

**BYLAWS OF THE  
YELLOWKNIFE CHAMBER OF COMMERCE**

**Approved by the Chamber Membership:**

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# Index

<b>ARTICLE 1 - NAME AND OBJECTIVES .....</b>	<b>1</b>
1.01 Name of Organization .....	1
1.02 Objectives of Organization.....	1
1.03 Core Definition.....	1
1.04 Office Location.....	1
1.05 Usual Meeting Place.....	1
1.06 Non-sectional, Non-Sectarian and Politically Non-Partisan.....	1
<b>ARTICLE 2 - INTERPRETATION .....</b>	<b>2</b>
2.01 Board of Directors .....	2
2.02 Majority .....	2
2.03 Chamber Member and Chamber Membership .....	2
<b>ARTICLE 3 - MEMBERS AND MEMBERSHIP .....</b>	<b>2</b>
3.01 Eligibility and Acceptance .....	2
3.02 Membership Duration .....	2
3.03 Subscription Dues and Associate Fees .....	2
3.04 Determining Subscription Dues .....	3
3.05 Member in Good Standing.....	3
3.06 Failure to Pay Membership Dues .....	3
3.07 Membership Resignation .....	3
3.08 Membership Termination .....	3
3.09 Honorary Memberships.....	3
<b>ARTICLE 4 - ASSOCIATES AND ASSOCIATE STATUS .....</b>	<b>3</b>
4.01 Eligibility and Acceptance .....	3
4.02 Duration of Associate Status .....	4
4.03 Associate Fees .....	4
4.04 Determining Associates Fees .....	4
4.05 Failure to Pay Associate Fees .....	4
4.06 Associate Resignation.....	4
4.07 Associate Status Termination .....	4
<b>ARTICLE 5 - BOARD OF DIRECTORS .....</b>	<b>4</b>
5.01 Governing Body.....	4
5.02 Board Composition .....	4
5.03 Eligibility for Service on the Board.....	4
5.04 Only One Chamber Member Representative on the Board.....	5
5.05 Executive Committee.....	5
5.06 Eligibility for Election to Executive Committee.....	5
5.07 Executive Committee Elected by the Chamber Membership .....	5
5.08 Election of Remaining Board Members .....	5
5.09 Oath of Office.....	5
5.10 Term of Office.....	5
5.11 Maximum Term of Office.....	6
5.12 Attendance .....	6
5.13 Remuneration .....	6
5.14 Removal of Directors and Officers from the Board .....	6
5.15 Ceasing to Hold Office .....	6
5.16 Vacancies.....	6
5.17 Expiration of Office.....	7
5.18 Conflict of Interest .....	7
5.19 E-Resolution .....	7
5.20 Email .....	7
5.21 Committees.....	7
5.22 Role of the President .....	7
5.23 Role of the Vice Presidents .....	8
5.24 Role of the Secretary-Treasurer .....	8
5.25 Role of the Past President.....	8
5.26 Duties of Directors .....	8
5.27 Role of the Executive Director.....	8
5.28 Role of the Executive Committee .....	8
<b>ARTICLE 6 - MEETINGS .....</b>	<b>8</b>

6.01	Quorum of Chamber Members at Meetings.....	8
6.02	Annual General Meeting .....	9
6.03	General Meetings.....	9
6.04	Special Meetings.....	9
6.05	Attendance .....	9
6.06	Meeting Minutes .....	9
6.07	Quorum of Directors .....	9
6.08	Board Meeting Frequency, Location and Notice .....	10
6.09	Board Meetings are Open to Chamber Members .....	10
6.10	Convening of Board Meetings.....	10
6.11	Robert’s Rules of Order .....	10
<b>ARTICLE 7 - VOTING RIGHTS.....</b>		<b>10</b>
7.01	Chamber Members in Good Standing Receive One Vote .....	10
7.02	Voting Process .....	10
7.03	Voting.....	10
7.04	Equality of Votes .....	10
<b>ARTICLE 8 - FINANCIAL.....</b>		<b>10</b>
8.01	Books of the Chamber are Open to Chamber Members .....	10
8.02	Indemnification .....	11
8.03	Chamber Funds.....	11
8.04	Borrowing Funds .....	12
8.05	Signing Authorities .....	12
8.06	Fiscal Year .....	12
8.07	Audit Committee.....	12
8.08	Audit Committee Termination.....	12
8.09	Ceasing to Hold Office .....	12
8.10	Vacancies.....	12
8.11	Expiration of Office.....	12
8.12	Remuneration of the Audit Committee.....	12
8.13	Prepared Audit.....	12
<b>ARTICLE 9 - GENERAL.....</b>		<b>13</b>
9.01	Updating Bylaws.....	13
9.02	Adoption of Bylaws .....	13
9.03	Annual Summary.....	13
<b>ARTICLE 10 - DISSOLUTION OF CHAMBER.....</b>		<b>13</b>
10.01	General Meeting for Dissolution .....	13
10.02	Resolution .....	13
10.03	Notice of Dissolution.....	14

