

**BYLAWS**  
**Saskatchewan Industrial and Mining Suppliers' Association Inc. (SIMSA)**  
March 5<sup>th</sup>, 2018

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**PREAMBLE**

WHEREAS the Saskatchewan Industrial and Mining Suppliers' Association Inc. ("SIMSA") was incorporated under *The Non-profit Corporations Act, 1995* (the "Act") on March 8<sup>th</sup>, 2013; and

WHEREAS the Corporation is empowered under the Act to make bylaws;

THEREFORE, the Corporation makes bylaws as follows:

**ARTICLE 1 INTERPRETATION**

**1.1 Definitions**

In these Bylaws:

- (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) "Associate Member" has the meaning ascribed thereto in Article 8.
- (c) The "Corporation" means the Saskatchewan Industrial and Mining Suppliers' Association Inc. (SIMSA);

- (d) The “Directors”, “Board”, and “Board of Directors” means the directors, either elected or appointed, of the corporations for the time being, and pursuant to Article 4 of these Bylaws;
  - (e) “Member” means a regular or associate member;
  - (f) “Regular Member” has the meaning ascribed thereto in Article 8.
  - (g) “SIMSA” means Saskatchewan Industrial and Mining Suppliers’ Association Inc. (SIMSA);
- 1.2 The headings in these bylaws are for ease of reference only and shall be disregarded in interpreting these bylaws;
- 1.3 Any words or phrases defined in the Act shall, if not consistent with the subject or context, bear the same meaning in these bylaws;
- 1.4 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and corporation.

## **ARTICLE 2 OBJECTIVES**

### **2.1 Objectives**

The Objectives of the corporation are:

- (a) To promote the capabilities and capacity of Saskatchewan industrial, mining, and energy manufacturers, goods, and service suppliers;
- (b) Co-ordinate on behalf of the membership, labour attraction and recruitment missions;
- (c) To provide a united voice in regard to new policies and/or regulations that may affect members;
- (d) To pursue and advance the interests of the Association’s members.

## **ARTICLE 3 FISCAL YEAR**

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

## **ARTICLE 4 DIRECTORS**

### **4.1 Number of Directors**

The Board of Directors shall consist of a minimum of four (4) and a maximum of twelve (12) Members.

### **4.2 Term of Office**

Subject to the provisions of this By-law, Directors shall be elected by the Members at an annual meeting.

Directors shall hold a term of office of a maximum of two (2) years, calculated from the date of the meeting at which they are elected until the first annual meeting next following, or until their successors are elected.

The whole Board shall retire at the annual meeting at which the election of Directors is to be made, but subject to the provisions of the By-laws, shall be eligible for re-election provided that such Director continues to meet the qualification requirements to be a Director.

The maximum term of office shall be three (3) consecutive 2-year terms, or a total 6-years, with the exception of those Directors who are appointed to the offices of the Corporation as Chair, Vice-Chair or Past-Chair, whose term as a Director may then be extended in accordance with the term of office as set out in Article 5.3 of these By-laws.

### **4.3 Qualification for Director**

All Directors shall, at the time of his or her election and during the term of office as a Director, be a Regular Member of the Corporation in good standing. At any such time that a Director ceases to be a voting member, that individual also ceases to be a Director.

All Directors shall be residents of Saskatchewan.

No Director shall be a salaried employee of the Corporation.

Directors shall be restricted to Senior Leadership Persons of Saskatchewan based manufacturers, goods or service businesses; whose primary market is industrial, mining, and energy companies; and whose major interest is the promotion and growth of the industry in Saskatchewan.

