

# South Stormont Chamber of Commerce

## By-Law No. 2

A by-law relating generally to the conduct of the affairs of the  
*South Stormont Chamber of Commerce*

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BE IT ENACTED as a by-law of the *South Stormont Chamber of Commerce* as follows:

**Article 1  
Name and Object**

**Section 1.1 By-Laws Repealed**

The existing by-law being By-Law No. 1 is hereby repealed.

**Section 1.2 Corporate Name**

The name of the Corporation shall be the "South Stormont Chamber of Commerce," hereinafter called the "Corporation"

**Section 1.3 Objects**

The objects of the Corporation shall be to promote, improve and foster the economic well-being of the community of South Stormont.

**Section 1.4 Non Partisan**

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

**Article 2**  
**Interpretation**

**Section 2.1 Definition:**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

“**Act**” means, the *Boards of Trade Act*, R.S.C. 1985, c. B.-6, as amended from time to time;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“**Authorized Representative**” means an individual, appointed in writing by, is deemed to be acting for and is authorized to bind the Membership and exercise of the rights and privileges of the Membership. The Authorized Representative may be changed from time to time, in writing;

“**Board**” means the Board of Directors of the Corporation and  
“**Director**” means a Member of the Board;

“**By-law**” means, this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

“**Casting Vote**” means in all cases of an equality of votes on any division, the president or in his absence the 1st Vice-President, or in his absence the 2<sup>nd</sup> Vice-President or such other Director as the Board may from time to time appoint, at any annual, general or special meeting of the Board or Members has the deciding vote;

“**Chamber**” means the South Stormont Chamber of Commerce;

“**District**” means the area, within and for which the Corporation was established, as defined in the certificate of registration under the Act;

“**Good Standing**” means a Member is regarded by the Board as having complied with the requirements of Membership as defined by the Act and the by-laws.

“**Meetings of Members**” includes any annual meeting, general meeting or special meeting of the Members;

“**Member**” means organizations and individuals that hold a Membership in the Corporation;

**“Membership”** refers to all Members including “Honorary Members”;

**“Ordinary Resolution”** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast by the Members present and carrying voting rights on a resolution or question;

**“Proxy”** means a vote by Members in lieu of personal attendance at any meeting with the exception voting at the Annual General Meeting.

**Section 2.2 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 in 2.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

**Article 3**  
**Affairs of the Corporation**

**Section 3.1 Head Office**

The Head Office of the Corporation shall be in the Township of South Stormont, in the Province of Ontario and at such place therein as the Directors may from time to time determine.

**Section 3.2 Corporate Seal**

The Corporation 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 secretary of the Corporation shall be custodian of the corporate seal.

**Section 3.3 Financial Year**

The financial year end of the Corporation shall be December 31<sup>st</sup> in each year.

**Section 3.4 District of South Stormont**

The boundaries of the South Stormont Chamber of Commerce are set out at Schedule A of the by-law.

**Section 3.5 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or Directors. 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 Corporation to be a true copy thereof.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by Ordinary Resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

**Section 3.6 Books and Records**

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

**Section 3.7 Banking Arrangements**

The banking business of the Corporation shall be transacted with such bank, trust company or other firm or corporation carrying on banking business in Canada or elsewhere as the Board of Directors 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 Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

**Section 3.8 Cheques, Bills of Exchange**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by each officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3.9 Affiliation**

The Corporation may become affiliated with the Canadian Chamber of Commerce, or any other organization as determined by the Board of Directors, and may elect delegates or representatives to attend the annual meeting of the Canadian Chamber of Commerce at a Board meeting.



**Article 4**  
**Membership**

**Section 4.1 Membership Conditions**

Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have submitted an application to the secretary and been accepted into Membership in the Corporation by Ordinary Resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

**Section 4.2 Individual Membership**

Any reputable individual, directly or indirectly engaged or interested in trade, commerce or economic and civil well-being of the District, living within the Township of South Stormont shall be eligible for Membership in the Corporation.

