

## BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of INDEPENDENT DEALERS ENTREPRENEURIAL ASSOCIATION INC.

IT IS HEREBY ENACTED as a by-law of INDEPENDENT DEALERS ENTREPRENEURIAL ASSOCIATION INC.

(hereinafter called the "Corporation") as follows:

### **1. GENERAL**

1.01 **Definitions** in this by-law and all other by-laws of the Corporation and all other by-laws of the Corporation, unless specifically defined herein or the context otherwise specifies or requires, all terms which are defined in the Act should have the meanings given to such terms in the Act, and in particular:

- (a) "Act" means The Non-Profit Corporations Act, S.S. 1979, c. N-4.1, as may from time to time be amended, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any references in the by-laws shall be read as referring to the amended or substituted provisions therefor;
- (b) "Articles" means the Articles of the Corporation from time to time in force and effect; and
- (c) "By-laws" means all by-laws of the Corporation from time to time in force and effect.

### **2. REGISTERED OFFICE**

2.01 The Corporation may from time to time:

- (i) by resolution of the Board of Directors change the location of the registered office of the registered office of the Corporation within the municipality designated as such by the Articles; and
- (ii) by special resolution amend its Articles to change the municipality in which its registered office is located to another municipality located in the Province of Saskatchewan.

### **3. CORPORATE SEAL**

3.01 The corporate seal of the Corporation shall be such as the Board of Directors may by resolution from time to time adopt.

### **4. EXECUTION OF CONTRACTS**

4.01 Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by any two (2) officers or directors of the Corporation. Subject to such limitation as may from time to time be set out by the Members in writing, the Board of Directors is authorized to appoint from time to time, by resolution, any officer or officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. All contracts, documents or instruments in writing so signed shall be binding on the Corporation without any further authorization or formalities.

### **5. MEMBERSHIP INTERESTS**

5.01 **Issuance.** Membership interests in the Corporation may from time to time be issued by resolution of the Board of Directors in such number, on such terms and conditions and to such persons or class of persons as the Board of Directors may determine and as may be permitted by the Articles.

- 5.02 **Certificates.** Membership certificates shall, subject to compliance with the Act, be in such form as the Board of Directors may from time to time by resolution approve and such certificates shall be signed by any officer of the Corporation so authorized.
- 5.03 **Termination of membership by members.** Subject to the Act, any membership interest may be terminated prior to its expiry by a vote of two-thirds of the Board present at a duly called meeting of the Board of Directors.
- 5.04 **Other termination.** Subject to the Articles and by-laws, the membership interest of a member is not transferrable and is terminated when:
- (a) the member dies or resigns;
  - (b) the membership is terminated in accordance with the by-laws;
  - (c) the term of the membership expires; or
  - (d) the member, being a Corporation, is wound up, placed in receivership, makes an assignment in bankruptcy either voluntary or involuntary or is struck from the corporate registry of the jurisdiction in which it is incorporated;
  - (e) the member no longer qualifies as a regular member because of any change in the business it carries on, in its Board of Directors, officers or shareholders as regular membership is defined in the Articles of Incorporation;
  - (f) the Corporation is liquidated or dissolved under the Act; in the manner as permitted by the Act.

## 6. **MEMBERS' MEETINGS**

- 6.01 **Location.** Meetings of members of the Corporation shall be held at such location as the Board of Directors may from time to time determine.
- 6.02 **Calling of meetings.** The Board of Directors shall call an annual meeting of members not later than fifteen months after holding the last preceding annual meeting; and may at any time call a special meeting of members. Directors must call a meeting upon written request received by the Secretary from ten (10) Regular Members, such meeting to be held no later than thirty (30) days following receipt of the request.
- 6.03 **Notice of meeting.** Notice of the time and place of a meeting of members shall be sent not less than fifteen days or more than fifty days before the meeting:
- (a) to each member entitled to vote at the meeting;
  - (b) to each director; and
  - (c) to the auditor of the Corporation
- in the manner as permitted by the Act.
- 6.04 **Documentation at annual meeting.** Subject to the Act, the Board of Directors shall place before the members at every annual meeting:
- (a) financial statements as prescribed by the Act; and
  - (b) the report of the auditor, if any.
- 6.05 **Quorum.** A quorum for any meeting of the members shall be 25% of regular members in good standing present at such meeting. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such meeting, provided that if a quorum is present at the commencement of a meeting a quorum shall be deemed to be present during the remainder of the meeting.

