

CONSTITUTION

TROUT UNLIMITED CANADA - NORTHERN LIGHTS FLY FISHERS CHAPTER

As amended February 1, 2021

ARTICLE I CHAPTER NAME AND IDENTIFICATION

Section (a) The organization shall be known as:

“TROUT UNLIMITED CANADA - NORTHERN LIGHTS FLY FISHERS CHAPTER”, hereafter referred to in this document as the “Chapter”.

Section (b)

- The Chapter shall maintain a common identifying logo as approved by Trout Unlimited Canada, consisting of the elements and colours shown in Appendix A;
- all electronic or printed use of the Chapter logo shall be approved by the Executive.

ARTICLE II AIMS & OBJECTIVES

The Chapter’s Aims and Objectives are to:

- support the work of TU Canada in promoting the conservation and wise use of coldwater fisheries and their watersheds and in fostering public awareness of the value of these natural resources
- provide a friendly atmosphere for the novice and expert to learn and share the fly tying and fly fishing experience
- promote the involvement of others in fly tying and fishing with particular emphasis on youth
- interact with related clubs, organizations, governmental and other agencies to increase support for the Aims and Objectives of the Chapter

ARTICLE III MEMBERSHIP AND DUES

Section (a) Membership Eligibility:

- Membership is not restricted and shall be open to any person interested in promoting the aims and objectives of the Chapter.
- Upon holding a current membership in Trout Unlimited Canada, members of the Chapter shall receive full voting privileges and be eligible for election to the Executive of the Chapter.

Section (b) Membership Fees:

Membership Fees shall be consistent with Trout Unlimited Canada.

ARTICLE IV OFFICERS OF THE CHAPTER (CHAPTER EXECUTIVE)

Section (a) Executive Member Qualifications:

A member standing for election to the Executive must be a member of Trout Unlimited Canada

Section (b) Executive Positions:

The eight executive positions are: President, Vice-President, Secretary, Treasurer, Program Director, Membership Director, Communications Director and External Events Coordinator.

These officers, shall constitute the executive membership that is authorized to make decisions supporting the Chapter's aims and objectives based on consensus. If at any time the executive cannot find consensus on an issue it shall be brought forth to the general membership.

Section (c) Duties of Officers (Chapter Executive):

- The expected duties of each executive member shall be as listed in Appendix B.
- Upon the annual election of officers, the first new executive meeting shall allot time to review the executive duties.
- Any changes to the duties as listed in Appendix B will first need to be ratified by the executive. The membership shall then be notified of the change(s) immediately following the ratification.

Section (d) Executive Terms of Office:

- the executive shall be elected annually and candidates will be expected to hold office for one year at which time any elected successors will be duly installed;
- a vacancy on the executive shall be filled by a nominee appointed by the executive and ratified at the next business meeting of the membership.

Section (e) Nominations:

- a nomination committee shall be approved by the executive at least one month prior to the annual general meeting (AGM). The nominating committee will present a slate of candidates in writing at the AGM;
- duties and responsibilities for executive positions shall be made available to potential candidates for review prior to nominations;
- nominations for executive positions shall be accepted from the floor at the time of the AGM.

Section (f) Annual Elections and Voting Procedures:

- only those persons with current membership in Trout Unlimited Canada shall have nomination and voting privileges;
- a quorum entitled to conduct legal business of the assembly shall consist of no less than ten (10) members;
- a majority vote shall constitute an elected member or an acclamation if only one member is running for a given position;

- should more than one member stand for election to an executive position, a vote by secret ballot of all eligible members in attendance at the meeting shall be held;
- if a member is unable to attend the Annual General Meeting for the election, that member may seek a proxy form from the Chapter Secretary to use in designating another member to vote on that member's behalf.

ARTICLE VI PERSONAL LIABILITY AND ASSETS

Section (a)

No member of the Chapter shall have the right to claim any individual proceeds of the Chapter's assets or property.

Section (b)

No member of the Chapter shall profit directly or indirectly from any of the assets of the Chapter or from Chapter activities.

ARTICLE VII PARLIAMENTARY AUTHORITY

Section (a) Governing Principle:

The rules contained in the current edition of Roberts Rules of Order (www.robertsrules.com) shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with this Constitution and any special rules of order that the membership may adopt.

Section (b) Governing Document:

The Chapter shall maintain on its website and in print available to members at all meetings a copy of the Chapter's Constitution and Appendices as amended or otherwise altered, to date, and certified by the Secretary.

