

**BYLAWS**  
**of the**  
**ASSINIBOIA CHAMBER OF COMMERCE**  
**(Revised April 20, 2017)**

**Article One – General**

1.1 *Definitions* In these by-laws, unless there is something in the context or the subject matter inconsistent with such interpretation, the following words and expressions, whenever capitalized, have the following meanings:

**"Act"** means *The Corporations Act* of Manitoba, R.S.M. 1987 c225 and the regulations passed pursuant to that Act and any amendments thereto or substitution therefore;

**"Annual General Meeting"** means an annual meeting of the Members of the Assiniboia Chamber;

**"Assiniboia Chamber"** means The Assiniboia Chamber of Commerce;

**"Board of Directors"** and **"Board"** mean the Board of Directors of the Assiniboia Chamber;

**"Chairman"** means the person elected or appointed to the office of chairman of the Assiniboia Chamber, in accordance with these by-laws;

**"Director"** means a director of the Assiniboia Chamber;

**"Director ex Officio"** means a Director appointed to the Board in accordance with section 3.6c.

**"Executive Committee"** means the committee constituted as provided in section 4.1 of these by-laws;

**"Finance Committee"** means the committee constituted in accordance with section 6.3 of these by-laws;

**"Member"** means a member of the Assiniboia Chamber, as described in section 2.1 by these by-laws;

**"Representative"** means the assigned individual(s) to represent the Member.

**"Nominating Committee"** means the committee constituted in accordance with section 6.2 of these by-laws;

**"Officer"** means an officer of the Assiniboia Chamber, as described in section 3.17 of these by-laws;

**"Past Chairman"** means a past chairman of the Assiniboia Chamber and **"Immediate Past Chairman"** means the Past Chairman most recently holding the office of chairman;

**"President"** means the person appointed to be the executive director of the Assiniboia Chamber, in accordance with these by-laws;

**"Secretary"** means the person elected or appointed to the office of secretary of the Assiniboia Chamber, in accordance with these by-laws;

**"Special Meeting"** means a special meeting of the Members of the Assiniboia Chamber;

**"Treasurer"** means the person elected or appointed to the office of treasurer of the Assiniboia Chamber, in accordance with these by-laws;

**"Vice Chairman"** means a person elected to the office of vice-chairman of the Assiniboia Chamber, in accordance with these by-laws.

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1.2 Interpretation The Board has the ultimate discretion over the interpretation and implementation of these by-laws.

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

1.4 Seal The official seal of the Assiniboia Chamber will be kept by the President, and affixed to such documents as required by an Officer appointed by resolution of the Board.

**Article Two – Members**

2.1 Categories There will be 3 categories of membership in the Manitoba Chamber:

- a. Category 1: any business or professional firm, corporation or individual;
- b. Category 2: retired persons (Members at time of retirement) and students (Post Secondary).
- c. Category 3: any trade association, not for profit organization, service club or religious group.

2.2 Membership Application Membership must be applied for by presentation of a written application to, and on forms supplied by, the Assiniboia Chamber and if approved by the Board, in its absolute discretion, the applicant will become a Member in the category assigned.

2.3 Suspension The board has the authority to suspend, until the next ensuing Annual General Meeting of the Assiniboia Chamber, the membership of any Member if, following a meeting of the Board concerning the Member in question, the board, by a motion carried by not less than a two-thirds majority, determines that the continued membership of that Member is prejudicial to the best interest of the Assiniboia Chamber. Such suspension will become termination of membership if a motion to this effect is presented to and ratified at the next ensuing Annual General or Special Meeting of the Assiniboia Chamber. While under suspension a Member will not be entitled to any of the rights or privileges of a Member, except that such Member will be entitled to attend the next ensuing meeting of the Assiniboia Chamber for the sole purpose of speaking to the suspension and termination of such Member.

2.4 Assignment of Membership No member may assign its membership.

2.5 Resignation Any member may withdraw from membership by submitting to the Board a written resignation and payment of all outstanding obligations to the Assiniboia Chamber.

