

# BYLAWS



**MANITOBA  
CHAMBERS OF  
COMMERCE**

Amended at the 88th Annual General Meeting  
May 2nd, 2019

## Table of Contents

### Article One – General

1.1	Definitions
1.2	Interpretation
1.3	Purpose
1.4	Seal
1.5	Head Office

### Article Two – Members

2.1	Categories
2.2	Membership Application
2.3	Suspension
2.4	Assignment of Membership
2.5	Resignation
2.6	Notwithstanding Clause
2.7	Board Final Arbiter
2.8	Dues
2.9	Dues payable
2.10	Voting Rights
2.11	Representation
2.12	Proxy
2.13	Privileges of the Floor

### Article Three – Board of Directors

3.1	Board as Governor
3.2	Size of Board
3.3	Quorum – Board
3.4	Term of Office
3.5	Board Vacancies
3.6	Absences from Board
3.7	Composition of Board
3.8	Manitoba Chambers Chair
3.9	Temporary Absence of Chair
3.10	Voting
3.11	Treasurer
3.12	Treasurer to direct Audit Committee
3.13	Secretary
3.14	Legal Counsel
3.15	President to be Bonded
3.16	Signing Authorities
3.17	Additional Signing Authorities
3.18	Remuneration
3.19	Officers
3.20	Vacancies of Officers
3.21	Election
3.22	Corporate Governance Manual

#### Article Four - The Executive Committee

4.1	Executive Committee
4.2	Executive Committee Responsibilities
4.3	Quorum - Executive Committee
4.4	Executive Committee to Engage or Employ President

#### Article Five - Meetings

5.1	Annual General Meeting
5.2	Special Meetings
5.3	Notice of Meetings
5.4	Duties of Voting Representatives
5.5	Policy Resolutions
5.6	Introduction of Policy Resolutions in Emergency
5.7	Saving Clause
5.8	Life of Policy Resolutions
5.9	Voting
5.10	Quorum - General meetings
5.11	In-Camera Sessions

#### Article Six - Committees

6.1	Standing and Special Committees
6.2	Policy Committee
6.3	Policy Committee to Examine Resolutions
6.4	Policy Session Chair
6.5	Nominating Committee
6.6	Audit Committee
6.7	Audit Committee to Advise Executive Committee

#### Article Seven - Parliamentary Authority

7.1	Rules
7.2	Order of Business

#### Article Eight - Amendments

8.1	Amendment of By-laws
-----	----------------------

#### Article Nine - Financial

9.1	Fiscal Year
9.2	Investments
9.3	Borrowing
9.4	Financial Definitions
9.5	Delegation of Power
9.6	Scope of Powers
9.7	Audit
9.8	Retention of Documents
9.9	Dissolution

**ARTICLE ONE  
GENERAL**

The Manitoba Chambers of Commerce represents the Chamber movement in Manitoba. This document is the Manitoba Chambers' by-laws.

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, C.C.S.M c.C225 and the regulations passed pursuant to that Act and any amendments thereto or substitutions therefor;

**“Annual General Meeting”** means an annual meeting of the Members of the Manitoba Chambers;

**“Board of Directors”** and **“Board”** mean the Board of Directors of the Manitoba Chambers;

**“Chair”** means the person elected or appointed to the office of Chair of the Manitoba Chambers, in accordance with these by-laws;

**“Corporate Secretary”** means the person elected or appointed to the office of corporate secretary of the Manitoba Chambers, in accordance with these by-laws;

**“Director”** means a director of the Manitoba Chambers;

**“Director at Large”** means a Director elected or appointed to the Board in accordance with subsection 3.7(b)(iii) of these by-laws;

**“Executive Committee”** means the committee constituted in accordance with these by-laws;

**“Audit Committee”** means the committee constituted in accordance with subsection 6.7 of these by-laws;

**“Legal Counsel”** means the person elected or appointed to provide the Board with legal advice in all matters affecting the Chambers.

