



Qualicum Beach Chamber of Commerce BYLAWS

These Bylaws are updated on _____, approved at the most recent Qualicum Beach Chamber of Commerce Annual General Meeting

1.0 NAME AND OBJECTIVES

- 1.01 The name of this organization is the Qualicum Beach Chamber of Commerce (the "Chamber").
- 1.02 Mission Statement: The Chamber is dedicated to fostering a positive business environment by providing its members with leadership, advocacy and services of value.
- 1.03 Vision: The Chamber will strive to be the leading organization that drives economic sustainability in our community.
- 1.04 The Chamber will support and encourage the interests of business in municipal, regional, provincial and national matters and will act on behalf of its membership in all such matters.
- 1.05 The Chamber will work to advance the business interests of the Chamber's members
- 1.06 The Chamber may provide services to the community, including acting as a visitor information bureau and business information centre for the Town of Qualicum Beach.
- 1.07 The Chamber shall be non-partisan and non-sectarian and shall not lend its support to any candidate seeking public office, although it may endorse particular municipal, regional, provincial or federal policies or projects.

2.0 DEFINITION & INTERPRETATION

- 2.01 In this By-Law and in all other By-Laws of the Chamber, unless the context otherwise requires:

"Act" means the *Boards of Trade Act (R.S.C., 1985, c. B-6)* and any statute that may be substituted, as amended from time to time;

"By-Laws" means this By-Law and any other by-law of the Chamber as amended and which are, from time to time, in force and effect;

"Certificate of Formation" means the certificate of formation certified by the Minister evidencing the existence of the Chamber;

"Chamber" means the Qualicum Beach Chamber of Commerce;

"Committee Member" means a member of any committee or other advisory body of the Council;

"Council" means the Council of the Chamber, as defined in the Act and as more particularly set-out in these By-Laws;

"Director" means a member of the Council and, for further certainty, includes the President, Vice-President and Secretary elected in accordance with the Act;

"District" means the area within and for which the Chamber was established as set out in the Chamber's Certificate of Formation or as defined by the Governor in Council, and includes any change in district that may be approved by the Governor in Council from time to time;

"Meeting of Members" includes a Quarterly Meeting, Annual General Meeting, special general meeting or other general meeting of Members of the Chamber;

"Member" means an individual or organization that has been accepted as a Member of the Chamber in accordance with the Act and these By-Laws;

"Minister" means the federal Cabinet Minister who is responsible for the administration of the Act;

"Officer" or **"Officers"** means the President, Vice-President, Secretary, Treasurer and any one or more other persons, respectively, who have been appointed as officers of the Chamber in accordance with the By-Laws;

"Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;

"Quarterly Meetings" means the four (4) quarterly Meetings of Members in a calendar year that are required by the Act, each a "Quarterly Meeting";

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

2.02 Other than as specified in 2.01, words and expressions defined in the Act have the same meaning when used in these by-laws.

2.03 In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

2.04 The proceedings of all meetings, if such matter is not covered by these bylaws, shall be governed by Robert's Rules of Order. Meetings include meetings of the directors, the members, and the standing committees.

3.0 BUSINESS OF THE CHAMBER

3.01 The Chamber may have a corporate seal in the form approved from time to time by the Council. If a corporate seal is approved by the Council, the Secretary shall be the custodian of the corporate seal.

3.02 The registered office of the Chamber shall be in the District.

3.03 The Council shall see that all necessary books and records of the Chamber required by the By-Laws or by any applicable statute or law are regularly and properly kept. The books and records shall be available at all reasonable hours to any Member of the Chamber free of any charge.

3.04 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Chamber may be signed by any two of the Chair, Treasurer and President and

CEO, and one other officer as approved by the Board. In addition, the Council may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Chamber to be a true copy.

- 3.05 The financial year end of the Chamber shall be December 31 in each year.
- 3.06 The banking business of the Chamber shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Council may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Chamber and/or other persons as the Council may by resolution from time to time designate, direct or authorize.
- 3.07 The Members shall, at the Annual General Meeting of Members in each year, appoint an auditor. In each year the appointed auditor shall conduct an annual audit of the accounts and annual financial statements of the Chamber for report to the Members at the Annual General Meeting of Members for the next year. An appointed auditor shall hold office until the next Annual General Meeting of Members provided that the Council may fill any casual vacancy in the office of auditor. Any remuneration of the auditor shall be fixed by the Council.
- 3.08 The Council may, without authorization of the Members,
- borrow money on the credit of the Chamber;
 - issue, reissue, sell, pledge or hypothecate debt obligations of the Chamber;
 - give a guarantee on behalf of the Chamber; and
 - mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Chamber, owned or subsequently acquired, to secure any debt obligation of the Chamber.
- 3.09 The Chamber shall be non-partisan and non-sectarian and shall not lend its support to any candidate for public office.

