

A by-law relating generally to the conduct of the affairs of

## **The Assiniboia Chamber of Commerce**

(the "Assiniboia Chamber")

**BE IT ENACTED** as a by-law of the Assiniboia Chamber as follows:

### **Definitions and Interpretation**

#### **1. Definitions**

In this By-Law and in all other By-Laws of the Assiniboia Chamber, unless the context otherwise requires:

**"Act"** means the *Boards of Trade Act (R.S.C., 1985, c. B-6)* and any statute that may be substituted, as amended from time to time;

**"By-Laws"** means this By-Law and any other by-law of the Assiniboia Chamber as amended and which are, from time to time, in force and effect;

**"Certificate of Formation"** means the certificate of formation certified by the Minister evidencing the existence of the Assiniboia Chamber;

**"Committee Member"** means a member of any committee or other advisory body of the Board of Directors;

**"Council"** means the Council of the Assiniboia Chamber, as defined in the Act and as more particularly set-out in these By-Laws, hereinafter referred to as the **"Board of Directors"**;

**"Director"** means a member of the Board of Directors and, for further certainty, includes the Officers elected in accordance with the Act;

**"District"** means the area within and for which the Assiniboia Chamber was established as set out in the Assiniboia Chamber's Certificate of Formation or as defined by the Governor in Council, and includes any change in district that may be approved by the Governor in Council from time to time;

**"Meeting of Members"** includes a Quarterly Meeting, Annual General Meeting, special general meeting or other general meeting of Members of the Assiniboia Chamber;

**"Member"** means an individual or organization that has been accepted as a Member of the Assiniboia Chamber in accordance with the Act and these By-Laws;

**"Officer"** or **"Officers"** means the Chair, Vice-Chair(s), Immediate Past Chair, Secretary, Treasurer and any one or more other persons, respectively, who have been appointed as officers of the Assiniboia Chamber in accordance with the By-Laws;

**"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution;

**"President"** means the person engaged or employed by the Executive Committee to carry out the responsibilities of that position as determined by the Executive Committee;

**"Quarterly Meetings"** means the four (4) quarterly Meetings of Members in a calendar year that are required by the Act, each a "Quarterly Meeting";

**"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

## 2. **Interpretation**

In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Business of the Assiniboia Chamber

## 3. **Purpose**

The Assiniboia Chamber will focus its efforts on fostering a healthy business and professional community in the District that works together for economic growth, promotes entrepreneurship and is dedicated to competitive enterprise.

## 4. **Corporate Seal**

The Assiniboia Chamber may have a corporate seal in the form approved from time to time by the Board of Directors. If a corporate seal is approved by the Board of Directors, the Chair shall be the custodian of the corporate seal.

## 5. **Location of the registered office**

The registered office of the Assiniboia Chamber shall be in the District.

## 6. **Books and records**

The Board of Directors shall see that all necessary books and records of the Assiniboia Chamber required by the By-Laws or by any applicable statute or law are regularly and properly kept. The books and records shall be available at all reasonable hours to any Member of the Assiniboia Chamber free of any charge.

## 7. **Execution of documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Assiniboia Chamber may be signed by any two (2) Officers or by one (1) Officer and the President. In addition, the Board of Directors may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Assiniboia Chamber to be a true copy.

## 8. **Financial year end**

The financial year end of the Assiniboia Chamber shall be December 31 in each year.

**9. Banking business**

The banking business of the Assiniboia Chamber shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Assiniboia Chamber and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

**10. Appointment of auditor**

The Members shall, at the Annual General Meeting of Members in each year, appoint an auditor. In each year the appointed auditor shall conduct an annual audit of the accounts and annual financial statements of the Assiniboia Chamber for report to the Members at the Annual General Meeting of Members for the next year. An appointed auditor shall hold office until the next Annual General Meeting of Members provided that the Board of Directors may fill any casual vacancy in the office of auditor. Any remuneration of the auditor shall be fixed by the Board of Directors.

**11. Borrowing powers**

The Board of Directors may, without authorization of the Members,

- a. borrow money on the credit of the Assiniboia Chamber;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Assiniboia Chamber;
- c. give a guarantee on behalf of the Assiniboia Chamber; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Assiniboia Chamber, owned or subsequently acquired, to secure any debt obligation of the Assiniboia Chamber.