**“Local Chamber”** means a Chamber of Commerce in Manitoba which is a member in good standing of the Manitoba Chambers

**“Manitoba Chambers”** means The Manitoba Chambers of Commerce;

**“Member”** means a member of the Manitoba Chambers as defined in subsection 2.1 of these by-laws;

**“Nominating Committee”** means the committee constituted in accordance with subsection 6.6 of these by-laws;

**“Officer”** means an officer of the Manitoba Chambers, as defined in subsection 3.19 of these by-laws;

**“Past Chair”** means a person who has served at least one full term as Chair of the Manitoba Chambers of Commerce or, if service was prior to 2002, as President of the Manitoba Chambers of Commerce, and remains a member in good standing of the Manitoba Chambers.

**“Immediate Past Chair”** means the Past Chair most recently holding the office of Chair;

**“Policy Committee”** means the committee constituted in accordance with subsection 6.2 of these by-laws;

**“President”** means the person appointed to the office of president of the Manitoba Chambers in accordance with these by-laws. The President is the Chief Executive Officer (CEO) of the Manitoba Chambers;

“**Special Meeting**” means a special meeting of the Members of the Manitoba Chambers;

“**Treasurer**” means the person elected or appointed to the office of treasurer of the Manitoba Chambers in accordance with these by-laws;

“**Vice-Chair**” means a person elected or appointed to the office of vice-Chair of the Manitoba Chambers in accordance with these by-laws.

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

1.3 Purpose The Manitoba Chambers will focus its efforts on the broad spectrum of the Manitoba economy and not be limited by political, regional, sectoral or factional concerns.

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

1.5 Head Office The Manitoba Chambers’ Head Office shall be maintained in the City of Winnipeg in the Province of Manitoba in a location to be determined by the Board

## **ARTICLE TWO MEMBERS**

2.1 Categories There shall be 3 categories of membership in the Manitoba Chambers:

- (a) Category 1: Organizational Members
- (b) Category 2: Corporate Members
- (c) Category 3: Associate Members

Category 1 - Organizational Members: Organizational Members which shall be geographically-based chambers of commerce and boards of trade whose membership is broadly-based and not restricted to a specific type or types of organization(s). This category does not include organizations based on sector, ethnicity, gender, or other.

Rights and privileges are defined as follows:

- (a) Voting at MCC General Meetings (includes both Annual Meetings and Special Meetings).
- (b) Call for Special Meetings.
- (c) MCC Policy Submissions for Discussion at the Annual Meeting.
- (d) MCC Policy Discussion Participation at Annual Meeting.
- (e) MCC Committee Participation.
- (f) MCC Communications Recipient.
- (g) MCC Affinity Program Access (for organization and its members)

Category 2 - Corporate Members: Corporate Members which shall be corporations, firms, and partnerships associated with the business and professional life in Manitoba.

Rights and privileges are defined as follows:

- (a) Voting at MCC General Meetings (includes both Annual Meetings and Special Meetings) on all matters except policy resolutions.
- (b) MCC Policy Discussions, including non-voting participation in debates at the Annual General Meeting.
- (c) MCC Board and Committee Participation.
- (d) MCC Communications.
- (e) MCC Affinity Program Access (for corporation and its staff).

Category 3 - Associate Members: Associate Members which shall be business, trade, and professional organizations that do not represent a defined geographic area and whose membership is not broad-based and is restricted to a specific type or types of organization(s).

Rights and privileges are defined as follows:

- (a) MCC Policy Discussions
- (b) MCC Communications
- (c) MCC Affinity Programs (strictly for their organization and employees)

2.2 Membership Application: Membership must be applied for by presentation of a written application to, and on forms supplied by, the Manitoba Chambers 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 or Special Meeting, 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 of the Members present, determines that the continued membership of that Member is prejudicial to the best interest of the Manitoba Chambers. 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. 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 Manitoba Chambers 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 Manitoba Chambers.

2.6 Notwithstanding Clause Notwithstanding any other provisions of these by-laws, no business, firm or corporation will be permitted to become a Category 2 Member of the Manitoba Chambers or remain such a Member in good standing unless such business, firm or corporation is also a Member in good standing of a local chamber of commerce which is a Member in good standing of the Manitoba Chambers. Despite the foregoing, where there is no local chamber of commerce in the place where the business, firm or corporation operates, the Board may dispense with the application of this section 2.6 to such Member.

