



Sooke Region
Chamber of Commerce

BY-LAWS

As approved on December 16th, 2015

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NAME

The name of the organization shall be the Sooke Region Chamber of Commerce (“the Chamber”).

LOCATION

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

OBJECTIVES

The objectives of the Chamber are to:

- (a) be a supportive resource for local businesses to achieve greater success;
- (b) facilitate new economic development opportunities;
- (c) foster positive business relationships with the community; and
- (d) constructively influence public policy and governments in supporting free enterprise.

STATEMENT OF PRINCIPLES

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

ARTICLE 1

DEFINITIONS

1.1 Definitions

In these By-Laws, unless otherwise specified:

- (a) “AGM” means any annual general meeting of the Members;
- (b) “Board” means the Board of Directors of the Sooke Region Chamber of Commerce;
- (c) “Business” means any organization (including any industry, sector or not-for-profit), individual, corporation, firm or partnership but excluding any organization, individual, corporation, firm or partnership whose purposes or activities are largely or primarily politically partisan in nature;
- (d) “Chamber” means the Sooke Region Chamber of Commerce;
- (e) “Committee” means a committee formed pursuant to Section 11.1(b);
- (f) “Director” means any director as specified in Section 10.1(d);
- (g) “District” mean 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. B-8, s.1.);

- (h) “Ex-officio” means that by virtue of being the President, 1st or 2nd Vice-President or Immediate Past President, these members of the Executive are also members of Chamber Committees as stated in Article 11. An “ex-officio” committee member has voting privileges on a committee only in the event of a tie vote and then only to break the tie;
- (i) “Member” means any Business in good standing of the Chamber and any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic or social welfare of the District, shall be eligible for membership in the Chamber;
- (j) “Notice of Meeting” means the notice providing the place and dates of the AGM together with the names of individuals wishing to stand as Directors, to be mailed or electronically delivered to Members pursuant Article 5;
- (k) “Ordinary Resolution” means a resolution passed at an AGM or SGM by the Members by a simple majority of the votes cast in person or, where proxies are allowed, by proxy;
- (l) “SGM” means a special general meeting of the Members; and
- (m) “Special Resolution” means a resolution passed at an AGM or SGM by a majority of not less than seventy-five percent of the votes of those members who, being entitled to do so, vote in person or, where proxies are allowed, by proxy and where at least fourteen days of notice, as provided in these By-Laws, specifying the intention to propose the resolution as a Special Resolution, has been given.

ARTICLE 2

MEMBERSHIP

2.1 Conditions of Membership

Any potential Member may be a Member of the Chamber when such potential member has:

- (a) completed an application for membership in the form required by the Board;
- (b) paid in full the dues, if any, required by these By-Laws; AND
- (c) met the requirements of membership in the Chamber defined in Article 1.1 (c) and (h).

2.2 Compliance with By-Laws

All Members must agree to comply with, and be subject to, the provisions of these By-Laws.

2.3 Refusal of Membership

The Board may refuse the application of any Member by a motion passed by a majority of at least two-thirds of the vote, that such membership is prejudicial to the best interests of the Chamber.

ARTICLE 3

TERM AND TERMINATION OF MEMBERSHIP

3.1 Term

Membership in the Chamber shall continue from the time the application for membership is accepted by the Board or membership is granted by the Board or otherwise pursuant to these By-Laws for a period of one year, or until the Member has resigned in accordance with these By-Laws or has been terminated from membership by action of the Board as provided in these By-Laws.

3.2 Resignation

Any Member may withdraw from Membership by submitting a written resignation to the President of the Chamber.

3.3 Termination

The membership of any Member may be terminated by a motion for termination passed by a majority of at least two-thirds of the votes cast at any meeting of the Board provided that:

- (a) the Board has first held, in its opinion, that such membership is prejudicial to the best interests of the Chamber or that the Member has contravened these By-laws; and
- (b) such Member shall have first had an opportunity, upon notice of thirty days from the Board to show cause why such membership should not be terminated.

3.4 Refund of Dues

Upon such termination, any dues paid for the current year shall be refunded on an annual pro-rated basis.

3.5 Non-Payment of Dues

Any Member failing to pay dues within three months after being billed, shall cease to be a Member in good standing and that Member shall stand suspended and may be terminated by the Board, and, notwithstanding Section 3.3, the name of that Member may be removed from the membership role unless arrangements to pay such dues are made that are satisfactory to the Board.

3.6 Payment of Dues - Suspended Member

A Member suspended from membership pursuant to Section 3.5 shall be reinstated upon payment of those dues.

