

GENERAL BY LAWS

OF

THE WINNIPEG CHAMBER OF COMMERCE

1 --- NAME

- 1.1 NAME.** The name of this body corporate is “The Winnipeg Chamber of Commerce”, hereinafter called “The Chamber”.
- 1.2 USE OF THE CHAMBER’S NAME AND LOGO.** Members may display the logo of The Chamber with a statement that they are a “Member of The Winnipeg Chamber of Commerce”.

2 --- OBJECTS

- 2.1 OBJECTS.** The objects of The Chamber are:
- (a) to serve the business community of Winnipeg and take and express positions and opinions on business issues and other public issues relevant to business on behalf of its membership.
 - (b) to provide a forum for the business community within which to develop opinions and programs which contribute to the social, economic and physical quality of life in Winnipeg, in Manitoba and in Canada.
 - (c) to promote a society and economy primarily based on competitive enterprise and on concern for the individual in our society.
 - (d) to communicate information on topical subjects of interest to members.
 - (e) to facilitate business and social contact amongst members of The Chamber.
 - (f) to undertake and carry out projects and activities consistent with the foregoing objects.

3 --- MEMBERSHIP

- 3.1 ELIGIBILITY.** Individuals and corporations and other forms of businesses and organizations ("firms") shall be eligible for membership subject to the provisions of this section.
- 3.2 MEMBER REPRESENTATIVES.** Full-time employees of Member firms shall be entitled to enjoy the privileges of The Winnipeg Chamber of Commerce. The number of ad rep contacts in the Directory profile is limited. Member firms are responsible for the acts, omissions and liabilities to The Chamber of their representatives.
- 3.3 CATEGORIES OF MEMBERSHIP.** The Board of Directors may from time to time by resolution establish categories of membership and the qualifications and dues, if any, for and benefits of such categories. Membership categories may be based upon the number of employees of the member and/or such other attributes as the Board of Directors may determine.
- 3.4 CANCELLATION.** The Board of Directors may, after thirty days' notice in writing of its intention so to do, cancel or suspend, either indefinitely or for a specific period of time or until the occurrence of any event or payment, any membership or the privileges of a representative (a) in arrears for dues or other monies owing to The Chamber for more than two months or (b) for any other cause which, following consideration of the recommendations of a hearing of the alleged cause by a committee of not less than three members appointed by the Board of Directors, at which hearing the member or representative is present and entitled to present evidence and submissions or, if absent has received not less than 14 days written notice of the hearing, is, following the report of that committee, in the opinion of the Board of Directors, just and sufficient.
- 3.5 MEMBERSHIP VOTING PRIVILEGE.** Representatives of member firms shall in any matter when the firm's official position is sought by The Chamber, vote unanimously on behalf of that firm.
- 3.6 ARREARS.** When membership dues are in arrears for sixty days or more, the privileges of such member and its representatives shall be suspended.
- 3.7 APPLICATION.** Applications for membership shall be in such form(s) as the Board of Directors or its delegate may authorize. If the membership of any person requires approval of the members or Board of Directors of The Chamber, that person shall be extended all the privileges of membership pending such approval and, if approved, shall be deemed to have been a member from the date that person's application was received by The Chamber.

4 --- DUES

- 4.1 DUES.** Membership dues shall be paid annually or monthly with the date of renewal being the anniversary date of joining the Chamber. The dues to be paid shall be in such amounts as are established by the Board of Directors and may be revised as required by that body. In the absence of a revision by the Board of Directors, the dues scale prevailing in the preceding year shall be extended, without amendment, into each next succeeding year.

5 --- THE BOARD OF DIRECTORS

COMPOSITION, RESPONSIBILITIES AND POWERS

5.1 JURISDICTION AND POWERS OF THE BOARD OF DIRECTORS. The Board of Directors shall be the Council of The Chamber and shall govern the affairs of The Chamber in accordance with these By-laws, or any other By-laws, rules or regulations, and with any resolutions or directions of The Chamber, passed or given at any general meeting of The Chamber.

