

# By-Laws of the Cranbrook Chamber of Commerce

Adopted by the Membership at a Special General Meeting September 16, 2015 and Effective the Same Date.

## Article 1: Name and Objectives

1.01 The name of the organization shall be Cranbrook Chamber of Commerce.

1.02 The objectives of the Cranbrook Chamber of Commerce are to be the voice of business and to promote and improve trade and commerce and the economic, civic, and social welfare of Cranbrook.

1.03 The Chamber shall be non-partisan, non-sectarian, and free of all political affiliations.

## Article 2: Interpretation

2.01 Wherever the word "Chamber" occurs in these by-laws, it shall mean Cranbrook Chamber of Commerce as a body.

2.02 Wherever the word "Board" occurs in these by-laws, it shall mean the Board of Directors of the Chamber.

2.03 Wherever the words "Business Member" occur in these by-laws, they shall mean a Member of the Chamber which is an association, corporation, society, partnership, estate or other person which is not a natural person or shall mean a natural person carrying on business in the name of that natural person or under a business or proprietorship name.

2.04 Wherever the words "Business Member Representative" occur in these by-laws they shall mean a natural person appointed by a Business Member to participate in the activities of the Chamber.

2.05 Whenever the word "City" occurs in these by-laws, it shall mean that area within and for which the Chamber is established, namely the City of Cranbrook and the immediate trading area adjacent.

2.06 Wherever the words "Honourary Member" occur in these by-laws they shall mean a natural person who has been selected by the Board to be a Honourary Individual Member.

2.07 Wherever the words "Individual Member" occur in these by-laws they shall mean a Member of the Chamber who is a natural person and who is not a Business Member.

2.08 Wherever the singular or masculine is used in these by-laws the same shall be deemed to include the plural or the feminine or the body politic or corporate or each of them as the context requires.

2.09 Wherever the acronym RONR is used it shall mean *Robert's Rules of Order Newly Revised*.

2.10 Parliamentary Rights means the unfettered right to attend general and special general meetings of the Chamber, make motions, second motions, be recognised by the chair, vote and be considered for elected positions.

2.11 Where the word "Audit" is used it shall mean an official inspection of the Chamber's accounts by an independent body.

2.12 Where the word “Auditor” is used it shall mean a persons or persons legally qualified in Canada to evaluate the validity and reliability of a company or organization’s financial statements and to express an opinion on whether the financial statements are free of material misstatements.

2.13 Where the term “Student Member” is used it shall mean an individual who is enrolled as a student in private or public education.

### **Article 3: Parliamentary Authority**

3.01 The rules contained in the current edition of Robert's Rules of Order Newly Revised (RONR) shall govern the Chamber in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the Chamber and any other special rules of order the Chamber may adopt.

3.02 RONR shall govern all General and Special General Meetings of the Members of the Chamber.

3.03 RONR shall govern all meetings of the Board.

### **Article 4: Membership**

#### **4.01 Individual Members**

Any natural person interested in trade and commerce and the well being of the Cranbrook business community shall be eligible for membership in the Chamber upon payment of the prescribed dues and assessments, and may be known as an Individual Member.

4.02 An Individual Member, with the exception of those identified as a Student Member, who is in good standing shall have full parliamentary rights and if present shall be entitled to one vote at any general or special general meeting of the Chamber.

An Individual Member, with the exception of those identified as a Student Member, who is in good standing shall be eligible for election to the Board of the Chamber and shall enjoy such other rights and privileges as the Board may from time to time determine.

#### **4.03 Business Members**

Any association, corporation, society, partnership, estate or other person which is not a natural person and which is interested in trade and commerce and the well being of the Cranbrook business community and any natural person carrying on business in the name of that natural person or under a business or proprietorship name shall be eligible for membership in the Chamber upon payment of the prescribed dues and assessments and may be known as a Business Member.

4.04 Each Business Member shall appoint one natural person to be their Business Member Representative. The records of the Chamber shall be considered the definitive list of the Business Member Representatives.

4.05 A Business Member which is in good standing and which is represented at a general meeting or special general meeting of Members of the Chamber by a Business Member Representative, who has been identified to the Chamber prior to the time set for commencement of the meeting as the Business Member Representative appointed for the purpose of voting shall be entitled to vote on behalf of that business member.

