

# **NEWMARKET CHAMBER OF COMMERCE**

## **BY-LAWS**

### **1. INTERPRETATION**

#### **1.1 Definitions**

In this By-law:

- (a) “**Act**” means the *Corporations Act* (Ontario), and any act that may be substituted therefore, as from time to time amended;
- (b) “**Annual Meeting**” means the meeting of the members required to be held annually herein;
- (c) “**Board**” means the board of directors of the Chamber;
- (d) “**Business day**” means any day of the week other than a Saturday or Sunday or a statutory holiday in the Province of Ontario;
- (e) “**By-laws**” means this by-law and all other by-laws of the Chamber from time to time in force and effect;
- (f) “**Chamber**” or “**Corporation**” means Newmarket Chamber of Commerce;
- (g) “**Director**” means a director of the Chamber;
- (h) “**Ex officio**” means “by virtue of office”;
- (i) “**General meeting**” means any meeting of the members duly called as provided for herein and may include the Annual Meeting;
- (j) “**Letters Patent**” means the letters patent issued to the Chamber pursuant to the Act dated October 3, 1983;
- (k) “**Member**” means a person or corporation in good standing as contemplated in Section 19.1 herein;
- (l) “**Special resolution**” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the members of the Chamber duly called for that purpose, or in lieu of such confirmation, by the consent in writing of all the members of the Chamber entitled to vote at such meeting.
- (m) “**Year**” shall commence on the date of election or appointment as director and shall terminate on the date of the next Annual General Meeting.

#### **1.2 Interpretation**

The By-laws, unless the context otherwise indicates or requires, shall be construed and interpreted in accordance with the following:

- (a) words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations;

- (b) the headings used in the By-laws are inserted for reference purposes only and are not to be construed or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (c) in the event of any dispute, the intent or meaning of any words shall be such as are determined by the Board; and
- (d) any reference in the By-laws to any statute shall, unless otherwise expressly stated, be deemed to be a reference to such statute and the regulations made there under as the same may, from time to time, be amended, restated, reenacted or replaced.

## **2. HEAD OFFICE**

Until changed in accordance with the Act, the head office of the Chamber shall be in the Town of Newmarket, in the Regional Municipality of York in the Province of Ontario, and at such place within the Town of Newmarket as the Board may fix by resolution from time to time.

## **3. FISCAL YEAR**

Unless otherwise approved by the Board, the fiscal year of the Chamber shall terminate on the 30th<sup>th</sup> day of June, in each year or on such other date as the directors may from time to time by resolution determine.

## **4. SEAL**

There shall be a corporate seal of the Chamber.

An imprint of the corporate seal is impressed below:

## **5. BOOKS AND RECORDS**

- (a) The Board shall see that all necessary books and records of the Chamber required by the Bylaws or by any applicable statute or law are regularly and properly kept.
- (b) All books and records of the Chamber shall be open for inspection at all reasonable hours to any member of the Chamber in good standing free of charge and during normal business hours at the offices of the Chamber by appointment made at least twenty-four hours prior written notice with the Chief Executive Officer. All original Chamber documents, records, files, publications or any other archival resource may not be removed from the offices of the Chamber without the authorization of the Board first obtained.

## **6. PRIVACY POLICY**

The Newmarket Chamber of Commerce shall have a privacy policy due to the Personal Information Protection and Electronic Documents Act (PIPEDA) which came into effect January 1, 2004.

## **7. BOARD OF DIRECTORS**

### **7.1 Number & Term of Office**

- (a) Until changed by special resolution, the affairs of the Chamber shall be managed by a Board which shall consist of not less than eleven (11) and not more than fourteen (14) directors, elected by the members of the Chamber at the annual meeting.
- (b) Each Director shall be elected for a two (2) year term. The term of office for all Directors will be staggered and some seats shall become vacant each year. All directors shall become eligible for re-election to a maximum of two (2) additional terms (a total of six years), but must then retire from the Board for a minimum of one (1) year before becoming eligible for re-election to that position.

### **7.2 Eligibility**

All persons elected to serve as directors of the Chamber, shall:

- (a) be at least 18 years of age;
- (b) not be an un-discharged bankrupt;
- (c) be a resident of Canada;
- (d) be the principal, or a shareholder of, or an employee of a business, service or community organization operating within the Town of Newmarket; and
- (e) be a member in good standing throughout the term of his or her office as director.

### **7.3 Ineligible Directors**

Elected representatives to, or individuals employed by, the Federal Parliament, the Provincial Legislature, any Regional or Municipal Council, School Board Trustees, or other officials at any level of public service are not eligible for election to the Board. Any director seeking public appointment or election to any of the above positions must take a leave of absence from the Board during the period following his or her declaration of intention to seek such position and if appointed or elected, shall be deemed to have resigned from the Board upon taking office.

