

THE CHAMBER.

GREATER VICTORIA
CHAMBER OF COMMERCE

BY-LAWS

Approved at AGM May 10, 2016

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1. ARTICLE 1 - NAME AND OBJECTIVES

1.1. Name

The name of this organization shall be the GREATER VICTORIA CHAMBER OF COMMERCE.

1.2. Objectives

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

1.3. Meeting Place

The usual place of meeting shall be within that area of British Columbia known as Greater Victoria.

1.4. Statement of Principles

The Chamber shall operate under the principles of competition in a free marketplace and in a fair and equitable manner.

2. ARTICLE 2 - INTERPRETATION

2.1. Definitions

In these by-laws:

"Annual General Meeting" refers to a meeting held pursuant to section 7.1;

"Board" means the board of directors of The Chamber, and is synonymous with term the "council" as defined in the Boards of Trade Act;

"Board of Trade Act" means the *Board of Trade Act*, R.S.C., 1985, c. B-6 or successor legislation;

"Chair" means the current chair of the Board, and is synonymous with the term "president" as used in the Boards of Trade Act;

"Chamber" means the "Greater Victoria Chamber of Commerce", as referenced in section 1.1, and is synonymous with the term "Board of Trade" as defined in the Boards of Trade Act;

"Chief Executive Officer" means the current chief executive officer of The Chamber.

"Committee" means a committee of the Board;

"Director" means a current director of the Board;

"District" means that area, within and for which this Chamber was established, as defined in the Certificate of Registration under the Boards of Trade Act.

"Executive Committee" means the Committee referred to in section 5.22;

“General Meeting” means either an Annual General Meeting or a Special General Meeting;

“Nominating Committee” means the Committee referred to in section 5.25;

“Officer” means a member of the Executive Committee;

“Past Chair” means the immediate past chair of the Board;

“Secretary” means the current secretary of the Board;

“Special General Meeting” means a meeting held pursuant to section 7.2;

“Treasurer” means the current treasurer of the Board; and

“Vice-Chair” means the current vice-chair of the Board, and is synonymous with the term “vice-president” as used in the Boards of Trade Act.

2.2. Masculine/Feminine

Wherever words imparting the masculine occur in these by-laws, they shall be understood to include the feminine and vice versa.

3. ARTICLE 3 - MEMBERSHIP

3.1. Eligibility of Persons

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.

3.2. Eligibility of Organizations

An association, corporation, society, partnership or estate which is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District may become a member of The Chamber.

3.3. Admissions of Members

Subject to the Board’s membership approval process, an eligible person, including an eligible organization, becomes a member by paying their dues and by voluntarily affirming their desire to assume the rights of membership and their willingness to be subject to all of the obligations of membership.

3.4. Notice of Resignation

Any member of The Chamber who intends to retire there from or to resign their membership, may do so, at any time, upon giving to the Board ten days’ notice in writing of such intention and upon discharging any lawful liability which is standing upon the books of The Chamber at the time of such notice.

3.5. Failure to pay dues

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

3.6. Honorary 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 as an honorary life member by a majority vote of the Board. An honorary life member shall be entitled to all of the privileges of membership in The Chamber, except the privilege of holding office, and an honorary life member shall be exempt from the payment of annual membership dues.

3.7. Expulsion

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

3.7 Seeking Public Office

A Director shall be required to take a leave of absence from the Board to seek elected public office before publically announcing their intentions and if elected the Director must resign from the Board.

4. ARTICLE 4 - DUES AND ASSESSMENTS

4.1. Dues

The basis for and amount of annual dues payable by members of The Chamber shall be determined annually by the Board.

4.2. Other Assessments

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

5. ARTICLE 5 - BOARD OF DIRECTORS AND OFFICERS

5.1. Composition of the Board

The Board shall be comprised of not ~~more than 15 elected~~ ~~less than twelve or more than twenty~~ persons elected for a two year term commencing January 1st, from among members or representatives (as described in section 8.1). The number to be elected shall be determined each year by the Board and where more than one half of the Directors are required to be elected in any one year, the candidates, up to such one half, receiving the most number of votes, shall be elected for a two year term, with the balance to be elected for a one year term, so as to preserve as closely as conveniently possible the concept of one half of the Board being elected each year.

