



**SOUTH SURREY AND WHITE ROCK
CHAMBER OF COMMERCE**

BYLAWS



*These bylaws are in accordance with the Boards of Trade Act, Revised Statutes of Canada, 1985, c. B-6
(current to April 10, 2018).*

***These bylaws were approved at a Special General Meeting of Members May 9, 2018 and by
Corporations Canada June 6, 2018 to be effective as of May 9, 2018.***

SOUTH SURREY AND WHITE ROCK CHAMBER OF COMMERCE

(Established September 8, 1937 under the Boards of Trade, Canada)

BYLAWS

These bylaws should be read in conjunction with the Board of Trade Act, Canada

PART 1 – NAME AND OBJECTIVES

- 1.1** The name of this organization shall be the South Surrey and White Rock Chamber of Commerce (the Chamber).
- 1.2** The Chamber is constituted under the Boards of Trade Act, Canada (Part II) for public benefit and is not organized for the private gain of any person or corporation.
- 1.3** The objects of the South Surrey and White Rock Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic and social welfare of the communities in which it operates.
- 1.4** The principal place for meetings and for the transaction of the business of the Chamber shall be within the district boundaries established in its Affidavit of Formation (herein referred to as the District).
- 1.5** The Chamber shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

PART 2 – DEFINITIONS AND INTERPRETATION

Definitions

- 2.1** In these Bylaws:

“Act” means the Boards of Trade Act, Canada as amended from time to time;

“Chamber” means the South Surrey and White Rock Chamber of Commerce as a body;

“Board” means the directors of the Chamber and is used in place of the word “Council” as referenced in the Act;

“Bylaws” means these Bylaws as altered from time to time;

“District” means that area, within and for which the Chamber was established, as defined in the Certificate of Registration under the Act;

“Organization” means any member who is an association, partnership, corporation, society or estate;

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“Representative” means the designated individual representing a member who is an association, partnership, corporation, society or estate

“Ordinary resolution” means any resolution requiring a majority vote;

“Special resolution” means any resolution requiring a two thirds majority.

Definitions in Act apply

2.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

2.3 If there is a conflict between these Bylaws and the Act, the Act shall prevail.

PART 3 – MEMBERS

Membership

3.1 Any reputable person, directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the District, shall be eligible for membership in the Chamber. Such members shall be known as individual members;

3.2 Associations, partnerships, corporations, societies or estates, directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the District, shall be eligible for membership in the Chamber. Such members shall be known as corporate members and shall designate on the application for membership the name of an individual to represent that organization who shall be authorized to vote on behalf of that organization. The authority to vote may be re-assigned by the corporate member to another individual within that organization provided that only one vote may be exercised for that member organization.

Rights and duties of members

3.3 All members shall have the right:

- (a) to one vote at all meetings of the Chamber;
- (b) to be elected as an officer or director;

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- (c) to attend all meetings and events of the Chamber subject to payment of any admission fees pertaining to any event;
- (d) to receive all communications or publications of the Chamber; and
- (e) to access any online member information or event registrations on the Chamber website.

3.4 Every member must uphold the constitution of the Chamber and must comply with these Bylaws.

Application for membership

3.5 Application for membership shall be in written or electronic form. The form shall be a form approved by the Board. Upon application, membership shall not be granted until approved by the membership by a two-thirds (2/3) vote at the first general meeting subsequent to application. During the interim period a prospective member shall be entitled to attend meetings and receive discounts on events.

3.6 At the first available general, special or annual meeting of the Chamber, the Board shall put a resolution to the members present proposing that all applications for membership, which have not previously been approved by the members, be thereby approved. When the resolution is carried by a majority of two thirds (2/3) of the members present excepting the provisional members, the individuals or corporations referred to in the resolution shall from that time be members of the Chamber and have all the rights and are subject to all the obligations of other members.

3.7 In the unlikely event that a two thirds majority is not obtained as required under section 3.6, then each individual or corporate name shall be proposed to the members present, one at a time, upon which the members shall then vote on each name presented. All those members receiving the required majority shall from that time be members of the Chamber and have all the rights and are subject to all the obligations of other members. Those members not receiving the required majority, if any, shall not be members and shall have their membership application and any monies received relating to membership returned to them.

