

**NORTHUMBERLAND CENTRAL CHAMBER OF COMMERCE BY-LAWS**

**BY-LAW No. 2000-1**  
**Revised-January 27, 2016**

<b>Article I</b>	<b>NAME &amp; OBJECT</b> <b>Section 1.1-1.3</b>	<b>- Page 1</b>
<b>Article II</b>	<b>INTERPRETATION</b> <b>Section 2.1-2.12</b>	<b>- Page 2</b>
<b>Article III</b>	<b>MEMBERSHIP</b> <b>Section 3.1-3.4</b>	<b>- Page 3</b>
<b>Article IV</b>	<b>DUES &amp; ASSESSMENTS</b> <b>Section 4.1-4.5</b>	<b>- Page 4</b>
<b>Article V</b>	<b>BOARD AND EXECUTIVE</b> <b>Section 5.1-5.14</b>	<b>- Page 5</b>
<b>Article VI</b>	<b>PRESIDENT &amp; CEO</b> <b>Section 6.1-6.2</b>	<b>- Page 9</b>
<b>Article VII</b>	<b>MEETINGS</b> <b>Section 7.1-7.4</b>	<b>- Page 10</b>
<b>Article VIII</b>	<b>BY-LAWS</b> <b>Section 8.1-8.2</b>	<b>- Page 11</b>
<b>Article IX</b>	<b>AFFILIATION</b> <b>Section 9.1</b>	<b>- Page 11</b>
<b>Article X</b>	<b>FISCAL YEAR</b> <b>Section 10.1</b>	<b>- Page 11</b>
<b>Article XI</b>	<b>AUDITORS</b> <b>Section 11.1</b>	<b>- Page 11</b>
<b>Article XII</b>	<b>EXECUTION OF INSTRUMENTS</b> <b>Section 12.1</b>	<b>- Page 11</b>
<b>Article XIII</b>	<b>DISSOLUTION OF THE CHAMBER</b> <b>OF COMMERCE</b> <b>Section 13.1</b>	<b>- Page 11</b>

**BY-LAW No. 2000-2**

<b>BORROWING &amp; PLEDGING</b>	<b>- Page 13</b>
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**BY-LAW No. 2000-3**

<b>INDEMNIFICATION OF</b> <b>OFFICERS AND DIRECTORS</b>	<b>- Page 14</b>
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# **NORTHUMBERLAND CENTRAL CHAMBER OF COMMERCE**

## **Incorporated under The Boards of Trade Act**

### **By-Law No. 2000-1**

#### **ARTICLE I - NAME AND OBJECT**

##### **1.1 Name**

**Section 1.1.1** - The name of this organization shall be the NORTHUMBERLAND CENTRAL CHAMBER OF COMMERCE.

##### **1.2 Objectives**

**Section 1.2.1** - The objectives of the NORTHUMBERLAND CENTRAL CHAMBER OF COMMERCE shall be to promote and improve trade and commerce and the economic, civic and social welfare in the Town of Cobourg and Townships of Hamilton and Alnwick/Haldimand, through leadership, support and communication.

**Section 1.2.2** - The special provisions for the purposes of these objects shall be:

- i. Providing information and resources to new & existing businesses
- ii. Offering service benefits to members of the Chamber of Commerce
- iii. Coordinating educational and networking opportunities for businesses
- iv. Advocating on behalf of the local business community
- v. Promotion of local businesses to residents and visitors
- vi. Partnering with other groups and organizations to work together on joint initiatives
- vii. Recognizing leaders in the local business community

##### **1.3 General**

**Section 1.3.1** - The usual place of meeting shall be in the offices of The Chamber of Commerce or in places designated by proper notice.

**Section 1.3.2** - The Chamber of Commerce shall be non-partisan and non-sectarian, and shall not lend its support to any candidate for public office.

**Section 1.3.3** - The Corporation was incorporated, March 8<sup>th</sup>, 1907, under the Boards of Trade Act of the Dominion of Canada, being R.S.C. 1906, Chapter 124. Date of registration was March 14, 1907.

## ARTICLE II - INTERPRETATION

**Section 2.1** - Wherever the words “*The Chamber*” occur in these By - Laws, they shall be understood to mean “THE NORTHUMBERLAND CENTRAL CHAMBER OF COMMERCE” as a body.

