

# Alberni Valley Chamber of Commerce

## Constitution and By-Laws

### Part I-Name and Object

- Section 1  
NAME The name of this organization shall be the Alberni Valley Chamber of Commerce.
- Section 2  
OBJECT The object of the Alberni Valley Chamber of Commerce shall be to promote and improve trade, commerce, and the economic, civil and social welfare of the district.
- Section 3  
MEETING PLACE The usual place of meeting shall be in the City of Port Alberni or the Alberni Clayoquot Regional District in the Province of British Columbia.
- Section 4 The Alberni Valley Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

### Part II-Interpretation

- Section 1  
DEFINITIONS In these by-laws, unless the content otherwise requires, the following definitions shall apply:
- (a) "Chamber" means the Alberni Valley Chamber of Commerce;
  - (b) "Directors" means the Directors of the Chamber as elected by the members and installed in office pursuant to these by-laws, other than those who are members of the Executive;
  - (c) "Executive" means the ~~Chair~~President, Past-~~Chair~~President (or Past-Chair as the case may be), 1<sup>st</sup> Vice-~~Chair~~President, 2<sup>nd</sup> Vice-~~Chair~~President, Secretary and/or the Treasurer;
  - (d) "Board" means the Executive, eight Directors, one nonvoting representative from the Municipal Council of the City of Port Alberni; one nonvoting Representative of the Alberni Clayoquot Regional District; one nonvoting representative from each of the Hupacasath and Tseshaht First Nations; up to three additional nonvoting discretionary representatives from organizations as determined by the Board. The Past-~~Chair~~President (or Past-Chair, as the case may be) is considered to be a nonvoting position.
  - (e) "Officers" means members of the Executive;
  - (f) "Registered Address" means the address of a member as recorded in the application for the membership;
  - (g) "Annual General Meeting" means the Annual Meeting of the Executive, Directors, and Members to conduct business of the Chamber which is not limited to but includes acceptance of the Annual Financial Report, Election of Officers and Directors for the forthcoming year, and an Annual Report of the Chambers activities over the past year.

**Commented [TS1]:** "Minimum 11 council members required: President, Vice-President, Secretary and at least 8 other members (s.11)"

- (h) "Board Meetings" mean regular meetings of Executive, Directors, and appointed representatives.
- (i) "Regular Meetings" mean regular meetings of the members Executive, Directors, and appointed representatives.
- (j) "Special Meeting" means a meeting of all Executive, Directors and Members, being called by the ~~Chair~~President ~~at the request of 3 Directors,~~ and/or ~~10 Members~~ a majority of the Members in good standing.
- (k) "Special Resolution" means a resolution passed by sixty-seven percent of the Members present at a "Special Meeting", who are entitled to vote at such a meeting;
- (l) "Ordinary Resolution" means a resolution passed by a majority of those members present at an Annual General Meeting or Regular Meeting who are entitled to vote at such a meeting.
- (m) "Quorum" means 20 members in good standing for "Annual General Meeting", "Special Meeting" and "Regular Meeting". Quorum for a Board Meeting will be 7 of the ~~Chair~~President, 1<sup>st</sup> Vice-~~Chair~~President, 2<sup>nd</sup> Vice-~~Chair~~President, Secretary, Treasurer and Elected Directors (8). If one or more of these positions are vacant a quorum will be the majority of these Executive and Elected Directors then in office.
- (n) "Written Notice" means communication to the member by regular mail, email, or facsimile to their last known contact information of record.

**Commented [TS2]:** "A majority of the members of the board of trade may call special meeting (s.18)"

Section 2 The definitions in the Boards of Trade Act apply to these by-laws.  
 TRADE ACT The following definitions are to be considered interchangeable,  
 (a) "Council" and "Board"  
 (b) "Board of Trade" and "Chamber"

**Part III-Membership**

Section 1 Any reputable person, corporation, association, organization, or ~~MEMBERSHIP CONDITION APPLICATION~~ society, whose beliefs, constitution, by-laws and/or objects supports \_\_\_\_\_ the object of the Chamber as stated in Part I, Section 2 ~~may apply~~ is eligible for- membership in the Chamber.

