

Province of New Brunswick Companies Act Supplementary Letters Patent
To The New Brunswick Council of the Atlantic Salmon Federation Inc.

BY-LAWS AND CONSTITUTION

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BY-LAW NUMBER 18-2

THE NEW BRUNSWICK SALMON COUNCIL INC. /LE CONSEIL DE SAUMON DU NOUVEAU-BRUNSWICK INC. (hereinafter referred to as the “Council”).

WHEREAS the Council has been created a body corporate with the following objects and purposes:

To advance education by providing classes and workshops on topics relating to Atlantic salmon and their habitats and ecosystems, to students attending schools in New Brunswick and to members of the public.

To advance education by providing educational aids and equipment such as fish aquariums, to schools in New Brunswick to be used in the study of Atlantic salmon and their habitats and ecosystems.

To advance education by funding research relating to Atlantic salmon and by making the results of that research available to the public.

To protect the environment for the benefit of the public by conserving or restoring Atlantic salmon ecosystems and habitats on a long-term basis.

To undertake activities ancillary and incidental to the attainment of the above charitable purposes.

June 18th, 2018

WHEREAS the Council has in pursuance of its objects and purposes dedicated itself to serve as a forum for the conservation of the wild Atlantic salmon;

WHEREAS the Council has in pursuance of its objects and purposes dedicated itself to advocate for and on behalf of its membership for the conservation of the wild Atlantic salmon;

WHEREAS the Council has adopted the following as a Mission Statement:

To promote the conservation and wise management of the wild Atlantic salmon and its environment.

WHEREAS the Council has adopted the principle that its affairs shall be conducted through the vehicle of a Board of Directors on which each Affiliate shall have representation;

AND WHEREAS the Council deems it advisable to pass general by-laws for the regulation of the Council’s affairs:

NOW THEREFORE BE IT ENACTED and it is hereby enacted as follows:

1. HEAD OFFICE AND BRANCH OFFICES

1.1 The head Office of the Council shall be at the City of Fredericton, in the County of York and Province of New Brunswick. The council may establish such other offices, places of business and agencies within or without New Brunswick as the Board of Directors may from time to time determine.

2. FISCAL YEAR

2.1 The fiscal year of the Council shall terminate on the 31st day of December in each year.

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3. CORPORATE SEAL

- 3.1** The corporate seal, one in the English language and the other in the French language, of the Council shall have inscribed thereon the name of the Council and the year of its incorporation and either shall be the official seal of the Council. They are as shown on the impression on the margin hereof.
- 3.2** The corporate seal shall not be used except under the signature of the officer or officers authorized to sign documents under the provision of these By-Laws.
- 3.3** The corporate seal, when not in use, shall be kept at the Head Office of the Council or in the custody of the Secretary. Duplicate seals may be authorized by by-law to be kept and used elsewhere.

4. MEMBERSHIP

- 4.1** The membership of the Council shall consist of and be open to all organizations, whether incorporated or not, who in the opinion of the Board of Directors have objects and purposes similar to those of the Council and once admitted to membership by the Board of Directors such members may be referred to and shall be recognized as "Affiliates" of the Council.
- 4.2** Affiliates are entitled to receive notice of and to attend, to be heard and to vote through their duly designated appointees at all meetings of the Board of Directors of the Council.
- 4.3** The annual dues to be paid by Affiliates shall be such as may be determined by the Board of Directors from time to time.
- 4.4** Any affiliate may terminate its membership in the Council by delivering a written resignation or notice of withdrawal from membership to the Secretary of the Council and the Council may, on notice to the Affiliate and by vote of not less than two thirds of the directors of the Council present at a duly convened meeting of the Board of Directors, expel an Affiliate and upon notice of such expulsion being mailed to such Affiliate it shall no longer be a member of Council.