4.0 MEMBERSHIP IN THE CHAMBER

- 4.01 Membership in the Chamber shall be available only to:
- an individual, whether resident in the District or not, who supports the objectives of the Chamber and who is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District;
 - a society, body corporate or organization who supports the objectives of the Chamber and who is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District; or
 - an individual, society, body corporate or organization who is not referred to above, but is recommended by the Council for membership in the Chamber at any Meeting of the Members.

- 4.02 An individual or organization proposed for membership in the Chamber pursuant to the section on membership conditions of this By-Law is only admitted to membership in the Chamber if the proposed Member so consents and their membership is approved by the Directors. An individual or organization so admitted to membership in the Chamber is a Member with all the related rights and obligations immediately as of the receipt of such approval.
- 4.03 Members shall be notified in writing of the subscription amounts or membership dues at any time payable by them and, if any are not paid within 3 months of their due date the Members in default shall automatically cease to be Members of the Chamber.
- 4.04 A membership in the Chamber is terminated when:
- the Member dies, or, in the case of a Member that is an organization or a corporation, the organization is disbanded or the corporation is dissolved;
 - a Member fails to maintain any qualifications for membership described in the section on membership conditions of this By-law;
 - the Member retires or resigns by providing ten (10) days written notice of such resignation to the Secretary of the Chamber and satisfying any lawful liability outstanding against such Member on the books of the Chamber at the time of such written notice; and
 - the Member is expelled in accordance with any section on discipline of Members of this By-law or is otherwise terminated in accordance with the Act or By-laws.
- 4.05 Upon any termination of membership, the rights of the Member, including any rights in the property of the Chamber, automatically cease to exist.
- 4.06 The Council shall have authority to suspend or expel any Member from the Chamber for any one or more of the following grounds:
- violating any provision of the Certificate of Formation, By-Laws, or written policies of the Chamber;
 - carrying out any conduct which may be detrimental to the Chamber as determined by the Council in its sole discretion;
 - for any other reason that the Council in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Chamber.

In the event that the Council determines that a Member should be expelled or suspended from membership in the Chamber, the President, or such other Officer as may be designated by the Council, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Council, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Council, may proceed to notify the Member that the Member is suspended or expelled from membership in the Chamber. If written submissions are received in accordance with this provision, the Council will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from

the date of receipt of the submissions. The Council's decision shall be final and binding on the Member, without any further right of appeal.

4.07 A membership in the Chamber may not be transferred.

5.0 MEETINGS OF MEMBERS

5.01 In each calendar year the Chamber shall hold a minimum of four (4) Quarterly Meetings of the Members.

5.02 The Annual General Meeting of the Chamber shall be held on a date set by the Council, which date shall be within ninety (90) days of the financial year end of the Chamber and at this meeting the following items shall be put before the Members for consideration: * The election of the President, Vice-President, Secretary and at least 8 other Directors of the Council; * The appointment of auditors of the Chamber; * The annual report of the President of the Chamber; * Annual financial statements and auditor's report of the Chamber; and * the annual report of the Treasurer of the Chamber (if a Treasurer has been appointed.)

5.03 In addition to the Quarterly Meetings, the Council or a majority of Members of the Chamber may call a Special Meeting of the Members. In the event that the Members requisition a Special Meeting of the Members, the Directors shall arrange for such meeting without delay.

5.04 Notice of the time, date and place of a Quarterly, Annual or Special Meeting of Members shall be given to each Member during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held, and shall be mailed, either electronically or by prepaid ordinary mail, as is thought appropriate by the Council, to members at such members recorded address for that purpose.

Where the business to be considered at a Meeting of the Members is any business other than the election of directors, appointment of auditors, annual report of the President, the consideration of the financial statements and auditor's report, and the treasurer's report, the notice of meeting shall include enough information on that business so that Members may make a reasoned decision in respect of such business.

5.05 Meetings of the Members shall be held at any place within the District.

5.06 A quorum at any meeting of the Members shall be 15 of the Members. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.07 Each Member shall be entitled to exercise one (1) vote at all Meetings of the Members. Where a Member is an organization, such Member shall designate, in the form required by the Chamber, an individual to exercise the vote on its behalf.

At any Meeting of the Members, a majority of the Members present are competent to do and perform all acts that either under the Act or the By-Laws are or shall be directed to be done at a

Meeting of the Members. At any Meeting of Members every question shall be determined by an Ordinary Resolution, unless otherwise provided by the By-Laws or by the Act.

- 5.08 In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.0 COUNCIL OF THE CHAMBER

- 6.01 The Chamber shall be managed by the Council, which shall consist of:

- a President, Vice-President, Treasurer, and Secretary all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year; and
- Up to nine (9) other Directors, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year.

