



Within Reach. Beyond Expectation.

North Central Enterprise Region

Bylaws

NCER Bylaws

BYLAWS OF NORTH CENTRAL ENTERPRISE REGION (NCER)

ARTICLE 1: DEFINITIONS

NCER	Shall mean the North Central Enterprise Region
BOARD	Shall mean the Board of Directors of the North Central Enterprise Region
REGION	Shall mean the area identified as the North Central Enterprise Region
DIRECTOR	Shall mean a member of the Board of Directors.
CEO	Shall mean a the Chief Executive Officer hired by the North Central Enterprise Region
PERSONNEL	Shall mean a person(s) hired by the North Central Enterprise Region
ACT	Shall mean the Non-Profit Corporations Act of Saskatchewan.
HIS/HER	Words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and visa versa.
EX OFFICIO	Shall mean by virtue of office and does not limit the duties and capacity of any person who is ex officio, a director, member of a committee, or the holder of any other office. It only limits that person's right to vote.
NON DEFINED WORDS/ EXPRESSIONS	Shall mean any word or expression used but not defined, has, unless the context otherwise requires, the same meaning as in the Act.

ARTICLE 2: BOUNDARIES OF THE NORTH CENTRAL ENTERPRISE REGION

- 2.01 The boundaries of the North Central Enterprise Region service area will include but not be limited to the area bounded by the Rural Municipalities of: Spiritwood, Canwood, Leask, Shellbrook, Duck Lake, Prince Albert, Fish Creek, St. Louis, Birch Hills, Kinistino, Garden River, Buckland, Paddockwood, Lakeland, and Blaine Lake, Prince Albert National Park including all First Nations within or adjacent to the NCER.

ARTICLE 3: FISCAL YEAR

- 3.01 The fiscal year of NCER begins on the first day of April in one calendar year and ends on the thirty-first day of March in the next calendar year, both dates inclusive.

ARTICLE 4: MEMBERSHIP

- 4.01 There shall be four classes of membership: industry/business membership, community membership, market membership and aboriginal membership.

Industry/Business membership – shall be open to small business, manufacturers, processors, industrial companies, resource businesses, and any other for-profit enterprise with an interest in the economic progress within the geographic boundaries established by the Board of Directors. Their representative shall be entitled to vote at all member meetings.

Community membership – shall be open to rural municipalities, urban municipalities, community economic development organizations, and any other community-based non-profit organizations with an interest in the economic progress within the geographic boundaries established by the Board of Directors. Their representative shall be entitled to vote at all member meetings.

Market membership – shall be open to post-secondary institutions, labour groups, professional associations, youth organizations, chambers of commerce/boards of trade, tourism agencies, and organizations with the capacity to contribute to the growth and development of the region within the geographic boundaries established by the Board of Directors. Their representative shall be entitled to vote at all member meetings.

Aboriginal membership - shall be open to any First Nations or Métis organizations or communities within the geographic boundaries established by the Board of Directors. Their representative shall be entitled to vote at all member meetings.

- 4.02 To become a member of the NCER, eligible organizations shall apply in a form prescribed by the Board of Directors and the said application must be approved by the Board.
- 4.03 Annual membership dues or fees will be determined by the Board of Directors and may be adjusted by the Board from time to time at their discretion.
- 4.04 There shall be no transfer of membership. Memberships are non-transferable and non-refundable.
- 4.05 Each member organization shall duly elect or appoint one person to be their representative or an alternate by written proxy.
- 4.06 A member may withdraw from the NCER by giving to the Board of Directors 90 days written notice of their intention to withdraw prior to fiscal year end.

ARTICLE 5: MEETING OF THE MEMBERS

- 5.01 An annual meeting of members shall be held within 120 days of the fiscal year end at a time and place determined by the directors.
- 5.02 A special meeting shall be convened by the Chair if a petition in writing signed by 5% of the membership is presented.
- 5.03 All business transacted at a special meeting of members or at an annual meeting of members, other than consideration of financial statements and an auditor's report, election of directors and reappointment of an incumbent auditor, is deemed to be special business.
- 5.04 No special business may be transacted at a meeting of members unless the notice of meeting stated the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon.
- 5.05 Notice of the time and place of a meeting of members shall be sent, 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.
- 5.06 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 show of hands.
- 5.07 Five percent of membership personally present at the opening of a meeting shall constitute a quorum. Quorum at an Annual General Meeting will consist of five percent of the membership.
- 5.08 Prior to the annual general meeting each year, NCER shall prepare an operational/financial plan, detailing income and expenditures, and providing a outline of the business activities and outcomes for the fiscal year.
- 5.09 The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order.