### **7.4 Powers & Responsibilities**

The Board shall manage and administer the affairs of the Chamber in all things, and may perform or direct the performance of all such acts as may be necessary or of advantage to the attainment of the objects and proper operation of the Chamber and may 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 Letters Patent or otherwise, authorized to exercise and do. The Board may delegate such powers and authority, as it may from time to time deem proper and appropriate, subject to the Act and to the Letters Patent and By-laws of the Chamber.

## **7.5 Election of Directors**

- (a) The Nominating Committee shall prepare a proposed slate of directors for election at the Annual General Meeting not later than thirty (30) days prior to the date of the Annual General Meeting. The consent of each nominee to act as a director, if elected, shall be obtained.
- (b) In addition to the proposed slate of directors nominated by the Nominating Committee, any two (2) members of the Chamber, both being in good standing, may by nomination in writing submitted to the Secretary of the Chamber not later than thirty (30) days prior to the date of the Annual General Meeting nominate any person for election to the Board, provided such person meets the eligibility requirements set out in the By-law. The signed consent of such nominee shall accompany the submitted nomination. The nominee may not be one of the nominators.
- (c) If sufficient nominations are not received to fill the minimum number of directors required in sub-section 7.1(a), the Nominating Committee shall have the authority at any time prior to the Annual General Meeting, notwithstanding the provisions of this By-law, to make such further nominations as may be deemed necessary to ensure a reasonable number of nominees.
- (d) The notice to members of the Annual Meeting shall advise the members as to all persons who have been nominated for election to the Board.
- (e) In the event the number of nominations are equal to the number of directors to be elected, then election of the directors shall not be required and the nominees shall be declared by the Chair, or such other person presiding at the Annual Meeting, to have been so elected.

## **7.6 Governance**

The Board shall govern and manage the affairs and the property of the Chamber and shall have and may exercise all the powers of the Chamber except as are specifically reserved to the members or that are by statute expressly directed or required to be done in some other manner. Without limiting the generality of the foregoing, the Board shall:

- (a) appoint the President & Chief Executive Officer and approve his or her compensation and the executive shall evaluate his or her performance annually;
- (b) approve an annual budget for the Chamber and establish, on an annual basis, the membership fees, dues and other charges of the Chamber;
- (c) develop and review, on a regular basis, the mission, objectives and strategic plan of the Chamber;
- (d) monitor the Chamber's financial management, approved capital expenditures in accordance with the financial policies adopted by the Board and undertake,

such steps that may be necessary to protect the financial stability of the Chamber;

- (e) review the Chamber's programmes to ensure that the Chamber is managed in accordance with the objects, mission and purpose of the Chamber; and
- (f) make such petitions or representations on behalf of the Chamber and its members to the Governments of Canada or Ontario or to the Regional Municipality of York or the Town of Newmarket to any department or agency of any of these bodies as the Board may deem to be in the best interests of the Chamber and its members from time to time.

## **7.7 Borrowing**

In addition to the powers and duties of the Board set out in section 7.6 hereof, the Board may:

- (a) borrow money on the credit of the Chamber;
- (b) issue, sell or pledge securities of the Chamber;
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Chamber, to secure any securities or any money borrowed, or other obligation, debt or liability of the Chamber; and
- (d) delegate the powers under this section 7.7 to any director or directors or to any officer or officers as the Board may approve.

## **7.8 Vacancies**

The Board may appoint a director to fill a vacancy for the duration of the term of the former director, including vacancies caused by an increase in the number of directors, provided that a quorum of directors remains in office. If there is no quorum of directors, the remaining directors shall call a general meeting of the members of the Chamber to fill the vacancies.

## **7.9 Removal**

The Board of the Chamber may remove a director by a resolution passed by at least two-thirds of the votes cast at a meeting where due notice has been given.

## **7.10 Termination of Office**

The office of a director shall be automatically vacated upon the occurrence of any of the following events:

- (a) the director makes an assignment or is otherwise adjudged a bankrupt under the Bankruptcy and Insolvency Act (Canada);
- (b) the director is declared by a court of competent jurisdiction to be a mentally incapable person;
- (c) the director dies;
- (d) the director is convicted of an indictable criminal offence; or
- (e) the director is removed pursuant to Section 7.9.

## **7.11 Resignation**

- (a) The office of a director shall be vacated upon notice in writing to the Chamber. Such resignation shall be effective at the time it is received by the Secretary or otherwise in accordance with its terms.
- (b) The failure of a director to attend three consecutive regular Board meetings without reasonable cause may be treated by the Board as a resignation of the director if the Board so decides to accept such resignation at a subsequent Board meeting by resolution, such issue to be on the agenda for said meeting.

## **7.12 Confidentiality**

Every director, officer, and employee of the

Chamber shall respect the confidentiality of matters brought before the Board, or before any Committee, or any matter dealt with in the course of any person's dealings with the Chamber.