# YELLOWKNIFE CHAMBER OF COMMERCE

## BYLAWS

### WHEREAS:

The Yellowknife Chamber of Commerce is a body corporate incorporated under the provisions of a federal statute, being the *Boards of Trade Act* RSC 1985, c. B-6 (herein the “**Act**”);

Section 22 of the *Act* permits the majority of Members present at any General Meeting to make bylaws and regulations for the governance of the Yellowknife Chamber of Commerce;

**NOW THEREFORE BE IT RESOLVED** that this is a resolution of the majority of Chamber Members of the Yellowknife Chamber of Commerce and that the following bylaws be adopted:

### ARTICLE 1 - NAME AND OBJECTIVES

#### 1.01 Name of Organization

The name of this organization shall be the Yellowknife Chamber of Commerce (the “**Chamber**”).

#### 1.02 Objectives of Organization

The objectives of the Chamber shall be to promote and improve trade and commerce and to express the views of the business community in the City of Yellowknife, in the Northwest Territories on matters of local, territorial and federal importance.

#### 1.03 Core Definition

The Yellowknife Chamber of Commerce existence is based on the following common elements: competition in a free market, excellence in customer service and satisfaction, broad economic and social community prosperity, law and order, reasonable profit, private ownership, individual integrity and responsibility, efficient and effective government and public policy framework that supports economic progress and fosters business success.

#### 1.04 Office Location

The office of the Chamber shall be located in the City of Yellowknife, in the Northwest Territories.

#### 1.05 Usual Meeting Place

The usual place of meeting shall be in the City of Yellowknife, in the Northwest Territories or such other places as the Board shall from time to time decide.

#### 1.06 Non-sectional, Non-Sectarian and Politically Non-Partisan

The Chamber shall be non-sectional, non-sectarian and politically non-partisan.

## ARTICLE 2 - INTERPRETATION

### **2.01 Board of Directors**

Wherever the words “**the Board**” occur in these bylaws, they shall be understood to mean the Board of Directors of the Chamber.

### **2.02 Majority**

Wherever the word “**Majority**” occurs in these bylaws, it shall be understood to mean fifty percent (50%) plus one vote.

### **2.03 Chamber Member and Chamber Membership**

The term “**Chamber Member**” shall refer to a member of the Chamber, and where the context requires, shall mean a representative of the Chamber Member. The term “**Chamber Membership**” shall mean all Chamber Members at a particular point in time

## ARTICLE 3 - MEMBERS AND MEMBERSHIP

### **3.01 Eligibility and Acceptance**

Every corporation, partnership, sole-proprietorship, association, society or Crown corporation, whether resident in Yellowknife or not, directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the City of Yellowknife, shall be eligible for membership in the Chamber as a voting Chamber Member.

Federal, territorial or municipal governments and their departments shall not be eligible for membership but may apply for Associate status.

Political parties, political associations and individual politicians are not eligible for membership status in the Chamber.

Applicants for membership shall be accepted into the Chamber Membership once their membership form and payment are received and no fewer than two thirds of the Chamber Members present at a General Meeting have voted in favor of the admission of that applicant as a Chamber Member. All Chamber Members shall be notified in writing of approval within five (5) business days.

An applicant for membership who has completed an application and paid membership dues shall be entitled to participate in Chamber programs and services immediately, but shall not be entitled to vote as a Member until the applicant’s Chamber Membership has been approved by vote of the Members.

