

## By-Laws

### Fish Harvesters Registration and Certification Board of Nova Scotia

1. These by-laws govern the Fish Harvesters Registration and Certification Board of Nova Scotia as outlined in the *Fish Harvesters Registration and Certification Act*
  - a. Items that are covered in the Act can only be changed in legislation. All other items in these by-laws can only be enacted, amended or revoked by special resolution at an annual general meeting of the board of directors
2. **Purpose** of these by-laws is to govern a board of directors that will:
  - a. Register and certify fish harvesters in the Province of Nova Scotia
  - b. Establish certification criteria
  - c. Support and coordinate training
  - d. Promote the sustainability and economic viability of the fishing industry
3. **In these bylaws:**
  - a. “Board” means the Fish Harvesters Registration and Certification Board of Nova Scotia;
  - b. “directors” means the elected members of the Board<sup>1</sup>;
  - c. “fish harvester” means a person registered by the Board and engaged in commercial fisheries;
  - d. “fish harvester organization” means an organization of licence holders;
  - e. “fleet sector” means a group of fish harvesters authorized to fish
    - i. using the same gear or vessel type;
    - ii. the same species or stock;
    - iii. in the same area; or
    - iv. during the same season;
  - f. “Minister” means the NS Minister of Fisheries and Aquaculture.
  - g. “Governance Policy” means the policy document established to define the governance of the Board
  - h. “Registration Criteria” means the criteria used to identify how a registrant will be registered as outlined in the policy document of the Board.
  - i. “Certification Criteria” means the criteria used to identify what level a registrant will be certified at as outlined in the policy document of the Board.

---

<sup>1</sup> With the exception of the first initial interim board

- j. "Fish Harvesters Certificate" means the registration card issued by the Board.
- k. "Registration and Certification Records" mean the records that are kept by the Board that identify who is registered and what level a registrant is certified at.
- l. "Other fish harvester groups" means a group of fish harvesters that are recognized by the Minister of Fisheries and Aquaculture.
- m. "Quorum" means a majority (50% + 1) of the directors of the Board elected or a majority of the initial Board or a majority of the executive.

#### **4. Composition of the Board**

- a) The number of directors shall not be fewer than eight directors and no more than fifteen directors representing geographical areas and industry fleet sectors, elected by fish harvester's organizations and other fish harvester groups recognized by the Minister as outlined in the Governance Policy.
- b) The board will also invite one non-voting member from each of the
  - i. Department of Fisheries and Aquaculture;
  - ii. Department of Labour and Advanced Education;
  - iii. Department of Transport Canada; and
  - iv. Post-secondary education training institution;
  - v. Two non-voting members from the Department of Fisheries and Oceans Canada - Gulf and Maritimes region; and
  - vi. Other as required by the board

#### **5. Terms of Office**

- a. The directors of the board shall be elected during the annual general meeting of the Board for an initial term of 3 years and are eligible for re-election.
- b. No director may serve more than two consecutive terms but are eligible for re-election after a minimum of one-year.
- c. 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.
- d. Notwithstanding the original election, and regarding re-election and upon the beginning of the second term, one-third of the directors shall be elected for a term of one year, one-third shall be elected for a term of 2 years and one-third shall be elected for a term of 3 years
- e. If a director resigns his/her office or ceases to be a representative of the harvesting sector, his/her office as director shall be deemed vacant and the vacancy may be filled for the unexpired portion of the term by the

board of directors from among that representative zone that he/she was representing.