Commented [CH1]: Better reflects modern corporate governance practices and the board's current make up.

5.2. Nomination and Notice of Election

Each year, at a time to be determined by the Board, a letter shall be sent to all members of The Chamber who are in good standing, apprising them of the forthcoming election to the Board of Directors and outlining the duties and obligations of Directors. Such letter shall also contain a provision for signature by a proposed candidate and three nominators. Thereafter, and within the time prescribed by the Board, members or representatives who are prepared to stand for election to the Board shall file, as directed, such letter signed by the proposed candidate and three nominators, all of whom shall be members in good standing.

5.3. Election Process

A list of candidates who have signed and returned the nomination letter as aforesaid, shall be mailed and/or distributed by electronic communication to each voting member or representative accompanied by a ballot. Upon this ballot each voting member or representative may vote for as many candidates as there are Directors to be elected. Completed ballots shall be forwarded as directed, to be counted by such means as deemed appropriate by the Board. Ballots shall be available for inspection by Officers and defeated candidates only, on such terms as may be determined by the Board and all ballots shall be destroyed thirty days after the day of election.

5.4. Appointments to the Board

Where the Board is comprised of fewer than ~~fifteen~~ ~~twenty~~ persons, due to deaths, resignations or otherwise, the Board may at any meeting thereof appoint a member or members to fill such vacancies, provided however that any such appointments shall be for a one year term (or balance thereof) only.

Commented [CH2]: Consistent with maximum of 15 elected board members as per section 5.1

5.5. Ex-Officio members

The retiring Chair shall be an ex-officio member of the Board with voting rights.

5.6. Length of Service

No Director shall be entitled to serve for a period exceeding eight consecutive years, except as permitted in section 5.35, and except that a Vice Chair who has served as a Director for eight consecutive years may seek re-election for one additional term.

5.7. Suspension or Termination of an Officer or Director

Subject to The Chamber's leave of absence provisions, any Officer or Director may be suspended, by the Board, from their office or have his or her tenure of office terminated, by the Board, if they are absent for three consecutive meetings of the Officers or Board as the case may be, or if, in the opinion of the Board, they are remiss in the performance of their duty, or conducts themselves in a manner judged by the Board to be inconsistent with the objectives of The Chamber.

Any Officer or Director so suspended or whose tenure of office has been terminated, shall receive notification in writing. Any Officer or Director so suspended or whose tenure of office has been terminated shall have a right of a hearing before the Board provided that they shall deliver to the Chair a written notice of request for a hearing within 20 business days from the date of a letter advising the applicant of the decision of the Board and of their right to a re-hearing. On the re-hearing by the Board, the Board shall permit the applicant to make any relevant submissions they may wish to make. Any decision by the Board arising from the re-hearing shall be provided to the applicant in writing in a timely manner.

5.8. Leaves of Absence

Any Officer or Director may apply to the Chair for a leave of absence from their position, for up to three consecutive months or until the end of their designated term of office, whichever comes first. The leave may be sought for either personal or professional purposes. If the Officer or Director wishes to extend their leave of absence beyond the original leave-period permitted, they must apply, in writing, to the Chair for a further extension of up to three consecutive months. If the Officer or Director's absence extends beyond a cumulative six consecutive months, the Board may, at its discretion, declare the position vacant.

5.9. Suspension or Termination of a Committee Member

An Officer, the chair of a Committee, or two or more members of the Committee, may bring a written complaint, concerning a Committee member, to the Chair. Upon receipt, the Chair shall direct the Board to investigate the complaint and if, in the opinion of the Board, the Committee member who is the subject of the complaint is remiss in the performance of their duties, or has conducted themselves in a manner judged by the Board to be inconsistent with the objectives of The Chamber, then the Committee member may have their Committee membership suspended or terminated by the Board.

5.10. Succession

In the event the Chair is unable to perform their duties the order of succession will be: 1. the Vice Chair, 2. the Secretary, 3. the Treasurer, 4. the at-large members of the Executive Committee in alphabetical order by last name, 5. the Past Chair.

5.11. Power of Administration

The Board shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.

5.12. Other Powers Consistent with the Board of Trade Act

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

5.13. Definition of Quorum

A simple majority of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers or jurisdiction of the Board.

