

**BY-LAWS
OF
THE FISHERMEN AND SCIENTISTS RESEARCH SOCIETY**

DEFINITIONS

1. In these by-laws, unless there be some thing in the subject or context inconsistent therewith
 - a. "Society" means the Fishermen and Scientists Research Society.
 - b. "Registrar" means the Registrar of Joint Stocks, appointed under the Nova Scotia Companies Act.
 - c. "Special Resolution" means a resolution passed by not less than three fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given. Special resolutions are anything but ordinary business; notice of special resolutions must be in advance so that proxies can cast appropriate vote.

INTERPRETATION

2. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Society, and shall be affixed or stamped on all official transactions of the Society.
3. In these by-laws and in all other by-laws of the society hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be and, vice versa, and references to persons include firms and corporations.

GENERAL

MEMBERSHIP

4. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of the Members accordingly.
5. For the purposes of registration, the number of members of the Society will be limited in accordance with an annual plan determined at the annual general meeting.
6. Every member of the Society shall be entitled to attend any meeting of the Society and to hold office. Every member of the Society shall be entitled to vote at any meeting of the Society except those members who are deemed to be in conflict of interest and/or are designated as non-voting. Members will be deemed to be in conflict of interest if they are considered to be

in conflict of interest by the Executive Committee, themselves, and/or their employer. There shall be no voting by proxy except for special resolutions. If members are unable to attend a meeting they are entitled to vote by proxy where proxies are permitted, giving written notice over their own signature of the designated proxy to be posted at the place of the meeting in clear view of other members.

7. Membership in the Society shall not be transferable.
8. Membership in the society will include, but not be limited to the following categories:
 - Fishermen.
 - Research scientists, whether in the natural or social sciences.
 - Any person who's work or studies promotes, or who otherwise promotes, the interests and objects of the Society.
9. The following shall be eligible for application for Membership in the Society:
any person over the age of 18 years who upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at the General Meeting.
10. Admission to membership shall require prior approval of the membership application by the Executive Committee, and be duly recorded in the minutes. Names, addresses and occupations of candidates for membership shall be posted in plain view at the commencement of the meeting in which their admission will be considered. Entry in the Register of Members by the Secretary of the name and address of any individual shall constitute an admission in the Society.
11. Membership in the Society shall cease upon the death of a member, or if by notice to the Society, a member resigns their membership, or if they cease to qualify for membership in accordance with these by-laws. If a member's conduct is deemed to be inappropriate or in conflict with the objects of the Society their membership can be revoked by resolution at a general meeting in accordance with code of ethics.
12. Members of the Society must abide by the Society's Code of Ethics as attached hereto.
13. Members of the Society shall not be remunerated for being members of the society or for carrying out routine and regular business of the Society, whether as a general member or as a Director.
14. Members are not agents of the Society and accordingly can not enter into agreements, or make representation, on behalf of the society.

FISCAL YEAR

15. The fiscal year of the Society shall be the period from January 1 in any year to December 31 in the same year.

MEETING

16. a) The ordinary or annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society;
- b) An extraordinary general meeting of the Society may be called by the President or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.
17. Two weeks notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members.. Notice shall be given in writing and by sending it through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
18. At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- Minutes of preceding ordinary or annual general meeting;
 - Consideration of the annual report of the directors;
 - Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors therein;
 - Election of directors for the ensuing year;
 - Appointment of Auditors.
19. All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.
20. No business of the Society shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such a quorum shall consist of ten members.
21. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In

any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

22. (a) The President of the Society shall preside as Chairman at every general meeting of the Society;
 - (b) If there is no President or if at any meeting he is not present at the time of holding the same, the Vice-President shall preside as Chairman;
 - (c) If there is no President or Vice-President or if at any meeting neither the President or the Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chairman.
23. The Chairman shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he shall have a casting vote.
 24. The Chairman shall not be allowed to make a motion.
 25. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
 26. At any meeting, resolutions other than approval of minutes from previous meetings, acceptance of financial reports and auditors' statements, and notice of adjournment, shall be made by polls administered through secret ballot. Resolutions shall be made upon acceptance by at least three quarters (3/4) of voting members present in person or by proxy.
 27. Secret ballots shall be administered and counted by the Secretary, or his designate. Ballots will be opened and counted in plain view of all members attending the meeting. A record of the count shall be entered into the minutes along with the statement of the resolution.

VOTES OF MEMBERS

28. Every member shall have one vote and no more, except those members who are designated as non-voting or who are deemed to be in conflict of interest and will therefore not have a vote.

EXECUTIVE OFFICERS

29. The Executive Officers of the Society shall be a President, a Vice-President, a treasurer and a secretary. One person may not hold more than one Executive Office, however, the Offices of treasurer and secretary may be combined.

