

A by-law relating generally to the conduct of the affairs of

Belleville Chamber of Commerce

(the "Chamber")

BE IT ENACTED as a by-law of the Belleville Chamber of Commerce as follows:

Definitions and Interpretation

1. Definitions

In this By-Law and in all other By-Laws of the Chamber, unless the context otherwise requires:

"Act" means the *Boards of Trade Act (R.S.C., 1985, c. B-6)* and any statute that may be substituted, as amended from time to time;

"Board" means the Council, as that term is defined in the Act, of the Chamber and as more particularly set-out in these By-Laws;

"By-Laws" means this By-Law and any other by-law of the Chamber as amended and which are, from time to time, in force and effect;

"Certificate of Formation" means the certificate of formation certified by the Minister evidencing the existence of the Chamber;

"Committee Member" means a member of any committee or other advisory body of the Board;

"Director" means a member of the Board and, for further certainty, includes the President, Vice-President and Secretary elected in accordance with the Act;

"District" means the area within and for which the Chamber was established as set out in the Board of Trade's Certificate of Formation or as defined by the Governor of the Board, and includes any change in district that may be approved by the Governor of the Board from time to time;

"Meeting of Members" includes a Quarterly Meeting, Annual General Meeting, special general meeting or other general meeting of Members of the Chamber;

"Member" means an individual or organization that has been accepted as a Member of the Chamber in accordance with the Act and these By-Laws;

"Minister" means the federal Cabinet Minister who is responsible for the administration of the Act;

"Officer" or **"Officers"** means the President, Vice-President, Secretary, Treasurer and any one or more other persons, respectively, who have been appointed as officers of the Chamber in accordance with the By-Laws;

"Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;

"Quarterly Meetings" means the four (4) quarterly Meetings of Members in a calendar year that are required by the Act, each a "Quarterly Meeting";

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

2. Interpretation

In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Business of the Chamber

3. Objects

The objects of the Chamber shall be to represent business and its concerns and suggestions relative to the promotion and development of trade and commerce in Belleville.

4. Corporate seal

The Chamber may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Chief Executive Officer shall be the custodian of the corporate seal.

5. Location of the registered office

The registered office of the Chamber shall be in the District.

6. Books and records

The Board shall see that all necessary books and records of the Chamber required by the By-Laws or by any applicable statute or law are regularly and properly kept. The books and records shall be available at all reasonable hours to any Member of the Chamber free of any charge.

7. Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Chamber may be signed by any two (2) Officers or one Officer and the Chief Executive Officer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Chamber to be a true copy.

8. Financial year end

The financial year end of the Chamber shall be December 31 in each year.

9. Banking

The banking business of the Chamber shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Chamber and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

10. Appointment of auditor or reviewer

The Members shall, at the Annual General Meeting in each year, appoint a designated professional to conduct a financial audit or review. In each year

the appointed designate shall conduct an annual audit or review of the accounts and annual financial statements of the Chamber for report to the Members at the Annual General Meeting for the next year. An appointed designate shall hold office until the next Annual General Meeting provided that the Board may fill any casual vacancy in the office of the appointed designate. Any remuneration of the appointed designate shall be fixed by the Board.

11. Borrowing powers

The Board may, without authorization of the Members,

- borrow money on the credit of the Chamber;
- issue, reissue, sell, pledge or hypothecate debt obligations of the Chamber;
- give a guarantee on behalf of the Chamber; and
- mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Chamber, owned or subsequently acquired, to secure any debt obligation of the Chamber.

12. Non-partisan/non-sectarian

The Chamber shall be non-partisan and non-sectarian and shall not lend its support to any candidate for public office.

A candidate for election to the Board of Directors shall not be an elected representative to the Federal Parliament, the Provincial Legislature, or the Municipal Councils and School Boards.

