

HALTON HILLS CHAMBER OF COMMERCE

BY-LAW NO. 1

A By-law relating generally to the transaction of the affairs of

HALTON HILLS CHAMBER OF COMMERCE

BE IT ENACTED as a By-law of **HALTON HILLS CHAMBER OF COMMERCE** (hereinafter referred to as the "Chamber") as follows:-

HEAD OFFICE

1. The Head Office of the Chamber shall be in the Town of Halton Hills, in the Regional Municipality of Halton, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

SEAL

2. The seal, an impression of which appears in the margin hereof, until changed in accordance with the Board of Trade Act, shall be the corporate seal of the Chamber.

OBJECTIVES

3. The Chamber shall have and pursue the following objects:

- (a) effectively express the views of the Halton Hills business community on matters of local, provincial and national interest;
- (b) represent the Halton Hills business community;
- (c) encourage improvement of commercial and industrial activity in Halton Hills and Ontario;
- (d) advance the business interests of the Chamber's Members;
- (e) promote advancement of quality of life, both professional and personal, in Halton Hills.

BOARD OF DIRECTORS

4. (a) The affairs of the Chamber shall be managed by a board consist or a minimum of three (3) and a maximum of twenty (20) directors, each of whom at the time of his/her election or within ten (10) days thereafter and throughout his/her term of office shall be a member of the Chamber.

(b) Not less than thirty (30) days prior to the annual election, the Chair of the Board shall appoint, with the approval of the Board of Directors, a Nominating Committee of not less than three (3) members. The Nominating Committee shall seek nominees for the Board of Directors, and shall report to the Board of Directors. Nominations to the Board of Directors shall be in writing and signed by not less than two (2) members of the Chamber.

(c) A least fourteen (14) days prior to the annual election, the Secretary shall mail or communicate by electronic means to each member of the Chamber at his/her address appearing on the register of the members, a list of the names submitted as nominees for the Board of directors, following the receipt of the report of the Nominating Committee. Further nominations may be called for from the floor at said meeting. Directors, where possible, shall be drawn from the entire Town of Halton Hills to represent the various interests and areas within the said Town of Halton Hills, in the Regional Municipality of Halton, in the Province of Ontario.

(d) Vacant director positions shall be elected from among the membership to serve for a three-year term at the annual general meeting of members. No Director shall hold office for more that two (2) complete and consecutive three-year terms. No more than 33% of the Directors shall have their term of office expire in any given year. All directors shall be elected to hold office until the annual meeting of members of the year of expiration of their three-year term, after he/she shall have been elected or until his/her successor shall have been duly elected and qualified. Directors shall be elected normally by a show of hand, or if requested by the Chair, by standing vote. A role call vote, or secret ballot vote shall be taken if requested by five (5) members providing such request has received the approval of two thirds (2/3rds) of the members assembled. The

directors of the Chamber may, by resolution passed by at least two-thirds (2/3rds) of the votes cast at a general meeting of directors of which notice specifying the intention to pass such resolution has been give, remove any Director before the expiration of his/her term of office, and may by a majority of the votes cast at the meeting, elect any person in his/her stead for the remainder of his/her term. The Board and Executive, may from time to time, extend the tenure of Directors and Executive members when deemed appropriate to ensure the continuity of Chamber operations. These extensions shall not normally exceed a period of two (2) years.

(e) A candidate for election as a director shall be a registered Chamber representative or a Chamber member in good standing involved in business, trade or commerce in Halton Hills but shall not be an elected member of the federal parliament, the provincial legislature, municipal or regional council, or school trustee and shall not be a direct, full-time employee of the Government of Canada, Province of Ontario, Town of Halton Hills, Regional Municipality of Halton, or a School Board.

(f) Any member of the Board of Directors who is a candidate for any political elected office related to in this paragraph 3 shall be required to take a leave of absence from the Board and if elected shall resign from the Board. Any Board member who becomes an employee as referred to in this paragraph 3 shall resign from the Board.