4.06 Every Business Member shall be issued accreditation forms via the preferred communication as determined by the Member no fewer than 14 days prior to the date called for the meeting for the purpose of assigning their proxy vote to a natural person.

Completed accreditation forms must be received by the Chamber office no fewer than five (5) business days prior to the meeting. The Business Member Representative may assign their proxy vote(s) to any natural person(s) including themselves. There is no limit to how many votes one natural person may carry.

A Business Member Representative of a Business Member in good standing shall have full parliamentary rights at any general or special general meeting of the Chamber. A Business Member Representative of a Business Member in good standing shall be eligible for election to the Board of the Chamber and shall enjoy such other rights and privileges as the Board may from time to time determine.

A natural person carrying the proxy vote of a Business Member in good standing shall have full parliamentary rights at any general or special general meeting of the Chamber with the exception of being eligible for election to the Board of the Chamber. A natural person carrying the proxy vote of a Business Member in good standing shall enjoy such other rights and privileges as the Board may from time to time determine.

#### **4.07 Honourary Individual Members**

Honourary Membership may be conferred upon any natural person who has rendered service that has been recognized by the Chamber as extraordinary. A Honourary Individual Member must have brought widely recognized honour to the community and not have held an elected position with the Chamber for at least five years.

4.08 The Board of Directors, upon a two-thirds vote, may confer Honourary Membership. Such membership shall be for a period, up to and including the natural life of the recipient, as designated by the Board at the time of confirmation. Honourary Members shall not hold parliamentary rights but shall enjoy such other rights and privileges as the Board may from time to time determine without payment of membership dues or assessments.

4.09 Honourary Membership may be revoked by the Board, at any time, upon a two-thirds vote of the Board

#### **4.10 Reciprocal Corporate Members**

The Board may from time to time elect to grant a Reciprocal Corporate Membership for the purposes of facilitating the exchange of information or otherwise advancing the interests of the Chamber to any organization or group that the Board deems appropriate and which has granted a like membership to the Chamber or a Chamber designate.

Reciprocal Corporate Memberships shall be granted for a specified time period. Reciprocal Corporate Members shall not hold parliamentary rights but shall enjoy such other rights and privileges as the Board may from time to time determine, without payment of membership dues or assessments.

#### **4.11 Associate Members**

Any association, corporation, society, partnership, estate or other person which is not a natural person and which is interested in trade and commerce and the well being of the Cranbrook business community and any natural person carrying on business in the name of that natural person or under a business or proprietorship who is a Member in good standing in a Chamber of Commerce or Board of Trade in British Columbia is eligible for membership in the Chamber upon payment of the prescribed dues and assessments and may be known as an Associate Member. Associate Members shall not hold parliamentary rights but shall enjoy such other rights and privileges as the Board may from time to time determine.

#### **4.12 Local Government Membership**

The Board may grant an annual membership to local and regional governments. The representatives of these governments shall not hold parliamentary rights but shall enjoy such other rights and privileges as the Board may from time to time determine, without payment of membership dues or assessments.

#### **4.13 Members in Arrears**

A Member whose membership dues or assessments are two months in arrears will have membership suspended. The Member will be advised in writing and offered a 30-day period to reinstate membership by paying outstanding dues and assessments. A Member who fails to reinstate membership within the 30 day reinstatement period will automatically be removed as a Member of the Chamber.

#### **4.14 Expulsion**

A Member may be expelled from membership, for just cause, upon a resolution for expulsion being passed by a two-thirds vote of the Board. A Member who has been removed as a Member of the Chamber or has been expelled from membership may appeal to the Members of the Chamber and may be reinstated by way of a resolution passed at a general meeting or special general meeting of Members of the Chamber.

#### **4.15 Retirement**

Any Member who intends to retire from membership may do so, at any time, on giving notice in writing to the Executive Director of the Chamber. Retirement from the Chamber does not discharge the retiring Member from any lawful liability of the retiring Member that is standing on the books of the Chamber at the time of the giving of the notice of retirement.

### **Article 5: Dues and Assessments**

5.01 The membership dues shall be determined by the Board.

5.02 Other assessments may be levied against all Members provided they are recommended by the Board and approved by a majority vote of the Members at a general meeting or special general meeting of Members of the Chamber. The notice calling such general meeting or special general meeting of Members of the Chamber shall state the nature of the proposed assessment.

