



Sunday, February 15, 2004

Constitution

Fishery Enhancement and Aquaculture Association

Name of the Association

The organization shall be known as the Fishery Enhancement and Aquaculture Association

Purpose of the Association:

The Ontario Fishery Enhancement and Aquaculture Association is an association comprised of Land Based Aquaculturist, Members of the Native Community, Pond Owners, Land Owners who manage waters on their land, Cottage Associations and other Stakeholders interested in culturing and stocking fish in Ontario. It is apparent that many other stakeholders other than fish farmers have a need to be represented by an organization.

Aims and Objectives:

1. To direct the attention of government agencies and the public at large to the member's activities in their role of producing Aquaculture Products for human consumption and recreational purposes.
2. To develop a program to promote the objectives of the members.
3. To encourage and develop an environmentally friendly aquaculture industry in Ontario
4. To develop an educational and support program for aquaculturists
5. To develop a program that will address fish stocking.
6. To promote quality control guidelines and standards for Ontario farm-raised fish for human consumption and for the purpose for stocking fish in Ontario waters.
7. To represent the members in negotiations with all government and other agencies in matters pertaining the objectives of the association.
8. To familiarize its members with any pertinent information relevant to the objectives of the association.
9. To coordinate advertising, exhibitions and other functions which will further our industry.

Membership

Any person may join the association and upon payment of the annual dues shall be considered to be a member in good standing for a period of one calendar year from the date of payment.

The Board of Directors shall have the authority to admit into membership any corporation, partnership or legal entity on terms that it considers appropriate.

All members of the association agree to subscribe to the aims and objectives of the association.

Organizational Structure

Board of Directors

The business of the Association shall be governed by a Board of Directors. Every Director shall be a member of the Association at the time of election [or become a member within ten [10] days of election] and remain a member while serving as a Director. The number of directors shall be determined at the annual meeting and shall consist of at least six [6].

Executive Committee

An Executive Committee shall carry out the decisions of the Board of Directors of the Board of Directors consisting of a President, Vice President/Executive Director, Secretary, Treasurer, Public Relations Officer and a Director at Large.

Elections

The Directors shall be elected at the Annual Meeting of the Association.

Nominations for the Board of Directors shall be invited from the membership 30 days prior to the Annual Meeting and nominations shall close immediately before elections are held at the Annual Meeting. Nominations shall be posted on the OFEAA website prior to the election date.

Members in good standing shall cast their vote in person at the Annual Meeting or by mail and email if received one day before the Annual Meeting. No Proxy voting.

Special matters concerning fish farmers or members of the fishery enhancement group may be voted on separately to avoid that one group dominates one others field of interest which may cause friction and disunity of the Association.

Subsequently at each Annual Meeting of the Association there shall be elected a number of Directors equal to the number of Directors whose term of office expires at the close of the Annual Meeting. Each Director so elected shall hold office until the close of the second Annual Meeting following his/her election.

No Director shall hold office for more than two [2] consecutive year terms unless approved by a majority of the votes cast at the Annual Meeting.

A Director may be removed from office before the Expiration of his/her term by a resolution passed by a majority of the Board Member votes cast at an Annual Meeting or a special meeting of the Association provided that notice specifying the intent to present such a resolution has been

given three weeks in advance of the meeting.

Executive Committee

Members of the Executive Committee shall be elected by the Board of Directors from among its ranks within 30 days of the Board's election by members at the Annual Meeting of the Association. The term of office for members of the Executive Committee shall expire at the end of the Director's meeting which elects the new Executive Committee.

The term of an Executive Director may be indefinitely but should be reaffirmed at the Annual Meeting via a vote of confidence. It is important for the Association to attract dedicated people and build up experience and continuity.

Vacancies

A vacancy on the Board of Directors, however caused, may be filled by the Directors from among the members of the Association. Otherwise a vacancy shall be filled at the next Annual Meeting of the Association.

Meetings

Annual Meeting

The annual Meeting of the Association shall be held at a time and place determined by the Board of Directors. Members of the association shall be notified thirty [30] days in advance of the time and place of the Annual Meeting. Regular business conducted at the Annual Meeting shall be decided by a majority vote of members voting at the meeting.

The agenda of the annual meeting shall include:

a report of the Board of Directors

a Treasurer's Report covering the preceding year

election of the Board of Directors

any other matters pertinent to the aims and objectives of the association, which may be of interest to the membership.

Board of Director's Meetings

The Board of Directors may hold its meetings at such a place and time, as it shall determine. A majority of the Directors shall form a quorum for the transaction of business. Unless otherwise specified by the constitution, decisions of the Board of Directors shall be made by majority vote of the Directors present at the meeting.