**Section 2.2** - Wherever the word “*Jurisdiction*” occurs in these By-Laws, it shall be understood to mean that area, within and for which this Chamber was established, as defined in the certificate of Registration under the Boards of Trade Act. (R.S.C. - 1906), specifically all areas, settlements and municipalities within the confines of the Town of Cobourg, Hamilton Township and Alnwick/Haldimand Township, located in the County of Northumberland.

**Section 2.3** - Wherever the words “*The Act*” occur in these Bylaws, they shall be understood to mean the Boards of Trade Act, R.S.C., c.B-6 (Canada), under which *the Chamber* is established.

**Section 2.4** - Wherever the words “*The Board*” occur in these Bylaws, they shall be understood to mean “The Board of Directors of THE NORTHUMBERLAND CENTRAL CHAMBER OF COMMERCE”.

**Section 2.5** - Wherever the word “*Executive*” occurs in these Bylaws, it shall be understood to mean the immediate Past Chair, Chair, 1<sup>st</sup> Vice Chair, 2<sup>nd</sup> Vice Chair and Secretary/Treasurer. This group may also be referred to as “*Officers*”.

**Section 2.6** - Wherever the word “*Director*” occurs in these Bylaws, it shall be understood to mean an elected or appointed member of *The Board*.

**Section 2.7** - Wherever the words “*President and Chief Executive Officer (CEO)*” occur in these Bylaws, they shall be understood to mean the senior staff position of *the Chamber*. The title of this position may vary based on credentials and individual experience at the discretion of *The Board*.

**Section 2.8** - Wherever the words “*Authorized Representative*” occur in these Bylaws, they shall be understood to mean an individual appointed and empowered at the time of a *Membership* renewal or application.

**Section 2.9** - Wherever the word “*Member(s)*” occurs in these Bylaws, it shall be understood to mean organizations and individuals that hold *Membership* in *the Chamber*. It does not refer to their *Authorized Representatives*.

**Section 2.10** - Wherever the word “*Membership*” occurs in these Bylaws, it shall be understood to mean all *Members* in good standing, including *Honorary Members* and *Affiliate Members*.

**Section 2.11** - “*Standing Committees*” are:

- i. Business Achievement Awards Committee (BAA)
- ii. *Executive*
- iii. Government Relations Committee
- iv. Marketing and Communications Committee
- v. Membership Services Committee
- vi. Nomination Committee
- vii. Professional Development Committee
- viii. Special Events Committee

Ad hoc committees may be struck from time to time as deemed necessary. Committee Chairs are appointed by the Board, as they become vacant .

**Section 2.12** - Wherever the words “*Material Interest*” occur in these Bylaws, it shall be understood to mean a matter that could monetarily affect the *Director* or the *Member* for which the *Director* is the *Authorized Representative*, the spouse of the *Director* and any organization in which the *Director* or the *Member* he or she represents is a shareholder, *Officer* or *Director*.

## ARTICLE III - MEMBERSHIP

### **3.1 Categories of Membership:**

**Section 3.1.1** - *Membership* shall consist of three groups:

- i. *Active Members*
- ii. *Affiliate Members*
- iii. *Honorary Members*

### **3.2 Eligibility for Membership:**

**Section 3.2.1** - Associations, corporations, societies, partnerships, organizations or estates directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the *Jurisdiction* shall be eligible to apply for active *Membership* in *The Chamber*. They may only exercise the rights and privileges of *Membership* through an *Authorized Representative* in accordance with these bylaws.

**Section 3.2.2** - Any reputable person directly or indirectly engaged in trade, commerce and/or the economic and social welfare of the *Jurisdiction* shall be eligible to apply for active *Membership* in *The Chamber*. They may only exercise the rights and privileges of *Membership* as the *Authorized Representative* in accordance with these bylaws.

**Section 3.2.3** - Any reputable person who is retired or not actively engaged in trade or commerce, but is interested in the economic and social welfare of the *Jurisdiction* shall be eligible to apply for *Affiliate Membership* in *The Chamber*. No person eligible for *Active Membership* can be accepted as an *Affiliate Member*. *Affiliate Members* may only exercise the rights and privileges of *Membership* as the *Authorized Representative* in accordance with these bylaws.