## **7.13 No Remuneration**

Directors shall not, directly or indirectly, receive any profit or remuneration for acting as such but shall be entitled to be compensated for reasonable expenses incurred by them in the course of the performance of their duties on behalf of the Chamber in accordance with the then current policy approved by the Board.

# **8. MEETINGS OF THE BOARD**

## **8.1 Meetings**

Meetings of the Board shall be held at the head office of the Chamber or at such other place in or outside of the Town of Newmarket as the Board may from time to time determine.

## **8.2 Convening Meetings**

Meetings of the Board shall be convened by the Secretary or as he/she may direct when so requested by:

- (a) the Chair; or
- (b) in the absence or inability of the Chair, a Vice-Chair; or
- (c) any three of the directors.

## **8.3 Scheduled and Special Meetings**

- (a) The Secretary, on the direction of the Board or the Chair, shall establish a schedule of dates for regular meetings of the Board. The Board shall meet not less than six times annually. No further notice shall be required of the meetings after the schedule has been established and distributed to the Board.

- (b) The Chair may, in addition to the regularly scheduled meetings, call a special meeting of the Board at any time, subject to the notice requirements of this By-law and the notice shall specify the purpose of the meeting.

#### **8.4 Notice of Meetings**

Subject to Section 8.3(a), the Secretary or as he/she may direct, shall give notice in writing of meetings of the Board to the directors at least two (2) business days in advance of the date of the meeting, but meetings of the Board may be held at any time without such notice, or any irregularity in the notice calling the meeting may be waived; if all of the directors are present and agree to the holding of such a meeting. No error or omission in giving notice of a meeting of the Board shall invalidate resolutions passed or proceedings taken at such meeting.

#### **8.5 First Board Meeting following the Annual Meeting**

No notice shall be required of the first meeting of the Board held following the annual meeting of members of the Chamber in order for the meeting to be duly constituted, provided that a quorum of the Board is present.

#### **8.6 Chair**

The chair of all meetings of the Board shall be:

- (a) the Chair; or
- (b) if the Chair is absent or unable to act, a Vice-Chair; or
- (c) if the Chair and Vice-Chairs are absent or unable to act, a director selected by the directors present.

#### **8.7 Quorum**

A majority of directors entitled to be in office shall constitute a quorum of a meeting of the Board.

#### **8.8 Minutes**

Minutes shall be kept for all meetings of the Board by the Secretary or as he/she may direct and the draft minutes shall be circulated prior to the next meeting of the Board and shall be approved by the Board by resolution at the next scheduled meeting and signed by the Chair.

#### **8.9 Votes to Govern**

Each director is entitled to exercise one vote. At all meetings of the Board, every question shall be voted on and decided by a majority of the votes cast on the question. In the case of an equality of votes cast at a meeting of the Board, the Chair shall exercise the deciding vote.

### **8.10 Show of Hands**

Each motion presented at a meeting of the Board shall be voted upon by a show of hands unless a ballot thereon is required by the Chair, or is demanded by a director. Upon a show of hands, each director shall have one vote. After a show of hands has been taken upon any question, the Chair may require, or any director present may demand, a ballot thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon has been required or demanded, a declaration by the Chair that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question. The result of the vote so taken and declared shall be the decision of the Board upon the said question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is required by the Chair or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as the Chair directs.

### **8.11 Meetings by Communication Facilities**

If all of the directors present at or participating in the meeting consent, a meeting of the Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other. A director participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates.

### **8.12 Resolutions in Writing**

Any resolution signed by all of the directors is as valid and effective as if passed at a meeting of the Board duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more directors and transmitted by facsimile to the Secretary shall be deemed to be duly signed by such directors.

### **8.13 Transaction of Business**

The directors may consider or transact any business at any meeting of the Board.

### **8.14 Persons Entitled to be Present**

The only persons entitled to attend meetings of the directors shall be the directors, others who are entitled or required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting, and unless the Chair determines that it is inappropriate in the circumstances for reasons that relate to the Chief Executive Officer personally or to the position of the Chief Executive Officer, the Chief Executive Officer. The Board may by a vote of two-thirds of the directors present exclude the Chief Executive Officer from any meeting or any

part thereof. Any other persons may be admitted only on the invitation of the Chair or with the consent of the meeting. For greater certainty, only the directors will have the right to vote and speak at such meetings although others present at such meetings in accordance with the Act or the Letters Patent or By-laws shall be allowed to speak with the consent of the meeting.

## **8.15 Rules of Order**

The Board shall be entitled to adopt, from time to time, such rules of order as it deems appropriate to govern the conduct of each Board meeting; provided that, in the event of a conflict between such rules of order and the Act, the Letters Patent or the By-laws, the provisions of the Act, the Letters Patent or the By-laws, as the case may be, shall prevail. Until otherwise determined by the Board, the Board shall follow the rules of order set out in "Robert's Rules of Order".