BOARD OF DIRECTORS

5. NUMBER AND POWERS

- 5.1** The affairs of the Council shall be managed by a board of directors of the same number as the number of Affiliates plus **six (6)** directors elected at large by the directors designated by the Affiliates, which Board of Directors, (herein referred to as the "Board of Directors"), may exercise all powers and do all acts and things which may be exercised or done by the Council and which are not by the Letters Patent or By-Laws of the Council, or by-law expressly directed or required to be done by the Council at an annual or special general meeting of the members. **(March 8/08 AGM)**
- 5.2** Each Affiliate shall in writing designate from among its members one person who shall sit on the Board of Directors of the Council as well as one person, (herein referred to as the "Alternate"), to act in the place and stead of the person so designated in the event that the designated person is unable to attend a duly convened meeting of the Board of Directors of the Council. The Alternate when acting in the place and stead of a designated director shall have all the rights, privileges and entitlements of the director in whose place and stead he is acting.

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6. VACANCIES ON THE BOARD OF DIRECTORS

6.1 In case of a vacancy occurring on the Board of Directors for any cause or reason, the vacancy shall:

- a) in the case of a vacancy of a director designated by an Affiliate, be filled by the Affiliate whose designated representative on the Board of Directors has ceased to be a Director; and
- b) in the case of a director elected at large, be filled by the remaining members of the Board of Directors.

7. QUALIFICATIONS OF DESIGNATED AND ELECTED DIRECTOR

7.1 A person designated as a director by an Affiliate shall:

- a) be of the age of majority;
- b) at the time of his or her designation, be a member of an organization which is an Affiliate of the Council, and any director ceasing to be a member of an organization which is an Affiliate of the Council shall thereupon forthwith cease to be a director;
- c) shall have been so designated in writing by the designation Affiliate.

7.2 A person elected as a director shall:

- a) be of the age of majority;
- b) at the time of his or her election, be a member of an organization which is an Affiliate of the Council and any director ceasing to be a member of an organization which is an Affiliate of the Council shall thereupon forthwith cease to be a director. **(March 18, 2017 AGM).**

8. TERM OF OFFICE

8.1 The director's term of office shall:

- a) in the case of a person designated as a director, continue for so long as he or she holds a designation as such By the designating Affiliate;
- b) in the case of an elected director, shall be for two years from the meeting at which they are elected until their successors are elected and any elected director on the expiry of his or her term of office may offer for re-election; and
- c) in the case of any director appointed pursuant to Clause 6.1(b) hereof, shall be for the balance remaining of the term of office of the director being replaced.

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9. VACATION OF OFFICE

9.1 The office of a director shall *ispo facto* be vacated:

- a) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;
- b) if he is found to be a lunatic or becomes of unsound mind;
- c) if by notice in writing to the Council, he resigns his position as a member of the Board of Directors;
- d) in the case of a designated director, the Council is advised in writing by an Affiliate that this person is no longer its designate; or
- e) in the case of a designated director, the Affiliate appointing such a director is no longer a member of the Council.

10. VALIDITY OF ACTS OR DIRECTORS

10.1 All acts done *bona fide* by any meeting of the Board of Directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the designation, election or appointment of any member of such Board of Directors or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly designated, elected or appointed, as the case may be, and was qualified to be a director.

11. DIRECTOR CONTRACTING WITH COUNCIL

11.1 The Council may enter into contracts and transact business with one or more of its directors or with any firm, corporation or association of which one or more of its directors or members or employees are shareholders, director, officers or employees. Such contracts or transactions shall not be invalidated or affected by the fact that such director or directors has or may have interests therein which are, or might be, adverse to the interest of the Council. As long as in any case, the fact of such interest has been disclosed to the other directors acting upon or in reference to such contract or transaction, and the director or directors have not participated in or influenced the decision with respect to such contract or transaction.

11.2 A general notice that a director is a member and/or shareholder of any specified firm, partnership, syndicate, association or corporation, and is to be regarded as interested in all transactions with that firm, partnership, syndicate, association or corporation shall be a sufficient disclosure in respect to such director and the said transactions and after such general notice it shall not be necessary for the said director to give special notice of any particular transaction with that firm, partnership, syndicate, association or corporation.

