

Binding Memorandum of Understanding (MOU)

Between the Ottawa Chamber of Commerce (Ottawa Chamber) and the West Ottawa Board of Trade (West Ottawa Board); who agree to consolidate their brands, assets, operations and corporate structures into a stronger Chamber entity, for the City of Ottawa.

The primary objective of one strong Chamber, is that the entity will be uniquely positioned to impact community prosperity through advocacy and economic development; bring greater value and benefit to our members and potential members; and strengthen the voice of business in our community.

1. The parties agree to undertake further due diligence in each organization, as necessary; to seek a positive membership vote from each organization, according to their By-Laws, at a time agreed to by all parties; and to pursue a formal, legal agreement to consolidate into one Chamber entity.
2. The participating Boards agree not to hire new staff or undertake any other new material financial obligations and to otherwise carry on operations in the ordinary course of business, until their member vote, and if approved by the members, until the effective date of consolidation.
3. This MOU shall be binding on the parties who receive Board of Directors approval, as and from the date of that approval, subject to successful financial due diligence, and shall continue in force until the time of a vote of each entity's membership and, if approved by the membership, a formal legal agreement coming into force.
4. Those parties who receive Membership approval agree to transfer all assets, membership, staff and related material and instruments to the consolidated entity; currently incorporated and registered as the Ottawa Chamber of Commerce.
5. The single Chamber shall be named the Ottawa Board of Trade; Incorporated by Federal statute and registered under the *Boards of Trade Act*;
6. Headquartered in the City of Ottawa;
7. Governed by a Board of Directors consisting of a minimum of 11 and maximum of 21 Directors;
8. Install a Provisional Board initially consisting of 18 directors, which shall govern for a period of approximately 12 – 18 months from the date that the formal legal agreement comes into force; and which shall be replaced by a new Board, elected by the members, effective on a date no later than January 31, 2020;
9. The Provisional Board shall initially consist of 11 directors appointed from and by the Board of the Ottawa Chamber of Commerce; and 7 from and by the Board of the West Ottawa Board of Trade;
10. The Provisional Board shall oversee and ensure a successful consolidation of brands, assets, operations and corporate structures into a single corporate structure;
11. Appoint an Executive Committee which would include the Chair, two Vice Chairs, Secretary, Treasurer and the CEO with power to add;
12. Ensure the role of Chair and one Vice Chair be held by a representative of each of the participating Chambers:

13. Ensure the appointment of a Nominating Committee that will ensure future board diversity based on good governance policies and best practices; that include considerations of regional representation, gender, size and sector of business, skill set (legal, financial, communications and marketing, etc.) and language;
14. Ensure ongoing execution of events in each area of the City with the intent that all members of the business community can attend networking, education and special events with the same or greater convenience that currently exists;
15. Adopt the membership fee structure of the existing Ottawa Chamber; and transfer the West Ottawa Board members to a level not lower than Business Associate, for the remainder of their existing membership; with consideration for the extension of similar membership for an additional year;
16. Utilize the existing Ottawa Chamber office as the headquarters; with part-time and/or full-time office space at secondary locations throughout the City, respecting existing contractual commitments;
17. Combine paid staff from each Chamber, under the leadership of a CEO; identify staff responsible for regional liaison; and honour current employment contracts;
18. Leave the West Ottawa Board of Trade corporate entity in a state of inactivity, with the recommendation for the Provisional Board of Directors to review its inactive status, within one year;
19. Execute an operations plan that ensures special attention to service all geographic areas of the City: East, West, South and Central, including events, communications and volunteer committees;
20. Bind the entities to the new entity by prohibiting the former entities from engaging in any of the activities of a chamber of commerce for a minimum period of two years from the date of the formal legal agreement coming into force; and
21. Undertake modifications of the By-Law of the existing Ottawa Chamber to reflect applicable elements of this MOU and subsequent legal Consolidation Agreement.

The parties acknowledge that substantial discussions have taken place over the period from September 2017 to April 2018 with the Orléans Chamber of Commerce Board of Directors, to participate in a tri-party agreement. A proposal was developed by representatives of the three chambers and presented to the boards of the Ottawa Chamber, West Ottawa Board and Orléans Chamber. The Orléans Chamber of Commerce Board of Directors did not accept that proposal.

The parties agree that until August 22, 2018 they will leave open the possibility for the Orléans Chamber of Commerce to decide to pursue and participate in a tri-party agreement to consolidate their brands, assets, operations and corporate structures, substantially on terms that are materially consistent with those set out in this agreement.

Nothing in this MOU shall be deemed to be a commitment or obligation of funds from any party; and the parties acknowledge that all or any financial arrangements must be negotiated and will depend upon the availability of funds.

This MOU has been duly agreed to by the Board of Directors of each party signing below.

Signed by an authorized representative of each party, in the City of Ottawa,

Signature: _____

Ian Sherman
Chair of the Board of Directors
Ottawa Chamber of Commerce

Date: May 22, 2018

Signature: _____

Mischa Kaplan
Chair of the Board of Directors
West Ottawa Board of Trade

Date: May 22, 2018

Witnessed by: _____

His Worship Mayor Jim Watson
City of Ottawa

Date: May 22, 2018