- 6.06 **Adjournment.** The chairman of the meeting may, with the consent of the meeting, adjourn any meeting of the members from time to time to a fixed time and place, and provided such adjournment is for less than thirty days, no notice of the time and place for the holding of the adjourned meeting need to be given to the members other than by announcement at the earliest meeting that is adjourned. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 6.07 **Right to vote.** Subject to the provisions of the Act and the Articles, at any meeting of the members, every person shall be entitled to vote at the meeting who at the time is entered in the register of members as the holder of an interest carrying the right to vote at such meeting.
- 6.08 **Votes to govern.** At any meeting of the members, unless a special resolution or some other special majority is required by the Act or the Articles, all questions shall be decided by the majority of votes cast on the question. In case of an equality of votes, either upon a show of hands or upon a poll, the chairman of the meeting shall not be entitled to a second or casting vote.
- 6.09 **Voting**
- (i) Unless a ballot is demanded, voting at a meeting of the members shall be by way of show of hands. Upon a show of hands each person present and entitled to vote at a meeting shall have one vote and a declaration by the chairman of the meeting that any question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion and the result of the vote so taken and declared shall be the decision of the members upon the said question.
  - (ii) The chairman of the meeting or any member may require or demand a ballot upon any question, but such requirement or demand may be withdrawn at any time prior to the taking of the ballot. Any ballot shall be taken in such manner as the chairman of the meeting shall direct. On a ballot, the members present in person or by proxy shall be entitled to vote at the meeting upon the question, and the result of the ballot so taken shall be the decision of the members upon the said question.
- 6.10 **Proxies.** Subject to the Articles, no member is entitled to appoint a proxyholder.
- 6.11 **Presiding officers.** The chairman of any meeting of the members shall be the first mentioned of such of the following officers as have been appointed and is present at the meeting; the Chairman, the President, the Executive Director, the Treasurer and the Secretary. In the absence of any such officers, the members shall choose one of its number to chair the meeting. The secretary of the meeting shall be the Secretary of the Corporation. Notwithstanding the above, the chairman of the meeting may appoint a person, who need not be a member, to act as secretary of the meeting.
- 6.12 **Corporate Members.** Corporate members shall file with the Board a written designation under the Corporate members seal as to the Corporate members' designated representative to vote on its behalf at any meeting. Such designation may indicate alternate representatives but only one of such alternates shall be entitled to vote. Corporate members shall be only entitled to one vote whether by a poll or show of hands irrespective of the number of persons present at the meeting representing such member.
- 6.13 **Chairman.** The Chairman of the meeting may, at any time, during the meeting exclude therefrom any person present who is not a member or a properly designated representative of a member.

## 7. **DIRECTORS**

- 7.01 **Number and qualifications.** There shall be a Board of Directors consisting of not less than six nor more than fifteen Directors, as determined from time to time by the members. All such directors must meet the qualifications stated in the Act and the Articles. A majority of the directors shall be resident Canadians and at least one shall reside in each of Saskatchewan, Alberta and Manitoba.
- 7.02 **Powers.** The Board of Directors shall manage or supervise the management of the affairs and business of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.
- 7.03 **Vacancies.** Subject to the Act, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or minimum number of directors or from a failure to elect the number of minimum number of directors required by the Articles. Where there is a vacancy or vacancies in the Board of Directors, the remaining directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.
- 7.04 **Removal by members.** Subject to the Act, the members of the Corporation may by ordinary resolution at a special meeting remove any director from office.
- 7.05 **Term.** Subject to the Articles, the members entitled to vote shall elect directors to hold office on the following terms:
- a) as to Directors elected at the first organizational meeting of the members, one half of the members shall be elected for a three (3) year term and the remaining half of the directors for a two (2) year term;
  - b) directors elected at subsequent meetings to replace directors elected pursuant to (a) shall be elected for a two (2) year term.

## 8. **MEETINGS OF DIRECTORS**

- 8.01 **Place and convening of meetings.** Meetings of the Board of Directors and of any committee of the Board of Directors may be held at any place. A meeting of the Board of Directors may be convened by the President or any two directors, and the Secretary shall, upon direction of any of the foregoing, convene a meeting of the Board of Directors. A meeting of any committee may be convened by the chairman of the committee or any two members of the committee and the Secretary shall, upon the direction of either of the foregoing, convene a meeting of the said committee. Except as otherwise provided by the Act and the by-laws, the directors, either as a Board or as a committee thereof, may convene, adjourn and otherwise regulate their meetings as they think fit.
- 8.02 **Notice.** Notice of the time and place of each meeting of the Board and of any committee of the Board shall be given in the manner provided in the Act to each director not less than forty-eight (48) hours before the time when the meeting is to be held, provided that meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the directors are present (including present by way of telephone participation) or if all the absent directors waive notice. For the first meeting of the Board of Directors or of any committee of the Board to be held immediately following the election of directors at an annual or general meeting of the Members or for a meeting of the Board of Directors or a committee thereof at which a director or member is appointed to fill a vacancy in the Board or committee, no notice need be given to the newly elected or appointed directors in order for the meeting to be duly constituted, provided a quorum is present.
- 8.03 **Adjournment.** Any meeting of the Board of Directors or of any committee of the Board of Directors may be adjourned from time to time by the Chairman of the meeting, with the consent of the meeting, to an announced time and place and no notice of the time and place for the holding of the adjourned meeting need be given to

