

**THE QUALICUM BEACH
CHAMBER OF COMMERCE**



CONSTITUTION

and

BYLAWS

Approved by the
Membership at the
Annual General Meeting
April 25, 2018
& By Industry Canada
01 December 2010

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THE QUALICUM BEACH CHAMBER OF COMMERCE CONSTITUTION AND BYLAWS

INTERPRETATION

The headings contained in these bylaws are for the convenience of reference only and shall not in any way affect the construction or interpretation of these bylaws

“The Chamber” means the Qualicum Beach Chamber of Commerce as a body.

“The Board” means the Board of Directors of the Qualicum Beach Chamber of Commerce.

“Director” or Directors means a Director of, or the Board of Directors of the **Qualicum Beach Chamber of Commerce**.

“Member” means member of the Chamber.

“Officer” or “Officers” means an Officer of or the Officers of the Chamber.

“Person” includes a natural person, a body corporate, a partnership, a society or an unincorporated association.

For the purposes of these bylaws a “business” can be defined as either a “for profit” or as a “not for profit” business and can further be either publicly or privately owned entities or any combination thereof as the Board may so determine and approve.

Words importing the singular include the plural or vice versa; and words importing a male person include a female person and a corporation.

“The 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, R.S.C., c.18.

1.0 NAME AND OBJECTIVES

- 1.01 The name of this organization is the Qualicum Beach Chamber of Commerce.
- 1.02 Mission Statement: The Qualicum Beach Chamber of Commerce is dedicated to fostering a positive business environment by providing its members with leadership, advocacy and services of value.
- 1.03 **Vision: 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. The chamber may act as a visitor information bureau and business information Centre for the Town of Qualicum Beach.
- 1.05 To advance the business interests of the Chamber’s members

- 1.06 The usual place of meeting shall be in the Town of Qualicum Beach or such other place as the Board shall decide from time to time.
- 1.07 The Qualicum Beach Chamber of Commerce shall be non-partisan and non-sectarian and **does** 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 MEMBERSHIP

- 2.01 All persons, corporations or organizations which support the objects of the Chamber and be directly or indirectly engaged or interested in trade or commerce or the economic and social well-being of the District shall be eligible for membership in the Chamber.
- 2.02 Applications for membership shall be in writing and shall provide such information as the Directors may require. Every application shall be accompanied by payment of the initial and annual membership fees as may be applicable to the applicant.
- 2.03 **Application for, or transfer of, membership in the Chamber shall be accepted upon receipt by the Board of Directors.**
- 2.04 The Board at its sole discretion shall determine the suitability of an applicant for membership in the Chamber. Reasons for declining an applicant's membership application shall include, but not be limited to the Applicants:
 - a) credit worthiness,
 - b) association with the Chamber may be perceived as diminishing or harming the reputation of the Chamber,
 - c) pending or past criminal convictions,
 - d) unethical business practices,
 - e) not supporting the Objectives of the Chamber.
- 2.05 There shall be the following classes of membership in the Chamber:
 - Full Member - A full member will pay such fees and dues as the Directors may from time to time determine. A member will have the right to vote on any issue coming before a meeting of the members or in any survey conducted by the Chamber. A member will be entitled to all information distributed by the Chamber, to participate in all advertising and information programs of the Chamber and participate in all affinity programs offered by the Chamber.
 - **Associate/Non-Profit/Racking Member – This class of member will pay such fees and dues, and will be entitled to such privileges as the Directors may from time to time determine, but such fees and dues will be less than that payable by a full member. This class of member will not be entitled to vote, nor are they eligible for nomination or election to the Board of Directors.**
 - **People who have distinguished themselves by some meritorious or public service may be elected Honourary members by a majority vote of the Directors at a Board**

Meeting. Honorary membership includes the privilege of active membership except holding office and is exempt from the payment of annual dues.