**Section 4.3 Business Membership**

Associations, Corporations, Societies, Partnerships or Estates directly or indirectly engaged or interested in trade, commerce or the economic, civil and social well-being of the District shall be eligible for Membership in the Corporation. The voting power of such a Membership must be assigned to an Authorized Representative, in writing and delivered to the secretary.

**Section 4.4 Annual Membership Renewals**

At a meeting designated by the board for the purpose of renewing existing memberships and approving applications, in addition to any other business that may be transacted, the Membership of the Members listed on the roll must be renewed by Ordinary Resolution of the Membership by a show of hands, unless a ballot be demanded by any Member.

**Section 4.5 Resignation**

Any Member of the Corporation who intends to resign his Membership may do so at any time, upon giving to the secretary ten (10) days notice in writing of such intention and upon discharging of any lawful liability standing on the books of the Corporation against such Member at the time of notice. A Member's resignation shall be effective from the acceptance thereof by the Board. In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which become payable by him or her to the Corporation prior to acceptance of his resignation.

**Section 4.6 Honorary Membership**

Individuals or Businesses who have distinguished themselves by some meritorious or public service may be elected Honorary Members by the majority of the votes cast at a Board meeting. Such recognition shall be for a term of one year, with the option to renew. Honorary Members so elected shall carry the rights and privileges of Membership except that of holding office or voting at any special, general or annual meeting of the Members. Honorary Members shall be exempt from the payment of Membership dues.

**Section 4.7 Membership Dues**

Members shall be notified in writing of the Membership dues at any time payable by them and, if any are not paid within three (3) calendar months of the Membership renewal date, the Members in default shall automatically cease to be Members of the Corporation.

Other assessments may be levied against all Members provided that they are recommended by the Board of Directors and approved by the majority of Members present at a general meeting of the Members of which notice specifying the intention to pass such resolution have been given in accordance with these by-laws.

**Section 4.8 Termination of Membership**

A Membership in the Corporation is terminated when:

- (a) the Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;
- (b) a Member fails to pay Membership dues within three (3) months of the date they fall due ;
- (c) the Member resigns by delivering a written resignation to the chair of the Board of the Corporation and discharges any lawful liability standing on the books of the Chamber against such Member, in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the articles or by-laws; or
- (e) the Members term of Membership expires without being renewed.

**Section 4.9 Discipline of Members**

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

- (a) violating any provision of the articles, by-laws, or written policies of the Corporation;

- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from Membership in the Corporation, 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 Corporation. If written submissions are received in accordance with this section, 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.

**Section 4.10 Effect of Termination of Membership**

Upon any termination of Membership, the rights of the Member automatically cease to exist.

**Article 5**  
**Members' Meetings**

**Section 5.1 Annual General Meeting**

An annual meeting of the Members shall be held in the District where the head office is situated, or a location directed by the Board in the month of June or on such a day as the Directors shall appoint. Notice of the time and place of the annual meeting of Members shall be given to each Member entitled to vote at the meeting by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

At every annual meeting, in addition to any other business that may be transacted, the following shall take place,

- (a) Review of the Minutes from the previous Annual General Meeting;
- (b) Review of the audited statements which may, or may not include the auditor's report;
- (c) Presentation of the President's report;
- (d) Election of the Board of Directors;
- (e) Appointment of Auditor; and
- (f) Affixing of the Annual Membership Dues payable by the Membership for the foregoing fiscal year.

**Section 5.2 Special Meeting**

The Board of Directors shall call a special meeting of Members on written requisition of a Director, the Board or Members in Good Standing carrying not less than 10% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting. A notice specifying the purpose of the meeting shall be mailed or transmitted through electronic means to the last known address of the Member as recorded on the books of the Chamber at least five (5) days prior to the time fixed for holding such meeting.

