

A by-law relating generally to the conduct of the affairs of

Burlington Chamber of Commerce Incorporated under Part II of the *Boards of Trade Act* (Canada).

(the "Chamber")

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

Name and Objects

- The name of the corporation is the Burlington Chamber of Commerce.
- The objects of the Chamber shall be to maintain, improve and promote trade and commerce, good government and the social, economic and civic welfare of the City of Burlington and carry on such activities as advocacy, education and networking opportunities.

Definitions and Interpretation

1. Definitions

In this By-Law and in all other By-Laws of the Chamber, unless the context otherwise requires:

"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;

"Board" means the Board of Directors of the Chamber, and means "council" as used in the Act;

"By-Laws" means this By-Law and any other by-law of the Chamber as amended and which are, from time to time, in force and effect;

"Certificate of Formation" means the certificate of formation certified by the Minister evidencing the existence of the Chamber;

"Chair" means the Chair of the Chamber Board of Directors, and means "president" as used in the Act;

"Committee" means any working committee of the Chamber comprised of Members or their authorized representatives;

"Committee Member" means a member of any committee or other advisory body of the Board of Directors

"Director" means a member of the Board and for greater certainty includes the Chair, Vice-Chair, Second Vice-Chair and Director of Finance elected in accordance with the Act;

"Director of Finance" means the Director appointed as Director of Finance for the Chamber;

"District" means the area within and for which the Chamber was established as set out in the Chamber'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;

"Executive Council" means the Executive Council of the Chamber comprised of the Chair, Vice-Chair, Second Vice-Chair and Director of Finance of the Chamber;

"Meeting of Members" includes a Quarterly Meeting, Annual General Meeting, special general meeting or other general meeting of Members of the Chamber;

"Member" means an individual or organization that has been accepted as a Member of the Chamber in accordance with the Act and these By-Laws;

"Membership" means membership in the Chamber

"Minister" means the federal Cabinet Minister who is responsible for the administration of the Act;

"Officer" or "Officers" means the Chair, Vice-Chair, Second Vice-Chair the President and CEO, the Director of Finance and any one or more other persons, respectively, who have been appointed as officers of the Chamber in accordance with the By-Laws;

"Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;

"President and Chief Executive Officer" or "President and CEO" means the President and CEO appointed by the Board, and the most senior employee of the Chamber;

"Quarterly Meetings" means the four (4) quarterly Meetings of Members in a calendar year that are required by the Act, each a "Quarterly Meeting";

"Second Vice-Chair" means the Second Vice-Chair of the Board of Directors, and means "secretary" as used in the Act;

"Secretary" means the Second Vice-Chair and means "secretary" as used in the Act;

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

"Vice-Chair" means the Vice-Chair of the Board of Directors, and means "vice-president" as used in the Act.

2. Interpretation

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

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

Business of the Chamber

3. Corporate seal

The Chamber may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the President and CEO shall be the custodian of the corporate seal.

4. Location of the registered office

The registered office of the Chamber shall be in the District.

5. Books and records

The Board shall see that all necessary books and records of the Chamber required by the By-Laws or by any applicable statute or law are regularly and properly kept. The books and records shall be available at all reasonable hours to any Member for inspection free of any charge.

6. Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Chamber may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be

executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document and may certify a copy of any instrument, resolution, By-Law or other document of the Chamber to be a true copy.

7. Financial year end

The financial year end of the Chamber shall be December 31 in each year.

8. Banking Arrangements

The banking business of the Chamber shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Chamber and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

9. Appointment of auditor

The Members shall, at the Annual General Meeting of Members in each year, appoint an auditor. In each year the appointed auditor shall conduct an annual audit of the accounts and annual financial statements of the Chamber for report to the Members at the Annual General Meeting of Members for the next year. An appointed auditor shall hold office until the next Annual General Meeting of Members provided that the Board may fill any casual vacancy in the office of auditor. Any remuneration of the auditor shall be fixed by the Board.

10. Borrowing powers

The Board may, without authorization of the Members,

- borrow money on the credit of the Chamber;
- issue, reissue, sell, pledge or hypothecate debt obligations of the Chamber;
- give a guarantee on behalf of the Chamber; and
- mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Chamber, owned or subsequently acquired, to secure any debt obligation of the Chamber.