Section (c) Amendments:

- any Article of the Chapter's Constitution may be amended or repealed by a two-thirds majority vote of the voting members present at a meeting where a quorum is present, provided that amendment or repeal does not violate any article of the Trout Unlimited Canada Chapter Charter (Appendix C).
- At least one month's notice of any proposed changes to the Constitution shall be provided to the membership prior to voting on the proposed change(s);
- Appendix A (Chapter Logo) to the Constitution shall be subject to approval by Trout Unlimited Canada.

Section (d) Restrictions:

- Not less than one (1) year must elapse between a meeting defeating a proposed amendment or repeal and a new presentation of the same or substantially the same

amendment or repeal.

ARTICLE VIII MEETINGS

Section (a) Executive Meetings:

Shall occur monthly (January – May/ September – December) at the discretion of the President and at a time and place that is agreeable to the executive. All scheduled executive meetings shall be announced at the Monthly Business Meeting and members shall be invited to submit agenda items.

Section (b) Business and Regular Meetings:

- the first meeting of the month shall be deemed a “business meeting” and all others as “regular meetings” with time allotted for business as required;
- the monthly business meeting is for the executive to bring forward any new items discussed during the past Executive meeting that require the attention of the membership and for members to raise matters affecting the activities of the Chapter;
- any business introduced at regular weekly meetings shall be dealt with between 7:00 pm to 7:30 pm. If a business discussion is to run past 7:30 pm a floor vote to continue must be held;
- program events should be underway by no later than 7:30 PM to allow maximum time for guests and activities.

Section (c) Annual General Meeting:

The Annual General Meeting is to occur prior to the end of January at which time the election of officers will take place and reports shall be presented on the Chapter’s preceding year’s business and activities.

ARTICLE IX SPECIAL COMMITTEES

From time to time the executive may need to call upon its members to form a Committee to assist in planning an event or aid in a specific task. Any such special committees formed shall report directly to the executive. If a committee is deemed to be long-term, a position may be created on the executive.

ARTICLE X CLUB DISSOLUTION

- minimum Chapter membership shall be maintained at six (6) members;
- should membership fall below the minimum for a period of not less than six months, all assets of the Chapter shall be transferred directly to Trout Unlimited Canada.

APPENDIX 'A'

The Chapter Logo shall be as approved by Trout Unlimited Canada and may not be used without the approval of the Chapter executive.

HORIZONTAL LOGO:

Trout Unlimited Canada



Northern Lights Fly Fishers

VERTICAL LOGO:

Trout Unlimited
CANADA



Northern Lights Fly Fishers
CHAPTER

APPENDIX 'B'

DUTIES OF THE EXECUTIVE OFFICERS

President:

- shall be the Chief Executive Officer of the Chapter and shall have general supervision, direction, and control of the business and affairs of the Chapter;
- shall sign any and all contracts or other special agreements on behalf of the Chapter as directed by the executive unless a specified contract or agreement is delegated to a Chapter member with the approval of the executive;
- shall preside over and direct all business and executive meetings;
- shall be a member of all standing and ad hoc committees established by the executive.

In the event that the President will not be available for a business or executive meeting, and there is no elected Vice-President, the President shall appoint an executive member to direct the meeting in his or her place.

Vice-President:

- shall perform all the duties of the President in the President's absence and, when so acting, shall have all the powers and responsibilities of the President as listed;
- shall act as an aide to the President at all other times and have secondary signing authority with the Treasurer for the Chapter account(s).

Secretary:

- shall attend all meetings of the Chapter, record the minutes of those meetings and give notice of all meetings to the Communications Director;
- shall maintain all records and correspondence of the Chapter;
- shall certify and file amendments and revisions to the Constitution;
- shall compile copies of the minutes of all previous meetings filed in such a way as to be available for reference during meetings and at other times;
- shall write all official correspondence for the Chapter such as "Thank-you" and "Follow-up" letters for auction items and other donations, prepare any special awards or certificates as directed, and notify Trout Unlimited Canada and other affected parties of changes to the executive and/or the operations of the Chapter;
- shall be primarily responsible to ensure that the current executive upholds the Chapter Constitution at all times. Any breach in protocol shall first be brought forward to the Executive to govern itself by this document and, if resolution cannot be found, it shall be the responsibility of the Secretary to report any infractions back to the membership at large for further discussion;
- shall ensure that information on the Chapter's activities and finances is forwarded to Trout Unlimited Canada as required.