5.03 The commencement date of the membership year shall be based on the date on which that Member joins the Chamber.

## **Article 6: Directors and Board**

### **6.01 The Board**

The government of the Chamber shall be vested in the Board, the members of which shall consist of the president, vice-president, a treasurer, and immediate past president all of whom shall be ex-officio directors; and eight additional directors, four each elected in alternate years from among those who are eligible for election as a director of the Chamber.

### **6.02 Eligibility for Election as President, Vice-President, Treasurer, or Director**

Any Individual Member who is in good standing and any Business Member Representative appointed by a Business Member, which is in good standing, shall be eligible for election as president, vice-president, treasurer, or director. Any person holding elected office in either the federal, provincial, regional district, or municipal government is not eligible to be elected to the Board of Directors. A Member of the Board is eligible for re-election subject to sections 6.05, 6.06, and 6.07.

### **6.03 Election of President, Vice-President, Treasurer, and Directors**

At each annual general meeting of Members of the Chamber, the Members shall elect:

- (i) The President, who shall have a term of office not less than one year,
- (ii) The Vice-president, who shall have a term of office not less than one year,
- (iii) The Treasurer, who shall have a term of office not less than one year,
- (iv) Four other Directors, who each shall have a term of office of not less than two years, and
- (v) Such other Members of the Board as may be required.

6.04 The position of Past President will be filled automatically by succession by the president of the previous legislative term.

### **6.05 Terms of Office**

The term of office for the President, Vice President, Treasurer, and Past President shall commence April 01 following election to office, and shall continue for the longer of a period of one year or a period ending when a successor is elected.

6.06 The term of office of directors other than the president, the vice-president, past president, and the treasurer shall commence April 01 of the year immediately following election to office, and shall continue for the longer of a period of two years or a period ending when a successor is elected.

6.07 A Director after having served for two consecutive terms shall not be eligible to again stand for election as a Director of the Board until a period of one full year has elapsed from the conclusion of their second term of office. A Director who has served for two consecutive terms is however eligible to be elected to the position of President, Vice President, or Treasurer without any period of disqualification.

### **6.08 Filling Vacancies**

Whenever a vacancy occurs among the Members of the Board, the remaining Members of the Board by resolution may appoint from among those who are eligible for election as a Director of the Chamber a replacement to serve as President, Vice-President, Treasurer, or Director for the balance of the unexpired term. In the event that the position of Past President is vacated no replacement shall be named.

### **6.09 Removal from Office**

Any member of the Board may be removed from office by a majority vote of the Members of the Chamber present and voting at a general meeting or a special general meeting called pursuant to article 8.01 or 8.02.

Any Member of the Board may be removed from office by a two-thirds vote of the Members of the Board present and voting at any meeting of the Board. Any member of the Board removed from office by two-thirds vote of members of the Board may appeal to the Members of the Chamber and may be reinstated upon a resolution being passed by a majority vote of those eligible to vote at a general meeting or special general meeting of Members of the Chamber.

#### **6.10 No Remuneration**

No member of the Board shall receive remuneration for services rendered, but the Board may grant any member of the Board reasonable actual expenses.

#### **6.11 Local Government Liaison**

The City of Cranbrook and the Regional District East Kootenay will have the option to annually appoint a member of council as a liaison to the Board. The appointment shall be for a one year period beginning April 01 of the year the appointment is made. The council liaison shall not hold parliamentary rights but shall enjoy such other rights and privileges as the Board may from time to time determine, without payment of membership dues or assessments.

#### **6.12 Duties of the Board**

The governance and policy making responsibilities of the Chamber of Commerce shall be vested in the Board of Directors. The Board of Directors shall meet as frequently as required to satisfactorily fulfill their responsibilities.

#### **6.13 General Power of Governance**

The Board shall have the general power of governance. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province of British Columbia, Regional Governments, Aboriginal Governments, and Municipal Governments or any commissions, agencies, or committees deemed necessary.