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12. DIRECTOR A SHAREHOLDER OF OTHER COMPANIES

12.1 A director of this Council may be or become a shareholder or director of any corporation in which this corporation may be interested as vendor to, purchaser from, shareholder in, or otherwise, and no such director shall be accountable for any benefits received as a shareholder or director of such corporation.

13. REMUNERATION OF DIRECTORS

13.1 No remuneration is to be paid to the directors of the Council.

14. INDEMNIFICATION OF DIRECTORS

14.1 Each and every director of the Council shall assume office on the express undertaking, agreement and condition that every director of the Council and his heirs, executors, administrators, estate and effects respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Council from and against all costs, losses, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs, losses, charges or expenses as are occasioned by his own willful neglect or default.

14.2 Each and every director of the Council elected to a position on the Executive Committee of the Council shall assume office on the express undertaking, agreement and condition that in addition to the indemnity provided for in Clause 14.1 hereof, he and his heirs, executors, administrators, estate and effects respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Council from and against all costs, losses, charges and expenses whatsoever, including traveling expenses, which he sustains or incurs in or about or in relation to the affairs of the Council by virtue of his membership on the Executive Committee of the Council, except such costs, losses, charges or expenses as are occasioned by his own willful neglect or default.

15. LIABILITY

15.1 No director or officer for the time being of the Council shall be liable:

- a) for the acts, receipts, neglects or of any other director, officer or employee of the Council;
- b) for joining in any receipt or act for conformity;
- c) for the loss, damage or expense happening to the Council through the insufficiency, or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Council;
- d) for the insufficiency or deficiency of any security in or upon which any of the money, of or belonging to the Council shall be placed out or invested;
- e) for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any money, securities or effects of the Council shall be lodged or deposited; or
- f) for any other loss, damage or misfortune whatsoever which may happen to the Council in the execution of the duties of his respective office of trust or in relation thereto;

unless the same shall happen by or through his own willful neglect or default.

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16. INDEMNITIES TO DIRECTORS AND OTHERS

16.1 The directors of the Council are hereby authorized from time to time to give indemnities to any director, officer or other person who has undertaken, or is about to undertake, any liability on behalf of the Council or any Council controlled by it. Any action from time taken by the Board of directors under the authority of this By-Law shall not require approval or confirmation by the members.

17. CHAIRMAN OF THE BOARD OF DIRECTORS

17.1 The Chairman of the Board of Directors shall be elected from their number by the directors and such Chairman shall preside at all meetings of the directors. The Chairman shall possess and may exercise such powers and fulfill such duties as the Board of Directors may by resolution determine.

18. PLACE OF MEETINGS OF THE BOARD OF DIRECTORS

18.1 Meetings of the Board of Directors may be held either at the Head Office of the Council or elsewhere in New Brunswick as the directors may from time to time determine.

19. CONVENING MEETINGS OF THE BOARD OF DIRECTORS

19.1 The President, or in his absence, the 1st Vice-President, or in his absence the 2nd Vice-President, or any two directors may at any time convene a meeting of the Board of Directors. The Secretary, by the direction of the President, or in his absence the 1st Vice-President, or in his absence, the 2nd Vice-President, or any two directors shall convene a meeting of the Board of Directors (**March 18, 2017 AGM**)

19.2 Members of the Board of Directors may Participate in meetings of the Board by means of a conference telephone call or similar communication equipment by which all persons participating can hear each other at the same time and participation by such means shall constitute presence in person at such a meeting.

20. NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS

20.1 Notice of a meeting of the Board of Directors shall be telephoned, delivered, mailed, faxed or electronically mailed to each director at least 14 clear days before the meeting is to take place. Meetings of the Board of Directors may be held at any time without formal notice if all directors are present, or if those absent have signified their consent in writing to the meeting being held in their absence.