(g) The Board of Directors 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 of Ontario, or others, as it may determine or as may be required by vote of a majority of members present at the next general meeting.

(h) The Board of Directors shall frame such By-laws, rules and regulations as appear to it, best adapted to promote the welfare of the Chamber and shall submit them for adoption at a general meeting of members of the Chamber called for that purpose.

(i) The Board of Directors shall employ or retain, at its pleasure, an Executive Director who shall be the chief staff executive and an officer of the Chamber responsible to the Board through the Chair of the Board. The Executive Director shall participate in the recommendation, formulation and implementation of policies and programs for the Chamber, shall be responsible for the development and implementation and administration of plans and procedures for the administrative operation of the office and the supervision of all staff personnel, shall be responsible for the administration of the annual budget; shall, unless otherwise directed by the Chair of the Board, attend all meetings of the Chamber, of the Board and attend or delegate other staff members to attend all meetings of Standing and special Committees; shall, as may be directed by the Chair of the Board, represent the Chamber at meetings of association, governmental and non-governmental organizations; shall be responsible for keeping the Chair of the Board fully informed on the conditions and operation of the Chamber; and shall perform such other duties as may be assigned or delegated by the Chair of the Board or the Board. The Executive Director shall not be a member of the Chamber during his/her/ tenure of office.

The title of the Chief Staff Executive shall be at the discretion of the Board of Directors and may change from time to time.

(j) During or after the annual general meeting of members, the directors before taking office shall take and subscribe before the Mayor 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 a Director of the Halton Hills 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 adopted to promote the objects for which the said Chamber was constituted according to the true intent and meaning of the same.”

(k) Proxy votes shall not be accepted at any meeting of the Board of Directors.

(l) Parliamentary procedures shall be followed at all general and Board meetings, in accordance with “Rules of Order by Roberts”.

VACANCIES, BOARD OF DIRECTORS

5. Vacancies on the Board of Directors, however caused, may so long as quorum or Directors remain in office, be filled by Directors from among the qualified members of the Chamber, if they shall see fit to do so, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

6. The office of Director shall be automatically vacated:

- (a) If a director shall resign his/her office by delivering a written resignation to the Secretary of the Chamber
- (b) If he/she is found by a court to be of unsound mind.
- (c) If he/she becomes bankrupt or suspends payment or compounds with his/her creditors.
- (d) If at a special general meeting of members a resolution is passed by three-quarters (3/4) of the members present at the meeting that he/she be removed from office.
- (e) If he/she becomes an elected member of the federal parliament, the provincial legislature, municipal or regional council, or school trustee.
- (f) If he/she becomes a direct, full-time employee of the Government of Canada, Province of Ontario, Town of Halton Hills, Regional Municipality of Halton, or a School Board.
- (g) If he/she becomes a candidate for any political elected office referred to in the by-law.
- (h) On death.

Provided that if any vacancy shall occur for any reason in this paragraph contained, the directors by majority vote, may, by appointment, fill the vacancy with a member in good standing of the

Chamber. Any period of any term served by a director for the balance of an unexpired term of any vacancy shall be considered to be that director's first term.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

7. (a) A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings usually in the Town of Halton Hills or at such place or places as it may from time to time determine.

Meetings can be held in person, electronically or by phone.

No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chair of the Board or other Officer, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, given verbally, telephoned or electronically transmitted to each director not less than five (5) days before the meeting is to take place or shall be mailed to each director not less than seven (7) days before the meeting is to take place. The statutory declaration of the Secretary or Chair of the Board that notice has been given pursuant to the By-law shall be sufficient and conclusive evidence of the giving of such notice.

(b) The Board shall meet at least once a month as may be necessary, **or in accordance with such other schedule as the Chair may determine in his or her discretion**, to carry on the business of the Chamber. The Board shall appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A director's meeting may also be held, without notice, immediately following the annual meeting of the Chamber. The Directors may consider or transact any business either special or general at any meeting of the Board.

(c) All meetings of the Board of Directors shall be opened to all members of the Chamber who may attend and take part in any of the proceedings but who shall not have voting privileges in the Board of Directors proceedings.