In the absence of the Secretary from any meeting of the Chapter, the presiding officer shall appoint a Secretary pro-tempore.

Treasurer:

- shall keep a correct accounting of the Chapter's business transactions;
- shall deposit all monies and other assets in the Chapter's depository, disburse the funds of the Chapter, and shall render to the President an accounting of the Chapter's assets and liabilities when requested;
- shall incur no obligation, debt, or other liabilities without specific approval;
- shall directly receive all revenues for the Chapter and shall make the appropriate deposits and withdrawals (for expenses incurred) and maintain the account(s) of the Chapter;
- shall prepare and present a brief financial statement to the general membership at every second business meeting of the Chapter and at any executive meeting if so requested;
- shall have co-signing authority, prepare all cheques for expenses and gather receipts as required. All signing is to be done in conjunction with the office of the Vice-President or of the President if so directed by the executive;
- shall ensure that any operating expenditures over \$750 are approved by the Chapter membership by a "majority show of hands" vote;
- shall co-ordinate all Treasurer related activities with Trout Unlimited Canada and ensure that the Chapter adheres to the financial requirements specified in the Trout Unlimited Chapter Charter.

Membership Director:

- shall be responsible for providing information on the membership process and providing orienting assistance to help new members transition into the Chapter;
- shall maintain a database of all Chapter members in good standing to be shared only with the Chapter executive. Member information may be distributed beyond the executive only with the chosen consent of the that member;
- shall, where appropriate, contact members who unexpectedly cease to attend meetings to encourage that member's renewed attendance or to convey messages on behalf of the membership;
- shall co-ordinate all Membership Director related activities with Trout Unlimited Canada.

Communications Director:

- shall provide timely information to members on upcoming meetings and other club activities via the Chapter's website;
- shall assist in promotions of key events;
- shall arrange for the preparation of Chapter brochures and any other special publications as needed;
- shall provide information on Chapter activities as and when needed to Trout Unlimited Canada, other organizations and the public.

Program Director:

- shall secure guest speakers and coordinate activities for weekly meetings with input from the membership and executive;

- shall provide information on upcoming meetings to the Communications Director for purposes of communication to members and others as appropriate.

External Events Coordinator:

- shall plan and coordinate any activities approved by the executive involving Chapter participation in events other than regular weekly meetings and shall chair any committees established for such purposes.

APPENDIX 'C'



Adobe Acrobat
Document

Trout Unlimited Canada



Truite Illimitée Canada

CHAPTER CHARTER

THIS CHARTER GRANTED THE 10 DAY OF OCTOBER, 2020

FROM:

TROUT UNLIMITED CANADA
("the Corporation")

TO:

A group of members of Trout Unlimited Canada to be known as
NORTHERN LIGHTS
THE FLY FISHERS CHAPTER OF TROUT UNLIMITED CANADA
(the "Chapter")

WHEREAS: The group of Trout Unlimited Canada members whose names are set out in Schedule "A" attached hereto wishes a Chapter of the Corporation to be created in EDMONTON ALBERTA [geographic location] (the "Chapter");

WHEREAS: The Corporation agrees the Chapter may be formed, subject to the terms of this Charter;

WHEREAS: The Corporation and the members of the Chapter subscribe to the mission and goals set out below.

Mission

The mission of Trout Unlimited Canada is to conserve, protect and restore Canada's freshwater ecosystems and their coldwater resources for current and future generations.

Goals

The goals of Trout Unlimited Canada are:

1. To conserve and protect Canada's freshwater ecosystems and restore their freshwater resources to a healthy and productive state;
2. To inform the public about freshwater conservation issues and educate communities about their resources;
3. To continue to grow and evolve a healthy and effective organization.

