

**BY-LAWS
OF
THE SASKATCHEWAN CHAMBER OF COMMERCE INC.**

DEFINITIONS

By-law 1. INTERPRETATION. For the purpose of these By-laws, unless context requires otherwise, the words:

- a) "Chamber" shall refer to the Saskatchewan Chamber of Commerce Inc.
- b) "Act" means *The Non-Profit Corporations Act* (Saskatchewan), as amended from time to time.
- c) "Associate Member" shall refer to the following:
 - (i) a trade, business, or professional association;
 - (ii) a non-profit, charitable or benevolent corporation, association, society or organization;
 - (iii) a public body, being a body elected or appointed pursuant to legislation (a) to administer, arrange, undertake or regulate schools, hospitals, health facilities, libraries, water utilities, drainage and irrigation works, sewage works, local improvements or public utilities; or (b) to levy or collect taxes;
 - (iv) any government, including any legislative, executive or judicial branch of government or any corporation, ministry, agency, board or commission of any government, that is admitted to membership in the Chamber.
- d) "Organization Member" shall refer to any organized Chamber of Commerce or Board of Trade in Saskatchewan that is a Member.
- e) "Business Member" shall refer to any person, partnership, corporation, joint venture, syndicate, co-operative, association, trust or other entity engaged in commercial, industrial or professional activities for profit in the Province that is admitted to membership in the Chamber.
- f) "Member" shall refer to an Organization Member, Business Member, or Associate Member.
- g) "Board" shall refer to the Board of Directors of the Chamber.
- h) "Director" shall refer to a director of the Chamber.
- i) "Officers" shall refer to the Chair, 1st Vice Chair, 2nd Vice-Chair, and Past-Chair.
- j) "Chief Executive Officer- CEO" shall refer to the chief administrative officer of the Chamber.
- k) "Chair" shall mean the duly elected Chair of the Chamber.

- l) "Province" shall refer to the Province of Saskatchewan.
- m) "Chair of the Audit Committee" shall mean the Director duly appointed to act as Treasurer of the Chamber.

ORGANIZATION

By-law 2. INCORPORATION. The Chamber was incorporated under *The Societies Act* of the Province on the 18th day of October, 1968 and continued under the Act.

By-law 3. HEAD OFFICE. The head office of the Chamber shall be situated in the City of Regina.

PURPOSE

By-law 4. PURPOSE. The primary purpose of the Chamber is to advance and defend a cultural, legal and regulatory environment that permits the exercise of individual rights, in particular the right to economic freedom on which business depends.

MEMBERSHIP

By-law 5. MEMBERSHIP. Members shall consist of Organization Members, Business Members, and Associate Members. No political party shall be a Member.

By-law 6. APPLICATION. All applicants for membership, after signing a written application form, followed by the appropriate dues, shall be subject to approval by the Board or its designate. Following approval, dues are payable annually thereafter. Membership dues shall be determined by the Board from time to time.

By-law 7. ARREARS. When a Member is in arrears of dues, no representative of that Member shall be eligible to hold office in the Chamber or be entitled to vote on the business of the Chamber, and the Board may, after thirty (30) days' notice in writing to that Member of its intention to do so, cancel its membership in the Chamber.

By-law 8. CANCELLATION. Membership may be cancelled for any just and reasonable cause by a three-quarters majority vote of the Board.

THE BOARD

By-law 9. JURISDICTION AND POWERS. The Board shall govern the affairs of the Chamber in accordance with these By-laws, as amended from time to time by any General Meeting of the Chamber or by the Board as stated in By-law 42.

The Board shall have power, subject to the aforesaid, to do all things necessary to accomplish the purpose of the Chamber and may make or cause to be made for the Chamber, any description of contract or arrangement which may be designed to further

the objects of the Chamber. The Board may make or cause to be made any representations in the name of the Chamber.