(d) No public announcement in the name of the Chamber may be made unless authorized by the Board of Directors or by some person to whom the Board of Directors has delegates such authority.

(e) Where a member of the Board of Directors is absent from three (3) meetings, the Board of Directors may at any meeting thereof, remove that member from the Board of Directors.

(f) In the event that there is no quorum at any meeting of the Board, such meeting may be adjourned to such time and place as a majority of the Directors present may decide.

ERROR IN NOTICE, BOARD OF DIRECTORS

8. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

9. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair of the Board, in addition to his/her original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair of the Board that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without

proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair of the Board his/her duties may be performed by the Chair-elect/ the Vice-Chair or such other Director as the Board may from time to time appoint for the purpose.

POWERS

10. (a) The Directors of the Chamber may administer the affairs of the Chamber in all things and make or cause to be made for the chamber, in its name, any kind of contract which the chamber may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Chamber is by its charter or otherwise authorized to exercise and do.

(b) Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal or any right or interest therein owned by the chamber, for such consideration and upon such terms and condition as they may deem advisable.

(c) The Chamber, at the discretion of the Board of Directors, shall have power to affiliate with any other organization in which membership may be in the interests of the Chamber.

(d) The Chamber shall be non-partisan and non-sectarian and shall not lend its support to any candidate for public office.

REMUNERATION OF DIRECTORS

11. The Directors shall receive no remuneration for acting as such.

OFFICERS OF THE CHAMBER

12. (a) The Board of Directors shall, at their first meeting, elect from among themselves, the following officers of the Chamber who shall serve as the Executive Committee for the ensuing year: a Chair of the Board, a Chair-elect, one or two Vice-Chair, a Secretary and a Treasurer and such other officers as the board of Directors may determine by By-law from time to time. All officers must be directors of the Chamber and, in the absence of written agreement to the contract, the employment of all officers shall be settled from time to time by the Board of Directors.

(b) At future meetings of the Chamber the Past-Chair will be a member of the Executive, which meetings will be Chaired by the out-going Chair of the Board , until such time as a Chair of the Board has been elected. The Board of Directors shall, at their discretion, determine the number and position of officers required.

(c) Election of officers shall be in the following order: Chair of the Board, one or more Vice-Chairs, Secretary and Treasurer.

(d) The 1st Vice-Chair shall also be referred to as the Chair elect, and shall accept said office with the understanding that he/she allows his/her name to stand for election as the Chair of the Board in the following year.

(e) The Chair of the Board, Vice-Chairs, Secretary and Treasurer shall be eligible for re-election to the same office for a second consecutive year, if so qualified, but shall not be eligible for re-election to the same office for a third consecutive year unless and until a period of one (1) year has elapsed from the end of his/her last term of service.

DUTIES OF CHAIR OF THE BOARD AND VICE-CHAIR

13. The Chair of the Board shall, when present, preside at all meetings of the member of the Chamber and of the Board of Directors. The Chair of the Board shall also be charged with the general management and supervision of the affairs and operations of the Chamber. He/she shall regulate the order of the business at such meetings, receive and put lawful motions and communicate to the meeting what he/she may think concerns the Chamber. It shall be the responsibility and duty of the Chair of the Board to present a general report of the activities of the year at the annual meeting. The Chair of the Board together with the Secretary of other officer appointed by the Board for the purpose shall sign all By-laws and membership certificates. During the absence or inability of the Chair of the Board, his/her duties and powers may be exercised by one of the Vice- Chairs of the Board, or in the absence of both Vice-Chairs, the Board of Directors shall appoint a person to act temporarily, and if a Vice- Chair of the Board, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the Chair of the Board shall be presumed with reference thereto.

Specific areas of responsibility may be delegated by the Chair of the Board to one or more Vice- Chairs of the Board.

