

**BY-LAW NO. 1**

**GENERAL BY- LAW**

**OF**

**THE WINNIPEG CHAMBER OF COMMERCE**

**WHEREAS** The Winnipeg Chamber of Commerce was incorporated as a body corporate the 3<sup>rd</sup> day of February, 1879 under the *Boards of Trade Act*, now R.S.C., 1985, c.B-6 (the "**Act**");

**AND WHEREAS** this By-law amends and replaces any previous general by-law of The Winnipeg Chamber of Commerce;

**BE IT ENACTED** as By-law No. 1 of The Winnipeg Chamber of Commerce as follows:

**1 --- NAME**

- 1.1 NAME.** The name of this body corporate is The Winnipeg Chamber of Commerce ("**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; and
- (f) to undertake and carry out projects and activities consistent with the foregoing objects.

### 3 --- MEMBERSHIP

- 3.1 ELIGIBILITY.** Individuals as well as corporations and other forms of businesses and organizations ("**firms**") shall be eligible for membership subject to the provisions of this Article 3.
- 3.2 MEMBER REPRESENTATIVES.** Employees of member firms shall be entitled to enjoy the privileges of The Chamber. Member firms are responsible to The Chamber for the acts, omissions and liabilities 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, dues, if any, and benefits of such categories. Membership categories may be based upon the number of employees of the member firm and/or such other attributes as the Board of Directors may determine.
- 3.4 CANCELLATION.** The Board of Directors may, after thirty (30) 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 member or a representative of a member firm (a) in arrears for dues or other monies owing to The Chamber for more than sixty (60) days 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 (3) persons appointed by the Board of Directors, at which hearing the member or, if a member firm, its representative, is present and entitled to present evidence and submissions or, if absent has received not less than fourteen (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 ASSIGNMENT.** No member may assign or transfer its membership.
- 3.6 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 the Board of Directors, 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 from time to time by the Board of Directors.

## 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 this By-law, any other by-laws, rules or regulations of The Chamber, passed or given at any general meeting of The Chamber.

The Board of Directors shall have the 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 (i) at such a meeting by an affirmative vote of at least seventy-five (75%) percent of the voting Directors present at the meeting or (ii) by receipt by way of electronic transmission of an affirmative vote from at least seventy-five (75%) percent of the voting Directors, 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.** To be a voting Director an individual must be a member of The Chamber or an employee of a member firm of The Chamber. The Board of Directors shall consist of the following:

- (a) a minimum of fifteen (15) individuals and a maximum of nineteen (19) individuals; and
- (b) the two (2) most immediate past Chairs.

In addition, the Board of Directors may approve from time to time individuals who are representatives or observers from relevant community, business and governmental organizations to be *ex-officio* to the Board of Directors, each of whom is a Director subject to the provisions of this By-law and such other guidelines as may be adopted by the Board of Directors from time to time but has no vote.

**5.4 TERM.** An individual elected as a Director shall serve for a term of one (1) year and, except as hereinafter provided, shall serve no more than four (4) consecutive terms, provided:

- (a) a partial term, such as filling a vacancy, shall not be considered within the four (4) consecutive terms;
- (b) an individual serving as an officer of The Chamber shall be eligible to continue to serve as a Director during the period such individual is an officer of The Chamber but in no event for more than eight (8) consecutive terms.

**5.5 NOMINATIONS.** There shall be a nominating committee (the "**Nominating Committee**") which shall be chaired by the Incoming Chair. The Nominating Committee will also consist of the current Chair, the past Chair, the President, and, to be determined at the discretion of the Board of Directors, up to three (3) other individuals, each of whom must be a member or a representative of a member firm. 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 15<sup>th</sup> day of July. The notice shall advise that forms for additional nominations may be obtained from the Secretary of The Chamber and all such nominations must be made on the prescribed form.

Any group of members, at least twenty (20) 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.

- 5.6 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/CEO shall cause ballots containing the names of the candidates nominated to be prepared and sent to all members 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 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 shall be entitled to vote for up to but no more than the number of individuals required to fill the then vacancies on the Board of Directors.