2.6 Fees The annual membership fees will be in an amount as may from time to time be determined by board.

2.7 Fees Payable Fees will be payable to the Assiniboia Chamber with the application for membership and are payable on January 1<sup>st</sup> of each year.

2.8 Voting Rights At any Annual General or Special Meeting, each Member will be entitled to one vote. In all cases, a simple majority vote will govern, except as otherwise provided in these by-laws.

2.9 Representation At any Annual General or Special Meeting, each Member in good standing is entitled to be represented, by its Representative appointed for that purpose, to act as a voting representative. The Member may also appoint an alternate voting representative who may act during the temporary absence of the voting representative.

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2.10 Proxy A Member may assign to another Member, by a proxy signed by the Member, the Member's right to vote, but in no case may any voting representative represent more than one additional Member.

Upon presentation of the necessary proxy to the Secretary, the voting representative named therein will receive voting accreditation.

A proxy must be in such form as the Directors may prescribe; failing such prescription a proxy may be in any usual form.

2.11 Privileges of the Floor All persons who are Representatives of Member organizations will have, subject to the rules or parliamentary procedure, the privileges of the floor at all Annual General and Special Meetings, provided, however, that only the voting representative especially accredited for that purpose will be entitled to vote or introduce or second motions.

### **Article Three - Board of Directors**

3.1 Board as Governor The governing body of the Assiniboia Chamber shall be the Board of Directors. The Board shall have supervision, control and direction of the affairs of the Assiniboia Chamber, its committees and publications. The Board shall determine policies and supervise the disbursement of funds. The Board may delegate certain of its authority and responsibility to the President.

3.2 Quorum – Five (5) Board Members will constitute a quorum at any meeting of the board.

3.3 Term of Office The term of office of directors will normally be two (2) years. The term of office of Officers will normally be one (1) year, concluding at the Annual General Meeting following their election. Extensions may be granted with the Chair's recommendation at the pleasure of the Board.

3.4 Board Vacancies If a vacancy occurs on the Board, the Executive Committee, conditional on ratification by the Board, may appoint any Member (or authorized representative thereof) to fill any such vacancy for the un-expired portion of the vacating Director's term.

3.5 Absence From Board Any Director who misses three consecutive Board meetings without explanation acceptable to the Board will be deemed to have resigned.

3.6 Composition The Board will consist of the following:

- a. the Officers; and
- b. ten (10) Directors;

Other Chamber members may be invited to attend Board meeting in an ex-officio capacity,

3.7 Chairman The Chairman will act as a spokesperson and public representative of the Assiniboia Chamber. The Chairman will preside at all meetings of the Assiniboia Chamber, the Board and the Executive Committee. The Chairman will be a member ex-officio of all standing and special committees and will perform such as other duties as are usual to the office.

3.8 Temporary Absence of Chairman Except as the Board may otherwise resolve, in the event of the temporary disability or absence of the Chairman, the Vice-Chairman who has served on the Executive Committee for the longest period of time shall perform the duties of the Chairmen; provided that if such Vice-Chairman is absent the next most senior Vice-Chairman act in his or her place. Should no Vice-Chair be available, the most recent and available Past-Chair may act.

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3.9 Treasurer The Treasurer, in consultation with the President, shall prepare interim financial statements for Board and Executive Committee meetings and shall prepare and present a report at the General Annual Meeting to be approved. The Treasurer shall co-ordinate and direct the Finance Committee.

3.10 Secretary The Secretary shall:

- a. keep or have kept the minutes and proceedings of all the meetings of the Board, Executive Committee and standing or special committees of the Assiniboia of Commerce;
- b. provide to the Board, on request, a record of meetings of the Executive Committee;
- c. ensure proper care and custody of the records of the Assiniboia Chamber;
- d. attend to the publication of various reports;
- e. oversee the distribution of all policy proposals and notices of Annual General and Special Meetings to the Members, in the manner and at such times as required by these by-laws; and
- f. perform such other duties as are usual to the office.