11. Non-partisan/non-sectarian

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

12. Funds

Funds for the operation of the Chamber may be raised by annual dues, contributions and from other sources, as approved from time to time, as permitted under the Act.

The Board shall have power to pass resolutions from time to time, providing for the Chamber's banking business and the procedure for receiving and disbursing all funds due, or entrusted to the Chamber.

The funds and property of the Chamber shall be used and applied to and for such purposes only as shall be deemed to promote the objects of the Chamber.

A financial report shall be given at the Annual General Meeting and at all regular meetings of the Board.

Membership in the Chamber

13. Classes of Membership

The Chamber shall be composed of the following Classes of Membership:

Active Member – One (1) to Two (2) employees

Active Member – Three (3) to Nine (9) employees

Active Member – Ten (10) to Twenty (20) employees

Active Member – Twenty-One (21) to Fifty (50) employees

Active Member – More than Fifty (50) employees

Out of Town

Retired/Student

Honorary Life Member

14. Active Members

An Active Member may be any reputable individual, or corporation, partnership, association or society (hereinafter known as an organization) that is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the

District whether a resident of the District or not and subscribes to the objects of the Chamber and is in good standing under the rules and By-Laws of the Chamber.

Active Membership shall continue from the time of admittance until a Member has resigned or Membership has been terminated in accordance with the provisions of these By-Laws or until the Membership has been terminated by action of the Board.

15. Honorary Life Members

Any Member who has distinguished himself or herself in the community may be designated an Honorary Life Member, and such Membership shall continue until termination of the Honorary Life Member by resignation, death or action by the Board. An Honorary Life Member shall have all the rights and privileges of Active Membership, but shall be exempt from the payment of Dues.

16. Admission of Members

- a) An individual or organization proposed for Membership in the Chamber may only be admitted to Membership if their Membership is approved at a Meeting of the Members by a majority of two-thirds of the Members present at the Meeting.
- b) Individuals or organizations proposed for Membership in the Chamber may be provisionally approved by the Board until their Membership is approved by the Members present at the Meeting.
- c) At any Meeting of the Members, any Member in good standing may propose any individual or organization for Membership in the Chamber.

17. Membership Dues

The annual dues payable by Active Members shall be determined by the Board from time to time. The Board may set different levels of Dues for Individual Active Members and Organizations that are Active Members. Dues payable by Organizations that are Active Members may vary based on number of employees or such other criteria determined by the Board.

Members shall be notified in writing of the Dues payable by them and if such Dues are not paid within Ninety (90) days of the payable date, Members in default shall automatically cease to be Members of the Chamber.

18. Termination or Withdrawal of Membership

Membership in the Chamber is terminated when:

- the Member dies, or, in the case of a Member that is an organization or a corporation, the organization is disbanded or the corporation is dissolved;
- a Member fails to meet the qualifications for Membership set forth in the By-Laws;
- the Member retires or resigns by providing ten (10) days written notice of such resignation to the Secretary and satisfying any lawful liability outstanding against such Member on the books of the Chamber at the time of such written notice; and
- Membership is terminated in accordance with the Act or By-Laws.

19. Effect of Termination and Withdrawal of Membership

Upon any termination of membership the rights of the Member, including any rights in the property of the Chamber, automatically cease to exist.

20. Discipline of Members

The Board shall have authority to suspend or terminate the Membership of any Member on any one or more of the following grounds, provided that the action is taken out in good faith and in a fair and reasonable manner:

- violating any provision of the Certificate of Formation, By-Laws, or written policies of the Chamber;
- carrying out any conduct which may be detrimental to the Chamber as determined by the Board;
- for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Chamber.

In the event that the Board determines that a Membership should be suspended or terminated, the President and CEO, the Chair or such other Officer or Director as may be designated by the Board, shall provide twenty (20) calendar days' notice of suspension or termination to the Member and shall provide reasons for the proposed suspension or termination. The Member may make written or oral submissions in response within twenty (20) calendar days' notice to the Board, in response to the notice received. In the event that neither written submissions nor a request to make oral submissions are received by the Board within such twenty (20) day period, the Board may proceed to notify the Member that the Membership has been suspended or terminated. If written or oral submissions are received in accordance with the By-Laws, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning

such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

21. Membership Transferability

A Membership in the Chamber may not be transferred.

