

WHISTLER CHAMBER OF COMMERCE

#1058-8

RESOLUTION

MOVED THAT BY-LAW NO. 1, ADOPTED BY THE CHAMBER ON APRIL 24TH, 1967 BE RESCINDED, AND REPLACED BY THE FOLLOWING BY-LAW NO. 2:

“BY-LAW NO. 2

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

A by-law relating generally to the conduct of the affairs of Whistler Chamber of Commerce.

PART 1 – NAME

1.1 The name of the organization is Whistler Chamber of Commerce (the “Chamber”).

PART 2 – PURPOSES

2.1 The objects of the Chamber are to promote and improve trade and commerce and the economic, civic and social welfare of the District, by:

- a) Advancing business, trade and commerce in the District,
- b) Providing services to its members,
- c) Representing members and the businesses of the District to the public, news media, and governments, and providing a united voice for them,
- d) Co-operating with governments, other chambers of commerce and boards of trade, and other businesses, organizations, and individuals,
- e) Soliciting, collecting, receiving, acquiring, holding and investing money and property, both real and personal, received by gift, contribution, bequest devised, or otherwise, selling and converting property, both real and personal, into cash, and using the funds of the Chamber and the proceeds, income, and rents derived from any property of the Chamber in furtherance of the purposes set out above,
- f) Purchasing, leasing, selling or holding such property, equipment and materials as are deemed necessary to accomplish the Chamber's purposes, and
- g) Doing all such things as are ancillary and incidental to the attainment of the purposes of the Chamber.

2.2 Affiliation

The Chamber may affiliate with the Canadian Chamber of Commerce, the British Columbia Chamber of Commerce and any other organization in which membership is in the interests of the Chamber.

PART 3 – INTERPRETATION

3.1 Definitions

In this by-law, unless the context otherwise requires:

- a) "Act" means the Canada Boards of Trade Act, R.S.C. 1985, c. B-6,
- b) "AGM" means an annual general meeting,
- c) "Authorized Representative" means a person who is appointed to represent a member that is not a natural person,
- d) "By-Laws" means this by-law and any other by-laws of the Chamber which are, from time to time, in force and effect,
- e) "Chamber" means Whistler Chamber of Commerce,
- f) "Council", "Board", or "Board of Directors" means the directors of the Chamber, acting as a body,
- g) "director" or "councillor" means an officer of the Chamber within the meaning of the Act,
- h) "District" means the area within and for which the Chamber was established, as defined in its certificate of registration under the Act, and includes the RMOW,
- i) "general meeting" includes an AGM and a special general meeting,
- j) "member" means a member of the Chamber,
- k) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution,
- l) "registered address" means a member's address as recorded in the register of members,
- m) "RMOW" or "Whistler" means the Resort Municipality of Whistler,
- n) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution,

- o) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means,
- p) the singular includes the plural and vice versa, and
- q) persons include corporations and associations.

3.2 Headings

Titles of parts and by-laws are not part of the By-Laws. They are included solely for reference and not intended to be full or accurate descriptions of the contents of the part or by-law.

3.3 Part and By-Law Numbers

Any reference in the By-Laws to a part or by-law number is a reference to the corresponding numbered part or by-law.

3.4 Rules of Order

Subject to the Act and the By-Laws, a general meeting or meeting of the Board or a committee may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

3.5 Amendment

The By-Laws can only be amended by special resolution.

3.6 Copies

Each member is entitled to and the Chamber must on request give the member a copy of the By-Laws, without charge.

PART 4 – NON-ALIGNMENT

4.1 The Chamber must be non-partisan and non-sectarian and must not lend its support to any candidate for public office or political party.

4.2 The Chamber may support, endorse, express concerns about or oppose a municipal, provincial or federal policy or project.

PART 5 – MEMBERSHIP

5.1 Membership – General

1) Membership in the Chamber is available to the following:

- a) Any reputable person who is or has been a merchant, broker, trader, mechanic, manufacturer, manager of a bank or insurance agent, and

- b) Any corporation, association, partnership, or other organization.
- 2) A member must be directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District, and must support the purposes of the Chamber.