The Board of Directors shall have power, subject to the aforesaid, to do all things necessary to accomplish the objects of The Chamber.

5.2 POLICY PROMOTION. When any matter of public interest upon which the adoption of some policy by The Chamber is necessary, expedient or desirable and a policy in respect thereof is approved at such a meeting by an affirmative vote of at least 75% of the members of the Board of Directors present at the meeting, The Chamber shall thereafter actively solicit and promote the acceptance of its policy by such means as the Board of Directors shall decide and direct.

5.3 FORMATION. The Board of Directors shall consist of the following voting members: --

- (a) twelve elected members of whom six shall be elected each year by the general membership at the annual elections to serve for a term of two years, or until their successors have been elected.
- (b) the members of the Executive Committee of The Chamber (who may but need not be members referred to in paragraph 5.3(a)); and
- (c) the two most immediate past Chairpersons,

and such ex-officio, non-voting members or observers from relevant community, business and government organizations and offices as the Board of Directors may from time to time approve.

5.4 NOMINATIONS. There shall be a Nominating Committee which shall be chaired by the incoming Chairperson of the Board. The Nominating Committee will also consist of the current Chairperson, the past Chairperson, the President, and up to three members at large, to be determined at the discretion of the Committee. The Committee will serve a one-year term, commencing in October immediately following the Annual Meeting. It shall be the duty of the Nominating Committee to prepare and have provided written notice to each member of The Chamber, before the 30th day of June in each year. Nominees should be broadly representative of the membership of The Chamber and be selected for their qualities of vitality, integrity, judgement and experience. Persons so nominated must have given their consent to having their names included in the list of nominations. The notice containing the list of nominations must specify the terms and conditions under which additional nominations may be made and the time when nominations shall be closed, which shall be the 15th day of July. The notice shall advise that forms for additional nominations may be obtained from the Secretary of The Winnipeg Chamber of Commerce and all such nominations must be made on the prescribed form.

Any group of members, at least five in number, may submit an additional nomination provided it contains a written indication of the acceptance by the nominee and that it reaches the office of The Chamber within the time prescribed.

5.5 RENOMINATIONS. A member of the Board of Directors, on completion of one full term of office may be renominated for an additional term but, after having served continuously for two full terms, such a member shall not be eligible to stand for election to the Board of Directors until a period of one full year has elapsed. Nothing in this section shall disqualify a person from serving on the Board of Directors if he/she is appointed to any office which automatically carries with it membership on the Board of Directors.

5.6 ELECTIONS. As soon as nominations have closed on July 15, if more nominations have been received than are required to fill the vacancies, the President of The Chamber shall cause ballots containing the names of the candidates nominated to be prepared and sent to all member representatives by no later than August 1, and shall at the same time post a list of the candidates in the office of The Chamber. Each member representative desiring to vote shall use one of the ballot forms prepared and deliver it to the office of The Chamber so that it shall be received not later than August 15. Each member representative shall be entitled to vote for six candidates and a member representative may vote for less but if he/she votes for more than six his/her ballot shall be void.

The Board of Directors shall appoint three scrutineers to supervise the counting of the ballots and these scrutineers may appoint a returning officer or officers whose certificate of the count may be accepted and acted upon by the scrutineers.

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

5.7 SCRUTINEERS REPORT. The scrutineers shall deliver a signed report to the Chairperson and the President of The Chamber on or before August 31.

5.8 ORGANIZATION MEETING OF THE BOARD OF DIRECTORS. Promptly upon receipt by the President of The Chamber, of the scrutineers' report, he/she shall cause a meeting of the new Board of Directors to be convened at which Officers and the Executive Committee, and the Board of Arbitration shall be elected for the ensuing year, and such other business transacted as may be necessary at such meeting.

5.9 COMMITTEES. The Board of Directors may from time to time appoint standing and special committees (which terms shall include committees, task forces, sections, bureaus, councils and other groups of members and others, by whatever name) (collectively in these By-laws "Committees") and shall define their powers and duties.