**Section 3.2.4** - Persons who have distinguished themselves by some meritorious or public service may be elected *Honorary Members* by a majority vote of *The Board*. Such recognition shall be for a term of one year and may be repeated. *Honorary Membership* shall include all the privileges of *Active Membership* except that of voting and of holding office.

### **3.3 Application and Approval:**

**Section 3.3.1** - At any Meeting of *The Board*, any eligible person or organization may be proposed as a candidate for *Active Membership* or *Affiliate Membership* in *The Chamber*, providing such candidate shall undertake, if admitted, to be governed by the By-Laws of *The Chamber*.

**Section 3.3.2** - If the proposed *Membership* is carried by a majority of the members of *The Board* (as the elected representatives of the *Membership*) then present, the person or organization shall then be a *Member* of *The Chamber* and shall have all the rights and be subject to all the obligations of *Membership* and their employees be allowed to participate in some Chamber programs, benefits and services. The *President and CEO* shall notify the candidate of their acceptance and upon payment of fees, the candidate shall enjoy all *Membership* rights.

**Section 3.3.3** – Each *Member* of *The Chamber* will designate in writing at the time of application one (1) *Authorized Representative* who:

- i. Will exercise the rights and privileges of the *Member* of *The Chamber*
- ii. Is the agent of the *Member*
- iii. Is deemed to be acting for and authorized to bind the *Member*
- iv. May be changed from time to time with written notification

**Section 3.3.4** - *Membership* shall continue from the time of admittance until a *Member* has resigned in accordance with the provisions of these Bylaws or has been removed from the roll of *Members*.

### **3.4 Termination of Membership:**

**Section 3.4.1** - Any *Member* of *The Chamber*, who intends to resign as a *Member* may do so at any time, upon giving to *The Chamber* notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of *The Chamber* against the *Member* at the time of such notice.

**Section 3.4.2** - *The Board* may remove from the roll of *Active Members* or *Affiliate Members* the name of any *Member* failing to pay the annual assessment or dues within ninety (90) days of the date upon which they fall due. Upon such action by *The Board*, all privileges of *Membership* shall be forfeited.

**Section 3.4.3** - Any *Active Member*, *Affiliate Member* or *Honorary Member* of *The Chamber* may be expelled by a two-thirds vote of *The Board*. In the event of such action, written notice of *The Board's* intention to terminate *Membership* shall be given to the *Member*. The notice will:

- i. Set out a time and place for a meeting with *The Board* if required.
- ii. Indicate that the *Membership* is under review and may be revoked at that meeting.
- iii. Provide sufficient reason to enable the *Member* in question to prepare to answer the complaint.
- iv. Notify the *Member* that it is entitled to attend the meeting to hear the reasons for the review and to respond.

The decision of *The Board* shall be a final and binding decision from which there is no appeal to any tribunal or any nature whatsoever including a court of law.

**Section 3.4.4** – Resignation or termination of *Membership* does not relieve the former *Member* of any obligations they owe *The Chamber*. Upon resignation or termination of *Membership*, the benefits of *Membership* of *Authorized Representatives* are terminated.

## **ARTICLE IV - DUES AND ASSESSMENTS**

### **4.1 Dues**

**Section 4.1.1** - The annual dues payable by *Members* of *The Chamber* shall be determined annually by *The Board*.

**Section 4.1.2** - Other assessments may be levied against all *Members*, provided they are recommended by *The Board* and approved by a majority of the *Members* present at a General Meeting. The notice calling such General Meeting shall state the nature of the proposed assessment.

**Section 4.1.3** – No *Membership* dues or any portion thereof will be refunded upon termination of *Membership*, either through resignation, expulsion or discontinuation of business.

### **4.2 Renewals**

**Section 4.2.1** - Renewal notices are sent out as much as 60 days in advance of the renewal date. All memberships renew to the original renewal date regardless of when they are paid.

