

By-Laws

Article 1 - General

1.1- Name and Object

The name of the organization shall be the "Brockville and District Chamber of Commerce."

- a. The object of the Brockville and District Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civil and social welfare of the district.
- b. The usual place of meeting shall be in the City of Brockville.
- c. The Brockville and District Chamber of Commerce shall be non-partisan, non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

d. Objectives:

1. To act as a spokesperson for members in order to promote the members' interests to local, provincial and national political bodies and to the Brockville community.
2. To provide an opportunity for members to develop better business connections within the community.
3. To inform and educate businesspeople and the community at large.
4. To provide value added services to members.
5. To provide a forum where members can have input into community affairs.

e. Mission Statement:

We support and enhance business to build a strong economic community through proactive leadership in advocacy and relevant programming.

1.2 Definitions

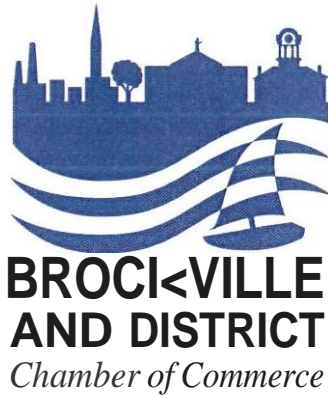
In this by-law, unless the context otherwise requires:



**BROCKVILLE
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- a. **"Act"** means the *Boards of Trade Act (R.S.C., 1985, c. B-6)* and any statute that may be substituted, as amended from time to time;
- b. **"By-Laws"** means this By-Law and any other by-law of the Board of Trade as amended and which are, from time to time, in force and effect.
- c. **"Certificate of Formation"** means the certificate of formation certified by the Minister evidencing the existence of the Board of Trade.
- d. **"Committee Member"** means a member of any committee or other advisory body of the Council.
- e. **"Council"** means the Council of the Board of Trade, as defined in the Act and as more particularly set-out in these By-Laws;
- f. **"Director"** means a member of the Council and, for further certainty, includes the President, Vice-President and Secretary elected in accordance with the Act.
- g. **"District"** means the area within and for which the Board of Trade was established as set out in the Board of Trade's Certificate of Formation or as defined by the Governor in Council and includes any change in district that may be approved by the Governor in Council from time to time.
- h. **"Meeting of Members"** includes a Quarterly Meeting, Annual General Meeting, special general meeting or other general meeting of Members of the Board of Trade.
- i. **"Member"** means an individual or organization that has been accepted as a Member of the Board of Trade in accordance with the Act and these By-Laws.
- j. **"Minister"** means the federal Cabinet Minister who is responsible for the administration of the Act.
- k. **"Officer" or "Officers"** means the President, Vice-President, Secretary, Treasurer and any one or more other persons, respectively, who have been appointed as officers of the Board of Trade in accordance with the By-Laws.
- l. **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution.
- m. **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.



1.3 Interpretation

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

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

1.4 Severability and Precedence

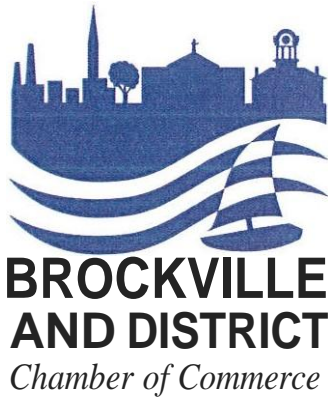
The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.5 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.6 Execution of Documents

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



Article 2 - Directors

2.1- Election and Terms

The elected members of the Board shall be elected as follows:

1. At least 60 days before the Annual General Meeting, the Officers shall appoint a Nominating Committee consisting of 2 Executive Committee members and 2 Directors. The focus of the Nominating Committee is to ensure that the Board has a board representation from the Chamber membership and that the Directors have the appropriate skills to offer informed judgment on Board policy and operations.
2. The Nominating Committee shall prepare a slate of Directors. This shall be due to the Board at its regular meeting prior to the Annual General Meeting.
3. The report of the Nominating Committee shall be mailed out to each member of the Chamber at least 14 days prior to the AGM accompanied by a nominating blank advising them that they may make additional nominations. Additional nominations in writing shall be received from any member in good standing for the said offices and members of the Board. Such additional nominations shall be in the hands of the Corporate Secretary no later than 3 days prior to the annual meeting. The Corporate Secretary shall report additional nominations forthwith to the Nominating Committee.
4. Where the ballot is necessary, each member attending the Annual General Meeting shall be provided with a ballot for the purpose of voting for the positions that require balloting.
5. The Nominating Committee shall cause the ballots to be counted and the nominees for the various offices and Board positions receiving the highest number of ballots shall be declared elected.
6. Board members so elected shall take office on the date of the Annual General Meeting each and every year.

2.2- Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns from office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later.
- b. if the Director dies or becomes bankrupt.



- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.
- e. The Board shall consist of a minimum of 9 and up to 18 elected Directors and the Executive Director, which will include up to two members from the Young Professional Network (YPN) and the Executive Director as an ex-officio (non-voting) member. Young Professional Network (YPN) shall appoint up to two directors from the YPN board for a 2 year term of office on the Chamber Board. Directors shall be elected by ballot each year at the Annual General Meeting from the membership for a 2 year term of office. Additional nominations will be called for to fill positions left vacant after 1 year.

2.3- Filling Vacancies

Where a member of the Board dies or resigns their office or is absent from 3 consecutive meetings of the Board, the Board may, at any meeting thereof, appoint a member to be a director, in place of the member who had died, or resigned, or is absent. When a director's occupational status changes, i.e. ceases to be employed by a member company, that Director shall submit a resignation to the Board in writing. The Board shall have the option of accepting or rejecting that resignation for the balance of that year.

2.4- Committee

Committees may be established by the Chair with the approval of the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time

2.5 Committee Chairs

The Officers may suspend any Chair from office or have his or her office terminated for just cause. The Officers, subject to the by-laws of the Chamber, may terminate any committee.

2.6 Executive Committee

1. Executive Committee: this Committee shall consist of the President, Past-President, Vice-President, Treasurer and/or Corporate Secretary. The responsibilities include:
2. Exercise the full powers of the Board in all matters of administrative emergency, reporting every decision at the next meeting of the Board.
3. Make recommendations on the purchase of all major capital equipment not foreseen in the

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Chamber of Commerce
approved annual budget.

4. Study, advise and make recommendations to the Board on any matters as directed by the Board.



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5. Determine salary and benefits of the Executive Director and conduct an annual performance appraisal of the Executive Director.

6. Make recommendations on the appointment of members to Standing Committees and Special Committees of the Board; and

7. Assess the extent to which annual goals and objectives have been achieved and report to the Board.

8. The President, with the approval of the Board, shall authorize and appoint such committees, including standing committees, as the President in his or her discretion shall deem appropriate from among the membership of the Chamber and the membership of the Board. The membership of each such committee shall appoint the Chair of the committee.

9. The President, Vice-President, and the Treasurer shall be elected by the Board from their own numbers at their first meeting of the new fiscal year, immediately following the Annual General Meeting of members, such officers to hold office until their successors are duly elected. All Directors shall be eligible to stand for election to any office and to vote for the election of officers.

2.7 - Remuneration of Directors

No paid employee of the Chamber shall be a member of the Board or executive committee. Officers to the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these said officers reasonable expense monies.

2.8 Timing

Directors shall remain in office for 2 years or until their successors shall be elected. No officer, excepting the treasurer and the Corporate Secretary, shall hold the same office for more than 2 years in succession. A maximum term on the Board will be 12 years. A retiring Director may be re-elected to the Board after an absence of 1 year.

2.9

The Board shall in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any by-law of the Chamber provided, however, that such powers are not inconsistent with the provisions of the Boards of Trade Act (Canada).



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2.10 Board Meeting Voting

50% or more members of the Board, lawfully met, shall be a quorum and a majority, of such quorum, may do all things within the powers of the Board.

2.11

The Board shall frame such by-laws; rules and regulations as appear to it, best adapted to promote the welfare of the Chamber and shall submit them for adoption, at a general meeting of the Chamber, called for that purpose.