By-law 10. FORMATION. The Board shall consist of the following voting Members:

- (a) The Chair;
- (b) The Immediate Past Chair;
- (c) The 1st Vice-Chair and the 2nd Vice-Chair;
- (d) Up to Nine Directors elected at Large

By-law 11. ELECTION OF OFFICERS AND BOARD. To ensure an effective succession of Officers from amongst the Directors the following process will be used.

A slate of Officers will be proposed for the next year (following the AGM) by the Nominating Committee for the positions of Chair, First Vice-Chair, and Second Vice-Chair. This slate will be proposed before the close of Nominations to the Board. Upon election of the incoming slate of Officers by the Board those three Directors will be appointed as Directors for the coming year and not be required to seek re-election. If a nominee for Officer is not appointed by the Board that person may complete their term as Director if appropriate or seek re-election as a Director through the normal election process.

This process ensures that Officers who perform well may succeed to the role of Chair but also gives the Board an opportunity to appoint those Officers on an annual basis.

Members therefore elect up to nine Directors each year. To ensure continuity on the Board, and to achieve it in an orderly fashion, Directors shall be elected for three-year terms. The Past Chair remains a Director for a one year term after their term as Chair concludes.

By-law 12. QUALIFICATIONS.

- a) Each Elected Director shall be a Member in good standing or an employee of a Member of the Chamber.
- b) No Director shall be a paid employee of an Organization.
- c) No Director shall be a person whose primary source of income is from an Associate Member with the exception that a non-elected employee of a business operating in the open market for economic purposes owned by an Indigenous government is deemed eligible.

By-law 13. NOMINATIONS. The Chair of the Chamber shall, at least sixty (60) days prior to the Annual Meeting, cause to be mailed or emailed to each Business Member and each Associate Member, and to the Secretary or other appropriate Officer of each Organization Member, a form soliciting within the next thirty (30) days nominations of

Members for the Board of Directors.

The Board shall, at least sixty (60) days prior to the Annual Meeting appoint a Nominating Committee of three Members which shall be chaired by a Past Chair. This Committee shall at least twenty (20) days prior to the Annual Meeting prepare a list of nominations for Directors, including the nominations received in writing from the Members.

All nominees must give their consent to their nomination and sign an undertaking to carry out their duties faithfully and diligently, if elected.

Nominations shall be in the hands of the Chairperson of the Nominating Committee thirty (30) days before the date set for the Annual Meeting.

The Nominating Committee shall also be responsible for submitting a list of potential appointments as the Officers, as stated in By-law 11.

By-law 14. ELECTIONS OF DIRECTORS. Upon the close of nominations and under the direction of the Nominating Committee, a ballot shall be mailed and or emailed to the office of each Member, at least twenty (20) days before the Annual Meeting. The Members shall complete the ballots, marked according to their preference, and return them so that they shall be in the office of the Chamber at least ten (10) days before the date set for the Annual Meeting.

Ten (10) days prior to the Annual Meeting the Nominating Committee shall then tabulate the votes recorded on the ballots, thus determining the successful candidate. The Chairperson of the Nominating Committee shall then report in writing, the results of the election to the Chair who shall announce them at the Board Meeting held immediately prior to the Annual Meeting, (to which newly-Elected and Appointed Directors shall be invited) and to the Annual Meeting.

In the case of a tie vote, the Nominating Committee shall, by a majority ballot of their own, decide which of the tied candidates shall be declared Elected, and this decision shall be final.

By-law 15. RE-NOMINATIONS. A Member of the Board, on completion of one term of office may be re-nominated for an additional term, but after having served continuously for six years, such a Member shall not be eligible to stand for election to the Board until a period of two full years has elapsed.

No Officer of the Chamber shall be eligible for re-election to the same office for more than two consecutive one-year terms.

To ensure continuity on the Board, and to achieve it in an orderly fashion, Directors shall be elected for three-year terms.

