

**ST. CATHARINES – THOROLD
CHAMBER OF COMMERCE
BY-LAW NUMBER 1**

November 23, 2006

ST. CATHARINES - THOROLD CHAMBER OF COMMERCE BY-LAW NUMBER 1

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INTERPRETATION

In this By-law, unless the content otherwise requires:

- a) The singular includes the plural;
- b) “Chamber” means the St. Catharines – Thorold Chamber of Commerce;
- c) “Board” means the Board of Directors of the St. Catharines – Thorold Chamber of Commerce;
- d) “Executive Committee” means the Executive of the St. Catharines – Thorold Chamber of Commerce as specified in paragraph 4.2 hereof;
- e) “Director” means a member of the Board of Directors of the St. Catharines – Thorold Chamber of Commerce;
- f) “Corporate Member” means corporations, firms, partnerships, associations, foundations, not for profit organizations, trade or professional organizations associated with the business and professional life of Canada;
- g) “Individual Member” means persons associated with the business or professional life of Canada and includes representatives of Corporate Members in accordance with the provisions of this By-law;
- h) “Additional Representative” means a person granted membership privileges in accordance with the provisions of this By-law;
- i) “Member” means either a Corporate Member or an Individual Member; and
- j) “Public Institutions” means any one or more of the Government of Canada, Government of the Province of Ontario, City of St. Catharines, City of Thorold, and Regional Municipality of Niagara.

ARTICLE 1 – NAME AND PURPOSES

1.1 NAME

The name of this organization shall be the “St. Catharines – Thorold Chamber of Commerce”.

- 1.1.2 The marketing signature of this organization shall be the “St. Catharines – Thorold Chamber of Commerce for a Stronger Niagara” and such tagline shall appear on all marketing and communications used by the Chamber unless agreed to otherwise by a two-thirds (2/3) majority vote of the membership who are present at a duly constituted meeting of the Members called for such purpose.

1.2 PURPOSE

The Chamber is a politically non-partisan, non-sectarian association of businesses, groups and individuals who believe in promoting good business, effective and efficient government, and a healthy and growing community.

1.3 MISSION STATEMENT, VISION AND OBJECTIVES

- 1.3.1 The Mission of the Chamber is “to be the voice of Businesses for St. Catharines and Thorold, by providing positive leadership in support of its members, businesses and the private enterprise system”.
- 1.3.2 The Vision of the Chamber is to be “a leader in providing services, promotion of business opportunities and co-operation between the Chamber’s members and all businesses within St. Catharines and Thorold”.
- 1.3.3 The Objectives of the Chamber are:
 - a) To provide services and opportunities for all local and regional businesses;
 - b) To promote an environment that will advance existing business and attract new businesses;
 - b) To constructively influence Public Institutions in support of the private enterprise system;
 - c) To build a stronger Niagara.

1.4 HEADQUARTERS

The Headquarters of the Chamber shall be situated within the municipal boundaries of the City of St. Catharines or the City of Thorold, in the Province of Ontario, at a place from time to time fixed by the Directors.

1.5 FISCAL YEAR

The fiscal year of the Chamber shall end the last day of December in each year.

ARTICLE 2 – MEMBERSHIP

2.1 ELIGIBILITY

All businesses including sole proprietors, corporations, firms, partnerships, associations, foundations, not-for-profit organizations, trade or professional organizations who agree to support the Mission Statement, Vision and Objectives of the Chamber set out herein shall be eligible for membership, upon application to the Chamber, and subsequent approval by the Directors. The Board reserves the absolute right to qualify or disqualify applications for membership in its own discretion and to set the terms of application as deemed appropriate from time to time.

2.1.1 Honorary Members shall be persons who are no longer actively engaged in any trade, profession or business and who are so selected by the Board to be an Honorary Member of the Chamber. Honorary Members shall be exempt from the payment of any membership dues, and shall be entitled to enjoy all the rights and privileges of a member of the Chamber except the right to vote and to hold any position as a Director or Officer.