2.12 Directors Oath

The Directors, before taking office, shall take and subscribe before the Mayor of the City 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 _____ of the Brockville and District 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 Chamber was constituted, according to the true intent and meaning of the same. So, help me God."

2.13 Board Meeting for Members

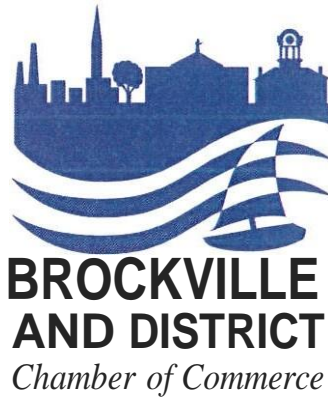
The meetings of the Board shall be open to all members of the Chamber, who may attend but may not take part in any of the proceedings and may not vote.

2.14

No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.

2.15 Removal

Any Officer or Board member may be suspended from his or her office or have his or her tenure of office terminated, if in the opinion of the Board he or she is grossly negligent in the performance of his or her duties, providing however, that any officer or Board member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the Membership at the next general meeting.



2.16 Resignation

A Director may resign from office by delivering a written resignation to the Board. A resignation shall be effective from the date specified in the resignation.

2.17 Director consent

I, **(Full Name)** hereby consent to:

- (a) being elected or appointed as a director of **(insert name of nonprofit)** effective date;
- (b) Receive notice of meetings, meeting agendas and other mailings from the Corporation either by-mail at **(insert email address)** or by mail at **(insert mailing address)**.

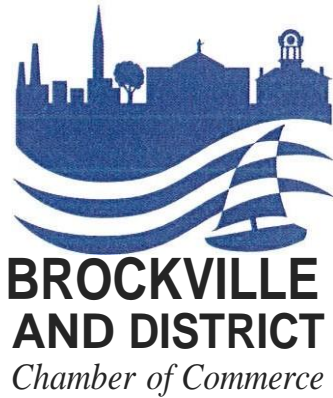
If I move or change my e-mail address, I will inform the Corporation as soon as possible.

This consent will take effect immediately and will continue as long as I am re-elected as a director of the Corporation. I understand that if I cease to be a director for a period of time and then am elected or appointed as a director again, I will be asked to sign a new consent to act as a director.

2.18 Directors Code of Conduct

As a Director of the Brockville and District Chamber of Commerce I will do my best to fulfill the following requirements:

- Uphold the Brockville and District Chamber of Commerce mission, vision, and values.
- Act honestly, fairly, ethically and with integrity.
- Conduct themselves in a professional, courteous and respectful manner when representing the organization.
- Attend and actively participate in monthly Board Meetings (missing three meetings in a row without reasonable grounds or advanced notice will be asked for their resignation)
- Be prepared for Board and Committee meetings. (Board packages will be sent out 2 business days in advance of the board meeting)
- Sit on at least one Committee.



- Represent the Chamber in an exemplary way. Act in a manner to enhance and maintain the reputation of the Chamber.
- Disclose potential disclosure of interest that they may have regarding any matters that may come before the Board and abstain from discussion and voting on any matter in which the Director has or may have a conflict of interest.
- Attend and promote events put on by the Chamber (each Director must register to volunteer for at least one event).
- Be respectful and open to the potentially conflicting opinions and points-of-view of your fellow directors.
- Respect the confidentiality of information relating to the affairs of the Organization acquired in the course of their service as Board Members or Staff, except when authorized or legally required to disclose such information; and
- Not use confidential information acquired in the course of their service as Directors for their personal advantage.
- Treat in-camera information as confidential.

Time Commitment: commitment varies by the role the director wishes to take. Board meetings are once a month and last approximately two hours. Committees meet once a month or quarterly, for approximately an hour.

