

TEMISKAMING ANGLER & HUNTER ASSOCIATION

CONSTITUTION

SEPTEMBER 19, 2005

**ENACTED AND PASSED
THE 19th DAY of SEPTEMBER, 2005**

TEMISKAMING ANGLER & HUNTER ASSOCIATION

CONSTITUTION

AUGUST, 2005

1. NAME

The name of the Association shall be the "**Temiskaming Angler & Hunter Association**".

2. GOAL OF THE ASSOCIATION

The goal of the Temiskaming Angler & Hunter Association (TAHA) is to protect and enhance the traditional activities of hunting and fishing by:

- a) Providing to its members relevant information pertinent to these activities
- b) Working cooperatively with all agencies in the pursuit of sound fish and wildlife conservation
- c) Acting as a conduit whereby members' concerns regarding policies may be brought to the appropriate agency
- d) Working in cooperation with other conservation groups to enhance an appreciation of outdoor activities.

3. MANAGEMENT OF THE ASSOCIATION

- a) The management of the Association shall be conducted by an eight member Board of Directors. Each member shall have an equal vote at all Board Meetings.
- b) From its membership, the Board of Directors will elect an Executive Council consisting of a President, Vice-President, Secretary, Treasurer and Membership Chairperson. The President, at all Board of Directors' Meetings or Executive Council Meetings, shall have a second "tie-breaking vote".
- c) The President, Secretary and Treasurer of the previous Council shall retain their position on the Board of Directors for the ensuing year. The remaining five positions on the Board of Directors will be elected by the membership at the Annual General Meeting.
- d) Within thirty days of their election, the new Board of Directors will elect the Executive Council. In the event that any member of the Board of Directors, including the Executive Council, chooses to vacate his/her position, that position will be filled by appointment from the general membership for the balance of the year.

- e) In the event of the resignation of the majority of the Board of Directors, a special General Meeting shall be called by the President or by the remaining Directors, if any, and those vacancies will be filled by an election at a General Meeting.
- f) The Board of Directors shall perform their respective duties for the Association without recompense. Payment for expenses incurred by individual Board members must be approved by the 'Executive Council'.

4. INTERIM EXECUTIVE COUNCIL - FIRST YEAR OF OPERATION

- a) In order to facilitate the formation of the Association an interim Executive Council, consisting of five founding members shall be named for the first year of its operation. The Executive Council shall be as follows:

President	Fred Paoletti
Vice-President	Michael (Mickey) Major
Secretary	Richard (Dick) Mongeon
Treasurer	Kent Saxton
Membership Director	William (Bill) Gabbani

- b) The remaining three members of the Board of Directors will be elected at the first Annual General Meeting and these eight individuals shall comprise the Board of Directors during the Association's first year of operation.

5. RESPONSIBILITIES & OPERATION OF THE EXECUTIVE COUNCIL

a) President

The President shall act as Chairperson of the Board and shall exercise general supervision over the business and affairs of the Association, sign contracts, documents, and shall also have other powers and duties as assigned by resolution of the Board of Directors.

b) Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties in the absence of the President. In the event that the President is unable or unwilling to perform his/her duties the Vice-President shall assume the position of President as determined by a simple majority of the Board of Directors.

c) Secretary

The Secretary shall issue notices for all meetings of the Board of Directors and the Annual General Meeting, as well as any special General Meeting. This officer shall prepare the minutes of all meetings and distribute them to the Directors prior to each meeting. These shall be retained in a minute book for the perusal of all members upon request. The Secretary may be required to act as a signing officer or perform other duties as requested by the Board of Directors.

d) Treasurer

The Treasurer shall have the care and custody of all funds and securities of the Association in such Bank or Depository as the Board of Directors may direct. The person accepting this position shall keep the books of account and be prepared to exhibit them to any Director or member of the Association and shall sign or countersign any documents on behalf of the Association, prepare a financial statement for each Director's Meeting and perform all duties incident to this office, as requested by the Board of Directors.

Signing authorities for the payment of TAHA expenses shall include the President, the Treasurer, plus one alternate selected from within the Executive Council.

e) Membership Director

This position on the Executive shall be responsible for assisting prospective members in joining the Association, contacting members for renewal purposes, collecting membership fees, preparing and dispensing membership cards and other duties assigned by the Board of Directors.

f) Ratification

The Board of Directors shall ratify the actions of the Executive Committee.

g) Quorum

A quorum of the Board of Directors shall be three Directors in addition to the President or the Vice-President.

h) Meetings

The Board of Directors shall meet at least six times a year exclusive of the Annual General meeting. The membership shall be made aware of the date, time, and location of these meetings in order that they may attend in an advisory capacity and become better aware of the affairs of the Association.