5.14. Voting

Every Director shall be entitled to cast one vote on any given motion, except for the presiding officer, who shall have a vote only in the event of a tie.

5.15. Creation of By-laws, Rules & Regulations

The Board shall from time to time frame such by-laws, rules, and regulations as appear to be best adapted to promote the welfare and objectives of The Chamber.

5.16. Committees

The Board, or at its request, the Chair, 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 committee may be terminated by the Board.

5.17. Power of the Board over Committees and Officers

The Board may suspend any committee chair from office or have his or her office terminated.

5.18. Paid Employees shall not serve as a Director

No paid employee of The Chamber shall be a member of the Board. Directors shall receive no remuneration for services rendered, but the Board may grant any of these officers' reasonable expense monies.

5.19. Remuneration of Directors

Directors shall receive no remuneration for their services rendered to The Chamber, but the Board may grant any of these Directors reasonable expense monies. It is understood that the Board may be invited to appoint one of its Directors to another board and that the latter position may have remuneration attached to it. In such cases, this clause does not apply and that Director shall be free to accept any associated remuneration.

5.20. Remuneration of Committee Members

Committee members, including Directors and Officers, of The Chamber shall receive no remuneration for services rendered to The Chamber, but the Board may grant any of these Officers' reasonable expense monies. It is understood that the Board may be invited to appoint one of its Committee members to another board and that the latter position may have remuneration attached to it. In such cases, this clause does not apply and that Committee member shall be free to accept any associated remuneration.

5.21. Spokesperson

The Chair and Chief Executive Officer shall be the public spokesperson for The Chamber. No public pronouncement in the name of The Chamber may otherwise be made unless authorized by these Officers or by some person or persons to whom these Officers have delegated this authority.

5.22. Executive and Officers

The Chair will also be chair of a committee, hereinafter referred to as the “Executive Committee”, which will consist of the Chair, the Past Chair, the Vice Chair, Secretary, Treasurer and the Chief Executive Officer. The Executive Committee may also include up to 2 members of the Board at large, as selected by the Executive Committee, at their discretion. A quorum of the Executive Committee shall be a simple majority.

5.23. Term of the Board Chair

The term of the Board Chair shall be two years.

5.24. Term of the Past Chair

The term of the -Past Chair shall be for one to two years, commencing upon the end of the occupant's service as the Chair. The term shall be determined at the discretion of the current Board Chair.

5.25. Nomination and Selection of Officers

The Officers shall be elected from among the Directors as follows: at a meeting conveniently soon after the election of Directors for the coming year, the Board shall appoint a nominating committee, hereinafter referred to as the “Nominating Committee”, which will consist of three or more members not seeking election, with the retiring Chair acting as chair of the committee. The Nominating Committee shall prepare a slate of nominations for the offices and shall present its report to a meeting of the Directors for the coming year who may then confirm the same or receive other nominations from the floor. In the event that voting is required, it shall be done by secret ballot.

5.26. Duties of Officers

Subject to the specific duties of their respective offices, the 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 affecting the general administration and finance of The Chamber.

5.27. Duties of the Chair

The Chair shall, if present, preside at meetings of the members of the Board and at General Meetings and Annual General Meetings of members of The Chamber. The Chair shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meetings that which he or she may think concerns The Chamber.

5.28. Duties of the Vice-Chair

In the absence of the Chair, or in the event of the refusal or inability of the Chair to act, the Vice-Chair shall be vested with all the powers and shall perform all of the duties of the Chair, until such time as a new Chair is selected and confirmed by the Board. The Vice-Chair shall perform all other powers and duties as may from time to time be assigned to them by resolution of the Board.

Commented [CH3]: The change allows the term of the Past Chair to mirror the two year term of the Board Chair. If the Past Chair is not willing or able to fulfill the role for two years, the Board Chair has the discretion to reduce the term to one year.

5.29. Duties of the Secretary

The Secretary shall ensure that all minutes of the meetings of the Board be transcribed, signed upon approval, and kept as archives.