#### **6.14 Indemnification**

Present or former Directors or officers of the Chamber are entitled to indemnification against all costs, charges, and expenses reasonably incurred by them in connection with the defence of any civil, criminal, administrative, investigative, or other action or proceeding in which they have been involved because of their association with the Chamber if the individuals seeking indemnification:

- a) were not judged by a court or other competent authority to have committed any fault or omitted to do anything that they ought to have done;
- b) acted honestly and in good faith with a view to the best interests of the Chamber or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Chamber's request;
- c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

### **6.15 Conflict of Interest**

It is the duty of all Directors and Officers of the Chamber to avoid real or perceived conflicts of interest in their dealings with the Chamber. A Director or Officer who has an interest in any matter, transaction, or contract will not participate in any way in any decision process relating to the awarding, amending, enforcing, or other dealings relating to the reportable contract or transaction or in any steps taken relating to the awarding, amending, enforcing, or otherwise dealing with the matter, contract, or transaction.

Should such situations arise, a Director will declare their 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 their fundamental duty as a Director and may result in their dismissal as per section 6.09

6.16 A Director or Officer will be in a conflict of interest if he or she directly or indirectly through his or her employment with, or ownership in, any business or entity or otherwise may stand to benefit in any manner from a matter, transaction, or contract involving the Chamber.

6.17 Any Board member who is a candidate in any municipal, regional district, provincial or federal election must take a leave of absence from the Board for the duration of that election campaign. The campaign is determined to be the period declared by the body governing the election process. If the Board member is subsequently elected he or she must resign from the Board upon being sworn in to the elected position.

### **6.18 Meetings of the Board**

Meetings of the Board shall be at the call of the president or upon a requisition in writing signed by no fewer than two members of the Board.

### **6.19 Notice of Meeting**

There shall be not less than forty-eight hours between the giving of notice of any meeting of the Board and the time named in the notice for the meeting except upon unanimous consent of the members of the Board.

Notice of a meeting may be given to a member of the Board by facsimile, electronic mail, or by other electronic means with a read receipt reply provision, or by leaving a notice in writing at the address most recently provided to the Chamber by the member of the Board.

The consent of each member of the Board to waive or shorten the notice period shall be communicated in writing and delivered to the person or persons calling the meeting prior to the commencement of the meeting. Delivery of such consent by facsimile, electronic mail, or by other electronic means shall be as effective as delivery of consent with an original signature.

### **6.20 Quorum**

The quorum for a meeting of the Board of Directors shall be seven or more members.

### **6.21 Attendance and Reply**

Members of the Board are expected to attend 80% of all the regularly scheduled Board meetings each governance year. Members of the Board not fulfilling attendance expectations can be removed from the Board by a two-thirds vote of voting members at a duly called meeting of the Board of Directors.

## **6.22 Notice of Attendance**

Members of the Board are expected to advise the Executive Director or their designate if they plan to attend the meeting or not upon notification of the meeting.

## **6.23 Participation in Meeting in Person or by Electronic Means**

A Board member may participate in any meeting of the Board in person or by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Chamber has available such a communication capability.

## **6.24 Voting**

Voting at a meeting of the Board shall take place by;

- (i) A show of hands for members in physical attendance,
- (ii) Board members participating by means of a telephonic, electronic, or other communication facility are entitled to vote at that meeting. The Board members not in physical attendance shall indicate their vote audibly with a “Yea” followed by their surname for the affirmative or a “Nay” followed by their surname for the negative. The chair shall clearly confirm the vote of the electronic participants.

## **6.25 Duties of President**

The president shall, if present, preside at meetings of the Board, and at general meetings and special general meetings of Members of the Chamber. The President shall sign all instruments that require signature by the President, and shall perform all duties as may, from time to time, be delegated by resolution of the Board.

## **6.26 Duties of the Vice-President**

The Vice-President, in the absence of the President or in the event of the refusal of the President to act, shall be vested with all the powers and shall perform all duties of the president. The Vice President shall perform all other powers and duties as may from time to time be assigned to them by resolution of the Board.

## **6.27 Duties of Treasurer**

The Treasurer shall keep, or cause to be kept, a proper record of all receipts and expenditures. The Treasurer shall cause all financial records to be prepared in accordance with generally accepted Canadian accounting standards for not for profit organizations.

The treasurer shall file, or cause to be filed, annual reports as required under the Boards of Trade Act, RSC Chapter B-8 and amendments thereto.

## **6.28 Appointment of Executive Director**

The Board may, by resolution, appoint an Executive Director, or enter into an employment contract with an Executive Director. The Executive Director shall be the Chief Executive Officer of the Chamber. At the behest of the Board, the Executive Director may be re-titled and conferred as the Chief Executive Officer of the Chamber.