A Director shall be required to resign from the Board once they publicly declare their intent to seek elected public office. The determination of whether a Director “publicly declares” such an intention shall be made by the Board in the Board’s sole and absolute discretion. Public declarations shall include, but not be limited to, a Director/candidate informing the Board, formally or informally, or making a public statement to the media or public at large confirming their intention to seek public office. The Chamber shall remain neutral in all elections and not lend its support to any candidate for public office.

Membership in the Chamber

12. Membership conditions

Membership in the Chamber shall be available only to:

- an individual, whether resident in the District or not, who is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District;
- a society, body corporate or organization who is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District; or
- an individual, society, body corporate or organization who is not referred to above, but is recommended by the Board for membership in the Chamber at any Meeting of the Members.

13. Admission of Members

- An individual or organization proposed for membership in the Chamber pursuant to the section on membership conditions of this By-Law is only admitted to membership in the Chamber if the proposed Member so consents and their membership is approved at a Meeting of the Members by Special Resolution of the Members. An individual or organization so admitted to membership in the Chamber is a Member with all the related rights and obligations immediately as of the receipt of such approval.

14. When membership dues are payable

Members shall be notified in writing of the subscription amounts or membership dues at any time payable by them and, if any are not paid within 90 days of their due date the Members in default shall automatically cease to be Members of the Chamber. All membership dues are non-refundable.

15. Termination and withdrawal of membership

A membership in the Chamber is terminated when:

- the Member dies, or, in the case of a Member that is an organization or a corporation, the organization is disbanded or the corporation is dissolved;
- a Member fails to maintain any qualifications for membership described in the section on membership conditions of this By-law;
- the Member retires or resigns by providing ten (10) days written notice of such resignation to the Secretary of the Chamber and satisfying any lawful liability outstanding against such Member on the books of the Chamber at the time of such written notice; and
- the Member is expelled in accordance with any section on discipline of Members of this By-law or is otherwise terminated in accordance with the Act or By-laws.

16. Effect of termination and withdrawal of membership

Upon any termination of membership, the rights of the Member, including any rights in the property of the Chamber, automatically cease to exist.

17. Discipline of Members

The Board shall have authority to suspend or expel any Member from the Chamber for any one or more of the following grounds:

- violating any provision of the Certificate of Formation, By-Laws, or written policies of the Chamber;
- carrying out any conduct which may be detrimental to the Chamber as determined by the Board in its sole discretion;
- for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Chamber.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Chamber, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons

for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Chamber. If written submissions are received in accordance with this provision, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

Meetings of Members

18. Quarterly Meetings of the Members

In each calendar year the Chamber shall hold four (4) Quarterly Meetings of the Members.

19. Annual General Meeting of Members

The 2nd Quarterly Meeting of Members shall be held within 180 days of the end of each fiscal year and at this meeting the following items shall be put before the Members for consideration:

- The election of the President, Vice-President, Treasurer and at least 8 other Directors of the Council;
- The appointment of auditors (reviewers) of the Chamber
- The annual report of the President of the Chamber
- The annual financial statements and auditor's (reviewer) report of the Chamber; and
- The annual report of the Treasurer of the Chamber (if a Treasurer has been appointed)

20. Special Meetings of the Members

In addition to the Quarterly Meetings, the Board or a majority of Members of the Chamber may call a Special Meeting of the Members. In the event

that the Members requisition a Special Meeting of the Members, the Directors shall arrange for such meeting without delay.

21. Notice of Meetings of Members

Notice of the time, date and place of a Quarterly, Annual or Special Meeting of Members shall be given to each Member during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held by publication of a notice through one newspaper or otherwise, as is thought necessary by the Board and

- if sent to each Member by telephonic, electronic or other communication facility at such Member's recorded address for that purpose

If an electronic means is to be used, each Member receiving an electronic notice or other document must consent to such method of communication and designate an information system for the receipt of the electronic notice or other document. For each Member who has not consented, a copy of the notice or other document is to be sent to that Member.