## **9. COMMITTEES OF THE BOARD**

### **9.1 Standing Committees**

Until changed by resolution of the Board, the Board may constitute the following standing committees (collectively the "Standing Committees") of the Board:

- (a) Executive Committee;
- (b) Financial Committee;
- (c) Advocacy Committee;
- (d) Nominating Committee;

### **9.2 Other Committees**

The Board may establish such committees as it may determine to be appropriate from time to time. The Board will appoint the chair of such Committee and determine its duties at any meeting. The Board may at any time dissolve any Committee.

## **10. COMMITTEE MEETINGS**

### **10.1 Notice**

The Chair, or the chair of a Committee may, at any time, convene a meeting of such Committee.

### **10.2 Minutes**

Minutes shall be kept for all Committee meetings and reported to the Board as soon as approved by the applicable Committee.

### **10.3 Reporting**

A full report shall be made by the chair of each Committee to the next meeting of the Board.

## **10.4 Voting**

Business arising at any Committee meeting shall be decided by a majority of votes cast. In case of an equality of votes, the chair of the Committee shall cast the deciding vote.

## **10.5 Quorum**

A quorum for any Committee meeting shall be a majority of the members of the Committee entitled to vote.

## **10.6 Persons Entitled to be Present at Committee Meetings**

The only persons entitled to attend meetings of a Committee shall be the members of such Committee, the directors, and such other persons who are entitled or required under the provisions of the Act, the Letters Patent or the By-laws to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the Committee or with the consent of the meeting. For greater certainty, only the members of the Committee will have the right to vote and speak at such meetings although others present at such meetings in accordance with the Act, the Letters Patent or the By-laws shall be allowed to speak with the consent of the meeting.

## **10.7 Rules of Order**

Unless otherwise specifically provided for in the provisions of the By-laws, the provisions of this By-law relating to procedural aspects of the meetings of the Board shall apply to meetings of a Committee as though all references therein to the Board and the directors were to such Committee and, for greater certainty the members of such Committee, respectively, *mutatis mutandis*, provided that the rules of procedure adopted by the Board pursuant to Section 8.15, if any, shall be the rules applicable to meetings of all Committees.

# **11. EXECUTIVE COMMITTEE**

## **11.1 Composition**

The directors may appoint, from among their members, an Executive Committee consisting of the Chair, Vice Chair, 2nd Vice Chair, Secretary/Treasurer, and Past Chair.

## **11.2 Quorum**

For greater certainty, a quorum for any Executive Committee meeting shall be a majority of the number of members of such Committee.

## **11.3 Vacancies**

Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he or she is a director. The Board may fill vacancies in the Executive Committee by appointment from among its number. If, and whenever, a vacancy exists in the Executive Committee, the

remaining members may exercise all its power so long as a quorum remains in office.

#### **11.4 Responsibilities**

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to the By-laws, and any limitations which the Board may from time to time impose), the mandate of the Board in the management and direction of the affairs of the Chamber (save and except only such acts as must by law be performed by the directors themselves, and approving the Chamber's budgets) in such manner as the Executive Committee shall deem to be in the best interests of the Chamber in all cases in which specific directions have not been given by the Board. Review on an ongoing basis the Strategic Plan of the Chamber and the policies and procedures of the Newmarket Chamber of Commerce.

#### **11.5 Reporting**

The Executive Committee shall report each of its actions at the next scheduled meeting of the Board.

### **12. FINANCE AND INVESTMENT COMMITTEE**

**12.1** The duties of the Finance Committee shall include the following duties, and such other duties as may be assigned thereto by the Board from time to time:

- (a) advising the Board on all matters relating to the Chamber's financial affairs and resources;
- (b) assisting in the preparation and presentation of the Chamber's annual and interim budgets and financial statements;
- (c) assisting the accountant in the completion of the annual review of engagement of the Chamber's financial statements; and
- (d) formulating an investment policy which is appropriate to the needs and characteristics of the Chamber, reviewing the policy annually, and submitting to the Board for approval any amendments considered appropriate.

**12.2** The Treasurer of the Chamber shall be the chair of the Finance Committee.

### **13. ADVOCACY COMMITTEE**

The duties of the Advocacy Committee shall include the following duties, and such other duties as may be assigned thereto by the Board from time to time:

- (a) reviewing on an ongoing basis such plans, policies, publications, legislation and directives as may from time to time be issued (collectively in this section referred to as "government policy") by the Government of Canada, the Province of Ontario, the Regional Municipality of York, the Town of Newmarket or any department or agency of any of them, or by any other

- government agency or body (collectively in this section referred to as “government”) as may in the opinion of the Governance Committee impact upon or be of interest to the Chamber and its members;
- (b) liaison with government as is considered necessary regarding government policy, including making such representations as are considered necessary;
  - (c) reporting to the Board and to the members as the Board may direct regarding government policy; and
  - (d) developing a communications strategy for the Board regarding government policy and is;
  - (e) the Chamber’s main lobbying voice using the resources of the Ontario and Canadian Chambers of Commerce.