Meetings of Members

22. Quarterly Meetings of the Members

In each calendar year the Chamber shall hold four (4) Quarterly Meetings of the Members.

23. Annual General Meeting of Members

Election of Directors

The first Quarterly Meeting of Members in a calendar year shall be the Annual General Meeting of the Members, at which the Members shall elect the Chair, Vice-Chair, Second Vice-Chair, Director of Finance and seven (7) other Directors.

Annual Financial Statements

At the first Quarterly Meeting of Members the auditor's report and the annual financial statements of the Chamber shall be presented to Members.

24. Special Meetings of the Members

In addition to the Quarterly Meetings, the Board or a majority of Members of the Chamber may call a Special Meeting of the Members. In the event that the Members requisition a Special Meeting of the Members, the Directors shall call and hold such meeting without delay.

25. Notice of Meetings of Members

Notice of the time, date and place of a Quarterly, Annual or Special Meeting of Members shall be given to each Member at least three (3) days before the day on which the meeting is to be held by publication of a notice by one (1) or more of the following options:

- by delivery personally to the Member to whom it is to be given, or if delivered to such Member's address as shown in the records of the Chamber;
- by mail at each Member' s recorded address by prepaid ordinary mail posted at least seven (7) calendar days prior to the meeting; or
- by electronic communication to each Member by telephonic, electronic or other communication facility at such Member's recorded address for that purpose.

If an electronic means is to be used, each Member receiving an electronic notice or other document must consent to such method of communication and designate an information system for the receipt of the electronic notice or other document. For each Member who has not consented, a copy of the notice or other document is to be sent to that Member by ordinary prepaid mail as set forth in the By-Laws.

Where the business to be considered at a Meeting of the Members is any business other than the election of directors, appointment of auditors, annual report of the Chair, the consideration of the financial statements and auditor's report, the notice of meeting shall include enough information on that business so that Members may make a reasoned decision in respect of such business.

26. Absentee Voting at Meetings of Members

A Member entitled to vote at a Meeting of Members may vote by proxy or by means of a telephonic, electronic or other communication facility if the operation of the meeting permits:

- the votes to be gathered in a manner that permits their subsequent verification; and
- the tallied votes to be presented to the Chamber without it being possible for the Chamber to identify how each Member voted.

Except for the Chair who can hold an unlimited number of proxies, each Member present cannot carry more than two (2) proxies. A proxy shall be signed by the Member and shall indicate whether the person holding the proxy can vote on all matters to be considered at the Meeting or only specified matters.

A proxy shall be signed by the Member and shall indicate whether the person holding the proxy can vote on all matters to be considered at the Meeting or only specified matters.

27. Place of Meeting of Members

Meetings of the Members may be held at any place within the District, or may be virtual meetings held by electronic means, which permits all Members participating to communicate adequately with one another.

28. Persons entitled to be present at Meetings of Members

Members, non-members, Officers, Directors and the auditor of the Chamber are entitled to be present at a meeting of Members. However, only those Members entitled to vote at the Meeting of Members according to the provisions of the Act and By-Laws are entitled to cast a vote at the meeting.

29. Chair of Meeting of Members

The Chair shall chair all Meetings of the Members or, in the absence of the Chair, the Vice-Chair, and in the absence of the Chair and Vice-Chair, the Second Vice-Chair. In the event that the Chair, Vice-Chair and Second Vice-Chair of the Board are absent, any other Director chosen by the Board may preside.

30. Quorum at Meeting of Members

A quorum at any Meeting of the Members shall be twenty (20) Members. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the Meeting even if a quorum is not present throughout the Meeting.

31. Voting at Meeting of Members

Each Member shall be entitled to the following number of voting representatives at all Meetings of Members:

Active Member – One (1) to Two (2) employees – One (1) Voting representative

Active Member – Three (3) to Nine (9) employees – One (1) Voting representative

Active Member – Ten (10) to Twenty (20) employees – Two (2) Voting representatives

Active Member – Twenty-One (21) to Fifty (50) employees – Two (2) Voting Representatives

Active Member – More than Fifty (50) employees – Three (3) Voting Representatives

Out of Town – One (1) Voting Representative

Retired/Student – One (1) Voting Representative

Honorary Life Member – One (1) Voting Representative

Active Members entitled to more than one voting representative shall identify such voting representatives to the Chamber in writing or by electronic communication.