The Board of Directors shall appoint three (3) 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 Chair and the President/CEO on or before August 31.
- 5.8 ORGANIZATION MEETING OF THE BOARD OF DIRECTORS.** Promptly upon receipt by the President/CEO of the scrutineers' report, the President/CEO shall cause a meeting of the new Board of Directors to be convened at which the Officers and the Executive Committee shall be appointed 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) (each individually a "**Committee**" and collectively "**Committees**") and shall define their powers and duties.
- 5.10 VACATION OF OFFICE.** A Director ceases to hold office when:

- (a) the Director dies;
- (b) the Director is removed from office pursuant to Section 5.11 hereof;

- (c) the Director ceases to be qualified for election as a Director;
- (d) the Director's written resignation is sent or delivered to The Chamber, or if a time is specified in such resignation, at the time so specified, whichever is later;
- (e) the Director, or the member firm which the Director represents, ceases to be a member of The Chamber; or
- (f) the Director is not re-elected and the Director's successor is elected.

**5.11 REMOVAL OF DIRECTOR.** Provided there is an affirmative vote of at least ninety (90%) percent of the Directors, the Board of Directors shall have the power to rescind and terminate a Director's election as a Director, and appoint a replacement to fill the resulting vacancy for the unexpired term of such Director, in the following instances:

- (a) within the term for which the Director has been elected, the Director has been absent for three (3) meetings of the Board of Directors without permission of the Board of Directors or without reasonable cause;
- (b) the Director has demonstrated unethical behavior which is contrary to any code of ethics, or similar instrument, of The Chamber;
- (c) the Director has breached the terms and conditions of any confidential agreement, or similar instrument, of The Chamber to which such Director is a party; and
- (d) the actions of the Director, prior to or during the term of the Director, have been determined by the Executive Committee to be contrary to the objects of The Chamber as provided for in Section 2.1 hereof and such determination has been communicated to the Board of Directors.

**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 Chair; or
- (b) when requested to do so by at least three (3) Directors.

**5.13 NOTICE OF BOARD OF DIRECTORS MEETING.** At least twenty-four (24) hour notice of each meeting of the Board of Directors shall be given to each Director. 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.** Fifty (50%) percent of the voting 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.
- 5.18 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 Chair or a majority of the Directors present at the meeting. The Chair may direct that any portion of a meeting shall be held *in camera* when the Chair deems appropriate by virtue of the subject matter of the discussion and in such case the Chair may exclude persons who are not Directors.
- 5.19 WRITTEN RESOLUTIONS.** The powers of the Board of Directors or a Committee may be exercised by a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors or of a Committee, and the resolution shall:
- (a) be effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director signed the resolution; and
  - (b) be kept with the minutes of the proceedings of the Board of Directors or Committee, as the case may be.
- 5.20 MEETINGS BY TELEPHONE.** If all of the then present Directors or committeepersons, as the case may be, consent, a Director or committeeperson, as the case may be, may participate in a meeting of the Board of Directors or of a Committee, as the case may be, by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other and a Director or a committeeperson, as the case may be, participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board of Directors and of Committees held while a Director or a committeeperson, as the case may be, holds office.

## 6 --- THE EXECUTIVE COMMITTEE

- 6.1 FORMATION.** The Executive Committee of the Board of Directors shall consist of:
- (a) the Chair of the Board of Directors;
  - (b) the President/CEO, who shall act as secretary of the Executive Committee and shall be non-voting;
  - (c) the Immediate Past Chair;
  - (d) the Incoming Chair;
  - (e) the Treasurer; and
  - (f) one (1) other Director.

**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 of Directors agenda items;
- (c) such specific undertakings, duties or responsibilities as may be delegated from time to time to it by the Board of Directors.

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 the Board of Directors, 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 to the Executive Committee and shall submit such slate to the Board of Directors.

Any two (2) Directors may make additional nominations and if there are more than the required number of nominees, voting shall be by ballot.

## 7 --- GOVERNANCE

**7.1 CHAMBER GOVERNANCE.** The Board of Directors may adopt governance models and principles that are not inconsistent with this By-law and that are applicable to the form and functioning of The Chamber. All Directors, Officers, employees, members, representatives of a member and Committees shall act consistently with such models and principles whenever possible.