21. QUORUM AT MEETINGS OF THE BOARD OF DIRECTORS

21.1 Twenty-five percent of the Board of Directors shall form a quorum for the transaction of business at any meeting of the directors of the Council.

22. ADJOURNMENT OF MEETINGS OF THE BOARD OF DIRECTORS

22.1 If less than a quorum shall be in attendance at the time for which any meeting of the Board of Directors shall have been called, the meeting may, after a lapse of fifteen (15) minutes from the time appointed for holding such meeting, be adjourned from time to time by the directors present for a period of one (1) week at any one time without any notice other than by announcement at the meeting until a quorum shall attend.

22.2 Any meeting of the Board of Directors at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

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23. VOTING AT MEETINGS OF THE BOARD OF DIRECTORS

23.1 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In the case of an equality of votes the Chairman, in addition to his original vote, shall not have a second or casting vote.

24. COMMITTEES OF THE BOARD OF DIRECTORS

24.1 The Board of Directors may from time to time by resolution strike such committees as it deems desirable for such purposes as it deems fit, which committees shall have such functions and may exercise such power of the Board of Directors as can lawfully be delegated and to the extent provided in the resolution creating the committee, and the term of office of members of such committees shall be such as may from time to time be determined by the Board of Directors.

25. EXECUTIVE COMMITTEE

25.1 The Executive Committee shall consist of the President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, Immediate Past-President and the Chairs of those Committees designated by the Board of Directors as “Standing Committees”. **(March 18, 2017 AGM)**

25.2 The members of the Executive Committee shall serve until their successors have been duly appointed.

25.3 Subject to any restrictions imposed by the Board of Directors, the Executive Committee shall possess and may exercise all of the powers of the Board of Directors between meetings of the Board of Directors, excepting those acts which by law must be performed by the directors themselves and all acts of the Executive Committee shall be reported to the Board of Directors at its next meeting.

25.4 Meetings of the Executive Committee shall, on no less than two days’ notice being given verbally, or in writing, or electronically, to each member of the Executive Committee, be held at the request or call of the President, or any two members of the Executive Committee and any member of the Executive Committee may waive notice either verbally or in writing or electronically.

25.5 Members of the Executive Committee may participate in meetings of the Executive Committee by means of a conference telephone call or similar communications equipment by which all persons participating can hear each other at the same time and participation by such means shall constitute presence in person at such a meeting.

25.6 Four members of the Executive Committee duly present shall constitute a quorum for the transaction of business. **(March 17, 2018 AGM)**

25.7 The President, or in his absence, the 1st Vice-President, or in his absence, the 2nd Vice-President shall preside at meetings of the Executive Committee. **(March 18, 2017 AGM)**

25.8 Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In the case of an equality of votes, the President shall not have a second or casting vote, in addition to their Original vote. **(March 27, 2021 AGM)**

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OFFICERS OF THE COUNCIL

26. OFFICERS

26.1 The officers of the Council shall consist of the President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer and Immediate Past-President. Every person elected or, in the case of the Immediate Past President appointed as an officer of the Council, shall be of the age of majority, and, at the time of his or her election or appointment, be a member of the Board of Directors and any officer ceasing to be a member of the Board of Directors shall thereupon forthwith cease. **(March 18, 2017 AGM)**

26.2 The offices of Secretary and Treasurer may be held by the same person.

27. REMUNERATION OF OFFICES

27.1 No remuneration is to be paid the officers of the Council other than payment of reasonable expenses incurred in the performance of their duties.