## **6. Meetings of the Directors**

- a. The board of directors shall meet no less than 3 times each year, one of which will be the annual general meeting.
- b. 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:
  - i. specify the date, place and time of the meeting,
  - ii. be given to the directors seven (7) days prior to the meeting,
  - iii. be given to the directors by newsletters, radio, public bulletin boards, mail, e-mail, telephone, fax and/or other electronic means,
  - iv. the non-receipt of notice by any director shall not invalidate the proceedings.
  - v. Notice can be waived for board meetings with the unanimous approval of the Board.
- c. If a director is unable to attend a meeting of the board they are required to notify the Executive Director or Chair of the board signifying their regrets. Directors who miss two or more consecutive meetings will receive notice and could be subject to be removed termination of their elected position on the board. Section 5 (e) of these by-laws will apply.
- d. 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.
- e. 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 Chair of the Board.
- f. When a vote is required, the chair will try and first reach consensus on the vote. If this is not possible the chair will seek a show of hands or conduct a secret ballot. In the case of a tie the chair will vote.
- g. An annual general meeting shall be held within three months after every fiscal year end and notice is required which must:
  - i. Specify the date, place and time of the meeting,
  - ii. Be given to the directors thirty (30) days prior to the meeting,
  - iii. Be given to the directors by newsletters, newspapers, television, radio, mail, e-mail, telephone, fax and/or other electronic means,
  - iv. Specify the intention to propose a special resolution, and
  - v. The non-receipt of notice by any member shall not invalidate the proceedings.

- vi. All fish harvester's organizations and groups recognized by the Minister, along with First Nations Communities will be invited to attend the annual general meeting.
- h. At the annual general meeting of the Board 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:
  - i. Minutes of the previous annual general meeting,
  - ii. Consideration of the annual report of the directors,
  - iii. Consideration of the annual financial report of the board,
  - iv. The appointment of auditors or external financial review for the ensuing year, and
  - v. Formal election of directors as elected from each zone.
  - vi. Report of Activities from the previous year and plans for the upcoming year.
  - vii. Any special resolutions that may pertain to the amending, changing, or updating of by-laws.

## **7. Officers of the Board**

- a. The Board shall annually elect from among its Directors an Executive Committee consisting of a Chair, a Vice-chair, a Secretary, a Treasurer and one officer at large. The Executive may exercise all the powers and shall perform all of the duties of the Board with respect to any matters that the Board may delegate to it. The board must attempt to have broad based representation on the executive which will take into account geographical and fleet sector representation. If this can't be achieved then there will be an open election amongst the directors.
- b. One of the officers shall be the Chair. The Chair shall be responsible for the overseeing of the board/staff and shall perform other duties as assigned by the directors
- c. The Vice-Chair shall perform the duties of the Chair during the absence, illness or incapacity of the Chair, or when the Chair may request him/her to do so.
- d. The Secretary shall:
  - i. have responsibility for the preparation and custody of all books and records including:
  - ii. the minutes of directors meetings,
  - iii. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
  - iv. have other duties as assigned by the board.

- e. The Treasurer shall have responsibility for the custody of all financial books and records of the Board, and carry out all other duties as assigned.
- f. The Officer at Large shall be responsible for duties as assigned by the board.
- g. If needed the position of Secretary and Treasurer can be combined.
- h. The board may expand the executive if needed.

## **8. Directors and Officers**

- a. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a directors or officer may be paid reasonable expenses incurred in the performance of his/her duties. Please refer to travel policy within governance policy.
- b. 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 board upon nomination, or when the possibility of a conflict is realized.
- c. A conflict of interest does not prevent a person 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.
- d. Directors and officers will be responsible for approving the activities of the organization. The directors and officers will be responsible to approve a training plan each year, along with the approval of training development. The directors and officers will oversee the funding, delivery and coordination of training for the organization as outlined in the governance policy.

## **9. Staffing of the Board**

- a. The directors shall appoint an Executive Director, and determine his/her duties, responsibilities and remuneration. The Executive Director
  - i. shall be paid such remuneration as the Board determines and shall be reimbursed for reasonable expenses necessarily incurred in the performance of the duties of the Executive Director;
  - ii. shall perform the duties and responsibilities assigned by the Board and or executive; and
  - iii. shall attend and participate in board and Executive meetings without the right to vote
- b. The Board may employ such other employees as are necessary for the proper conduct and management of the affairs. These employees will be assigned duties that will assist in the management of a registration,

certification and training system, and any other duties as assigned by the Executive Director

- c. The employees of the Board shall be paid such salary and receive such benefits as are determined by the board of directors.
- d. The board may engage the services of professional persons and experts upon such terms and conditions as determined by the board of directors.