For purposes of this provision, an individual who qualifies as a Senior Leadership Person of Saskatchewan shall be at the sole discretion of the Board of Directors. Prima facie, the following positions may be considered as such:

- (a) Director or Officer of a corporation who is a Regular member of SIMSA;

- (b) President or Chief Operating Officer (CEO) of a corporation who is a Regular member of SIMSA;
- (c) Vice-President of a corporation who is a Regular member of SIMSA;
- (d) Chief Operating Officer of a corporation who is a Regular member of SIMSA;
- (e) Chief Financial Officer of a corporation who is a Regular member of SIMSA;
- (f) majority and controlling shareholder of a corporation who is a Regular Member of SIMSA;  
or
- (g) a direct employee with significant operational decision authority of a company who is a Regular Member of SIMSA.

#### 4.4 **Notice of Directors Meetings**

Every Director shall be given, by telephone, e-mail, or otherwise, at least five days' notice of every meeting of Directors.

The Directors may at any meeting decide to hold regular meetings by adopting a resolution stating the day, hour and place of the regular meetings and no further notice of those meetings shall be required.

A Director may waive notice of a meeting by his attendance at a meeting or, if not in attendance, by so stating by letter, telephone or otherwise. A Director cannot send a proxy or substitute individual to Board meetings.

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.

#### 4.5 **Directors Meetings**

The Board of Directors shall meet a minimum of five (5) times per year, including an Annual General Meeting.

#### 4.6 **Vacancy**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, becomes disqualified to serve as Director, acquires the status of a bankrupt, becomes mentally incompetent or has been and/or is convicted of any criminal offence. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as a committee member if the Board deems it appropriate in the circumstances.

A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

Subject to the Act, the Members may, by resolution passed by a majority of the votes cast at a meeting of Members, remove any Director from office before the expiration of the Director's term, and may by majority vote elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. A Director shall be automatically removed from his or her office if he or she no longer fulfills all of the qualifications to be a Director as determined in the sole discretion of the Board.

A vacancy on the Board may be filled for a time period as defined by the Board, by a qualified individual by resolution of a quorum of the Board. The Directors then in office shall forthwith call a special meeting of Members to approve the appointment and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Regular Member.

#### 4.7 **Quorum**

The quorum at Board meetings shall be a majority of the Board of Directors currently in office.

#### 4.8 **Remuneration of Directors**

No remuneration shall be paid to the Directors other than reasonable compensation for travel and out-of-pocket expenses incurred by the Director on behalf of the Corporation.

#### 4.9 **Duties of Directors and Officers**

The Directors shall manage the activities and affairs of the Corporation.

Every Director of the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### 4.10 **Board Policies**

The Board may adopt, amend, or repeal by resolution such board policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

## ARTICLE 5 OFFICERS

### 5.1 **Officers**

The Board of Directors may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

### 5.2 **Description of Offices**

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith:

- (a) **Chair of the Board** - The chair shall be a Director. The chair, if any, shall, supervise and control the operations of the Corporation. The chair shall, when present, preside at all meetings of the board, committees, and Members. The Chair is intended to transition to the office of Past-Chair at the end of his term.
- (b) **Vice-Chair of the Board** - The vice-chair shall be a Director. The duties and powers of the chair of the board may be exercised by the vice-chair of the board when the chair is absent or unable to act. If the vice-chair exercises any of those duties or powers, the chair's absence or inability to act shall be referenced in the minutes. The vice-chair shall also perform the other duties prescribed by the board or committees. The Vice-Chair is intended to become the Chair of the Board, once the term of the current Chair has ended.
- (c) **Secretary** - The secretary shall be the secretary of all meetings of the Board, Members and committees and, whether or not the secretary attends, the secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of committees; the secretary shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation. Records shall be kept at the registered office of SIMSA.
- (d) **Treasurer** - The treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the treasurer shall render to the Board an account of all such person's transactions as treasurer and of the financial position of the Corporation.

- (e) **Past-Chair** – The past chair shall act as a transitional advisor to the newly appointed Chair of the Board. The term for the position of Past-Chair shall be for 1-year.
- (f) **Executive Director** - The Executive Director, if one is to be appointed, shall, subject to the authority of the Board, be responsible for the direct and actual supervision and charge over the day-to-day operations of the Corporation.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

### 5.3 **Term of Office**

Officers shall hold their position for a period of two (2) years, save and except for any Past-Chair, whose appointment shall be for a term of one (1) year. In those cases where an Officer is appointed by the Board to fill a vacancy during the year, that Officer shall hold their position until the first meeting of the Board immediately following the annual general meeting of Members.

