

CLOVERDALE DISTRICT CHAMBER OF COMMERCE
(Established under the Boards of Trade Act, Canada)
BYLAWS

Approved by Members on:

ARTICLE 1.0 NAME

1.1 The name of this organization shall be CLOVERDALE DISTRICT CHAMBER OF COMMERCE (referred to herein as the “Chamber”).

ARTICLE 2.0 PLACE OF BUSINESS

2.1 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 and known as the district of Cloverdale (herein after referred to as “District”) within the City of Surrey, in the province of British Columbia.

ARTICLE 3.0 OBJECTIVE

3.1 The Chamber is constituted under the Boards of Trade Act, Canada for public benefit and is not organized for the private gain of any person.

3.2 The objective of the Chamber shall be to promote and improve trade and commerce and the economic, civic and social welfare of the district.

3.3 The Chamber shall be non-sectional, non-partisan and non-sectarian and shall not lend its support to any candidate for public office.

ARTICLE 4 DEFINITIONS AND INTERPRETATION

4.1 Definitions

The following are definitions of words and their meaning within these bylaws:

Chamber – refers to the CLOVERDALE DISTRICT CHAMBER OF COMMERCE;

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

Board – means the directors of the Chamber and is used in place of the word “Council” as referred in the Act.

District – refers to that area, within and for which the Chamber was established, as defined in the Certificate of Registration under the *Boards of Trade Act (R.S.C., 1985, c B-6)*

Corporate Member – refers to any member who is an association, corporation, society, partnership or estate;

Representative – means the designated representative of a member which is an association, corporation, society, partnership or estate;

Ordinary resolution – means any resolution requiring a majority vote;

Special resolution – means any resolution requiring a two thirds majority.

4.2 Masculine and Feminine

Where words imparting the masculine or feminine occur in these bylaws, they shall be understood to include the opposite.

4.3 Definitions in Act Apply

The definitions in the Act apply to these Bylaws

4.4 Conflict with Act or regulations

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

ARTICLE 5 MEMBERSHIP

5.1 Eligibility for Membership

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.

5.2 Corporate Membership

(1) Associations, corporations, societies, partnerships 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.

(2) 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.

5.3 Application for Memberships

(1) Application for membership shall be by written or electronic form as approved by the Board.

(2) At any general meeting of the Chamber, any member of the Chamber may propose any person referred to in subsection 5.1 as a candidate for membership in the Chamber.

(3) If a proposal referred to in subsection 5.3(2) is carried by a two-thirds majority of the members of the Chamber then present, the person who is proposed for membership is from that time a member of the Chamber and has all the rights and is subject to all the obligations of the other members.

5.4 Membership Term

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 by action of the Board.

5.5 Termination of Membership

Any member of the Chamber who intends to retire therefrom or to resign their membership may do so, at any time, on giving notice to the Chamber by written form, electronic mail or verbally and upon discharging any lawful liability which is standing on the books of the Chamber against them at the time of such notice.

5.6 Failure to Pay Dues

(1) The Board may remove from the roll of members the name of any newly enrolled member failing to pay the required dues within thirty (30) days of admission, or of any other member who fails to pay such dues within ninety (90) days of the date on which they fall due.

(2) Upon such action by the Board, all privileges of membership shall be forfeited. Any such member having been removed from the roll of members under this section may re-apply to the Board for reinstatement, subject to approval of the Board and to the payment of all monies previously outstanding and having paid the current dues assessed on the application.

5.7 Rights and duties of members

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;
- c) 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 registration on the Chamber website.

5.8 Uphold the Constitution

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

5.9 Honourary Life Membership

Persons who have distinguished themselves by some meritorious or public service, or who have made a significant contribution to the betterment of the community may be elected Honourary Life Members by a majority vote of the Board. Honourary Life Membership shall exclude the right to hold office or vote at any of the Chamber meetings.

5.10 Expulsion

Any member of the Chamber may be expelled by a two-thirds vote of the Board, for cause.

ARTICLE 6 DUES AND ASSESSMENTS

6.1 Dues

The basis for and amount of annual dues payable by members, including any administration or other fees, shall be determined by the Board.

6.2 Other Assessments

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

ARTICLE 7 DIRECTORS

7.1 Board of Directors

(1) The Board of Directors shall be comprised of 13 directors.

(2) The directors shall include the offices of President, Vice-President, Secretary, and past president, each of whom must be elected as a director prior to taking office for the year. The positions of Treasurer and 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.

7.2 Term of Directors

Directors term of office shall commence on October 1st of each year and the Board shall seek the commitment of approximately one-half of the Board to run for a second term to afford continuity on the Board.

