



St. John's
BOARD of TRADE

EMPLOYERS' COUNCIL
NEWFOUNDLAND & LABRADOR

NOTICE TO MEMBERS

Important Notice to All Members of the St. John's Board of Trade
Regarding a Special Meeting of Members on July 9, 2024.

Introduction

The St. John's Board of Trade and the Newfoundland and Labrador Employers' Council (NLEC) are looking forward to finalizing our merger. We are excited to move forward as one stronger, more effective, member-focused organization dedicated to representing the provincial business community.

Together with our boards of directors, we are proposing amendments to our bylaws to ensure the combined organization adheres to governance best-practices. This notice letter explains the most significant of the bylaw changes that the Board of Trade is proposing for vote at a special meeting on July 9th, 2024.

Summary of Proposed Changes to Bylaws

Articles 7 and 10 | Introduction of the Employers' Advisory Council Committee

NLEC has long been known for representing employers throughout Newfoundland and Labrador and that focus remains a priority for the Board of Trade. The amended Board of Trade bylaws include the establishment of the Employers' Advisory Council as a committee that will ensure the voice of employers is represented by informing policy and advocacy decisions of the Board of Trade.

This new committee, detailed in Articles 7 and 10, will consist of between 7 and 10 members, including a Chair and Vice-Chair who will serve on the Board of Directors of the Board of Trade for terms of up to four years.

Article 4 | Board of Directors

Article 4 would be updated to redefine the structure of the Board of Directors to ensure comprehensive governance and representation, including representation from the Employers' Advisory Council Committee:

- Article 4, Section 22: The Board of Directors shall continue to include a Chair, Vice Chair, Second Vice Chair, Immediate Past Chair, Secretary, Treasurer, up to 6 Directors elected from the General Membership, as well as 2 Directors appointed from the Employers' Advisory Council Committee.
- To meet the legislative requirements of the NLEC, we have developed a corporate structure to enable us to fulfill our contractual obligations to WorkplaceNL. As NLEC will exist for this purpose only, moving forward, the Chair and Vice Chair of the Board of Trade will also serve as the Chair and Vice Chair, respectively, of the remaining NLEC corporation.
- Underscoring our commitment to WorkplaceNL, the Board of Directors may not terminate the Employers' Advisory Council committee as long as the Board of Trade is carrying out the services related to WorkplaceNL.

Article 5 | Selecting the Second Vice Chair

The process for selecting a Second Vice Chair, as outlined in Article 5, would be updated to reflect the amended Board of Directors structure:

- To adhere to principles of governance succession, appointed directors from the Employers' Advisory Council committee are not permitted to submit an application for the role of Second Vice Chair of the Board of Directors unless no current member of the Board of Directors wishes to apply for the role.

Next Steps and Voting Procedure

The Board of Directors is proud to present the bylaw amendments for a vote by members at a special meeting scheduled for July 9th, 2024, at 1:00 p.m.

- Current bylaws can be found [here](#).
- Amended and restated bylaws can be found [here](#).
- The motion to be put before the members for a vote can be found [here](#).
- Any member in good standing with the Board of Trade is eligible to attend and vote at the special meeting.

- Each member company can only submit one vote.
- The special meeting will take place virtually. Members can register [here](#).
- Votes will be cast using SMS ballot, and cellphone numbers will be required upon registration.
- Votes will be shown using the poll function within the meeting.