**Section 4.2.2** - Overdue accounts are sent reminders and/or personally contacted up to 90 days after the renewal date. At 90 days overdue the Board is notified and accounts that are renewed later than 90 days from the renewal date are surcharged \$25. Memberships not renewed after 120 days are considered cancelled

## ARTICLE V – BOARD AND EXECUTIVE

### **5.1 Composition:**

**Section 5.1.1** - *The Board* shall be comprised of twelve (12) elected volunteers, one (1) appointed volunteer and one (1) ex officio staff person, holding the offices of:

- i. The immediate Past Chair (appointed)
- ii. The Chair
- iii. A 1st Vice-Chair and a 2nd Vice Chair
- iv. The Secretary Treasurer
- v. Eight (8) *Directors* excluding the Past Chair, Chair, Vice Chairs and Secretary Treasurer, four (4) of whom shall be elected each year by the *Members* for a two (2) year term,
- vi. The President and CEO (ex officio) who serves as a non-voting *Director* so long as he or she holds that position.

### **5.2 Eligibility for Election to Board:**

**Section 5.2.1** - A candidate for election or appointment as a *Director* shall be an individual *Member* or an *Authorized Representative* of a Chamber *Member* in good standing and shall not be an elected member of federal parliament, provincial legislature, municipal or regional council or school board and shall not be an employee of the Government of Canada, Province of Ontario, Town of Cobourg, Hamilton or Alnwick/Haldimand Townships or School Board.

**Section 5.2.2** - Any member of *The Board* who is a candidate for any elected office referred to in 5.2 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 in 5.2 above shall resign from *The Board*.

**Section 5.2.3** - No employee of *The Chamber* except the President and CEO is eligible to serve as a *Director* during his or her period of employment.

**Section 5.2.4** - No former employee of *The Chamber* is eligible to be elected as a *Director* until a full two (2) years have expired following his or her employment by *The Chamber*.

### **5.3 Procedure for Election to the Board**

**Section 5.3.1** – Directors are elected to the Board by the membership during the Annual General Meeting (AGM).

**Section 5.3.2** - A call for nominations and expressions of interest goes out to the membership with notice of the AGM and Election. A proposed slate of Director candidates is put together by the Nominating Committee in advance of the AGM. A final call for nominations from the floor is made at the AGM.

**Section 5.3.3** - In the case that there are less than or equal candidates to the number of vacant seats, the slate of Director candidates is acclaimed. If there are more candidates than seats, an election is required. An election requires a quorum of membership and is done by secret ballot. Ballots are counted and the results are announced at the AGM. A motion to accept the acclaimed/elected Directors is approved by the membership.

**Section 5.3.4** - If Board vacancies arise between AGMs, see “Board Vacancy During Term” below.

#### ***5.4 Eligibility for Re-election to Board:***

**Section 5.4.1** - *Directors* who have served a total of three (3) consecutive terms, excluding the year of appointment if applicable, as a *Director* are not eligible for election to a new term that commences within two (2) years of retirement from *The Board*.

**Section 5.4.2** - The three (3) consecutive terms rule is suspended to enable active Members of the Executive (immediate Past Chair, Chair, Vice-Chairs and Secretary Treasurer) to hold office as members of *The Board*.

#### ***5.5 Resignation or Removal from The Board:***

**Section 5.5.1** - A *Director* or *Officer* may resign his or her term at any time and will strive to give at least ninety (90) days written notice.

**Section 5.5.2** - A *Director* or *Officer* ceases to be a member of *The Board* if such *Director*:

- i. Is absent from three (3) consecutive Board meetings without just cause and without the prior approval of the *Executive*
- ii. Is the representative of a *Member* who becomes a non-member
- iii. Runs for public office or campaigns for a candidate for public office in any official capacity
- iv. Declares personal bankruptcy, or is declared insolvent, or is the representative of a *Member* who declares bankruptcy or is declared insolvent
- v. Is convicted of an indictable offence under the Criminal Code of Canada
- vi. Is declared of unsound mind
- vii. On death
- viii. Is removed from the office of *Director* on any grounds which are consistent with the best interests of *The Chamber* by the passage of a resolution of *The Board* and ratified by the *Members* by Special Resolution.

#### ***5.6 Board Vacancy During Term:***

**Section 5.6.1** - If the office of Chair is vacated, the 1st Vice-Chair will assume the office of Chair for the remainder of the term.

**Section 5.6.2** - If the office of Past Chair is vacated, *The Board* may appoint the prior Past Chair to assume that office for the remainder of the term.

