



## AURORA CHAMBER OF COMMERCE

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**BE IT ENACTED** as By-law of the Aurora Chamber of Commerce (hereinafter called the "Corporation" or "Chamber") as follows:

### SECTION ONE - INTERPRETATION

#### 1.1 Definitions in this By-law:

- a) **"Act"** means the *Corporations Act* (Ontario), and any act that may be substituted therefore, as from time to time amended;
- b) **"Annual General Meeting" (AGM)** means the meeting of the members required to be held annually herein;
- c) **"Board"** means the Board of Directors of the Chamber;
- d) **"Business day"** means any day of the week other than a Saturday or Sunday or a statutory holiday in the Province of Ontario;
- e) **"By-laws"** means this by-law and all other by-laws of the Chamber from time to time in force and effect;
- f) **"Chamber"** or **"Corporation"** means Aurora Chamber of Commerce;
- g) **"Director"** means a director of the Chamber;
- h) **"Ex officio"** means "by virtue of office";
- i) **"General meeting"** means any meeting of the members duly called as provided for herein and may include the Annual General Meeting;
- j) **"Letters Patent"** means the letters patent issued to the Chamber pursuant to the Act dated October 3, 1983;
- k) **"Member"** means a person or business in good standing as contemplated in Section 7 herein;
- l) **"Special resolution"** means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the members of the Chamber duly called for that purpose, or in lieu of such confirmation, by the consent in writing of all the members of the Chamber entitled to vote at such meeting;
- m) **"Year"** shall commence on the date of election or appointment as director and shall terminate on the date of the next Annual General Meeting.

**1.2 The Aurora Chamber of Commerce shall be non-partisan, non-sectional and non-sectarian and shall not lend its support to any candidate for public office.**

**1.3 Interpretation.** The By-laws, unless the context otherwise indicates or requires, shall be construed and interpreted in accordance with the following:

- a) the headings used in the By-laws are inserted for reference purposes only and are not to be construed or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- b) in the event of any dispute, the intent or meaning of any words shall be such as are determined by the Board; and
- c) any reference in the By-laws to any statute shall, unless otherwise expressly stated, be deemed to be a reference to such statute and the regulations made there under as the same may, from time to time, be amended, restated, re-enacted or replaced.

## **SECTION TWO – BUSINESS OF THE CORPORATION**

**2.1 Name.** The name of this organization shall be the Aurora Chamber of Commerce, hereinafter called the “Chamber”.

**2.2 Object.** The object of The Chamber of Commerce shall be to promote the commercial and industrial welfare of the Town of Aurora and the surrounding district.

**2.3 Head Office.** The head office of the Chamber shall be in the Town of Aurora, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

**2.4 Fiscal Year.** The fiscal year of the Chamber shall commence on the first day of July in each year, or such other date as may be determined by majority vote of the Directors at a duly constituted Board meeting.

**2.5 Records.** The Board shall see that all necessary books and records of the Chamber required by the Bylaws or by any applicable statute or laws are regularly and properly kept.

- a) All books and records of the Chamber shall be open for inspection at all reasonable hours to any member of the Chamber in good standing free of charge and during normal business hours at the offices of the Chamber by appointment made at least twenty-four hours prior written notice with the Executive Director.
- b) All original Chamber documents, records, files, publications or any other archival resource may not be removed from the offices of the Chamber without the authorization of the Board first obtained.

**2.6 Privacy Policy.** The Chamber of Commerce shall have a privacy policy due to the Personal Information Protection and Electronic Documents Act (PIPEDA), which came into effect January 1, 2004.

### **SECTION THREE – DIRECTORS**

**3.1 Responsibilities.** The Board shall govern the affairs of the Chamber in all things, and may perform or direct the performance of all such acts as may be necessary or of advantage to the attainment of the objectives and proper operation of the Chamber. The Board may make or cause to be made for the Chamber, in its name, any kind of contract which the Chamber 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 Chamber is, by its Letters Patent or otherwise, authorized to exercise and do.

#### **3.2 Number & Term**

- a) Number of Directors is limited to a maximum of twelve (12) Directors which includes the Executive Directors/Officers.
- b) Term of each Director is two (2) years and maybe renewed for an additional one (1) year term(s) by a vote of the current Directors by two-thirds majority and the maximum continuous period for any Director is five (5) years.
- c) Any vacancy on the board of Directors which may occur during the year, may be filled by the current sitting directors.
- d) Members can be considered to become Executive Directors after serving one (1) year as a Director and/or by a majority vote of current Directors.
- e) Executive Directors (4) consist of Chair, Vice-Chair, Secretary/Treasurer, 2<sup>nd</sup> Vice Chair or Past Chair and will have a term of one (1) year and maybe renewed for additional term(s) by a majority vote of the current Directors.
- f) The retiring Chair shall be a member of the Board of Directors until the next Annual General Meeting and shall be referred to as the Past Chair.
- g) All Director positions must be affirmed by a majority vote at the AGM.