3.11 Directors The Directors shall:

- a. serve as chairman and/or member of committees as may be required by the undertakings of the Assiniboia Chamber;
- b. maintain contact with Members
- c. attend all meetings of the Board as called by the Chairman;
- d. seek and encourage business acquaintances and associates to become Members;
- e. deal with all major policy issues;
- f. deal with all policy decisions of the Assiniboia Chamber between Annual General Meetings; and
- g. meet at least once during or immediately following the Annual General Meeting and on at least four (4) other occasions prior to the next AGM.

3.12 President The President shall be responsible for the operations and management of the Assiniboia Chamber, subject to the direction of the Board. The president shall:

- a. manage the offices of the Assiniboia Chamber, including supervising the staff;
- b. lobby on behalf of the Assiniboia Chamber and its Members;
- c. regularly visit Members and provide liaison between the Members and the Board;
- d. maintain a positive profile and relationship with the media;
- e. work in association with other business organizations as directed by the Board;
- f. provide a comprehensive report at each Board and Executive committee meeting as to the business and affairs of the Assiniboia Chamber, including its financial status;

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- g. cause the Assiniboia Chamber to employ such other staff as may be required by it from time to time, subject to the direction of the Board;
- h. organize meetings of the Executive Committee, Standing Committees and the Board of Directors;
- i. organize the Annual General Meetings, and such other business forums or focus groups as are necessary or desirable;
- j. increase the number of members; and
- k. complete other duties and assignments as the Directors may delegate.

3.13 *President to be Bonded* The President must be bonded in such an amount as is determined by the Board. The expense of furnishing such a bond will be paid by the Assiniboia Chamber.

3.14 *Signing Authority* All contracts, documents, and instruments requiring the signature of the Assiniboia Chamber must be signed on behalf of the Assiniboia Chamber by any two Officers, at least one of whom shall be the Chairman, the Immediate Past-Chairman, the President or any Vice-Chairman.

3.15 *Additional Signing Authority* In addition, the Directors from time to time by resolution authorize any person or persons either to sign, generally, contracts documents and instruments on behalf of the Assiniboia Chamber or to sign specific contracts, documents and instruments.

3.16 *Officers* The Officers of Assiniboia Chamber will be:

- a. the Chairman;
- b. the Immediate Past Chairman;
- c. one or more Vice-Chairmen (not to exceed three in numbers);
- d. the Treasurer; and
- e. the Secretary.

3.17 *Vacancies of Officers* If the position of any Officer (other than that of a Chairman) becomes vacant for any reason whatsoever, the Directors might appoint a person to fill such a position, to hold office until the next Annual General Meeting.

3.18 *Election* The Officers will be elected by a simple majority of the accredited delegates at each Annual General Meeting.

3.19 *Governance Manual* The Officers shall provide and keep current a Corporate Governance Manual for the guidance of Directors of the Assiniboia Chamber. The manual shall include up-to-date information about the Assiniboia Chamber's mission, policies and financial procedures, as well as detailed roles and responsibilities of officers and directors and terms of reference for committees. In addition the manual will contain recent minutes and financial statements, current budget and by-laws, and other information as directed by the Board.

3.20 *Officers' and Directors' Insurance* The Chamber shall purchase insurance to save harmless the Officers and Directors of the Chamber.

**Article Four - The Executive Committee**

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- 4.1 Executive Committee The Executive Committee will consist of the following:
- a. the Officers of the Assiniboia Chamber; and
  - b. one of the Past Chairmen, as selected by the Chairman.
- 4.2 Executive Committee Responsibilities The Executive Committee will be responsible for:
- a. overseeing the day to day operations of the Assiniboia Chamber;
  - b. oversight of the financial affairs of the Assiniboia Chamber;
  - c. the selection, supervision, annual evaluation, and salary review of the President; and
  - d. such other duties as the Directors may delegate it.
- 4.3 Quorum - Executive Committee Any three (3) members of the Executive Committee will constitute a quorum.
- 4.4 Emergency Powers In the case of an Emergency, the Executive Committee may exercise all powers of the Board, provided that any action taken shall be reported as soon as possible to a meeting of the Board for ratification and approval.
- 4.5 Executive Committee to Employ President The Executive Committee shall engage or employ a President and shall determine the responsibilities and terms of engagement or employment of the President.