28. APPOINTMENT AND REMOVAL OF OFFICERS

28.1 The President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer shall be elected by the Board of Directors from amongst their numbers at the annual general meeting of the Council. The Immediate Past-President shall be appointed by the Board of Directors at the annual general meeting of the Council. **(March 18, 2017 AGM)**

28.2 All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

29. DUTIES MAY BE DELEGATED

29.1 In case of absence of the President, the 1st Vice-President, the 2nd Vice-President, or any other officer of the Council or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate for the time being the powers of such officer to any other officer or any director of the Council, provided that a majority of the Board of Directors concurs therein. **(March 18, 2017 AGM)**

30. DUTIES OF PRESIDENT

30.1 The President shall be chief executive officer of the Council and as such shall:

- a) in the absence of the Chairman of the Board of Directors, or if a Chairman of the Board of Directors be not appointed, preside at meetings of the Board of Directors.
- b) sign all instruments which require his or her signature;
- c) perform all duties incident to his or her office;
- d) have such powers and duties as may from time to time be assigned to him or her by the Board of Directors;
- e) shall be an ex-officio member of all Council Committees.

30.2 The President, when presiding at meetings of the Board of Directors, shall not have a second or casting vote in addition to his or her original vote.

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DUTIES OF 1ST & 2ND VICE-PRESIDENT

31.1 The 1st Vice-President shall be vested with all the powers and shall perform all the duties of the President, in the absence or disability or refusal to act of the President. The 1st Vice-President shall also have such other powers and duties as may from time to time be assigned to him or her by the Board of Directors. When presiding at a meeting of the Board of Directors or of the Executive Committee, the 1st Vice-President shall not have a second or casting vote in addition to their original vote. **(March 18, 2017 AGM)**

31.2 The 2nd Vice-President shall be vested with all the powers and shall perform all the duties of the 1st Vice-President, in the absence of disability or refusal to act of the 1st Vice-President. The 2nd Vice-President shall also have such other powers and duties as may from time to time be assigned to him or her by the Board of Directors. When presiding at a meeting of the Board of Directors or of the Executive Committee, the 2nd Vice-President shall not have a second or casting vote in addition to their original vote. **(March 18, 2017 AGM)**

32. DUTIES OF SECRETARY

32.1 The Secretary shall:

- a) issue or cause to be issued notices of all meetings of the Board of Directors or Executive committee and committees (if any) when directed to do so;
- b) have charge of the minute and membership record books of the Council;
- c) sign with the President or other signing officer or officers of the Council such instruments as require his or her signature; and
- d) perform such other duties as the terms of his or her engagement call for, or the Board of Directors may from time to time properly require of him or her.

32.2 The Secretary shall be responsible for the safe custody of the corporate seal of the Council.

32.3 The Secretary, unless another officer is specially charged with the duty, shall keep or cause to be kept a book or books whereon shall be kept recorded:

- a) Copy of the Letters Patent incorporating the Council and of any Supplementary Letters Patent;
- b) a copy of the preliminary Memorandum of Agreement;
- c) a copy of the By-Laws of the Council;
- d) the names of all organizations who are or have been Affiliates of the Council alphabetically;
- e) the address of every Affiliate while a member, as far as can be ascertained.
- f) the names, addresses and calling of all persons who are or have been directors of the Council, with the several dates at which each became or ceased to be a directors.

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33. DUTIES OF TREASURER

33.1 The Treasurer shall perform all duties that are properly required of him or her by the Board of Directors. He or she may be required to give such bonds for the faithful performance of his or her duties as the Board of Directors, in their uncontrolled discretion, may require but no director shall be liable for failure to require any bond or for any loss by reason of the failure of the Council to receive any indemnity thereby provided. The Treasurer shall, at all reasonable times, exhibit his or her books and accounts to any director of the Council upon application at the office of the Council or at the address of the Treasurer during business hours.

