

BYLAWS

Saskatchewan Industrial and Mining Suppliers' Association Inc. (SIMSA)

(May 23rd, 2017)

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1. DEFINITIONS

- a. "Act" means The Non-Profit Corporations Act, 1995", as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amendments;
- b. "the corporation" means Saskatchewan Industrial and Mining Suppliers' Association Inc. (SIMSA);
- c. "the directors", "board", and "board of directors" mean the directors, either elected or appointed, of the corporations for the time being;
- d. "member" means a regular or associate member;
- e. "SIMSA" means Saskatchewan Industrial and Mining Suppliers' Association Inc. (SIMSA);
- f. the headings in these bylaws are for ease of reference only and shall be disregarded in interpreting these bylaws;
- g. any words or phrases defined in the Act shall, if not consistent with the subject or context, bear the same meaning in these bylaws;
- h. words importing the singular include the plural and vice versa, and words importing a male person include a female person and corporation.

2. OBJECTIVES

The Objectives of the corporation are:

- To promote the capabilities and capacity of Saskatchewan mining, industrial manufacturers and service suppliers;
- Co-ordinate on behalf of the membership, labour attraction and recruitment missions;
- To provide a united voice in regard to new policies and/or regulations that may affect member
- To pursue and advance the interests of the association members

3. FISCAL YEAR

The fiscal year of the corporation shall end on the 31st day of December each year.

4. DIRECTORS AND OFFICERS

- a. Directors shall be restricted to Saskatchewan based manufacturers, goods or service businesses whose primary market is major industrial sectors including mining, oil and gas, and energy and whose major interest is the promotion and growth of the industry in Saskatchewan. Further, Directors shall be restricted to those with a physical presence and corporate head office in Saskatchewan and have a minimum of three staff.
- b. The directors shall manage the activities and affairs of the corporation;
- c. A director is required to be a regular member of the corporation;
- d. No director shall be a salaried employee of the corporation;
- e. No director shall receive any remuneration for acting as such. However, a director may be indemnified for his/her expenses incurred on behalf of the corporation as a director;
- f. The directors of the corporation shall consist of at least a chair, vice chair, secretary, treasurer and up to eight (8) other regular members;
- g. Directors shall appoint a Chair;
- h. Directors shall designate the offices of the corporation, appoint persons as officers, specify the duties and delegate powers to manage the business affairs of the corporation to them;
- i. Except in the case of the Board of Directors at incorporation, Directors shall be elected by the members at the annual meeting;
- j. Directors shall hold office until the conclusion of the meeting at which their successors are elected;
- k. The term of directors shall be a maximum of two (2) years and three (3) consecutive terms, with the exception of the Chair, whose term may be extended.
- l. Regular members may, by resolution at a meeting called for that purpose, remove any director(s) from office;
- m. Where there is a vacancy on the board of directors;
 - i) Where there is a quorum of directors, the remaining directors;

- i. May exercise all the powers of the directors; or
 - ii. May fill the vacancy until the next annual meeting
- ii) Where there is not quorum of directors, the remaining directors shall call a general meeting for the purpose of electing regular members to fill any vacancies.
- k. Every director shall be given, by telephone, e-mail, or otherwise, at least five days' notice of every meeting of directors;
- l. The quorum at board meetings shall be a majority of the board;
- m. Directors who are absent for three (3) consecutive board meetings may receive a warning from the chair and/or be asked to resign from the board;
- n. The Board of Directors shall meet a minimum of five (5) times per year, including the Annual General Meeting.

5. COMMITTEES

The Board has the power to set up committee it deems appropriate, and also to delegate certain powers and responsibilities to the committee. This includes special advisory committees.

6. MEMBERSHIP

Membership applications will be subject to approval by the SIMSA Executive.

- a. There shall be two classes of membership as follows:
- b. Regular membership
 - I. Minimum of three staff located in Saskatchewan
 - II. Business registered in Saskatchewan (PST/WCB)
 - III. Permanent physical office space in Saskatchewan
 - IV. Manufacturers, goods or service businesses whose primary market is major industrial sectors including mining, oil and gas, and energy
 - V. Sell directly to oil and gas, mining, or industrial companies; or to their designated EPC/EPCM
 - VI. Have an interest in the promotion and growth of the Saskatchewan-based supply chain
 - VII. Regular members may also have the opportunity to run for a SIMSA Board position, if their company's head office is located in Saskatchewan
 - VIII. All memberships are subject to the decision and approval by the SIMSA Board of Directors
- c. Association membership
 - I. Need at least one staff located in Saskatchewan
 - II. Business registered in Saskatchewan (PST/WCB)
 - III. Permanent physical office space in Saskatchewan

- IV. Support the activities of Regular member companies (Regular = Manufacturers, goods or service businesses whose primary market is major industrial sectors including mining, oil and gas, and energy)
 - V. Sell indirectly to oil and gas, mining, or industrial companies; or to their designated EPC/EPCM
 - VI. Businesses that provide general business goods and services such as banks, accounting, legal, insurance, Government departments and agencies, etc.
 - VII. Have an interest in the promotion and growth of the Saskatchewan-based supply chain
 - VIII. Companies qualifying as Regular members cannot apply to become Associate members
 - IX. Companies that would qualify for “Regular” membership - but cannot since they do not meet criteria 1.a, b, and c of Regular membership but do satisfy d and e - may not apply as Associate members.
 - X. All memberships are subject to the decision and approval by the SIMSA Board of Directors
- d. Membership fees are not refundable
 - e. Annual membership fees and other charges or assessments may be established from time to time by resolution of the Board.

7. MEETINGS OF MEMBERS

- a. An annual meeting of members shall be held within six months of the year end each year at a time to be fixed by the previous annual meeting or by the directors.
- b. Notice of the time and place of a meeting of members shall be sent out, not less than 15 days or more than 50 days before the meeting, to each member entitled to attend the meeting and to the auditor.
- c. No regular member is entitled to more than one vote on any question.
- d. Regular members shall vote by a show of hands except where a ballot is demanded by a member either before or after a vote by a show of hands
- e. Quorum will be a minimum of 25% of members being represented, in addition to the directors of the Board.
- f. A resolution proposed at a regular meeting must be seconded.

8. FINANCIAL DISCLOSURE

- a. The directors shall place before the members at every annual meeting:
 - i) the financial statements for the year ended not more than four months before the annual meeting;
 - ii) the report of the auditor, and;
 - iii) any further information respecting the financial affairs of the association

- b. The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors.
- c. No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor.
- d. The corporation shall, not less than 15 days before each annual meeting, make available its financial statements and report of the auditor to each member.

9. AMENDMENTS TO BYLAWS

- a. The directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the corporation.
- b. The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of regular members and the members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.
- c. A bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the regular members.
- d. If a bylaw, or any amendment or repeal of a bylaw is rejected by the regular members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose of effect shall be effective until confirmed or confirmed as amended by the regular members.

10. RECORD KEEPING

- a. Minutes for meetings will be recorded by the Secretary or a person designated by the Chair;
- b. Records shall be kept at the registered office of SIMSA.

11. LIQUIDATION AND DISSOLUTION

Upon dissolution of the corporations, the remaining property of the corporation shall, in the course of liquidation and dissolution, be transferred to a non-profit organization to be determined by the directors at the time of dissolution