### **3.02 Membership Duration**

Membership shall continue from the time of admittance until a Chamber Member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of Chamber Members by action of the Board.

### **3.03 Subscription Dues and Associate Fees**

Subscription dues of Chamber Members shall be payable annually on January 2.

**3.04 Determining Subscription Dues**

Subscription dues payable by all Chamber Members shall be determined by the Board. The Board shall determine fees payable for Associate status.

**3.05 Member in Good Standing**

A Chamber Member is in good standing if their membership fees for the year have been paid in full.

**3.06 Failure to Pay Membership Dues**

Should any Chamber Member fail or refuse to pay annual subscription dues within a period of ninety (90) days, the membership of such Chamber Member may be terminated by Board resolution. Upon such termination, all privileges of membership shall be revoked and forfeited.

**3.07 Membership Resignation**

Any Chamber Member may resign from the Chamber by providing ten (10) days' notice in writing to the Secretary-Treasurer. Such resignation shall not relieve the Chamber Member from any fees or obligations that may be owed. A Chamber Member who resigns is not entitled to a rebate or refund of fees from the Chamber.

**3.08 Membership Termination**

Membership may be terminated by the Board at any meeting, provided that the Board shall find, in a majority vote, that such membership is detrimental to the best interests of the Chamber. Such Chamber Member shall have had an opportunity, upon notice of thirty (30) days from the Board, to show cause to the Board why such membership should not be terminated. Upon termination, any subscription fees for the current year shall be refunded on a pro rata basis.

**3.09 Honorary Memberships**

The Board shall have the power to award honorary membership in the Chamber. Such honorary memberships include all privileges of regular membership and shall be exempted from the payment of any membership fees.

**ARTICLE 4 - ASSOCIATES AND ASSOCIATE STATUS**

**4.01 Eligibility and Acceptance**

Government departments, whether resident in Yellowknife or not, directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the City, may apply for Associate status. Associates are *not* Chamber Members but shall be entitled to received notice of and may attend meetings of the Chamber Members. Associates are not entitled to vote on any matter and cannot have representatives elected to the Board.

Political parties, political associations and individual politicians are not eligible for associate status in the Chamber.

Applications for Associate status shall be approved by the Board.

#### **4.02 Duration of Associate Status**

Associate status shall continue from the time of approval until the Associate has resigned in accordance with the provisions of these bylaws or has been removed as an Associate by action of the Board.

#### **4.03 Associate Fees**

Fees payable for Associate status shall be payable annually on January 2.

#### **4.04 Determining Associates Fees**

The Board shall determine fees payable for Associate status.

#### **4.05 Failure to Pay Associate Fees**

Should any Associate fail or refuse to pay annual Associate Fees within ninety (90) days of the due date, the Associate status of such Associate may be terminated by Board resolution. Upon such termination, all privileges of Associate status shall cease.

#### **4.06 Associate Resignation**

An Associate may terminate their Associate status by providing notice in writing to the Secretary-Treasurer. Such termination shall not relieve the Associate from the payment of any fees that may be owed. An Associate is not entitled to a rebate or refund of fees upon termination of Associate Status.

#### **4.07 Associate Status Termination**

Associate status of any Associate may be terminated by the Board at any meeting, provided that the Board shall find, in a majority vote, that such Associate status detrimental to the best interests of the Chamber. If the Board terminates an Associate status, any Associate fees paid by the Associate for the current year shall be refunded on a pro rata basis.

### **ARTICLE 5 - BOARD OF DIRECTORS**

#### **5.01 Governing Body**

The Board shall be the governing body of the Chamber and shall have all the powers and duties as determined by law. All members of the Board shall have equal voting rights.

#### **5.02 Board Composition**

The Board shall be comprised of a minimum of eleven (11) Directors and a maximum of thirteen (13) Directors.

The Board shall include the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary-Treasurer, a Past President, and at least six (6) and a maximum of eight (8) additional Directors.

#### **5.03 Eligibility for Service on the Board**

All Chamber Members in good standing shall be eligible to have one (1) representative nominated for election as a Director. Representatives of Associates are not eligible to be elected as a Director.