2.2. NUMBER OF VOTES

The number of votes that each voting Corporate Member shall be entitled to at all meetings of members shall be based on the number of employees of the Corporate Member's business as follows:

<i>Number of Employees</i>	<i>Number of Votes</i>
1 - 4	1
5 - 20	2
21 - 40	3
41 - 75	4
76 - 150	5
151 - 300	6
301 - 400	7
401 - 500	8
501 - 700	10
701 - 1,000	12
1,001 - 1,500	15
1,501 +	17

2.2.1 Each Corporate Member may nominate, as its representatives at any meeting of members, up to a maximum number of Individual Members from its organization, where such maximum number is equal to the number of votes to which that Corporate Member is entitled in accordance with paragraph 2.2 above. That appointment shall be in writing and may be changed by further written notice from the Corporate Member.

2.2.2 Corporate Members and their nominated Individual Members shall have, in aggregate, the number of votes to which the Corporate Member is entitled to in paragraph 2.2 above.

2.2.3 Not-for-profit organizations, notwithstanding the number of employees, may join at a lower rate as determined from time to time by the Board with corresponding voting rights affixed to the lower rate.

2.2.4 Members may delegate their voting privileges by proxy to other Chamber members; provided however that the proxy must be personally delivered or sent to the Chamber office via email or

facsimile transmission noting the name of the proxy holder, along with a signature of proof by such member granting the proxy, at least one (1) day before a meeting of the membership.

2.2.5 Additional representatives of a Corporate Member may be granted membership privileges at the request of the Corporate Member upon terms and conditions determined by the Board in its sole discretion, from time to time; provided however that such additional representatives shall not have the right to vote at meetings of the membership.

2.3 ANNUAL MEMBERSHIP FEE

The annual membership fee of each membership category shall be in such amounts as shall from time to time be prescribed by the Board. The annual membership fee of each member shall become due and be payable on the member's anniversary date each year and, upon payment, shall be non-refundable.

2.4 APPLICATION

Membership shall be applied for by presentation of a signed application, accompanied by payment of any and all dues and shall be granted subject to the approval of a two-thirds (2/3) majority vote of the Directors who are present at a duly constituted meeting of the Directors.

2.5 RESIGNATION

Any member, upon written request to the Board, may resign from the Chamber but is not entitled to any refund of membership dues paid prior to the date of termination.

2.6 TERMINATION

Membership shall terminate when:

- a) The Member resigns;
- b) An Individual Member dies;
- c) The Corporate Member is wound up, files a petition into bankruptcy or is the subject of bankruptcy proceedings or is dissolved; or
- d) There is non-payment of annual membership dues in a timely fashion and in accordance with paragraph 2.3 hereof. Without limiting the foregoing, the Board will be informed of any member failing to pay annual dues or for any account for goods or services owed to the Chamber. In addition to rights of termination of membership, the Board may take any legal action deemed necessary to collect all outstanding amounts owing for annuals dues and/or for goods and services provided to the said member.
- e) The Board, by a vote of two-thirds (2/3) of the Directors present, cast at any meeting of the Board duly called for such purpose and duly constituted, expels any member after written notice has been provided to the said member and has provided the member in default a reasonable opportunity for a hearing relating to "conduct unbecoming a member"

In all such cases where membership is terminate, the Board shall remove the said member from its roster and all privileges of membership shall be forfeited

ARTICLE 3 – BOARD OF DIRECTORS

3.1 COMPOSITION

The government of the Chamber shall be vested in the Board and shall consist of (16) sixteen directors who are Members of the Chamber. This will include the Immediate Past President, President, First Vice President, Vice President-St. Catharines and Vice President-Thorold, Honorary Treasurer, Honorary Solicitor plus nine (9) Directors-at-large. Directors will be appointed in accordance with this By-law. No one person may hold more than one office.

3.1.1 In the event that the Immediate Past President is not an elected Director, or is unable to serve, there shall be ten (10) Directors-at-Large.