3.8 A proposed provisional member not receiving the required majority in either section 3.6 or section 3.7 may appeal by written or electronic form to the Board. Upon receipt of such appeal the Board shall propose the name or names

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again to the members present at the first available general, special or annual meeting, advising the members of the appeal and providing any other relevant information relating to the appeal, and request a vote. If the required majority of two thirds vote is obtained, the proposed member or members, shall from that time be members of the Chamber and have all the rights and are subject to all the obligations of other members. If the majority is not obtained the vote of the members shall be final, and membership shall be refused without further appeal.

Term of membership

3.9 Membership shall continue from the time of admittance until a member has resigned in accordance with these bylaws or has been removed from the roll of members by action of the Board.

Termination of membership

3.10 Any member of the Chamber, who intends to retire therefrom or to resign their membership may do so at any time upon giving the secretary of the Chamber ten days notice in writing of such intention and upon discharging any lawful liability which is standing on the books of the Chamber against them at the time of such notice.

3.11 The Board may remove from the roll of members the name of any newly enrolled member failing to pay their annual dues within thirty (30) days of their admission, or any other member who fails to pay such dues within ninety (90) days of the date on which they were due. Upon such action by the Board, all privileges of membership shall be forfeited.

3.12 The Board may expel any member of the Chamber for cause upon two thirds (2/3) majority vote of the Board.

Amount of membership dues

3.13 The amount of the annual membership dues, including any administration or other fees, shall be determined by the Board.

3.14 Other assessments may be levied against all members, provided they are recommended by the Board and approved by a two thirds majority vote of members present at a special meeting of members. The notice calling for such meeting shall state the nature and purpose of the proposed assessment.

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Member not in good standing

3.15 A member is not in good standing if the member fails to pay the member's annual membership dues, and the member is not in good standing for so long as those dues remain unpaid.

Termination of membership if member not in good standing

3.16 A person's membership in the Chamber is terminated if the person is not in good standing for six (6) consecutive months.

PART 4 – MEETINGS OF MEMBERS

Time and place of meetings

- 4.1** All meetings shall be held at the time and place as determined by the Board and shall be held within the District.
- 4.2** Notices of all meetings must specify the time, date and place of the meeting.
- 4.3** All meetings of members shall be in person, voting shall only be by those present, and proxy votes are not allowed.
- 4.4** A majority of members present at a meeting are competent to do and perform all acts, under the Act or the Bylaws.

Meetings that must be held

- 4.5** An annual general meeting of the Chamber shall be held not later than June 30 of each year to elect directors, approve annual audited financial statements, and such other matters as the Board may determine. Notice of the annual general meeting shall be provided at least thirty (30) calendar days prior to the meeting by electronic mail, postal mail, or by publication in a newspaper circulating in the District. The notice period does not include the day notice is sent nor the day of the meeting.
- 4.6** General meetings of the Chamber shall be held at least quarterly but otherwise as determined by the Board. Notice of general meetings shall be provided at least ten (10) calendar days prior to the meeting by electronic mail, postal mail, or by publication in a newspaper circulating in the District. The notice period does not include the day notice is sent nor the day of the meeting.

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Meetings that may be held

4.7 Special general meetings of the Chamber for a particular purpose may be called at any time by the Board or by a majority of Chamber members. Notice of special general meetings shall be provided at least ten (10) calendar days prior to the meeting by electronic mail, postal mail, or by publication in a newspaper circulating in the District. The notice period does not include the day notice is sent nor the day of the meeting.

Chair of general meeting

4.8 The chairperson of an annual, general or special meeting shall be:

(a) the president;

(b) if president is unable to preside as the chair,

(i) the vice-president, or

(ii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

4.9 If there is no individual entitled under these Bylaws who is able to preside as the chair of a meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

4.10 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for all member meetings

4.11 At any annual, general or special meeting of the Chamber twenty (20) members shall be a quorum and a majority of members present shall be competent to do and perform all acts that, either under the Act or the Bylaws of the Chamber, are or shall be directed to be done at a meeting.

Lack of quorum at commencement of meeting

4.12 If, within 30 minutes from the time set for holding a meeting, a quorum of voting members is not present:

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- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

4.13 If, at any time during an annual, general or special meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated. Where a meeting is adjourned or terminated another meeting may be called by the Board to conclude any business in progress.