5.2 Membership Applications

- 1) An application for membership must:
- a) be written and in a form approved by the Board,
 - b) include the full name, address, e-mail address, and fax and telephone numbers of the applicant, and such other information as the Board may reasonably require,
 - c) in the case of an applicant that is a corporation, association, partnership or other organization, appoint an Authorized Representative,
 - d) undertake, if admitted, to be governed by the By-Laws, and
 - e) include such fees and annual dues as must be paid by applicants and members.
- 2) At any general meeting a member may propose an eligible applicant as a candidate for membership.
- 3) An application for membership must be approved by special resolution.
- 4) Upon being admitted, a member has all the rights and privileges and is subject to all the obligations of members.
- 5) A person, business, association, partnership or other organization that is not eligible for membership pursuant to by-law 5.1 (1) may be admitted to membership on:
- a) Applying pursuant to by-law 5.2 (1),
 - b) Approval by resolution of the Board, and
 - c) Approval by special resolution.

5.3 Honourary Members

A person who has performed distinguished service to the Chamber, the District, or both may be elected as an Honourary Member by ordinary resolution, for a term of one year, which may be repeated. An Honourary Member:

- a) Has the right to notice of, to attend, and to speak and vote at general meetings,

- b) Cannot be a director or officer, and
- c) Does not pay annual dues while an Honourary Member.

5.4 Dues and Assessments

- 1) The annual dues payable by members of the Chamber must be determined by the Board.
- 2) If the Board proposes to increase annual dues, the increase must be approved by ordinary resolution before it takes effect.
- 3) Other assessments may be made payable by members, provided that they are approved by:
 - a) The Board, and
 - b) Ordinary resolution, after notice of the proposed assessment is given to all members.

5.5 Renewal and Transferability

- 1) Membership is not transferable.
- 2) Membership must be renewed annually, by a date fixed by the Board.
- 3) A member that is renewing must comply with by-law 5.2 (1).

5.6 Address Changes

A member must promptly and in writing notify the Chamber of any change in the member's name, address, e-mail address, fax or telephone number, or its Authorized Representative.

5.7 Member and Director Obligations

Every member and director must comply with:

- a) the Act,
- b) the By-Laws,
- c) all policies and regulations enacted by the Board, and
- d) any rules of order governing the conduct of general meetings and of meetings of the Board.

PART 6 – TERM AND TERMINATION OF MEMBERSHIP

6.1 Ceasing to be a Member

A member continues to be a member until the member:

- a) Ceases to be a member for non-payment of dues,
- b) Resigns pursuant to the By-Laws,
- c) Is expelled by the Board or by special resolution pursuant to the By-Laws,
or
- d) Dies or, in the case of a member that is incorporated, is dissolved.

A member who ceases to be a member ceases to be entitled to the rights and privileges of membership, but remains liable for payment of any debt due and owing to the Chamber.

6.2 Resignation

- 1) A member may resign by giving ten days' notice in writing addressed to the Chamber and by paying any debt owed to the Chamber at the time of notice.
- 2) A member that has ceased to be a member cannot re-apply for membership until all debts owed to the Chamber have been paid.

6.3 Members – Non-Payment

- 1) A new member that fails to pay annual dues within 30 days after being admitted to membership ceases to be a member.
- 2) A member that fails to pay annual dues within 60 days after the date set for their payment, or a debt justly due and owing to the Chamber, ceases to be a member.

6.4 Termination

A member may be suspended or expelled by resolution of the Board, provided that:

- a) not less than 2/3 of the directors then in office are in favour of the resolution,
- b) the suspension or expulsion is for substantive failure to comply with the By-Laws or for conduct prejudicial to the Chamber, notice of which has been given to the member,
- c) notice of the resolution is accompanied by a brief statement of the reason or reasons for the proposed suspension or expulsion, and

- d) the member is given reasonable notice of the resolution, and an opportunity to be heard at the meeting before the resolution is voted on.