3.7 Reinstatement of Terminated Member

After termination, should the terminated Member wish to be reinstated, that Member must apply for membership according to the procedures applying to any new membership application. That terminated Member must also first pay, or repay, all unpaid dues or other indebtedness.

3.8 Indebtedness

Any indebtedness to the Chamber of any Member who ceases to be a Member for any reason shall remain as an obligation of such Member to the Chamber until paid in full.

3.9 Appeals

A Member suspended or terminated may appeal the order of the Board at any AGM, or at any SGM called as provided by these By-Laws. A majority vote of the members present at such a meeting shall be finally determinative.

ARTICLE 4

DUES

4.1 Amount and Time of Payment

The dues structure for Members shall be determined annually, in advance, by the Board. If such structure is changed in any year, notice of such changed dues structure shall be mailed or electronically delivered to all Members annually; and

4.2 Membership Payments

Full payment of dues shall accompany an application for membership. Other arrangements for membership payment (ex: monthly, quarterly, etc.) must first be approved by the Board.

ARTICLE 5

MEETINGS

5.1 AGM

The Chamber shall convene an AGM once per year.

5.2 AGM Notice

The President shall cause to be mailed or electronically delivered to each Member the Notice of Meeting at least twenty-one days before the date of the AGM.

5.3 CALLING OF AN SGM

AN SGM may be called at the discretion of the Board or when the greater of either ten percent of the Members or ten Members sponsor a petition directed to the President requesting that such an SGM be called.

5.4 SGM Notice

Notice of the place, date, time and agenda for such SGM shall be mailed or electronically delivered to the Members at least fourteen days before the date of the SGM and in the case of an SGM called pursuant to a

petition of the Members pursuant to Section 5.3, within fourteen days of the receipt by the President of such petition.

5.5 SGM Costs

The Members sponsoring a petition for an SGM shall bear all costs of such SGM.

5.6 Notice - AGM or SGM

A notice convening an AGM or SGM shall specify the place, date, time and agenda for the meeting and, in case of special business, the general nature of that business shall be given as provided in these By-Laws. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at that meeting.

5.7 Notice Generally

Delivery of any notice of an AGM or SGM shall be mailed or electronically delivered, or generally advertised using local media (ex: newspapers) to Members pursuant to the time frames identified in Article 5.2 and 5.4.

5.8 Notice - Waiver - AGM or SGM

All the Members entitled to receive notice of an AGM or SGM may, by unanimous consent in writing given before, during or after the meeting, or if they are present at the meeting by a majority vote, waive or reduce the period of notice of such meeting and an entry in the minute book of such waiver or reduction shall be sufficient evidence of the due convening of the meeting.

5.9 Notice of Documents

Where any business at any AGM or SGM includes considering, approving, ratifying, adopting or authorizing any document or the execution thereof or the giving of effect thereto, the notice convening that AGM or SGM shall, with respect to such document, be sufficient if it states that a copy of the document or proposed document is or will be available for inspection by Members at the address of the Chamber, or at some other place in Sooke designated in the notice, during usual business hours up to the date of that AGM or SGM.

5.10 Meetings of the Board:

- (a) the Board shall meet not less than six times during its term of office at the call of the President. At least three days of notice, by mail or electronically delivered, to all Directors, of each such meeting must be given, provided that the Directors may unanimously waive such notice at any such meeting.
- (b) meetings of the Board shall be open to all Members of the Chamber, who may attend, but may not take part in any of the proceedings. Anyone interested in making a presentation at a meeting of the Board must first request and receive permission by the President, having given a minimum of five days advance written notice.

5.11 Special Meetings of the Board

Special meetings of the Board shall be called by the President upon receipt by the President of a request in writing for such meeting, signed by at least three Directors. Such request shall specify the matters to be

considered and the need or urgency for such special consideration. At least three days of notice, by mail or electronically delivered, to all Directors, of such meeting must be given, provided that the Directors may unanimously waive such notice at any such meeting.

5.12 Meetings by Conference Call

Any meeting of the Board, whether pursuant to Section 5.10 or to Section 5.11 or otherwise of these By-Laws, may be held by telephone or video conference call provided that notice of such meeting is given or waived as required by these By-Laws. The provisions of these By-Laws shall apply to such meeting by telephone or video conference call.

5.13 Resolution in Writing

Any resolution of the Board may be consented to in writing, whether by mail or electronically delivered, by all of the Directors and such resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Directors and shall be effective on the date stated thereof or on the latest date stated on any counterpart.

5.14 Minutes of Meetings

The President or Committee Chair shall appoint an individual that is present to take minutes at each Board or Committee meeting.