**12. Non-partisan/non-sectarian**

The Assiniboia Chamber shall be non-partisan and non-sectarian and shall not lend its support to any candidate for public office.

## **Membership in the Assiniboia Chamber**

**13. Membership conditions**

Membership in the Assiniboia Chamber shall be available only to:

- a. an individual, whether resident in the District or not, who is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District;
- b. a society, body corporate or organization which is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District; or
- c. an individual, society, body corporate or organization who is not referred to above but is recommended by the Board of Directors for membership in the Assiniboia Chamber at any Meeting of the Members.

#### **14. Admission of Members**

An individual or organization proposed for membership in the Assiniboia Chamber pursuant to the section on membership conditions of this By-Law is admitted to membership in the Assiniboia Chamber only if the proposed Member so consents and their membership is approved at a Meeting of the Members by Ordinary Resolution of the Members. An individual or organization so admitted to membership in the Assiniboia Chamber is a Member with all the related rights and obligations immediately as of the receipt of such approval.

#### **15. When membership dues are payable**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of their due date, the Members in default shall automatically cease to be Members of the Assiniboia Chamber.

The annual membership dues will be an amount as may be determined by the Board of Directors from time to time.

#### **16. Termination and withdrawal of membership**

A membership in the Assiniboia Chamber is terminated when:

- a. the Member dies, or, in the case of a Member that is an organization or a corporation, the organization is disbanded, or the corporation is dissolved;
- b. a Member fails to maintain any qualifications for membership described in the section on membership conditions of this By-law;
- c. the Member retires or resigns by providing ten (10) days written notice of such resignation to the Secretary of the Assiniboia Chamber and satisfying any lawful liability outstanding against such Member on the books of the Assiniboia Chamber at the time of such written notice; and
- d. the Member is expelled in accordance with any section on discipline of Members of this By-law or is otherwise terminated in accordance with the Act or By-laws.

#### **17. Effect of termination and withdrawal of membership**

Upon any termination of membership, the rights of the Member, including any rights in the property of the Assiniboia Chamber, automatically cease to exist.

#### **18. Discipline of Members**

The Board of Directors shall have authority to suspend or expel any Member from the Assiniboia Chamber for any one or more of the following grounds:

- a. violating any provision of the Certificate of Formation, By-Laws, or written policies of the Assiniboia Chamber;
- b. carrying out any conduct which may be detrimental to the Assiniboia Chamber as determined by the Board of Directors in its sole discretion;
- c. for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Assiniboia Chamber.

In the event that the Board of Directors determines that a Member should be expelled or suspended from membership in the Assiniboia Chamber, the Chair, or such other Officer as may be designated by the Board of Directors, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other Officer as may be designated by the Board of Directors, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board of Directors, may proceed to notify the Member that the Member is suspended or expelled from membership in the Assiniboia Chamber. If written submissions are received in accordance with this provision, the Board of Directors will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The decision of the Board of Directors shall be final and binding on the Member, without any further right of appeal.

#### **19. Membership transferability**

A membership in the Assiniboia Chamber may not be transferred.

### **Meetings of Members**

#### **20. Quarterly Meetings of the Members**

In each calendar year the Assiniboia Chamber shall hold four (4) Quarterly Meetings of the Members.

#### **21. Annual General Meeting of Members**

One of the Quarterly Meetings of Members in a calendar year shall be deemed the Annual General Meeting of Members and at this meeting the following items shall be put before the Members for consideration:

- a. The election of the Officers and the other Directors of the Board of Directors such that the total number of Officers and other Directors elected is not less than 11 and not more than 15;
- b. The appointment of auditors of the Assiniboia Chamber;
- c. The annual report of the Chair of the Assiniboia Chamber;
- d. Annual financial statements and auditor's report of the Assiniboia Chamber; and
- e. The annual report of the Treasurer of the Assiniboia Chamber.

#### **22. Special Meetings of the Members**

In addition to the Quarterly Meetings, the Board of Directors or any ten (10) Members of the Assiniboia Chamber may call a Special Meeting of the Members. In the event that the Members requisition a Special Meeting of the Members, the Directors shall arrange for such meeting without delay.