Officers shall hold their positions for a maximum term of office of three (3) consecutive years, save and except for the Vice-Chair, Chair and/or Past-Chair, whose maximum consecutive term may be extended for a further (3) consecutive years in the interest of orderly succession.

The office of the Executive Director shall hold office at the discretion of the Board.

## **ARTICLE 6 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### 6.1 **Limitation of Liability**

Every Director and Officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects, or defaults of any other Director, Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or on which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage, or misfortune which shall happen in the execution of the duties of his or her office, or in relation thereto; provided that

nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act, and the regulations thereunder, or from liability for any breach thereof.

## **6.2 Indemnity of Directors and Officers**

The Corporation shall indemnify the Board of Directors and Officers, and all former Directors and Officers, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party to by reason of being Director or Officer of the Corporation, provided he or she:

- (a) acted honestly and in good faith, with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

## **ARTICLE 7 COMMITTEES**

### **7.1 Committees**

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

## **ARTICLE 8 MEMBERSHIP**

### **8.1 Classes of Members**

There shall be two classes of membership as follows:

- i) Regular Members; and
- ii) Associate Members

A Regular Member of the Corporation is entitled to receive notice of, attend and vote at all meetings of Members and entitled to one (1) vote at such meeting. Only Regular Members are eligible for the Board of Directors; however, this privilege is only extended if the Regular Member company's corporate head-offices are located in Saskatchewan.

An Associate Member of the Corporation is entitled to all privileges of membership, except the right to vote at meetings of the members.

Membership applications will be subject to approval by a majority vote of the SIMSA Board of Directors, at their sole discretion, at a meeting which has reached quorum.

## **8.2 Removal**

A Member may be expelled as a Member of the Corporation if at a special meeting of Members, a resolution is passed to remove the Regular Member by a majority of the votes cast at the special meeting of Regular Member. Membership in the Corporation shall automatically terminate if the Member fails to maintain all of the qualifications of Membership set out in this Section.

## **8.3 Membership Dues**

Membership fees payable to the Corporation shall be prescribed by the Directors. Membership fees are not refundable.

# **ARTICLE 9 MEETINGS OF MEMBERS**

## **9.1 Annual Meeting**

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.

## **9.2 Notice**

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.

## **9.3 Voting**

No Member is entitled to more than one vote on any question.

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.

## **9.4 Quorum**

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a simple majority of the voting Members of the Corporation. For clarity, each Director who has been admitted as a Member counts towards quorum. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, or by; proxy, telephone, mail-in ballot, email, or other electronic forms if the Corporation makes the method available.

## 9.5 **Absentee Voting**

Subject to compliance with the Act, in addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:

- (a) by appointing in writing a proxyholder or one or more alternate proxyholders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy;
- (b) except where the Act requires a meeting of Members with respect to the matter to be voted on by the Members, by; using a mailed-in ballot in the form provided by the Corporation; or by telephone, email, or other electronic forms if the Corporation makes the method available.

## 9.6 **Resolution in Lieu of Meeting**

Except where the Act requires a meeting of Members with respect to the matter to be voted on by the Members, a resolution in writing, signed by Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of Members. A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

# **ARTICLE 10 FINANCIAL DISCLOSURE**

## 10.1 **Financial Disclosure**

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 Corporation.

The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors.

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.

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.

## **ARTICLE 11 AMENDMENTS TO BYLAWS**

### **11.1 Amendments to the Bylaws**

The directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the corporation.

The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of Regular Members and the Regular Members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.

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.

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.

## **ARTICLE 12 LIQUIDATION AND DISSOLUTION**

- 12.1 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.