6.5 Expulsion

- 1) A member may be expelled by special resolution.
- 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

6.6 Refund of Dues

- 1) A member has no personal interest in or right to the property and undertaking of the Chamber.
- 2) A member who ceases to be a member for any reason is not entitled to a refund of annual dues or an assessment paid to the Chamber.

PART 7 – BOARD

7.1 Powers

The Board may exercise all the powers and do all the acts and things that the Chamber may exercise and do, and which are not by the Act, the By-Laws, statute or otherwise lawfully directed or required to be exercised or done by the Chamber in a general meeting, but subject to:

- a) all laws affecting the Chamber,
- b) the By-Laws, and
- c) any by-law or regulation made by the members at a general meeting pursuant to section 22 of the Act.

7.2 Board

- 1) The directors are the Chair, Vice-Chair, Secretary-Treasurer, and not less than eight additional directors, or so many more as may be required by the Act or by resolution of the Board.
- 2) A director has a normal term of office of three years, beginning at the time the director is sworn into office and ending three years later.
- 3) One-third of the directors, or so nearly to one-third as is reasonably practicable, must be elected at the AGM for three year terms, so that at the adjournment of the meeting:

- a) One-third of the directors, or so nearly to one-third as is reasonably practicable, have remaining terms of three years,
- b) One-third of the directors, or so nearly to one-third as is reasonably practicable, have remaining terms of two years, and
- c) One-third of the directors, or so nearly to one-third as is reasonably practicable, have remaining terms of one year.

A director may be elected to a term of one or two years so as to enable compliance with this by-law.

4) A director:

- a) Must be elected at the AGM, and
- b) May be re-elected.

5) For transitional purposes, at the AGM to be held in 2013, all directors then in office cease to hold office, and:

- a) One-third of the directors, or so nearly to one-third as is reasonably practicable, must be elected for terms of three years,
- b) One-third of the directors, or so nearly to one-third as is reasonably practicable, must be elected for terms of two years,
- c) One-third of the directors, or so nearly to one-third as is reasonably practicable, must be elected for terms of one year, and

6) A person who has been a director for nine consecutive years immediately ceases to be a director, and must not be a director for one year.

7) A person who has been Chair, Vice-Chair, or Secretary-Treasurer for three consecutive years immediately ceases to hold that office, and must not be elected or appointed to that office for one year.

8) An election must be conducted by secret ballot, unless the number of nominees is equal to or less than the number of positions to be filled, in which case the nominees must be declared to be elected.

9) In an election of directors, each member has as many votes as there are positions to be filled, but a voter must not cast more than one vote for a candidate.

10) Where in an election there are terms of differing length to be filled, those candidates with the greater number of votes are elected to the longer terms. A tie in voting must be decided by random means agreed to by the candidates affected, or by toss of coin.

7.3 Oath of Office

A director must, as soon as is reasonably practicable after being elected or appointed, take and subscribe the following oath before the mayor of the RMOW, or a justice of the peace:

"I swear (or I affirm) that I will faithfully and truly perform my duty as a director of the Whistler 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 purposes for which the Chamber was constituted according to the true intent and meaning of the same. So help me God (or I so Affirm)".

7.4 Nominations

- 1) Not less than 30 days before the AGM, the Board must:
 - a) set the dates on which nominations must be received or made, ballots will be sent to members, ballots must be received, and ballots will be counted,
 - b) appoint a Nominations Committee, made up of not less than three members, none of whom is a candidate, and
 - c) inform members by such means as the Board deems effective as to the procedures and dates for nominations and elections.
- 2) The Nominations Committee must so far as is reasonably practicable nominate, and solicit the nomination of, sufficient candidates to fill the vacancies.
- 3) A candidate for election must:
 - a) be a member, or the Authorized Representative of a member,
 - b) consent to the nomination,
 - c) be nominated in writing by the Nominations Committee, by the Board, or by three members, not less than 30 days before the AGM, and
 - d) not be disqualified from being a director under the Act.
- 4) The Chamber must give notice to members of the names of the candidates for election with notice of the AGM.
- 5) Nominations at the AGM are prohibited, unless there are fewer candidates for election than the positions to be filled.