#### **5.04 Only One Chamber Member Representative on the Board**

Only one (1) person from the same Chamber Member may sit on the Board at the same time.

#### **5.05 Executive Committee**

The Executive Committee shall be comprised of the Officers of the Chamber, namely: The President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary-Treasurer, and Past President.

#### **5.06 Eligibility for Election to Executive Committee**

A person must have served one year as a Director of the Chamber before being eligible for nomination to run as a member of the Executive Committee.

#### **5.07 Executive Committee Elected by the Chamber Membership**

The Board shall propose a slate of candidates to be elected to roles on the Executive Committee at the Annual General Meeting. The slate of candidates proposed as the Executive Committee, if any, may be elected as a group by a majority vote of the Chamber Members.

If the proposed slate is not approved by a majority vote, then Chamber Members shall vote for candidates proposed by the Board and others nominated by the Chamber Members present to fill each position on the Executive Committee. In that case, the candidate with the most votes for each position on the Executive Committee shall be elected to that position.

Once the Executive Committee has been elected, Chamber Members shall vote for candidates to fill any remaining positions on the Board. For greater certainty, any candidate who is not elected to an Executive Committee position may still run for one of the Director positions.

#### **5.08 Election of Remaining Board Members**

After Election of the Executive Committee, if there are more candidates than there are available positions on the Board, the Chamber Membership shall vote. The individuals with the most votes shall become Directors, until all available positions are filled.

#### **5.09 Oath of Office**

Directors shall, upon election, take and subscribe before the mayor of the City of Yellowknife, or before any justice of the peace, an oath in the following form:

I swear that I will faithfully and truly perform my duty as elected representatives of the Yellowknife Chamber of Commerce, 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. I swear to serve and to help the Yellowknife Chamber of Commerce fulfill their mission.

#### **5.10 Term of Office**

The term of office for each Director shall be one (1) year, beginning with their election at the Annual General Meeting until the following Annual General Meeting.



### **5.11 Maximum Term of Office**

A Director may serve up to six (6) consecutive terms, with the exception of a Director who is elected to the Executive, who may serve one or more additional terms to permit them to fulfill the requirements of the Chamber's succession plan.

Directors who have fulfilled the President's role may complete one (1) additional term (if elected) as the Past President.

After a Director has served the maximum term of office, no other representative from the same Chamber Member shall be entitled to sit as a Director until one year has elapsed from the end of the retiring Director's time on the Board.

### **5.12 Attendance**

Board members shall attend at least ten (10) of the twelve (12) Board meetings per year, unless otherwise approved by the Board.

### **5.13 Remuneration**

No member of the Board shall be paid any remuneration for acting as a Director or Officer of the Chamber.

### **5.14 Removal of Directors and Officers from the Board**

A Director may be removed from office before the end of his or her term, if, in the opinion of the Board, the Director has been negligent in the performance of their duties, or if the Director has failed to comply with attendance requirements, providing however, that the Director shall be given an opportunity to appeal the decision of the Board directly to the Chamber Membership at the next general meeting of Chamber Members.

If a majority of the Chamber Members present at such meeting votes to set aside the Director's removal, the Director shall be reinstated.

An Officer may be removed by removing that person as a Director.

### **5.15 Ceasing to Hold Office**

A Director shall cease to hold office:

- (a) effective with the passage of a Board motion;
- (b) upon receipt by the Board of notice of the Director's resignation;
- (c) upon the death or bankruptcy of the Director; or
- (d) if he or she no longer works for, owns, or is otherwise authorized to represent a Chamber Member.

An Officer may resign as an Officer of the Chamber without resigning as a Director.

### **5.16 Vacancies**

In the event of any Officer or Director, for any reason vacating their office, the Board shall have power to fill such vacancy by appointing another Chamber Member, or the Board may direct an

election to be held to fill such vacancy. The person appointed or elected shall stay in office until the next election of the Board.

#### **5.17 Expiration of Office**

At the expiration of office, all Board members shall deliver to the Chamber all books, records and other property of the Chamber.

#### **5.18 Conflict of Interest**

The President, or a Vice-President when the President is not in attendance, shall ask at the commencement of each Board meeting if any Director has a conflict of interest related to any item on the agenda, and the minutes must record all declarations. Any Director having a potential conflict of interest shall declare the details of that potential conflict before discussion of the issue and absent themselves from the portion of the meeting during which discussion or voting affected by that conflict takes place.

