

Constitution and by-laws New Brunswick Professional Outfitter Guide Association Inc.

► **ARTICLE ONE: NAME** The name of the organization shall be the New Brunswick Professional Outfitter Guide Association. Inc., hereinafter referred to as the Association.

► **ARTICLE TWO: INTERPRETATION** Definitions in this Constitution and By-Laws, and all future resolutions and by-laws, unless the context is otherwise required, are as follows: “Act” means the Companies Act of the Province of New Brunswick and any Act that may be substituted therefore, as from time to time amended; “Association” means the New Brunswick Professional Outfitter Guide Association, Inc. as incorporated under the Act by Letters Patent; “Board” means the Board of Directors of the Association as constituted hereunder; “Letters Patent” means the Letters Patent incorporating the Association dated May 15 A.D., 2007, as from time to time amended and supplemented by Supplementary Letters Patent; “Meeting of Members” includes an Annual Meeting of members and a Special General Meeting of members; Words importing the singular number include the plural and vice-versa; Words importing the masculine gender include the feminine gender and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

► **ARTICLE THREE: OBJECTIVES** The objectives of the Association are:

- (a) to provide a framework to promote the development of independent outfitting and guiding services and to ensure the long term sustainability of the outfitting and guiding industry in New Brunswick;
- (b) to represent the interests of members of the Association on policy and regulatory issues which may impact the industry or its members;
- (c) to promote the development, adoption and maintenance of industry standards with respect to the delivery of outfitting and guiding services;
- (d) to establish, promote and maintain sound management and administrative practices and technical expertise respecting outfitting, guiding and hunting in New Brunswick;
- (e) to encourage, foster and develop a recognition of the importance of the outfitting and guiding industry and hunting in New Brunswick;
- (f) to promote the conservation, sustainable development and enhancement of the wildlife resource through participation in programs and educational initiatives beneficial to the industry;
- (g) to promote awareness of outfitting and guiding services;
- (h) to promote and encourage the organization and affiliation of outfitters and guides in New Brunswick.

► **ARTICLE FOUR: BUSINESS OF THE ASSOCIATION**

4.01 **HEAD OFFICE** — Until otherwise changed in accordance with the Act, the Head Office of the Association shall be at the residence of the presiding President of the Association;

4.02 **ASSOCIATION SEAL** — The corporate seal of the Association shall be in the form impressed hereon or in such other form as the Association may from time to time determine.

4.03 **FISCAL YEAR** — Until otherwise ordered by the Board of Directors, fiscal end of year shall be March 31st in each and every year.

4.04 **EXECUTION OF INSTRUMENTS** — Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by any two (2) of the following

officers, namely: President, Vice-President, Secretary and/or Treasurer. Any person authorized to sign an instrument on behalf of the Association may affix the Association Seal thereto.

4.05 BANKING ARRANGEMENTS — The banking business of the Association shall be transacted with such banks, trust companies or credit unions as may, from time to time, be designated by or under the Authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instruments and delegations of power as the Board may from time to time prescribe or authorize. Transactions shall require 2 signing officers.

► ARTICLE FIVE: DIRECTORS

5.01 POWERS — The General Business of the Association shall be controlled and managed by the Board.

5.02 NUMBER AND QUORUM — Until otherwise changed in accordance with the Act, the number of Directors shall correspond to the number of recognized members existing in good standing at the date of the Annual Meeting of members, together with five (5) additional Directors, comprising of the President, First Vice-President, Second Vice-President, Secretary and Treasurer. Provided always that the number of Directors shall not at any time be less than fifty percent (50%) of the elected Directors to constitute a quorum for the transaction of business.

5.03 QUALIFICATIONS — No person shall be qualified as a Director unless he is nineteen (19) or more years of age and shall, at the time of his election and throughout his term of office, be a member in good standing of the Association and hold a current New Brunswick Outfitters License, Class One Guide License or Class Two Guide License.