#### **10. Finance**

- a. The fiscal year end of the board shall be the 31<sup>st</sup> of December
- b. The executive director shall annually present to the directors a written report on the financial position of the board. The report shall be in the form of :
  - i. A balance sheet showing its assets, liabilities and equity, and
  - ii. A statement of its income and expenditure in the preceding fiscal year.
- c. A copy of the financial report shall be signed by the auditor or external financial reviewer and by two directors.
- d. An auditor or external financial reviewer shall be appointed by the directors at the annual general meeting.

#### **11. Reporting to the Minister**

- a. The board shall annually prepare and submit to the Minister an annual report of the activities and operations as outlined in Section 16 of the Act.

#### **12. Fish Harvesters Registration System**

- a. The board shall establish and keep a registry of all fish harvesters who choose to register with the board, who meet the registration criteria and pay the applicable annual fee as defined in Section 4 of the governance policy of the board
- b. This registration system will be maintained by designated employees of the board.

#### **13. Registration Criteria**

- a. Those fish harvesters that are current or prospective participants in the commercial fishery are eligible to register with the board.
- b. In order to meet the registration criteria a fish harvester must be:
  - i. a Canadian Citizen, or a permanent resident (landed immigrant), or a foreign crew member who is the holder of a valid work permit and working on a Canadian fishing vessel.
- c. The following Fish Harvesters are not required to register with the board but may do so if they choose:

- i. under 16 years of age<sup>2</sup>, and/or;
- ii. who are fishing under the authority of a licence issued under the Aboriginal Communal Fishing Licence Regulations;

If Aboriginal fish harvesters in Nova Scotia, and under 16 years of age wish to register with the board they may do so and pay the applicable fee.

#### **14. Registration Certificates**

- a. Upon a fish harvester being registered, the board shall issue a registration certificate in the form of a card which will act as proof of registration. The registration card will list the fish harvesters:
  - i. Full Name
  - ii. Registration Number
  - iii. Certification Level
  - iv. Expiry Date of Registration
- b. Where a fish harvester does not comply with the registration criteria or pay the applicable annual fee established by the board, the Executive Director, under the authority of the board may, at any time, suspend, cancel or revoke the registration

**15. Registration Fees** – the board shall annually set a registration fee. This fee is to be paid by the fish harvester each year in order to be considered registered with the board. The annual fee charged for registration is presently set at \$50 per registrant. The process for changing the fee is outlined in the governance policy in Section 4.

**16. Certification Criteria** – The criteria set by the board is outlined in the governance policy.

**17. Certification Levels** – Fish Harvesters would be certified at one of three levels:

- Certified Professional Fish Harvester – Licence Holder (L) and Non – Licence Holder (NL)
- Professional Fish Harvester – Licence Holder (L) and Non-Licence Holder (NL)
- Apprentice

These levels are further defined in the governance policy.

**18. Criteria for the Continuation of Registration** – The criteria for continuation of registration will still remain the same as established in section 13 of these by-laws

---

<sup>2</sup> Under Transport Canada requirements, training certificates cannot be issued to those under the age of 16

19. **Certification Records** – The Board shall maintain a record of fish harvesters’ certification. Upon request from the fish harvester, the Board shall issue a record of certification.
20. **Appeals** – An aggrieved person may appeal any Board decision in relation to registration and certification. An appeal panel will be appointed by the Minister as outlined in Section 23 of the act.
21. **Appeal Procedures:**
  - a. If an aggrieved person would like to appeal a decision in relation to registration and certification they shall submit their appeal in writing to the Minister.
  - b. Individuals have up to 90 days to appeal a decision in relation to registration and certification.
  - c. Results of the appeal will be conveyed to both the aggrieved person and the Board.