**Section 5.6.3** - If the office of 1<sup>st</sup> Vice-Chair, 2<sup>nd</sup> Vice-chair or Secretary Treasurer is vacated, *The Board* may elect or appoint a replacement to serve the unexpired term of the vacated office.

**Section 5.6.4** - Any other vacancy occurring in an elected Board position may be filled by the *Directors* by an appointment to *The Board* from the *Membership*, if they shall see fit to do so.

#### ***5.7 Responsibilities of a Director:***

**Section 5.7.1** - *Directors* shall prepare for and attend meetings of *The Board* to consider, discuss and make policy for *The Chamber*

**Section 5.7.2** - *Directors* shall serve on a *Standing Committee* of *The Chamber*.

**Section 5.7.3** - Each *Director* who has any *Material Interest* in any matter under consideration by *The Board* must fully disclose his or her interest, retire from the meeting during debate, and refrain from voting on the matter. This declaration shall be recorded in the minutes of the meeting.

### ***5.8 Responsibilities of The Board:***

**Section 5.8.1** - *The Board* sets policies, establishes short and long term objectives and determines the direction and priorities of *The Chamber*.

**Section 5.8.2** - *The Board* has full power and authority to do all things necessary to accomplish the objects of *The Chamber* which fall within the law and which are authorized through these By-laws including but not limited to the following powers:

- i. to enter into a contract of employment with the President and CEO, including setting the job description and performance expectation
- ii. to deliver representation in any form to any level of Government in Canada, and elsewhere as may be determined to be in the best interests of *The Chamber* or its *Members* generally
- iii. to purchase or otherwise acquire for *The Chamber* any movable or immovable property, rights or privileges to further the objects of *The Chamber*
- iv. to borrow money on the credit of *The Chamber* for the benefit of *The Chamber*
- v. to issue, reissue, sell or pledge debt obligations or create and give security interest in all or any property owned by *The Chamber*
- vi. to determine the Annual *Membership Dues* payable by *Members*
- vii. to delegate any of its powers to the *Executive*, President and CEO or anyone else and to revoke such delegation

### ***5.9 Responsibilities of the Executive:***

**Section 5.9.1** - The *Executive* shall:

- i. be responsible for the transaction of all business requiring the attention of *The Chamber* between Board Meetings
- ii. report to *The Board* after each *Executive* meeting at the next Board meeting
- iii. exercise such other powers and duties as are assigned to it by the By-laws

### ***5.10 Annual Election and Succession of the Executive:***

**Section 5.10.1** - The positions of Past Chair, Chair, and 1st Vice Chair are filled by a process of succession. Elections are held for the position of 2nd Vice Chair and Secretary/Treasurer.

**Section 5.10.2** – To be eligible for election to the Executive Board a member must be in good standing and have served as a *Director* for at least one year.

**Section 5.10.3** - A call for nominations and expressions of interest is sent to the sitting Board within 60 days in advance of the AGM. In the case that there are less than or equal candidates to the number of vacant seats, the positions are acclaimed. If there are more candidates than positions, an election is required.

**Section 5.10.4** -An election requires a quorum of Directors and is done by secret ballot. Ballots are counted and the results are announced at the AGM .

**Section 5.10.5** - The 2<sup>nd</sup> Vice Chair and Secretary Treasurer shall be elected for a term of one (1) year, renewable to a maximum of two, at the last Board meeting before the Annual General Meeting.

**Section 5.10.6** - The 1<sup>st</sup> Vice Chair, Chair and immediate Past Chair shall be promoted as dictated by planned succession or appointed if required for a term of one (1) year, renewable to a maximum of two, at the last Board meeting before the Annual General Meeting.

**Section 5.10.7** – At the Annual General Meeting, the *Officers* shall take the oath as required by *The Act*.

### ***5.11 Role of the Past Chair:***

**Section 5.11.1** – The Past Chair is appointed by *The Board*, has all the rights and responsibilities of an elected *Director*, and acts as an advisor to the Chair

**Section 5.11.2** – The Past Chair presides over the annual Business Achievement Awards, and Chairs the Nomination Committee



**5.12 Role of the Chair:**

**Section 5.12.1** – The Chair is a non-voting member of all Standing Committees, advisory groups, task forces and Other Committees of *The Chamber*.