**Section 5.3 General Meeting**

The Board of Directors shall call a general meeting of Members on written requisition of a Director, the Board or Members in Good Standing carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting. A notice specifying the purpose of the meeting shall be mailed or transmitted through electronic means to the last known address of the Member as

recorded on the books of the Chamber at least fourteen (14) days prior to the time fixed for holding such meeting.

**Section 5.4 Voting Rights**

Each voting Member in Good Standing and present at a meeting shall have the right to exercise one vote on each question, provided that any Association, Corporation, Society, Partnership, or an estate Member shall, in each such case be assigned to an Authorized Representative.

A vote may be by a show of hands unless a ballot be demanded by any Member. A Member may, by means of written Proxy appoint a Proxy holder to attend and act at a special or general meeting of Members, in the manner and to the extent authorized by the Proxy. A person holding a Proxy need not be a Member pursuant to the Membership Directory but shall produce a Proxy with the secretary authorizing him to act as agent from his constituent or constituents.

An Ordinary Resolution shall determine the questions in the meeting except where the vote or consent of a greater number of Members is required by the Act or these by-laws.

**Section 5.5 Proxies**

Members may vote by way of Proxy in lieu of personal attendance at any general or special meeting with the exception of the Annual General Meeting.

The Authorized Representative of an Association, Firm, Corporation, Partnership, Institution of a public nature, or Not-For-Profit Organization holding a Business Membership may vote by Proxy at any meeting with the exception of the Annual General Meeting if the Authorized Representative has been designated in writing.

**Section 5.6 Notice to Members**

Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must remind the Member if he has the right to vote by Proxy.

Notice of any annual or special meeting may be given by the following methods:

- (a) By mail ; or
- (b) By electronic means such as e-mail or facimile.

If a Member requests that notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

A Resolution of two-thirds (2/3) of the votes cast at a general or annual meeting of which notice specifying the intention to pass such a resolution has been given, is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of the Members.

**Section 5.7 Errors or Omission in Notice**

No error or omission in giving such notice for an annual, general or special meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

**Section 5.8 Adjournment**

Any meetings of the Corporation or of the Directors may be adjourned at any time, from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place, without notice. Such Adjournment may be made notwithstanding that no quorum is present.

**Section 5.9 Quorum at Members' Meetings**

A quorum at any meeting of the Members shall be a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of the meeting of Members, the Members present may proceed with the business of the meeting even if quorum is not present throughout the meeting,

If a quorum is present at the opening of any meeting of Members, the meeting shall proceed notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of Members, the meeting shall be adjourned by the Chair.

**Section 5.10 Chair of Members' Meeting**

The President of the Board or in his absence the 1<sup>st</sup> Vice-President, or in his absence absent, the 2<sup>nd</sup> Vice-President or in his absence, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

At a meeting unless a poll is demanded, a declaration by the chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against a motion.

**Section 5.11 Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

**Article 6**  
**Nominations & Electoral Rules and Procedures of Directors**

**Section 6.1 Nominating Committee**

A nominating committee shall be appointed by the Board, and shall be comprised of the current executive Members. The nominating committee shall accept nominations from Members in Good Standing, in writing duly signed by the nominee. The nominating committee must review the eligibility of the nominees in accordance with the by-laws. The Nominating Committee shall notify Members the nominations at least fourteen (14) days prior to the Annual General Meeting, upon which nominations will close.

**Section 6.2 Elections of Directors and Terms of Office**

The Director's term of office shall be from the date of the meeting of which they are elected or appointed until their successors shall have been duly elected or appointed, whichever comes first. Each Director may be elected by a show of hands unless a ballot be demanded by any Member. In the event of an equality of votes, the Director may be elected by Casting Vote.

**Section 6.3 First Meeting of the Newly Elected Board**

The Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected. The newly Board must elect an Executive Council will be comprised of a President, a 1<sup>st</sup> Vice-President, a 2<sup>nd</sup> Vice-President, a Secretary and a Treasurer at the first meeting of the elected Board, provided that in default of such election the then incumbents, being Board Members, shall hold office until their successors are elected.