2.7 Board Final Arbitrator In any disagreement as to what constitutes a local chamber, the Board will be the final arbitrator.

2.8 Dues The annual membership dues will be in an amount as may from time to time be determined by the Board.

2.9 Dues Payable Dues will be payable to the Manitoba Chambers with the application for membership and are payable on the following basis:

- (a) Category 1 members: January 1st of each year;
- (b) Category 2 and 3 members: on the anniversary date of joining the Manitoba Chambers; or (as the Board may from time to time determine.)
- (c) Membership dues are not refundable

2.10 Voting Rights At any Annual General Meeting or Special Meeting, each Category 1 Member in good standing will be entitled to one vote. In all cases a simple majority vote will govern, except as otherwise provided in these by-laws. Each Category 2 Member in good standing is entitled to one vote at all Annual General Meetings and Special Meetings respecting all matters except policy resolutions. Category 3 Members are not entitled to a vote at any meeting.

2.11 Representation At any Annual General Meeting or Special Meeting, each Category 1 Member in good standing is entitled to be represented by its members appointed for that purpose, one of whom must be appointed by a certificate signed by the secretary and chair of that Category 1 Member to act as a voting representative of that chamber. It may also appoint an alternate voting representative who may act during the temporary absence of the voting representative.

2.12 Proxy A Category 1 Member in good standing may assign to another Category 1 Member in good standing, by a proxy signed by the Member's secretary, its right to vote, but in no case may a voting representative represent more than that representative's own and one other chamber.

- (a) Upon presentation of the necessary proxy to the Corporate Secretary, the voting representative named therein will receive voting accreditation.
- (b) A proxy must be in such form as the Directors may prescribe; failing such prescription a proxy may be in any usual form.

2.13 Privileges of the Floor All persons who are members of Member organizations will have, subject to the rules of parliamentary procedure, the privileges of the floor at all Annual General Meetings 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 Manitoba Chambers shall be the Board of Directors. The Board shall have supervision, control and direction of the affairs of the Manitoba Chambers, 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 Executive Committee.

3.2 Size of Board The Board shall consist of a minimum of 20 and a maximum of 25 members (as detailed in 3.7 below) all of whom shall reside in the province of Manitoba.

3.3 Quorum - Board Seven (7) Directors will constitute a quorum at any meeting of the Board.

3.4 Term of Office The term of office of Directors other than Officers will be two (2) years concluding at the second Annual General Meeting following their election or appointment. Directors may serve for up to three consecutive terms of

office and may then return to the Board after an absence of one full term. (See 3.21 for term of office for Officers.)

3.5 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 unexpired portion of the vacating Director's term.

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

3.7 Composition The Board will consist of the following:

- (a) the Officers; and
- (b) Directors representing the Category 1 Members and elected as follows:
  - (i) Up to eight (8) directors to be elected by majority vote of the Category 1 Members at each Annual General Meeting. It will be the responsibility of the Nominating Committee to prepare, in consultation with the Category 1 Members, a slate of candidates to fill these positions and to communicate this slate to all Category 1 Members at least twenty-one (21) days prior to the Annual General Meeting and thereafter to submit this slate to the Annual General Meeting. No Local Chamber shall nominate more than one candidate;
  - (ii) Up to eight (8) directors elected from a list of corporate member candidates prepared by the Nominating Committee. It will be the responsibility of the Nominating Committee to prepare a slate of candidates and to communicate this slate to all Category 1 and 2 Members at least twenty-one (21) days prior to the Annual General Meeting and thereafter to submit this slate to the Annual General Meeting;
  - (iii) Up to two (2) Directors representing the Past-Chairs, to be elected by majority vote of the Members at each Annual General Meeting. It will be the responsibility of the Executive Committee to prepare a slate of persons from among the Past Chairs to serve as Directors, 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.

3.8 Manitoba Chambers Chair The Chair will preside at all meetings of the Manitoba Chambers, the Board and the Executive Committee. The Chair will be a member ex-officio of all standing and special committees and will perform such other duties as are usual to the office including, but not limited to, those set out in the Corporate Governance Manual. The term of office for the Chair shall normally be one year and shall not exceed two consecutive years.