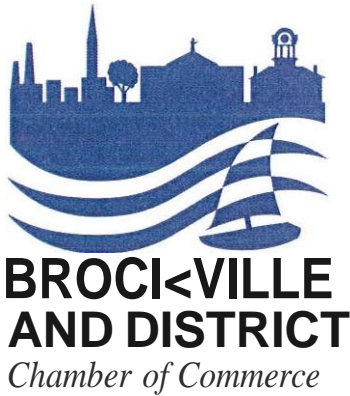
Article 3 - Board Meetings

3.1- Calling of Meetings

Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.

3.2 - Regular Meetings

Notice of all meetings, naming the time and place of assembly, shall be given by the Executive Director.



3.3 - Notice

Special general meetings of the Chamber may be held at any time when summoned by the President or requested in writing by any 3 members of the Board, or any 10 members of the Chamber. At least 1 week's notice of such meetings shall be given.

3.4 President

The President shall preside at Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the President.

3.5- Voting

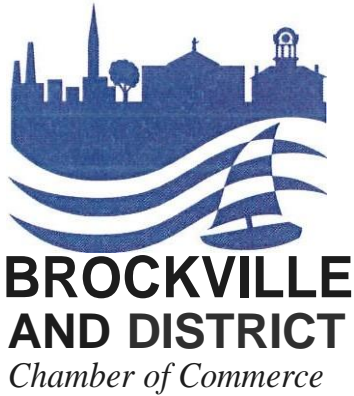
Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall not have a second or casting vote.

3.6 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.7 Voting at Board Meetings

1. **Advance Poll.** Prior to a vote being taken on any motion, which has been circulated prior to a Board meeting, any Director who knowingly will not be in attendance may submit a ballot, in writing via the Executive Director.
2. **Proxy Vote.** Any Director, who knowingly will not be in attendance at a Board meeting, may proxy his or her vote to a director of his or her choice for that meeting only. Such proxy shall be granted in writing signed by the member granting such proxy. No Director may carry more than 1 proxy vote.
3. **Straw Vote.** In the event that an emergency vote must be called on an item requiring immediate action, the president or the person acting on behalf of the president may conduct a telephone / digital vote of the Board membership. Such vote to be recorded. Even in this case, every attempt must be made to allow Directors 24 hours to respond.



3.8 Meeting Times

The Board shall meet as often as it deems necessary during the course of any year in order to conduct the business of the Chamber.

3.9 Meeting Minutes

Minutes of the proceedings of all general, Board and committee meetings shall be entered in the books and to be kept for that purpose, by the Executive Director and reported to the next Board meeting.

3.10 Quorum

A quorum for the transaction of business at any meeting of the Board shall be fifty per cent (50%) of the Directors then in office, provided that vacancies on the Board shall not be included when

Article 4 - Voting of Board and General Meetings

4.1 Voting of Board

The elected members of the Board shall be elected as follows:

1. At least 60 days before the Annual General Meeting, the Officers shall appoint a Nominating Committee consisting of 2 Executive Committee members and 2 Directors. The focus of the Nominating Committee is to ensure that the Board has board representation from the Chamber membership and that the Directors have the appropriate skills to offer informed judgment on Board policy and operations.
2. The Nominating Committee shall prepare a slate of Directors as provided in Section 1. This shall be due to the Board at its regular meeting prior to the Annual General Meeting.
3. The report of the Nominating Committee shall be mailed out to each member of the Chamber at least 14 days prior to the AGM accompanied by a nominating blank advising them that they may make additional nominations. Additional nominations in writing shall be received from any member in good standing for the said offices and members of the Board. Such additional nominations shall be in the hands of the Treasurer/ Corporate Secretary no later than 3 days prior to the annual meeting. The Treasurer/ Corporate Secretary shall report additional nominations forthwith to the Nominating Committee.
4. Where the ballot is necessary, each member attending the Annual General Meeting shall be provided with a ballot for the purpose of voting for the positions that require balloting.



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5. The Nominating Committee shall cause the ballots to be counted and the nominees for the various offices and Board positions receiving the highest number of ballots shall be declared elected.
6. Board members so elected shall take office on the date of the Annual General Meeting each and every year.

Article 5 - Financial

5.1 - Banking

The Board shall determine the annual dues payable by members of the Chamber annually.

5.2 - Financial Year

The fiscal year of the Chamber shall end on the 31ST day of December and commence on January 1ST in each year.