Where the business to be considered at a Meeting of the Members is any business other than the election of directors, appointment of auditors, annual report of the President, the consideration of the financial statements and auditor's report, and the treasurer's report, the notice of meeting shall include enough information on that business so that Members may make a reasoned decision in respect of such business.

22. Place of Meeting of Members

Meetings of the Members shall be held at any place within the District and/or offered through hybrid or solely electronic meeting software.

23. Persons entitled to be present at Meetings of Members

Members, non-members, officers, directors and the auditor of the Chamber are entitled to be present at a meeting of Members. However, only those Members entitled to vote at the Meeting of Members according to the provisions of the Act and by-laws are entitled to cast a vote at the meeting.

24. Quorum at Meeting of Members

A quorum at any meeting of the Members shall be 11 of the Members. 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.

25. Voting at Meeting of Members

Each Member shall be entitled to exercise one (1) vote at all Meetings of the Members. Where a Member is an organization, such Member shall designate, in the form required by the Chamber, an individual to exercise the vote on its behalf.

At any Meeting of the Members, a majority of the Members present are competent to do and perform all acts that either under the Act or the By-Laws are or shall be directed to be done at a Meeting of the Members. At any Meeting of Members every question shall be determined by an Ordinary Resolution, unless otherwise provided by the By-Laws or by the Act.

26. In case of an equality of votes

In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

27. Participation by electronic means at Meeting of Members

If the Chamber chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-Law, any person participating in a Meeting of Members pursuant to this provision who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Chamber has made available for that purpose.

28. Meeting of Members held entirely by electronic means

If the Directors or Members of the Chamber call a Meeting of Members pursuant to the Act or the By-Laws, those Directors or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Board of the Chamber

29. Number of Directors

The Government of the Chamber shall be vested in a Board of Directors, which shall consist of a minimum of eleven (11) and a maximum of sixteen (16) members:

- A President, Vice-President and Treasurer, all of who shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting; and
- A minimum of 8 and maximum of 13 other Directors, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year

For further certainty, the President, Vice-President and Treasurer are Directors within the meaning of the Act and this By-Law.

30. Election of Officers

The Governance Committee shall select a slate of candidates for election sufficient to fill all vacancies on the Board on or before the first Friday in April.

If the number of nominees exceeds the vacancies to be filled, there shall be an election held on or before the last Friday in April.

At each annual election Directors shall be elected and appointed in the manner aforesaid for a one (1) year term beginning on May 1st and shall expire on April 30th of the following year.

31. Qualifications of Directors

Only Members may serve as Directors of the Chamber.

A member wishing to serve as Director shall submit to the Chief Executive Officer no later than the 31st day of March in any year a nomination form, in a form as may be prescribed by the Board of Directors, signed by the candidate declaring their desire to be nominated as a Director, together with the signature of two (2) Members in good standing endorsing the candidate's nomination. In the case where the member is not the Primary Representative of the Member organization, endorsement from the Primary Representative is required as the first signature.

32. Term of office of Directors

The Directors shall be elected to hold office for a term of one (1) year, expiring not later than the close of the Annual General Meeting in the calendar year following their election, or until they are removed from office or vacate it as specified under these By-laws.

33. Number of terms of Office of Directors

A Director shall not be eligible to serve more than six (6) consecutive terms unless they are holding the position of President in their 6th term, whereupon they will hold the position of Past-President in their 7th term (but not elected).

34. Failure to elect Directors

In the event that Directors are not elected at the Annual General Meeting in a calendar year:

- the Directors may be elected at any Meeting of Members of the Chamber; and
- the Directors then in office shall remain in office until their successors are elected.

35. Oath of Office

The President and Vice-President of the Chamber, before starting the duties of their office, shall take and subscribe before the mayor of the city or town

constituting the District, or before any justice of the peace, take an oath or affirmation in the following form:

"I swear that I will faithfully and truly perform my duty as [*] Chamber, and that I will, in all matters connected with the discharge of that duty, do all things, and only such things, as I truly and conscientiously believe to be adapted to promote the objects for which the board was constituted, according to the true intent and meaning of the same."