34. VACANCIES IN OFFICES

34.1 If the office of the President, 1st Vice-President, 2nd Vice-President, Secretary or Treasurer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board of Directors by resolution duly passed at any meeting duly called and held may appoint another director to fill such vacancy, subject to qualifications of office required by the By-Laws and the person or persons so appointed, shall hold office until the next annual general meeting of the Affiliates of the Council unless earlier removed from office in accordance with these By-Laws. **(March 18, 2017 AGM)**

35. ATTORNEYS, AGENTS AND REPRESENTATIVES

35.1 The Board of Directors may appoint one or more attorneys, agents or representatives and may confer upon any one or more of such attorneys, agents or representatives all such powers of the Council as may be legally conferred or delegated by the Board of Directors, and the Board of Directors shall not be responsible for any fault, negligence, improper act or exercise of judgment on the part of such attorneys, agents or representatives nor for any lack of judgment in the selection of such attorneys, agents or representatives nor shall the directors be subject individually to any liability, whatsoever in respect of any act, or the failure to act, on the part of such attorneys agents or representatives.

35.2 The Council's representative Director to the ASF (Canada) Board shall be appointed by the Board of Directors from among the Directors. **(March 27, 2021 AGM)**

36. EXECUTIVE DIRECTOR

36.1 The Board of Directors may appoint an Executive Director of the Council.

36.2 The Executive Director, if one be appointed, shall have the general management and direction, subject to the authority of the Board of Directors and the supervision of the President, of the Council's business and affairs.

37. AUDITOR

37.1 At each annual general meeting of the Board of Directors an auditor may be appointed for the purpose of auditing and verifying the accounts of the Council for the ten current year and if approved, his report shall be submitted at the next annual general meeting of the Board of Directors. The auditor shall not be a director or an officer of the Council. Unless fixed by the meeting of members at which he is appointed, the remuneration of the auditor shall be determined from time to time by the Board of Directors.

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MEETINGS OF THE BOARD OF DIRECTORS

38. REGULAR MEETINGS

- 38.1** Meetings of the Board of Directors shall be held a minimum of three times a year, such meetings to be held at the Head Office of the Council or elsewhere in New Brunswick as the Board of Directors may by resolution from time to time determine.
- 38.2** One of the meetings of the Board of Directors shall be held at such time during each year, (not later than four (4) months reckoning from the end of the last fiscal year), as the Board of Directors by resolution may determine. If not so determined by the end of the fiscal year in any year, that meeting, referred to herein as the “annual meeting” for the following year, shall be held on a Saturday during the month of March at a location within the Province of New Brunswick as determined by the Executive Committee of the Council.
- 38.3** Members of the Affiliates of the Council as well as the officers and members of the Atlantic Salmon Federation are invited and encouraged to attend the annual meeting of the Board of Directors of the Council as observers.
- 38.4** At each annual meeting of the Board of Directors the order of the business shall be as follows:
1. Welcome and Call to Order
 - Report of Credentials & Quorum
 - Introduction of Directors
 - Meeting ground rules
 - Motion to adopt agenda.
 2. Approval of minutes of the most recent Board of Directors meeting.
 3. Reports and Outstanding Action Items.
 - President/Executive Committee
 - Treasurer and Appointment of Accountant
 - Finance Committee
 - Governance/Policy Committee
 - Fisheries Committee
 - Programs Committee
 - Habitat, Environment and Resources Committee
 - Additional Committee Reports
 4. Motion to ratify the actions of the Board and Executive Committee.
 5. Miscellaneous Updates & New Business
 6. Affiliate Reports
 7. Guest Speaker

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8. Report of Nomination Committee and Election
 - Appointment of Two Scrutineers
 - Election
 - Directors-at-Large
 - Officers
 - President
 - 1st Vice-President
 - 2nd Vice-President
 - Secretary
 - Treasurer

9. Motions of Appointments and Additional Elections
 - Election of Chair of Board of Directors as per Sc. 17.1
 - Appointment of Council Representative on the ASF Management Committee as per Sc. 35.2

10. Announcements and Upcoming Events
 - Lt. Governor's Award (announcement of recipient)
 - ASF/NBSC Dinners
 - NBSC Board Meeting Schedule