**Article Five – Meetings**

- 5.1 Annual General Meeting The Annual General Meeting will be held each year on such a date and at such a place as determined by the Board of Directors. Notice of such Annual General Meeting must be communicated by the President to each Member not less than twenty-one (21) nor more than fifty (50) days in advance thereof.
- 5.2 Special Meetings Special Meetings may be called by the Board or any ten (10) Category 1 Members. Notice must be communicated by the President to each Member, electronically or by post, not less than twenty-one (21) nor more than fifty (50) days prior to the date of such meetings, which notice must specify the purpose for which the meeting is called, and no other business may be translated at such meetings.
- 5.3 Notice of Meetings Notices of the Annual General Meeting and of Special Meetings will be communicated to each Member electronically or by post, to such address provided by the Member and appears on the books of the Assiniboia Chamber or, if no address be given therein, then to the last address of such Member known to the Corporate Secretary. Where the provisions of this by-law as to notice have been duly observed the non-receipt of any notice by any Member will not invalidate any proceeding or transaction at any meeting.
- 5.4 Voting Voting will normally be by a show of hands, but on the request of three (3) or more accredited voting representatives, voting will be by:
- a. roll call, or
  - b. ballot; and
  - c. unless otherwise stated in these by-laws, a simple majority vote will carry any motion or resolution.

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5.6 Quorum - Meetings Accredited voting representatives from at least fifteen (15) Members will constitute a quorum at any Annual General Meeting or Special Meeting of the Assiniboia Chamber.

**Article Six – Committees**

6.1 Standing and Special Committees Standing or special committees, task forces or working groups may be appointed by the Executive Committee as required. The terms of reference and duration or appointment will be as set out by the Executive Committee and included in the Governance manual.

6.2 Nominating Committee At least ninety (90) days before each Annual General Annual Meeting the Chairman shall appoint a Nominating Committee composed of the Immediate Past Chairman as chair, any Officer and three additional Directors. The duties of the Nominating Committee will be as follows:

- a. prepare a slate of persons to fill the following offices:
  - i. the Chairman;
  - ii. the Immediate Past Chairman;
  - iii. the Vice-Chairmen (not exceeding three in number);
  - iv. the Treasurer;
  - v. the Secretary; and
  - vi. Directors as required
- b. to communicate this slate to all Members at least twenty-one (21) days prior to the Annual General Meeting and thereafter to submit this slate to the Annual General Meeting.

6.3 Finance (Audit) Committee

The Finance Committee is appointed immediately after the AGM and shall consist of at least three members, including the Treasurer and one Past Chair. The Finance Committee shall:

- Monitor Chamber finances and ensure accountability;
- Provide regular financial statements to the Executive Committee and the Board;
- Review annual business plan and budget/organizational finances;
- Provide risk management oversight;
- Arrange for an annual Audit Review by an outside agency;
- Review the Strategic Plan to ensure compliance in financial matters;
- Provide oversight of internal controls, quality standards and management information systems;
- Ensure the President makes personal contact with past due account.
- Monitor the President's compliance with policies.

6.4 Finance Committee to Advise Executive Committee It will be the duty of the Finance Committee to advise the Executive Committee in writing if it appears reasonably likely that Assiniboia Chamber will be unable to meet statutory financial obligations at any time.

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**Article Seven - Parliamentary Authority**

7.1 Rules The rules contained in the current edition of Roberts Rules of Order, as revised from time to time, will govern the Assiniboia Chamber in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules the Assiniboia Chamber may adopt.