At any Meeting of the Members, a majority of the Members present are competent to do and perform all acts that either under the Act or the By-Laws are or shall be directed to be done at a Meeting of the Members. At any Meeting of Members every question shall be determined by an Ordinary Resolution, unless otherwise provided by the By-Laws or by the Act.

Every question, unless otherwise provided in the By-Laws or the Act, shall be determined by a majority of votes cast on the question. In case of an equality of votes, either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting in addition to an original vote, shall have a second or casting vote.

Any vote may be by show of hands or by ballot as determined by the Chair, or unless otherwise required by the By-Laws or the Act. All proxy votes shall be included in the count whether by show of hands or ballot.

32. Participation by Electronic Means at Meeting of Members

If the Chamber chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-Law, any person participating in a Meeting of Members pursuant to this provision who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Chamber has made available for that purpose.

33. Meeting of Members held entirely by Electronic Means

If the Directors or Members call a Meeting of Members pursuant to the Act or the By-Laws, those Directors or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Board of Directors of the Chamber

34. Board Powers

The Board shall manage or supervise the management of the Chamber and shall have the power to determine policy in accordance with the objects of the Chamber and which is not inconsistent with the Act or its successors.

35. Number of Directors

The Board shall consist of eleven (11) Directors and shall include the following:

- a Chair, Vice-Chair, Second Vice-Chair and Director of Finance, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year; and
- seven (7) other Directors, all of whom shall be elected from among the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year.

For further certainty, the Chair, Vice-Chair, Second Vice-Chair and Director of Finance are Directors within the meaning of the Act and this By-Law.

36. Qualifications of Directors

Only Members or their authorized representatives may serve as Directors.

37. Term of Office of Directors

The Directors shall be elected to hold office for a term of one (1) year, expiring not later than the close of the Annual General Meeting in the year following their election, or until they are removed from or vacate office in accordance with the By-Laws.

38. Number of Terms of Office of Directors

No Director shall hold office for more than nine (9) consecutive years.

39. Failure to Elect Directors

In the event that an election of Directors is not held at a particular Annual General Meeting, the Directors then in office shall continue in office, and an election shall be held at the first subsequent Meeting of Members at which such election can be carried out. In the event that fewer than eleven (11) Directors are elected at a Meeting of Members,

provided the number of Directors elected constitute a quorum, the Directors so elected may fill the vacancies remaining from such election. In the event that fewer than a quorum of Directors are elected at a particular Annual General Meeting, the election shall be considered to be a nullity, and the Directors then in office shall continue in office, and an election shall be held at the first subsequent Meeting of Members at which such election can be carried out.

40. Oath of Office

The Chair, Vice-Chair, Second Vice-Chair and Director of Finance of the Chamber, before starting the duties of their office, shall take and subscribe before the mayor of the city or town constituting the District, or before any justice of the peace, an oath or affirmation in the following form:

"I swear that I will faithfully and truly perform my duty as _____ of the Burlington 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 adopted to promote the objects for which the board was constituted, according to the true intent and meaning of the same."

41. Automatic Termination of Director's Term in office

The term of office of a Director shall be automatically terminated:

- if a Director, which includes the Chair, Vice-Chair, Second Vice-Chair or Director of Finance, resigns by delivering a written resignation to the Second Vice-Chair of the Chamber; or, where such resigning Director is the Second Vice-Chair of the Chamber, by delivering a written resignation to the Chair of the Chamber;
- if at a Meeting of Members an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;
- on death of the Director;
- if a Director is absent from meetings of the Board continuously for a period of six (6) months without the permission of the Board, or
- if a Director or the organization the Director represents ceases to be a Member of the Chamber

If the Director who is terminated under this provision is also the Chair, Vice-Chair and/or Second Vice-Chair of the Chamber, such Director's term of office as the Chair, Vice-

Chair or Second Vice-Chair as the case may be, shall likewise be automatically terminated.