The President, or a Vice-President when the President is not in attendance, shall be the ultimate deciding authority.

A Director who abstains from participation due to a conflict of interest is still included in determining quorum.

#### **5.19 E-Resolution**

The Board may approve actions and initiatives by way of electronic resolution (herein "e-resolution") using an email message sent by the President or Executive Director. A minimum of forty-eight (48) hours is to be provided for Board members to vote on an e-resolution.

E-resolutions shall be considered carried or rejected when a motion receives a majority of the votes of Directors within the e-resolution deadline. The results of the vote shall be communicated to the Board within forty-eight (48) hours of the voting deadline and shall be included in the written monthly minutes and signed.

If less than sixty (60%) percent of Directors have voted within the deadline, the motion shall be considered withdrawn.

#### **5.20 Email**

It shall be the responsibility of each Director to provide the Chamber with their preferred email address and it is the responsibility of each Director to check their designated email regularly.

#### **5.21 Committees**

The Board shall have the power to appoint Committees as it may deem advisable, and to delegate matters to such Committees. No director or Chamber Member shall be entitled to compensation for participating on or attending meetings of a Committee.

#### **5.22 Role of the President**

The President shall:

- (a) be the chair of all meetings of the Chamber and regulate the order of business;
- (b) enforce the bylaws;

- (c) sign all minutes with the Treasurer; and
- (d) present a general report of the Chamber's activities at the AGM.

**5.23 Role of the Vice Presidents**

The Vice Presidents, in their respective order, shall act in the absence of the President.

**5.24 Role of the Secretary-Treasurer**

The Secretary-Treasurer shall be responsible for providing notice of meetings, maintaining membership records, keeping suitable records of the decisions made at all meetings and performing such other duties as may be prescribed by the *Act* or these bylaws.

All of the administrative duties of the Secretary-Treasurer may be delegated to the Executive Director by resolution of the Board, but the Secretary-Treasurer shall remain responsible for ensuring the delegated duties are properly performed.

The Secretary-Treasurer shall also oversee the finances of the Chamber and report monthly on the Chamber's financial standing to the Board and annually to the Chamber Membership.

**5.25 Role of the Past President**

The Past President is responsible for promoting the continuity and development of leadership in the Chamber. Only the person who served as the President of the immediately preceding Board shall be eligible to be nominated, elected or serve as Past President. If the outgoing President is unable or unwilling to fulfill that role, the position shall remain vacant, but an additional Director may be elected to the Board instead.

**5.26 Duties of Directors**

The duties of Directors shall be such as may be required by law, as indicated in any written policies of the Board, and as assigned to them by the Board from time to time.

**5.27 Role of the Executive Director**

The Board shall appoint an Executive Director, who shall be accountable to the Board for the general day-to-day operation and management of the Chamber's administrative affairs, shall have custody of the corporate seal, and whose duties shall be set by the Board.

**5.28 Role of the Executive Committee**

The Executive Committee shall be responsible for ensuring directions of the Board are carried out and for providing direction as and when required to management on matters that cannot wait until the next Board meeting.

**ARTICLE 6 - MEETINGS**

**6.01 Quorum of Chamber Members at Meetings**

Twenty (20) Chamber Members shall constitute a quorum at any Special Meeting or the Annual General Meeting of the Members.

Ten (10) Chamber Members shall constitute a quorum at any regular General Meeting of the Members.

#### **6.02 Annual General Meeting**

The Annual General Meeting ("AGM") of the Chamber shall be held each year, before April 30<sup>th</sup>, or as determined by the Board. All AGM's shall take place in Yellowknife, Northwest Territories. Chamber Members shall be informed of the date, time and location of the AGM at least thirty (30) days prior to the meeting.

At the AGM, the Chamber Membership shall elect the Board, discuss all subjects on the AGM agenda, and appoint an annual auditor. No subject or question may be discussed at an AGM unless notice of such subject or question has been submitted to the President in writing at least thirty (31) days before the AGM.