## 8 --- OFFICERS

**8.1 OFFICERS.** The Officers of The Chamber shall be:

- (a) the Chair of the Board of Directors;
- (b) the Incoming Chair;
- (c) the Treasurer;
- (d) the President/CEO;

who shall be elected or appointed as outlined in this By-law and shall have the powers specified. For elected positions, they shall take office immediately following the Annual Meeting and shall hold office for one (1) year or until their successors shall have been duly elected or appointed.

**8.2 OATHS OF OFFICE.** Each of the Chair and Incoming Chair shall, before entering upon the duties of 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 CHAIR.** The Chair 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 Chair, the Incoming Chair shall act in the Chair's place. In the absence of both the Chair and the Incoming Chair, the Board of Directors shall designate one of the other Directors to act. The Chair shall act as the president of The Chamber for the purpose of performing those duties prescribed for that office in the Act.

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

**8.5 TREASURER.** The Treasurer shall be chairperson 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 PRESIDENT/CEO.** The President/CEO shall be appointed by the Board of Directors on the recommendation of the Executive Committee and the appointment of the President/CEO shall be for such term as the Board of Directors shall determine subject to the pleasure of the Board of Directors. The President/CEO shall also serve as the Secretary of The Chamber. The President/CEO shall receive such compensation as the Executive Committee shall from time to time decide. The President/CEO 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 this By-law 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.

**8.7 SECRETARY:** The President/CEO 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 the President/CEO with the Board of Directors' approval, may appoint such other officers with such titles and duties as it or the President/CEO 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 Article 6 that provides 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 committeeperson 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 participation in a Committee shall be by appointment by the Board of Directors or Executive Committee, open to all members and their representatives, or otherwise determined as the Board of Directors may direct.
- 9.4 REPORT.** The chair of each Committee shall report to and take direction from the President/CEO, the Board of Directors or otherwise as the Board of Directors may direct. The chair 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 President/CEO and, in the absence of any such direction, as the Committee may determine but, in that event, not inconsistent with any policies and principles of The Chamber.
- 9.6 COMMITTEE EXPENDITURES.** No expenditures on account of The Chamber shall be incurred by any Committee until authorized by the President/CEO or Executive Committee. If authorized by the Board of Directors or the President/CEO, a Committee may impose charges on its committee members and others for participation in Committee functions.
- 9.7 RESOURCES.** The President/CEO shall allocate such resources, if any, of The Chamber as the President/CEO 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 (5) 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 (2) 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 (2) 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 forty-eight (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 ACTION BY MEMBERS AT MEETINGS.** At an annual or general meeting of members a majority of members present at the meeting are competent to do and perform all acts that, either under the Act or under this By-law or under any other by-laws of The Chamber, are or shall be directed to be done at a 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 Chair insofar as the same are applicable.

## 11 --- GENERAL

- 11.1 AMENDMENT OF BY-LAWS.** The by-laws of The 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 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 professional 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 President/CEO 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 INTERPRETATION.** The provisions of this By-law are in addition to any requirements imposed by the Act. In the event of any conflict between the provisions of this By-law and any mandatory provisions of the Act, the Act shall prevail. Because the Act prescribes duties to the office of the president that the Chair as described in this By-law normally performs and because The Chamber confers the title "President" on its Chief Executive Officer, the individual who is the Chair shall perform all the duties prescribed by the Act to be performed by the president and the individual holding the title "President" shall not be the "president", as described in the Act, for those purposes.
- 11.9 DISSOLUTION.** Upon dissolution of The Chamber, the property and funds remaining once debts and liabilities are settled, shall be distributed among such not-for-profit organizations having similar objects in the City of Winnipeg as the Board of Directors may decide, provided such distribution of property and funds receives an affirmative vote of seventy-five (75%) percent of the voting Directors.
- 11.10 EFFECTIVE DATE.** This By-law shall come into force when confirmed by the members in accordance with the Act.

**ENACTED** this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

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Chair – Wadood Ibrahim

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Treasurer – Scott Sissons