7.5 Elections

- 1) If, at the date set for the close of nominations, there are more candidates for election than there are positions to be filled, an election must be conducted by mail ballot, and the Board must forthwith appoint an Election Committee. A candidate for election must not be a member of the Election Committee.
- 2) The Election Committee must prepare a ballot with the names of all candidates printed in alphabetical order, and mail an election package to each member.

- 3) The election package must contain:
 - a) a ballot, marked with the names of the candidates,
 - b) an unmarked sealable ballot envelope, in which the ballot must be placed,
 - c) a return envelope addressed to the returning officer, which must be markable so that the Election Committee can verify the voter's name and membership status, and in which the ballot envelope must be placed,
 - d) an autobiographical and informational statement from each candidate,
 - e) any other information which the Board deems useful or necessary, and
 - f) clear instructions for voting, including the date by which the return envelope must be received by the returning officer.
- 4) A candidate in an election may appoint a scrutineer, who has the right to attend when ballots are verified, opened, and counted.
- 5) The Election Committee must, within seven days after the date set for return of the ballots, and in the presence of any appointed scrutineers:
 - a) receive the return envelopes, and verify that each was received by the date set and was cast by member,
 - b) open the return envelopes and remove the ballot envelopes,
 - c) open the ballot envelopes and remove the ballots,
 - d) count the ballots, and
 - e) report the results of the election to the Board.
- 6) The Election Committee must certify to the Board:
 - a) that the by-laws have been complied with,
 - b) the number of ballots cast,
 - c) the number of spoiled or illegible ballots,
 - d) the names of the candidates, the number of votes received by each, and the names of those who are elected.
- 7) Ballots, ballot envelopes, return envelopes, and tally sheets must be retained by the Election Committee for 30 days or, in the event of a protest, until the protest is determined.
- 8) The Board must notify all members of the result of a ballot so soon as is practicable after it is concluded, by such means as the Board deems effective.

9) A member has a number of votes equal to the number of positions to be filled, must not cast more than one vote for a candidate, but need not use all the votes the member is allowed.

10) In an election of directors, those candidates with the greatest number of votes are elected.

11) Notwithstanding the foregoing, the Board may permit an election of directors to be conducted by electronic voting, provided that the process for doing so is confidential, verifiable, reliable, and consistent with democratic norms.

7.6 Directors – Ceasing

A director forthwith ceases to be a director on:

- a) the end of the director's term of office, unless the director is re-elected,
- b) resigning in writing,
- c) bylaw 7.2 (3) applying,
- d) ceasing to be a member, or the Authorized Representative of a member,
- e) death,
- f) becoming unable to perform the duties of a director due to physical or mental disability,
- g) being removed by special resolution, or
- h) failing to attend more than three meetings of the Board in one year.

7.7 Directors - Removal

The members may by special resolution remove a director before the expiration of the director's term of office, and elect a successor to complete the term of office.

7.8 Directors – Appointment

1) The Board may appoint a member who is qualified under by-law 7.4 (3) as a director, to fill a vacancy in the Board.

2) A director so appointed holds office only until the adjournment of the next AGM. The appointed director is then eligible to be elected.

7.9 Directors – Number

No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by by-law 7.2.

7.10 Directors – Remuneration

A director must not be remunerated for being or acting as a director, but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Chamber.

7.11 Directors – Political Office

1) A director who has been nominated as a candidate in a federal, provincial, regional district or municipal election must not attend or vote at meetings of the Board during the election.

2) A director who is elected to federal, provincial, regional district or municipal office ceases to be a director upon being so elected.

PART 8 – GENERAL MEETINGS

8.1 General Meetings - Date

1) General meetings must be held at the time and place, in accordance with the Act and the By-Laws, that the Board decides.