3.1.2 A Director shall be an Individual Member or a representative of a Corporate Member in good standing. In the event that a Director is no longer a Member, the said Director may, with the approval of the Board, continue with his/her duties until the next election of Directors.

3.1.3 A person representing a Corporate Member with its principal business location in the municipality of St. Catharines or an Individual Member who operates his/her principal business within the City of St. Catharines shall hold the position of Vice President-St. Catharines. A person representing a Corporate Member with its principal business location in the municipality of Thorold or an Individual Member who operates his/her principal business within the municipality of Thorold shall hold the position of Vice President-Thorold.

3.2 POWERS AND EXECUTION OF DOCUMENTS

3.2.1 The Board shall have the power to direct the affairs and control any property of the Chamber.

3.2.2 The Board shall have the power to buy, sell or lease real estate and mortgage same, incur debts or enter into contracts of any kind to further the purpose of the Chamber.

3.2.3 The Board may engage and appoint an Executive Vice President and General Manager (the "G.M.") and in such event the Executive Committee shall supervise such G.M. and shall determine the compensation to be paid for his/her services. The G.M. shall, in turn, have the authority to engage such staff as are authorized by the Board and the G.M. shall determine employees' compensation subject to approval by the Executive.

3.2.4 The Board shall authorize and define the powers and duties of all committees and taskforces and shall appoint a chair of each such committee or taskforce. All committees shall be directly responsible to the Board and shall submit reports of their findings and recommendations to the Board. All committees may adopt such rules and regulations and may appoint such officers as are required for proper government but no resolution or action by a committee shall be binding upon or expressive of the Chamber without the approval of the Board.

3.2.5 The President, the G.M., or their designate shall make communications to the public in the name of the Chamber.

3.2.6 Deeds, transactions, licences, contracts and engagements on behalf of the Chamber shall be signed by either the President or First Vice-President and by the Secretary, and the Secretary shall affix the seal of the Chamber to such instruments as require the same.

3.2.7 Contracts in the ordinary course of the Chamber's operations may be entered into on behalf of the Chamber by the President, First Vice-President, Honorary Treasurer or G.M. or by any person authorized by the Board. Unless otherwise mandated by the Board, all material contracts shall be executed by two of the above noted officers.

3.2.8 All disbursements of funds of the Chamber shall be authorized by any two of the President, First Vice President, Honorary Treasurer and G.M.

3.2.9 Notwithstanding any provisions to the contrary contained in the bylaws of the Chamber, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Chamber may or shall be executed.

3.3 MEETINGS

3.3.1 At all meetings of the Board, fifty per cent (50%) of the current number of Directors (rounded up to the nearest whole number) shall constitute a quorum.

3.3.2 The Board shall meet at least ten (10) times per year, unless otherwise determined by the Board where fewer meetings may be warranted. Absence of a Director from three (3) consecutive meetings without an excuse deemed valid and so recorded by the Board, shall be construed as a resignation and a replacement Director shall be elected as set out herein to fill the vacancy.

3.3.3 A special meeting of the Board may be called at any time by the President or by three (3) Directors provided that notice of such meeting shall be personally delivered, telephoned, sent by facsimile transmission or e-mailed to all Directors stating the purpose of the meeting not less than one (1) day preceding the meeting. No error or omission in giving such notice shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any

Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

3.3.4 Unless expressly set out to the contrary herein, questions arising at meetings of the Board shall be decided by a majority of votes. In case of an equality of votes, the President, in addition of his/her original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so requested by a Director present, but if no demand be made, the vote shall be taken by a show of hands by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his/her duties may be performed by the First Vice-President or such other Director as the Board may from time to time appoint for the purpose.

3.3.5 Minutes recorded at all meetings shall record motions, the action taken and a reference to supporting materials, if any.

3.3.6 The Board may conduct in camera meetings, whereby all chamber staff will be excluded from the meeting, for such items, which the Board deems to be confidential including, but not limited to, matters of compensation and performance reviews of Chamber employees.