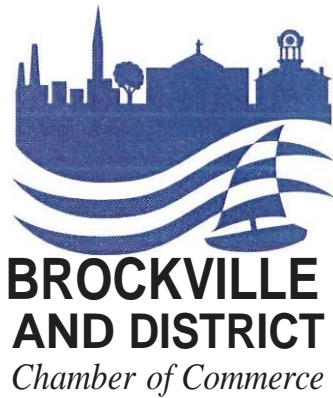
Article 6 - Officers

6.1 - Officers

The Board shall appoint from among the Directors a President and may appoint any other person to be Vice President, Treasurer and or/ Secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

6.2 - Office Held at Board's Discretion

Where a member of the Board dies or resigns their office or is absent from 3 consecutive meetings of the Board, the Board may, at any meeting thereof, appoint a member to be a director, in place of the member who had died, or resigned, or is absent. When a director's occupational status changes, i.e. ceases to be employed by a member company, that Director shall submit a resignation to the Board in writing. The Board shall have the option of accepting or rejecting that resignation for the balance of that year.

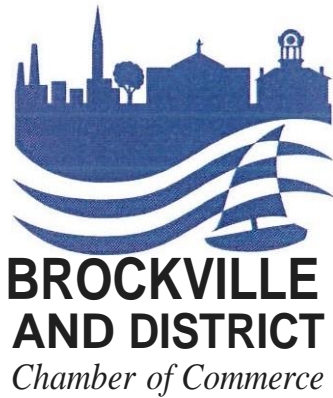


6.3 Duties Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

6.4 Roles of Officers

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

- **President.** The President shall be the chief executive officer of the Board of Trade and shall be responsible for implementing the strategic plans and policies of the Board of Trade. The president shall, subject to the authority of the Council, have general supervision of the affairs of the Board of Trade.
- **Vice-President.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the power of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Council or the Chair.
- **Secretary.** In addition to the requirements of the Act, the Secretary shall attend and be the secretary of all meetings of the Council, Members and committees of the Council. The Secretary shall enter or cause to be entered in the Board of Trade's minute book, minutes of all proceedings at such meetings; the Secretary shall give or cause to be given, as and when instructed, notices to Members, Directors, the auditors and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Board of Trade.
- **Treasurer.** The Council may appoint a Treasurer. If appointed, the Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Board of Trade; the treasurer shall render to the Council whenever required an account of all transactions as treasurer and of the financial position of the Board of Trade; and the Treasurer shall have such other powers and duties as the Council or the Chair may specify.
- **Other Officers.** The Council may appoint such other Officers as it deems appropriate. The powers and duties of all other Officers of the Board of Trade shall be such as the terms of their engagement call for or the Council or President



requires of them. The Council may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

6.5 Duties of Executive Director

The Executive Director shall be responsible to the Board for the general control and management of business and affairs. The Executive Director shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official letters, preserving all official documents and shall perform all such other duties as properly appertain to the office.

6.6 Officer vacancies

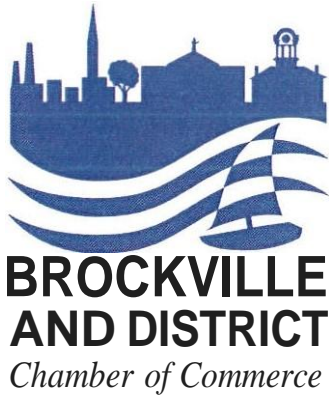
Council to fill officer vacancies

In the event the Council appoints a Treasurer or any other Officer of the Board of Trade, the Council may remove, whether for cause or without cause, any Officer so appointed, other than the President, Vice-President or Secretary/Treasurer. Unless so removed, an Officer shall hold office until the earlier of:

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

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

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



Article 7 - Protection of Directors and Others

7.1 Protection of Directors and Officers

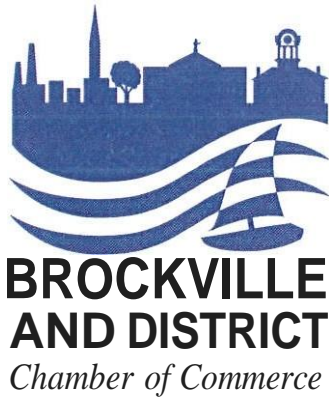
No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. Complied with the Act and the Corporation's articles and By-laws; and
- b. Exercised their powers and discharged their duties in accordance with the Act.
- c. The Brockville and District

Article 8 - Conflict of Interest

8.1- Conflict of Interest

1. Officers and Directors shall not enter into any business arrangements with the Chamber in which they are interested, directly or indirectly, except:
2. On a written and competitive sealed quotation basis.
3. Having declared any interest therein and having refrained from voting thereon.
4. The Chair of any meeting of the Chamber or any sub-committee of the Chamber shall request any member who has declared an interest in business or other financial arrangement with the Chamber which is being discussed, to absent themselves during the discussion of and vote upon the matter. The event shall be recorded in the minutes.
5. Neither the Board nor any committee appointed under its auspices shall look prejudicially on a quotation made by a member of the Chamber simply because such person is a member of the Chamber.



Article 9 - Members

9.1 - Members

Associations, Corporations, Societies, Partnerships or Estates directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the District may become members of the Chamber but the voting power of such membership shall, in each case, be assigned to individuals in accordance with and as prescribed in the schedule of membership fees.

9.2 - Memberships

Any reputable person directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District shall be eligible for membership in the Chamber. Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these by-laws or has been removed from the roll of members by action of the Board.

9.3 Non-Renewal

Any member of the Chamber, who intends to retire there from or to resign his or her membership may do so, at any time, upon giving to the Executive Director 10 days' notice in writing of such intention and upon discharging any lawful liability which is standing upon the books of the Chamber against him or her at the time of such notice.

9.4

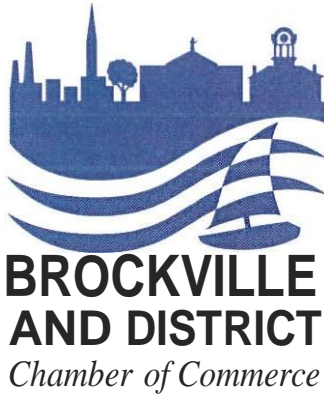
Any member in good standing may propose any eligible person or organization as a candidate for becoming a member of the Chamber, providing such candidate shall undertake, if admitted, to be governed by the by-laws of the Chamber.

9.5

If such proposal is carried by a simple majority of the members of Board then present, such person or organization shall henceforth be a member of the Chamber and shall have all the rights and be subject to all the obligations of the other members.

9.6

Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a 2/3rd's majority vote of the Board. Such recognition shall be for a term of 1 year and may be repeated. Honorary membership shall include all the privileges of



active membership except that of holding office, with the exemption from the payment of annual dues.

9.7 - Disciplinary Act or Termination of Membership for Cause

The Board may remove from the roll of members the name of any new member failing to pay his or her annual dues within thirty days of his or her admission, or of any other member who fails to pay such dues within 3 months of the date they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.

Article 10 Members' Code of Conduct

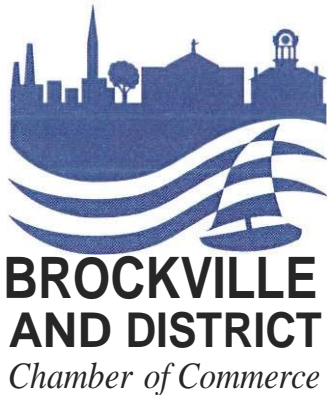
10.1

The Brockville and District Chamber of Commerce is a non-partisan, non-sectional and non-sectarian organization governed by the Boards of Trade Act. As a Corporate/Individual member of the Brockville and District Chamber of Commerce, I/we recognize that membership is a privilege and that a membership brings with it the responsibility to assure that all members also understand and commit to the following conduct:

I/we recognize that membership is a privilege.