ARTICLE 6

VOTING POWERS AT AN AGM OR SGM

6.1 Method of Voting

Voting at any AGM or SGM shall normally be by show of hands, but if any three Members should so request, voting shall then be by roll call, poll or ballot, as the case may be.

6.2 Proxy Votes

Proxy voting is permitted at any AGM or SGM on the following terms:

- (a) subject to this section, any Member may be represented at any AGM or SGM by any other Member who is present and who is carrying the proxy of such absent Member;
- (b) a proxy must be delivered in writing, facsimile or electronically delivered to the President no later than the time of registration for such AGM or SGM: and
- (c) every proxy may be revoked, in writing, by the Member prior to the commencement of such AGM or SGM.

6.3 Ordinary Resolutions

Unless otherwise provided for in these By-Laws, all resolutions at any meeting of the Members shall be Ordinary Resolutions.

ARTICLE 7

QUORUM

7.1 AGM or SGM

Members representing, whether in person or by proxy, at least ten percent of the current Chamber membership shall constitute a quorum at any AGM or SGM.

7.2 Directors

A simple majority of Directors shall constitute a quorum at any meeting of the Board.

7.3 Executive

A simple majority of the Executive shall constitute a quorum at any meeting of the Executive.

7.4 Committees

Two members of any Committee shall constitute a quorum of such Committee.

ARTICLE 8

OFFICERS

8.1 Executive

The Executive of the Chamber shall consist of the following:

- (a) the President;
- (b) the First Vice-President;
- (c) the Second Vice-President;
- (d) the Immediate Past President;
- (e) the Secretary; and
- (f) the Treasurer.

8.2 Remuneration and Terms of Appointment

While Board and Executive appointments are generally considered voluntary, all appointments of the Executive are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission or otherwise) that the Directors think fit and as may be appropriate from time to time.

8.3 Appointment of the Executive

The President shall appoint Directors to the Executive to the extent that it reflects the composition of the executive defined in Article 8.1. The Board must confirm appointments to the Executive by simple majority within thirty days of those appointments.

8.4 Term Limits

The positions of President and Immediate Past President may be held for one consecutive year. The remainder of the Executive positions may be held for two consecutive years. Due to extraordinary circumstances, extensions to these term limits can be approved by simple majority of the current Board.

8.5 Signing Authority

Unless otherwise directed by the Board, signing authority for the Chamber shall be any three individuals of the Executive.

ARTICLE 9

DIRECTORS

9.1 Directors

The Board shall be composed of the six Executive and up to a maximum of nine Directors for a total compliment of fifteen Board members.

9.2 Presidential Appointment

In the event there are vacant Executive or Board positions available, the President can appoint additional Directors without following the nominating or voting processes identified in these By-Laws.

9.3 Term Limits

No Director shall serve on the Board for a period exceeding two consecutive years unless they advance into an Executive position. Due to extraordinary circumstances, extensions to these term limits can be approved by simple majority of the current Board.

ARTICLE 10

ELECTION OF EXECUTIVE AND DIRECTORS

10.1 Election Procedures

The election of Directors shall occur annually and follow the process described here:

- (a) not later than sixty days prior to the date of the AGM, the Immediate Past President shall form the nominating committee which shall consist of the President, First Vice-President, Second Vice-President and Immediate Past President as well as two Members chosen by random lottery;
- (b) not later than forty-five days prior to the date of the AGM, the nominating committee must confirm who will be the incoming President for the upcoming year. Of the eligible nominating committee members, a simple majority must vote in favour of the motion for it to succeed. Note that if the incumbent is on the nominating committee, then that individual must abstain from voting. If the motion fails, the nominating committee shall advise the Board and must nominate another member of the current Executive or Board, as President for the coming year;

- (c) not later than forty-five days prior to the date of the AGM, the nominating committee must advise the Members (via email, mail or other suitable means) of the current Directors who will continue into the following year in completion of their term, as well as identify the number of vacant positions available on the Board as of the upcoming AGM. Additional nominations shall also be requested from the members at this point in time;
- (d) any Member may nominate any other Member in good standing to be a Director. Such nominations shall be in writing and shall have the consent of the nominated Member and shall be received by the nominating committee at least thirty days prior to the date of the AGM. Upon closing the nomination process, the nominating committee shall post the names of the nominees in the Chamber office and on the Chamber website. The nominating committee retains absolute discretion to approve nominees for acclimation or election as it deems best;
- (e) directors may be acclaimed should the number of nominees be such that balloting is not required. However, should balloting be necessary, the nominating committee shall ensure that Members receive notification of balloting and the method of voting with sufficient time to allow at least ten days to vote via a suitable means at the discretion of the nominating committee (such as in-person, email, mail, etc.); and
- (f) the names of the existing and incoming Directors, either through acclimation or balloting, shall be announced at the AGM.