2) An AGM must be held at least once in every calendar year, and not more than six months after the fiscal year-end.

3) Every general meeting, other than an AGM, is a special general meeting.

4) The Chamber may hold regular quarterly and monthly general meetings, and must give not less than seven days' notice of such meetings.

8.2 Calling General Meetings

1) The Board may, when it thinks fit, convene a special general meeting.

2) The Board, on the requisition of 5% of those members entitled to vote, must convene a special general meeting without delay.

3) A requisition may consist of several documents in similar form each signed by one or more requisitionists and must:

a) state the purpose of the special general meeting,

b) be signed by the requisitionists, and

c) be delivered or sent by registered mail to the address of the Chamber.

4) If, within 21 days after the date of the delivery of the requisition, the Board does not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition.

5) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.

8.3 General Meetings - Business

1) The business at an AGM is:

- a) the adoption of rules of order, if required,
- b) minutes of the last AGM,
- c) the report of the Board,
- d) consideration of the financial statements,
- e) the report of the auditor, if any,
- f) appointment of the auditor, if any,
- g) election of directors,
- h) resolutions, if any, and
- i) the other business that, under the By-Laws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

2) The business at a special general meeting is limited to:

- a) adoption of rules of order, if required, and
- b) that set out in a requisition under by-law 8.2 (2), if applicable, and
- c) that determined by the Board under by-law 8.2 (1).

8.4 Quorum

1) Quorum at a general meeting is 20 members present at all times.

2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.

3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

8.5 Quorum – Absence

If within 15 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than seven days later. If, at the adjourned meeting, a quorum is not present within 15 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this by-law need not be given to members not present.

8.6 Adjournment

- 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 2) When a general meeting is adjourned for more than seven days, notice of the adjourned meeting must be given as for the original meeting.
- 3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

8.7 Chair

The Chair must chair each general meeting. If the Chair is not present, able, or willing to be chair, the Vice-Chair must chair the meeting. If neither the Chair nor the Vice-Chair is present, able or willing to be chair, the meeting must elect one of the other directors who is present to chair the meeting.

8.8 Resolutions and Motions

- 1) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 2) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution, motion or question is defeated.

8.9 Voting

- 1) A question arising at a general meeting must be decided by a majority of votes, except where otherwise required.
- 2) Voting is by show of hands, except:
 - a) where otherwise required, or
 - b) when a secret ballot is requested before a vote is taken, by a majority of members present, on a show of hands.

3) Each member present has the right to one vote on each resolution, motion or question.

4) Proxy voting is prohibited.

PART 9 – NOTICES TO MEMBERS

9.1 Time

1) Notice of a general meeting must:

- a) specify the place, date and hour of meeting, and, in case of special business, the general nature of that business,
- b) include any special resolution to be proposed at the meeting, and
- c) be given to all members not less than seven days before the meeting.

2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

9.2 Notice – Recipients

1) Notice of a general meeting must be given to:

- a) every member shown on the register of members on the day notice is given, and
- b) the auditor, if any.

2) No other person is entitled to receive a notice of general meeting.

9.3 Notice - Methods

1) A notice may be given to a member either personally, by mail, by fax, or by e-mail or other electronic means to the member at the member's address, e-mail address, or fax number, as shown in the register of members.

2) A notice inserted in one or more newspapers published within the RMOW of a circular letter signed by the Secretary-Treasurer and mailed to the last known address of each member constitutes sufficient notice.

9.4 Notices – Deemed Receipt

1) A notice sent by mail from the Chamber's office is deemed to have been received:

- a) two days after being mailed, if to an address in the RMOW, or
- b) five days after being mailed, if to any other address.

2) A notice sent by fax or e-mail is deemed to have been received 24 hours after being sent.

PART 10 – BOARD MEETINGS

10.1 Procedures

1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a majority of directors then in office, but not less than five, present.