any director. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

- 8.04 **Quorum.** A quorum for any meeting of the Board of Directors of the Corporation shall consist of a majority of the number of directors of the Corporation shall consist of a majority of the number of directors of the Corporation as elected from time to time.
- 8.05 **Voting.** Questions arising at any meeting of directors shall be determined by a majority of votes of the directors present, and in the case of an equality of votes the Chairman of the meeting shall not have a second and casting vote.
- 8.06 **Presiding officers.** The Chairman of any meeting of the Board shall be the first mentioned of the following persons present at the meeting; the Chairman, the President, the Executive Director, the Treasurer or the Secretary. If no such person is present, the directors shall choose one of heir number to chair the meeting.
- 8.07 **Meeting by conference telephone.** The Board of Directors may participate in meetings by means of conference telephone or similar communications equipment, whereby all directors participating in the meeting can hear each other at the same time, and participation in any such meeting shall constitute presence in person by such director at such meeting.

## 9. **OFFICERS**

- 9.01 The directors may from time to time designate the offices of the Corporation and until further determined, the offices shall consist of the following: Chairman, President, Executive Director, Treasurer and Secretary. The directors may from time to time appoint as officers persons to fill the said offices, specify their duties and delegate to them, subject to the Act, powers to manage the business and affairs of the Corporation. A director may be appointed to any office of the Corporation and two or more offices of the Corporation may be held by the same person.

## 10. **COMMITTEE**

- 10.01 The Board may create, and prescribe the duties and terms of reference of, such committee or committees of directors as it may from time to time determine necessary to more effectively permit the efficient direction of the business and affairs of the Corporation. The Board may delegate to such committee or committees any of the powers of the Board except those which under the Act or Articles must be exercised by the Board itself, provided that any such delegation shall not limit the ability of the Board to make decisions on any subject-matter so delegated. The procedures of any such committee or committees of the Board shall, except as otherwise determined by the Board, be those applicable to the Board.

## 11. **AUDITOR**

- 11.01 **Appointment of auditor.** The members of the Corporation entitled to vote shall at each annual meeting appoint an auditor to hold office until the close of the next such meeting. Such auditor shall meet the qualifications prescribed by the Act.
- 11.02 **Dispensing with an auditor.** The members of the Corporation, including those not otherwise entitled to vote, may by the unanimous resolution of those present at the meeting, resolve not to appoint an auditor, which resolution shall be valid only until the next succeeding annual meeting of members. Notice of such resolution to be passed must be given to the members prior to the meeting as required by the Act.

12. **NOTICES**

12.01 **Manner of notice.** Any notice to be given pursuant to the Act, the Articles, the by-laws, or otherwise to a Member, director, officer, auditor or member of a committee of the Board shall be sufficiently given if delivered in the manner required by the Act.

12.02 **Returned notices.** Where notices or other documents required to be given by the Corporation to its Members have been mailed to a Member at the Member's latest address as shown on the records of the Corporation and where, on three consecutive occasions, notices or other documents have been returned by the post office to the Corporation, the Corporation is not required to mail to the Member any further notices or other documents until such time as the Corporation receives written notice from the Member requesting that notices and other documents be sent to the Member at a specified address.

13. **WRITTEN RESOLUTION**

13.01 Notwithstanding any of the foregoing provisions of this by-law:

- (a) any resolution consented to by the signatures of all the directors and whether signed in counterpart and/or by signature of a facsimile copy is as valid and effective as if passed at a meeting of the directors duly called, constituted and held for that purpose; and
- (b) any resolution consented to by the signatures of all the Members entitled to vote at meetings of the Members and whether signed in counterpart and/or by signature of a facsimile copy is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose.

14. **AMENDMENT OF BY-LAWS**

- (i) The directors may, by resolution, make, amend or repeal any by-laws that regulate the activities and affairs of the Corporation.
- (ii) The directors shall submit a by-law, or an amendment or repeal of a by-law to the members at the next meeting of members, and the members may confirm reject or amend the by-law, amendment or repeal.

ENACTED by the Board the 26th day of January, A.D. 2000.

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President

\_\_\_\_\_  
Secretary

CONFIRMED the 26th day of January, 2000, by the Members in accordance with the Act.

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Secretary