6. VOTING PROCEDURES - ANNUAL GENERAL MEETING

- a) The President of the Association shall act as Chairperson at all meetings.
- b) Eight members shall constitute a quorum.
- c) Amendments to the Constitution require approval by the majority of two-thirds of the members in attendance.
- d) A motion resulting in a "Tie vote" is a lost motion and is considered to be defeated.
- e) There is no provision for proxy voting.
- f) To bring forth a previously defeated motion for discussion requires the approval of two-thirds of the members present.
- g) Voting at all meetings, other than the inaugural meeting, shall be by paid-up members 18 years or over, who may be required to produce their current membership card.
- h) All meetings of the general membership, including the Annual General Meeting, shall be held at such time and place as the Directors may decide.
- i) The fiscal year of the Temiskaming Angler & Hunter Association shall terminate on the 31st. of August.

7. MEMBERSHIP

- a) Membership in the Temiskaming Angler & Hunter Association is "all inclusive", with provision for an individual membership or a family membership.
- b) The cost of either an individual annual membership or an annual family membership will be determined by the Board of Directors and brought to the Annual General Meeting for approval by the membership.
- c) Each member shall have the opportunity to attend and exercise his/her rights at all meetings. These rights include voting privileges and the right to run for office on the Board of Directors at the Annual General Meeting.
- d) The Temiskaming Angler & Hunter Association is affiliated with the Ontario Federation of Anglers and Hunters and therefore it shall be a requirement that all members have a membership in this organization. The individual member shall receive protection under the Federation of Anglers and Hunters insurance protection.

8. NOTICE OF ANNUAL GENERAL MEETING & GENERAL MEETINGS

a) Notice of the Annual General Meeting and any General Meeting will be advertised in the local media or by individual correspondence to the members.

9. NOTICE OF DIRECTORS' MEETING & FAILURE TO ATTEND

a) A notice giving the date, time, and place of the Directors' Meeting shall be provided to each Director at least fifteen days prior to the meeting.

b) The failure of a Director to attend three consecutive Board of Directors' Meetings, without a valid reason, will result in the expulsion of that Director from the Board of Directors.

10. SPECIAL COMMITTEES

a) The Directors may form a committee or committees to perform any business on behalf of the Association. Each committee shall appoint a Chairperson and may meet and adjourn as it thinks proper.

b) Matters arising at any Committee Meeting shall be determined by a majority of the votes of the members present.

c) A member of the Executive Council shall be a member of all committees and in the event of an equality of votes shall have a second "tie-breaking" vote.

11. MEMBERS' POWER TO CALL A GENERAL MEETING

a) The Directors shall upon a requisition made in writing by ten percent or more of the membership, convene a General Meeting. The requisition shall express the object of the meeting proposed, and is presented to the President.

b) If the Board of Directors does not convene a General Meeting within thirty days of the receipt of the requisition, those persons presenting the requisition may themselves convene a General Meeting.

12. THE POWER OF DIRECTORS TO CALL A DIRECTORS' MEETING

a) A meeting of the Board of Directors may be called at any time upon the written request of three Directors stating the purpose of such a meeting.

b) Upon the failure of the President to convene a Directors' Meeting within ten days of being notified, those Directors may call a General Meeting.

13. FINANCIAL STATEMENT OF ASSOCIATION FOR THE MEMBERSHIP

a) An auditor shall be appointed by resolution at the Annual General Meeting and shall hold office until the next Annual General Meeting or until a successor is appointed. The Board of Directors, by way of resolution, may remove an auditor and appoint a successor.

b) Recompense for the auditor shall be approved by the Executive Council.

c) The auditor shall have all books kept by the Temiskaming Angler & Hunter Association and shall at all reasonable times have access to its books and accounts. The auditor shall make an annual report to the membership upon the balance sheets and accounts at the Annual General Meeting. In this report he/she shall state whether, in his/her opinion it is a full and fair balance sheet and properly drawn up so as to exhibit a true and correct view of the financial state of the TAHA.

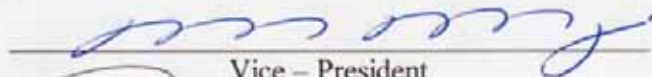
d) At the Annual General Meeting of the Association, the outgoing President shall submit a statement of the Association's finances including a statement of assets and liabilities. The membership shall be provided an opportunity to question this submission and any other matters relevant to the operation of the TAHA.

THIS CONSTITUTION IS ENACTED AND PASSED

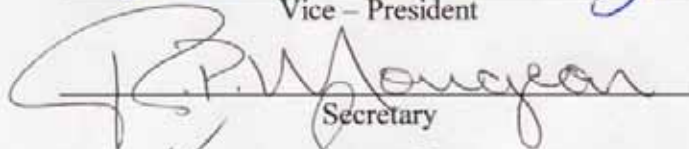
THIS 19th DAY of SEPTEMBER, 2005



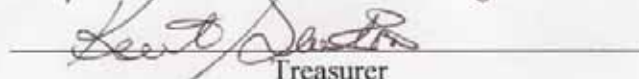
President



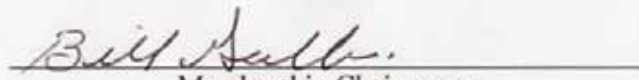
Vice - President



Secretary



Treasurer



Membership Chairperson