### 23. Notice of Meetings of Members

Notice of the time, date and place of a Quarterly, Annual or Special Meeting of Members shall be given to each Member during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held by publication of a notice through one newspaper or otherwise, as is thought necessary by the Board of Directors and by one (1) or more of the following options:

- a. by delivery personally to the Member to whom it is to be given or if delivered to such Member's address as shown in the records of the Assiniboia Chamber;
- b. by mail at each Member's recorded address by prepaid ordinary or air mail; or
- c. if sent to each Member by telephonic, electronic or other communication facility at such Member's recorded address for that purpose.

If an electronic means is to be used, each Member receiving an electronic notice or other document must consent to such method of communication and designate an information system for the receipt of the electronic notice or other document. For each Member who has not consented, a copy of the notice or other document is to be sent to that Member.

Where the business to be considered at a Meeting of the Members is any business other than the election of directors, appointment of auditors, annual report of the Chair, the consideration of the financial statements and auditor's report, and the treasurer's report, the notice of meeting shall include enough information on that business so that Members may make a reasoned decision in respect of such business.

### 24. Absentee voting at Meetings of Members

A Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. a Member may revoke a proxy by depositing an instrument or act in writing executed
  - i. at the registered office of the Assiniboia Chamber no later than the last business day preceding the day of the Meeting of Members, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
  - ii. with the chairperson of the Meeting of Members on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c. a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;

- d. if a form of proxy is created by a person other than the Member, the form of proxy shall:
  - i. indicate, in bold-face type:
    - 1. the meeting at which it is to be used;
    - 2. that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting; and
    - 3. instructions on the manner in which the Member may appoint the proxyholder;
  - ii. contain a designated blank space for the date of the signature;
  - iii. provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
  - iv. provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting; and
  - v. state that the membership represented by the proxy is to be voted, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (d) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e. a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with paragraph (d) above only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

A Member may act as a proxyholder for no more than two (2) other Members at a Meeting of Members.

## **25. Place of Meeting of Members**

Meetings of the Members shall be held at any place within the District.

## **26. Persons entitled to be present at Meetings of Members**

Members, non-members, officers, directors and the auditor of the Assiniboia Chamber are entitled to be present at a meeting of Members. However, only those Members entitled to vote at the Meeting of Members according to the provisions of the Act and by-laws are entitled to cast a vote at the meeting.

**27. Chair of Meeting of Members**

The Chair shall preside over all meetings of the Members. Except as the Members may otherwise resolve, the Vice-Chair who has served on the Executive Committee for the longest period of time shall, in the absence or disability of the Chair, perform the duties and exercise the power of the Chair. If such Vice-Chair is absent, the next most senior Vice-Chair shall act in their place. Should no Vice-Chair be available, the most recent and available Past-Chair shall act in their place.

**28. Quorum at Meeting of Members**

A quorum at any meeting of the Members shall be 15 of the Members.

**29. Voting at Meetings of Members**

Each Member shall be entitled to exercise one (1) vote at all Meetings of the Members. Where a Member is an organization, such Member shall designate, in the form required by the Assiniboia Chamber, an individual to exercise the vote on its behalf.

At any Meeting of the Members, a majority of the Members present are competent to do and perform all acts that either under the Act or the By-Laws are or shall be directed to be done at a Meeting of the Members. At any Meeting of Members every question shall be determined by an Ordinary Resolution, unless otherwise provided by the By-Laws or by the Act.

**30. In case of an equality of votes**

In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote.

**31. Participation by electronic means at Meeting of Members**

If the Assiniboia Chamber chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-Law, any person participating in a Meeting of Members pursuant to this provision who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Assiniboia Chamber has made available for that purpose.

**32. Meeting of Members held entirely by electronic means**

Meetings of Members may not be held entirely by telephonic, an electronic or other communication facility.



## **Board of Directors of the Assiniboia Chamber**

### **33. Number of Directors**

The Assiniboia Chamber shall be managed by the Board of Directors, which shall consist of:

- a. the Officers, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year; and
- b. other Directors, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year.
- c. such that the total number of Officers and other Directors elected is not less than 11 and not more than 15.

For further certainty, the Officers are Directors within the meaning of the Act and this By-Law.