36. Code of Ethics

Each Director must execute and deliver to the CEO a document each year of their term stating that they agree to abide by the Code of Ethics of the Chamber in the form prescribed by the Board of Directors from time to time ("Code of Ethics").

37. Automatic termination of director's term in office

The term of office of a Director shall be automatically terminated:

- if a Director, which includes the President, Vice-President or Treasurer, resigns by delivering a written resignation to the Secretary of the Chamber; or, where such resigning Director is the Secretary of the Chamber, by delivering a written resignation to the President of the Chamber;
- if at a Meeting of Members an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;
- on death of the Director; or
- if a Director is absent from meetings of the Board continuously for a period of six (6) months.

If the Director who is terminated under this provision is also the President, Vice-President and/or Treasurer of the Chamber, such Director's term of office as the President, Vice-President or Treasurer as the case may be, shall likewise be automatically terminated.

38. Removal of Directors by the Board

The Board may suspend or remove any Director, which includes the President, Vice-President or Treasurer, from office if such Director violates any provision of the Certificate of Formation, By-Laws, Code of Ethics in the form prescribed by the Board of Directors from time to time, or written policies of the Chamber, is negligent in the performance of their duties, or carries out any conduct which may be detrimental to the Chamber as determined by the Board in its sole discretion. A Director so suspended or removed may appeal such suspension to the Members at the next Meeting of Members, at which time the Members may confirm the decision of Board or reinstate such Director for the duration of their term of office.

39. Vacancies of Directors

Where a seat on the Board is vacant pursuant to the section on automatic termination of Director's term of office or the section on removal by Board of this By-Law, the Board may at any of its meetings elect a Member of the Chamber to fill such vacancy. Any Director so elected shall hold office until the next annual election of Directors of the Chamber. Despite the foregoing, if the Members vote to remove a Director pursuant to this By-Law, they may elect a Director to fill such vacancy at the same Meeting of Members at which the Director is removed. If the Members do not fill such vacancy, the Board may at any of its meetings elect a Member of the Chamber to fill such vacancy.

40. Calling of meetings of the Board

Meetings of the Board may be ordered by the President or any two (2) Directors at any time and, if so ordered, shall be convened by the Secretary.

41. Location of meetings of Board

Meetings of the Board may be held at any time and place within the District as determined by the Board.

42. Members at Board meetings

Members may attend Meetings of Board only on the invitation of the President of the Board or by an Ordinary Resolution of the Directors in attendance at the meeting. However, Members in attendance may not take part in the proceedings at any such meeting.

43. Participation of Board meetings by electronic means

If a majority of the Directors consent, a Director may participate in a meeting of the Board or a committee of the Board by means of such telephonic, electronic or other communications facilities as to permit all persons participating in the meeting to communicate adequately with each other. A Director participating in a meeting by such means shall be deemed to be present at the meeting.

44. Board meetings held entirely by electronic means

If the Directors call a meeting of the Board, those Directors may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

45. Resolutions in writing, etc.

The Board may pass any resolution or exercise any power conferred upon the Board by written resolution, including by email transmission, in accordance with this Section. Any resolution or the exercise of any powers conferred upon the Board must be properly moved and seconded by notice in writing delivered to every Director along with a deadline by which a response is favour, against or abstaining from the particular item in question is due to the President and/or Secretary. The President or Secretary shall compile the results of the votes after the deadline and announce the results by notice in writing, and the decision shall be acknowledged in the minutes of the next meeting of the Board. Any failure of a Director to respond within the time prescribed in the notice shall be deemed an abstention.