2.06 Membership in the Chamber shall be terminated and the rights and privileges of membership cancelled and forfeited in the following events:

- A member may be expelled from membership by a vote of seventy-five per cent (75%) of the Directors present at a meeting of the Directors where five (5) days notice specifying the purpose of the meeting has been given to the Directors and at which meeting not less than seventy-five percent (75%) in number of the Directors shall be present;
- A member or associate member who is delinquent in paying the annual membership fee for three (3) months or failure to pay other financial obligations to the Chamber is grounds for being expelled.
- The Board is of the opinion that the conduct of the member is improper, unbecoming or likely to endanger the welfare, interest or reputation of the Chamber.
- The member willfully commits a breach of these Bylaws.

2.07 Any member may withdraw from membership in the Chamber by giving ten (10) days' notice in writing. A member who withdraws after the annual fee has been paid shall not be entitled to a refund.

2.08 The death of a member or cessation of operations of a corporation or organization, or relocation of a member may cancel any above obligation respecting payment of membership fees.

3.0 DUES AND ASSESSMENTS

3.01 There shall be an annual membership fee payable by each type of membership. The Directors shall determine the annual membership fees and the date when such fees shall be paid.

3.02 Other assessments may be levied against all members and/or associate members, 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 General Meeting shall state the nature of the proposed assessment and be delivered to the members thirty (30) days prior to the meeting.

4.0 OFFICERS AND BOARD OF DIRECTORS

- 4.01 The operation of the Chamber, the direction of its affairs and the control of its property shall be vested in the Board of Directors, consisting of a **maximum eleven (11) and a minimum of seven (7)**.
- 4.02 **All Directors must be members “in good standing” with the Chamber of Commerce of Qualicum Beach.**
- 4.03 The Board shall have the general power of administration. The Board may make or authorize petitions or representation to the Government or Parliament of Canada, the Government or Legislature of British Columbia, the Regional District of Nanaimo or the council of the Town of Qualicum Beach.
- 4.04 The Board may invite representation to the Board to provide information, comment or discussion on behalf of their respective interests from any other organization the Board deems appropriate.
- 4.05 All elected Director shall have equal voting rights at all meetings of the Board of Directors, whereas appointed liaisons shall have NO vote at any meeting of the Board of Directors.
- 4.06 Any member of the Board of Directors who intends to retire or resign as a Director may do so at any time upon giving notice in writing to the Board Chair.
- 4.07 Any Director may be suspended from the Board or have his/her tenure of office terminated if in the opinion of the Directors, the Director is negligent in the performance of his/her duties, providing that the member of the Board of Directors so suspended or terminated shall be at liberty to appeal this decision to the Board.
- 4.08 **The Officers of the Board shall be the Chair, Vice Chair, Past Chair and Treasurer.** The Officers may perform such duties as delegated by the Board.
- 4.09 The administration and management of the Chamber shall be in charge of a salaried President and CEO appointed by the Board of Directors. The President and CEO shall have supervision and authority over the administration and personnel of the Chamber’s offices. The President and CEO will be at all meetings of the Board of Directors and Officers as a **non-voting attendee** with the exception of any in-camera meeting called by the Chair.
- 4.10 The President and CEO of the Chamber shall serve as Secretary, or delegate that authority, and be an ex officio Director without a vote.
- 4.11 The committees of the Chamber shall be established annually by the Board of Directors. It shall be the duty of the Chair of each committee to take charge of all business referred to the committee by the Board, and to report thereon. A record of each committee proceeding shall constitute a part of the transactions of the Chamber and shall be kept amongst its archives. No committee report, result or information shall be released by any committee or member except **with prior consent from the board**.