THEREFORE the parties agree as follows:

Formation of the Chapter

1. The Corporation agrees that, subject to the terms of this Agreement, the Chapter is permitted to hold itself out as being a Chapter of Trout Unlimited Canada with all the privileges and responsibilities entailed by that designation and it shall be officially known as the NORTHERN LIGHTS FLY FISHERS Chapter of Trout Unlimited Canada.
2. The Chapter shall be regarded as a Chapter only so long as it complies with the rules and regulations laid down by the Board of Directors of the Corporation, which are subject to change as necessary, including timely filing of required reports as directed by the Board of Directors.
3. The Chapter agrees to maintain a minimum of 6 paid members yearly and a minimum of 3 executive positions including president of the chapter.
4. The Chapter agrees to conduct its affairs in a manner that supports the mission, goals, and policies of the Corporation. The Chapter shall use its best efforts to advance the objectives of the Corporation in the locality, as defined by the Chapter, in which the Chapter is geographically located.
5. The Chapter agrees that it exists at the direction of the Corporation and that it shall follow all rules, bylaws and directions from the Corporation as issued.
6. Any by-laws or constitution put in place by the Chapter shall be consistent with those of the Corporation.
7. A Chapter which is registered as a provincial society in the name Trout Unlimited Canada will ensure any by-laws or constitution put in place by the Society are consistent with those of the Corporation.
8. This Charter shall not be in effect until it is approved by resolution of the Corporation's Board of Directors.

The relationship between the Parties:

9. The Chapter, its members, staff, or executive shall not, without written consent, bind nor attempt to bind the Corporation to any agreement or financial obligation to which it is not a party. The Corporation shall not, without written consent, bind nor attempt to bind the Chapter or any member of the Chapter to any agreement or financial obligation to which it is not a party.
10. The relationship between the parties shall be governed by resolutions or by by-laws passed by the Corporation's Board of Directors or by the Chapter's members at the national TUC Annual General Meeting

Ownership of Trademarks and Tradenames

11. The Chapter acknowledges that the trade names “Trout Unlimited Canada”, “Truite Illimitée Canada”, “Yellow Fish Road”, “Stream Rehabilitation Training”, “Water Edu-kit” and any future trade names and associated logos used by Trout Unlimited Canada are the property of Trout Unlimited Canada and are used by the Chapter under licence granted by Trout Unlimited Canada, which licence may be revoked at any time if the Chapter is deemed at fault of violation towards this agreement.

Minutes, Financial Records and Reporting

12. The Chapter shall maintain minutes of all formal meetings where decisions are made and shall provide those minutes to the Corporation yearly or as requested.
13. The Chapter shall hold an Annual General Meeting each year and shall provide those minutes to the Corporation yearly.
14. The Chapter shall file with the Corporation on or before March 1st, an annual report of its activities during the preceding calendar year and shall give special reports of its activities at any other time upon request by the Board of Directors of the Corporation or any such officer of the Corporation who is directed to request such information by Trout Unlimited Canada.
15. In each year, the Chapter must report to the Corporation that financial information requested by the Finance Department of the Corporation. Financial report(s) must be made to the Corporation no later than March 1st the following year.
16. All donations and income received by a Chapter are the property of the Corporation and shall be accounted for in the financial statements of the Corporation.
17. All donations requiring tax receipts must be submitted to the Corporation by the donor for receipting. The donations will be forwarded to the Chapter by the Corporation.
18. The financial records of the Chapter may from time to time be inspected by the Treasurer or his/her designate and by the auditor of the Corporation.
19. The assets held by any Chapter are the property of the Corporation.
20. The Chapter shall maintain communications with the Corporation through the Chapter Executive. The Chapter shall keep the Corporation informed on changes to the Chapter Executive membership. Corporate communication to the Chapter will be directed to the Executive list unless otherwise specified by the Chapter.
21. Within 30 days of any new officer taking office, the Chapter shall give notice to the Corporation of the contact information (including name, address, telephone number and email address if any) of the new officer and the Chapter shall give notice to the Corporation of any change to this contact information.