**Article 7**  
**Board of Directors**

**Section 7.1 Duties of the Board**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not more than ten (12) and not less than eight (8), each of whom at the time of his election or within ten (10) days thereafter and throughout his term of office shall be a Member of the Corporation. Directors must be individuals, at least 18 years of age, with power under law to contract.

**Section 7.2 Removal of Directors**

- (a) The Members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which fourteen (14) days notice specifying the intention to pass such resolution has been given, remove a Director before the expiration of his term of office.
- (b) The Board may by resolution declare that a Director who has failed to attend three (3) consecutive meetings of the Board has ceased to be a Director and shall be notified in writing. The Director shall have the opportunity to address the Board with respect to any contravention of Sections 7.2 (a) and (b). The Board shall fill the vacancy in accordance with this By-law.

**Section 7.3 Vacation of Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed,
- (b) the officer's resignation,
- (c) such officer ceasing to be a Director (if a necessary qualification of appointment) or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

**Section 7.4 Vacancies, Board of Directors**

Vacancies of the Board of Directors, however caused, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified Members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected. If

there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy.

**Section 7.5 Place of Meeting**

Meeting of the Board shall be held at the head office of the Corporation in the Township of South Stormont and at such location therein as the Board may from time to time determine.

**Section 7.6 Calling of Meeting of Board of Directors**

Meetings of the Board may be called by the president, the vice-president or any two (2) Directors at any time, may be held from time to time at such place and time to be determined by the Directors provided that 48 hours notice of such meeting shall be given, by email or facsimile, to each Director. If a Director cannot be contacted by email or facsimile, notice to that Director shall be by mail sent at least 10 days prior to the meeting.

**Section 7.7 Quorum**

Any five (5) or more Members of the Board at a meeting of which notice was duly provided shall constitute a quorum and a majority of such quorum may do all things within the powers of the Board not inconsistent with the provisions of the Act.

**Section 7.8 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than 7 days before the time when the meeting is to be held by one of the following methods:

- (a) delivered personally to the latest address as shown in the last notice that was sent by the Corporation;
- (b) mailed by prepaid ordinary mail to the Director's address as set out in (a); or
- (c) by telephonic, electronic or other communication facility at the Director's recorded address for that purpose/

Notice of a meeting shall not be necessary if all of the Directors are present, and none 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 and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except as required by the by-laws.

**Section 7.9 Regular Meetings' of the Board of Directors**

The Board may appoint a day or days in any month for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be forwarded to each Director forthwith as notice of the regular meeting of the Board. Meetings may be held via telephone or video conference or email communication.

**Section 7.10 Chair of a Board Meeting**

The President of the Board, or in his or her absence, the 1<sup>st</sup> Vice-President then the 2<sup>nd</sup> Vice President or, in his or her absence shall be the Chair of a meeting of the Directors. If no such officer is present, the Directors present shall choose a Member of the Board to be the chair.

**Section 7.11 Votes to Govern**

At any meeting of Members every question shall, unless otherwise provided by the by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting in addition to an original vote shall have a second or Casting Vote. Each Director is entitled to one vote per question at a meeting of the Board.

**Section 7.12 Interest of Directors in Contracts**

Subject to the provisions of the Act, no Director shall be disqualified by his or her office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any Director is in any way interested be liable to be avoided nor shall any Director so contracting or being so interested be liable to account to the Corporation or any of its Members or creditors for any profit realized from any such contact or arrangement by reason of such Director holding that office of the fiduciary relationship thereby established.

**Section 7.13 Declaration of Interest**

It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.

**Section 7.14 Remuneration of Directors**

No Member, Director or Committee Member may receive any wages, salary, or payment from the Corporation except for reimbursement of reasonable expenses incurred in performing her or her duties on behalf of and at the request of the Corporation.