#### **14. NOMINATING COMMITTEE**

The duties of the Nominating Committee shall include the following duties, and such other duties as may be assigned thereto by the Board from time to time:

- (a) recruiting, selecting and recommending to the Board qualified candidates for Board, Officer and Committee chair positions, including the preparation of a slate of candidates for election at the annual general meeting;
- (b) ensuring the development and implementation of an orientation process by the Chair that enables all new directors and Committee members to become fully informed and contributing participants as quickly as possible following their nomination and election;

#### **15. OFFICERS OF THE BOARD**

##### **15.1 Composition**

At the first meeting of the Board held following the Annual Meeting of the members of the Chamber in each year or as soon as practical thereafter, the Board shall elect:

- (a) a Chair,
- (b) a Vice-Chair,
- (c) a 2nd Vice-Chair,
- (d) a Secretary/Treasurer, and
- (e) a Past Chair

and may appoint such other officers as the Board may determine. Except as otherwise provided, an officer must be a director and one person may hold more than one office.

##### **15.2 Term**

Officers shall hold office until the first Board meeting following the annual general meeting immediately following his or her appointment as an officer, or until his or her successor is appointed, or his or her resignation, whichever later occurs.

### **15.3 Vacancies**

If the office of any officer shall be or become vacant by reason of the death, resignation, disqualification or otherwise of the person holding such office, subject to the requirements of the Act, the Board may appoint a qualified person to fill such vacancy for the remainder of the term of such office.

### **15.4 Removal**

Any officer of the Chamber may be removed from office upon resolution of the Board.

### **15.5 No Remuneration**

Officers shall not, directly or indirectly, receive any profit or remuneration for acting as such but shall be entitled to be compensated for reasonable expenses incurred by them in the course of the performance of their duties on behalf of the Chamber in accordance with the then current policy approved by the Board.

## **16. DUTIES OF OFFICERS**

### **16.1 Chair**

The Chair shall be a member of the Board and shall:

- (a) preside as the chair of all meetings of the Board and of the members of the Chamber;
- (b) serve as an *ex officio* voting member of all Committees;
- (c) represent the Board in meetings, negotiations, public events and other matters as deemed necessary or desirable;
- (d) coordinate an appraisal of the performance of the Chief Executive Officer annually and report on the same to the Board; and
- (e) facilitate an annual self-review of the Board and the Board's performance in achieving the vision and mission of the Chamber.

### **16.2 Vice-Chair**

The Vice-Chair shall be a member of the Board and shall:

- (a) have all the powers and perform all the duties as may be assigned to him or her by the Board and;
- (b) have all the powers and exercise all of the duties of the Chair in cases of the Chair's absence or inability to act.

### **16.3 2nd Vice-Chair**

The 2nd Vice-Chair shall be a member of the Board and shall:

- (a) have all the powers and perform all the duties as may be assigned to him or her by the Board and;
- (b) have all the powers and exercise all of the duties of the Chair in cases of the Chair's or Vice Chair's absence or inability to act.

## **16.4 Secretary/Treasurer**

The Secretary/Treasurer shall be a member of the Board and shall:

- (a) cause minutes to be kept or as he/she may direct, of all Board and Committee meetings and circulate the minutes to all members of the Board or Committees;
- (b) be the custodian of all minute books, documents and registers of the Chamber required to be kept by the provisions of the Act and all minutes, documents and records of the Board;
- (c) be the custodian of the seal of the Chamber; and
- (d) cause such notice as is required by this By-law or by the Act to be given of all meetings of the Chamber, the Board and its Committees.
- (e) be the custodian of the books of account and accounting records of the Chamber, required to be kept by the provisions of the Act;
- (f) submit a financial report at each regular meeting of the Board indicating the financial position of the Chamber on a timely basis;
- (g) submit an annual review of engagement report to the Board and Chamber of the financial operations of the Chamber; and
- (h) perform such other duties as may from time to time be determined by the Board.

## **16.5 Past Chair**

The Past Chair shall be a member of the Board and shall:

- (a) perform such duties as may from time to time be determined by the Board.

## **16.6 Assignment of duties and powers**

Subject to the requirements of the Act, in the case of:

- (a) the absence or inability to act of any officer of the Chamber; or
- (b) any other reason that the Board deems sufficient, the Board may assign all or any of the duties and powers of such officer to any other officer or to any one or more directors upon such terms and for such period of time, as the Board may determine.