3) A meeting of the Board may be called by:

- a) the Chair, or
- b) any two directors, or
- c) resolution of the Board.

4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or fax. Notice of a meeting of the Board must be given not less than three days before the meeting, unless notice is waived by all directors.

5) When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

6) A director may participate and vote in a meeting of the Board in person, or by telephone or other communications medium if all directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

7) A member may attend a meeting of the Board, and the minutes of all general meetings, Board meetings, and committee meetings must be open to the inspection of a member on reasonable notice, without charge.

8) The Board may permit a non-member to attend a meeting of the Board, and to speak at that meeting.

10.2 Waiver

A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of the Board need be sent to that director, and

- b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

10.3 Voting

- 1) Except where otherwise required, a question arising at a meeting of the Board must be decided by a simple majority of the votes.
- 2) A resolution proposed at a meeting of the Board need not be seconded, and the chair of such a meeting may move or propose a resolution.
- 3) In the case of an equality of votes at a meeting of the Board, the chair has a casting or second vote in addition to the vote to which the chair is entitled to as a member.
- 4) Proxy voting at a meeting of the Board is prohibited.

10.4 Committees

- 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee, but not less than one director must be a member of each committee.
- 2) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next meeting of the Board held after it has been done.

10.5 Executive Committee

- 1) The members of the Executive Committee are the Chair, Vice-Chair, Secretary-Treasurer, and such other persons as may be appointed to it by the Board.
- 2) Subject to a resolution of the Board, the Executive Committee has the power to govern the affairs of the Chamber between meetings of the Board.

PART 11 – OFFICERS

11.1 Election

- 1) The Board must at its first meeting following an election elect from amongst the directors a Chair, a Vice-Chair, and a Secretary-Treasurer, who are the elected officers, and who have a normal term of office ending at the first Board meeting after the next following election.

2) The Board may:

- a) dismiss an elected officer at any time, and elect another director to take that person's place, and
- b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.

3) An elected officer ceases to be an elected officer on:

- a) ceasing to be a director,
- b) resigning in writing, or
- c) resolution of the Board.

11.2 Chair

The Chair must:

- a) chair all meetings of the Board and all general meetings,
- b) supervise the other officers in the execution of their duties, and
- c) perform such other duties as may be directed by the Board.

11.3 Vice-Chair

The Vice-Chair must:

- a) perform the duties of the Chair, in the Chair's absence or inability to act, and
- b) perform such other duties as may be directed by the Board.

11.4 Secretary-Treasurer

1) The Secretary-Treasurer must:

- a) issue notices and keep minutes of meetings of the Chamber and the Board,
- b) conduct the correspondence of the Chamber,
- c) have custody of all records and documents of the Chamber,
- d) have custody of the common seal of the Chamber,
- e) maintain the register of members,
- f) keep the financial records, including books of account, necessary to comply with the Act, and

- g) render financial statements to the Board, members, and others when required.
- 2) In the absence of the Secretary-Treasurer from a meeting, the Board must appoint another person to act as Secretary-Treasurer.
- 3) The Board may delegate performance of the duties of the Secretary-Treasurer to an employee.

11.5 Chief Executive Officer

- 1) The Board may appoint a Chief Executive Officer, and set the remuneration and terms and conditions of employment of that person.
- 2) The Chief Executive Officer:
 - a) is an appointed officer,
 - b) must, subject to resolutions of the Board, manage the operations of the Chamber,
 - c) has the authority to administer and manage the Chamber and its finances, activities, volunteers, and employees,
 - d) must prepare an annual budget for the review of the Board, and prepare financial reports and statements as required,
 - e) reports to the Board, through the Chair, and
 - f) is entitled to notice of, to attend, and to speak but not to vote at meetings of the Board and all committees.

11.6 Representation

- 1) Subject to resolution of the Board, the Chair and the Chief Executive Officer may represent the Chamber to the public, news media, and governments.
- 2) No other member, director or employee can represent the Chamber to the public, news media and governments unless authorized to do so by resolution of the Board.