- 4.12 The Chair and President and CEO shall be ex-officio members of every committee unless otherwise ordered by the Board of Directors.
- 4.13 The meetings of the Board and Committees shall be open to all members in good standing of the Chamber unless otherwise ordered by the Board. In-camera meetings will be open only to the Board of Directors and any others deemed necessarily invited by the Board.
- 4.14 Public pronouncements in the name of the Chamber shall be made only by the Chair or President and CEO, or in their absence by the Vice Chair, or unless the Board had delegated this authority to some other person in some special case or circumstances.
- 4.15 Any Officer or Director seeking public office must take a leave of absence from the Board of Directors once they have publicly declared their candidacy for public office.
- 4.16 Any member of the staff must resign from the Chamber if seeking public office once they have declared their candidacy for public office.
- 4.17 The Board of Directors, in addition to the powers expressly conferred upon it, has such powers as are assigned to it by and by-laws of the Chamber, provided that these powers are consistent with the provisions of the Board of Trade Act.
- 4.18 The Board of Directors will frame by-laws rules and regulations that appear to best be adapted to promote the welfare of the Chamber and will submit them for adoption at an Annual General Meeting of the Chamber.
- 4.19 No paid employee will be a member of the Board of Directors. Directors shall receive no remuneration for services rendered. However, the Board of Directors may grant any member of the Board reasonable expenses on the presentation of receipts.

5.0 TERMS OF OFFICE

- 5.01 All directors shall be members in good standing of the Chamber. The Directors shall be elected for a two (2) year term, one half (1/2) of the directors retiring each year, subject to article 6.05 of these bylaws.
- 5.02 Terms of office of incoming directors and officers shall commence at the first Board Meeting following their election when they will take and subscribe to an oath of office as hereinafter prescribed and shall continue until the end of the period for which they are elected or until their successors take office, whichever shall occur first.
- 5.03 The office of Chair or Vice Chair shall not be held for more than two (2) consecutive years by the same person.
- 5.04 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.
- 5.05 Directors may serve a maximum of three (3) consecutive two (2) year terms with the exception of the immediate Past Chair who shall continue to serve their term of office until the end of the period or until their successor takes office, whichever event shall

occur first. Directors who are in the position of Vice Chair at the end of their term may go on to serve as Chair and Past Chair as above.

- 5.06 Directors absent from three (3) consecutive meetings or four (4) meetings in one (1) year, **without an excusal from the Chair** will be considered to have resigned their office. The Board of Directors may reinstate such a member by a majority vote held by ballot.

6.0 ELECTIONS AND APPOINTMENTS

- 6.01 The Annual Election of Directors shall be held in **March** of each year at the Annual General Meeting of the Chamber.
- 6.02 **Annually the Board shall appoint a Nomination Committee, or a designated Executive. The Nomination Committee will serve without remuneration. The methods by which the Nomination Committee operates shall be approved by the Board. Members of the Nomination Committee may be removed and/or replaced by a Motion of the Board.**
- 6.03 **The Nomination Committee shall recommend a slate of Directors to the membership at the AGM. The slate shall consist of individuals who demonstrate the pre-defined desirable criteria as set out by the Nomination Committee.**
- 6.04 **The Parliamentarian of the AGM upon receiving the committee's nominations, shall invite from the meeting other nominations. Should there be additional nominations supported by a majority of those attending, a vote shall forthwith be conducted by ballot. In the event of a tie for last place, the election shall be decided by drawing lots under direction of the Parliamentarian.**
- 6.05 All Directors must be members-in-good-standing of the **Chamber for a minimum of 1 year.**
- 6.06 Every Director will be nineteen (19) or more years of age and will be a resident, property owner or business operator in the **District.**
- 6.07 Whenever an election is required to elect more than one half (1/2) the total Board of Directors, the **four (4) nominees** receiving the greater number of votes shall be elected for the two (2) year terms and the next in sequence for the one (1) year terms.
- 6.08 The Nominating Committee shall also nominate **no later than 30 days** from the incoming Board of Directors after the annual election of the Directors the Vice Chair, Chair, and Treasurer to serve for the ensuing year.
- 6.09 There shall be a meeting of the incoming Board of Directors after the annual election of the Directors to confirm the Chair, Vice Chair, and Treasurer.
- 6.10 A vacancy among the officers or the elected Directors shall be filled by the Board of Directors for the duration of the unexpired term of such vacancy, and such appointed Director shall be deemed to be an elected Director for purposes of these bylaws.