**3.3 Eligibility & Qualifications.** All persons elected to serve as Directors of the Chamber, shall:

- a) be at least 18 years of age;
- b) not be an un-discharged bankrupt;
- c) be a resident of Canada;
- d) be the principal, or a shareholder of, or an employee of a business, service or community organization that serves the residences or businesses in the Town of Aurora; and
- e) be a member in good standing throughout the term of his or her office as Director.



### **3.4 Election of Directors**

- a) Directors shall be vetted through the selection/succession committee of current standing Directors and proposed slate of Director candidates at the AGM, which includes proposed Executive Directors.
- b) At the AGM, all Directors will be sworn into office by the Mayor of the Town of Aurora. All Directors will say the following affirmation:

"I affirm that I will faithfully and truly perform my duty as .....of The Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Chamber was constituted, according to the true intent and meaning of the same. This I affirm."

**3.5 Governance.** The Board shall govern and be accountable for the affairs and the property of the Chamber and shall have and may exercise all the powers of the Chamber except as are specifically reserved to the members or that are by statute expressly directed or required to be done in some other manner. Without limiting the generality of the foregoing, the Board shall:

- a) appoint the General Manager who will be the senior staff member and report directly to the Executive Directors of the Board with responsibility for day to day operation of the Chamber and the Chamber's staff and the Executive Directors of the Board shall evaluate his or her performance annually;
- b) approve an annual budget for the Chamber and establish, on an annual basis, the membership fees, dues and other charges of the Chamber;
- c) develop and review, on a regular basis, the mission, objectives and strategic plan of the Chamber;
- d) monitor the Chamber's financial management, approved capital expenditures in accordance with the financial policies adopted by the Board and undertake, such steps that may be necessary to protect the financial stability of the Chamber;
- e) auditors shall be appointed by the Directors and they shall audit the books and accounts of the Chamber at least once in each year. An audited financial statement shall be presented to the members within 90 days of the Chamber's year end;
- f) review the Chamber's programs to ensure that the Chamber is managed in accordance with the objects, mission and purpose of the Chamber; and
- g) make such petitions or representations on behalf of the Chamber and its members to the Governments of Canada or Ontario or to the Regional Municipality of York or the Town of Aurora to any department or agency of any of these bodies as the Board may deem to be in the best interests of the Chamber and its members from time to time.

**3.6 Removal of Directors.** The Board of the Chamber may remove a director by a resolution passed by at least two-thirds of the votes cast at a meeting where due notice has been given.

### **3.7 Resignation/Termination of Office**

- a) Directors may provide written notice to the Board of Directors at any time giving notice of resignation.
- b) All rights and duties of this Director will be effective the date of termination.
- c) The office of a Director shall be vacated upon notice in writing to the Chamber. Such resignation shall be effective at the time it is received by the Secretary or otherwise in accordance with its terms.
- d) The failure of a Director to attend three consecutive regular Board meetings without reasonable cause may be treated by the Board as a resignation of the Director if the Board so decides to accept such resignation at a subsequent Board meeting by resolution, such issue to be on the agenda for said meeting.

**3.8 Confidentiality.** Every Director, Officer, Volunteer and employee of the Chamber shall respect the confidentiality of matters brought before the Board, or before any Committee, or any matter dealt with in the course of any person's dealings with the Chamber.

**3.9 No Remuneration.** Directors shall not, directly or indirectly, receive any profit or remuneration for acting as such but shall be entitled to be compensated for reasonable expenses incurred by them in the course of the performance of their duties on behalf of the Chamber in accordance with the then current policy approved by the Board.

## **SECTION FOUR - MEETINGS**

**4.1 Meetings.** Meetings of the Board shall be held at the head office of the Chamber or other designated locations.

**4.2 Convening Meetings.** Meetings of the Board shall be convened by the Secretary or as he/she may direct when so requested by:

- c) the Chair; or
- d) in the absence or inability of the Chair, a Vice-Chair; or Secretary
- e) any three of the Directors.