### **34. Qualifications of Directors**

Only Members may serve as Directors of the Assiniboia Chamber.

### **35. Term of Office of Directors and Officers**

The Directors shall be elected to hold office for a term of two (2) years, expiring not later than the close of the Annual General Meeting in the second year following their election, or until they are removed from office or vacate it as specified under these By-laws.

The Officers shall be elected to hold office for a term of one (1) year, expiring not later than the close of the Annual General Meeting in the year following their election, or until they are removed from office or vacate it as specified under these By-laws.

### **36. Number of terms of Office of Directors or Officers**

Each Director or Officer may only be re-elected to hold a maximum of three (3) consecutive terms in the same position or office unless the Board grants an extension by Ordinary Resolution.

### **37. Failure to elect Directors**

In the event that Directors and/or Officers are not elected at the Annual General Meeting in a calendar year:

- a. the Directors and/or Officers may be elected at any next Meeting of Members of the Assiniboia Chamber; and
- b. the Directors and/or Officers then in office shall remain in office until their successors are elected.

### **38. Oath of Office**

The Directors and Officers of the Assiniboia Chamber, before starting the duties of their office, shall take and subscribe an oath or affirmation in the following form:

"I swear that I will faithfully and truly perform my duty as [\*] of the Assiniboia Chamber of Commerce, and that I will, in all matters connected with the discharge of that duty, do all things, and

only such things, as I truly and conscientiously believe to be adapted to promote the objects for which the board was constituted, according to the true intent and meaning of the same."

#### **39. Automatic termination of Director's term in office**

The term of office of a Director shall be automatically terminated:

- a. if a Director, which includes the Officers, resigns by delivering a written resignation to the Secretary of the Assiniboia Chamber; or, where such resigning Director is the Secretary of the Assiniboia Chamber, by delivering a written resignation to the Chair of the Assiniboia Chamber;
- b. if at a Meeting of Members an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;
- c. on death of the Director; or
- d. if a Director is absent from three (3) consecutive meetings of the Board of Directors.

If the Director who is terminated under this provision is also an Officer, such Director's term of office as an Officer, shall likewise be automatically terminated.

#### **40. Removal of Directors by Board of Directors**

The Board of Directors may suspend or remove any Director, which includes the Officers, from office if such Director violates any provision of the Certificate of Formation, By-Laws, or written policies of the Assiniboia Chamber, is negligent in the performance of their duties, or carries out any conduct which may be detrimental to the Assiniboia Chamber as determined by the Board of Directors in its sole discretion. A Director so suspended or removed may appeal such suspension to the Members at the next Meeting of Members, at which time the Members may confirm the decision of Board of Directors or reinstate such Director for the duration of their term of office.

#### **41. Vacancies of Directors**

Where a seat on the Board of Directors, including the Officers, is vacant pursuant to the section on automatic termination of Director's term of office or the section on removal by Board of Directors of this By-Law, the Board of Directors may at any of its meetings elect a Member of the Assiniboia Chamber to fill such vacancy. Any Director so elected shall hold office until the next annual election of Directors of the Assiniboia Chamber. Despite the foregoing, if the Members vote to remove a Director pursuant to this By-Law, they may elect a Director to fill such vacancy at the same Meeting of Members at which the Director is removed. If the Members do not fill such vacancy, the Board of Directors may at any of its meetings elect a Member of the Assiniboia Chamber to fill such vacancy.

#### **42. Calling of meetings of Board of Directors**

Meetings of the Board of Directors may be ordered by the Chair or any two (2) Directors at any time and, if so ordered, shall be convened by the Secretary.

#### **43. Location of meetings of Board of Directors**

Meetings of the Board of Directors may be held at any time and place within the District as determined by the Board of Directors.

**44. Members at Board of Directors meetings**

Members may attend Meetings of the Board of Directors only on the invitation of the Chair of the Board of Directors or by an Ordinary Resolution of the Directors in attendance at the meeting. However, Members in attendance may not take part in the proceedings at any such meeting.

**45. Participation in Board of Directors meetings by electronic means**

If a majority of the Directors consent, a Director may participate in a meeting of the Board of Directors or a committee of the Board of Directors by means of such telephonic, electronic or other communications facilities as to permit all persons participating in the meeting to communicate adequately with each other. A Director participating in a meeting by such means shall be deemed to be present at the meeting.