7.3 Directors Oath

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 Cloverdale District 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 consciously believe to be adapted to promote the objects for which the Chamber was constituted, according to the true intent and meaning of the same."

7.4 Election of Board of Directors

Elections to the Board shall be governed under the following provision:

- (a) Directors shall be elected at the Annual General Meeting or the first quarterly meeting of the members each year.
- (b) Directors to be elected must be individuals who are members or representatives of corporate members of the Chamber.
- (c) 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.
- (d) 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.

7.5 Qualifications

The Board may from time to time in its discretion determine and recommend qualifications of candidates for election to the Board and may recommend those candidates with such qualifications. The Board shall not otherwise disqualify or prevent a member from being nominated as a candidate for election.

7.6 Election Process

A list of candidates, including a brief biography of each, who have signed and returned the nomination form shall be sent by electronic communication to all members at least ten (10) days prior to the annual general meeting. The Board shall ensure that an accurate list of members in good standing is prepared and available at the annual general meeting and cause a ballot form to be prepared setting out the name of each candidate with a check box allowing members to check those they wish to vote onto the Board. Those members each receiving the highest number of votes up to the number of positions available shall be declared elected.

7.7 Vacancies on the Board of Directors and filling casual vacancy

Vacancies of the Board shall be filled under the following provisions:

(a) Where a member of the Board dies or resigns his or her office or whose term of office is terminated pursuant to section 5.5 or 5.6 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 or resigned or been terminated.

(b) A director elected under this section by the Board to fill a vacancy shall hold office until the next annual election.

7.8 Ex-officio Member

In the event the immediate past president is not elected as a director they shall be an ex-officio, non-voting member of the Board for the director's year immediately following the annual general meeting. Such ex-officio member shall have no voting rights and be an advisory position. If the immediate past president takes up a position on the board as an ex-officio member under this clause, they do not count towards the total number of directors.

7.9 Removal of Directors or Officers

(1) 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.

(2) 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 a 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 of the members present at the special general meeting called for that purpose.

(3) 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 a director's 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.

7.10 Length of Service

A director may not serve on the Board exceeding eight (8) consecutive years.

7.11 Power of Administration

The Board shall have the general power of administration.

7.12 Board Meetings

(1) The Board shall meet at least monthly except for the months of August and December or as otherwise determined by the Board, or when requested by the President or at least two (2) members of the Board.

(2) Notice of all Board meetings shall be convened by the Secretary if the conditions set out in Article 7.12.1 are met.

(3) 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.

(4) The directors may regulate their meeting and proceedings as they think fit.

(5) Director meetings shall be presided over by the following figures in the following order of precedence:

(a) the President;

(b) the Vice-President; and

(c) one of the directors present at the meeting.

(6) Each director shall have the right to vote and shall have one vote.

(7) In the case of a tie vote, the presiding officer shall have a casting vote. This provision applies to all meetings including those of members, directors and committees.

(8) Director meetings shall be open to all members of the Chamber who may attend, but not take part in the proceedings.

(9) 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.

7.13 Other Powers

The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any bylaw of the Chamber provided, however, that such powers are not inconsistent with the provisions of the Boards of Trade Act.

7.14 Quorum

Any five (5) or more members of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.

7.15 Committees

The Board, or at their request, the President, may appoint committees or designate members of the Board, the Chamber or others, to examine, consider and report upon any matter or take such action as the Board may request. Any such committee may be terminated by the Board at its discretion.

7.16 Non-remuneration

(1) Directors, including Executive Officers of the Chamber shall not receive any remuneration for services in their capacities as officers or directors, but the Board may approve reimbursement of reasonable expenses.

(2) Paid employees of the Chamber shall not be members of the Board or Executive Officers but shall be entitled to the following:

(a) to attend Board meetings, with the consent of the Board, in a non-voting capacity, and

(b) any other responsibilities or rights which the Board wishes to confer upon them.

7.17 Public Pronouncements

Any public pronouncements in the name of the Chamber must be authorized by the Board or by a person to whom the Board has delegated this authority.

ARTICLE 8 EXECUTIVE OFFICERS

8.1 Executive Officers

(1) The executive officers of the Chamber shall be a President, Vice-president, Secretary and Treasurer and immediate past president who shall each have been elected to the Board of Directors under bylaw section 7.6.

(2). These by-laws expand the definition of executive officers to include the offices of treasurer and immediate past-president, each of whom must also be elected as directors. 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 and secretary, as recommended by the Board. The individual holding the title of past-president need only be elected as a director and shall then be given the title of past-president by the fact that he or she was president in the immediate preceding year.