5.04 ADDITIONAL DIRECTORS

(i) In addition, the paid-up members of the Association shall elect a President, First Vice-President, Second Vice-President, Secretary and Treasurer, each of whom shall automatically be constituted as Directors of the Association. The election of such officers shall be made by the paid up members at the Annual Meeting and each such officer shall serve for a two (2) year term with the President and Secretary voted on the first year and Treasurer, 1st vice and second vice the next year. Each Director thus elected shall retire at the end of this term but if qualified shall be eligible for re-election.

(ii) Any member of the Association, who is an employee of the Province of New Brunswick shall not be eligible to hold an executive position in the Association.

(iii) Ballots will be called for to be destroyed following a winner being declared. No vote by proxy will be accepted on behalf of any member. All officers must be elected by a simple majority of the votes cast.

5.05 REMOVAL OF DIRECTORS — Should any director elected fail to adequately fulfill his functions in the opinion of the Board, then the Board, on Resolution, may recommend to the Association that such Director be replaced. The decision whether or not to replace such Director shall, however, rest with the Association.

5.06 ATTENDANCE — If a Director cannot attend an Association Board of Directors Meeting, the Association may appoint a replacement with full voting rights, however, the director must provide written authorization from the member to the Secretary of the Association.

5.07 VACANCIES — In the case of a Director, other than an Executive member, becoming unqualified, dying, resigning, or becoming incapacitated, the Board may appoint any Registered Member of the Association to fill the resulting vacancy for the balance of the term; provided, however the Board shall only appoint a Registered Member who meets with approval of the Board.

5.08 CALLING OF MEETINGS — Meetings of the Board shall be held from time to time at the call of the

President or any three (3) Directors. There shall be a minimum of four (4) Board Meetings a year. Notice of every meeting shall be given to each Director at least fourteen (14) days if by telephone and thirty (30) days if by mail, before every meeting except as otherwise provided herein, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive consent to such meetings being held. An emergency meeting by teleconference may be called upon with seventy-two (72) hours notice. An Agenda must accompany every Notice of Meeting.

5.09 FIRST MEETING — The Board may, without notice, hold a meeting immediately following the Annual Meeting at which Directors are elected, provided a quorum of the Directors is present.

5.10 REGULAR MEETINGS — The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board shall be sent to each member forthwith after being passed, but no other notice shall be required for any such regular meeting.

5.11 PLACE OF MEETINGS — Meetings of the Board shall be held at the Head Office of the Association or elsewhere in the Province of New Brunswick.

5.12 CHAIRMAN — The President, or in his absence, the First Vice President, Second Vice-President, or in his absence the Secretary, shall be the Chairman of any meetings of the Board.

5.13 VOTES TO GOVERN — At all meetings of the Board, every question, except where otherwise provided, shall be decided by a simple majority of the votes cast on the question and in the case of any equality of votes, the Chairman of the meeting shall be entitled to vote.

(i) All voting from the general membership dealing with industry issues will be cast by a show of hand or ballot if requested and the results will be passed over to the Executive Board and Regional Directors who will make the decision with equal representation from each region with the Chairman casting a vote in the case of a tie. These issues will be decided immediately following the General Meeting.

(ii) A person seeking a position on the EXECUTIVE LEVEL will be required to have been a paid up member for 3 years and have attended at least 2 of 3 latest AGM'S. This is to ensure the applicant fully understands the Constitution, Code of Ethics, and the direction the Association works towards. This person can be selected from the General membership as long as they qualify and approved by the BOD. All members are entitled to vote on the election of officers for the incoming year. You must be present to be nominated for a position on the Board of Directors or Executive Board. A Guide 1 is eligible for nomination for the position of 2nd Vice President if that person meets the requirements of the Board.

(iii) All Regional Directors will be elected by the membership present from the region they are from. A member may only vote or nominate a Director from the region they are from and if the Director fulfills the requirements of the Board then will be deemed elected for a one-year term but may be re-nominated on a yearly basis.

