

**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. Every member of the Society shall be entitled to attend general meetings of the Society and to hold office. Every member of the Society shall be entitled to vote at general meetings 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. Under extraordinary circumstances and with ten days notice, the Board of Directors will consider a request for voting by proxy. In order for the request to be granted, a majority of Directors must vote in favour of the request for proxy

vote. In the case of being granted a vote by proxy, the member would give written notice over their signature of the designated proxy to be posted at the place of the meeting in clear view of other members.

6. Membership in the Society shall not be transferable.
7. 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 whose work or studies promotes, or who otherwise promotes, the interests and objects of the Society.
8. 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.
9. Admission to membership shall require prior approval of the membership application by the Board of Directors, or Executive Committee, and be duly recorded in the minutes of that meeting. Entry in the Register of Members by the Secretary of the name, address and contact email of any individual shall constitute an admission in the Society.
10. 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 a motion at a Board of Directors meeting in accordance with code of ethics.
11. Members of the Society must abide by the Society's Code of Ethics as attached hereto.
12. Members of the Society shall not be remunerated for being members of the society or carrying out routine and regular business of the Society, whether as a general member or as a Director. This excludes expense reimbursements relating to travel, as motioned and voted upon by Directors.
13. Members are not agents of the Society and accordingly can not enter into agreements, or make representation, on behalf of the society.

FISCAL YEAR

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

MEETING

15. a) An annual general meeting of the Society shall be held once per 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.
16. 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 sent to the members at their contact email or address. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
17. At each 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 annual general meeting;
 - Consideration of the annual report of the directors;
 - Consideration of the financial statements and operating statement (or drafts thereof), and the report of the auditors therein (when applicable);
 - Election of directors for the ensuing year;
 - Decision of Auditors or Review Engagement process.
18. 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.
19. 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.
20. 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.
21. (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.
- 22. 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.
 - 23. The Chairman shall not be allowed to make a motion.
 - 24. 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.
 - 25. At any meeting, resolutions shall be voted on by a show of hands, or by stating their vote if by conference call, or by secret ballot at the request of a voting member who is present. Resolutions shall be made upon acceptance by at least three quarters (3/4) of voting members present.”
 - 26. 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

- 27. 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

- 28. 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.
- 29. 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.
- 30. 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.

31. (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.
32. All major expenditure—as defined by financial policy—made on behalf of the Society with the Society funds, whether by way of cash transaction, cheque, or credit, shall require signed or scanned authorization by the an Executive Officer, or their designate.
33. 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

34. 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.
35. Unless otherwise determined by general meeting, the number of Directors shall not be less than five or more than fifteen. “Directors” include Executive Officers.
36. Directors shall be elected by members at the annual general meeting of the Society.
37. Directors shall be elected by the members from among their number.
38. Members may nominate ex officio Directors from outside of the membership during their meetings. Ex-officio directors will not count toward the number of director seats.
39. Special committees may be formed by Society members from time to time through resolution at a general meeting.
40. At the first annual general meeting of the Society and at every succeeding 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.

41. 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.
42. 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
43. 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.
44. 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 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. Meetings can also be held via conference telephone call or other agreed upon conferencing system (i.e. Skype), which will be duly recorded in the minutes of the meeting.
45. 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.
46. 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.
47. There shall be no vote by proxy within meetings of the Executive Committee.
48. 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

49. 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

50. 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.
51. 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.
52. 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

53. 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.
54. The Society shall make a written report to the members as to the financial position of the Society. The auditors or engagement reviewers shall make a written report to the members, and in every such report, s/he shall state whether, in their opinion, the particulars required by the Society are properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be shared at the annual meeting. This report should include the general particulars of the Society's liabilities and assets and a statement of its income and expenditure in the preceding year, audited or reviewed, and shall be filed with the Registrar within the mandatory timeframe as required by law after the annual meeting in each year."
55. The Society has power to repeal or amend any of these by-laws by a special resolution passed at the Annual general meeting, or under extraordinary circumstance the by-laws may be temporarily repealed or amended by unanimity at an emergency Directors' meeting (e.g. if the sustainability of the Society is under threat).

MISCELLANEOUS

56. The Officers of the Society will prepare an annual report detailing all assets and liabilities, activities undertaken and proposed for the following year.
57. Along with its Annual Statement, the Society shall file a list of Directors with their addresses, occupations, and dates of appointment or election with the Registrar within the mandatory time as required by law.
58. The Society shall file with the Registrar a copy in duplicate of every special resolution within the mandatory timeframe as required by law.
59. 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.
60. The books and records of the Society may be inspected by any member by giving a minimum of two weeks notice and allowing some flexibility for availability due to operational requirements.
61. 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.
62. The borrowing powers of the Society may be exercised by special resolution of the

membership, or under extraordinary circumstance, may be exercised by unanimity at an emergency Directors' meeting (e.g. if the sustainability of the Society is under threat).

63. Incidents of inappropriate action should be taken to the Executive Committee to be dealt with.