3.9 Temporary Absence of Chair Except as the Board may otherwise resolve, in the event of the temporary disability or absence of the Chair, the Vice-Chair who has served on the Executive Committee for the longest period of time shall perform the duties of the Chair; provided that if such Vice-Chair is absent the next most senior Vice-Chair shall perform those duties.

3.10 Voting Decisions of the Board shall be arrived at by a simple majority of Board members present (including those attending by teleconference), taken by voice or show of hands unless a secret ballot is requested by any Director. In case of an equal vote, the Chair shall be entitled to cast a deciding vote, otherwise the motion shall be lost

3.11 Treasurer The Treasurer, in consultation with the Chair, shall prepare or have prepared interim financial statements for Board and Executive Committee meetings and shall present a report at the Annual General Meeting for approval. The Treasurer will oversee the investment of funds of the Chamber as directed by the Board of Directors in accordance with subsection 9.2.

3.12 Treasurer to Direct Audit Committee The Treasurer shall also co-ordinate and direct the Audit Committee. The



proposed budget for the following fiscal year will be presented for approval at the first meeting of the Board as is practicable, prior to the end of each fiscal year. The duties of the Treasurer are further detailed in the Corporate Governance manual.

3.13 Secretary The Corporate Secretary shall keep or have kept the minutes and proceedings of all the meetings of the Board, Executive Committee and standing or special committees of the Manitoba Chambers. The duties of the Secretary are further detailed in the Corporate Governance Manual.

3.14 Legal Counsel The Legal Counsel shall provide legal advice from time to time as required by the Directors or the Executive Committee for the purposes of the Manitoba Chambers. The duties of the Legal Counsel are further detailed in the Corporate Governance Manual.

3.15 President to be Bonded The President shall be bonded in such an amount as is determined by the Board. The expense of furnishing such a bond will be paid by the Manitoba Chambers.

3.16 Signing Authority All contracts, documents, and instruments requiring the signature of the Manitoba Chambers must be signed on behalf of the Manitoba Chambers by any two Officers, at least one of whom shall be the Chair, the Immediate Past Chair, the President or any Vice-Chair.

3.17 Additional Signing Authority In addition, the Directors may from time to time by resolution authorize any person or persons either to sign, generally, contracts documents and instruments on behalf of the Manitoba Chambers or to sign specific contracts, documents and instruments.

3.18 Remuneration No Director shall receive remuneration from the Manitoba Chambers except for authorized out-of-pocket expenses.

3.19 Officers The officers of the Manitoba Chambers are:

- (h) the Chair;
- (i) the Immediate Past Chair;
- (j) one or more Vice-Chairs (not to exceed two in number);
- (k) the Treasurer;
- (l) the Legal Counsel; and
- (m) the Corporate Secretary.

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

3.21 Election The Officers will be elected by a simple majority of the accredited delegates at each Annual General Meeting. Officers shall be elected for a three-year term and may serve up to two consecutive terms.

3.22 Corporate Governance Manual The Officers shall provide and keep current a manual for the guidance of Directors of the Manitoba Chambers. The manual shall include up-to-date information about the Manitoba Chambers' 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.

## **ARTICLE FOUR THE EXECUTIVE COMMITTEE**

4.1 The Executive Committee will consist of the Officers of the Manitoba Chambers.

4.2 Executive Committee Responsibilities It shall be the responsibility of the Executive Committee to carry out the duties of the Board of Directors between meetings of the Board. In the case of an emergency, the Executive Committee may exercise all the 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.

4.3 Quorum – Executive Committee. - Four (4) members of the Executive Committee will constitute a quorum at any meeting of the Executive Committee.

4.4 Executive Committee to Engage or 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 shall be held each year on such date and at such place as determined by the Board of Directors. Notice of such Annual General Meeting must be appropriately communicated by the President to each Member not less than twenty-one (21) but not 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 appropriately communicated by the President to each Member not less than twenty-one (21) but not 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 transacted at such meetings.