(iv) From the slate of Directors, Committee chairs will be appointed on a yearly bases and will answer directly to the BOD. Chairs of committees dealing with Fishing and Hunting and Tourism will supply all tools and or information gathered to the ERD and Tourism Committees and directly act on ERD and Tourism matters. No Chair will directly contact ERD or Tourism without The Chairs of these Committees getting authorization and direction from the BOD. If not followed chairs, could be replaced following infractions by the BOD'S.

► ARTICLE SIX: OFFICERS

6.01 EXECUTIVE OFFICER — The Annual Meeting of members shall elect a President, First Vice-President, Second Vice-President, Secretary and Treasurer, who shall be qualified in

the same fashion as other Directors and who shall automatically be members of the Board of Directors and which officers shall constitute the Executive Officers of the Board and each of them shall be subject to removal and replacement as hereinafter indicated. The executive shall be required to be a paid up member for the past 3 years and have attended 2 of 3 AGM'S in order to qualify. The Treasure shall ensure this.

6.02 REMUNERATION OF EXECUTIVE OFFICERS - The Executive Officers shall be reimbursed their reasonable traveling expenses incurred by them in attending meetings of the Association, as established at each Annual Meeting of members. The rate of mileage will be set at .40 cents per kilometer or \$100.00 which ever occurs first.

6.03 PRESIDENT — The President shall be the Chief Executive Officer of the Association and have the general management, and direction, subject to the authority of the Board and Members, of the Association business and affairs. It shall be his duty to preside at all meetings of the Association and of the Board, and to perform such other duties as may be delegated to him under or pursuant to these by-laws and constitution. The President shall be an ex-officio member of all Committees and all Councils of the Association. The President will be allowed to authorize the spending of up to \$500.00 as need be without the contacting of the Executive consent. After that consent will be required .The President has no vote in transactions except as a tie breaker in the event a tie is incurred.

6.04 PAST PRESIDENT — The immediate Past President shall serve in an advisory capacity to the President, the Board of Directors and the general membership.

6.05 FIRST VICE-PRESIDENT — During the absence or disability of the President, his duties may be performed and his powers may be exercised by the Vice-President. The First Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or the Board of Directors may present.

6.06 SECOND VICE-PRESIDENT — During the absence or disability of the President and the First Vice-President, their duties may be performed and their powers may be exercised by the Second Vice-President. The Second Vice-President shall also perform such duties delegated to him by the President or the Board of Directors.

6.07 SECRETARY — The Secretary shall attend all meetings of the Association and Board and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings thereat and shall receive and be responsible for filing of the minutes of Committee meetings and the reports of Officers and Committees and other reports of the Association. He shall give or cause to be given all notices required to be given to Directors and Members. He shall receive memberships and present them to the Association for approval. He shall keep a record of action taken and maintain a current membership list. He shall also be responsible for the sending of minutes of the Annual Meeting of members and of Board meetings to the members and to make copies of the Constitution and By-Laws available to members at their request and at the Annual Meeting of members. He shall also perform such other duties as may, from time to time, be prescribed by the Board. The Secretary shall be the custodian of the corporate seal of the Association together with all books, papers, records, documents and other instruments belonging to the Association, except only financial records.

6.08 TREASURER — The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Association, and under the direction of the Board, shall control the deposits of money, the safe keeping of securities and the disbursement of the funds of the Association then shall render to the Board whenever required an account of all his transactions as Treasurer and of the financial position of the Association and he shall present a full financial statement

to the Annual Meeting of Members, and he shall perform such other duties as the Board or the President shall prescribe. The Treasurer will be responsible of receiving memberships and forwarding approved new members and renewing members to web controller and Secretary.

6.09 VARIATION OF DUTIES — From time to time, the Board may vary, add to or limit the powers and duties of any Officer. This will include the BOD selecting a chairperson for chairing the nominating committee.