#### **6.03 General Meetings**

The Board shall hold quarterly General Meetings in Yellowknife, Northwest Territories. Chamber Members shall be informed of the date, time and location of General Meetings at least ten (10) days prior to the meeting.

At the General Meeting, applicants for membership shall be accepted into the Chamber Membership if no fewer than two thirds of the Chamber Members present have voted in favor of the admission of that applicant as a Chamber Member.

#### **6.04 Special Meetings**

Special meetings of the Chamber shall be held at any time when summoned by the President, or requested in writing by the Board, or upon written request of a majority of the Chamber Membership.

Chamber Members shall be informed of the date, time and location of Special Meetings at least thirty (30) days prior to the meeting.

Such notice shall contain enough information to allow the Chamber Member to make a reasoned decision on the matters to be discussed.

#### **6.05 Attendance**

All Chamber Members shall be entitled to attend and participate in all AGM's, General and Special meetings of the Chamber. Chamber Members shall have the privileges of the floor at such meetings, subject to the rules governing such meetings, including, but not limited to, Robert's Rules of Order.

#### **6.06 Meeting Minutes**

Minutes of the proceedings of the AGM, General or Special meetings and Board meetings, shall be entered into the books to be kept for that purpose, by the Secretary-Treasurer.

All meeting minutes shall be signed by the President or the Chair of the meeting.

#### **6.07 Quorum of Directors**

Five (5) or more Directors shall constitute a quorum at meetings of the Board.

**6.08 Board Meeting Frequency, Location and Notice**

The Board shall meet monthly, at a time chosen by the President. The meeting shall take place in the City of Yellowknife, Northwest Territories, unless another location has been approved by the Board. Notice of a Board meeting shall be provided at least seven (7) days in advance.

**6.09 Board Meetings are Open to Chamber Members**

The meetings of the Board shall be open to all Chamber Members, who may attend, but may not take part in any of the proceedings. Associates shall not be entitled to attend meetings of the Board.

**6.10 Convening of Board Meetings**

The meetings of the Board shall be convened by the Secretary-Treasurer at the instance of the President or on the request of any two (2) Directors.

**6.11 Robert's Rules of Order**

Parliamentary procedure shall be followed at all meetings in accordance with "Robert's Rules of Order".

**ARTICLE 7 -VOTING RIGHTS**

**7.01 Chamber Members in Good Standing Receive One Vote**

Every Chamber Member in good standing represented at the AGM and any General or Special meeting shall be entitled to one vote. Associates may attend but shall not be entitled to vote at a meeting of Chamber Members.

**7.02 Voting Process**

Voting at all meetings shall normally be by a show of hands or, if requested by the Chair, by a standing vote.

**7.03 Voting**

Each matter before the Board shall be decided by a majority of the votes cast on the matter. For greater certainty, more than one representative of a Chamber Member may attend any meeting, but only one representative shall be entitled to vote

**7.04 Equality of Votes**

In all cases of equality or a tie of votes on any issue, the Chair of the meeting has a casting vote.

**ARTICLE 8 - FINANCIAL**

**8.01 Books of the Chamber are Open to Chamber Members**

All financial books of the Chamber shall be opened at all reasonable hours to any Chamber Member, free of charge.

## 8.02 Indemnification

Except as otherwise provided in the *Boards of Trade Act*, no Director or Officer for the time being of the Chamber 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 act for conformity or for any loss, damage or expense happening to the Chamber through the insufficiency or deficiency of title to any property acquired by the Chamber or for or on behalf of the Chamber or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Chamber shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any persons, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Chamber or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly, in good faith and in the best interests of the Chamber and in connection therewith to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The directors for the time being of the Chamber shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Chamber, except such as shall have been submitted to and authorized or approved by the board. If any director or officer of the Chamber shall be employed by or shall perform services for the Chamber otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Chamber, the fact of his being a director or officer of the Chamber shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

Subject to the *Boards of Trade Act*, the Chamber shall indemnify a Director or Officer of the Chamber, a former director or officer of the Chamber or a person who acts or acted at the Chamber's request as a director or officer of a body corporate of which the Chamber is or was a member or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or officer of such corporation or body corporate if,

- (a) he or she acted honestly and in good faith with a view to the best interests of the Chamber; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Chamber shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the *Boards of Trade Act* or the law.