DUTIES OF THE SECRETARY

14. The Secretary shall be ex officio Clerk of the Board of Directors. He/she shall attend all meetings of member and of the Board of Directors and shall record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to Directors. He/she shall be the custodian of the seal of the Chamber and all books, papers, records, correspondence, contracts and other documents belonging to the Chamber which he/she shall deliver up only when authorized by a resolution of the Board of

Directors to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board of Directors, the Executive Committee or the Chair of the Board.

DUTIES OF THE TREASURER

15. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Chamber in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Chamber in such band or bands as may from time to time be designated by the Board of Directors. He/she shall disburse the funds of the Chamber under the direction of the Board of Directors, taking proper vouchers thereof or whenever required of him, an account of all his/her transactions as Treasurer, and of the financial position of the Chamber. He/she shall make such investment of the funds of the Chamber as the Board of Directors may direct. The Treasurer shall also chair the Finance Committee and be responsible for the preparation of an annual report under for approval by the Board of Directors. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors.

EXECUTION OF DOCUMENTS

16. (a) Deeds, transfers, licences, contracts and engagements on behalf of the Chamber shall be signed by the Chair of the Board together with the Secretary and the seal of the Chamber shall be affixed to such instruments as require the same.

(b) Contracts in the ordinary course of the Chamber's operations may be entered into on behalf of the Chamber by the Chair of the Board together with the Secretary or by any person authorized by the Board of Directors.

(c) The Chair of the Board together with the Secretary or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Chamber in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Chamber transfers of shares, bonds or other securities from time to time transferred to the Chamber, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Chamber.

(d) Notwithstanding any provisions to the contrary contained in the By-laws of the Chamber, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Chamber may or shall be executed.

BOOKS AND RECORDS

17. The Directors shall see that all necessary books and records of the Chamber required by the by-laws of the Chamber or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

18. (a) (1) The membership shall consist of the applicants for the incorporation of the Chamber and such other individuals and such corporations, partnerships and other legal entities as are eligible to become a member subject to sections 18 (a) (2), (3) and (4).

(2) At any meeting of the Board of Directors, any Director of the corporation may propose any person referred to in subsection (1) as a candidate for membership in the corporation.

(3) If a proposal referred to in subsections 18 (a) (1) is carried by a majority of two-thirds of the Board members of the corporations then present, the person who is proposed for membership is from that time a member of the corporation and has all the rights and is subject to all the obligations for the other members.

(4) Any person who is not a merchant, broker, trader, mechanic, manufacturer, manager of a bank or insurance agent is eligible to become a member of a corporation, in the manner described in this section, if that person is recommended by the Board of Directors at any general meeting of the corporation.

(b) Membership in the Chamber shall be comprised of General, Associate and Honorary members.

(c) Any sole proprietor, corporation, partnership, association or society either representing or involved in business, trade or commerce that subscribes to the objects of the Chamber shall be eligible for membership.

(d) Unless otherwise designated in writing, the proprietor or sole proprietor of an unincorporated member shall be the designated representative of the member.

(e) Those eligible for membership shall be accepted as members of the Chamber upon payment of their first annual dues.

(f) Members shall pay their annual dues and abide by the obligations imposed upon members by the Corporations Act (Ontario) or its successor Act, the Letters Patent of the Chamber and the By-laws of the Chamber.

(g) Members in good standing shall be entitled to the privileges of membership. Current employees of member firms shall be entitled to enjoy the privileges and benefits including the participation in Affinity Programs and Member-to-Member Discounts.

(h) Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of the by-laws of the Chamber or has been removed from the roll of members by action of the Board of Directors.

(i) Any member of the Chamber who intends to retire there from or to resign his/her membership, may do so at any time upon discharging any liability which is outstanding upon the books of the Chamber against him at the time of such notice.

(j) The Board of Directors may remove from the membership roll the name of any member failing to pay his/her annual dues or any account from the Chamber for goods or services within three (3) months after the date or payment is due. Upon such action by the Board of Directors, all privileges of membership shall be forfeited.

(k) Any member of the Chamber may be expelled by a majority vote of the Board of Directors.

(l) Associate business members and/or associated members who are retired and/or currently unemployed past members of the Chamber as such are entitled to all the privileges of membership except that of holding office of director or officer, voting at meetings of members and Chamber Group Insurance.