5.10 ABSENCE FROM MEETINGS. If any member of the Board of Directors is absent from three regular meetings of the Board of Directors in any year without permission of the Board of Directors, or reasonable cause, his/her seat shall become vacant, and the Secretary shall so report to the Board of Directors at its next meeting and the Board of Directors shall proceed to fill such vacancy.

5.11 VACANCIES. If any vacancies arise among the Officers, the Executive Committee or members of the Board of Directors by any reason, the Board of Directors may appoint a

member representative to fill the vacancy thus created for the balance of the retiring member's term.

5.12 BOARD OF DIRECTORS MEETINGS. Meetings of the Board of Directors shall be summoned by the Secretary: --

(a) when requested to do so by the Chairperson, or

(b) when requested to do so by at least three members of the Board of Directors.

5.13 NOTICE OF BOARD OF DIRECTORS MEETING. At least twenty-four hour notice of each meeting of the Board of Directors shall be given to each member of the Board of Directors. It shall not be necessary to specify in each notice the business to be considered, and any business within the jurisdiction of the Board of Directors may be done at any such meeting.

5.14 QUORUM. Not less than five of such voting members of the Board of Directors present, shall constitute a quorum of the Board of Directors and a majority of the quorum may do all things within the powers of the Board of Directors.

5.15 AFFILIATION WITH THE CHAMBER. Such organizations as are approved by the Board of Directors may, without dues, upon invitation and at the pleasure of the Board of Directors, be entitled to appoint one representative to attend one or more of the Board of Directors' meetings as an observer.

5.16 AFFILIATION WITH OTHER ORGANIZATIONS. The Board of Directors shall have the power to affiliate The Chamber with any other organization or association in which membership is deemed to be in the interests of The Chamber.

5.17 CONFIRMATION OF COMMITTEE RESOLUTIONS NECESSARY. No resolution of any Committee shall have force as binding The Chamber until confirmed by the Board of Directors of The Chamber.

5.18 MATTERS MAY BE BROUGHT BEFORE THE BOARD OF DIRECTORS. The Chairperson of any Committee shall be entitled to bring any matter relating to his/her Committee to the special attention of the Board of Directors in the first instance, and afterwards of The Chamber at a general meeting.

5.19 MEMBERS MAY ATTEND. Meetings of the Board of Directors shall be open to all members of The Chamber who may attend but who shall take no part in its proceedings unless invited to do so by the Chairperson or a majority of the Board of Directors members present at the meeting. The Chairperson may direct that any portion of a meeting shall be held *in camera* when he/she deems appropriate by virtue of the subject matter of the discussion and in such case the Chairperson may exclude persons who are not Directors and, if appropriate non-voting Directors.

5.20 WRITTEN RESOLUTIONS. A resolution in writing of the Board of Directors may be passed by the signing thereof by not less than 80% of the members of the Board of Directors and any resolution so passed is as effective as a resolution passed at a duly constituted meeting of the Board of Directors and shall be recorded in the minutes of the meeting of the Board next following the passage thereof.

6 --- THE EXECUTIVE COMMITTEE

6.1 FORMATION. The Executive Committee of the Board of Directors shall consist of:

- (a) the Chairperson of the Board of Directors;
- (b) the President;
- (c) the Immediate Past-Chairperson;
- (d) the Incoming Chairperson;
- (e) the Treasurer; and
- (f) the Executive Member appointed from the Board

6.2 JURISDICTION AND POWERS OF THE EXECUTIVE COMMITTEE. Subject to the direction of the Board of Directors, the Executive Committee shall be responsible for:--

- (a) monitoring The Chamber's operations;
- (b) previewing Board agenda items;
- (c) such specific undertakings, duties or responsibilities as may be delegated by the Board of Directors from time to time.

In the case of an emergency or if it is not practical to convene a meeting of the Board of Directors, the Executive Committee may exercise all the powers of the Board of Directors, provided that any action taken shall as soon as possible, and not later than the next regularly scheduled meeting of Board, be reported to the Board of Directors for confirmation.