► ARTICLE SEVEN: PROTECTION OF DIRECTORS AND OFFICERS

7.01 LIMITATION OF LIABILITY — No director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment, or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own willful neglect or default.

7.02 INDEMNITY — Every member and Officer of the Association and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all time be indemnified and saved harmless out of the funds of the Association from and against:

- (a) all costs, charges and expenses whatsoever that such director or officer sustained or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or in or about the execution of the duties of his office;
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Association; except such costs, charges or expenses as are occasioned by his own willful neglect or default.

► ARTICLE EIGHT: MEMBERS

8.01 QUALIFICATION FOR MEMBERSHIP

(a) Any person eligible to hold an Outfitters Establishment License from the Department of Tourism and Parks of the Province of New Brunswick or the holder of a Class One Guide License shall be eligible for membership in the Association and may apply for such membership to the Treasurer.

(b) Any person supporting the Aims and Objectives of the Association shall be eligible for an Associate Membership, which shall be non-voting.

8.02 CONSIDERATION OF APPLICATIONS — The Secretary or Treasurer of the Association shall consider the applications for membership which they receive and provided dues are immediately paid, may grant membership in the Association to the applicant. The Secretary or Treasurer may, if they deem fit, refuse the application for membership in which event, the Secretary shall forward the application to the Board together with their reasons for refusing the application, and the Board shall then make a final decision whether to admit the individual applicant. The Board may refuse membership to any person who has not acted in the best interest of the Association or who, on reasonable grounds, the Board believes will not act in the best interest of the Association.

8.03 DUES — All members shall pay dues to the Association in such sum as may be determined at the Annual Meeting of the members and all such dues shall be due and payable on the 31st of March of each year.

8.04 MEMBERSHIP LIST — The Treasurer of the Association shall maintain, in the records of the Association, a list of the names and addresses of all members revealing the date on which all such individuals became members of the Association and the date on which such individual ceases to hold membership in the Association.

8.05 MEMBERSHIP CARDS — The Secretary or Treasurer of the Association may issue membership cards to all members in good standing.

► ARTICLE NINE: MEETING OF MEMBERS

9.01 ANNUAL MEETING — The annual meeting of the members shall be held in each year at such time and on such day as the Board may from time to time determine for the purpose of receiving the reports and statements required by the Companies Act to be said before the Association at an annual meeting; electing the Officers of the Association, appointing Auditors and setting the remuneration for expenses of the Executive and for the transactions of such other business as may properly come before the meeting.

9.02 SPECIAL MEETING — Meetings of members shall be held any time upon the call of the Board, the President or any five members of the Board, or upon the petition of twenty-five per cent (25%) of the members or as provided in section 9.06.

9.03 NOTICE — Notice in writing of the time and place of each meeting of the members shall be given not less than fourteen (14) days before the date on which the meeting is to be held to all those individuals entered on the Registry of the Association as being members in good standing of the Association. Notice of a special meeting of members shall state the general nature of the business which is to be transacted.

9.04 RESOLUTIONS — Members or Councils wishing to bring resolutions before the Annual Meeting of members, shall forward the resolution in writing to the Resolutions Committee Chairman at least sixty (60) days prior to the Annual Meeting. The Resolutions Committee Chairman shall send copies of the resolutions to the member Councils at least thirty (30) days prior to the Annual Meeting.

9.05 PLACE OF MEETING — Meetings of members shall be held at the Head Office of the Association or at such other place in the Province of New Brunswick convenient to the members of the Board or the person or persons calling the meeting designate.

9.06 QUORUM — Fifteen per cent (15%) of the regular members in good standing shall constitute a quorum for the transaction of business at any meeting of the members. If a meeting cannot be held because of a lack of a quorum, those regular members present may direct that it be held at a later date with such notice, if any, and with any such quorum less than fifteen per cent (15%) as they may direct.