## **16.7 Addition to, or limiting duties and powers**

The Board may, from time to time, and subject to the provisions of the Act, vary, add to, or limit the powers and duties of any officer.

## **17. APPOINTMENT OF PRESIDENT & CHIEF EXECUTIVE OFFICER**

**17.1** The President & Chief Executive Officer shall be the president and chief executive officer of the Chamber and, for purposes of the Act, shall have the powers and duties of the president and chief operating officer of the Chamber.

The President & Chief Executive Officer shall exercise the general supervision over all the affairs of the Chamber, represent the Chamber to the community, and bring such other matters to the attention of the Board as are appropriate to keep the Board fully informed of its responsibilities. The President & Chief Executive Officer shall have the powers, on behalf of the Board, to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved operating budget, or in any capital budget or emergency expenditures authorized and approved by the Board.

**17.2** The President & Chief Executive Officer shall be delegated the general management responsibilities for the Chamber by the Board. The Board shall maintain general oversight over these activities.

**17.3** In the event of a permanent vacancy in the office of the President & Chief Executive Officer, the Board shall select a replacement from among candidates submitted for consideration by a Special Search Committee appointed by the Board and an affirmative vote of at least two-thirds (2/3<sup>rd</sup>) of the directors is required for appointment. The employment contract for the President & Chief Executive Officer and all renewal of contracts shall be reviewed and approved by the Executive Committee.

**17.4** Within the policy guidelines established by the Board, and subject to the requirements of any legislation with which the Chamber must comply, the President & Chief Executive Officer shall develop programmes, provide administrative and educational leadership, employ and discharge personnel, prepare the Annual Business Plan including the budget and shall have the responsibility for the day-to-day operation of the Chamber.

**17.5** The President & Chief Executive Officer shall work in close conjunction with the Board and guide it in preparation of agenda in its meetings and the long range development of the Chamber.

**17.6** An annual review of the performance of the President & Chief Executive Officer shall be conducted. The Executive shall determine the procedure and process to be followed after consultation with the President & Chief Executive Officer. The process shall include input from each director and from the President & Chief Executive Officer, a self evaluation by the President & Chief Executive Officer and an evaluation of the President & Chief Executive Officer's progress in accomplishing the annual strategic goals of the Chamber, to the extent applicable. The Board may appoint a committee to conduct the evaluation process which shall include the Chair and at least two other directors. The committee shall report its findings and actions to the Executive shall make any recommendations that it may have with respect to the President & Chief Executive Officer's compensation and shall make a written report of such findings, actions and recommendations. The committee's written report shall be made available to all Board members prior to the Board's vote on renewal of the President & Chief Executive Officer's contract unless the Board shall waive this requirement by a two thirds (2/3<sup>rd</sup>) vote.

**17.7** A decision not to renew the President & Chief Executive Officer's contract or to terminate the services of the President & Chief Executive Officer can only

be undertaken by the Board at a regular meeting or a special meeting provided that notice of the purpose of the meeting has been given with an affirmative vote of at least two thirds (2/3<sup>ds</sup>) of the directors.

## **18. PROTECTION OF DIRECTORS, OFFICERS, ETC.**

### **18.1 Indemnity**

Every director and officer of the Chamber and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and held harmless out of the funds of the Chamber, from and against,

- (a) all costs, charges and expenses whatsoever which the director or officer sustains in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- (b) all costs, charges and expenses which he/she sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his/her office, except those occasioned by his/her wilful neglect or default.
- (c) No directors or officers of the Chamber shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Chamber through the insufficiency or deficiency of title to any property acquired by the Chamber or for or on behalf of the Chamber or for the insufficiency or any security in or upon which any of the money or belonging to the Chamber shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.
- (d) The Directors for the time being of the Chamber shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Chamber except such as shall have been submitted to and authorized or approved by the board.

### **18.2 Insurance**

The Chamber on behalf of the directors will maintain in full force and effect with full retroactive coverage Directors' & Officers' Liability & Corporate Reimbursement Insurance with an Insurer licensed to do business in the Province of Ontario and of a financial condition acceptable to the directors.