6.3 ELECTION OF THE EXECUTIVE COMMITTEE. No later than June 15 in each year, the Nominating Committee shall prepare a slate of nominees for the officers and members of the Executive Committee. The slate of nominees prepared by such Nominating Committee shall be submitted to the Organization Meeting of the Board of Directors.

Any two members of the new Board of Directors may make additional nominations and if there are more than the required number of nominees, voting shall be by ballot. Concurrent with the preparation of nominations for the Executive Committee, the Nominating Committee shall also nominate the Board of Arbitration.

6.4 WRITTEN RESOLUTIONS. A resolution in writing of the Executive Committee may be passed by the signing thereof by not less than 75% of the members of the Executive Committee and any resolution so passed is as effective as a resolution passed at a duly constituted meeting of the Executive Committee and shall be recorded in the minutes of the meeting of the Executive Committee next following the passage thereof.

7 --- GOVERNANCE

7.1 CHAMBER GOVERNANCE. The Board of Directors may adopt governance models and principles that are not inconsistent with these By-laws and that are applicable to the form

and functioning of The Chamber. All Directors, Officers, employees, members, member representatives and Committees shall act consistently with such models and principles whenever possible.

8 --- OFFICERS

8.1 OFFICERS. The Officers of The Chamber shall be:

The Chairperson of the Board of Directors (who shall be designated at the pleasure of the incumbent as Chairperson, Chair, Chairwoman, or Chairman during his or her term of office); one Incoming Chairperson (who may be designated at the pleasure of the incumbents as Incoming Chairperson, Chair, Chairwoman, or Chairman); the Treasurer; the Chief Executive Officer and the Secretary; who shall be elected or appointed as outlined in these By-laws and shall have the powers specified. For Elected positions, 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.

8.2 OATHS OF OFFICE. The Chairperson and Incoming Chairperson of The Chamber shall, before entering upon the duties of their office, take and subscribe before the Mayor of Winnipeg, or before any magistrate or justice of the peace, an oath in the form following, that is to say:

“I swear that I will faithfully and truly perform my duty as Chair (or Incoming Chair) of The Winnipeg Chamber of Commerce. I shall justly and conscientiously execute my responsibilities so as to advance the cause of prosperity for all, guided by the mission, vision and values of The Winnipeg Chamber of Commerce and the principles of leadership, integrity and inclusivity. To this purpose, I commit myself wholeheartedly.”

8.3 CHAIRPERSON. The Chairperson shall preside at all meetings of the Board of Directors of The Chamber and of the Executive Committee. In the absence or resignation of the Chairperson, the Incoming Chairperson shall act in his/her place. In the absence of both the Chairperson and the Incoming Chairperson, the Board of Directors shall designate one of the other Directors to act. The Chairperson shall act as the president of The Chamber for the purpose of performing those duties prescribed for that office in the *Boards of Trade Act* R.S., 1985 c.B-6 (the "Act").

8.4 INCOMING CHAIRPERSON. The Incoming Chairperson shall in the normal course succeed the Chairperson. The Incoming Chairperson shall act as the Vice President of The Chamber for the purpose of performing those duties prescribed for that office in the *Act*.

8.5 TREASURER. The Treasurer shall be Chairman of the Finance and Audit Committee and shall have charge of the funds of The Chamber and shall deal with them as the Board of Directors shall from time to time direct, and shall perform such other duties as the Board of Directors may require.

8.6 CHIEF EXECUTIVE OFFICER. The Chief Executive Officer shall be appointed by the Board of Directors on the recommendation of the Executive Committee and his/her appointment shall be for such term as the Board of Directors shall determine subject to the pleasure of the Board of Directors. He/she shall be the Secretary of The Chamber

and shall receive such compensation as the Executive Committee shall decide. He/she shall be responsible for and shall exercise general supervision over the entire work of The Chamber and the performance of such duties as are by these By-laws implied and such other duties as the Board of Directors may determine and shall be responsible to the Executive Committee for the staff of The Chamber. The Chief Executive Officer may be titled as the President of The Chamber, provided that the Chairperson shall be and perform the duties prescribed in the *Act* for the office of president.