42. Removal of Directors by Board

The Board may suspend or remove any Director, which includes the Chair, Vice-Chair or Second Vice-Chair, from office if such Director violates any provision of the Certificate of Formation, By-Laws, or written policies of the Chamber, is negligent in the performance of his or her duties, or carries out any conduct which may be detrimental to the Chamber as determined by the Board, provided the action taken to suspend or remove from office is carried out in good faith and in a fair and reasonable manner.

In the event that the Board determines that a Director should be suspended or removed from office, the Chair shall provide twenty (20) calendar days' notice of suspension or the Director and shall provide reasons for the proposed suspension or removal. The Director may make written or oral submissions in response within twenty (20) calendar days to the Board, in response to the notice received. In the event that neither written submissions nor a request to make oral submissions are received by the Board within such period, the Board may notify the Director of the suspension or removal. If written or oral submissions are received in accordance with the By-Laws, the Board will consider such submissions in arriving at a final decision and shall notify the Director concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Director, without any further right of appeal.

43. Vacancies of Directors

Where a vacancy on the Board occurs, provided a quorum remains in office, the Board may at any of its meetings elect a Member of the Chamber to fill such vacancy. Any Director so elected shall hold office until the next annual election of Directors. Provided, however, that if the vacancy results from the removal of a Director from office by the Board, the Board may fill such vacancy only after the time set for submissions has expired with no submissions presented, or following a determination after all meetings to permit presentation of oral submissions have been held and the decision to suspend or remove the Director from office has been upheld, provided a quorum remains in office, the Board may fill the vacancy created by such removal. If the Board does not fill such vacancy, the Members may at any Meetings of Members, elect a Director to fill such vacancy.

44. Calling of Meetings of Board

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

45. Location of Meetings of Board

Meetings of the Board may be held at any time and place within the District as determined by the Board.

46. Members at Board Meetings

The meetings of the Board shall be open to all Members in good standing, who may attend and may speak to the Board at the discretion of the Chair, but who may not move, second or vote on any motion.

47. Participation in Board Meetings by Electronic Means

If a majority of the Directors consent, a Director may participate in a meeting of the Board or a committee of the Board by means of such telephonic, electronic or other communications facilities as to permit all persons participating in the meeting to communicate adequately with each other. A Director participating in a meeting by such means shall be deemed to be present at the meeting.

48. Board Meetings held entirely by Electronic Means

If the Directors call a meeting of the Board, those Directors may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

49. Notice of Meeting of the Board

Notice of the time, date and place for the holding of a meeting of the Board shall be given in the manner provided in this By-Law to every Director of the Chamber during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held if sent by mail and not less than forty eight (48) hours before the day on which the meeting is to be held if sent by telephonic, electronic or other communication facilities.

Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time, date and place of the adjourned meeting is announced at the original meeting.

50. Regular Meetings of the Board

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour as determined. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting. The Board shall hold a minimum of four (4) meetings in each calendar year.

51. Quorum at Meetings of the Board

Five (5) of the Directors in office shall constitute a quorum at any meeting of the Board. A majority of such quorum may do all things within the powers of the Board.

52. Chair of Board Meetings

The Chair shall chair all meetings of the Board or, in the absence of the Chair the Vice-Chair, and in the absence of both the Chair and Vice-Chair, the Second Vice-Chair. In the event that the Chair, Vice-Chair and Second Vice-Chair are all absent, any Director chosen by the Board may chair the Meeting.

53. Voting at Meetings of the Board

Each Director shall be entitled to exercise one (1) vote at all meetings of the Board. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote. Voting shall be by show of hands of all Directors present at a meeting of the Board.

54. Executive Council

The Chair, Vice-Chair, Second Vice-Chair and Director of Finance shall constitute the Executive Council of the Chamber.

A member of the Executive Council shall cease to be a member upon the Member ceasing to be a Member of the Chamber, or ceasing to be a Director of the Chamber, whether by resignation or termination in accordance with the Act, the By-Laws or action of the Board.

The Executive Council has the following responsibilities and duties:

- Provide oversight and direction to the Chamber between Meetings of the Board.
- Bring matters to the attention of the Board as appropriate.
- Other duties as assigned by the Board.