5.30. Duties of the Treasurer

The Treasurer shall keep, or cause to be kept, a proper record of all receipts and expenditures. The Treasurer shall provide an annual audit of the books of The Chamber by a firm of chartered professional accountants and shall cause to be presented at the Annual General Meeting of the Members of The Chamber a copy of the annual financial statements of the fiscal year ending December 31st of each year. The Treasurer shall file, or cause to be filed, annual summaries as required pursuant to the Act.

5.31. Duties of the Chief Executive Officer

The Chief Executive Officer shall cause to be kept the minutes of the proceedings of The Chamber and attend to the publication of its reports, and shall make reports of their activities at such times as the Board may direct. Additionally, the Chief Executive Officer shall be responsible for executing those duties delegated to him or her by the Board, and shall be responsible for the administration and management of The Chamber, subject to the direction provided to him or her by the Board. The Chief Executive Officer shall have the power to employ such assistance as may be necessary in the conduct of the business assigned.

5.32. Delegation of Other Duties to Officers

The 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 or otherwise by the Board.

5.33. Signing Authority

Unless otherwise directed by the Board, the signing authority shall be any two of the following, Chair, Vice Chair, Past Chair, or Chief Executive Officer. They shall be empowered to sign and or seal any document or papers on The Chamber's behalf.

5.34. Council of Governors

The immediate Past Chair shall be the Chair of the Council of Governors. All past-Chairs are members of the Council of Governors subject to the provisions of section 5.7. The Council of Governors shall have no power or authority over the Board of Directors or Officers or members of The Chamber but may be asked to carry out functional duties at the request of the Board or the Chair.

5.35. Extension of Term of the Chair

Notwithstanding sections 5.1, 5.2 and 5.3, where the term of the Chair as a Director expires at the end of the year, just prior to, or while serving as, Chair, that individual's term as a Director shall be automatically extended for a further two (2) year term and that individual shall be deemed to have been elected as a Director for such further two (2) year term.

Commented [CH4]: Mirrors the change to a two year term for the Board Chair.

5.36. Privacy

The Chamber shall adhere to the requirements of current privacy legislation.

5.37. Seal and Custody:

The seal, an impression of which is affixed on the margin hereof, shall continue to be the corporate seal of The Chamber. The Chief Executive Officer shall be the keeper of the corporate seal.

6. ARTICLE 6 - PROTECTION OF MEMBERS OF THE BOARD

6.1. Acting in Good Faith

Every member of the Board in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of The Chamber and shall use the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

6.2. Exemption from Liability

No member of the Board shall be liable for the acts, omissions or defaults of any other member of the Board or for any loss, damage or expense to The Chamber through the insufficiency or deficiency of title to any property acquired for or on behalf of The Chamber, or for the insufficiency or deficiency of any security in or upon which any of the funds of The Chamber may be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person or financial institution with whom any of the funds, securities or effects of The Chamber may be deposited, or for any loss occasioned by any error of judgment or oversight on their part, nor for any other loss, damage or misfortune whatever which may happen in the execution of their duties as a member of the Board or in relation to them.

6.3. Indemnification

The Chamber shall indemnify a member of the Board, or a former member of the Board, and their respective heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a member of the Board, if:

- i. they acted honestly and in good faith with a view to the best interests of The Chamber; and
- ii. they 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.

6.4. Insurance

The Chamber may purchase and maintain insurance for the benefit of any member of the Board, or former member of the Board, against such liabilities and in such amounts as the Board may determine from time to time.

7. ARTICLE 7 - MEETINGS

7.1. Annual General Meetings

The annual general meeting of The Chamber, hereinafter referred to as the “Annual General Meeting” shall be held in each year at the time and place determined by the Board. At least two weeks’ notice of the Annual General Meeting shall be given.

7.2. Special General Meetings

A special general meeting of The Chamber, hereinafter referred to as a “Special General Meeting”, shall be held at any time when summoned by the Chair. Additionally, the Directors shall call a Special General Meeting when requested in by a majority of the Directors, or when requested in writing by a majority of members of The Chamber. At least one week’s notice of such meetings shall be given.

7.3. Board Meetings

The Board shall meet from time to time as may be necessary to carry on the business of The Chamber. A quorum shall be a simple majority.

7.4. Notice of Meetings

Notice of all meetings, naming the time and place of assembly, shall be arranged by the Secretary. In the case of a General Meeting, a notice inserted in one or more of the newspapers published within the district or a notice sent to the last known address of each member shall constitute sufficient notice.

