

Bylaw Changes to Enhance Governance Structure of the Board of Directors

The Board of Directors of the Saskatchewan Chamber of Commerce consists of 13 individuals, elected by the membership from the membership. There are a couple long held criteria for eligibility for nomination to the Board.

- 1) That the member be a for-profit business, not an association or other non-profit.
- 2) The nominee cannot be a government entity.

For clarity, the Saskatchewan Chamber of Commerce values members who are either a non-profit association that works to enhance the business community and also government entities who serve customers in a professional manner. However, it is necessary to ensure the Board does not include an individual with a role in government that may put them into a conflict of interest with SCC Advocacy efforts.

A reality in Saskatchewan business is that many very progressive business are owned by First Nations – a government and therefore, according to the bylaws, not eligible for nomination to the Board.

We fully respect the importance of indigenous governments and also the fact that the community has determined this often is a preferred structure for business development.

We are also keenly aware that there are a growing number of privately owned companies doing great things whose owners are indigenous. They are, and have always been active participants in Chamber activities.

The Board has approved a change in the Bylaws which allows eligible members whose ownership is indigenous governments, to join the Board. The bylaws allow the Board to change the Bylaws but the members must review and approve the changes at the next AGM – in May 2018 in this case.

Portions of BY-LAWS OF THE SASKATCHEWAN CHAMBER OF COMMERCE INC.

DEFINITIONS

By-law 1. INTERPRETATION. For the purpose of these By-laws, unless context requires otherwise, the words:

- a) "Chamber" shall refer to the Saskatchewan Chamber of Commerce Inc.
- b) "Act" means *The Non-Profit Corporations Act* (Saskatchewan), as amended from time to time.

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- c) "Associate Member" shall refer to the following:
 - (i) a trade, business, or professional association;
 - (ii) a non-profit, charitable or benevolent corporation, association, society or organization;
 - (iii) a public body, being a body elected or appointed pursuant to legislation (a) to administer, arrange, undertake or regulate schools, hospitals, health facilities, libraries, water utilities, drainage and irrigation works, sewage works, local improvements or public utilities; or (b) to levy or collect taxes;
 - (iv) any government, including any legislative, executive or judicial branch of government or any corporation, ministry, agency, board or commission of any government, that is admitted to membership in the Chamber.
- d) "Organization Member" shall refer to any organized Chamber of Commerce or Board of Trade in Saskatchewan that is a Member.

Changes were made to By-Law 12 as shown below.

Original Bylaw:

By-law 12. QUALIFICATIONS.

- a) Each Elected Director shall be a Member in good standing or an employee of a Member of the Chamber.
- b) No Director shall be a paid employee of an Organization.
- c) No Director shall be a person whose primary source of income is from an Associate Member.

Revised Bylaw:

By-law 12. QUALIFICATIONS.

- a) Each Elected Director shall be a Member in good standing or an employee of a Member of the Chamber.
- b) No Director shall be a paid employee of an Organization.
- c) No Director shall be a person whose primary source of income is from an Associate Member with the exception that a non-elected employee of a business operating in the open market for economic purposes owned by an Indigenous government is deemed eligible.

We have consulted with several members who will be directly impacted by the changes and received strong support.

Please send me a note or phone me with your thought on this change.

Steve McLellan
CEO
Saskatchewan Chamber of Commerce