7.0 DUTIES

The Duties of officers shall be such as their title by general usage would indicate and such as may be assigned to them respectively by the Board of Directors and as outlined herein:

- 7.01 The Chair shall preside at all General Meetings of the Chamber and **Board** meetings of the Board of Directors 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.
- 7.02 It shall be the duty of the Chair and President and CEO to present a general report of the activities of the year at the Annual Meeting.
- 7.03 Any two of the Chair, Vice Chair, Treasurer or President and CEO shall sign all contractual agreements requiring signatures on behalf of the Chamber.
- 7.04 The Vice Chair shall act in the absence of the Chair, and in the absence of both of these officers, **Past** Chair or Treasurer shall act.
- 7.05 **The Treasurer shall be responsible to report to the Chair, through the President and CEO, on the financial affairs of the Chamber, and will liaise with the Auditors to ensure that financial statements are completed in a timely fashion after the fiscal year-end so as to be ready for presentation at the AGM.**
- 7.06 Any Officer or Director has the duty to exercise the care, diligence and skill as related to their duties as a Director.
- 7.07 Any Officer or Director should ensure that the Chamber complies with all legal requirements and with the objectives of the Chamber.
- 7.08 The Chamber will reimburse any Director or Officer for any liability that they incur as a consequence of serving as a Director or Officer.
- 7.09 No Officer or Director is precluded from seeking contractual work for the organization by their position as a Director, but must exclude themselves from discussion and voting on such contracts at the time of the vote.
- 7.10 Without limiting the generality of the following, the Board shall make and approve Rules, Regulations and Policies consistent with these Bylaws pertaining to:
 - Mission, Vision and Values of the Chamber
 - Governance of the Chamber
 - Procedures for Election of Directors
 - Human Resources Policies
 - Position Descriptions for the Officers and the President and CEO
 - Signing Officers of the Chamber
 - Conflict of Interest
 - Such other matters deemed necessary for the proper conduct of the Chamber's business and operation.

8.0 Conflict of Interest

- 8.01 It is the duty and responsibility of all Directors of the Chamber to avoid real or perceived conflicts of interest in all of their dealings with the Chamber. When situations arise that may be perceived as a conflict, the Director involved shall declare his/her conflict, which will be duly noted in the minutes and then that person will withdraw from discussions and vacate the meeting for the duration of the discussion in question.
- 8.02 No Director shall enter into any business arrangement in which he/she has a direct or indirect interest with the Chamber except on a competitive basis and having declared any interest therein. The member shall have the right to make a presentation to the Chamber but shall not be present during the discussion or voting period.

9.0 MEETINGS

9.01 GENERAL MEETINGS

- 9.01.1 The Annual General Meeting of the Chamber shall be held **within ninety (90)** days of the financial year end of the Chamber.
- 9.01.2 The Chamber shall hold a least four (4) General Meetings a year, including the requirements of [article 9.01](#).
- 9.01.3 Upon written request of 5 percent (5%) of the membership in good standing, the Officers shall call a General Meeting within twenty-one (21) days.
- 9.01.4 Notice of General Meetings shall be in writing and shall be mailed either electronically or by post to members by the President and CEO at least six (6) days before each meeting.
- 9.01.5 A quorum at a General meeting shall be constituted by **twenty-five (25)** members in good standing.

9.02 DIRECTORS MEETINGS

- 9.02.1 The Board of Directors shall meet at **least eight (8) times a year**. Time and place shall be decided by the Officers of the Board.
- 9.02.2 Notice of Directors meetings shall be in writing and 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 at **least forty-eight (48) hours'** notice as may be reasonable under the circumstances.
- 9.02.3 Accidental omission to give notice to all Directors or no receipt of notice by any Director shall not invalidate the proceedings of any Directors meeting. A quorum as defined in [article 8.5](#) is always required.
- 9.02.4 A quorum at a Directors meeting shall be fifty percent (50%) of the voting members of the Board of Directors.