### **4.3 Scheduled and Special Meetings**

- a) The Secretary, on the direction of the Board or the Chair, shall establish a schedule of dates for regular meetings of the Board. The Board shall meet not less than four times annually. No further notice shall be required of the meetings after the schedule has been established and distributed to the Board.
- b) The Chair may, in addition to the regularly scheduled meetings, call a special meeting of the Board at any time, subject to the notice requirements of this By-law and the notice shall specify the purpose of the meeting.

**4.4 Notice of Meetings.** The Secretary or as he/she may direct, shall give notice in writing of meetings of the Board to the Directors at least two (2) business days in advance of the date of the meeting, but meetings of the Board may be held at any time



without such notice, or any irregularity in the notice calling the meeting may be waived; if all the Directors are present and agree to the holding of such a meeting. No error or omission in giving notice of a meeting of the Board shall invalidate resolutions passed or proceedings taken at such meeting.

**4.5 Quorum.** A majority of all directors currently sitting in office shall constitute a quorum of a meeting of the Board.

**4.6 Minutes.** Minutes shall be kept for all meetings of the Board by the Secretary or as he/she may direct and the draft minutes shall be circulated prior to the next meeting of the Board and shall be approved by the Board by resolution at the next scheduled meeting.

**4.7 Votes to Govern/Motion to Approve.** Each Director is entitled to exercise one vote. At all meetings of the Board, every question shall be voted on and decided by a majority of the votes cast on the question. In the case of an equality of votes cast at a meeting of the Board, the Chair shall exercise the deciding vote.

**4.8 In Camera Sessions.** During a regular board meeting it may be required to hold sessions to discuss confidential matters. Meeting minutes are recorded but are not circulated and kept sealed.

**4.9 Conflict of Interest.** A Director having a conflict of interest in a matter before the Board shall absent him or herself from all discussions and votes pertaining to the matters in which they are in a conflict by leaving the room.

**4.10 Appointment of Auditors.** The Directors shall appoint auditors and they shall audit the books and accounts of the Chamber at least once in each year. An audited financial statement shall be presented to the members within 90 days of the Chamber's year-end.

## **SECTION FIVE - COMMITTEES OF THE BOARD**

**5.1 Standing Committees.** Until changed by resolution of the Board, the Board may constitute the following standing committees (collectively the "Standing Committees") of the Board:

- a) Finance/Audit Committee;
- b) Advocacy Committee;
- c) Nominating Committee;

**5.2 Other Committees.** The Board may establish such committees as it may determine to be appropriate from time to time. The Board will appoint the chair of such Committee and determine its duties at any meeting. The Board may at any time dissolve any Committee.

## SECTION SIX – EXECUTIVE DIRECTORS/OFFICERS

**6.1 Composition.** At the AGM or at the first meeting of the Board held following the AGM of the members of the Chamber in each year or as soon as practical thereafter, the Board shall elect:

- a) a Chair,
- b) a Vice-Chair,
- c) a Secretary/Treasurer,

and may appoint such other officers as the Board may determine. Except as otherwise provided, an officer must be a director and one person may hold more than one office.

**6.2 Term.** Officers shall hold office until the first Board meeting following the annual general meeting immediately following his or her appointment as an officer, or until his or her successor is appointed, or his or her resignation, whichever later occurs.

### 6.3 Duties.

#### Chair

The Chair shall be a member of the Board and shall:

- a) preside as the chair of all meetings of the Board and of the members of the Chamber;
- b) serve as an *ex officio* voting member of all Committees;
- c) represent the Board in meetings, negotiations, public events and other matters as deemed necessary or desirable;
- d) coordinate an appraisal of the performance of the Executive Director annually and report on the same to the Board; and
- e) facilitate an annual self-review of the Board and the Board's performance in achieving the vision and mission of the Chamber.

#### Vice-Chair

The Vice-Chair shall be a member of the Board and shall:

- a) have all the powers and perform all the duties as may be assigned to him or her by the Board and;
- b) have all the powers and exercise all the duties of the Chair in cases of the Chair's absence or inability to act.
- c) Act as Chair of the Nominating Committee

#### Secretary/Treasurer

The Secretary/Treasurer shall be a member of the Board and shall:

- a) cause minutes to be kept or as he/she may direct, of all Board and Committee meetings and circulate the minutes to all members of the Board or Committees;
- b) be the custodian of all minute books, documents and registers of the Chamber required to be kept by the provisions of the Act and all minutes, documents and records of the Board;
- c) be the custodian of the seal of the Chamber; and

- d) cause such notice as is required by this By-law or by the Act to be given of all meetings of the Chamber, the Board and its Committees.
- e) be the custodian of the books of account and accounting records of the Chamber, required to be kept by the provisions of the Act;
- f) submit a financial report at each regular meeting of the Board indicating the financial position of the Chamber on a timely basis;
- g) submit an annual audit report to the Board and Chamber of the financial operations of the Chamber; and
- h) perform such other duties as may from time to time be determined by the Board;
- i) act as Chair of the Finance Committee.