## **Article 7: Nominating and Election Procedure**

### **7.01 Nominating Committee**

As early as is convenient in each calendar year and in any event prior to January 15 in each year, the Board shall strike a Nominating Committee to assist the Board and the Chamber in identifying persons willing, able, and eligible to serve the Chamber by becoming members of the Board of Directors.

The Nominating Committee shall also ensure that a full slate of candidates is nominated at the annual general meeting of Members of the Chamber. The Nominating Committee shall consist of the President, who shall chair the Nominating Committee, and selected members of the Board of Directors. The Nominating Committee will be charged with the responsibility of recommending to the Board candidates as follows:

- (i) For President, at least one candidate;
- (ii) For Vice-President, at least one candidate;
- (iii) For Treasurer, at least one candidate;
- (iv) For Directors, at least one candidate for each position to be filled by election.

The Nominating Committee will recommend candidates to the Board as soon as is practical and no later than February 28

### **7.02 Notice of Nomination by Nominating Committee**

The Board shall cause notice of the recommendations of the Nominating Committee and notice of the availability of copy of articles 6.02, 6.03, 6.05, 6.06 and 6.07 to be given to Members of the Chamber.

There shall be no fewer than 21 days between giving notice of the recommendations of the Nominating Committee and the day named for the annual general meeting of Members of the Chamber in the notice of that annual general meeting. Notice of Nomination shall be effective if published in any generally distributed Chamber publication the month prior to the election.

### **7.03 Nominating With Recommendation of Nominating Committee**

At the annual general meeting of Members of the Chamber, any person who is eligible for election as a Director of the Chamber and who is recommended by the Nominating Committee either before or after notice is given pursuant to article 7.02 may be nominated for President, Vice-President, Treasurer or Director, notwithstanding absence of notice pursuant to article 7.02.

### **7.04 Nominating Without Recommendation of Nominating Committee**

At the annual general meeting of Members of the Chamber, any person eligible for election as a Director of the Chamber may be nominated for President, Vice-president, Treasurer or Director providing delivery of the nomination signed by the nominator, a seconder, and the candidate has been made to the Nominating Committee.

There shall be no fewer than 14 days between the delivery to the Nominating Committee of the nomination in writing and the day named for the annual general meeting of the Members of the Chamber in the notice of that annual general meeting.

### **7.05 Election**

Any election, which is required, shall be by secret ballot. Voting shall occur by means of an in-person vote or by paper mail in ballot or a paper ballot modified to permit electronic proxy voting. The method and means of mail in voting and/or electronic proxy voting shall be as established by the Board of Directors.

### **7.06 Declaration of Office**

The President, Vice President, Treasurer, and the Directors shall after election or appointment and before entering upon the duties of office make a declaration before the Mayor of City of Cranbrook, any justice of the peace, or any other appropriate person.

The declaration shall be in the following form:

#### **Declaration**

*I declare that I will faithfully and truly perform my duty as (name of office) of the Cranbrook Chamber of Commerce, and that I will in all matters connected with the discharge of such duty, do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the Cranbrook Chamber of Commerce was constituted, according to the true intent and meaning of the same.*

## **Article 8: Meetings of Members of the Chamber**

### **8.01 Annual General Meeting**

The annual general meeting of Members of the Chamber shall be held after February 14 and on or before March 31 in each year at the time and place determined by the Board. Notice of the annual general meeting of Members of the Chamber and the day named in the notice for the meeting shall be provided as per section 8.03.

### **8.02 Special General Meeting**

A special general meeting of Members of the Chamber may be held at any time when called by the President, or requested in writing by way of a written request signed by any five Members of the Board or by any 10 Members of the Chamber or 5% of the Members of the Chamber eligible to vote, whichever is the greater.

Notice of a special general meeting of the Members of the Chamber and the day named in the notice for the meeting shall be given as per sections 8.03, 8.04, 8.05

### **8.03 Notice of Annual General Meeting and Special General Meeting of Members of the Chamber**

Notice of an Annual General Meeting or Special General Meeting of the Members of the Chamber and the day named in the notice for the meeting shall be given no fewer than 28 days prior to the date called for the meeting.

The notice of the annual general meeting or special general meeting of Members of the Chamber shall contain a brief statement of the matters to be presented to the special meeting of Members of the Chamber, and shall contain sufficient information to permit a Member to make a reasoned decision regarding those matters.