Accordingly, I/we shall undertake to:

- 1. Conduct business and professional activities in a reputable manner so as to reflect honorably upon the Brockville and District business community and fellow members.***
- 2. Abide by the Bylaws of the Brockville and District Chamber of Commerce.***
- 3. Respect the reputation, profile and status of the Brockville and District Chamber of Commerce and represent the organization accordingly.***
- 4. Understand, support and promote the Chamber of Commerce to the business community.***
- 5. Where possible, participate in the functions and activities of the Brockville and District Chamber of Commerce and lend my/our business and professional expertise.***
- 6. Provide honest, skilled and conscientious service to my/our customers***
- 7. Conform to all laws established by Municipal, Provincial and Federal governments for the control of said business, where applicable.***



Accepting this standard as the Member's own, every Member pledges to observe the spirit of the code in all dealings and to conduct business in accordance with the Chambers By-Laws. Failure to do so may result in the forfeiture of membership.

Article 11 - Members' Meetings

11.1-Annual Meeting

The Annual Meeting of the Chamber shall be held within 90 days following fiscal year end at the time and place determined by the Board. At least 2 weeks' notice of the Annual Meeting shall be given.

11.2- Special Meetings

Special general meetings of the Chamber may be held at any time when summoned by the President or requested in writing by any 3 members of the Board, or any 10 members of the Chamber. At least 1 week's notice of such meetings shall be given.

11.3 - Notice

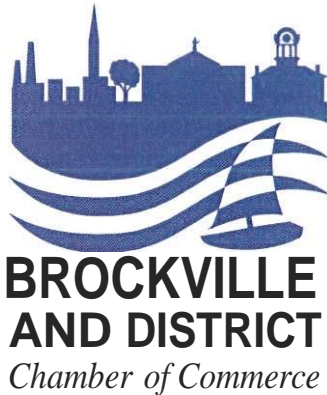
Notice of all meetings, naming the time and place of assembly, shall be given by the Executive Director.

11.4 - Quorum

At any Annual or general meeting 25 members shall be a quorum and unless otherwise specifically provided, a majority of members shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting.

11.5 Chair of the Meeting

The President shall be the chair of the Members' meeting; in the President's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.



11.6 - Voting of Members

Every member in good standing represented at any general meeting shall be entitled to 1 vote providing that the vote of an Association, Corporation, Society, Partnership or an Estate member shall, in each such case be assigned to individuals.

11.7 Adjournments

The President may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournment for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

11.8 Persons Entitled to be Present

The only persons entitled to attend a members' meeting are **the Members, the Directors, the auditors of the Corporation** (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the President of the meeting or with the majority consent of the Members present at the meeting.

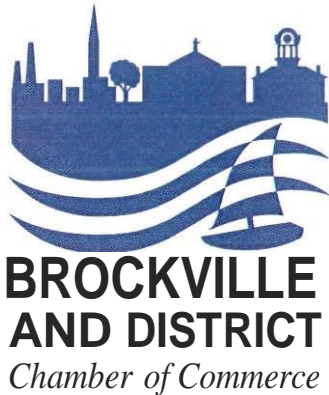
11.9

Other assessments may be levied against all members, providing they are recommended by the Board and approved by a majority of the members present at a general meeting of the Chamber. The notice calling such general meeting shall state the nature of the proposed assessment.

Article 12 - Notices

12.1 Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or



return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

12.2 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Article 13 - Adoption and Amendment of By-Laws

13.1 - Amendments to By-Laws

An external auditor or accountant shall be appointed by the members present at the Annual General Meeting to audit or review the books and accounts of the Chamber at least once a year. An audited or reviewed financial statement shall be presented by the Treasurer at each Annual General Meeting and at any other time required by the Board.

13.2 Indemnification

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

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



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

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

13.3

By-laws may be made, repealed or amended by a majority of the members of the Chamber, present at any general meeting.

13.4

Such by-law shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by the Minister of Industry.

13.5

The Chamber, at the discretion of the Board shall have power to affiliate with the Canadian Chamber of Commerce, the Ontario Chamber of Commerce and any other organizations in which membership may be in the interests of the Chamber.

13.6

Enacted - November 1, 2024

Steve Latimer - President

Christina Covey-Shannon - Secretary/Treasurer