ARTICLE 6: SIGNING AUTHORITIES

- 6.01 Authority: The Board of Directors is the ultimate authority for the approval of all agreements.
- 6.02 Delegated: The Chair has designated the CEO to sign documents on behalf of the Board within the limits approved by the Board in NCER's Signing Authority Policy.

ARTICLE 7: BANKING

- 7.01 NCER funds will be deposited in a chartered bank or credit union designated in

accordance with the policies of the Audit/Finance Committee.

- 7.02 NCER is subject to the terms and conditions of the policies of the Audit/Finance Committee which sets out the structures, roles (duties and powers), principal accounts and processes for the administration of the financial accounts for the NCER.

ARTICLE 8: DIRECTORS

- 8.01 Directors: the Board of Directors shall consist of not less than 12 and not more than 14 members, nominated by the membership, adhering to the categories and format adopted by the Governance Committee, and approved by the NCER Membership.
- 8.02 Elections: The board of directors is elected into a two-year terms by the membership at the annual meeting. The board is authorized to appoint eligible members to fill any vacancy that may arise between annual general meetings. Only one nominee is eligible to hold office per membership. Members will ensure that the board has representation from each of the following categories:
- industry/business representatives
 - municipal representatives (rural and urban)
 - aboriginal representatives
 - market representatives
- 8.03 Term of Office: The term of office is for a period of two (2) years.
- 8.04 Resignation: Any Director may resign their position on the Board by submitting a written letter of resignation to the Chair of the Board.
- 8.05 Director Responsibility in Performance of Duties: every officer and Director of the NCER, in exercising his or her powers and in performing his or her duties, shall:
- i. Act honestly and in good faith with a view to the best interests of the agency;
 - ii. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - iii. Comply with the enactment by or pursuant to which the corporation is governed.

ARTICLE 9: MINUTES

- 9.01 Records: A record, in the form of minutes, shall be kept of the proceedings of each officially constituted Board of Directors' meeting and meetings of committees of the Board.
- 9.02 Approval: The minutes shall be approved by the Board of Directors at the next

regularly scheduled Board of Directors' meeting.

ARTICLE 10: AUDIT

10.01 Audit: the Board or Membership appointed auditors shall audit the accounts and financial statements of NCER annually and at any other times that the Board may require.

ARTICLE 11: REPORTING

11.01 Reporting: NCER shall submit to the Minister Responsible for ES and the Members of NCER an Annual Report of the business of NCER for the preceding fiscal year, including an audited financial statement.

ARTICLE 12: INDEMNIFICATION

12.01 Directors' and Officers' Indemnification: NCER shall provide indemnity to individual Board members through an Agreement of Indemnification.

ARTICLE 13: FISCAL DISCLOSURE

13.01 Fiscal Disclosure: The directors shall place before the members at every annual meeting:

- i. financial statements for the year ended not more than 120 days before the annual meeting;
- ii. the report of the auditor, if any; and
- iii. any further information respecting the financial affairs of the association.

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

13.03 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.

13.04 The corporation shall, not more than 15 days after each annual meeting, send a copy of its financial statements and report of the auditor to each member and to the Director, Corporations Branch, Saskatchewan Justice.

ARTICLE 14: BYLAW AMENDMENT

14.01 These Bylaws may be amended by approval of a motion of two-thirds majority of votes cast at a meeting of the Membership, provided that at least three week's notice has been given of the proposed amendments and provided that any such amendments shall not be enacted or enforced until approval has been obtained from the NCER Membership.

ARTICLE 15: LIQUIDATION AND DISTRIBUTION OF ASSETS

15.01 The remaining property of the corporation shall, in the course of liquidation and dissolution, be transferred to an organization with a similar mandate as approved by the general membership.

Bylaws approved by a motion passed by the Members:

Day Month Year

With subsequent amendments approved on:

Day Month Year

Chairman

Vice-Chair