11. President's concluding remarks and adjournment. **(March 18, 2017 AGM)**

38.5 Each Affiliate shall deliver annually, to the Secretary a written report, (in this Clause referred to as an "Annual Report"), of its activities since the presentation of the last annual report of the Affiliate, which annual report shall include. **(March 17, 2018 AGM)**

- a) the address at which all written communications from the Council to the Affiliate are to be forwarded.
- b) the electronic mail address, if there is one, and telephone number of a person who is a member of the Affiliate to whom electronic and telephone communications from the Council to the Affiliate may be made.
- c) a list of the names and address, including electronic mail addresses, if available, of the officers and directors of the Affiliate;
- d) a statement of the numbers of person who are members of the Affiliate, and
- e) a list of the issues relating to the conservation and management of the wild Atlantic salmon and its environment of concern to the Affiliate, in order of priority.

39. NOTICE OF MEETING

39.1 No public notice or advertisement of the annual or any other meeting of the Board of Directors shall be required if notice in writing of the time and place of every such meeting shall be given by letter addressed and mailed postage pre-paid to each Affiliate of the Council at its last address given in the membership book of the Council or to the electronic mailing address of the Affiliate Director at least fourteen (14) clear days before the holding of such meeting.

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39.2 A meeting of the Board of Directors may be held at any time without notice if all the Directors are present or if each Director not present has in writing, or by fax or electronic mail, waived notice of such meeting, and at such meeting any business may be transacted which the Board of Directors may transact.

39.3 Irregularities in the notice of any meeting, or in the giving thereof or the accidental omission to give notice of such meeting to a director, or the non-receipt of any such notice by any director, shall not invalidate any resolution adopted or any action taken by or at any such meeting.

40. VOTING

40.1 At every meeting at which a director is entitled to vote, every director present shall have one (1) vote on a show of hands.

40.2 Upon a poll at which he is entitled to vote, every director present shall have one (1) vote.

40.3 Every question submitted to any meeting of the Board of Directors shall be decided in the first instance by a show of hands but in the case of an equality of votes, the chairman both on a show of hands and at a poll shall not have a casting vote in addition to the vote to which he may be entitled as a director.

40.4 At any meeting of the Board of Directors, unless a poll is demanded, a declaration by the chairman that a resolution has been carried, or carried unanimously or by any particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the fact.

40.5 If at any meeting a poll is demanded on the election of the chairman or on the question of adjournment it shall be taken forthwith without adjournment.

40.6 If at any meeting a poll is demanded on any other question it shall be taken in such manner and either at once, or after adjournment, as the chairman may direct. The result of a poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

40.7 A demand for a poll may be withdrawn.

40.8 The act of a majority of the directors present at any meeting of the Board of Directors shall be the act of the directors except where the vote or consent of a greater percentage of the directors is required or directed by law, by Letters Patent or by the By-Laws.

40.9 The vote of a majority of the directors present at any annual meeting of the Board of Directors shall be sufficient for the valid ratification of any previous action of the Board of Directors and/or of the officers of the Council.

40.10 The instrument designating a director and his alternate shall be in writing or by e-mail under the hand of the proper officers of the designating Affiliate. **(March 18, 2017 AGM)**

40.11 The instrument designating a director and his alternate shall be filed with the Secretary of the Council immediately prior to the meeting at which the designated director is to exercise his rights as a director and any such designation shall continue as valid until revoked or amended in writing by the designating Affiliate.

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41. ADJOURNMENT

- 41.1** The chairman, with the consent of the majority of directors present, may adjourn any meeting of the Board of Directors from time to time and no notice of such adjournment need be given to the directors who are absent.
- 41.2** If less than the quorum required for the transaction of business shall be in attendance at the time for which any meeting of the Board of Directors shall have been called the meeting may, after a lapse of fifteen (15) minutes from the time for holding the meeting be adjourned by the directors present, for a period not exceeding one month at any one time without any notice other than by announcement at the meeting until a quorum shall attend.
- 41.3** At an adjourned meeting of the Board of Directors at which a quorum shall attend any business may be dealt with which might have been dealt with in accordance with the notice calling the same.

