

Constitution

Adopted in founding year of 2008

1. Name

The name of the organization shall be The Council of Marine Professional Associates (COMPASS), hereinafter referred to as “the council,” or “COMPASS.”

2. Mission

The mission of The Council of Marine Professional Associates (COMPASS) is to promote the development of the marine transportation sector and facilitate the participation of COMPASS members in marine transportation industries.

3. Objectives

The objectives of The Council of Marine Professional Associates (COMPASS) shall be to:

- 3.1 Create a forum for effective dialogue and information-sharing among COMPASS members; between COMPASS and other marine transportation stakeholders; and between COMPASS and the general public;
- 3.2 Advocate the interests of COMPASS members to industry and government decision-makers;
- 3.3 Stimulate, and contribute to, initiatives that will contribute to the development of the marine transportation sector;
- 3.4 Enhance the public perception of the marine transportation sector and build an appreciation for the importance of marine transportation industries to social and economic development and community sustainability; and
- 3.5 Contribute to the development and implementation of strategies to address human resources issues in marine transportation industries.

4. Membership

- 4.1 Full membership is open to private-sector businesses and public-sector organizations directly involved in, and whose primary interest is, marine transportation activities. Every applicant for full membership must contain information as to the applicant's activities and involvement in the marine transportation industry. In order to qualify for full membership an applicant must be actively engaged in the marine transportation industry.

Each full member shall have full membership rights and shall be eligible to cast one vote on each item of business at any general meeting of the Council.

- 4.2 Associate membership is open to:
- i) government departments and agencies; and
 - ii) industry associations whose missions and objectives are aligned and consistent with those of COMPASS.

Associate members may contribute to discussion and debate and serve on committees, subcommittees and working groups of COMPASS but shall not have voting rights at general meetings of the Council and shall not be eligible to serve on the Board of Directors.

- 4.3 Membership fees shall be as established and amended at Annual General Meetings.

- 4.4 The membership year begins on April 1 and membership fees are payable annually in advance. Members joining after October 1 in any membership year will be entitled to 50% reduction in membership fees for that membership year.

Members whose fees have not been paid within ninety calendar days of the due date shall have their membership withdrawn until such time as they are paid in full. Membership renewals shall not be eligible for any reduction in membership fees.

- 4.5 The Board of Directors, at its discretion, may approve a membership application for either full membership or associate membership provided that the applicant meets the requirements for full membership or associate membership.

5. Officers

- 5.1 The officers of COMPASS shall be the President, the Vice-President, the Secretary, the Treasurer, and four additional directors.

- 5.2 The officers shall be elected from the membership at the Annual General Meeting (AGM).

- 5.3 All full members in good standing shall be eligible for election as officers.
- 5.4 Candidates for each position as an officer must be proposed and seconded by members at the AGM.
- 5.5 All full members in good standing shall be entitled to vote in the election of the officers.
- 5.6 The election of the officers shall take place by secret ballot at the AGM. For any position, the candidate with the largest number of votes shall be deemed to be elected to that position.

If there is a tie for the largest number of votes for a position, another vote shall be held but the candidate with the lowest number of votes, if there are more candidates than those tied for the largest number of votes, shall be dropped from the ballot.

If only one person is nominated for a position, that person shall be elected by acclamation.

- 5.7 The term of office for each officer shall be three (3) year(s). Officers may serve more than one term. If a vacancy occurs, the remaining officers may, at their discretion, appoint a successor to serve in the position until the next AGM, at which time a successor shall be elected.

6. Board of Directors

- 6.1 The duly elected officers shall constitute the Board of Directors.
- 6.2 The Board of Directors shall be empowered to act on behalf of the membership in directing the affairs and furthering the mission and objectives of COMPASS, and shall be authorized to:

- i) collect membership fees;
- ii) open a bank account and conduct the business of the council;
- iii) obtain or lease equipment and premises;
- iv) employ staff and recruit volunteers;
- v) network and form partnerships with other organizations and agencies;

and do all such other lawful things as are necessary or appropriate to further the mission and objectives of COMPASS.

- 6.3 The Board of Directors may establish such committees, subcommittees, and work groups as deemed appropriate to further the mission and objectives of COMPASS. Such committees, subcommittees, and work groups may include full members, associate members, and/or such other persons as may by their participation contribute to achieving the mission and objectives of COMPASS.

7. Meetings of the Board of Directors

- 7.1 Meetings of the Board of Directors shall be at the call of the President, except that a meeting must be called by the Secretary at the written request of 50% or more of the members of the Board of Directors. Not less than three days' notice shall be given of meetings of the Board of Directors, including the time, place, and purpose of the meeting.
- 7.2 A quorum for the transaction of business at a meeting of the Board of Directors shall be 50% of the duly constituted membership of the Board.

8. General Meetings

- 8.1 Annual General Meetings shall be held once in each year and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.
- 8.2 The Board of Directors may convene a special general meeting of the members whenever it determines it is necessary or appropriate to do so.
- 8.3 The Board of Directors shall convene a special general meeting upon the written request of 50% or more of the members, and the meeting shall be held within 30 calendar days of receipt of the written request.
- 8.4 The quorum for conduct of business at any general meeting of the members shall be 50% of the members eligible to vote at such meetings.
- 8.5 At least fourteen (14) calendar days' notice shall be given of any general meeting of the members, and the notice shall specify the place and time of the meeting and the nature of the business to be conducted.

9. Attendance at Meetings

- 9.1 Attendance at Board meetings and general meetings shall include participation by teleconference or any such electronic media that provide for full participation in discussion, debate, and voting.

10. Revision of the Constitution

- 10.1 Articles of the constitution shall be changed only at a duly constituted Annual General Meeting or special general meeting and shall require the approval of two-thirds of the voting members in attendance.