Such Insurance shall be issued with a limit of liability considered satisfactory to the directors and any deductible applicable shall only apply to Corporate reimbursement and not to the directors, officers or employees either jointly or severally. Such coverage at a minimum shall pay on behalf of (or if not commercially available indemnify) the Chamber or the directors, officers and employees of the Chamber or any class of them against liability costs, charges or expenses sustained or incurred by them or by the Chamber and referred to in clauses (a) and/or (b) of 18.1 Indemnity herein

## **19. MEMBERS OF THE CHAMBER**

### **19.1 Composition**

- (a) The membership of the Chamber shall consist of such persons as may from time to time be admitted by resolution of the Board. A member may only be a corporation (either for profit or not for profit), partnership, sole proprietorship or other legal entity engaged or interested in trade, commerce or the economic and social welfare of the Town of Newmarket or may be the principal, or a shareholder of, or an employee of a business, service or community organization. The Board, at their discretion, may refuse to admit to membership any prospective member.
- (b) The Board may from time to time establish rules and procedures for the admission of members.
- (c) A prospective member may be considered for admission by the Board for membership upon filing the required application, together with such information as may be required by the Board in support of such application.
- (d) All candidates admitted to membership shall undertake, in writing if required by the Board, to be governed by the by-laws, rules and regulations of the Chamber.
- (e) The Board shall consider all persons or organizations that apply for membership or that are nominated by another member for membership and shall determine by a majority of votes whether to admit such prospective members. Notwithstanding the provisions hereof the Board may establish, from time to time, procedures and processes to streamline the review and approval of prospective members.
- (f) Persons or organizations that have distinguished themselves by some meritorious or public service or who have contributed their services and/or goods for the benefit of the Chamber may be elected by the Board as Honorary Members. Such recognition shall be a life-time recognition subject to being revoked by the Board if the Board so determines. Honorary Members shall include all the privileges of membership in the Chamber except that of being eligible for election to the Board and the right to vote at meetings of members. Honorary Members shall not be required to pay such annual fees or dues as may otherwise be required of members.
- (g) Associate Members shall not include all the privileges of membership in the Chamber except that of the Chambers of Commerce group insurance.

## **19.2 Term**

Subject to subsection 19.5, the term of a member of the Chamber shall, unless renewed, be for a period of one year from their anniversary date.

## **19.3 Resignation**

Members of the Chamber may withdraw from the Chamber by delivering to the Chamber a resignation in writing which shall be effective upon receipt by the Secretary.

## **19.4 Dues or Fees**

Members shall be required to pay such dues or fees on an annual basis as may be determined from time to time by the Board.

## **19.5 Termination of Membership**

- (a) The membership of a member in the Chamber is not transferable. The membership of an individual member ceases to exist upon death or when the period of membership expires or when he or she ceases to be a member by resignation or otherwise in accordance with the by-laws. The membership of a corporate member or a member that is an organization recognized by the Chamber ceases to exist when the period of membership expires or upon the dissolution, insolvency, bankruptcy of the corporation or organization.
- (b) Any member may be removed as a member of the Chamber if such member fails to pay the annual dues.
- (c) Any member may be removed as a member of the Chamber by a vote of quorum of the Board present at a meeting at which such removal is being considered.

## **20. MEETINGS OF MEMBERS OF THE CHAMBER**

### **20.1 Annual Meeting**

The Annual Meeting of the Chamber shall, to the extent that it is determined by the Board to be practical to do so, be held in the month of November in each year, provided that the Annual Meeting of the Chamber shall not, in any event, be held later than 15 months after the last Annual Meeting. The Annual Meeting shall be held at such place and at such time and on such day in each year as are determined by the Board.

### **20.2 Transaction of Business**

Business transacted at the Annual Meeting of the Chamber shall be as determined by the Board and shall include, but not be limited to:

- (a) Approval of the minutes of the previous Annual Meeting and any general meeting which may have occurred in the interim;
- (b) A report of the Chair;
- (c) A report of the President & Chief Executive Officer ;

- (d) presentation of the financial statements to the members of the Chamber;
- (e) new business;
- (f) the election of directors; and
- (g) the appointment of an accountant to hold office until the next Annual Meeting.

### **20.3 General Meetings**

General meetings of the members of the Chamber, other than the Annual Meeting, may be convened by the Board at any time and in any place as the Board shall determine, and at any such meeting, such business shall be transacted thereat which the Board may determine. General meetings of the members of the Chamber may also be convened at any time and in any place by notice signed by not less than ten (10) members in good standing of the Chamber.

### **20.4 Notice**

Notice of the Annual Meeting or of a general meeting shall be given to the members of the Chamber by the Secretary or as he/she may direct, not less than ten (10) days before the meeting is to take place. No error or omission in giving notice of a meeting of members of the Chamber shall invalidate resolutions passed or proceedings taken at the meeting. Notice shall be deemed to have been sufficiently given if sent in writing to the address of such member as it appears on the books of the Chamber and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages to any person who has consented to receive notice by the Chamber. Each notice so sent shall be deemed to have been received on the business day it was delivered or sent by electronic means or on the third (3<sup>rd</sup>) business day after it was mailed. A declaration by the Secretary or the Chair that any such notice has been given pursuant to this By-law in accordance with the provisions hereof shall be sufficient and conclusive evidence of the giving of such notice in compliance with the terms hereof. Any person entitled to receive any such notice may waive such notice whether before or after the meeting to which such notice relates.