8.7 SECRETARY: The Chief Executive Officer of The Chamber shall normally be the Secretary although The Board of Directors may appoint another person to that office. The Secretary shall perform the duties prescribed for that office in the *Act* and such other duties as the Board of Directors may from time to time prescribe.

8.8 OTHER OFFICERS: The Board of Directors or, with the Board's approval, the Chief Executive Officer may appoint such other officers with such titles and duties as it or he or she may determine.

9 --- COMMITTEES

9.1 FORMATION OF COMMITTEES. For the purpose of furthering the objects of The Chamber, the Board of Directors shall cause such Committees as may be necessary to be organized and, if appropriate, terminated and may prescribe the membership, form, life, functions, duties and powers of each Committee.

9.2 JURISDICTION AND POWERS OF COMMITTEES. Subject to the provisions of Section 6 that provides special powers to the Executive Committee, each Committee may from time to time make recommendations to the Board of Directors respecting matters within its jurisdiction, and all decisions of a Committee must be submitted to the Board of Directors for ratification before action can be taken thereon. Without sanction of the Board of Directors no Committee or member thereof shall make public any resolution or report or in any way purport to represent or bind The Chamber by any public or private act or statement.

9.3 MEMBERSHIP OF COMMITTEES. The Board of Directors may determine that membership in a Committee shall be by appointment by the Board or Executive, open to all members and their representatives, or otherwise determined as the Board may direct.

9.4 REPORT. The Chairperson of each Committee shall report to and take direction from the Chief Executive Officer, the Board of Directors or otherwise as the Board may direct. The Chairperson of each Committee shall submit a report covering the activities and accomplishments of the Committee not less frequently than annually.

9.5 COMMITTEE GOVERNANCE. The form and functioning of each Committee shall be as directed by the Board of Directors or the Chief Executive Officer and, in the absence of any such direction, as the members of the Committee may determine but, in that event, not inconsistent with any Governance Model and principles of The Chamber. The Board of Directors may establish supervisory Committees to co-ordinate or assist in the functioning of Committees and may delegate to such supervisory Committees such functions as the Board may determine.

- 9.6 COMMITTEE EXPENDITURES.** No expenditures on account of The Chamber shall be incurred by any Committee until authorized by the Chief Executive Officer or Executive Committee of The Chamber. . If authorized by the Board of Directors or the Chief Executive Officer, a Committee may impose charges on its members and others for participation in Committee functions.
- 9.7 RESOURCES.** The Chief Executive shall allocate such resources, if any, of The Chamber as he or she deems appropriate and available for the work of a Committee

10 --- MEETINGS

- 10.1 ANNUAL MEETING.** The Annual Meeting of The Chamber shall be held in each year as the Board of Directors shall decide.
- 10.2 NOTICE OF ANNUAL MEETING.** At least five days' notice of the Annual Meeting shall be given to each member in writing or by electronic communication and such additional notice may be given as the Board of Directors may by resolution decide.
- 10.3 ORDER OF BUSINESS.** The order of business at the Annual Meeting shall be:
- (1) reading of the Minutes of the previous Annual Meeting and all special meetings held during the year;
 - (2) receiving the general report of the Board of Directors as to the activities and financial position of The Chamber during the preceding year;
 - (3) consideration of By-laws;
 - (4) resolutions;
 - (5) appointment of auditors;
 - (6) such other business as may properly be brought before the meeting.
- 10.4 ANNUAL REPORT.** A general report respecting the activities of The Chamber and its financial position and financial statements shall be submitted at the Annual Meeting.
- 10.5 REGULAR GENERAL MEETING.** During each year quarterly general meetings of The Chamber (one of which may be the Annual meeting) shall be held at such time(s) and place(s) as the Executive Committee or the Board of Directors may decide.
- 10.6 NOTICE OF REGULAR GENERAL MEETINGS.** At least two days' notice in writing or by electronic means of Regular General meetings shall be given to each member, and such additional notice may be given as the Board of Directors may decide. Notice of such meetings shall indicate the purpose thereof and the general nature of matters to be brought forward.
- 10.7 SPECIAL GENERAL MEETINGS.** Special general meetings of The Chamber may be called at any time by the Board of Directors for the transaction of such business as may be specified in the notice.