**Section 7.15 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and 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. Any committee Member may be removed by resolution of the Board of Directors.

The president, or in his or her absence, the 1<sup>st</sup> Vice-President, or in his absence the 2<sup>nd</sup> Vice-President, or in his or her absence, an officer so named shall be a Member ex-officio of all committees.

**Article 8**  
**Powers of Directors**

**Section 8.1 Administer Affairs**

The Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its by-laws or otherwise authorized to do.

**Section 8.2 Expenditures**

The Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time. The Board shall have the power to enter into a trust arrangement with a trust company or other financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms the Board of Directors may prescribe.

**Section 8.3 Borrowing Power**

The Directors of the Corporation may, without authorization of the Members, from time to time

- (a) Borrow money upon the credit of the Corporation, from any bank, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
- (b) to limit or increase the amount to be borrowed;
- (c) to issue, or cause to be issued bond, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;
- (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable property of the Corporation, and the undertaking and rights of the Corporation.

The Directors may, by Ordinary Resolution, delegate the powers referred to in section 8.3 to a Director, a committee of Directors or an officer.

**Section 8.4 Fundraising**

The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any

kind whatsoever for the purpose of furthering the objects of the Corporation.

**Section 8.5 Agents and Employees**

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment.

**Section 8.6 Remuneration of Agents and Employees**

The Board of Directors shall subject to the other provisions of this by-law, fix the remuneration of the officers, agents, employees and committee Members by resolution provided that the Board of Directors may delegate this function to an officer or officers of the Corporation.

## **Article 9 Officers**

### **Section 9.1 Appointment of Officers**

The Board shall designate the offices of the Corporation and, specify their duties and subject to the by-laws delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same person, with the exception of the offices of the president, the 1<sup>st</sup> vice-president and the 2<sup>nd</sup> vice-president.

The officers shall consist of the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice President, and Treasurer as well as the most recent past president and the Executive Director. The officers of the Corporation shall be elected by the Board at the first Board meeting following the annual election of the Directors.

The offices of the President, 1<sup>st</sup> Vice-President and 2<sup>nd</sup> Vice-President are elected at the first Board meeting following the Annual general Meeting for a term for two (2) years.

The officers of the Corporation shall hold office from the date of election or appointment until their successor are elected or appointed. Officers shall be subject to removal by the Board of Directors at any time.

### **Section 9.2 President**

The President of the Board shall be charged with the general and active management of the affairs of the Corporation. The President shall preside at all meetings of the Corporation and Board. The President shall be a non-voting Member of all advisory groups and other committees of the Chamber. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall present a general report of the activities of the Corporation at the Annual General Meeting. The President also has such other powers and duties assigned by the Board in accordance with the policies and procedures of the Chamber and consistent with the By-laws

### **Section 9.3 Vice-Presidents**

The Vice-President or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the president in the absence or inability or refusal to act as president and shall have such other powers and duties as may from time to time be assigned to him by the Board.

**Section 9.4 Treasurer**

The treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts, disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.

**Section 9.5 Secretary**

The secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary may document meetings using an audio recorder. The secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. The secretary shall be the custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. The secretary shall deliver to the all books, papers and all other property of the Corporation to the Board at the expiration of term of office.

**Section 9.6 Other Officers**

The duties of the other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires them.

**Section 9.7 Variation of Powers and Duties**

The Board may from time to time vary, add or limit the powers and duties of any officer.



**Section 9.8 Agents and Attorneys**

The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys to act on behalf of the Corporation with such power of management, administration or otherwise

**Section 9.9 Fidelity Bonds**

The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the Board may from time to time determine.

**Section 9.10 Auditors**

An auditor or accountant shall be appointed by the Members present at the Annual General Meeting for the forgoing fiscal year to prepare to audit or review the books of the Corporation, at least once. An audited or reviewed financial statement shall be presented by the Treasurer at each Annual General Meeting and at any other time required by the Board.