5.3 Notice of Meetings Notices of the Annual General Meeting and of Special Meetings shall be appropriately communicated to each Member to such address for the Member as appears on the books of the Manitoba Chambers 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 subsection 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 Duties of Voting Representatives It shall be the duty of the voting representatives at each Annual General Meeting to:

- (a) review, and if deemed proper, approve the annual financial statements for the Manitoba Chambers' immediately preceding fiscal year, and the Auditor's report thereon;
- (b) consider, and if deemed proper, ratify and confirm the decisions and actions of the Board since the last Annual General Meeting;
- (c) elect the Officers and Directors as required;
- (d) review the existing policies in relationship with new and changed circumstances since the time the policies were established;
- (e) delete policies which:
  - (i) are no longer applicable or consistent with the objectives of the Manitoba Chambers, or
  - (ii) have become redundant either through the passage of time or their purpose having been satisfied; and

- (f) adopt and/or establish policies based on events, circumstances and activities that have occurred since the last Annual General Meeting.

5.5 Policy Resolutions No policy resolution may be discussed at any Annual General Meeting unless:

- (a) it is provincial or national in character, timely in importance and general in application to both economic and public well-being; and
- (b) has either:
  - (i) been submitted by a Category 1 Member in writing to the Policy Committee at least sixty (60) days before the Annual General Meeting, and approved by the Policy Committee for compliance with subsection 5.5(a) hereof; or
  - (ii) is proposed by the Board or the Executive Committee or the Policy Committee; and
- (c) has been appropriately communicated to all Members at least twenty-one (21) but not more than fifty (50) days prior to the Annual General Meeting.

5.6 Introduction of Policy Resolutions in Emergency Notwithstanding any provision contained herein, in the case of an emergency, a Local Chamber, the Board, the Executive Committee or the Policy Review Committee may introduce policy resolutions to a duly constituted meeting of Members without previous notice to Members.

5.7 Saving Clause At the Annual General Meeting or a Special Meeting, any subject, even though it has not satisfied the requirements of these by-laws for presentation to the meeting, may be brought to the floor of the meeting for discussion if a motion to do so is carried by a majority of not less than two-thirds of the votes cast. If the subject is then placed on the floor of the meeting, and a motion is introduced, then such motion will require a majority of not less than two-thirds of the votes cast for passage. Such motions shall be prefaced with an explanation for the failure to meet the normal requirements.

5.8 Life of Policy Resolutions Policy resolutions adopted by an Annual General Meeting become policy of the Manitoba Chambers for three (3) years. Following the three year life of the policy resolution, if such policy resolutions may, on submission made in accordance with section 5.5 hereof and passed as a resolution, be amended or updated and continue to be the policy of the Manitoba Chambers for another three (3) year period. Any policy that is not amended or updated at the Annual General Meeting following the three-year life will cease to be policy of the Manitoba Chambers at the end of such meeting.

5.9 Voting Voting will normally be by 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.

5.10 Quorum - Meetings Accredited voting representatives from at least ten (10) Category 1 Members will constitute a quorum at any Annual General Meeting or Special Meeting of the Manitoba Chambers. (Amended at 2012 AGM)

5.11 In-Camera Sessions An In-Camera Session may occur during any Board or Executive Meeting when the Chair determines that the discussion would involve topics that must have restrictions on who may be in attendance; no other topics shall be discussed during the In-Camera Session. An In Camera Session may be scheduled in the regular meeting agenda or may be added on a successful motion by any Officer or Director. The Chair shall determine and announce who will remain in attendance during the In-Camera Session.

Decisions made during an In-Camera Session and, where appropriate, the factors considered in deciding to hold the Session In-Camera may be recorded in separate minutes. The Board or Executive may decide, on a case by case basis, whether separate minutes of an In-Camera Session shall be kept. The Corporate Secretary should be part of the Session to keep the minutes unless the circumstances require that he/she also be absent. In the Secretary's absence the Chair is responsible for ensuring that an appropriate record of the Session is kept. If kept, minutes of an In-Camera Session shall be kept confidential and held separately, with any materials considered at the Session, by the MCC Legal Counsel, unless or until it is determined that confidentiality no longer applies, in which case they should become part of the MCC records in the ordinary course. The Corporate Secretary shall keep or cause to be kept a list of In-Camera Session minutes held by the Legal Counsel. Prior to the end of his/her term, the Chair shall review all of the In-Camera Session minutes and materials and determine whether it is necessary to maintain confidentiality.