(m) The Board of Directors, at its leisure, may bestow Honorary membership upon an individual for a period of time determined by the Board. Honorary membership shall include all the privileges of membership except the office of director or officer. Honorary members shall not be entitled to vote at meetings of members and shall be exempt from the payment of annual dues.

(n) Each member shall be promptly informed by the Secretary of his/her admission as a member and a certificate of membership shall be issued.

(o) Each member referred to in Section (18) a must agree to abide by the following:

Code of Conduct Undertaking

As a cooperate/individual member of the Halton Hills Chamber of Commerce, I/we recognize that membership is a privilege and a corporate membership brings with it the responsibility to assure that corporate members also understand and fulfill the membership undertaking.

Accordingly, I/we shall undertake to:

1. Conduct business and professional activities in a reputable manner so as to reflect honourably upon the Halton Hills business community;
2. Respect the reputation, profile and status of the Chamber of Commerce and represent the Chamber accordingly;
3. Understand, support and promote the missions and goals of the Chamber of Commerce;
4. Participate in the functions and activities of the Chamber of Commerce and where possible, lend my/our business and professional expertise, and;
5. Play a role in the promotion, development and enhancement of business growth and activities within Halton Hills.

I/we also understand that failure to comply with the professional and personal obligations of the Chamber of Commerce, as outlined above and defined in Section (18) (o) of the Halton Hills Chamber of Commerce By-laws, can result in the termination of membership.

(p) The Board of Directors may remove from the membership roll the names of any members failing to comply with the professional and personal obligations of the Chamber of commerce as outlined and defined in Section 18 (o).

(q) Past Chairs of the Board who are retired and/or currently unemployed, and/or employed by a non-member corporation, sole proprietor, partnership, association or society

representing or involved in business, trade or commerce, shall be entitled to hold an associate membership as per subsections (l) and (m).

DUES AND ASSESSMENTS

19. (a) Funds for the operation of the Chamber may be raised by annual dues and contributions from other sources, as approved from time to time and as permitted under the Board of Trades Act.

(b) The Board shall have the power to pass resolutions from time to time, providing for the Chamber's banking business and the procedure for receiving and disbursing all funds due, or entrusted to the Chamber.

(c) The funds and property of the Chamber shall be used and applied to and for such purposes only as shall be deemed to promote the objects of the Chamber.

(d) A Financial Statement shall be given at the Annual General Meeting and a Treasurer's report shall be given at all regular meetings of the Board.

(e) The dues or fees payable by members shall from time to time be fixed by vote of the Board of Directors.

(f) The Secretary shall notify the members of the dues or fees at any time payable by them and if any are not paid within three (3) months of the date of such notice the members in default shall thereupon automatically cease to be members of the Chamber, but any such members may on payment of all unpaid dues or fees be reinstated by vote of the Board of Directors.

ANNUAL AND OTHER MEETINGS OF MEMBERS

20. (a) The Annual General Meeting of members shall be held within 120 days following the fiscal year end of the Chamber. The annual or any other general meeting of the members shall be

held at the head office of the Chamber or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

(b) At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the accountants shall be presented by the Treasurer and the accountants appointed for the ensuing year and the remuneration of the accountants shall be fixed. The Board of Directors or the Chair of the Board or the Vice- Chair of the Board shall have power to call at any time a general meeting of the members of the Chamber. The Chair of the Board, by written request of four (4) members of the Chamber shall have power to call at any time a special meeting of the members of the Chamber. Notice of the time and place of every such meeting shall be given by the secretary to each member by publishing said notice in one or more of the newspapers published within the Town of Halton Hills or by sending the notice by mail or electronically transmitted, at least fourteen (14) days before the time fixed for the holding of such meeting; provided that any meeting of members may be held at any time and place without such notice if all the members of the Chamber are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Chamber at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

21. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, or the members of the Chamber shall invalidate such meeting or make void any proceedings taken thereat and any member, may at any time waive notice of any such meeting and may ratify, approve or confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the

address of any member, director or officer shall be his/her last address recorded on the books of the Chamber.