By-law 16. COMMITTEES. The Board may, from time to time, appoint Standing and

Special Committees and shall define their powers and duties. These Committees shall meet at the call of their Chairperson or by the Chair, as frequently as is necessary to the effective performance of the duties assigned to them.

The Board shall appoint:

1. A Nominating Committee as outlined in By-law 13.
2. An Audit Committee

By-law 17. PUBLIC STATEMENTS. No Committee, Officer or Director of the Chamber shall encroach upon the work and powers of the Board, nor take the initiative in making approaches to governments or make public declarations of policy contrary to policies established by the Board from time to time..

By-law 18. ABSENCE FROM MEETINGS. If any Director is absent from two consecutive regular meetings of the Board without permission from the Board, his or her seat shall become vacant, and the Board shall proceed to fill such vacancy.

By-law 19. VACANCIES. If any vacancy arises among the Officers or Directors by any reason other than the election of Officers as provided under By-law 10, the Board may appoint a Member to fill the vacancy for the balance of the retiring Director's term.

OFFICERS AND DIRECTORS

By-law 20. OFFICERS. The Officers of the Chamber shall be:

The Chair; two Vice-Chairs and Past Chair, who shall be elected as outlined in these By-laws and shall have the powers specified.

They shall take office immediately following the Annual Meeting and shall hold office for one year or until their successors shall have been duly elected or appointed.

By-law 21. CHAIR. The Chair shall preside at all meetings of the Board, and shall exercise general supervision over the entire work of the Chamber.

By-law 22. VICE-CHAIRS. The two Vice-Chairs shall generally assist the Chair and in the absence of the Chair, either one of the two shall perform the duties of the Chair.

By-law 23. TREASURER. The Treasurer role shall be fulfilled by the Chair of the Audit Committee and will represent the Board in the supervision of the financial accounts of the Chamber and the maintenance of its assets. He or she shall present appropriate financial reports to the Board and the Members, and shall be the liaison between the Board and its appointed Auditor.

By-law 24. CHIEF EXECUTIVE OFFICER. The administration and management of the Chamber shall be in charge of a salaried staff head to be known as the CEO. Subject to the Board he or she shall have supervision and authority over the affairs and personnel

of the Chamber office and its publications. He or she shall keep or have kept the minutes of the proceedings of the Chamber, have the care and custody of its records, and perform such other duties as the Board may determine from time to time. The CEO shall be the custodian of the Chamber's funds, and deposit with a chartered bank or trust company, selected by the Board, all monies received, and no monies shall be withdrawn other than with the signatures of the persons authorized by resolution of the Board.

By-law 25. DUTIES OF ALL DIRECTORS. Every Director and Officer in exercising his or her powers and discharging their duties shall:

1. Act honestly and in good faith with a view to the best interests of the Chamber; and
2. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

By-law 26. INDEMNIFICATION. Subject to the limitations contained in the Act, the Chamber shall and does hereby indemnify a director or officer, a former director and officer, or a person who acts or acted at the Chamber's request as a director or officer of a body corporate of which the Chamber is or was a member or creditor (or a person who undertakes or has undertaken any liability on behalf of the Chamber or any such body corporate) and such person's heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Chamber or any such body corporate, if:

- (a) such person acted honestly and in good faith with a view to the best interest of the Chamber; and,
- (b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, they had reasonable grounds for believing that their conduct was lawful;

Provided:

- (a) the person seeking indemnification has given the Chamber prompt written notice of any such claim, law suit or action for which indemnification is sought; and
- (b) they cooperate in all reasonable manner with the Chamber and its agents in defence of any such claim, law suit or action.

Subject to the limitations contained in the Act, the Chamber may purchase and maintain such insurance for the benefit of its Directors and Officers as such as the Board may from time to time determine.

MEETINGS

By-law 27. ANNUAL MEETING. The Annual Meeting of the Chamber shall be fixed by the Board at a time and place which will permit wide membership attendance but shall be no longer than fifteen (15) months from the last Annual Meeting. Thirty (30) days' notice of the date and place shall be mailed or emailed to all Members.