The inadvertent omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

Notice of a general meeting or special general meeting must specify the place, day, and hour of the meeting. Notice may be written, posted, or by publication.

#### **8.04 Written Notice**

Written notice may be given by sending a notice in writing to each Member of the Chamber before said meeting at the address most recently provided to the Chamber. The date on which notice is given shall be deemed to be the earlier of the date on which notices in writing are deposited for mailing, or the date on which notices in writing are received by Members in the event notices in writing are not deposited for mailing.

#### **8.05 Publication Notice**

Notice by publication of a general meeting or special general meeting may be given by advertisement in two consecutive publications of the generally distributed Chamber publications.

The publication date of the first notice shall be no fewer than 28 (twenty-eight) days prior to the date called for the meeting and the publication date of the second notice of the meeting shall be no less than 10 (ten) days prior to the meeting.

#### **8.06 Quorum**

At any general meeting or special general meeting of Members of the Chamber, 10 Members of the Chamber or 5% of the Members of the Chamber eligible to vote, whichever is the greater shall be a quorum.

If within 30 minutes of the time appointed for a general meeting or special general meeting of Members of the Chamber a quorum is not present, the Board may determine the time and place at which the meeting shall be re-convened.

Those present at the re-convened meeting will constitute a quorum. In the event that the meeting at which a quorum is not present is an annual general meeting, the re-convened meeting shall be held within 30 days of the date originally scheduled for the annual general meeting and to the extent that the Board shall determine it is practicable and reasonable, notice of the date on which the meeting is to be re-convened shall be given to the Members of the Chamber in the same manner as notice is given of an annual general meeting.

#### **8.07 Rules of Procedure**

The rules of procedure at any general meeting or special general meeting of the Members of the Chamber shall be determined by the Board in accordance with Roberts Rules of Order Newly Revised, provided that such practices and procedures do not conflict with the by-laws of the Chamber.

8.08 The President, or if the President is absent the Vice-President, shall preside at every general meeting or special general meeting of Members of the Chamber

8.09 If there is no President or Vice-President at a general meeting or special general meeting of Members of the Chamber, or if at any general meeting of Members of the Chamber the President or Vice-President is not present within 15 minutes after the time appointed to hold the meeting, or is unwilling to preside at the meeting, the Members present shall choose a person eligible for election as a director of the Chamber to preside at the meeting.

8.10 At any general meeting or special general meeting of Members of the Chamber, a resolution put to the vote of the meeting shall be decided by a show of hands, or if requested by the person presiding, a vote by a standing vote.

A standing vote shall be taken if requested by five (5) Members and if the request receives approval of two-thirds of the Members present and voting. If a vote by ballot is required, it shall be taken before any further motion is considered at the meeting.

## **Article 9: Fiscal Ye**

### **ar, Management of Funds and Audit**

#### **9.01 Fiscal Year**

The fiscal year of the Chamber shall commence on January 1 in each year.

#### **9.02 Borrowing**

For the purpose of carrying out its objects, the Chamber may borrow, or raise, to secure the payment of money as it thinks fit, and in particular by the issue of debentures provided however that these powers shall be exercised only with the authorization of Members of the Chamber given by resolution approved by a two-thirds vote of the Members present and voting at a general meeting or special general meeting of the Members of the Chamber.

#### **9.03 Accounts**

The Board is authorized to set up and administer with a chartered Canadian Bank or with a Credit Union registered under the Financial Institutions Act of British Columbia funds and accounts for the purposes of the Chamber.

#### **9.04 Signing Authority**

Negotiable papers shall be signed by any two of the following: the President, the Vice President, the Treasurer, and the Executive Director. Signing officers may also be appointed and authorized by resolution of the Board for the purpose of administering and operating accounts for funds deposited in any chartered Canadian Bank or with a Credit Union registered under the Financial Institutions Act of British Columbia.

#### **9.05 Annual Statement**

The Board of Directors shall cause to be prepared in accordance with generally accepted Canadian accounting standards for not for profit organizations and laid before the Members of the Chamber of Commerce at each Annual General Meeting.

- i) an income and expense statement covering the period from the date at which the last statement was made up to the date of the most recent fiscal year-end of the Chamber.
- ii) a balance sheet is at the date of the most recent fiscal year-end of the Chamber, accompanied by the auditor's report thereon.