APPOINTMENT OF ACCOUNTANTS

22. (a) At the first meeting of the Board of Directors an accountant for the Chamber shall be appointed. The accountant of the Chamber shall at least annually, and on more frequent occasions if so requested by the Board of Directors, prepare a Financial Statement for the fiscal year end of the Corporation. The accountants may include with said Financial Statements any comments they deem necessary.

(b) An auditor may be appointed by resolution of the Board of Directors or by the members at a general meeting of the members. If auditors are appointed they shall perform such audits as directed by resolution of the Board and shall report to the Board, and to the membership at the next general meeting following completion of the audit.

ADJOURNMENTS

23. Any meetings of the Chamber or of the Directors may be adjourned to any time, and from time to time, and such business may be transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

24. A quorum for the transaction of business at any meeting of members shall consist of at least ten per cent (10%) of members present in person or represented by proxy. Unless otherwise

specifically provided, a majority of voting members present shall be competent to do and perform all acts which are or shall be directed to be done at any such meetings.

VOTING OF MEMBERS

25. (a) Subject to the provision, if any, contained in the Letters of Patent of the Chamber and subject to paragraph 25(b) hereof, each member of the chamber shall at all meetings of members be entitled to one vote and he/she may vote by proxy. Such proxy need not him/herself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his/her constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Chamber unless he/she has paid all dues or fees, if any, then payable by him.

(b) Every member in good standing which is a sold proprietor, corporation, partnership, association or society either representing or involved in business, trade, or commerce that subscribes to the objects of the Chamber shall be entitled to the following votes bested on the number of employees:

<u>Number of Employees</u>	<u>Number of Votes</u>
1-24	1 vote
25-99	2 votes
100-499	3 votes
500-1,999	4 votes
2,000+	5 votes

(c) At any meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Chamber, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declarations by the Chair of the Board that a resolutions has been carried or not carried and an entry to that effect in the minutes of

the Chamber shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chair of the Board shall direct and the result of such poll shall be deemed the decision of the Chamber in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair of the Board shall be entitled to a second or casting vote.

FINANCIAL YEAR

26. Unless otherwise ordered by the Board of Directors, the financial year of the Chamber shall terminate on the 31st day of May in each year.

CHEQUES, ETC.

27. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Chamber, shall be signed by such officer or officers, agent or agents of the Chamber and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of the signing officers or agents may alone endorse notes and drafts for collection on account of the Chamber through its bankers, and endorse notes and cheques for deposit with the Chamber's bankers for the credit of the Chamber, or the same may be endorsed "for collection" or "for deposits" with the bankers of the Chamber by using the Chamber's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the

Chamber and the Chamber's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlements of balances and release or verification slips.

COMMITTEES

28. (a) The Board of Directors may, as they may deem expedient, authorize the formation of committees and appointment of committee members.
- (b) The Executive Committee shall be comprised of the Chair of the Board Past- Chairs, Vice- Chairs of the Board, Secretary and Treasurer. The Chair of the Board shall be the Chair of the Executive Committee. The Executive Committee may make recommendations to the Board with respect to all matters of concern to the Board, and it shall have the a power to deal with matters of urgency which must be dealt with prior to the next Board meeting, provided that it shall not commit the Chamber in respect of any single matter, before a particular Board meeting, to expenditure in excess of \$1,000.00.
- (c) The Chair of the Board shall, subject to the confirmation of the Board, appoint all committees. The Chair of the Board shall be an ex-officio member of all committees.
- (d) The Board may, as required, enact rules and regulations governing committees.
- (e) All committees shall be directly responsible to the Board and shall submit reports of their findings and recommendations to the Board.
- (f) Notwithstanding the provisions of this by-law, the Board of Directors may authorize to maintain its own account in a chartered bank, trust company or credit union, provided that such account be designated as an account of a Committee of the Chamber. The signing authority on such an account shall be the Treasurer of such a Committee, and one signing authority from the Executive Committee.