- 9.02.5 If at any time during any meeting there ceases to be a quorum present, business then will be suspended until there is quorum present or until the meeting is adjourned or terminated.
- 9.02.6 At the written request of thirty-three percent (33%) of the Directors in good standing the Chair of the Board shall call a Directors meeting within twenty-one (21) days.

9.03 EXECUTIVE

- 9.03.1 After the Annual General Meeting, the Board of Directors shall by majority elect from amongst the elected Directors a Chair, a Vice- Chair and a Treasurer.
- 9.03.2 The Chair serves one (1) term of two (2) years, with the option to serve another one (1) term of two (2) years, to a maximum of two (2) terms or four (4) years. Additional term(s) served with approval by a majority of the Board of Directors. The remaining Executive serves their term for the ensuing year.
- 9.03.3 The immediate Past- Chair of the Chamber shall be a full voting member of the Board of Directors. If the immediate Past- Chair is not available to serve, then the next previous Past- Chair will be offered the position. If that person declines, then the invitation will be extended to the next previous, and so forth until an acceptance is obtained.
- 9.03.4 The Chair presides at all meetings of the Chamber and the Board of Directors. The Chair regulates the order of business at all meetings, receives lawful motions and communicates to the meeting what he/she thinks concerns the Chamber. The Chair, with the President & CEO, signs all papers and documents requiring a signature on behalf of the Chamber, unless the Board designates someone else. At the Annual General Meeting, it is the duty of the Chair to present a general report of the activities for the year.
- 9.03.5 The Chair may designate the Vice- Chair, Treasurer, or Past Chair, to act in the absence of the Chair to perform any of the Chair's duties. When none of the Executive are present at a meeting of the Board, the Board shall select a Chair from among those present but the Board shall make no decisions regarding appointments, elections or finances at such meeting.
- 9.03.6 The Treasurer will be responsible to report to the Chair, through the President & CEO, on the financial affairs of the Chamber, and will liaise with the Auditor to ensure that the financial statements are completed in a timely fashion after the fiscal year-end so as to be ready for presentation at the Annual General Meeting.
- 9.03.7 Removal of an Executive: An Executive shall be subject to removal with approval by a majority of the Board at any time, with or without just cause.
- 9.03.8 Remuneration of an Executive: The remuneration of an Executive appointed by the Board shall be determined from time to time with approval by the majority of the Board. An Executive shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Executive's duties.

9.04 COMMITTEE AND TASK FORCE MEETINGS

- 9.04.1 The Committees and Task Forces of the Chamber shall be established by the Board of Directors. The Chair of each Committee or Task Force shall be approved by the Board. It shall be the duty of the Chair of each Committee or Task Force to take charge of all business referred to the Committee or Task Force by the Board and to report thereon.
- 9.04.2 A record of each Committee or Task Force proceeding shall constitute a part of the transactions of the Chamber and shall be kept amongst its archives. No Committee or Task Force report, result or information shall be released by any Committee or Task Force or Chamber Member except in accordance with Article 5, paragraph 5.07 herein.
- 9.04.3 No action or resolution of any committee of the Chamber shall be binding upon or expressive of, the opinions or authority of the Chamber unless and until such action or resolution shall have been approved by the Board of Directors.
- 9.04.4 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.
- 9.04.5 The Board may suspend or terminate the Chair of any Committee or Task Force from office.

9.05 PROCEDURES

- 9.05.1 The proceedings of all meetings shall be governed by Robert's Rules of Order.

10.0 FINANCES

- 10.01 Funds for the operation of the Chamber shall be raised by annual dues, special assessments, voluntary contributions, fees for service and fund raising activities.
- 10.02 Signing authority for the Chamber shall be vested in any two of the Chair, Treasurer and President and CEO and one other officer as approved by the Board.
- 10.03 The Board of Directors, on behalf of and in the name of the Chamber, shall have the power to acquire, sell or lease real estate, or mortgage the same, incur debts or enter into contract of any kind to further the interests of the Chamber, provided, however, that no purchase, sale or mortgage of real estate shall be made until approved by a majority of the members present at a General Meeting of the Chamber; provided however, that notice of intention to so acquire, sell, purchase, lease, or mortgage shall have been given to the membership in a notice calling the special meeting.
- 10.04 The Officers of the Board shall have the authority to authorize expenditures up to the amount of \$1,000.00 for an unbudgeted item without the approval of the Board of Directors and must report the transaction to the Board of Directors at their next meeting.