**Section 5.12.2** – The Chair shall preside at all meetings of the *Members* and at all meetings of *The Board*. He or she shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what he/she may think concerns *The Chamber*. The Chair, along with the Secretary Treasurer and the President and CEO shall have signing authority for all papers and documents requiring signature on behalf of *The Chamber*. It shall be the duty of the Chair to present a general report of the activities of the year at the Annual General Meeting.

**Section 5.12.3** – The Chair shall be the chief volunteer spokesperson of *The Chamber* and shall endeavor to accurately present the position of *The Board* and *Membership* on all matters

**Section 5.12.4** – The Chair also has such other powers and duties as are assigned by *The Board* or as are reserved for this office in accordance with the policies and procedures of *The Chamber* that are consistent with these By-laws.

**5.13 Role of the Vice-Chairs:**

**Section 5.13.1** – The Vice-Chairs shall assist the Chair and exercise the powers and responsibilities of the Chair in the case of his or her absence or disability.

**Section 5.13.2** – The Vice-Chairs also have such other powers and duties as are assigned, from time-to-time, by the Chair or by *The Board* that are consistent with these By-Laws.

**5.14 Role of the Secretary Treasurer:**

**Section 5.14.1** – The Secretary Treasurer exercises general control over the finance of *The Chamber* and shall:

- i. direct the financial statement and reporting process including the audit process
- ii. prepare and present the annual financial report
- iii. ensure adherence to internal financial controls and operational policies
- iv. ensure compliance with all applicable laws and legislation
- v. recommend the audited financial statements to the *Executive* and *The Board*
- vi. prepare and present the annual operating budget

**Section 5.14.2** – The Secretary Treasurer shall also have such other powers and duties as are assigned to them by *The Board* or as are reserved for this office in accordance with the policies and procedures of *The Chamber* that are consistent with these By-laws.

**ARTICLE VI – PRESIDENT AND CHIEF EXECUTIVE OFFICER**

**Section 6.1** – The President and CEO shall be responsible for:

- i. attending to the general day-to-day management and control of the business affairs of *The Chamber*
- ii. implementing the policies of *The Chamber* and *The Board*,
- iii. keeping and maintaining the books of account for *The Chamber*
- iv. exercising such other powers and responsibilities as are assigned to them by or on behalf of *The Board* or as are reserved for this office in accordance with the policies and procedures of *The Chamber* that are consistent with these By-laws.

**Section 6.2** – The President and CEO shall also:

- i. have custody of the seal of *The Chamber*, subject to any limitations imposed by *The Board*,
- ii. act as the Secretary of *The Board*, and
- iii. be a non-voting member on all Standing Committees, advisory groups, task forces and Other Committees of *The Chamber*
- iv. be the chief staff spokesperson of *The Chamber* and shall endeavor to accurately present the position of *The Board* and *Membership* on all matters

## ARTICLE VII - MEETINGS

### 7.1 General

**Section 7.1.1** - All Meetings are governed according to Robert's Rules of Order.

**Section 7.1.2** - Voting on questions, issues and motions at all types of meetings held by the Chamber will be decided by a show of hands. A quorum is required in order to hold a vote and each Director or member has one vote. The Chair will only vote in the case of a tie.

### 7.2 Annual General Meetings:

**Section 7.2.1** – The Annual Meeting of the *Members of The Chamber* shall be held each year at a time and place determined by *The Board*. At least fourteen (14) days' notice of the Annual Meeting shall be given.

**Section 7.2.2** – A quorum for the Annual General Meeting is fifteen (15) *Members* and, unless otherwise specifically provided, a majority of *Members* present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting.

**Section 7.2.3** – Any question subject to a vote at an Annual General Meeting shall be decided by a show of hands. The presiding Chair votes only in the case of a tie.

**Section 7.2.4** – A *Member* wishing to bring forward a resolution(s) pertaining to the work or business of *The Chamber* which is beyond the scope of the General Meeting agenda must provide a written explanation which specifies the matter to be brought before a General Meeting and the desired resolution proposed. This written explanation must be presented to the Chair at least 7 days prior to the meeting. The Chair has the discretion to determine if the matter will be entered into the agenda of the meeting.