Fundraising, Donation Receipts and Spending

22. The Chapter may raise funds on a local level and may assist in the fundraising activities organized by the Corporation. The Corporation shall be notified of the Chapter's interest in fundraising at a regional, provincial, and national level. The Corporation will notify the Chapter of any intent to fundraise within the Chapter's local area. All fundraising initiatives shall directly support the mission and goals of the Corporation.
23. The Chapter shall comply with all local laws and regulations, including gaming and fundraising rules in force in the province where the Chapter operates.
24. The Chapter and the Corporation shall inform each other, in advance, of all fundraising campaigns initiated by either party where the Corporation's and the Chapter's interests or geographic area overlap.
25. Membership, marketing of Trout Unlimited Canada logoed merchandise, solicitation, and receipt of planned gifts through wills and estates shall be spearheaded by the Corporation. Any funding proposals for donations of \$10,000.00 and over shall be approved by the Corporation in advance of submission.
26. A Chapter which is not registered as a charitable organization with the Canada Revenue Agency ("CRA") shall have the Corporation provide receipts for acceptable charitable donations, subject to the tax receipting policy of the Corporation and any rules imposed by the CRA. All donations requiring tax receipts must be submitted to the Corporation in the name of Trout Unlimited Canada by the donor for receipting. The donations will be forwarded to the Chapter by the Corporation.
27. The Chapter shall only spend its funds on programs and activities which are consistent with the charitable purposes and mission of Trout Unlimited Canada.
28. Any programs initiated by the Chapter shall be funded by the Chapter. The Corporation may at its discretion provide financial assistance for such programs.
29. The Chapter shall not, without the express written consent of the Corporation, hold discretionary funds in excess of \$15,000.00 at any time. Any funds over this limit shall be transferred to and held by the Corporation for disbursement back to the Chapter as needed.
30. Project funds in excess of \$15,000 at year end shall be retained by the Chapter for allocation and management, however the Chapter agrees to forward copies of all funding agreements including budgets, deliverables and timelines to the Corporation for any project funds in excess of \$15,000.
31. The Corporation commits to forwarding \$20 for each Trout Unlimited Canada membership purchased in the Chapter's name to the Chapter provided that Chapter is in good standing following completion of year end reporting. In the event that a member has selected more than 1 chapter to support, this \$20 will be split equally amongst the chapters selected.

Activities of the Chapter

32. The Chapter may engage in activities which will further the mission and goals set down in the recitals to this agreement, including, without limiting the generality of the foregoing:
 - a. Co-ordination of its activities with the Corporation;
 - b. Informing the public and local governments about the activities of the Corporation;
 - c. Carrying out permitted habitat work and public education consistent with the Corporation's mission, and any municipal, provincial, and federal regulatory requirements.

33. Before engaging in any of the following activities, the Chapter must obtain express approval from the Corporation:
 - a. Any dangerous activities;
 - b. Activities on any waterway which require regulatory or engineering approval;
 - c. Activities on or near any waterway which require the use of mechanical equipment;
 - d. Removal or construction of any dam or like man-made structure;
 - e. Any activity which will change the course of any waterway.

34. The Chapter may engage in advocacy and public participation in government consultation. When representing the Corporation and/or Chapter, the Chapter members' statements and feedback must align with the mission, policies, and the Corporate position on the matter where one exists. The Corporation will consult Chapters regarding issues in their area in the development of National policies, position statements, conservation campaigns and conservation agendas.

Expulsion or suspension of a Chapter

35. Any Chapter which is in violation of any of the requirements with respect to Chapters may be notified in writing thereof and if such requirements are not complied with within ninety (90) days from the date of mailing the same, the Board of Directors may expel or suspend such Chapter as a Chapter of the Corporation upon such terms as are determined by the Board of Directors.

36. Upon expulsion, dissolution or suspension of the Chapter, the right to use the name referred to in paragraph 1 above and the trade names and logos referred to in paragraph 10 above shall at once cease.

37. Upon expulsion, dissolution or suspension of the Chapter, all assets belonging to the Corporation shall be turned over to the Corporation forthwith.

38. Upon expulsion, dissolution or suspension of the Chapter the members and volunteers shall return any donor list to the Corporation and shall no longer contact persons on that donor list for the purpose of soliciting donations on behalf of the Corporation or any other organization.

39. The obligations of the Chapter and its members to the Corporation under this Charter survive the termination of this Agreement and survive disaffiliation.

Term of Charter

- 40. This agreement can be terminated with 90 days written notice to the respective party.
- 41. This agreement shall be reviewed by the Corporation and the Chapter seven hundred and thirty (730) days following the signing date of the agreement, at which time the parties will agree to terminate or sign this or a new agreement.

IN WITNESS WHEREOF Trout Unlimited Canada on this day grants a Chapter Charter to the Chapter to be known as the NORTHERN LIGHTS FLY FISHERS Chapter of Trout Unlimited Canada.

Date: OCT 10 2020

TROUT UNLIMITED CANADA

Per: Scelia D'Amelio

Acknowledged by:

The NORTHERN LIGHTS FLY FISHERS CHAPTER OF TROUT UNLIMITED CANADA

Per: [Signature]

Per: Karen J. Harris