(a) In the event the immediate past-president is not elected as a director then the terms of section 7.8 shall prevail and be in effect.

(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 or appointed pursuant to section 7.8.

8.2 Role of President, Vice-President, Secretary and Treasurer

(1) The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

(2) 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.

(3) 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 records of the Chamber in accordance with the Act;

(d) filing the annual report of the Chamber and making any other filings under the Act, and;

(e) maintain custody of the corporate seal.

(4) The treasurer is responsible 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 Chamber financial statements, and;
- (d) making the Chamber's filings respecting taxes or information returns required by the taxation authority.

(5) In the absence of the secretary from a meeting, the Board must appoint another individual to act as Secretary for the meeting.

(6) The Board may, for each officer,

- (a) determine the functions and duties the officer is to perform,
- (b) entrust to and confer on the officer any of the powers exercisable by the Board on such terms and conditions and with such restrictions as the Board think fit, and
- (c) from time to time revoke, withdraw, alter or vary all or any of the functions, duties and powers of the officers.

8.3 Term of Office

Executive Officers shall be appointed for one-year term with the proviso that in certain circumstances where an officer resigns from office the term shall be reduced accordingly. Where the term is reduced due to circumstances the Board may appoint another director to serve the balance of the term.

8.4 Duties of Executive Officers

The executive officers shall be specifically charged with administering the financial and business affairs of the Chamber and shall have full responsibility, with power to act, on all routine matters as specified by the Board affecting the general administration and finance of the Chamber.

8.5 Other Duties of Executive Officers

The executive officers may also deal with such matters as are delegated to them by the Board or with any matters of an urgent nature which may arise between meetings of the Board. In such cases, however, the officers shall report their actions for ratification by the Board.

8.6 Signing Authority

Unless otherwise directed by the Board, the signing authority shall be any two of the executive officers, being the President, Vice-president, Secretary and Treasurer.

ARTICLE 9 – MEETINGS

9.1 Notice and Place of Meetings

(1) All meetings shall be held at a time and place as determined by the Board and shall be held within the geographic area defined in section 2.1 of these Bylaws.

(2) Notice of annual, special, and general meetings must specify the date, time and place of the meeting.

(3) All meetings of members shall be in person, voting shall only be by those present, proxy votes are not allowed.

(4) A majority of members present at a meeting are competent to do and perform all acts, under the Act or the Bylaws.

9.2 Annual General Meeting

An annual general meeting of the Chamber shall be held not later than September 30 each year to elect directors, approve annual financial statements, and such other matters as the Board may bring forward. Notice of the Annual General Meeting shall be provided at least thirty (30) 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.

9.3 General Meetings

(1) 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 three (3) 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.

(2) 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 adjourned meeting other than business left unfinished at the adjourned meeting.

(3) 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.

9.4 Special General Meetings

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.

9.5 Quorum

(1) 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.

(2) At any annual, general or special general meeting of the Chamber twelve (12) members shall be a quorum and a majority of members present shall be competent to do and perform all acts that, either under the *Boards of Trade Act* or any bylaw of the Chamber, are or shall be directed to be done at a meeting. If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, or day immediately following where the day would otherwise be on a statutory holiday. If at such adjourned meeting a quorum is not present within 30 minutes from the time appointed, the members present shall be a quorum.

(3) A member must be in good standing at least thirty (30) days prior to a meeting in order to vote at such meeting.

(4) 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 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.

9.6 Chair of meetings

(1) The chairperson of an annual, general or special meeting shall be the following in order of precedence:

- (a) the President;
- (b) the vice-President;
- (c) any other director present at the meeting.

(2) If there is no individual defined under section 9.6.1 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 chair.

9.7 Minutes

(1) The Board shall cause minutes to be taken for all general and Board meetings and to be kept in the records of the Chamber.

(2) The books referred in section 9.7.1 shall be open to all reasonable hours to any member of the Chamber free of any charge.

9.8 Rules of Order

All meetings of the Chamber, Board, Committees or other incidental meetings shall be governed by the latest edition of Roberts Rules of Order, Newly Revised.

ARTICLE 10 - PROTECTION OF MEMBERS OF THE BOARD

10.1 Acting in Good Faith

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.

10.2 Exemption from Liability

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 for other loss, damage or misfortune whatever which may happen in the execution of his or her duties as a member of the Board.

10.3 Indemnification

The Chamber shall indemnify and save harmless a member of the Board, or a former member of the Board, and his or her respective heirs and legal representatives, from and against all costs, liabilities and expenses (including without limitation legal costs on a solicitor and client basis) which may be incurred by reason of being or having been a member of the Board, if:

- a) he or she acted honestly and in good faith with a view to the best interests of the Chamber; and

- b) he or she had reasonable grounds for believing that his or her conduct was lawful in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty.