The Chamber shall maintain sufficient insurance for the purpose of this section.

## 8.03 Chamber Funds

The funds of the Chamber shall be deposited in a chartered bank approved by the Board and may be withdrawn only upon the authority of the President, Vice Presidents, Secretary-Treasurer and the Executive Director.

#### **8.04 Borrowing Funds**

Subject to the approval of the Chamber, the Board may borrow funds for operations or special projects of the Chamber, provided that the aggregate sum of all outstanding loans shall not exceed one quarter of the total general revenues of the last completed fiscal year of the Chamber.

#### **8.05 Signing Authorities**

The signing authorities of the Chamber shall be any two (2) of the following: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary-Treasurer or Executive Director.

#### **8.06 Fiscal Year**

The fiscal year of the Chamber shall terminate on December 31<sup>st</sup> each year.

#### **8.07 Audit Committee**

The Board shall appoint an Audit Committee who shall perform an internal financial review of the Chamber's financial statements on a quarterly basis.

#### **8.08 Audit Committee Termination**

Any member of the Audit Committee may be removed from office or have their tenure of office terminated if, in the opinion of the Board, they are negligent in the performance of their duties.

#### **8.09 Ceasing to Hold Office**

An Audit Committee member shall cease to hold office effective with the passage of a Board motion; or upon receipt by the Board of notice of their resignation; or upon the death of such Audit Committee member.

#### **8.10 Vacancies**

In the event of any Audit Committee member's vacating their office for any reason, the Board shall have power to fill such vacancy by appointing another member of the Board. The person appointed or elected shall stay in office until the next AGM.

#### **8.11 Expiration of Office**

At the expiration of office, all Audit Committee members shall deliver to the Chamber all books, records and other property of the Chamber.

#### **8.12 Remuneration of the Audit Committee**

No member of the Audit Committee shall be paid any remuneration.

#### **8.13 Prepared Audit**

At each AGM, the Chamber Membership shall by resolution appoint an auditor to complete a review of the financial records of the Chamber for presentation at the next year's AGM. For greater certainty, the review shall be prepared as an audit, unless the Chamber Membership by resolution approves a review engagement or other standard of review.

## ARTICLE 9 - GENERAL

### **9.01 Updating Bylaws**

Bylaws may be made, replaced or amended by a majority of attendees at any AGM or Special Meeting. If there are amendments to the Chamber's bylaws, Chamber Members shall receive at least thirty (30) days' notice of the proposed amendment(s) or addition(s).

Such bylaws shall be binding on all Chamber Members, its Board and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by Innovation, Science and Economic Development Canada.

### **9.02 Adoption of Bylaws**

With the adoption of this bylaw, all former bylaws are hereby repealed.

### **9.03 Annual Summary**

The Board shall, on or before June 1 each year, make an annual summary as of the March 31 preceding, specifying the following information:

- (a) the name of the Chamber;
- (b) the manner in which Chamber is incorporated, giving the date thereof;
- (c) the date on which the last general meeting of the Chamber Members was held; and
- (d) the names and addresses of the persons who at the date of the return compose the Board.

This annual summary shall be completed, signed by the Secretary-Treasurer, and filed in duplicate with the Department of Innovation, Science and Economic Development Canada on or before June 1 in every year.

## ARTICLE 10 - DISSOLUTION OF CHAMBER

### **10.01 General Meeting for Dissolution**

The Chamber may be dissolved if a resolution of the Directors to dissolve is approved by at least two-thirds of the Chamber Members present at a Special Meeting of Chamber Members duly called for such purpose. All Chamber Members shall be provided thirty (30) days' notice of such meeting and the resolution shall be provided in advance.

### **10.02 Resolution**

The resolution must state:

- (a) the intent to dissolve;
- (b) that the Chamber will have no debts or liabilities, or that the debts or obligations of the Chamber have been provided for or protected;
- (c) that the Chamber will part with its property and distribute it to an organization with similar purposes not carried on for the profit or gain of its individual members.



### **10.03 Notice of Dissolution**

The Secretary-Treasurer shall provide notice of such dissolution to the Minister of Industry or such other official designated under the *Boards of Trade Act*.