Adjournments by chair

4.14 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned meeting

4.15 It is not necessary to give notice of a continuation of an adjourned meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at meetings

4.16 The order of business at any meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last meeting, if applicable;
- (e) deal with unfinished business from the last meeting, if applicable;

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- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Chamber for the previous financial year, and the auditor's report on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect directors, and
 - (iv) appoint an auditor;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) adjourn the meeting.

Methods of voting

4.17 At an annual or general meeting, voting shall be by a show of hands, except that if, before or after such a vote, 2 or more voting members request a secret ballot, or a secret ballot is directed by the chair of the meeting, voting shall be by a secret ballot. All voting for election of directors shall be by secret ballot.

Announcement of result

4.18 The chair of an annual, special or general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Matters decided at meetings by ordinary resolution

4.19 A matter to be decided at a meeting must be decided by ordinary resolution requiring a majority unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Minutes

4.20 The Board shall cause minutes to be taken for all annual, general or special meetings and such minutes to be maintained in the records of the Chamber.

Records open to members

4.21 All such records shall be open at all reasonable hours to any member of the Chamber free of charge.

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PART 5 – DIRECTORS

Number of directors on Board

5.1 The Chamber must have no fewer than 11 and no more than 15 directors. The directors shall include the offices of president, vice-president, secretary, treasurer and immediate past president, each of whom must be elected as a director prior to taking office for the year. The positions of treasurer and immediate past president are to be filled only upon being elected as directors by the members and not on an ex-officio or right of office basis.

Election of directors

5.2 Directors shall be elected at the Annual General Meeting or first quarterly meeting of members each year. Directors to be elected must be individuals who are members or representatives of corporate members of the Chamber. If for any reason directors are not so elected at the annual general meeting, or first quarterly general meeting, a majority of members at any general meeting are competent to elect directors.

5.3 If for any reason, directors are not elected at an annual general meeting, then the existing directors remain in that capacity until such time as an election is held at a later annual or general meeting.

Term of office

5.4 Directors' term of office shall commence on July 1 of each year.

5.5 The Board shall seek the commitment approximately one-half of the Board to run for a second term to afford continuity on the Board.

5.6 All directors, including the officers, of the Chamber shall, before entering on the duties of their office, take and subscribe before the mayor of the city constituting the district, or before any justice of the peace, an oath in the following form:

"I swear that I will faithfully and truly perform my duty as _____ of the South Surrey and White Rock Chamber of Commerce, and that I will, in all matters connected with the discharge of that duty, do all things, and only such things, as I truly and conscientiously believe to be adapted to promote the objects for which the Chamber was constituted, according to the true intent and meaning of the same."

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Directors may fill casual vacancy on Board

5.7 Where a member of the Board dies or resigns his or her office or whose term of office is terminated pursuant to section 5.9 or 5.10, the Board may, at any meeting thereof having a quorum present, may elect a member of the Chamber to be a member of the Board in place of the member who has died, resigned or been terminated.

Term of appointment of director filling casual vacancy

5.8 A director elected under 5.7 by the Board to fill a vacancy shall hold office until the next annual election.

Removal of directors or officers

5.9 Any director, including executive officers, may be suspended from their office or have their tenure of office terminated if, in the opinion of a two thirds majority of the Board, they are grossly negligent in the performance of their duties. Any director or officer so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the membership at a special general meeting called for that purpose. The Board shall be obligated to call such meeting upon written request of the director or officer suspended or terminated and shall put a motion before the membership to uphold the decision of the Board requiring a majority vote.

5.10 A Board member may be removed from office by a two-thirds vote of the remaining directors where the member has: been absent from three (3) consecutive regular meetings of the Board; failed to pay dues within sixty (60) days of their due date when a written request to do so remains unsatisfied for ten (10) days; or breached any directors' code of conduct policy as established by the Board or whose actions are improper, unbecoming or likely to endanger the welfare, interest or reputation of the Chamber.

5.11 Board members shall not serve more than eight (8) consecutive years as a director.

Powers of the Board of Directors

5.12 The Board shall have the general power of administration to govern and manage the operations of the Chamber.

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5.13 The Board shall also have such powers assigned to it by any Bylaw of the Chamber provided however, that such powers are not inconsistent with the provisions of the Act.

5.14 The Board shall not have or be given by any bylaw the power of enacting or altering any bylaw or admitting any member.

PART 6 – DIRECTORS’ MEETINGS

Regular meetings

6.1 Directors’ regular meetings shall be held monthly within the District at a time and place as determined by the Board

How convened

6.2 Directors’ meetings shall be called by the secretary at the instance of the president or upon the request of two directors.