PART 12 - FINANCE

12.1 Fiscal Year, Signing Officers

The Board must determine, by resolution, the

- a) financial year of the Chamber, and
- b) signing officers of the Chamber, and their authority.

12.2 Seal

- 1) The Board may provide a common seal for the Chamber and may destroy a seal and substitute a new seal in its place.
- 2) The common seal must be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the Chair and the Chief Executive Officer.

PART 13 – FINANCIAL STATEMENTS AND AUDIT

13.1 Audit

The annual financial statements of the Chamber must be audited, reviewed or compiled by a chartered accountant, a certified general accountant, a chartered professional accountant, or a certified management accountant in public practice, as determined by ordinary resolution at the AGM.

13.2 Appointment

- 1) At each AGM the Chamber must appoint an accountant or auditor to hold office until that person is re-elected or a successor is elected at the next AGM.
- 2) The Board must determine the remuneration of the accountant or auditor.

13.3 Removal

- 1) An accountant or auditor may be removed by ordinary resolution.
- 2) An accountant or auditor must be promptly informed in writing of appointment or removal.

13.4 Disqualification

No director and no employee of the Chamber can be auditor.

13.5 General Meetings

The accountant or auditor has the right to attend general meetings.

13.6 Vacancies

The Board must fill all vacancies arising in the office of accountant or auditor between AGMs.

13.7 Inspection

The books of the Chamber must be open to the inspection of a member at the office of the Chamber, on reasonable notice, during normal business hours, and without charge to the member.

PART 14 – DIRECTORS’ DUTIES, CONFLICTS & INDEMNIFICATION

14.1 Directors’ Duties

1) A director must:

- a) act honestly and in good faith and in the best interests of the Chamber, and
- b) exercise the care, diligence and skill of a reasonably prudent person,

in exercising the powers and performing the functions of a director.

2) The requirements of this by-law are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a chamber.

14.2 Non-Exemption

Nothing in a contract, the constitution or by-laws, or the circumstances of a director’s appointment, relieves a director from:

- a) the duty to act in accordance with the Act and By-Laws, or
- b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Chamber.

14.3 Conflicts - Disclosure

A director who is, directly or indirectly, interested in a proposed contract or transaction with the Chamber must disclose fully and promptly the nature and extent of the interest to each of the other directors.

14.4 Conflicts - Accountability

1) A director referred to in by-law 14.3 must account to the Chamber for profit made as a consequence of the Chamber entering into or performing the proposed contract or transaction:

- a) unless:
 - i) the director discloses the interest as required by by-law 14.3,
 - ii) after the disclosure the proposed contract or transaction is approved by the Board, and
 - iii) the director abstains from voting on the approval of the proposed contract or transaction, or

b) unless:

i) the contract or transaction was reasonable and fair to the Chamber at the time it was entered into, and

ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in by-law 14.3 must not be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is approved.

14.5 Conflicts – Court

The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Chamber does not make the contract or transaction void, but, if the matters referred to in by-law 14.4(1)(a) or (b) have not occurred, the court may, on the application of the Chamber or an interested person, do any of the following:

a) prohibit the Chamber from entering into the proposed contract or transaction,

b) set aside the contract or transaction, or

c) make any order that it considers appropriate.

14.6 Indemnification

Subject to court approval, the Chamber must indemnify a director or former director of the Chamber, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Chamber, if:

a) the director 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, the director had

c) reasonable grounds for believing the director's conduct was lawful.

PART 15 - EFFECTIVE DATE

15.1 Effective Date

This by-law is effective upon it being approved by:

a) the Board,

- b) Special resolution, and
- c) The Minister of Industry, pursuant to the Act.

CERTIFIED to be By-Law No. 2 of the Chamber, as enacted by the directors of the Chamber by resolution on the 22nd day of November, 2012 and confirmed by the members of the Chamber by special resolution on the 12th day of December, 2012.

Dated the 19th day of December, 2012.



Anders I. Ourom, Solicitor