#### **9.06 Auditor**

The Chamber, at each Annual General Meeting, shall appoint an auditor to hold office until the next Annual General Meeting. If an auditor is not so appointed one shall be appointed by the Board of Directors at the first meeting of the Board convened directly following the Annual General Meeting.

### **9.07 Auditor's Access**

The auditors shall have a right of access at all times to the books, accounts, vouchers and any and all supporting documents of the Chamber, and shall be entitled to require from the Directors and Officers of the Chamber such information and explanations as they may deem necessary for the performance of their duties as auditors.

## **Article 10: Seal, Books and Records of the Chamber**

### **10.01 Seal**

The Executive Director shall have custody and control of the seal of the Chamber.

10.02 The seal of the Chamber shall be affixed to any instrument, deemed appropriate by resolution of the Board, as per operational policy approved by the Board or as requisite to maintain compliance in the execution of documents as directed by the Canadian Chamber of Commerce.

### **10.03 Records**

The Executive Director shall have the custody and control of the books and records of the Chamber. All of the books and records of the Chamber may be inspected by those who are eligible for election as a director of the Chamber at any reasonable time at the office of the Executive Director on the premises of the Chamber.

The minutes of the proceedings of all meetings of the Chamber shall be open to inspections by any Member, free of any charge, at any reasonable time, at the office of the Executive Director on the premises of the Chamber.

### **10.04 Records Maintenance and Disposal Procedures**

The Chamber will maintain its files and records in accordance with the requirements of any applicable Federal or Provincial laws, rules, or regulations relating to such records and will in any event retain all financial records for a period of not less than seven years and retain all records of the Board for a period of not less than three years.

Before any files that the Board of Directors may determine may have some historic or social significance are disposed of, those files or records may be offered to the Museum Society or any other archive that may deal with such records for the use of such society or archive.

## **Article 11: Dissolution Clause**

### **11.01 Dissolution of the Chamber and Distribution of Assets**

In the event of amalgamation with another Chamber, or Board of Trade, or other organization or organizations with similar objectives, the Chamber's assets shall be transferred to the successor organization.

11.02 Upon a resolution of a two-thirds vote of the Members at a general meeting, or at a special general meeting of Members of the Chamber called for the purpose of dealing with the dissolution of the Chamber, declaring that the Chamber is incapable of exercising or has ceased to exercise its franchise, the Board shall request that the Governor in Council dissolve the Chamber.

11.03 After the passing of a resolution provided for in this section and subject to any direction given by the Governor in Council relating to the winding up of the affairs of the Chamber, the Board and the Chamber shall continue to act only as far as it is necessary for the purpose of the liquidation of the assets and business of the Chamber and to facilitate the orderly winding up of the affairs of the Chamber.

11.04 A request for dissolution made to the Governor in Council may include a request or recommendation that the assets of the Chamber be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected and identified by the Board of Directors or to the Corporation of the City of Cranbrook. In no case shall remaining funds be distributed to Members of the Chamber.

## **Article 12: Affiliation**

**12.01** The Chamber, at the discretion of the Board, shall have the power to affiliate with The Canadian Chamber of Commerce, The British Columbia Chamber of Commerce or any other organizations in which membership may be in the interests of the Chamber.

## **Article 13: Alteration of By-laws, Repeal and Effective Date**

**13.01** By-laws may be made, replaced or amended by a majority vote of the Members of the Chamber present and voting at any general meeting or special general meeting of Members of the Chamber, providing notice of such proposal has been given in writing by one person eligible for election as a Director of the Chamber and seconded by another person eligible for election as a Director of the Chamber at a previous general meeting of Members of the Chamber and duly entered as a minute of the Chamber, and providing notice in writing has been given to all Members of the Chamber.

There shall be no fewer than 28 days between giving notice of the meeting at which such proposal is put to a vote for acceptance or rejection and the day named in the notice for the meeting.

13.02 With the coming into force of these by-laws, all former by-laws are repealed.

13.03 By-laws shall be binding on all Members of the Chamber, its Directors and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by the Minister of Industry for the Government of Canada or successor Ministries of the Government of Canada charged with administration of the Board of Trade Act.

***This is certified a true and accurate copy. Original on file at the offices of the Cranbrook Chamber of Commerce, 2279 Cranbrook Street North, Cranbrook, BC, and can be viewed during regular office hours.***



David D. Hull  
Executive Director