## **ARTICLE SIX COMMITTEES**

6.1 Standing and Special Committees Standing or special committees, working groups or task forces may be appointed by the Board from time to time to assist the Board in its governance functions.. The terms of reference and duration of appointment will be as set out by the Board.

6.2 Policy Committee The Board shall appoint annually a Policy Committee consisting of the President or designate and a minimum of three (3) or more Directors and at least two (2) additional persons, as the Board may determine. The Chair of the Policy Committee shall be elected from its members at the first meeting. The Policy Committee shall meet regularly throughout the year but at least one hundred and twenty (120) days prior to the Annual General Meeting, shall canvass Category 1 Members to submit resolutions in writing for consideration at the Annual General Meeting, in accordance with section 5.5 hereof. In addition the Policy Committee shall provide advice to the President and the Board related to emerging issues and shall bring forward to the President and the Board issues of policy which the committee considers important.

6.3 Policy Committee to Examine Resolutions The Policy Committee shall examine all submitted resolutions to ensure compliance with subsection 5.5(a), and shall distribute by appropriate means all complying resolutions to the Corporate Secretary at least twenty-eight (28) days prior to the Annual General Meeting.

6.4 Policy Session Chair At the Annual General Meeting the Chair of the Policy Committee or designate shall chair the policy session, which will be conducted in accordance with the procedural rules from time to time governing Annual General and Special Meetings.

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

- (a) prepare slates of persons to fill vacancies in the following positions in accordance with subsections 3.7 and 3.21:
  - (i) the Chair;
  - (ii) the Immediate Past Chair;
  - (iii) the Vice-Chairs (not exceeding two in number);
  - (iv) the Treasurer;
  - (v) the Corporate Secretary;
  - (vi) the Legal Counsel; and

(vii) the Directors; and

- (b) to communicate these slates to all Members at least twenty-one (21) days prior to the Annual General Meeting and thereafter to submit these slates to the Annual General Meeting

6.6 Audit Committee An Audit Committee consisting of the Treasurer as Chair, the President who will be a non-voting ex-officio and three other Directors shall be appointed by the Chair at the first meeting of the Board held following each Annual General Meeting. It will be the duty of this committee to oversee all material aspects of financial reporting, internal controls and the audit of the annual financial statements.

6.7 Audit Committee to Advise Executive Committee It will be the duty of the Audit Committee to advise the Executive Committee in writing if it appears reasonably likely that the Manitoba Chambers will be unable to meet statutory financial obligations at any time.

## **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 Manitoba Chambers in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules the Manitoba Chambers may adopt.

7.2 Order of Business The order of business of the Annual General and Special Meetings will be fixed by the Chair, 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 representatives in attendance.

## **ARTICLE EIGHT AMENDMENTS**

8.1 Amendment of By-laws 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, however, to ratification at the next Annual General Meeting.

## **ARTICLE NINE FINANCIAL**

9.1 Fiscal Year The fiscal year of the Manitoba Chambers will end on December 31<sup>st</sup>, 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. 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.

9.3 Borrowing The Board may:

- (a) borrow money upon the credit of the Manitoba Chambers;
- (b) issue, re-issue, sell or pledge debt obligations of the Manitoba Chambers;
- (c) subject to the provisions of the Act, give a guarantee on behalf of the Manitoba Chambers 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 Manitoba Chambers, owned or subsequently acquired, to secure any obligation of the Manitoba Chambers.

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 Board may from time to time by resolution delegate to a managing Director or a committee of Directors all or any of the powers conferred on the Board by section 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 to give security for the purposes of the Manitoba Chambers 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 Manitoba Chambers for a minimum of seven (7) years; all other documents and data shall be retained as required. The current address of the Manitoba Chambers shall be the repository of all such records.

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

ENACTED by the Board of Directors on the 3<sup>rd</sup> of May, 2019.