Section 2 ~~Upon registering with the Chamber office and including payment of annual membership dues, a~~ ACCEPTANCE Any person, organization or corporation as described in Part III, Section 1, who applies for Membership will only be is admitted as a member of the Chamber upon acceptance by way of special resolution at an Annual General Meeting or Special Meeting. approved for Membership.  
 (a) ~~New Members must be approved by a majority of 2/3 of members of the Alberni Valley Chamber of Commerce who are present at a scheduled Members Meeting.~~

**Commented [TS3]:** "New members must be approved by a majority of 2/3 of members of the board of trade present at a members meeting (s.20(2);(3))"

Note: Special resolution = 2/3

Section 3 An approved member shall remain a member of the Chamber until:  
 TERMINATION

- (a) They mail or deliver their written resignation, within ten days notice, to the Chamber office, ~~at~~ attention 'Alberni Valley Chamber of Commerce Secretary'.
- (b) They die, or in the case of a company, it is dissolved by the Registrar of Companies;
- (c) In the case of an association, organization or society, it ceases to exist;
- (d) They are not in good standing for three consecutive months.

**Commented [TS4]:** "Withdrawal/resignation of membership by member – 10 days written notice to **Secretary** (s.21)"

Section 4 (a) Persons who have distinguished themselves by meritorious or public service to the community or Chamber may be elected Honorary Members by a majority of those members present at an Annual General Meeting. Honorary memberships shall be for a period of twelve months and shall include all the privileges of active membership without the annual dues requirements.

(b) Chamber members who have distinguished themselves by continuous meritorious services to the Chamber may be elected as a Lifetime Member by a majority of those members present at an Annual General Meeting. Lifetime membership shall include all the privileges of active membership without the annual dues requirements.

Section 5  
EXPULSION-  
Meeting;  
APPEAL

(a) A member may be expelled by a resolution of the Board, passed by a majority of Executives and Directors present at a Board Meeting;

(b) The Board shall notify the Member, by registered mail to the registered address of the member, of the expulsion, which is to be accompanied by a brief statement of the reason or reasons for expulsion;

(c) Any member so expelled shall have the right to file an appeal at the Chamber office within 30 days of the notice of expulsion sent to such member.

(d) Any expelled member shall be given the opportunity to be heard at a Board Meeting.

(e) Expulsion of a member does not absolve a member from any legal or financial liability owed to the Chamber.

Section 6  
DUES

The annual membership dues shall be determined by way of a resolution of the Executives and Directors at a meeting of the Board ~~of~~ Directors.

Section 7  
ASSESS-  
MENTS

Additional membership assessments may be levied against all members upon a Special Resolution of the members at any Regular Meeting at which the vote is to be taken. Members shall be given at least seven days written notice of any such additional assessment resolution.

Section 8  
GOOD  
STANDING  
MEMBERS

All members are in good standing except those who have failed to pay their current annual membership dues or any other debt due and owing by them to the Chamber and they are not in good standing so long as the debt remains unpaid.

Section 9 DELINQUENT A member who remains indebted to the Chamber for three consecutive months may be struck from the membership role and forfeits all membership privileges and must re-apply for membership if they wish to be re-instated.

#### **Part IV-Meetings of Members**

Section 1 Regular Meetings, held at least quarterly, of the Chamber shall be held at a time and place that the board decides. ~~At any meeting held by the Chamber it is required that a majority of the members present are competent to do and perform all acts, under the Act or by Laws.~~

GENERAL MEETING

Section 2 At least ~~seven~~ten days notice of the meeting shall be given to members by way of Chamber bulletin, newsletter, newspaper advertisement, or other adopted means of notice. The notice of the Regular Meeting shall specify the place, date and hour of the meeting.

NOTICE

Section 3 The ~~Chair~~President may call a special meeting of the Chamber members. When requested in writing by ~~three~~ a majority of members of the board, ~~or ten~~ members in good standing, the ~~Chair~~President shall call a special meeting. ~~Seven days~~ At least 10 days' notice must be given to all members of this meeting. The notice must contain the date, time and location of the meeting and sufficient information to allow the members to make an informed decision.