**46. Board of Directors meetings held entirely by electronic means**

If the Directors call a meeting of the Board of Directors, those Directors may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**47. Notice of meeting of the Board of Directors**

Notice of the time, date and place for the holding of a meeting of the Board of Directors shall be given in the manner provided in this By-Law to every Director of the Assiniboia Chamber during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held if sent by mail and not less than forty eight (48) hours before the day on which the meeting is to be held if sent by telephonic, electronic or other communication facilities.

Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time, date and place of the adjourned meeting is announced at the original meeting.

**48. First meeting of a new Board of Directors**

Despite the section governing notice of meeting of Board of Directors, provided a quorum of Directors is present, each newly elected Board of Directors may without notice hold its first meeting immediately following the Meeting of Members at which such Board of Directors is elected.

**49. Regular meetings of the Board of Directors**

The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place and hour as determined. A copy of any resolution of the Board of Directors fixing the time and place of such regular meetings of the Board of Directors shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting.

#### **50. Quorum at meetings of the Board of Directors**

Five (5) of the Directors in office will constitute a quorum at any meeting of the Board of Directors. A majority of such quorum may do all things within the powers of the Board of Directors.

#### **51. Chair of Board of Directors meetings**

The Chair shall preside over all meetings of the Board of Directors. Except as the Board of Directors may otherwise resolve, the Vice-Chair who has served on the Executive Committee for the longest period of time shall, in the absence or disability of the Chair, perform the duties and exercise the power of the Chair. If such Vice-Chair is absent, the next most senior Vice-Chair shall act in their place. Should no Vice-Chair be available, the most recent and available Past-Chair shall act in their place.

#### **52. Voting at meetings of the Board of Directors**

Each Director shall be entitled to exercise one (1) vote at all meetings of the Board of Directors. At all meetings of the Board of Directors, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote.

### **Committees**

#### **53. Nominating Committee**

The Board of Directors shall create a Standing Committee named the Nominating Committee.

- a. The Board of Directors shall have the power to appoint and remove Committee Members of the Nominating Committee.
- b. The Nominating Committee shall operate within its terms of reference and mandate that the Board of Directors shall provide to it.
- c. The chair of the Nominating Committee shall be the Immediate Past Chair.
- d. At least one additional Officer shall be a member of the Nominating Committee. At least 3 additional Directors shall be members of the Nominating Committee.
- e. The Members of the Nominating Committee shall not be remunerated in respect of their participation in the Nominating Committee.
- f. The Nominating Committee shall meet at least 1 time per year. The Chair of the Nominating Committee shall provide the Committee Members with notice of meetings of the Nominating Committee during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held if sent by mail and not less than forty eight (48) hours before the day on which the meeting is to be held if sent by telephonic, electronic or other communication facilities.
- g. The Nominating Committee may formulate its own rules of procedure, which shall include the following:
  - i. A quorum of the Nominating Committee shall be a majority of Committee Members present in person or by electronic means.

- ii. All decisions of the Nominating Committee shall be made by Ordinary Resolution.
- h. The Nominating Committee shall report to the Board of Directors.
- i. The Nominating Committee shall prepare a proposed slate of Directors and Officers for election at the Annual General Meeting not later than twenty-one (21) days prior to the date of the Annual General Meeting. The consent of each nominee to act as a Director or Officer, if elected, shall be obtained.

#### 54. Finance Committee

The Board of Directors shall create a Standing Committee named the Finance Committee.

- a. The Board of Directors shall have the power to appoint and remove Committee Members of the Finance Committee.
- b. The Finance Committee shall operate within its terms of reference and mandate that the Board of Directors shall provide to it.
- c. The Treasurer and the Immediate Past Chair shall be members of the Finance Committee. At least 1 additional Director shall be a member of the Finance Committee.
- d. The chair of the Finance Committee shall be the Treasurer.
- e. The Members of the Finance Committee shall not be remunerated in respect of their participation in the Finance Committee.
- f. The Finance Committee shall meet at least 1 time per year. The Chair of the Finance Committee shall provide the Committee Members with notice of meetings of the Standing Committee during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held if sent by mail and not less than forty eight (48) hours before the day on which the meeting is to be held if sent by telephonic, electronic or other communication facilities.
- g. The Finance Committee may formulate its own rules of procedure, which shall include the following:
  - i. A quorum of the Finance Committee shall be a majority of Committee Members present in person or by electronic means.
  - ii. All decisions of the Finance Committee shall be made by Ordinary Resolution.
- h. The Finance Committee shall report to the Board of Directors.