For further certainty, the President, Vice-President, Treasurer and Secretary are Directors within the meaning of the Act and this By-Law.

- 6.02 Directors of the Chamber must meet the following qualifications:

- be Members;
- be members-in-good-standing of the Chamber for a minimum of 1 year;
- be nineteen (19) or more years of age;
- and be a resident, property owner or business operator in the District.

- 6.03 The Directors shall be elected to hold office for a term of one (1) year, expiring not later than the close of the Annual General Meeting in the year following their election, or until they are removed from office or vacate it as specified under these By-laws.

- 6.04 The office of President shall not be held for more than two (2) consecutive years by the same person.

- 6.05 The members of the Chamber may remove any Director or officer before the expiration of his or her term of office upon the vote of not less than seventy-five percent (75%) of the members of the Chamber present at a General Meeting.

- 6.06 Directors may serve a maximum of six (6) consecutive terms.

- 6.07 Directors who are in the position of Vice President at the end of their term may go on to serve as President and Past President.

- 6.08 In the event that Directors are not elected at the Annual General Meeting in a calendar year:

- the Directors may be elected at any next Meeting of Members of the Chamber; and
- the Directors then in office shall remain in office until their successors are elected.

6.09 The President and Vice-President of the Chamber, before starting the duties of their office, shall take and subscribe before the mayor of the city or town constituting the District, or before any justice of the peace, take an oath or affirmation in the following form:

"I swear that I will faithfully and truly perform my duty as [*] Chamber, 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 conscientiously believe to be adapted to promote the objects for which the board was constituted, according to the true intent and meaning of the same."

6.10 The term of office of a Director shall be automatically terminated:

- o if a Director, which includes the President, Vice-President or Secretary, resigns by delivering a written resignation to the Secretary of the Chamber; or, where such resigning Director is the Secretary of the Chamber, by delivering a written resignation to the President of the Chamber;
- o if at a Meeting of Members an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;
- o on death of the Director; or
- o if a Director is absent from three consecutive meetings of the Council without permission from the President .

If the Director who is terminated under this provision is also the President, Vice-President and/or Secretary of the Chamber, such Director's term of office as the President, Vice-President or Secretary as the case may be, shall likewise be automatically terminated.

6.11 The Council may suspend or remove any Director, which includes the President, Vice-President or Secretary, from office if such Director violates any provision of the Certificate of Formation, By-Laws, or written policies of the Chamber, is negligent in the performance of their duties, or carries out any conduct which may be detrimental to the Chamber as determined by the Council in its sole discretion. A Director so suspended or removed may appeal such suspension to the Members at the next Meeting of Members, at which time the Members may confirm the decision of Council or reinstate such Director for the duration of their term of office.

6.12 Where a seat on the Council is vacant pursuant to the section on automatic termination of Director's term of office or the section on removal by Council of this By-Law, the Council may at any of its meetings elect a Member of the Chamber to fill such vacancy. Any Director so elected shall hold office until the next annual election of Directors of the Chamber. Despite the foregoing, if the Members vote to remove a Director pursuant to this By-Law, they may elect a Director to fill such vacancy at the same Meeting of Members at which the Director is removed. If the Members do not fill such vacancy, the Council may at any of its meetings elect a Member of the Chamber to fill such vacancy.

6.13 Meetings of the Council may be ordered by the President or any two (2) Directors at any time and, if so ordered, shall be convened by the Secretary.

6.14 Meetings of the Council may be held at any time and place within the District as determined by the Council.

- 6.15 Members may attend Meetings of Council only on the invitation of the President of the Council or by an Ordinary Resolution of the Directors in attendance at the meeting. However, Members in attendance may not take part in the proceedings at any such meeting.
- 6.16 Notice of the time, date and place of Directors meetings shall be mailed either electronically or by post to the Directors at least six (6) days before each meeting or in special or emergency situations may be given to each Director personally, giving such notice as may be reasonable under the circumstances.
- 6.17 The Council shall have eight regular meetings annually.
- 6.18 Five (5) of the Directors in office shall constitute a quorum at any meeting of the Council. A majority of such quorum may do all things within the powers of the Council.
- 6.19 The President shall chair all meetings of the Council or, in the absence of the President, the Vice-President. In the event that the President and Vice-President of the Council are absent, any other Director chosen by the Council may chair the meeting.
- 6.20 Each Director shall be entitled to exercise one (1) vote at all meetings of the Council. At all meetings of the Council, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 6.21 The Council may from time to time appoint any committee or other advisory body and its members as it deems necessary or appropriate for such purposes and, subject to the Act and By-Laws, with such powers as the Council shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Council may from time to time make. The duties and remuneration of any such committee shall be set by the Council. Any committee may be disbanded by the Council and committee member may be removed by the Council. All committees made or appointed by the Council shall report to the Council.
- 6.22 No Committee of the Chamber or any Member thereof shall contract any debt on its behalf which in any manner or to any extent renders the Chamber liable to the payment of any sums, unless the sum shall have been approved by the Board of Directors.