(g) Unless otherwise approved by the Board of Directors, Committee Chairs must be members of the Chamber, but membership of the committee may comprise those who are not actually members of the Chamber, nor are their companies or associations.

(h) No publicly elected officials may be a Chair of a committee.

DEPOSIT OF SECURITIES FOR SAFE-KEEPING

29. The securities of the Chamber shall be deposited for safe-keeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Chamber signed by such officer or officers, agent or agents of the Chamber, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the withdrawal of securities from deposit or the proceeds thereof.

NOTICE

30. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or accountant shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his/her recorded address or if mailed to him at his/her recorded address by prepaid air or ordinary mail, or if sent to him at his/her recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally to the recorded address as aforesaid; a

notice so mailed shall be deemed to have been given when deposited in a post office of public letter box; an a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

BORROWING

31. The Directors may from time to time:
- (a) borrow money on the credit of the Chamber; or
 - (b) issue, sell or pledge securities of the Chamber; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Chamber, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Chamber.

From time to time the directors may authorize any director, officer, or employee of the Chamber or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Chamber as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Chamber.

RESERVE FUND ACCOUNT

32. The Chamber will keep on deposit as an investment, hereinafter referred to as the "Reserve Fund". The Reserve Fund will be established by annual contributions on the following basis:

If the annual Net Profit of the Chamber is in excess of \$5,000, then 50% of the annual profit will be transferred to the Reserve Fund.

The Reserve Fund is not to be withdrawn for operational expenses or for underwriting special events or programs except by a "Special Resolution" passed by the Chamber. However, a total amount not exceeding Five Thousand Dollars (\$5,000.00) of the Reserve Fund may be used for operating expenses as determined from time to time by the Board of Directors of the Chamber. Any amount used from the Reserve Fund for operating expenses must be returned to the Reserve Fund at the earliest possible date. The total amount of the Reserve Fund may be increased or decreased by a "Special Resolution" of the Chamber.

AMENDMENT OF BY-LAWS

33. The by-laws of the Chamber not embodied in the letters patent may be repealed or amended by the by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3rds) of the members at a meeting duly called for the purpose of considering the said by-law.

The By-laws of the Chamber shall be binding on all directors and members of the Chamber, its officers and all other persons lawfully under its control.

DISSOLUTION

34. The Chamber may be dissolved upon a resolution passed by two-thirds of the votes cast at a special meeting of members duly called for such purpose. Providing it has been confirmed by two-

thirds of the votes cast at a special meeting of the members duly called for such purpose, upon dissolution of the Chamber and after payment of all debts and liabilities, the Chamber's remaining property or part thereof shall be distributed or disposed of to one or more organizations in Canada carrying on similar activities. The Directors will apply to Industry Canada to be dissolved.

INTERPRETATION

35. In these By-laws and in all other By-laws of the Chamber hereafter passed unless the context otherwise requires:

- (a) References to persons shall include firms and corporations.
- (b) Wherever the words "the Chamber" appears in this By-law they shall be understood to mean "Halton Hills Chamber of Commerce."
- (c) Wherever the words "the Board of Directors" or "Directors" appear in the By-law, they shall be understood to mean "the Board of Directors of the Halton Hills Chamber of Commerce."

INDEMNIFICATION

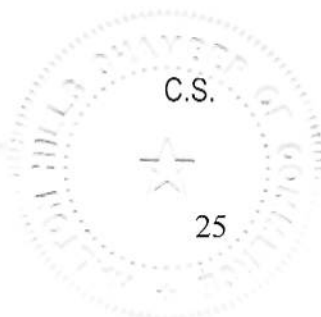
36. The Board of Directors is to ensure that Directors and Officers Liability Insurance for non-profit organizations is obtained and maintained at all times.

PASSED by the Board of Directors and sealed with corporate seal this 18th day of June 2003.

AMENDED by the Board of Directors and sealed with the corporate seal this 29th day of September 2021.



Chair of the Board





Secretary

29/09/2021