### **20.5 Adjournment**

Any meeting of the Chamber may, with the approval a majority of those present, be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

### **20.6 The Chair**

The chair of a meeting of the members of the Chamber shall be:

- (a) the Chair; or
- (b) if the Chair is absent or unable to act, the Vice-Chair selected by the directors who are present at the meeting; or
- (c) a member of the Chamber selected by the members of the Chamber present if the Chair and Vice-Chair are absent or unable to act.

## **20.7 Voting**

Unless otherwise provided for in this By-law, each full member of the Chamber shall each be entitled to one vote on any question before all meetings of the members of the Chamber. Unless otherwise required by the Act, the Letters Patent or the By-laws or otherwise by law, a majority of votes shall decide each question put before the members. In the case of a tie vote, the Chair shall cast the deciding vote.

## **20.8 Show of Hands**

At all meetings of members every question shall be decided by a show of hands by the members unless a ballot thereon be required by the Chair, or be demanded by a member entitled to vote. Upon a show of hands, each member of the Chamber entitled to vote shall have one vote. After a show of hands has been taken upon any question, the Chair may require, or any member present and entitled to vote may demand a ballot thereon. Whenever a vote by a show of hands shall have been taken upon a question, unless a ballot thereon has been required or demanded, a declaration by the Secretary that a resolution has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution. The result of the vote so taken and declared shall be the decision of the members on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is required by the Chair or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as the Chair directs.

## **20.9 Quorum**

A quorum for the transaction of business at any meeting of members of the Chamber shall consist of those entitled to vote at such meeting and be present in person.

## **20.10 Rules of Order**

The Chair (or in his or her absence, a person described in Section 20.6), shall preside as the chair of all meetings of the members and as such, shall have the right, power and authority to conclusively determine all procedural rules of order as he or she shall determine to be appropriate to govern the conduct of any meeting of the members.

## **21. EXECUTION OF INSTRUMENTS**

### **21.1 Signatories-Contracts, Documents or other Instruments**

Contracts, documents or any instruments in writing (except trade contracts made in the ordinary course of the Chamber's business) requiring the signature of the Chamber, shall be signed by any two different persons of the persons holding the offices described below:

- (a) the Chair;
- (b) the Vice-Chair;
- (c) the Chair of the Finance Committee; and/or
- (d) the President & Chief Executive Officer.

All contracts, documents and instruments in writing so signed shall be binding upon the Chamber without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any other officer or officers or directors on behalf of the Chamber either to sign contracts, documents or instruments in writing generally or to sign specific contracts documents or instruments in writing. The seal of the Chamber may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers or director or directors appointed by resolution of the Board.

## **21.2 Signatories-Cheques**

All cheques or negotiable instruments to be drawn on the accounts of the Chamber shall be executed by the President & Chief Executive Officer alone if the amount of such cheque or negotiable instrument is \$2,500.00 or less. If the amount of the cheque or negotiable instrument is greater than \$2,500.00 then any two different persons holding the offices described in section 21.1 shall be authorized to sign it. The Board shall have power from time to time by resolution to appoint any other officer or officers or director or directors on behalf of the Chamber either to sign cheques or negotiable instruments.

## **22. APPOINTMENT OF ACCOUNTANT**

**22.1** The members of the Chamber shall at each Annual Meeting appoint an accountant to hold office until the next Annual Meeting and if an appointment is not made, the accountant in office shall continue in office until his or her successor is appointed. The directors may fill any casual vacancy in the office of the accountant but, while such vacancy continues, the surviving or continuing accountant, if any, may act. The accountant shall not be a member of the Board or an officer or employee of the Chamber or partner or employee of any such person and must duly be licensed under the Public Accountancy Act.

**22.2** The accountant shall have all the rights and privileges as set out in the Act and shall perform a review engagement in accordance with Canadian generally accepted standards for review engagements.

**22.3** In addition, the accountant shall, from time to time, as deemed necessary, report to the Board regarding work in progress and any necessary recommendations.

## **23. AMENDMENTS TO BY-LAWS**

The Board may pass, repeal, amend or re-enact the By-laws of the Chamber from time to time in accordance with the provisions of the Act, the Letters Patent and these By-laws.

## **24. REPEAL OF FORMER BY- LAWS**

**24.1** Following approval of this By-law by the Board, it shall come into force on the date of its confirmation by the members of the Chamber.

**24.2** Neither the enactment of this By-law nor the repeal of the former By-law of the Chamber shall invalidate any past act of any director, officer, member of the Chamber or other person, including without limitation, resolutions of the Board or of the members of the Chamber enacted or passed pursuant to the former By-law, it being the intention that this By-law shall speak only from the date when the same is effective, without in any way affecting any resolution duly passed or any act done, or any right, existing, acquired, established, accruing or accrued under the former By-law.