30. The members shall elect one of their number to be the President of the Society. The President shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him by the members from time to time.
31. The members may also elect from their number a Vice-President. The Vice-President shall, at the request of the members and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President, or during such period of the President may request him to do so.
32.
 - (a) There shall be a Secretary of the Society who shall be responsible for the minutes of the meetings of members and Directors, administration of ballots for votes within meetings, and shall perform such other duties as may be. The members shall appoint the secretary and may also appoint a treasurer of the Society to carry out such duties as the members may assign.
 - (b) The Directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.
33. All expenditures made on behalf of the Society with the Society funds, whether by way of cash transaction, cheque, or credit, shall require signed authorization by the an Executive Officer, or their designate. Written notification of designation of authority shall remain on file with the Society, and be accessible to all members.
34. All contracts and purchase agreements will be awarded only after review of a shortlist, prepared by the appropriate committee, and approval by the Executive Committee, or a designated sub-committee. Contracts will be signed by at least two Officers of the Society. A list of all contracts awarded will be presented to the membership at the annual general meeting.
35. Specific guidelines for awarding contracts, including selection and review procedures will be prepared by the Executive Committee and remain on file with the Society. These guidelines will incorporate standard conflict of interest guidelines for use within the Society, and may be updated from time to time.

DIRECTORS

36. All property and business of the Society shall be managed by an Executive Committee, consisting of the Executive Officers, the Past President and other elected Directors.
37. Unless otherwise determined by general meeting, the number of Directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society.

38. Any member of the Society shall be eligible to be elected a Director of the Society. All chairpersons of Society committees shall be Directors.
39. Directors shall be elected by members at each ordinary or annual general meeting of the Society.
40. Directors shall be elected by the members from among their number.
41. Members may nominate *ex officio* Directors from outside of the membership during their meetings.
42. Special committees may be formed by Society members from time to time through resolution at a general meeting. The chairpersons of these committees will be designated as Directors of the Society and will be elected from the membership.
43. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the Directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring Directors shall be eligible for re-election.
44. In the event that a Director resigns his office or ceases to be a member in the Society, whereupon his office as Director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Executive Committee from among the members of the Society.
45. A Director will be removed from office:
 - a. if they resign their office by delivering a written resignation to the President or Vice-President of the Society.
 - b. if they are found by court to be guilty of criminal act or of unsound mind.
 - c. on death
46. If a Director is found to be acting in a manner which is contrary to the objects of the Society, the Society may, by special resolution, remove any Director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held office if he had not been removed.
47. Meetings of the Executive Committee shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of Directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of

such notice by any Director shall not invalidate the proceedings at any meeting of the Executive Committee. If agreed to in writing by the members of the Executive Committee, meetings can be held via conference telephone call, which will be duly recorded in the minutes of the meeting.

48. No business shall be transacted at any meeting of the Executive Committee unless at least one-half in number of the Directors are present at the commencement of such business.
49. The President or, in his absence, the Vice-President or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chairman at meetings of the Executive Committee.
50. There shall be no vote by proxy within meetings of the Executive Committee.
51. The President shall be entitled to vote as a Director and, in the case of an equality of votes, he shall have casting vote in addition to the vote to which he is entitled as a Director.

POWERS OF DIRECTORS

52. The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities of these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the Directors shall have power to engage a manager and support staff, on a contract basis as deemed necessary, and to determine their duties and responsibilities and their remuneration. The Directors may appoint an Executive Committee, consisting of the Officers and such other persons as the Directors decide.

INDEMNITIES TO MEMBERS AND DIRECTORS

53. Every Director or Officer of the Society or other member who has or is about to undertake any liability on behalf of the Society and their heirs, executors, and administrators, and estate and effects, respectfully, and agreed to by the general membership shall from time to time and at all times, be held indemnified and saved harmless out of the funds of the Society, from and against;
 - a. all costs, damages, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, manner of actions, causes of action, claims, suits, demands or proceedings which are brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made done or permitted by them, in or about the execution of the duties of their office in respect of any such liability;

- b. all other costs, damages, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.
54. Without restricting the generality of the foregoing, should the Society be obstructed, delayed or barred from the performance of its duties and obligations as defined within any contract, any other person, group or company by reason of any act, neglect, delay or default of any singular or group of employees or agents of the Society or third party or parties through no fault or neglect of the Directors, Officers or any other persons of the Society, the Society, Directors, Officers, agents and employees shall be indemnified and saved harmless from any and all costs, and or damages it or they may suffer as a result of the obstruction, delay or inability to perform said duties.
55. The Society shall ensure that all Society staff and contractors are indemnified and saved harmless in the performance of their Society related duties in accordance with the terms of their contract.

AUDIT OF ACCOUNTS

56. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the Directors may do so.
57. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.
58. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

MISCELLANEOUS

59. The Officers of the Society will prepare an annual report detailing all assets and liabilities, activities undertaken and proposed for the following year.
60. The Society shall file with the Registrar with its Annual Statement a list of Directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of Directors, notify the Registrar of the change.

61. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
62. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Executive Committee.
63. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Executive Committee shall be the responsibility of the Secretary.
64. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
65. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Executive Committee.
66. The borrowing powers of the Society may be exercised by special resolution of the members.
67. The Society will prepare a quarterly newsletter for distribution to its members and interested parties outside the Society.
68. In order for a member's data to be included in the Society's database, the member must undertake data collection training organized by the Society.
69. Incidents of inappropriate action should be taken to the Executive Committee to be dealt with.