7.5. Notice of Special Business

Notice of any special business to be conducted at a General Meeting shall be provided, to the membership, with enough information and specificity to allow the membership to reach an informed and reasoned decision.

7.6. General Meetings – Introductions of Subjects from the Floor

Unless with the consent of two-thirds of the members present at the meeting, no subject shall be introduced from the floor for discussion at any General Meeting, of which notice has not been given in writing at a previous such meeting or in accordance with section 7.5.

7.7. Quorum for General Meetings

At any General Meeting, fifty members shall constitute a quorum and, unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are, or shall be, directed to be done at any such meeting.

7.8. Keeping of Minutes (Books)

Minutes of the proceedings of all General Meetings and Board meetings shall be entered in books to be kept for that purpose.

7.9. Signing of Minutes (Books)

The entry of such minutes may be signed by the Secretary or such person or persons as may from time to time be designated by the Officers.

7.10. Access to Minutes (Books) of The Chamber

The minutes, referred to in section 7.8, of The Chamber shall be opened at all reasonable hours to any member of The Chamber, free of charge.

8. ARTICLE 8 - VOTING RIGHTS

8.1. Voting Rights

Every member in good standing represented at any General Meeting, or in any other election provided for in these by-laws, shall be entitled to one vote provided that an association, corporation, society, partnership or estate member shall be entitled to such number of votes and representation as determined from time to time by the Board.

8.2. Voting Procedures

Voting at General Meetings shall be by a show of hands or, if requested by the Chair, by a standing vote. No proxy votes shall be permitted.

8.3. Presiding Officer May Vote in a Tie

The presiding Officer shall vote only in case of a tie.

8.4. Rule of Majority

Motions or amendments shall be carried at any Board meeting or General Meeting by a majority vote unless otherwise provided in these bylaws.

9. ARTICLE 9 - BY-LAWS

9.1. Creation or Amendment of By-Laws

The by-laws may be amended by a majority of the members of The Chamber present at any General Meeting, notice of such proposal having been given in writing by one member and seconded by another at a previous General Meeting, and duly entered as a minute of The Chamber or on one week's notice if the proposed change has been sanctioned by the Board.

9.2. Adoption of By-law Amendments

Amendments to the by-laws shall be binding on all members of The Chamber, its officers and all other persons lawfully under its control. They shall come into force and be acted upon, however, only when they have been approved in accordance with the Boards of Trade Act.

10. ARTICLE 10 - AFFILIATION

10.1. Affiliation at the Discretion of the Board

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

11. ARTICLE 11 - FISCAL YEAR

11.1. Determination of Fiscal Year

The fiscal year of The Chamber shall commence on the first day of January or such other month as the Directors from time to time determine, in each year. The operating year for all other purposes, including commencement of terms of elected Officers and Directors shall commence on the first day of January or such other month as the Directors from time to time determined, in each year.

12. ARTICLE 12 - AUDITORS

12.1. Appointment of Auditors

An auditor or auditors shall be appointed by the members present at the Annual Meeting and shall audit the books and accounts of The Chamber at least once in each year. The auditor shall be a qualified profession, e.g. Chartered Accountant (CA) or Certified General Accountant (CGA). An audited financial statement shall be presented by the Treasurer at each Annual Meeting and at any other time required by the Board.

12.2. Annual Business Plan

An annual business plan shall be created or updated for The Chamber in each fiscal year and shall be available for review by the Auditor(s).

12.3. Summary of Activities

An annual report or summary of activities including a list of the governing body shall be created in each fiscal year and shall be available for review by the Auditor(s).

13. ARTICLE 13 - PROCEDURE

13.1. Rules of Procedure at Meetings

Parliamentary procedure shall be followed at all General and Board meetings in accordance with "Robert's Rules of Order, Newly Revised"

14. ARTICLE 15 – DISSOLUTION

14.1. Dissolution and Disposal of Assets

On dissolution of The Chamber, any funds remaining shall be distributed to one or more regularly organized educational organizations or a local unit of government or other non-profit agency as determined by the Board of Directors. In no case shall remaining funds be distributed to members of The Chamber.