10.4 Insurance

The Chamber will purchase and maintain insurance for the benefit of all members of the Board, or former members of the Board (while the policy is in force), against such liabilities and in such amounts as the Board may determine from time to time.

ARTICLE 11 – AFFILIATION

11.1 Affiliation

The Chamber, at the discretion of the Board may affiliate with the Canadian Chamber of Commerce, the British Columbia Chamber of Commerce and any other organizations in which membership may be in the interest of the Chamber.

ARTICLE 12 – FISCAL YEAR

12.1 Fiscal Year

The Fiscal year of the Chamber shall commence on the first day of April of each year and end on the thirty first day of March of the subsequent year.

ARTICLE 13 – AUDIT AND DISCLOSURE

13.1 Audit

(1) Pursuant to section 203 of the *Business Corporations Act [SBC 2002] Chapter 57*, the Chamber is required to appoint an auditor to audit the Chamber's financial statements annually.

(2) The Board may waive the requirement for an audit as required in clause 13.1.1, by unanimous resolution through a vote and its results must be recorded in the minutes and reported to the members at the AGM. Given the size and financial assets of the Chamber, the Board may determine that a lesser standard of reporting be adopted and if deemed necessary, shall engage an independent member firm with the Chartered Professional Accountants of Canada designation to perform an annual Review engagement or Notice to Reader engagement.

13.3 Request for Audit

In the event that any member requests in writing that an audit be undertaken the request will be taken to the members at the first subsequent general meeting to approve or disapprove the cost of undertaking such audit. The decision of the membership shall be final.

13.4 Books of Account

The books of account of the Chamber shall be open to any Member upon reasonable notice, free of charge during normal Chamber business hours.

ARTICLE 14 - Annual Summary

14.1 – Annual Summary Filing

(1) The Chamber shall, on or before June 1 in every year, make a summary as of the March 31 preceding, specifying the following particulars:

- a) the name of the Chamber;
- b) the manner in which the Chamber is incorporated, giving the date thereof;

c) the date on which the last general meeting of the members of the Chamber was held; and

d) the names and addresses of the persons who at the date of the return compose the Board of Directors of the Chamber.

(2) The summary referred to in section 14.1.1 shall be completed and filed in duplicate in the Department of Industry on or before June 1 in every year.

(3) Each of the duplicates referred to in subsection 14.1.2 shall be signed by the Secretary of the Chamber.

ARTICLE 15 – BYLAWS

15.1 Bylaws

Bylaws may be made, repealed, or amended by a majority of the members present at any annual or at any general meeting specifically called for that purpose.

15.2 Bylaws Changes

Bylaws will come into force when approved by a majority of members at an annual or special general meeting called for that purpose and then only thirty (30) days after receipt of approval from the Minister of Industry for Canada.

ARTICLE 16 – DISSOLUTION

16.1 Dissolution

Where it becomes evident there is a need to dissolve the Chamber a special general meeting will be called of the members at which a 2/3 vote is required to dissolve the organization.

16.2 Debts and Obligations

In the event of the dissolution of the Chamber, the Board shall undertake to ensure that all outstanding debts and obligations of the Chamber are satisfied.

16.3 Disposition of Assets

On dissolution of the Chamber, any remaining monies or other property shall be distributed to one or more not for profit, charitable, educational or board of trade/chamber of commerce as determined by the Board. The Board shall apply to Industry Canada to be formally dissolved.

16.4 Minister Approval

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.

ARTICLE 17 – TRANSITION

17.1 Bylaw Enactment

These bylaws are to be enacted and take effect thirty days (30) after they are approved by the membership at an annual general meeting and have received approval by the Minister of Industry.

17.2 Transition of Board of Directors

(1) Upon the enactment of the bylaws, the incumbent Board shall remain in place until the next scheduled annual general meeting when the entire Board shall be subject to re-election per the terms set out in these by-laws.

(2) During this period of transition, the incumbent Board shall be bound by these bylaws and their operation and functions, including the replacement of vacancy and other matters that may arise are to be followed by these newly enacted by-laws.

17.3 Incumbent Board of Directors Authority to act

During this transition period the incumbent Board shall have the ability to exercise the authority entrusted upon it by these by-laws until such time as a new Board is elected per the time period set out in section 17.2

End

These bylaws are in accordance with the Boards of Trade Act, R.S.C., 2985, c. B-6 and should be read in conjunction with the Act.