**Section 7.2.5** – Minutes of the proceedings of an Annual and General Meeting shall be entered in books to be kept for that purpose by the President and CEO. The entry of such Minutes shall be signed by the person who presides at the meetings at which they are adopted.

### 7.3 Special General Meetings:

**Section 7.3.1** – A Special General Meeting of the *Members of The Chamber* may be held at any time when summoned by the Chair, or requested in writing by any five (5) *Members of The Board*, or any ten (10) *Members of The Chamber*. At least fourteen (14) days' notice of such meetings shall be given.

**Section 7.3.2** – The written request for a Special General Meeting must specify the matter to be brought before the Meeting and the desired resolution. Notice of a Special General Meeting shall be delivered to the *Membership* within seven (7) days of the receipt of the written request.

**Section 7.3.3** – A quorum for a Special General Meeting is fifteen (15) *Members* and, unless otherwise specifically provided, a majority of *Members* present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting.

**Section 7.3.4** – No other business shall be conducted at a Special General Meeting except the issue that caused the meeting to be called.

### 7.4 Board of Directors Meetings:

**Section 7.4.1** – Board Meetings shall be held monthly at the call of the Chair. Notice shall be given to each *Director* by the President & C.E.O. at least seven (7) days before the time the meeting is to be held. *The Board* may appoint a day or days in any month or months for regular meetings at a specific place and hour.

**Section 7.4.2** - Notice of all meetings, naming the time and place of assembly, shall be given by the President & C.E.O. A notice of a meeting of *The Board* mailed to the last known address of *The Board* member or facsimile transmission or electronic mail shall constitute sufficient notice.

**Section 7.4.3** - A simple majority of sitting *Directors* shall constitute quorum for meetings of *The Board*

**Section 7.4.4** - The Chair shall preside at all meetings of *The Board*

**Section 7.4.5** - In the absence or inability of the Chair, meetings will be chaired by one of the Vice Chairs or such other *Directors* as *The Board* may from time to time appoint for the purpose

**Section 7.4.6** - *The Board* may meet in camera to discuss sensitive or confidential matters including but not limited to matters affecting *The Board* property, leasehold or real estate interest, litigation, or possible litigation and personnel matters.

**Section 7.4.7** - Every *Director, Officer* and employee of *The Chamber* shall respect the confidentiality of matters brought before *The Board*, keeping in mind that unauthorized statements could adversely affect the interests of *The Chamber* and its *Membership*

#### **ARTICLE VIII - BY - LAWS**

**Section 8.1** - By-Laws may be made, repealed or amended by a majority of the *Members of The Chamber*, present at any General or Special General Meeting, notice of such proposal having been given in writing by one member and seconded by another member at a previous General Meeting and duly entered in the minutes. Notice of the proposed by-laws or amendments must be made available to all *Members* with the notice of the meeting.

**Section 8.2** - Such By-Laws shall be binding on all *Members of The Chamber*, its *Officers* and all other persons lawfully under its control.

#### **ARTICLE IX – AFFILIATION**

**Section 9.1** - *The Chamber*, at the discretion of *The Board* shall 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*.

#### **ARTICLE X - FISCAL YEAR**

**Section 10.1** - The fiscal year of The Northumberland Central Chamber of Commerce shall commence on the first day of January and end on the thirty-first day of December.

#### **ARTICLE XI – AUDITORS**

**Section 11.1** – Auditors shall be appointed by the *Members* present at the Annual General Meeting and they shall audit the books and the accounts of *The Chamber* at least once in each year. An audited financial statement shall be presented by the Secretary Treasurer at each Annual General Meeting and at any other time required by *The Board*.

#### **ARTICLE XII – EXECUTION OF INSTRUMENTS**

**Section 12.1** – Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of *The Chamber* by the President and CEO and the Chair or the Secretary/Treasurer; in addition, *The Board* or *Executive* may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of *The Chamber* may affix the corporate seal thereto.

#### **ARTICLE XIII – DISSOLUTION OF THE CHAMBER OF COMMERCE**

**Section 13.1** – Upon the Chamber’s dissolution and after the payment of all debts and liabilities in accordance with the Corporation’s Act (Ontario), its remaining property shall be distributed at the discretion of the Board of Directors, upon applicable Board resolution, to organizations whose objects are similar to the objects of the Chamber or whose objects are beneficial to the community.