46. Notice of meeting of the Board

Notice of the time, date and place for the holding of a meeting of the Board shall be given in the manner provided in this By-Law to every Director of the Chamber during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held if sent by mail and not less than forty eight

(48) hours before the day on which the meeting is to be held if sent by telephonic, electronic or other communication facilities.

Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time, date and place of the adjourned meeting is announced at the original meeting.

47. First meeting of a new Board

Despite the section governing notice of meeting of Board, provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

48. Regular meetings of the Board

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour as determined. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting.

49. Quorum at meetings of the Board

Six (6) of the Directors in office shall constitute a quorum at any meeting of the Board. A majority of such quorum may do all things within the powers of the Board.

50. Chair of Board meetings

The President shall chair all meetings of the Board or, in the absence of the President, the Vice-President. In the event that the President and Vice-President of the Board are absent, any other Director chosen by the Board may chair the meeting.

51. Voting at meetings of the Board

Each Director shall be entitled to exercise one (1) vote at all meetings of the Board. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

52. Standing committees

The Board shall create the following Standing Committees:

Executive

- Until removed by Ordinary Resolution of the Board, the Executive Committee shall be comprised of the President, the Vice-President, Treasurer and immediate Past-President if also a Member.
- The Board shall have the power to appoint and remove Committee Members of the Standing Committee.
- The Executive Committee shall operate within its terms of reference and mandate that the Board shall provide to it.
- The President shall chair all meetings of the Executive Committee or, in the absence of the President, any other Executive Committee member selected by majority of the Executive Committee Members present may chair the meeting.
- The Members of the Executive Committee shall not be remunerated in respect of their participation in the Executive Committee.
- The Standing Committee shall meet at least 2 times per year. The Chair of the Standing Committee shall provide the Committee Members with notice of meetings of the Executive Committee during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held, either by mail or by electronic means.
- The Executive Committee may formulate its own rules of procedure, which shall include the following:
 - A quorum of the Executive Committee shall be a majority of Committee Members in person or by electronic means.
 - All decisions of the Executive Committee shall be made by Ordinary Resolution.
- The Executive Committee shall report to the Board.

Finance

- Until removed by Ordinary Resolution of the Board, the Finance Committee shall be comprised of the President and Treasurer and at least two (2) other Members.
- The Board shall have the power to appoint and remove Committee Members of the Finance Committee.
- The Finance Committee shall operate within its terms of reference and mandate that the Board shall provide to it and shall oversee and report to the Board concerning all financial matters of the Chamber.
- The Treasurer shall chair all meetings of the Finance Committee or, in the absence of the Treasurer, any other Finance Committee member selected by majority of the Finance Committee Members present may chair the meeting.
- The Members of the Finance Committee shall not be remunerated in respect of their participation in the Standing Committee.
- The Finance Committee shall have regular meetings at least 4 times per year at a place or virtually, date and hour to be named. A copy of any resolution of the Committee fixing the time and place of such regular meetings of the Council shall be sent to each Committee member immediately after being passed.
- The Finance Committee may formulate its own rules of procedure, which shall include the following:
 - A quorum of the Finance Committee shall be a majority of Committee Members in person or by electronic means.
 - All decisions of the Finance Committee shall be made by Ordinary Resolution.
- The Finance Committee shall report to the Board.

Governance

- Until removed by Ordinary Resolution of the Board, the Governance committee shall be comprised of the President, the immediate past-President if also a Member, and up to four (4) members.
- The Board shall have the power to appoint and remove Committee Members of the Governance Committee.
- The Governance Committee shall operate within its terms of reference and mandate that the Board shall provide to it.

- The Past-President shall chair all meetings of the Governance committee, or in the absence of a Past-President, the Members of the Governance Committee shall elect a chair from among their number by Ordinary Resolution.
- The Members of the Governance Committee shall not be remunerated in respect of their participation in the Governance Committee.
- The Governance Committee shall have regular meetings at least 4 times per year at a place or virtually, date and hour to be named. A copy of any resolution of the Committee fixing the time and place of such regular meetings of the Council shall be sent to each Committee member immediately after being passed.
- The Governance Committee may formulate its own rules of procedure, which shall include the following:
 - A quorum of the Governance Committee shall be a majority of Committee Members in person or by electronic means.
 - All decisions of the Governance Committee shall be made by Ordinary Resolution.
- The Governance Committee shall report to the Board.