42. QUORUM

- 42.1** Two (2) directors personally present shall be a quorum of any meeting of the Board of Directors for the choice of a chairman and the adjournment of a meeting. For all other purposes a quorum for any meeting of the Board of Directors shall be not less than 25% in number.

NOTICES

43. SERVICE OF NOTICE

- 43.1** Any notice may be served by the Council upon any director either personally or by sending it through the post in a pre-paid envelope or wrapper addressed to such director at his address as the same appears on the books of the Council, or to the Director's electronic mailing address, or if no address, be given therein to the last address of such director known to the Secretary
- 43.2** With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a post office letter box maintained by Canada Post.

44. SIGNATURE TO NOTICE

- 44.1** The signature to any notice to be given by the Council may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

45. PROOF OF SERVICE

- 45.1** A certificate of the Secretary or other duly authorized officer of the Council in office at the time of the making of the certificate as to the facts in relation to the mailing or delivery or any notice to any director or officer, or publication of any notice, shall be conclusive evidence thereof and shall be binding on every director or officer of the Council as the case may be.

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46. PARLIAMENTARY AUTHORITY

46.1 *Robert's Rules of Order* shall govern the Council in all matters of procedure not otherwise covered by the Council Constitution and By-Laws, Policies and Motions. **(March 18, 2017 AGM)**

47. AMENDMENTS

47.1 The Constitution and By-Laws may be amended at Annual General Meetings on approval of a two-thirds majority, provided written notice of motion has been filed with the Secretary sixty (60) days in advance of the date of the meeting and the members of the Board of Directors and the Affiliates are so advised thirty (30) days prior to the meeting.

NOTES AND BILLS OF EXCHANGE

48. SIGNING OF CHEQUES, DRAFTS AND NOTES

48.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or persons, whether or not officers of the Council, and in such manner, as the Board of Directors may from time to time designate.

49. EXECUTION OF DOCUMENTS

49.1 Contracts, documents or any instruments in writing, (except trade contracts made in the ordinary course of business), requiring the signature of the Council shall be signed by any two (2) of the President, 1st Vice-President, 2nd Vice-President, Secretary or Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Council without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers on behalf of the Council to sign contracts, documents and instruments in writing. **(March 18, 2017 AGM)**

50. COMING INTO FORCE

50.1 This By-Law shall come into force as of an on the date of its enactment by the Board of Directors.

50.2 This By-Law replaces any and all By-Laws of the Council heretofore made touching on the matters dealt with herein and any such previous By-Law is hereby repealed.

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51. INTERPRETATION

51.1 In these general By-Laws and in all other By-Laws of the Council:

- a) the singular shall include the plural and the plural shall include the singular;
- b) the masculine shall include the feminine;
- c) “Affiliate” means an organization, incorporated or not, which has been admitted to membership by the Board of Directors;
- d) “Director” means a person designated by an Affiliate to hold such a position, or a person elected to the Board of Directors and includes a person appointed to the Board of Directors;
- e) “Letters Patent” means the Letters Patent incorporating the Council and includes all Supplementary Letters Patent;
- f) “Person” shall include firm, syndicate, association partnership or Corporation.

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The By-Laws and Constitution have also been amended by motions duly passed at the following Board of Director Meetings.

	<u>DATE OF MEETING</u>	<u>TYPE OF MEETING</u>	<u>BY-LAW AMENDED</u>
1.	March 8 th , 2008	AGM	# 5.1
2.	March 18 th , 2017	AGM	# 7.2 (b) # 19.1 # 25.2 # 27.7 # 26.1 # 28.1 # 29.1 # 31.1 # 31.2 # 34.1 # 38.4 # 40.10 # 46.1 # 49.1
3.	March 17 th , 2018	AGM	# 25.6 # 38.5
4.	June 18 th , 2018	Special Board of Directors Meeting	Preamble