**NORTHUMBERLAND CENTRAL CHAMBER OF COMMERCE**

**Incorporated under The Boards of Trade Act**

**By-Law No. 2000-2**

**BY-LAW AUTHORIZING BORROWING AND PLEDGING**

BE IT AND IT IS HEREBY ENACTED as a By-Law of *The Chamber* as follows:

- 1) That the *Directors* of *The Chamber* may from time to time:
  - i. borrow money upon the credit of *The Chamber* by obtaining loans or advances or by way of overdraft or otherwise;
  - ii. issue, sell or pledge securities of *The Chamber* including bonds, debentures, debenture stock, for such sums on such terms and at such prices as they may deem expedient;
  - iii. assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, moveable or immoveable property, rights, powers, choses in action, or other assets, present or future, of *The Chamber* to secure any such securities or other securities of *The Chamber* or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of *The Chamber* heretofore, now or hereafter made or incurred directly or indirectly or otherwise; and
  - iv. without in any way limiting the powers herein conferred upon the *Directors*, give security or promises to give security, agreements, documents and instruments in any manner or form under the Bank Act or otherwise to secure any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of *The Chamber* heretofore, now or hereafter made or incurred directly or indirectly or otherwise.
2. That any or all of the foregoing powers may from time to time be delegated by the *Directors* to any one or more of the *Directors* or *Officers* of *The Chamber*.
3. That this By-Law shall remain in force and be binding upon *The Chamber* as regards any person acting on the faith thereof until such person has received written notification from *The Chamber* that this By-Law has been repealed or replaced.

**NORTHUMBERLAND CENTRAL CHAMBER OF COMMERCE**

**Incorporated under The Boards of Trade Act**

**By-Law No. 2000-3**

**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

BE IT AND IT IS HEREBY ENACTED as a By-Law of *The Chamber* as follows:

1) No present or past *Director, Officer* or member of *The Board* shall be liable for:

acts, receipts, neglects or defaults of any other *Director, Officer, Member* or associated person;

- a) any loss, damage or expense to *The Chamber* through the insufficiency or deficiency of title to any property of *The Chamber*;
- b) any insufficiency or deficiency of any security in or upon which any moneys of *The Chamber* may be invested;
- c) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation associated with *The Chamber* in any capacity;
- d) any loss, misapplication or misappropriation of or any damage resulting from any dealings with, any moneys, securities or other assets belonging to *The Chamber*; or any contract, act, or transaction whether or not made, done, or entered into in the name of or on behalf of *The Chamber*; or
- e) any other loss, damage or misfortune which may occur in the execution of the duties of his respective office or trust or in relation thereto; unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of *The Chamber*, and in connection therewith, to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing herein contained shall relieve a *Director* or *Officer* from the duty to act in accordance with *The Act* and regulations made thereunder, or relieve him from liability for a breach thereof.

2) Every present or past *Director, Officer* and member of *The Board* or any person who has undertaken or is about to undertake any liability on behalf of *The Chamber* within such persons' authority, and their heirs, executors and administrators, and estate and effects, respectively, shall from 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, Member* or other person sustains or incurs in or about any action, suit or proceeding, including criminal proceedings, that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the duties of his office or in respect of such liability, including any amount to settle an action or satisfy a judgement acting reasonably, including fines;
- b) all other costs, charges and expenses, including any amount paid to settle any action or satisfy a judgement reasonably incurred by him in respect of any civil, criminal, or administrative action or

proceeding to which he is made a party by reason of being or having been a *Director, Officer* or member of *The Board*, and including all legal fees and disbursements for or in respect of any matter for which he is not liable in accordance with section 1(a) through (f) inclusive; and

- c) all other costs, charges, and expenses that he sustains or incurs in or about or in relation to the affairs thereof;

unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of *The Chamber*, and in connection therewith, to exercise in comparable circumstances, provided that nothing herein contained shall relieve a *Director, Officer* or member of *The Board* from the duty to act in accordance with *The Act* and regulations made thereunder, or relieve him from liability for a breach thereof, and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

- 3) *The Chamber* is hereby authorized to execute agreements evidencing its indemnity in favour of the forgoing persons to the full extent permitted by law.