Notice of directors’ meeting

6.3 At least 5 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period, such notice shall include the date, time and place of the meeting. The notice period does not include the day notice is sent nor the day of the meeting.

Proceedings valid despite omission to give notice

6.4 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

6.5 The directors may regulate their meetings and proceedings as they think fit.

Who to preside

6.6 The chairperson of directors’ meetings shall be:

- (a) the president;
- (b) if president is unable to preside as the chair,
 - (i) the vice-president, or

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- (ii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Voting at directors' meetings

6.7 Each director shall have the right to vote and shall have one vote.

Casting vote

6.8 In the case of equality of votes on any matter, the presiding officer at any meeting shall have a casting vote. This provision applies to all meetings including those of members, directors and committees.

Quorum

6.9 The quorum for the transaction of business at a directors' meeting is 5 directors and a majority of such may do all things within the power of the Board.

Meeting open to all members

6.10 Directors' meetings shall be open to all members of the Chamber who may attend, but not take part in the proceedings.

Minutes

6.11 The Board shall cause minutes to be taken for all directors' meetings and such minutes to be maintained in the records of the Chamber. All such records shall be open at all reasonable hours to any member of the Chamber free of charge.

PART 7 – EXECUTIVE OFFICERS

Election or appointment of Executive Officers

7.1 The executive officers of the Chamber shall be the president, vice-president, secretary, treasurer and immediate past president.

7.2 The Act requires that the officers of every Chamber shall be a president, vice-president and secretary who are also directors elected by the members. These bylaws expand the definition of officers to include the offices of treasurer and immediate past-president, each of whom must also be elected as directors as determined in 5.1. Accordingly, at each annual general meeting the Board shall cause a resolution to be put to members present to elect the positions of president, vice-president, secretary, treasurer., all as recommended by the

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Board. The individual holding the title of past-president need only be elected as a director and shall then be given the title of immediate past-president by the fact that he or she was president in the immediately preceding year.

- 7.3** The position of immediate past president shall be filled by the individual who last held the position of president provided he or she is elected to the Board. If the individual has resigned, been terminated, died or not re-elected, the position shall be left vacant until the next annual election.

Role of president

- 7.5** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

- 7.6** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

- 7.7** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;
 - (b) taking minutes of member meetings and directors' meetings;
 - (c) keeping the records of the Chamber in accordance with the Act;
 - (d) conducting the correspondence of the Board;
 - (e) filing the annual report of the Chamber and making any other filings under the Act;
 - (f) maintain custody of the corporate seal.

Absence of secretary from meeting

- 7.8** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

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Role of treasurer

7.9 The treasurer is responsible to do, or make the necessary arrangements for the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Chamber's financial transactions;
- (c) preparing the Chamber's financial statements;
- (d) making the Chamber's filings respecting taxes or information returns required by the taxing authority.

Role of immediate past president

7.10 The immediate past president provides an advisory role to effect continuity of leadership and matters brought forward from the previous year.

PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors or officers

8.1 These Bylaws do not permit the Chamber to pay to a director or officer remuneration for being a director or officer, but the Chamber may, pay remuneration to a director for services provided by the director to the Chamber in another capacity or to reimburse for reasonable expenses at the determination of the Board.

Signing authority

8.2 A contract or other record to be signed by the Chamber except for banking documents, must be signed on behalf of the Chamber by:

- (a) by the president, together with one other executive officer,
- (b) if the president is unable to provide a signature, by the vice-president together with one other executive officer,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 executive officers, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Chamber.

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- 8.3** The president, vice-president, secretary, treasurer and the person holding the non-elected staff position of Executive Director shall be the signing officers on all bank accounts, signatures of any two are required on any cheque or other banking document.

PART 9 – COMMITTEES

COMMITTEE APPOINTMENTS

- 9.1** The Board may from time to time appoint committees and determine their members and set such duties and powers as the Board deems necessary;
- 9.2** There shall not be any remuneration paid to any member of a committee;
- 9.3** Any committee appointed by the Board may be disbanded and any member removed from the committee at any time at the discretion of the Board.
- 9.4** Any committee appointed by the Board shall report to the Board;
- 9.5** A quorum for all committees shall be a majority of the committee members.

