

# **By-Laws Of Fisheries Safety Association of Nova Scotia**

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## **Definitions**

- 1.** In these by-laws :
  - a) "Member" means a member in good standing of the Society as defined in section 2.
  - b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - c) "Society" means Fisheries Safety Association of Nova Scotia
  - d) " Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

## **Membership Rights and Responsibilities**

- 2.** Membership in the Society shall consist of:
  - a) those who subscribe to the objects of the Society;
  - b) those who undertake neither to seek, nor accept remuneration for services performed as a member, director or officer or under the auspices of the Society;
  - c) those who pay the annual membership fees or their appointed representative, as prescribed by the Society;
  - d) those who hold a valid account with the Workers' Compensation Board of Nova Scotia and pay assessments into any fisheries class or industry code approved by the Board of Directors (SIC 311, 312, 321 and 1021) and whose payments are up to date as reported to the Safety Association by the WCBNS;
- 3.** Membership in the Society is not transferable.
- 4.** Every member is entitled to attend the Annual General meeting or any other members meeting of the Society.
- 5.** Any member of legal age, or with their guardian's written consent, is entitled to hold any office.
- 6.** Membership in the Society shall cease:
  - a) upon death, or
  - b) if the member resigns by written notice to the Society, or
  - c) if the member ceases to qualify for membership in accordance with these by-laws, or
  - d) if, by a vote of the majority of the Members of the Society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the member's membership in the Society has been terminated.
- 7.** The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
- 8.** No funds of the Society shall be paid to or be available for the personal benefit of any member.

**9.** The Society is ultimately accountable to the Members of the Society.

### **Members Meetings**

**10.** Every member shall have one vote and no more. There shall be no proxy voting.

**11.** A general meeting or special meeting of the Members may be held at any time and shall be called:

- a) if requested by the chair, or
- b) if requested by a majority of the directors, or
- c) if requested in writing by 51% of the members.

**12.** Notice to Members is required for general or special meetings of the Members. The notice must:

- a) Specify the date, place and time of the meeting,
- b) be given to the Members 7 days prior to the meeting,
- c) be given to the Members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
- d) specify the nature of business, such as the intention to propose a special resolution and whether or not the addition of items to the agenda will be entertained at the meeting, and
- e) the non-receipt of notice by any member shall not invalidate the proceedings

**13.** An annual general meeting shall be held within three months after every fiscal year end (December 31) and notice is required which must:

- a) Specify the date, place and time of the meeting,
- b) be given to the Members 30 days prior to the meeting,
- c) be given to the Members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
- d) specify the nature of business, such as the intention to propose a special resolution and whether or not the addition of items to the agenda will be entertained at the meeting, and
- e) the non-receipt of notice by any member shall not invalidate the proceedings

**14.** At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:

- a) minutes of the previous annual general meeting
- b) consideration of the annual report of the directors,
- c) consideration of the annual financial report of the Society,
- d) the appointment of auditors, if any, for the ensuing year, and
- e) election of directors

**15.** Quorum for a members' meeting shall consist of the lesser of 40% of the membership (provided it shall never fall below 5 members) and not consist of 100% from one SIC. At least 15 members in good standing must be present. No business shall be conducted at any members' meeting unless a quorum is present to open the meeting and, upon request, before any vote.

**16.** a) If a meeting is convened as per by-law 11a) or 11b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall

be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.

b) If a meeting is convened at the request of the members as per by-law 11c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

**17.** The Chair, or in his/her absence, the Vice Chair, or in the absence of both of them, any member appointed from among those present, shall preside as Chairperson at members' meetings.

**18.** Where there is an equality of votes, the motion shall be lost.

**19.** The Chairperson may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.

**20.** At any meeting, a declaration by the Chairperson that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by a show of hands or by secret ballot as the Chairperson may decide.

### **Directors**

**21.** Any member of the Society shall be eligible to be elected a director of the Society.

**22.** The number of directors shall be not less than 5 or more than 15. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society. Thereafter, directors shall be elected at each annual general meeting as set out in these by-laws. No directors shall be paid any salary or remuneration. Out of pocket expenses may be reimbursed in keeping with the policies of the Society. The policies of the Society may set out what out of pocket expenses shall be eligible for reimbursement and may set out an approval or pre-approval process for reimbursement and/or advances.

**23.** The directors of the Society should reflect the scope and diversity of its members and of the Fishery Sector. To that end, directors shall be elected to represent the following:

- a) 5 for harvesting sector
- b) 5 for processing sector
- c) 3 for aquaculture and/or services incidental to fishing
- d) 2 for the Nova Scotia Fisheries Sector Council

**24.** The directors shall seek support and guidance from various stakeholders in the Fisheries Sector. To that end, representative of each of the following shall be invited to every directors meeting in an ex-officio capacity:

- a) Nova Scotia Department of Labour and Workforce Development
- b) NS Department of Fisheries & Aquaculture
- c) Workers' Compensation Board of Nova Scotia
- d) others as deemed necessary by the Board of the Fisheries Safety Association of Nova Scotia

**25.** Directors shall retire from office at the end of each annual general meeting following the completion of such directors' term at which time their successors are elected. Retiring directors shall be eligible for re-election.