Three (3) of the members of the Executive Council shall constitute a quorum at any meeting of the Executive Council. A majority of such quorum may do all things within the powers of the Executive Council.

55. Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors, and any committee may be disbanded by resolution of the Board of Directors.

All committees shall be directly responsible to the Board and shall submit reports of their findings and recommendations to the Board. Such reports shall not be made public until approved by the Board.

The Board shall approve the Terms of Reference for each committee each year.

56. Remuneration of Committee Members

Members of Committees shall not be remunerated for their services.

57. Nominating Committee

Each year the Chamber may issue a call to Members for recommendations for Board positions.

Each year, the Board shall appoint a Nominating Committee before the 15th day of November. It shall be composed of up to five (5) Members of the Chamber in good standing and shall include the Chair, immediate Past-Chair and Vice-Chair. The Chair of the Committee is to be elected, once the Committee is struck, from among its members. Any member of the Nominating Committee may be removed by resolution of the Board of Directors.

The Nominating Committee shall consider recommendations by Members and shall nominate a slate of candidates for vacancies on the Board.

In making their nominations, the Nominating Committee shall endeavour to nominate candidates with appropriate attributes and qualities and to be representative of the range of businesses and organizations represented by the Chamber.

The slate of candidates shall be recommended to the Board at the regular Board meeting in February of each year.

The slate of candidates approved by the Board shall be recommended to the Members at the Annual General Meeting.

A candidate for election as a director shall be an individual Chamber member or a designated representative of a Chamber member in good standing and shall not be an elected member of the federal parliament, the provincial legislature, municipal or regional council, or school trustee and shall not be a direct, full-time employee of the Government of Canada, Province of Ontario, City of Burlington, Regional Municipality of Halton, or a School Board.

Any member of the Board of Directors who is a candidate for any elected office referred to above shall be required to take a leave of absence from the Board and if elected, shall resign from the Board. Any Board member who becomes an employee as referred to above shall automatically cease to be a member of the Board.

58. Policies and Regulations

The Board may make policies, rules and regulations to promote the welfare of the Chamber consistent with the By-Laws and the Act, and shall submit them for adoption at a general meeting of the Members called for that purpose.

Officers of the Chamber

59. Election of Officers and Executive Council

Immediately following the announcement of the results of the election of Directors, those Members present shall elect Officers of the Chamber consisting of a Chair, a Vice-Chair, and Second Vice-Chair and a Director of Finance, who shall be the Executive Council of the Chamber. The newly elected Directors and Members of the Executive Council shall take office upon their respective elections.

60. Roles of Officers

Chair: The Chair shall preside at all meetings of the Members, all meetings of the Board and the Executive Council. The Chair shall regulate the order of business at such meetings, receive and put proper motions to the Directors or Members and communicate to such meetings whatever information and business the Chair deems to be appropriate for the Board or of the Members.

The Chair shall present a general report on the activities of the Chamber to each Annual General Meeting. The Chair shall also have the responsibilities of the President as set out in the Act.

Vice-Chair: The Vice-Chair shall preside at all meetings in the absence of the Chair and shall at such times have all powers and duties of the Chair. The Vice-Chair shall also carry out such duties of the Executive Council as may be delegated by the Chair or Executive Council.

Second Vice-Chair: The Second Vice-Chair shall preside at all meetings in the absence of the Chair and the Vice-Chair, and shall at such times have all the powers and duties of the Chair. The Second Vice-Chair shall be the Secretary of the Chamber and shall also carry out such duties of the Executive Council as may be delegated by the Chair or the Executive Council.

In addition to the requirements of the Act, the Second Vice-Chair as Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Second Vice-Chair shall enter or cause to be entered in the Chamber's minute book, minutes of all proceedings at such meetings; the Second Vice-Chair shall give or cause to be given, as and when instructed, notices to Members, Directors, the auditors and members of committees; the Second Vice-Chair shall be the custodian of all books, papers, records, documents and other instruments belonging to the Chamber.

In the absence of the Chair, Vice-Chair or Second Vice-Chair from any meeting, the Board may appoint another Officer or Director to preside at such meeting.