Membership

- The Board shall have the power to appoint and remove Committee Members of the Membership Committee.
- The Membership Committee shall operate within its terms of reference and mandate that the Board shall provide to it.
- At least 2 of the Membership Committee Members shall be Directors / a Director.
- The Vice-President shall chair the Membership Committee, or in the absence of the Vice-President any other member selected by majority of the Membership Committee Members present may chair the meeting.
- The Members of the Membership Committee shall not be remunerated in respect of their participation in the Standing Committee.
- The Membership Committee shall have regular meetings at least 4 times per year at a place or virtually, date and hour to be named. A

copy of any resolution of the Committee fixing the time and place of such regular meetings of the Council shall be sent to each Committee member immediately after being passed.

- The Membership Committee may formulate its own rules of procedure, which shall include the following:
 - A quorum of the Membership Committee shall be a majority of Committee Members in person or by electronic means.
 - All decisions of the Membership Committee shall be made by Ordinary Resolution.
- The Membership Committee shall report to the Board.

53. Other committees of Board

The Board may from time to time appoint any committee or other advisory body and its members as it deems necessary or appropriate for such purposes and, subject to the Act and By-Laws, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The duties and remuneration of any such committee shall be set by the Board. Any committee may be disbanded by the Board and committee member may be removed by the Board. All committees made or appointed by the Board shall report to the Board.

Officers of the Chamber

51. Roles of Officers

Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, Officers of the Chamber shall have the following duties and powers associated with their positions:

- **President.** The President of the Chamber shall be responsible for chairing all meetings of the Board, supervising and overseeing the implementation of the strategic plans and policies of the Chamber.
- **Vice-President (and Second Vice-Chair).** The Vice-President shall, in the absence or disability of the President, perform the duties and

exercise the power of the President and shall perform such other duties as shall from time to time be imposed upon them by the Board or the President.

- **Treasurer.** The Board may appoint a Treasurer. If appointed, the Treasurer shall present financial reports and shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Chamber; and the Treasurer shall have such other powers and duties as the Board or the President may specify.
- **Secretary.** The Secretary shall be responsible for ensuring the CEO serves the Board through the duties assigned as outlined in the Act.
- **Chief Executive Officer.** The Chief Executive officer shall be the Chief Executive Officer of the Chamber The CEO shall be responsible for implementing the strategic plans and policies of the Chambers. The CEO shall, subject to the authority of the Board of Directors, have general supervision of the affairs of the Chamber. The CEO is assigned the duties of Secretary, as outlined in the Act and shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The CEO shall enter or cause to be entered in the Chamber's minute book, minutes of all proceedings at such meetings; the CEO shall give or cause to be given, as and when instructed, notices to Members, Directors, the auditors and members of committees; the CEO shall be the custodian of all books, papers, records, documents and other instruments belonging to the Chamber. The CEO shall also be responsible to keep proper accounting records in compliance with the Act and be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Chamber.
- **Other Officers.** The Board may appoint such other Officers as it deems appropriate. The powers and duties of all other Officers of the Chamber shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

52. Officer vacancies

In the event the Board appoints a Treasurer or any other Officer of the Chamber, the Board may remove, whether for cause or without cause, any

Officer so appointed, other than the President, Vice-President or Treasurer. Unless so removed, an Officer shall hold office until the earlier of:

- the Officer's successor being elected or appointed;
- the Officer's resignation; and
- the Officer's death.

If the office of any appointed Officer of the Chamber (other than the President, Vice-President or Treasurer) shall be or become vacant, the Directors may appoint a person to fill such vacancy.