7.2 Order of Business The order of business of Annual and Special Meetings will be fixed by the Chairman, subject to change by a majority vote of the meeting in session. The regular order of business may be changed by majority vote of two-thirds of the accredited voting representative in attendance.

**Article Eight – Amendments**

8.1 Amendments These by-laws may be amended, repealed or replaced at any Annual General or Special Meeting, by an affirmative vote of two-thirds of the voting representatives present thereat; or by the Board at any meeting thereof by two-thirds vote of the Directors then present, such amendment, repeal or replacement to become effective immediately subject, to ratification at the next Annual General Meeting.

**Article Nine – Financial**

9.1 Fiscal Year The fiscal year of the Assiniboia Chamber will end on December 31st, or as the board may from time to time decide.

9.2 Investments The Board may invest or cause to be invested funds currently surplus to requirements to earn a reasonable return while maintaining required operating liquidity and preserving principal, with the following limitations:

- (a) Approved Securities:
  - (i) obligations of, or obligations guaranteed by, the Government of Canada or its agencies
  - (ii) obligations of, or any obligations guaranteed by, any province or local government of Canada
  - (iii) Securities (e.g. Certificates of Deposit, Term Deposits, Bankers Acceptances, Bonds) of any Bank or Credit Union licensed to do business in Manitoba.
  - (iv) Mutual Funds where the Investment Objective of the Fund is similar to the objectives of this policy. Mutual Fund Investments must be approved by the President and Treasurer of the Manitoba Chambers of Commerce.
  
- (b) Risk: Issuer's long term credit rating at time of investment must be no lower than single A (or equivalent) by at least two of Dominion Bond Rating Service, Standard and Poors or Moodys.
  
- (c) Specific Exclusions: For greater clarity the following investments are specifically prohibited:
  - (i) All common and preferred stock
  - (ii) Futures, options or any derivative securities
  - (iii) Commodities
  - (iv) Any investment denominated in a foreign currency, and
  - (v) Securities convertible into stock.
  
- (d) Out of Compliance Reporting: All situations out of compliance shall be reported immediately to the Chair and the Treasurer of the Manitoba Chambers who together shall determine a resolution of the situation.



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9.3 Borrowing The Directors may:

- a. borrow money upon the credit of the Assiniboia Chamber;
- b. issue, re-issue, sell or pledge debt obligations of the Assiniboia Chamber;
- c. subject to the provisions of the Act, give a guarantee on behalf of the Assiniboia Chamber to secure performance of an obligation of any person; 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 obligation of the Assiniboia Chamber.

9.4 Financial Definitions The words "debt obligation" and "security interest" will have the same meaning as set out in the Act.

9.5 Delegation of Power The Directors may from time to time by resolution delegate to a managing Director or committee of Directors all or any of the powers conferred on the Directors by section 9.2 and 9.3 of these by-laws to the full extent thereof or as such resolution provide, except that securities may only be issued in the manner and on the terms authorized by the Directors.

9.6 Scope of Powers The powers hereby conferred will be deemed to be in supplement of and not in substitution for any power to borrow money or give to security for the purposes of the Assiniboia Chamber possessed by its Directors or Officers independently of these by-laws and in particular, are in addition to those given by section 183 of the Act.

9.7 Audit The members shall appoint Auditors at each Annual General Meeting. The Annual Report of the Auditors will be presented at the succeeding Annual General Meeting.

9.8 Retention of Documents Financial records shall be retained by the Assiniboia Chamber for a minimum of seven (7) years; all other documents and data shall be retained as required. The current address of the Assiniboia Chamber shall be the repository of all such records.

9.9 Dissolution The Assiniboia Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws. On dissolution of the Assiniboia Chamber, any funds remaining shall be distributed on an equitable basis to members in good standing of the Assiniboia Chamber of Commerce, such distribution to be specified by the Board.

ENACTED by the Board of Directors on April 20, 2017

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Warren Thompson, Chair

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Jim Forestell, Secretary