in Section 1 of these by-laws shall serve as special advisor to the Master and board of directors and shall have such other duties and powers as the board may specify.

(2) The powers and duties of all officers of The Company shall be such as the terms of their engagement call for or the board or Master requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

Vacancy in Office

29 (1) In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of The Company.

(2) Unless so removed, an officer shall hold office until the earlier of

(a) the officer's successor being appointed;

(b) the officer's resignation;

(c) such officer ceasing to be a director (if that is a necessary qualification of appointment); or

(d) such officer's death.

(3) If the office of any officer of The Company shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

(4) In the event the vacancy is a position to be held by a director, the appointment shall be only until the next meeting of members.

NOTICES

Method of Giving Notices

30 (1) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given

(a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of The Company or in the case of notice to a director to the latest address as shown in the last notice that was sent by The Company; or

(b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

(c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

(2) A notice so delivered shall be deemed to have been given

(a) when it is delivered personally or to the recorded address as aforesaid;

(b) a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and

(c) a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

(3) The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable.

(4) The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

(5) The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Invalidity of any provisions of this by-law

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

Omissions and Errors

32 The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where The Company has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

DIVISIONS

Formation of Divisions

33 (1) A group of 10 or more Class A members may petition the board to form a division of The Company and the board will review the application and may adopt a resolution to allowing the formation of the division.

(2) Members of a division are members of The Company.

(3) The board shall adopt practices and procedures for the formation of divisions of The Company including, but not limited to

(a) the form of petition, the process for approval of the petition, provide directives for the governance and operation of a division including administration, financing, and accountability of a division;

(b) the approval of public statements proposed to be made by a division in the name of The Company, participation in projects and administration of The Company, funding assistance for divisional projects such as conferences and the hosting of annual meeting of members.

(4) A division may solicit persons to become voting or non-voting members of The Company and The Company shall provide practices and procedures including the form of application and the procedure for approval of membership applications.

(5) The board shall adopt practices and procedures for the dissolution of a division and the distribution of any assets managed by the division.

DISPUTE RESOLUTION

Mediation and Arbitration

34 Disputes or controversies among members, directors, officers, committee members, or volunteers of The Company are as much as possible to be resolved in accordance with mediation and/or arbitration as provided herein.

Dispute Resolution Mechanism

35 (1) In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of The Company arising out of or related to the articles or by-laws, or out of any aspect of the operations of The Company is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of The Company as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows;

(a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

(b) The number of mediators may be reduced from three to one or two upon agreement of the parties.

(c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of The Company is situated or as otherwise agreed upon by the parties to the dispute.

(d) The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind.

(e) The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

(2) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy.

(3) All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

EFFECTIVE DATE

Effective Date

36 Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFICATE

CERTIFIED to be the By-Laws of THE COMPANY OF MASTER MARINERS OF CANADA / COMPAGNIE DES CAPITAINES DU CANADA, as enacted by the directors of The Company by resolution on the _____ day of _____, 20____ and confirmed by the members of The Company by special resolution on the _____ day of _____, 20____.

Dated as of the _____ day of _____, 20____.

[Indicate name of director/officer]

ANNUAL GENERAL MEETING: PROXY

I, print name of the Division, a member of THE COMPANY OF MASTER MARINERS OF CANADA and entitled to one vote appointof the Division or failing him/her, another member of the Corporation, to attend and vote for me at the 46th Annual General Meeting of THE COMPANY OF MASTER MARINERS OF CANADA to be held at New Westminster, BC on the 5th day of October 2013, at 14h30 and every adjournment thereof, with powers I should possess if personally present, hereby revoking all previous proxies.

Dated day of 2013.

Signature.....

Note: You may send your proxy by e-mail to lantzivan@gmail.com

.....✂.....✂.....

EXTRAORDINARY GENERAL MEETING: PROXY

THE COMPANY OF MASTER MARINERS OF CANADA

I, _____, of the _____ Division, a Member of The Company of Master Mariners of Canada, and entitled to one vote hereby appoint, _____, of _____ Division, a member of the Corporation or failing him, _____, another member of the Corporation, to attend and vote for me at the Extraordinary Meeting of the Corporation to be held at New Westminster BC on the 5th day of October 2013, and every adjournment thereof, with all the powers I should possess if personally present, hereby revoking all previous proxies.

Dated the ____ day of _____, 20 ____.

Signature of member _____

Note: You may send your proxy by e-mail to lantzivan@gmail.com but it must reach the Secretary before the meeting.

Note: This Proxy is for the Extraordinary Meeting of 5 October 2013 only. To vote at the 46th AGM on the same day, you must file a separate proxy.