#### 55. Executive Committee

The Board of Directors shall create a Standing Committee named the Executive Committee.

- a. The Board of Directors shall have the power to appoint and remove Committee Members of the Executive Committee.
- b. The Executive Committee shall operate within its terms of reference and mandate that the Board of Directors shall provide to it.
- c. Each of the Officers shall be members of the Executive Committee.
- d. The chair of the Executive Committee shall be the Chair.

- e. The Members of the Executive Committee shall not be remunerated in respect of their participation in the Executive Committee.
- f. The Executive Committee shall meet at least 3 times per year. The Chair of the Executive Committee shall provide the Committee Members with notice of meetings of the Executive Committee during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held if sent by mail and not less than forty eight (48) hours before the day on which the meeting is to be held if sent by telephonic, electronic or other communication facilities.
- g. The Executive Committee may formulate its own rules of procedure, which shall include the following:
  - i. A quorum of the Executive Committee shall be three (3) Committee Members present in person or by electronic means.
  - ii. All decisions of the Executive Committee shall be made by Ordinary Resolution.
- h. The Executive Committee shall report to the Board of Directors.
- i. The Executive Committee shall engage or employ a President and shall determine the responsibilities and terms of engagement or employment of the President.

#### 56. Other committees of Board of Directors

The Board of Directors may from time to time appoint any committee or other advisory body and its members as it deems necessary or appropriate for such purposes and, subject to the Act and By-Laws, with such powers as the Board of Directors shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board of Directors may from time to time make. The duties and remuneration of any such committee shall be set by the Board of Directors. Any committee may be disbanded by the Board of Directors and committee member may be removed by the Board of Directors. All committees made or appointed by the Board of Directors shall report to the Board of Directors.

## Officers of the Assiniboia Chamber

#### 57. Roles of Officers

Unless otherwise specified by the Board of Directors which may, subject to the Act, modify, restrict or supplement such duties and powers, Officers of the Assiniboia Chamber shall have the following duties and powers associated with their positions:

- a. **Chair.** The Chair shall act as a spokesperson and public representative of the Assiniboia Chamber. The Chair shall preside at all Meetings of Members, meetings of the Board of Directors and meetings of the Executive Committee. The Chair shall be an *ex-officio* member of all Standing and Special Committees. The Chair shall, subject to the authority of the Board of Directors, have general supervision of the affairs of the Assiniboia Chamber.
- b. **Immediate Past Chair.** The Immediate Past Chair shall perform such duties as shall from time to time be imposed upon him/her by the Board of Directors or the Chair.

- c. **Vice-Chair.** There shall be at least one (1) and no more than three (3) Vice-Chairs. A Vice-Chair shall perform such duties as shall from time to time be imposed upon them by the Board of Directors or the Chair. Except as the Board of Directors may otherwise resolve, the Vice-Chair who has served on the Executive Committee for the longest period of time shall, in the absence or disability of the Chair, perform the duties and exercise the power of the Chair. If such Vice-Chair is absent, the next most senior Vice-Chair shall act in their place. Should no Vice-Chair be available, the most recent and available Past-Chair shall act in their place.
- d. **Secretary.** In addition to the requirements of the Act, the Secretary shall enter or cause to be entered in the Assiniboia Chamber's minute book, minutes of all proceedings at all meetings of the Board of Directors, Members and committees of the Board of Directors; the Secretary shall give or cause to be given, as and when instructed, notices to Members, Directors, the auditors and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Assiniboia Chamber.
- e. **Treasurer.** The Treasurer shall keep or cause to be kept proper accounting records in compliance with the Act and shall be responsible to perform or supervise the performance of the following duties: the deposit of money, the safekeeping of securities and the disbursement of funds of the Assiniboia Chamber. The Treasurer shall render to the Board of Directors whenever required an account of all transactions as Treasurer and of the financial position of the Assiniboia Chamber; and the Treasurer shall have such other powers and duties as the Board of Directors, or the Chair may specify.
- f. **Other Officers.** The Board of Directors may appoint such other Officers as it deems appropriate. The powers and duties of all other Officers of the Assiniboia Chamber shall be such as the terms of their engagement call for or the Board of Directors or Chair requires of them. The Board of Directors may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