10.2 Re-election and Re-appointment

All Directors are eligible for re-election or re-appointment from time to time after taking a minimum of a one year hiatus from serving on the Board.

10.3 Membership Mandatory

All Directors must also be a Member in good standing.

10.4 Elected Officials Prohibited

No Director may hold publicly elected office with a federal, provincial, regional or local government (including First Nations government) while at the same time serving as a Director.

10.5 Confirmation of Appointments

The Board shall confirm the appointment of those Directors referred to in Section 10.1(f) at the first meeting of the Board following the AGM.

10.6 Oath of Office

Before entering into office, all Directors must take and subscribe to the Oath of Office.

10.7 Code of Conduct

Before entering into office, all Directors must undersign and subscribe to the Code of Conduct.

ARTICLE 11

DUTIES OF OFFICERS AND DIRECTORS

11.1 President:

The President shall:

- (a) act as Chair and regulate the order of business for the Board, the Executive, and all meetings of the Members as identified in “Rules of Order” by Bourinot, unless otherwise provided in the By-Laws and be an “ex-officio” member on Committees;
- (b) have the authority to appoint committees and designate Directors or any Members of the Chamber to preside, examine and report upon any matter;
- (c) serve as the principal spokesperson of the Chamber;
- (d) be responsible for the administration and management of the Chamber and report on same to the Board and all meetings of the Members;
- (e) cause to be kept the minutes of the proceedings of the Chamber and attend to the publication of its reports and shall be custodian thereof;
- (f) cause to be maintained with a chartered bank, selected by the Board, all banking accounts of the Chamber provided that no monies shall be withdrawn by cheque or otherwise, from such bank accounts without the signature of the President or such person or persons so authorized by the Board to make such withdrawals;
- (g) present a general report of the activities of the year at the AGM;
- (h) be responsible for arranging and coordinating all details of the AGM; and
- (i) exercise such authority and perform such duties as the Board shall from time to time prescribe.

11.2 First Vice-President

The First Vice-President shall:

- (a) assist the President and, in the absence of the President, shall preside at meetings and otherwise perform the duties and functions of the Chair;
- (b) be an “ex-officio” member of all Committees and shall have responsibility generally for establishment of and liaison with all Committees; and
- (c) perform such duties as the President may from time to time direct.

11.3 Second Vice-President

The Second Vice-President shall:

- (a) assist the President and, in the absence of the President and First Vice-President, shall preside at meetings and otherwise perform the duties and functions of the Chair;

(b) be an “ex-officio” member of all Committees and shall have responsibility generally for establishment of and liaison with all Committees as directed by the President; and

(c) perform such duties as the President may from time to time direct.

11.4 Immediate Past President

The Immediate Past President shall:

(a) be Chair of the Nominating Committee;

(b) be an “ex-officio” member of the Board, Executive and all committees of his choosing, or as directed by the President; and

(c) perform such duties as the President may from time to time direct.

11.5 Secretary

The Secretary shall:

(a) be responsible for recording and documenting minutes of all Executive and Board meetings in an accurate, sensitive and timely manner

(b) perform such duties as the President may from time to time direct.

11.6 Treasurer

The Treasurer shall:

(a) present a general report of the financial activities of the previous month at each Board meeting;

(b) present a general report of the financial activities of the year at the AGM; and

(c) perform such duties as the President may from time to time direct.

11.7 Conflict of Interest

Every Director or other Officer of the Chamber who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a Director or other Officer of the Chamber shall, in writing, disclose to the President the fact, nature and extent of the conflict in advance.

ARTICLE 12

VACANCIES AND TERMINATIONS

12.1 President

In the event of the resignation, termination or death of the President, the First Vice-President shall assume the position and duties of President for the balance of the current year. The First Vice-President will continue on as President for the next ensuing year, if agreeable, and with the approval by simple majority of the current Board..

12.2 Director Absences

Any Director who is absent from two successive meetings of the Board shall, at the option, by the majority vote of the Board, be deemed to have resigned from the Board, and shall be so advised, unless such Director has delivered to the Board, in writing, reasons acceptable to the Board for such absence.

12.3 Termination

Any Director may be removed from office by a Special Resolution of those Directors (exclusive of the subject Director) in attendance at a meeting of the Board and may be removed from office by a majority vote of the Members in attendance at a SGM or AGM. A Director shall cease to hold office upon such removal or upon resignation or death.