#### **Past Chair**

The Past Chair shall be a member of the Board and shall:  
perform such duties as may from time to time be determined by the Board.

### **SECTION SEVEN - MEMBERSHIP**

**7.1 Membership.** Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of Aurora, shall be eligible for membership in the Chamber of Commerce. Membership shall be granted upon receipt of an application in prescribed form and payment of the prescribed annual dues.

**7.2 Qualification of Membership.** Every person, association, corporation, partnership or society directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of Aurora shall be eligible for membership in the Chamber.

**7.3** Every person, association, corporation, partnership or society who is proposed for membership at a regular general meeting of the Chamber or is recommended by the Board of Directors for membership at a regular general meeting of the Chamber shall have the privileges and obligations of membership if the proposal or recommendation is carried by a majority of two-thirds of the members of the Chamber then present, and upon payment of the annual membership dues shall have all the rights and be subject to all the obligations of the other members.

#### **7.4 Classes of Members**

- a) An *associate membership* may be taken out by individuals who are retired, or are currently not associated with a business.
- b) A *business membership* may be taken out by any firm, corporation, partnership, or industry.
- c) An *institutional membership* may be taken out by industries of a public nature such as all levels of government including their subsidiary departments, Crown corporations, hospitals, schools and Boards, educational, etc.



- d) A ***non-profit membership*** may be taken out by any charity, association or non-profit organization which receives funding through donations, fund-raising, or government grants.
- e) An ***additional business location membership*** may be taken out by any business member with additional branches or franchises.
- f) ***Honourary membership*** may be awarded by the Board of Directors to any individuals who, in the opinion of the Board, have distinguished themselves in some meritorious or public service. Honourary membership carries the same rights and responsibilities as a regular membership, except that Honourary members are exempt from the payment of any annual dues and are not entitled to run for a position on the Board.

**7.5 Resignation** Members may resign by providing ten (10) days' notice in writing to the Secretary/Treasurer, which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any dues, assessments, or other sums levied or which became payable by such member to the Corporation prior to acceptance of the resignation.

**Termination of Membership** Any member who fails to pay dues, assessments, or other sums levied within 90 days of the date upon which they fall due, or who declares bankruptcy or is declared insolvent, ceases to be a member.

Membership in the Chamber is subject to review by the Board of Directors. The Board of Directors has the right to cancel, on notice, the membership of any member if the conduct of such member, in the Board of Directors' sole and absolute discretion, has legal or ethical implications detrimental to the member and/or to the chamber. Any such notice of the Board of Directors' intention to cancel membership shall be given to the member, in writing, and shall:

- set out a time and place for a meeting with the Board of Directors, if required;
- indicate that the membership is under review, and may be revoked at that meeting;
- provide sufficient reasons to enable the member in question to prepare to answer the complaint; and,
- notify the member that they are entitled to attend the meeting to hear the reasons for the review and to make full answer.

The decision of the Board of Directors shall be final and binding and there shall be no appeal to any tribunal of any nature whatsoever, including a Court of Law. Termination of membership does not relieve the former member from any obligations owed to the chamber, or entitle the former member to a refund of annual dues.

### **Voting**

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

**Admission**

The Secretary/Treasurer shall, or shall cause to be given, prompt notice of admission as a member.

**Dues**

Annual membership dues for each class of members shall be established by the Board of Directors and may be changed from time to time. Other assessments may be levied against all members provided they are recommended by the Board of Directors and approved by a majority of the members present at a regular general meeting of the Chamber called for that purpose.

The Secretary/Treasurer shall notify, or shall cause to notify, the members of the dues or fees at any time payable by them and, if any are not paid within 90 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation but any such members may on payment of all unpaid dues or fees be reinstated by the Board of Directors.

Effective Date. This By-law No. 2017/09 shall be effective when made by the Board.

ENACTED this 28 day of 09, 2017



**Secretary/Treasurer**



**Witness Director**

WITNESS the seal of the Corporation.

CONFIRMED by the members this 28 day of 09, 2017