7.0 OFFICERS OF THE CHAMBER

- 7.01 Unless otherwise specified by the Council which may, subject to the Act, modify, restrict or supplement such duties and powers, Officers of the Chamber shall have the following duties and powers associated with their positions:
- **President.** The President shall preside at all General Meetings of the Chamber and meetings of the Council and shall regulate the order of business at such meetings,

receive and put lawful motions, and communicate to the meeting what may concern the Chamber.

- **Vice-President.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the power of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Council or the President.
- **Secretary.** In addition to the requirements of the Act, the Secretary shall attend and be the secretary of all meetings of the Council, Members and committees of the Council. The Secretary shall enter or cause to be entered in the Chamber's minute book, minutes of all proceedings at such meetings; the Secretary shall give or cause to be given, as and when instructed, notices to Members, Directors, the auditors and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Chamber.
- **Treasurer.** The Council may appoint a Treasurer. If appointed, the Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Chamber; the treasurer shall render to the Council whenever required an account of all transactions as treasurer and of the financial position of the Chamber; and the Treasurer shall have such other powers and duties as the Council or the President may specify.
- **Other Officers.** The Council may appoint such other Officers as it deems appropriate. The powers and duties of all other Officers of the Chamber shall be such as the terms of their engagement call for or the Council or President requires of them. The Council may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 The administration and management of the Chamber shall be in charge of a salaried CAO appointed by the Council. The CAO shall have supervision and authority over the administration and personnel of the Chamber's offices. The CAO will be at all meetings of the Chamber Council as an attendee with the exception of any in-camera meeting.

7.02 In the event the Council appoints a Treasurer or any other Officer of the Chamber, the Council may remove, whether with or without cause, any Officer so appointed, other than the President, Vice-President or Secretary.

7.03 An Officer shall hold office until the earlier of:

- the Officer's successor being elected or appointed;
- the Officer's resignation;
- the Officer's death;
- the Officer's termination under 7.02.

7.04 If the office of any appointed Officer of the Chamber (other than the President, Vice-President or Secretary) shall be or become vacant, the Directors may appoint a person to fill such vacancy.

For further certainty, this provision does not apply to the President, Vice-President or Secretary or any other member of Council who shall be governed by the sections on automatic termination of director's term in office and removal by Council.

- 7.05 Any two of the President, Vice-President, Secretary, Treasurer, or CAO shall sign all contractual agreements requiring signatures on behalf of the Chamber.
- 7.06 The Directors, Officers and Standing Committee Members of the Chamber shall not be remunerated for their services.

8.0 GENERAL

- 8.01 All notices, requests, demands and other communications under this Document shall be in writing and shall be deemed to have been duly given if mailed, either electronically or by prepaid ordinary mail, to members at such members recorded address for that purpose.
- 8.02 Every Director or Officer of the Chamber or other person who has undertaken or is about to undertake any liability on behalf of the Chamber or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times, be indemnified and saved harmless out of the funds of the Chamber from and against:
- a. all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability; and
 - b. all other costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Chamber, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in paragraph (a) of this provision, the Council may approve such advance.

- 8.03 The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.
- 8.04 The accidental omission to give any notice to any Member, Director, Officer, Committee Member or auditor, or the non-receipt of any notice by any such person where the Chamber has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

- 8.05 A new By-law or an amendment to the By-Laws requires approval of:
- a. the Members by Ordinary Resolution at any Meeting of the Members, provided that notice of meeting is provided to the Members in accordance with this By-Law; and
 - b. the Minister.

After the Members have approved the new By-law or an amendment to the By-laws, they shall be sent to the Minister for approval in accordance with the rules established by the Minister for such approval.

The new By-law or by-law amendment shall not be in force or acted upon until the Minister has approved it.

Notice of a proposed new By-law or an amendment to the By-Laws must be in writing and sent to all Members with the notice of meeting at which such proposed amendment is put to the Members for approval. A copy of such notice must be duly entered in the books of the Chamber as a minute of the Chamber.

- 8.06 All previous By-Laws of the Chamber are repealed as of the coming into force of this By-Law. Such repeal shall not affect the previous operation of the previous By-Laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

9.0 DISSOLUTION

- 9.01 On its being made clear that the Chamber has become incapable of exercising or has ceased to exercise its franchises, the Board shall propose a motion at a general meeting of the Chamber to apply to the Governor In Council of Canada to dissolve the Chamber as a corporation as stipulated in the Boards of Trade Act. All assets of the Chamber will be sold to honor any financial obligations and any excess funds will be distributed to community organizations as recommended by the Board.