3.4 APPOINTMENTS TO EXTERNAL COMMITTEES

The Board shall authorize all appointments to external community committees or boards where Chamber representation has been requested and approved by the Board. The President shall appoint such representatives for a term not to exceed the current term of office of the President unless otherwise authorized by the Board. All appointees shall be directly responsible to the Board and shall submit reports of their findings and recommendations to the Board. No resolution or action by an appointee to a community committee or board shall be binding upon or expressive of the Chamber without the approval of the Board.

3.5 QUALIFICATIONS OF DIRECTORS

A candidate for election or appointment as a Director shall be a registered Corporate Member or Individual Member in good standing, and shall not be an elected member of nor a direct, full-time employee of any Public Institution.

3.6 CONFLICT OF INTEREST

It is the duty of all Directors of the Chamber to avoid real or perceived conflicts of interest in their dealings with the Chamber. Directors who have an interest, directly or indirectly, with respect to any proposed or existing contract, transaction, or other such situations that arise where a conflict may exist will declare his/her conflict of interest, which shall be noted in the minutes, and withdraw from the meeting for the duration of the discussion of the item in question. Failure to do so shall be deemed to be a breach of his/her fundamental duty as a Director and may, by a two-thirds vote by the balance of the Board at a duly constituted meeting, result in his/her dismissal.

3.7 POLITICAL PARTICIPATION

Any member of the Board who is a candidate for any elected office 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 of a Public Institution shall resign from the Board.

3.8 VACANCIES

The Board shall have the right, by a two-thirds (2/3) vote of the Directors present at a duly constituted meeting called for the purpose, to fill vacancies in its own ranks until the next election of Directors.

3.9 INDEMNIFICATION

3.9.1 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 and its heirs, executors and administrators and estates and effects, respectively, shall from time to time and at all times be indemnified and saved harmless, out of the funds of the Chamber, from and against;

a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought,

commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office;

- b) All other costs, charges, expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

3.9.2 No Director or Officer for the time being of the Chamber shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Chamber through the insufficiency or deficiency of title to any property acquired by the Chamber, or on behalf of the Chamber, or for the insufficiency or deficiency of any property acquired by the Chamber or the insufficiency or deficiency of any security in, or upon which any of the monies of, or belonging to the Chamber shall be taken out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act any person, firm or corporation, with whom or which any monies, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune which may happen in the execution of the duties of his/her respective officer or trust, or in relation thereto unless the same shall happen by or through his/her own wrongful and willful neglect or default.

3.9.3 The Directors, for the time being of the Chamber shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Chamber, except such as shall have been submitted to and authorized or approved by the Board.

3.10 REMUNERATION

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit for his/her position as such, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties as approved by the Board.

ARTICLE 4 – OFFICERS AND EXECUTIVE COMMITTEE

4.1 OFFICERS

The President, First Vice-President, G.M., and Treasurer shall be known as the Officers of the Chamber.

4.2 EXECUTIVE COMMITTEE

The President, First Vice-President, Vice-President-St. Catharines, Vice-President-Thorold, the Immediate Past President, Honorary Treasurer, and Honorary Solicitor shall comprise the Executive Committee, the duties of which shall be to deal with urgent business arising between meetings of the Board. A quorum for a meeting of the Executive shall be four (4) members present. All such business dealt with by the Executive shall be subject to ratification by the Board. If the Immediate Past President is not a Director, then the Board shall appoint a seventh person to the Executive Committee. The Board may delegate to the Executive any or all powers, authorities and discretions vested in or exercisable by the Directors, save only such acts as must be performed by the Directors themselves.

4.3 MEETINGS

The President shall preside at the meetings of the Board and Executive Committee. He/she shall also be an *ex officio* member of all standing and special committees.

4.4 FIRST VICE PRESIDENT

The First Vice President shall perform the duties of the President in the event of the President's temporary disability or absence from meetings.