By-law 28. QUORUM, CHAMBER ANNUAL MEETING. Twenty-five (25) Members present shall constitute a quorum of the Chamber at the Annual Meeting or twenty (20) percent of the Members whichever is the lesser.

By-law 29. ANNUAL REPORTS. Reports respecting the financial and other activities of the Chamber shall be submitted at the Annual Meeting.

By-law 30. BOARD MEETINGS. Meetings of the Board shall be held at least five (5) times a year, at the call of the Chair or when requested by at least six (6) Members of the Board.

By-law 31. MEETINGS BY TELEPHONE OR VIDEO CONFERENCING. Unless a majority of directors present at a meeting object, a director or directors may participate in a meeting of the board or of a committee of the board by means of telephone conference call or video conferencing or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting

By-law 32. NOTICE OF BOARD MEETING. At least ten (10) days' notice of each Meeting of the Board shall be given to each Member of the Board. Notice of Meeting shall be accompanied by a proposed agenda.

By-law 33. QUORUM, BOARD. 50% plus one of the current Board Members present shall constitute a quorum of the Board.

By-law 34. SPECIAL GENERAL MEETINGS. Special General Meetings of the Chamber may be called either by the Chair, the Board or upon the written request of twelve (12) Members.

By-law 35. NOTICE OF SPECIAL GENERAL MEETING. At least ten (10) days' notice in writing of the Special General Meeting shall be sent to each Member clearly stating the matters to be discussed and no other matters shall be discussed at such a Meeting.

By-law 36. QUORUM, SPECIAL GENERAL MEETING. A quorum at the Special General Meeting shall consist of not less than twenty-five (25) Members.

By-law 37. RULES OF ORDER. Any dispute in procedure during Meetings of the Chamber or the Board shall be resolved by reference to "Rules of Order" by Roberts.

VOTING POWERS

By-law 38. VOTING. Each Member in good standing in attendance at that meeting will be entitled to one vote on all voting issues discussed at the Annual or Special General Meeting. The Member's voting representative is to be declared at the time of registration for the meeting and is to be suitably identified for voting purposes.

GENERAL

By-law 39. NOTICES. Any written notices required by these By-laws, or desired to be given shall be deemed to have been sufficiently given when mailed (standard post or email) or emailed to the last address recorded in the books of the Chamber, addressed to the Members concerned, and the unintentional omission of notice to any one entitled thereto, shall not invalidate the proceeding of the Meeting.

By-law 40. SIGNING OFFICERS. The Board shall, by resolution, prescribe how agreements, cheques, letters and other documents shall be signed.

By-law 41. FINANCIAL YEAR. The financial year of the Chamber shall coincide with the calendar year.

By-law 42. AUDITORS. The Annual Meeting, by resolution, shall appoint a firm of Chartered Accountants to be Auditors for the Chamber. The report of the Auditors shall accompany the financial statements submitted by the Board to the Annual Meeting.

By-law 43. SEAL. The seal of the Chamber shall remain in the custody of the CEO and may be affixed to all documents; the execution whereof by the Chamber is duly authorized or required.

By-law 44. AMENDMENTS TO BY-LAWS. The By-laws of this Chamber may be rescinded, altered or amended by the Board or the Annual Meeting provided that they are approved by fifty (50) percent of the voting representatives in attendance; provided that notice of such proposed changes or amendments has been given in writing to each Member or each Director, as the case may be, at least thirty (30) days prior to the Meeting at which they are to be voted upon.

Such changes as may be effected by the Board shall have force, only until the next Annual Meeting of the Chamber and if not confirmed thereat, shall from that time cease to have any force, and may not be re-adopted by the Board until the following Annual Meeting. Such By-laws shall be binding upon the Chamber, its Officers and all other persons lawfully under its control.

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