#### 58. **Officer vacancies**

In the event the Board of Directors appoints any other Officer of the Assiniboia Chamber, the Board of Directors may remove, whether for cause or without cause, any Officer so appointed, other than the Chair, Immediate Past Chair, Vice-Chair, Secretary or Treasurer. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being elected or appointed;
- b. the Officer's resignation; and
- c. the Officer's death.

If the office of any appointed Officer of the Assiniboia Chamber (other than the Chair, Immediate Past Chair, Vice-Chair, Secretary or Treasurer) shall be or become vacant, the Directors may appoint a person to fill such vacancy.

For further certainty, this provision does not apply to the Chair, Immediate Past Chair, Vice-Chair, Secretary or Treasurer or any other member of Board of Directors who shall be governed by the sections on automatic termination of director's term in office and removal by Board of Directors.

## 59. Remuneration of Directors and Officers

The Directors, Officers and Standing Committee Members of the Assiniboia Chamber shall not be remunerated for their services.

## 60. Indemnification

Every Director or Officer of the Assiniboia Chamber or other person who has undertaken or is about to undertake any liability on behalf of the Assiniboia Chamber or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Assiniboia Chamber from and against:

- a. all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability; and
- b. all other costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Assiniboia Chamber, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in paragraph (a) of this provision, the Board of Directors may approve such advance.

## Dispute Resolution

### 61. Mediation and arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Assiniboia Chamber are as much as possible to be resolved in accordance with the mediation and/or arbitration procedures as provided in these By-Laws.

### 62. Mediation/arbitration resolution mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members, or volunteers of the Assiniboia Chamber arising out of or related to the Certificate of Formation, the By-Laws, or out of any aspect of the operations of the Assiniboia Chamber is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, directors, officers, committee members, employees or volunteers of the Assiniboia Chamber as set out in the Certificate of Formation, By-Laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators where the one party appoints one mediator, the other party (or if applicable the Board of Directors) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three



mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Assiniboia Chamber is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this provision shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this provision shall be borne by such parties as may be determined by the arbitrators.

## General

### 63. Method of giving notice

Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received or served) pursuant to the Act, the Certificate of Formation, the By-Laws or otherwise to a Member, Director, Officer or Committee Member or to the auditor shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Assiniboia Chamber or in the case of notice to a Director to the latest address as shown in the last Annual Summary (as required by the Act) was sent by the Assiniboia Chamber to Corporations Canada;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as previously mentioned; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or Committee Member in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Assiniboia Chamber to any notice or other document to be given by the Assiniboia Chamber may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

**64. Invalidity of any provisions of these by-laws**

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

**65. Omissions and errors**

The accidental omission to give any notice to any Member, Director, Officer, Committee Member or auditor, or the non-receipt of any notice by any such person where the Assiniboia Chamber has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**66. By-laws or by-law amendments**

A new By-law or an amendment to the By-Laws requires approval of:

- a. the Members by Ordinary Resolution at any Meeting of the Members, provided that notice of meeting is provided to the Members in accordance with this By-Law; and
- b. the Minister.

After the Members have approved the new By-law or an amendment to the By-laws, they shall be sent to the Minister for approval in accordance with the rules established by the Minister for such approval.

The new By-law or by-law amendment shall not be in force or acted upon until the Minister has approved it.

Notice of a proposed new By-law or an amendment to the By-Laws must be in writing and sent to all Members with the notice of meeting at which such proposed amendment is put to the Members for approval. A copy of such notice must be duly entered in the books of the Assiniboia Chamber as a minute of the Assiniboia Chamber.

**67. Repeal of prior by-laws**

All previous By-Laws of the Assiniboia Chamber are repealed as of the coming into force of this By-Law. Such repeal shall not affect the previous operation of the previous By-Laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.