4.5 EXECUTIVE VICE PRESIDENT AND GENERAL MANAGER

The G.M. shall sit as a non-voting member at all meetings of the Executive and Board, and shall be entitled to take part in all discussions except when the Chair determines that a conflict of interest exists. He/she will also be the Secretary of the Board. He/she shall attend all meetings of the Board and Executive Committee and record minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to directors. He/she shall be the custodian of the seal of the Chamber and of all books, papers, records,

correspondence, contracts and other documents belonging to the Chamber which he/she shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board.

4.6 ELECTION OF OFFICERS AND EXECUTIVE

Following the annual election of the Directors, the elected and appointed Directors for the ensuing year shall meet and elect from amongst themselves for the ensuing year a President, a First Vice President, Vice President-St. Catharines and Vice President-Thorold provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The President shall have served as a Director for at least one year prior to being eligible to hold the office of President. The Immediate Past President of the Chamber need not be a Director.

4.7 TERMS OF OFFICE

The positions of President, First Vice-President, Vice President-St. Catharines, Vice President-Thorold, shall each serve a one (1) one-year term of office, subject to re-election to the said position; provided that the said Officers are limited to two (2) consecutive terms in the same position.

4.8 HONOURARY TREASURER

The Honorary Treasurer, or person performing the usual duties of treasurer, shall oversee the activity of bookkeeping of the Chamber to ensure accurate recording of receipts and disbursements. He/she shall disburse the funds of the Chamber under the direction of the Board. He/she will present regular reports to the Board regarding the financial position of the Chamber. He/she shall also perform such other duties as may from time to time be determined by the Board and shall serve one (1) one-year term of office, subject to re-election to the said position provided that the Treasurer is limited three (3) consecutive terms.

4.9 HONOURARY SOLICITOR

The Honorary Solicitor shall provide reasonable direction to the Board in matters relating to law. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors and shall serve one (1) one-year term of office, subject to re-election to the said position provided that the Solicitor is limited to three (3) consecutive terms.

ARTICLE 5 – NOMINATIONS AND ELECTIONS

5.1 NOMINATION PROCESS

5.1.1 At least one hundred and eighty (180) days prior to the annual meeting of the Members, the President shall establish a Nominating Committee, consisting of the Immediate Past President who shall chair the committee, with the President, First Vice President, Vice President-St. Catharines and Vice President-Thorold. The Nominating Committee, in accordance with this By-law, shall be responsible for selecting, confirming and verifying nominees to stand for election to those vacancies that will occur in the Board at the next annual meeting of Members.

5.1.2 At each annual meeting of the Members the Nominating Committee shall present the slate for the positions of Honorary Treasurer and Honorary Solicitor, on the Board of Directors, for ratification by the members.

5.1.3 No less than seventy-five (75) days prior to the annual meeting of the Members, an invitation shall be circulated to all Members in good standing to submit nominations. The signature of two (2) voting Members shall be required to qualify a nomination, together with the written consent of the nominated Member to stand for election to the Board. Nominations will be accepted up until forty-five (45) days prior to the annual meeting, at which point nominations shall close. For a nomination to be accepted by the Nominating Committee all nominees and nominators must be Members in good standing, in accordance with this By-law.