Notice

The Board of Directors may designate a time and date for regular meetings of the Board. No

notice is required for such regular meetings.

A Director's meeting may be formally called by the President or Vice President or by the Secretary on direction in writing of four Directors. Notice of such a meeting shall be delivered manually or electronically to each director not less than two days before the meeting is to take place. A declaration by the Secretary or the President that such notice has been given shall be considered sufficient evidence that notice was properly given.

A Director's Meeting may also be held, without notice, immediately following the Annual Meeting of the Association.

No error or omission in giving notice for a meeting of Directors shall invalidate such a meeting or make void any proceedings taken at such meeting. A Director may, at any time, waive notice for a director's Meeting and may ratify and approve any or all proceedings taken at a Meeting, which the Director did not attend.

No formal notice of meetings shall be necessary if all Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

Powers and Duties of the Board of Directors

The powers and duties of the Board of Directors shall be:

to direct the affairs and activities of the Association towards the achievement of its aims and objectives;

to elect the members of the Executive Committee of the Association;

to approve all financial transactions of the Association;

to enter into any kind of contract which the Association may lawfully enter into;

to establish membership for the Association;

to establish membership dues of the Association;

to establish terms of membership for corporations, partnerships and other legal entities;

generally, to exercise all such powers as the as the Association by its Charter is authorized to exercise.

Every Director shall be required to act in the best interest of the association in exercising the powers and duties of the Board of Directors.

If a Director is absent for three [3] consecutive meetings a review will be conducted concerning the standing of the Board member.

Remuneration of Directors

The Directors shall receive no remuneration for acting as a Director of the Association.

Powers and Duties of the Executive Committee

The powers and duties of the members Executive Committee shall be as follows:

The President Shall:

Preside, when present, at all meetings of the Association, the Board of Directors and the Executive Committee.

Call special meetings of the Board of Directors at his/her discretion.

Appoint all committees of the Association after consultation with the Board of Directors

Ensure that the provisions of the Constitution of the Association and any of its by-laws of resolutions are properly followed.

Perform such duties as customarily pertain to the office of president of the Association.

The Vice President/Executive Director Shall:

Be an aid to the President

Perform the duties of the President on behalf of the President, should the President be absent or unable to perform his/her duties.

Be in charge of the day-to-day affairs of the Association and report to the Executive Committee.

Delegate tasks and workload to other qualified members of the association to perform on his /her behalf on committees or other functions in relation of the association.

The Director for Aboriginal Concerns Shall:

Act as a Liaison Director between the Association and Aboriginal Nations.

The Secretary Shall

Keep a record of the proceedings of all meetings of the Association.

Issue notices of all meetings required to be given to members and to Directors.

Maintain custody of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents of the Association.

Perform such other duties as may from time to time be determined by the Board of Directors.

The Treasurer Shall:

Collect all fees and dues owing to the association.

Keep a full and accurate account of all receipts and disbursements of the Association.

Open and maintain a bank account in the name of the Association at a bank designated by the Board of Directors. Signing authority for the association shall be any two of the President, Vice

President, Treasurer or Secretary.

Deposit all monies or other valuable effects in the name and to the credit of the association.

Prepare each year a Treasurer's Report, which shall be presented to the annual General Meeting.

The Public Relations Officer Shall:

Implement a system that will allow the members of the Association to better communicate and interact with the Executives of the association.

Under the direction of the Board of Directors, develop and maintain contact with groups and organizations whose aims and objectives coincide with those of the Association.

Perform such other duties as may from time to time be determined by the Board of Directors.

Post all relevant information pertaining the Association in his/her possession on the Association website for the information of the general membership.

Prepare and forward two [2] newsletter per year [spring/fall to the general membership.

Seal of the Association:

The Board of Directors may acquire a seal for the association, which shall be affixed to all instruments and official documents of the Association.

Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association over the signature of any two of the President, Vice president, Secretary or Treasurer. The Board of Directors must approve all contracts.

Committees:

The Board of Directors may establish any number of active or standing committees to advise the Board and to assist it in carrying out the activities of the Association.

By-Laws:

The Board of Directors may adopt by-laws for the regulation of the affairs of the Association including by-laws which establish a membership and fee structure for the Association.

Amendments to the Constitution

The Constitution of the Association may be amended by a two thirds majority vote at a meeting of the Board of Directors.

Notice of any Constitutional amendment must be provided thirty [30] days in advance of any meeting of the Board of Directors at which it is to be voted on.

Any amendment to the Constitution passed by the Board of Directors will not take effect until it is ratified by a simple majority of the members voting at an Annual General Meeting.