**Article 10**  
**Protection of Directors and Officers**

**Section 10.1 Limitation of Liability**

No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or the insufficiency or deficiency of any security in upon which any of the moneys of the corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the corporation shall be deposited, or for any occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own willful neglect or default; provided always that if any of the foregoing provisions are found to exceed the powers of the Corporation or be otherwise invalid under the laws from time to time governing the Corporation, then the same shall be severable, and the remaining provisions shall be construed and take effect so as to limit the liability of the Directors of the Corporation to the greatest extent permitted by the laws from time to time governing the Corporation.

**Section 10.2 Indemnity**

Every Director and officer, committee Member and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses which such Director officer or committee Member sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, or in respect to any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as occasioned by his own willful neglect or default;

and if any of the foregoing provisions are found to exceed the powers of the Corporation or be otherwise invalid under the law from time to time

governing the operation, the same shall be severable, and the remaining provisions shall be construed and take effect so as to indemnify the Directors of the Corporation to the greatest extent permitted by the laws from time to time governing the Corporation.

**Section 10.3 Directors Reliance**

The Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

**Article 11**  
**Notices**

**Section 11.1 Method of Giving Notice**

Any notice, other than notice of a meeting of Members or a meeting of the Board of Directors, pursuant to the Act, the by-laws or otherwise to a Member, Director, officer or Member of a committee of the Board or to the auditor shall be sufficiently given: ,

- (a) if delivered personally to the person to whom it is to be given or if delivered to such a person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address shown in the last notice that was sent by the Corporation;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephone, electronic or other communication facility at such person's recorded address for that purpose.

**Section 11.2 Omission and Errors**

The accidental omission to give any notice to any Member, Director, officer, auditor or Member of a committee of the Board or the non-receipt of any notice by any such person where the Corporation 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.

**Section 11.3 Waiver of Notice**

Any Member, Director, officer, auditor or Member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him/her under any provision of the act, the letters patent, the by-laws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be.

**Article 12**  
**Amendment to the By-laws**

**Section 12.1 Rules and Regulations**

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws, regulations or the Act, relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting if the Member of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of Members, shall at and from that time cease to have any force and effect

**Section 12.2 By-law Amendment**

The Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next general or Annual General Meeting of the Members where it may be confirmed, rejected or amended by the Member by resolution passed by two thirds (2/3) of the votes cast provided notice of the proposed changes is received by the Secretary at least four (4) weeks prior to the date fixed to pass such resolution and of which notice specifying the intention to make, amend or repeal any by-law has been given to the Members in accordance with the by-laws, with a copy of the existing by-law and the proposed by-law, amendment or repeal.

If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of the Members or if it is rejected by the Members at the meeting.

This section does not apply to a by-law that requires a special resolution of the Member because such by-law amendments or repeals are only effective when confirmed by Members.

**Section 12.3 Invalidity of any Provisions of this by-law**

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

**Section 12.4 Approval by Ministry**

An amendment or any by-law of the Corporation shall not be in force or acted on without the approval of the Ministry of Industry.

Article 13  
By-Laws and Effective Date

Section 13.1 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 7<sup>th</sup> day of January, 2015 and confirmed by the Members of the Corporation by special resolution on the 7<sup>th</sup> day of January, 2015.

Dated as of the 7<sup>th</sup> day of January, 2015.

[Indicate name of Director/officer]

Lonna Purves

Lucia Li Ewan Stewart Construction Limited

Connie Charlebois CONNIE CHARLEBOIS BOOKKEEPING SERVICE

Man Raine - Prestige Detail

Kim Stewart - Stokefire

Dave Duprau - Royal LePage Performance - Ingleside

Martin Williams - Ingleside Scotland

Ly Bily - Natural Vitality

J Bily - Lennox Regional Physiotherapy

Carol Meloyne - Favian Footwear