Director of Finance: The Director of Finance shall exercise oversight responsibilities over the accounting records of the Chamber and over the preparation of the annual budget for approval by the Board, for reporting regularly to the Board on the status of the Chamber's finances and for providing to the Chamber's auditors all of the information required to have the annual financial statements prepared. The Director of Finance shall be the Chair of the Audit, Finance and Risk Committees, shall exercise the

responsibilities of the Treasurer as defined in the Act, and have such other powers and duties as the Board or the Chair may specify.

President and CEO: The Board may appoint the most senior staff person of the Chamber who shall be the President and CEO of the Chamber and who shall be responsible for the general management of the business and affairs of the Chamber. The President and CEO shall not be a Member of the Chamber while holding such office.

Other Officers: The Board may appoint such other Officers as it deems appropriate. The powers and duties of all other Officers of the Chamber shall be as the terms of their engagement call for or the Board or Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

61. Officer Vacancies

In the event the Board appoints a President and CEO or any other Officer of the Chamber, the Board may remove, whether for cause or without cause, any Officer so appointed. Unless so removed, an Officer shall hold office until the earlier of:

- the Officer's successor being elected or appointed;
- the Officer's resignation;
- the Officer who is a member of the Board ceasing to be a member of the Board;
and
- the Officer's death.

If the office of any appointed Officer of the Chamber shall be or become vacant, the Directors may appoint a person to fill such vacancy.

62. Remuneration of Directors and Officers

The Directors and Officers of the Chamber, other than the President and CEO, shall not be remunerated for their services.

63. Indemnification and Protection of Directors and Officers

Every Director or Officer of the Chamber or other person who has undertaken or is about to undertake any liability on behalf of the Chamber 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 Chamber from and against:

- 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
- 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 Chamber, 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 this section 61, the Board may approve such advance.

No Director shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt, act or conformity, or for any loss, damage or expense happening to the Chamber through the insufficiency or deficiency of title to any property acquired by the Chamber or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Chamber shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm, organization or corporation with whom or which any money, 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 such Director's office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and wilful act, neglect or default.

General

64. Method of Giving Notice

Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received or served) pursuant to the Act, the Certificate of Formation, the By-Laws or otherwise to a Member, Director, Officer or Committee Member or to the auditor shall be sufficiently given:

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as previously mentioned; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or Committee Member in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Chamber to any notice or other document to be given by the Chamber may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

65. Invalidity of any Provisions of these By-Laws

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.

66. Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, Committee Member or auditor, or the non-receipt of any notice by any such person where the Chamber 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.

67. By-Laws or By-law Amendments

A new By-law or an amendment to the By-Laws requires approval of:

- the Members by Ordinary Resolution at any Meeting of the Members, provided that notice of meeting is provided to the Members in accordance with this By-Law; and
- the Minister.

After the Members have approved the new By-law or an amendment to the By-Laws, they shall be sent to the Minister for approval in accordance with the rules established by the Minister for such approval.

The new By-law or By-law amendment shall not be in force or acted upon until the Minister has approved it.

Notice of a proposed new By-law or an amendment to the By-Laws must be in writing and sent to all Members with the notice of meeting at which such proposed amendment is put to the Members for approval. A copy of such notice must be duly entered in the books of the Chamber as a minute of the Chamber.

68. Public Announcements

Public announcements in the name of the Chamber may only be made by the Chair or the President and CEO.

69. Affiliation

The Chamber, at the discretion of the Board, shall have the 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.

70. Dissolution

The Chamber may be dissolved upon a resolution passed by two-thirds of the votes cast at a special meeting of members duly called for such purpose.

Providing it has been confirmed by two-thirds of the votes cast at a special meeting of the Members duly called for such purpose, upon dissolution of the Chamber, and after payment of all debts and liabilities, the Chamber's remaining property or part thereof shall be distributed or disposed of to one or more organizations in Canada carrying on similar activities.

71. Rules of Order

Parliamentary procedure shall be followed at all meetings of the Members and Board meetings in accordance with Robert's Rules of Order.

72. Repeal of Prior By-Laws

All previous By-Laws of the Chamber are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the previous By-Laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

PASSED by a majority of Members present at a meeting held on the _____ day of _____, 2022.

Signed on this ____ day of _____, 2022.

Chair

Vice-Chair

Second Vice-Chair