- 5.1.4 Those members nominated in accordance with this By-law, shall have their names placed on a ballot, which shall be e-mailed, sent by facsimile transmission or mailed by regular mail to every Member of the Chamber at least twenty-five (25) days prior to the annual meeting of the Members. All ballots must be received by the Nominating Committee at least ten (10) days prior to the said annual meeting.
- 5.1.5 The Board shall appoint an independent election auditor or scrutineer to supervise the annual general election in accordance with the rules and guidelines set out by the Board.
- 5.1.6 In each year candidates receiving the highest number of votes to the number of vacancies to be filled shall be declared elected. In the case of a tie in the last place, the selection shall be made by lot under direction of the scrutineer in charge of the annual election. In the event there are no candidates representing businesses located within each of the municipalities of Thorold and St. Catharines that receives enough votes to secure positions on the Board, the candidate that represents a business located within the municipalities of Thorold and St. Catharines, as the case may be, will replace the candidate with the least number of votes to the number of vacancies on the Board in order to ensure that there is at least one representative from each of St. Catharines and Thorold business communities serving on the Board.
- 5.1.7 The Nominating Committee will ensure that a minimum of one (1) candidate represents a business located within the municipality of Thorold and one (1) candidate represents a business located within the municipality of St. Catharines.
- 5.1.8 Should the Nominating Committee only receive nominations for up to the number of Directors required to fill the vacancies in the Board for the ensuing year, then the Committee shall present such slate of Directors to the annual meeting of Members for ratification; provided however that the proposed slate must include a minimum of one (1) Director representing a business located within the municipality of Thorold and a minimum of one (1) Director representing a business located within the municipality of St. Catharines to the extent that either of these municipalities are not already represented on the Board.
- 5.1.9 The Members shall vote by sending by facsimile transmission, emailing or mailing authorized ballots in conformity with such rules and regulations as the Board may from time to time adopt.
- 5.2 **QUALIFICATION OF VOTERS**
To be eligible to vote the Member must be in good standing in accordance with this By-law.
- 5.3 **TERMS OF OFFICE**
All elected Directors shall serve one (1) two-year term of office, with the general intention that approximately half of the Board will be elected at each annual meeting of the Members in order to stagger the terms of office of those sitting on the Board.
- 5.4 **TERM LIMITS**
All Directors shall be eligible for re-election to a maximum of four (4) additional terms [a total of ten (10) years], but must then retire from the Board for a minimum of two (2) years before becoming eligible for re-election to the Board.
- 5.5 **REMOVAL OF DIRECTORS**
The Members of the Chamber may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of the Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any qualified Member in good standing in his/her stead for the remainder of his/her term.

ARTICLE 6 – ANNUAL AND GENERAL MEETINGS

- 6.1 **ANNUAL**
There shall be an annual meeting of the Members, the purpose of which is to report to the Members on the Chamber's financial status and activity. The annual meeting shall be held within one hundred and twenty (120) days following the end of each fiscal year.

6.2 SPECIAL MEETING

Special Meetings of the Members may be held at such other times as the Board may determine or upon the written request of twenty-five (25) Members in good standing. Meetings of the Members shall be held upon the written request of at least forty (40) Members in good standing within 30 days of such request. A notice specifying the purpose of the meeting shall be mailed or circulated electronically to the membership at least ten (10) days in advance of such meeting.

6.3 QUORUM

At all membership meetings, twenty-five (25) Individual Members, in good standing, shall constitute a quorum.

6.4 QUESTIONS OF PROCEDURES

Roberts Rules of Order shall guide all questions of parliamentary procedures.

ARTICLE 7 – REFERENDA

7.1 A referendum vote shall be initiated by the Board or upon the request, in writing, of at least twenty-five (25) of the Members in good standing.

7.2 The question shall be submitted to the Members by e-mail, by facsimile transmission or regular mail. The ballot for such a referendum vote shall be accompanied by a brief stating both sides of the question. A majority of votes by the Members is required for approval.

ARTICLE 8 – AMENDMENTS

8.1 This By-law may be amended at any time by a majority of the Members in good standing in attendance at any membership meeting or at any special meeting called for that purpose. Such meetings will be called as prescribed in the By-law, except that notice of meetings must be mailed by regular mail to the Members or circulated electronically at least twenty (20) days prior to the meeting and that notice of meeting shall contain the proposed amendments.

8.2 Amendments to this By-law shall come into force only after its approval at a meeting of the Members, and pursuant to the receipt of formal notice confirming its acceptance by Industry Canada, where applicable.

8.3 When this By-law comes into force, it shall repeal all previous By-laws of the Chamber, if any.

Enacted at a Meeting of the Members this _____ day of _____, 2006

(Chair Person)

(Secretary)