9.07 VOTING — Every regular member shall be entitled to one (1) vote in each question decided at a meeting at which the member is present. To be eligible to vote, a regular member must have been a regular member in good standing for at least fourteen (14) days prior to the taking of the vote. Except as otherwise provided, every question shall be determined by the simple majority and the Chairman of the meeting shall cast a vote only in the case of an equality of voters. Except where otherwise requested voting shall be by a show of hands unless a poll is directed to be held by the Chairman or is requested by a member. A poll shall be held after a vote by show of hands if so requested or directed. A request for a poll may be withdrawn at any time up to the taking of the poll and if held, shall be conducted in such

manner as the Chairman directs.

9.08 CHAIRMAN — The President, and in his absence, the First Vice-President or the Second Vice-President and in the absence of both, the Secretary or appointed person shall act as Chairman. The Chairman, if the Secretary is not present, will direct some person to act as Secretary of the meeting and he may also appoint any person to such positions as are necessary for the carrying on of the meeting.

9.09 PERSONS ENTITLED TO BE PRESENT — The only person entitled to attend a meeting of the members shall be those entitled to vote thereat, Associate members and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters patent or Constitution and By-Laws to be present at the meeting. With the consent of the members or upon the direction of the Chairman, the meeting, however, may be open to the public. ARTICLES TEN: DISCIPLINE OF MEMBERS

10.01 PENALTIES — The Board may, acting pursuant to this Article, reprimand, suspend or expel any member from the Association.

10.02 COMPLAINTS AGAINST MEMBERS — Any member may submit a complaint to the Ethics Committee alleging that a member has violated the Incorporation Act, Constitution and By-Laws of the Association, or acted contrary to the best interests of the Association. Any such complaint shall be in writing, shall contain full particulars of the alleged complaint and shall be dated and signed by the member laying the complaint. Upon receipt of the complaint, the Ethics Committee shall refer to the President who shall refer it to the Board.

10.03 PROCEDURE OF BOARD — The Board shall provide the member complained against with a copy of the complaint. Such member shall be entitled to be present at a meeting of the Board to answer any charges against him. He shall be entitled to 14 days' notice of the time and place of such meeting. No member of the Board who has lodged a complaint shall act as a member of the Board with respect to such hearing. The Board may reprimand, suspend or expel the member complained against from the Association. Any such reprimand, suspension, or expulsion shall require a Resolution passed by at least three-quarters of the members of the Board qualified to vote.

10.04 APPEAL — A member who has been reprimanded, suspended or expelled may seek a review of the decision of the Board on the basis that:

- (a) the Board committed an error during the hearing; or
- (b) there is new evidence.

10.05 TERMINATION OF SUSPENSION — A suspension may be imposed for a specific period of time or for an indefinite period of time. Any suspension may be removed upon the recommendation of the Board after one year by the vote of three-fourths of the Board voting at a meeting which has been called for that purpose.

10.06 DUES — A member whose dues are in arrears shall cease to be a member of the Association.

10.07 RE-ADMISSION — The Board may, where not otherwise provided for, set the procedural requirements for the application for re-admission of expelled or suspended members. Such requirements shall be made available to all members and to any persons affected thereby.

► ARTICLE ELEVEN: NOTICES

11.01 METHOD OF GIVING NOTICES — Any notice required to be given or served upon any member, Director, officer or employee of the Association shall be sufficiently given if delivered personally or if mailed to such individual at his last known address; and such notice shall be deemed to have been given on the date when it is personally delivered or the date on which such notice is deposited in a post office

or public letter box.

11.02 COMPUTATION OF TIME — In computing the date when notice must be given under any provision requiring a specified number of days, notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.03 OMISSIONS AND ERRORS — The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded therein.

► ARTICLE TWELVE: ASSOCIATION

12.01 NOTICE — Sixty (60) days Notice of Motion having been given, the Constitution and By-Laws may be amended by a two-thirds majority vote, at any meeting of members.

12.02 RULES OF ORDER — Matters not specifically provided for in the Association Constitution and By-Laws will be governed by Roberts “Rules of Order” as outlined in the booklet “Call To Order”.