- 10.05 The funds and the property of the Chamber shall be used and applied for such purpose only as is calculated to promote the objects for which the Chamber was constituted.
- 10.06 No Director shall be remunerated for being or acting as a Director or elected Officer, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Chamber.
- 10.07 An audit of the Chamber will be made annually by a qualified accountant, duly appointed by the Board of Directors. The audit shall be approved by an Audit Committee consisting of three (3) members in good standing and presented to the membership at the Annual General Meeting.
- 10.08 The fiscal year of the Chamber shall be from January 1st to December 31st.
- 10.09 At a General Meeting of the membership, not exceeding 90 days following the end of the fiscal year, there shall be submitted the audited statements of the Chamber's finances for the year previous for acceptance by the membership.
- 10.10 The Treasurer shall form a budget committee in September consisting of the Chair, Vice Chair, Treasurer and President and CEO to present a budget for approval of the Directors before the beginning of the new fiscal year. The budget is to cover the forthcoming fiscal year, and when approved, the President and CEO shall be empowered to carry out the provisions contained therein.

11.0 VOTING RIGHTS

- 11.01 Every member in good standing at any General Meeting shall be entitled to one vote. No proxy votes shall be permitted at any General Meeting, Board of Directors' meeting or Committee meeting of the Chamber.
- 11.02 Voting at Board or General Meetings shall normally be by a show of hands or, if requested by the Chair of the meeting, by a standing vote or as in the case of Article 6, paragraph 6.5, by ballot. A roll call vote at a Board meeting shall be taken if requested by twenty-five percent (25%) of the directors present provided such request receives approval of sixty-six percent (66%) of the members assembled.
- 11.03 The presiding Officer shall vote only when his or her vote will affect the result.
- 11.04 Motions or amendments shall be carried at any Board or General Meeting by a majority vote unless otherwise provided by these bylaws or by any Act of Legislature or Parliament.

12.0 AMENDMENTS

- 12.01 Any amendments to this constitution must be submitted for approval to the Board of Directors. If approved by the Board, the amendments must then be proposed by a Member at an Annual General Meeting. The amendments are adopted only after approval by a majority of the Members of the Chamber present at the Annual General Meeting.

12.02 Proposed amendments shall be given with the notice for the meeting at which they are to be considered.

12.03 Amendments to this constitution, after adoption by a majority of the members of the Chamber present at the Annual General Meeting, require approval by the Minister responsible for the Board of Trade Act, R.S.C. 18 before the amendment can be enforced or acted upon.

13.0 ASSESSMENTS

13.01 Other assessments may be levied against all members, provided the Board of Directors recommends them and are approved by a majority of the members present at a Board of Directors Meeting of the Chamber. The notice calling such a Board Meeting must state the nature of the proposed assessment.

14.0 AFFILIATION

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

15.0 OATH OF OFFICE

15.01 The oath of office shall be in the following form and shall be taken and subscribed before the Mayor, Acting Mayor of the Town of Qualicum Beach, MLA, MP or any Justice of the Peace. "I (name) swear (or affirm) that I will faithfully and truly perform my duty as (name of office) of the Qualicum Beach Chamber of Commerce and that I will, in all matters connected with the discharge of such duty, do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the Qualicum Beach Chamber of Commerce was constituted, according to the true intent and meaning of the same. I so swear (or affirm)."

16.0 DISSOLUTION

16.01 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.

17.0 REPEAL OF FORMER BYLAWS

17.01 With the application of these bylaws, all former bylaws are hereby repealed.