For further certainty, this provision does not apply to the President, Vice-President or Treasurer or any other member of Board who shall be governed by the sections on automatic termination of director's term in office and removal by Board.

53. Remuneration of Directors and Officers

The Board of Directors may fix reasonable levels of remuneration for the Chief Executive Officer. No other Directors, Officers and Standing Committee Members of the Chamber shall be remunerated for their services., provided that a Director, Officer or Standing Committee Member may be paid reasonable expenses incurred by them in the performance of their duties as a Director, Officer or Standing Committee Member.

54. Indemnification

Every Director or Officer of the Chamber or other person who has undertaken or is about to undertake any liability on behalf of the Chamber or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Chamber from and against:

- a. all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted

by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability; and

- b. all other costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Chamber, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in paragraph (a) of this provision, the Board may approve such advance.

The Chamber is authorized to purchase and maintain such insurance for the benefit of all Directors, Officers or Standing Committee Members of the Chamber against such errors, omissions and other liabilities as are referred to in this Section and in such amounts as the Board may determine.

Dispute Resolution

55. Mediation and arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Chamber are as much as possible to be resolved in accordance with the mediation and/or arbitration procedures as provided in these By-Laws.

56. Mediation/arbitration resolution mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members, or volunteers of the Chamber arising out of or related to the Certificate of Formation, the By-Laws, or out of any aspect of the operations of the Chamber is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, directors, officers, committee members, employees or volunteers of the Chamber as set out in the Certificate of Formation, By-Laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators where the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Chamber is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this provision shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this provision shall be borne by such parties as may be determined by the arbitrators.

General

57. Method of giving notice

Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received or served) pursuant to the Act, the Certificate of Formation, the By-Laws or otherwise to a Member, Director, Officer or Committee Member or to the auditor shall be sufficiently given:

- if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Chamber or in the case of notice to a Director to the latest address as

shown in the last Annual Summary (as required by the Act) was sent by the Chamber to Corporations Canada;

- if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as previously mentioned; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or Committee Member in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Chamber to any notice or other document to be given by the Chamber may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

58. Invalidity of any provisions of these by-laws

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

59. Omissions and errors

The accidental omission to give any notice to any Member, Director, Officer, Committee Member or auditor, or the non-receipt of any notice by any such person where the Chamber has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

60. By-laws or by-law amendments

A new By-law or an amendment to the By-Laws requires approval of:

- a. the Members by Ordinary Resolution at any Meeting of the Members, provided that notice of meeting is provided to the Members in accordance with this By-Law; and
- b. the Minister.

After the Members have approved the new By-law or an amendment to the By-laws, they shall be sent to the Minister for approval in accordance with the rules established by the Minister for such approval.

The new By-law or by-law amendment shall not be in force or acted upon until the Minister has approved it.

Notice of a proposed new By-law or an amendment to the By-Laws must be in writing and sent to all Members with the notice of meeting at which such proposed amendment is put to the Members for approval. A copy of such notice must be duly entered in the books of the Chamber as a minute of the Chamber.

61. Repeal of prior by-laws

All previous By-Laws of the Chamber are repealed as of the coming into force of this By-Law. Such repeal shall not affect the previous operation of the previous By-Laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

62. Dissolution of the Chamber of Commerce and Distribution of Assets

In the event of amalgamation with another Chamber(s), or Board(s) of Trade, or other organization, the Chamber's assets shall be transferred to the successor organization. Upon the dissolution of the Chamber, as approved by the members representing not less than two thirds of the votes cast at a general meeting of members called to consider the matter of dissolution, and after payment of all debts and liabilities of the Chamber, the remaining property of the Chamber shall be distributed or disposed of to one or more registered charities or other educational, scientific or philanthropic organizations as determined by the Board.

In the event of dissolution of the Chamber, a portion of paid membership fees may be refunded at the Board's and members discretion.