ARTICLE 13

FUNCTION AND POWERS OF THE BOARD

13.1 Board

The Board shall have the following functions and powers:

- (a) it shall supervise and conduct the business of the Chamber;
- (b) it may adopt such rules and regulations deemed necessary in regard thereto so long as they are consistent with the provisions of these By-Laws;
- (c) it shall not commit the Chamber to any policy positions, other than in accordance with the provisions of these By-Laws;
- (d) it may establish, in its discretion, appropriate rules and regulations to reimburse the reasonable expenses of the Executive, Directors and Members incurred in attending meetings of the Board, Committees or other meetings of the Members; and
- (e) it shall keep regular minutes of its transactions and shall cause them to be recorded in books kept for that purpose, and shall report the same to any AGM or SGM at such times as the Members may from time to time require.

13.2 Statements by the Board

The Chamber and its Officers, Directors, Members and employees (when such employees are acting for or on behalf of, or in the name of, the Chamber) shall refrain from any statements, publications or other activities that are politically partisan in nature, contravene the purposes of the Chamber or bring the Chamber or its Members into disrepute.

13.3 Executive, Directors and Employees Liability and Indemnity

The Chamber shall have third-party liability and indemnity insurance coverage at all times for its Board (and where appropriate its employees) to a level that is deemed necessary and appropriate for the organization's needs and risks.

ARTICLE 14

FISCAL YEAR

14.1 Fiscal Year

The fiscal year for the Chamber shall commence on the first day of January in each year, and shall terminate on the thirty-first day of December of that year.

ARTICLE 15

AUDITING

15.1 Appointment of Auditors

At its discretion, the Board may appoint an Audit Committee, which would consist of three Members (which may include a chartered or certified accountant) to complete a review of all books and accounts on an annual basis.

ARTICLE 16

RULES OF ORDER

16.1 Rules of Order

Except as otherwise provided in these By-Laws, parliamentary procedure shall govern at all meetings of the Chamber and of the Board, as set forth in the “Rules of Order” by Bourinot.

ARTICLE 17

BORROWING POWER

17.1 Borrowing Power

The Chamber may from time to time:

- (a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as the Board believes appropriate;
- (a) issue bonds, debentures, and other debt obligations either outright or as security for any liability or obligation of the Chamber or any other person; and
- (b) mortgage charge, whether by way of specific or floating charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Chamber (both present and future).

17.2 Exercise of Power

The Borrowing Power of the Chamber may be exercised by such Director or Directors as the Board may determine, provided that such borrowing has first been authorized by resolution of the Board.

ARTICLE 18

PUBLICITY

18.1 Publicity

All past and current public announcements, including Policy Resolutions, of the Chamber shall be available for examination by any Member at the office of the Chamber, during regular working hours, provided that such Member has first given reasonable notice to the President of his or her intention or desire to examine such announcements or Policy Resolutions.

ARTICLE 19

BOOKS AND RECORDS

19.1 Books and Records

All books and records of the Chamber shall be open to any Member, at the office of the Chamber, during regular working hours, provided that such member has first given reasonable notice to the President of his or her intention or desire to examine such books and records.

ARTICLE 20

BY-LAW AMENDMENTS

20.1 Proposal and Notice

Any Member may propose amendments to the By-Laws provided that at least fourteen days of notice of the proposed amendments shall be given to all Members in advance of the AGM or SGM at which the proposed amendments are to be considered.

20.2 Special Resolution

Any proposed amendment to the By-Laws, to become effective, must first be passed by Special Resolution and then be approved.

ARTICLE 21

DISSOLUTION

21.1 Motion to Dissolve

If the Board is of the belief that the Chamber has become incapable of exercising or has ceased to exercise its purposes as established by the Boards of Trade Act and these By-Laws, then the Board shall propose a Special Resolution to request that the Boards of Trade Governor-in-Council dissolve the Chamber as an entity.

21.2 Assets upon Dissolution

Upon the dissolution of the Chamber, the assets remaining after satisfaction of all debts, shall be transferred or given to such charities, registered under the provisions of the Income Tax Act (Canada), as shall be designated by the Board or shall be transferred or delivered to the Attorney General of Canada.

ARTICLE 22

AFFILIATIONS

22.1 Affiliations

At its discretion, the Board shall have the power to affiliate with the Canadian Chamber of Commerce, the BC Chamber of Commerce and any other organization in which membership or participation may be in the interest and to the benefit of the Chamber.

ARTICLE 23

REPEAL OF FORMER BY-LAWS

23.1 Repeal of Former By-Laws

With the adoption of these By-Laws, all former By-Laws are hereby repealed.