PART 10 – BYLAWS

AMENDMENT OF BYLAWS

- 10.1** The Board shall frame such bylaws, rules and regulations as appear to it best adapted to promote the welfare of the Chamber, and shall submit them for adoption at a general meeting of the Chamber called for that purpose;
- 10.2** Bylaws may be made, replaced or amended by a majority of the members of the Chamber present at any general meeting called for that purpose;
- 10.3** After member approval, by-law amendments shall be sent to the Minister of Industry for approval;
- 10.4** A variation or amendment of any bylaw shall not be in force or acted on without the prior approval of the Minister of Industry or such other ministry that may be in effect at the time.

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PART 11 – FINANCIAL

FISCAL YEAR

11.1 The fiscal year of the Chamber shall commence on the first day of January and end on the thirty-first day of December of each year.

Annual General Meeting

11.2 An annual general meeting of the Chamber shall take place prior to June 30 each year for the purpose of electing directors and officers; hearing reports from the Board; and approving the audited financial statements.

Audit of Accounts

11.3 The financial accounts of the Chamber shall be audited annually by a firm of Chartered Professional Accountants.

Appointment of Auditor

11.4 The Board shall recommend a firm of Chartered Professional Accountants of its choice to the members to undertake the audit for the ensuing year who shall be appointed by a majority of members present at the annual general meeting or such other meeting as may be required.

PART 12 – PROTECTION OF MEMBERS OF THE BOARD

MEMBERS OF THE BOARD TO ACT IN GOOD FAITH

12.1 Every member of the Board in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Chamber.

No Liability

12.2 A member of the Board acting honestly and in good faith shall not be liable for the acts, omissions or defaults of any other member of the Board or for loss, damage or expense of the Chamber, or for any other loss, damage or misfortune whatever which may happen in the execution of his or her duties as a member of the Board.

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Indemnification

12.3 The Chamber shall indemnify and save harmless a members of the Board, or a former members of the Board, and his, her or their respective heirs and legal representatives, from and against all costs, charges, liabilities and expenses, including an amount paid to settle an action or satisfy a judgement, actually and reasonably incurred by him, her or them (including without limitation legal costs on a solicitor and client basis) and including an amount paid to settle an action or satisfy a judgement in a civil, criminal or administrative proceeding to which he, she or they are made a party by reason of his, her or their being or having been a member or former member of the Board of the Chamber provided that:

- a.** he, she or they acted honestly and in good faith with a view to the best interests of the Chamber; and
- b.** he, she or they had reasonable grounds for believing that his or her conduct was lawful in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty.

Insurance

12.4 The Chamber shall purchase and maintain insurance for the benefit of all members of the Board, or former members of the Board, against liabilities for which they are indemnified and in such amounts as the Board may determine from time to time.

PART 13 – RULES OF ORDER

13.1 All meetings of the Chamber, Board of Directors, committees or other incidental meetings shall be governed by the latest edition of Roberts Rules of Order, Newly Revised except for provision in Bylaw 6.8 which allows for a casting vote by the chair of any meeting

PART 14 – AFFILIATION

14.1 The Chamber, at the discretion of the Board, shall have power to affiliate with the Canadian Chamber of Commerce, a provincial or territorial chamber of commerce, or any other organizations in which membership may be in the interests of the Chamber.

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Part 15 – DISSOLUTION

- 15.1** Where a need to dissolve the Chamber becomes evident a special general meeting shall be called for that purpose and a two thirds majority shall be required to dissolve the organization.
- 15.2** In the event of dissolution of the Chamber, the Board shall undertake to ensure that all outstanding debts and obligations of the Chamber are satisfied.
- 15.3** On dissolution of the Chamber, any remaining monies or other assets shall be distributed to one or more not-for-profit, charitable, educational organizations or Board of Trade / Chamber of Commerce as determined by the Board.
- 15.4** The Board shall apply to the Minister of Industry, or such other minister as may be in place at the time, to be formally dissolved.

End

These bylaws are in accordance with the Boards of Trade Act, Revised Statutes of Canada, 1985, c. B-6 (current to 2017-11-20) and should be read in conjunction with the Act. Copies of the Act may be obtained from the Ministry of Innovation, Science and Economic Development or the Act can be accessed on-line at <http://laws-lois.justice.gc.ca/eng/acts/B-6/index.html>.

These bylaws were approved at a Special General Meeting of Members May 9, 2018 and by Corporations Canada June 6, 2018 to be effective as of May 9, 2018.