



Council of Marine Professional Associates

P.O. Box 29033
St John's NL A1A 5B5
info@compasscanada.info

www.compasscanada.info

CONSTITUTION OF THE COUNCIL OF MARINE PROFESSIONAL ASSOCIATES

ADOPTED APRIL 8, 2008
AMENDED 2010, 2011, 2013, 2016

1. Name

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

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 marine transportation activities (design, repair, and maintenance; operations; support; human resources development; labour supply; and consultancy).

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.



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4.2 Associate membership is open to industry associations and similar public and private organizations whose missions and objectives are determined by the Board of Directors to be aligned and consistent with those of COMPASS; individuals working in, or previously working in; the marine transportation industry; individuals involved in the preparation for participation in the marine transportation industry through enrolment in a recognized course or program or through other means deemed acceptable by the Board of Directors; and individuals deemed by the Board of Directors to have made, or be currently making, a direct and significant contribution to the marine transportation industry.

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 Past President, the Vice-President, the Secretary, the Treasurer, and four additional directors.

5.2 The officers, with the exception of the Past President, shall be elected from the membership at Annual General Meetings (AGMs). The Past President shall be the immediately previous President and shall be eligible to continue as an officer for the full term (three years) immediately following his or her term of office as President. If, at any time during his or her term of office, the Past President is unable to continue, or elects not to continue, as an officer, the position shall remain vacant until it is filled automatically by the current President at the end of his or her term as President.



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- 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 there is a tie for the larger number of votes when two candidates are nominated or when two candidates remain after a previous vote, the President shall cast a vote to break the tie.

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) years. 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/or contractual personnel 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



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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, excluding currently vacant positions.

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 membership, 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 one-third 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

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

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.



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Restructuring of Membership Fees as Amended June 16, 2016

Full Members:

Large Companies - \$1,200

Medium Companies - \$850

Small Companies - \$550

Associate Members:

Organizations/Associations - \$300

Individuals - \$150

Students/Trainees - \$50