- 10.8 NOTICE OF SPECIAL GENERAL MEETINGS.** At least two days' notice in writing or by electronic means of a special general meeting, specifying the purpose of the meeting, shall be given to every member, except in cases of emergency.
- 10.9 NOTICE OF ADJOURNED MEETINGS.** When a meeting is adjourned for more than 48 hours, a notice shall be given to all members of the time and place of the adjourned meeting as if the meeting were being called for the first time.
- 10.10 QUORUM AT GENERAL MEETING.** A majority of the members present at any annual or general meeting are competent to do and perform all acts that are or shall be directed to be done at the meeting.
- 10.11 RESOLUTIONS.** At all meetings of The Chamber, all resolutions shall be submitted in writing and be signed by a mover and a seconder.
- 10.12 RULES OF ORDER.** At all meetings the Rules of Order of the Legislative Assembly of Manitoba shall be applied by the Chairperson insofar as the same are applicable.

11 --- GENERAL

- 11.1 BY-LAWS, RULES AND REGULATIONS.** The By-laws of this Chamber may be altered or amended at any annual or general meeting of The Chamber, provided that notice of such proposed changes or amendments has been given in writing by one member and seconded by another member at a previous meeting and recorded in the minutes of that meeting.
- The Board of Directors shall frame such By-laws, rules and regulations as appear to it best adapted to promote the welfare of The Chamber and shall submit them for adoption at a general meeting called for that purpose.
- 11.2 AUDITORS.** The Chamber shall annually appoint a firm of chartered accountants to be auditors for The Chamber.
- 11.3 FINANCIAL YEAR.** The financial year of The Chamber shall end on the last day of June in each year.
- 11.4 MONTHLY FINANCIAL STATEMENT.** The Chief Executive Officer shall prepare summarized financial statements, and following presentation of the statements to the Board of Directors, shall be open to inspection by any member of The Chamber at any time during the hours that the offices of The Chamber are open.
- 11.5 NOTICES.** Any written notice or notices required by these By-laws, or desired to be given shall be deemed to have been sufficiently given when mailed or sent electronically to the last address recorded in the records of The Chamber, addressed to the member or member representative concerned, and the unintentional omission or mis-direction of notice to any one entitled thereto shall not invalidate any action taken or approval given or the validity of the proceedings of any meeting.
- 11.6 PUBLICITY.** Committees shall submit to the Board of Directors for approval all information or matters intended to be communicated in a manner designed to attract

general attention in which the name of The Winnipeg Chamber of Commerce is to be used either separately or as a part of or in association with some other name, and no such information or material shall be made public or otherwise used until approved by the Board of Directors.

- 11.7 SIGNATURES.** The Board of Directors shall by resolution prescribe how agreements, cheques, letters and other documents shall be signed.
- 11.8 SURETY BONDS.** The Board of Directors shall procure corporate surety bonds for all employees and officers who handle Chamber funds.
- 11.9 INTERPRETATION.** The provisions of these By-laws are in addition to any requirements imposed by the *Act*. In the event of any conflict between the provisions of these By-laws and any mandatory provisions of the *Act*, the *Act* shall prevail. Because the *Act* prescribes duties to the office of president that the Chairperson as described in these By-laws normally performs for The Chamber and The Chamber confers the title "President" on its Chief Executive Officer, the individual who is the Chairperson of The Chamber shall perform all the duties prescribed by the *Act* to be performed by the president and the individual holding the title "President" of The Chamber shall not be the "president", as described in the *Act*, for those purposes.