- 26.** If a director resigns his/her office or ceases to be a member of the Society, his/her office as director shall be vacated and the vacancy shall be filled for the un-expired portion of the term by the board of Directors from among the Members of the Society.
- 27.** The Members may, by special resolution as defined in 1d), remove any director and appoint another person to complete the term of office.
- 28.** The management of the Society is the responsibility of the directors. In particular, the directors may engage such employees as may be required from time to time, and determine his/her title, duties, responsibilities and remuneration.
- 29.** The directors may appoint an executive committee and other committees as they see fit.
- 30.** Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members
  - a) upon nomination, and
  - b) if serving as a director, when the possibility of a conflict is realized.
- 31.** A conflict of interest does not prevent a Member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

### **Directors Meetings**

- 32.** The board of directors shall meet at least 2 times per year, and shall meet more often if required in furtherance of the objectives of the Society.
- 33.** A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:
  - a) Specify the date, place and time of the meeting, and may specify that a meeting may be held by conference call, video-conferencing, or other similar technology which allows directors participating to speak to each other and hear each other speaking without undue time delay; in the case of meeting held in whole or in part by conference call; video-conferencing, or other similar technology the meeting notice must specify how members may call in to or connect with the meeting.
  - b) be given to the Directors 7 days prior to the meeting,
  - c) be given to the Directors by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
  - d) specify the nature of business, such as the intention to propose a special resolution and whether or not the addition of items to the agenda will be entertained at the meeting, and
  - e) the non-receipt of notice by any member shall not invalidate the proceedings
  - f) notice can be waived for board meetings with unanimous approval of the board.
- 34.** In the case of any meeting held by conference call, video-conferencing, or other similar technology, the business conducted and any resolutions passed during such meeting held in compliance with these by-laws shall be valid and have the same effect as if the directors had been personally present.
- 35.** Quorum shall consist of one-half of the directors duly elected or appointed at any time plus one more not consisting of 100% from one SIC, provided however that it shall never be fewer than 5 directors. No business shall be conducted at any meeting of the board of

directors unless a quorum is present to open the meeting and, upon request, before any vote.

- 36.** The Chair or in his/ her absence, the Vice-Chair, or in the absence of both of them, any director appointed from among the directors shall preside as Chairperson of the Board of Directors.
- 37.** At directors' meetings, where there is an equality of votes the motion shall be lost or tabled to the next meeting.

### **Officers**

- 38.** The officers shall be elected by the directors and shall be a Chair, Vice-Chair, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined.
- 39.** One of the officers shall be the Chair. The Chair shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or Directors.
- 40.** One of the officers shall be the Vice-Chair. The Vice-Chair shall perform the duties of Chair during the absence, illness or incapacity of the Chair, or when the Chair may request him/her to do so.
- 41.** One of the officers shall be the Secretary. The Secretary shall:
- a) Have responsibility for the preparation and custody of all books and records including:
    - i.) the minutes of the members' meetings
    - ii.) the minutes of the directors meetings
    - iii.) the register of members, and
    - iv.) filing the annual requirements with the office of the Registrar, and
  - b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the Board of Directors, and
  - c) file with the Registrar:
    - i.) within 14 days of their election or appointment, a list of directors with their addresses, occupations and dates of appointment or election.
    - ii.) a copy of every special resolution within 14 days after the resolution is passed, and
  - d) have other duties as assigned by the board of directors
- 42.** The directors may also appoint a recording Secretary
- a) who is responsible for taking minutes of all board and members' meetings, and
  - b) who need not be a director
- 43.** One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all of the financial books and records of the Society, and carry out all other duties as assigned by the board of directors.
- 44.** Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair and the Secretary, or otherwise as prescribed by resolution of the board of directors.

### **Finance**

- 45.** The fiscal year end of the Society will be the last day of December each year.

- 46.** The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
- a) a balance sheet showing its assets, liabilities and equity and
  - b) a statement of its income and expenditure in the preceding fiscal year.
- 47.** A copy of the financial report shall be signed by the auditor and by two directors.
- 48.** A signed copy of the financial report shall be filed with the Registrar within 14 days after each annual meeting.
- 49.** An auditor of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.
- 50.** The Society may only borrow money as approved by special resolution of the members.
- 51.** The members may inspect the annual financial statements and minutes of the membership and directors meetings at the registered office of the Society with one week's notice. All other 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.
- 52.** Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
- 53.** The Society shall not make loans, guarantee loans or advance funds to any director or officer or Member.