SPECIAL MEETING

Section 4 The Annual General Meeting shall be held within the boundaries of the Alberni Clayoquot Regional District, electoral areas of the City of Port Alberni, Cherry Creek, Beaver Creek, Beaufort and Sproat Lake. The date of the AGM is a date in each year as fixed by the board, and must be within 6 months of the Chamber's Financial Year End.

AGM

Section 5 The board shall meet at dates and times specified by the Executive, as required to carry out the business of the Chamber. Absence from 3 consecutive meetings, without permission of the Executive may be construed as a resignation by that member.

BOARD

Section 6 The Executive shall meet at dates and times specified by the ~~Chair~~President, as may be required to carry out the day-to-day business of the Chamber.

BOARD

Section 7 "Regular Meetings", "Board Meetings", and "Special Meetings" may be held at one location, or in multiple locations using electronic communications such as, but not limited to email, video or telephone conferencing etc.

Meeting Places

~~Section 8 A majority of members present at a meeting are competent to do and Majority to perform all acts which are directed to be done at a meeting under the Have Full Boards of Trades Act or these bylaws~~

Commented [TS5]: "Quarterly meetings of the members are required (s.17(1))"

Commented [TS6]: "A majority of the members of the board of trade may call special meeting (s.18)"

Commented [TS7]: "A majority of members present at a meeting are competent to do and perform all acts, under the Act or By-Laws, (i.e. name/district change, dissolution, by-law change) (s.16)"

Power

**Part V-Proceedings at Annual General Meetings**

Section 1 QUORUM A quorum at any Annual General Meeting shall be twenty members in good standing.

Section 2 NON QUORUM If a quorum is not present within thirty minutes of the time appointed for the commencement of the Annual General Meeting, it shall be adjourned to the day and time as determined by ordinary resolution of the members present. If a quorum is not then present within thirty minutes from the time appointed for the meeting, the members present shall constitute a quorum.

Section 3 CHAIRMAN The ~~Chair~~President of the Chamber or the 1<sup>st</sup> or 2<sup>nd</sup> Vice-~~Chair~~President in his/her absence, or in the absence of all three officers, then one of the other directors present, shall preside as chairman of the Annual General Meeting.

Section 4 APPOINTING The Board ~~of Directors~~ reserves the right to appoint a maximum of three additional representatives without voting privileges as determined by the board.

Section 5 OATH OF OFFICE The ~~Chair~~President, 1<sup>st</sup> Vice-~~Chair~~President, 2<sup>nd</sup> Vice-~~Chair~~President, Secretary and Treasurer, before taking office, shall take and subscribe before the Mayor or his/her designate, or before any justice of the peace, or any notary public, an oath in the following form:

"I swear that I will faithfully and truly perform my duty as \_\_\_\_\_ of the Alberni Valley Chamber of Commerce, and that I will, in all matters connected with the discharge of that duty, do all things, and only such things, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said board was constituted, according to the true intent and meaning of the same. So help me God."

Section 6 EXECUTIVE TERM OF OFFICE ~~An~~ Officers shall serve a one year term and shall be elected by a majority of the members present at the meeting. ~~Officers and~~ may be re-elected for a further term but shall not serve for more than two consecutive terms in each executive position.

Commented [TS8]: "council members must be elected by a majority of the members present at the meeting (s.12(1))"

Section 6a DIRECTORS TERM OF OFFICE The directors shall serve a ~~two~~one-year term and ~~four~~ directors shall be elected each year by a majority of the members present at the meeting. No director shall serve more than ~~three~~six consecutive terms.

Commented [TS9]: "Term of office for council members is one (1) year (s.12(1))"

Formatted: Not Highlight

Commented [TS10]: "council members must be elected by a majority of the members present at the meeting (s.12(1))"

Section 7 Where an Executive member or Director dies, resigns or is absent for 3  
VACANCIES consecutive meetings of the Board, the Board may, by an ordinary  
resolution at any meeting thereof, elect an interim member in place of  
the member who has died, resigned, or is absent, to serve in that  
capacity until the next Annual General Meeting.

Section 8 No act or proceeding of the Executive and Directors is invalid only by  
there being less  
VACANCIES than the prescribed number of Executive and directors in office.  
NON-LIMITED

Section 9 The members may, by special resolution, remove a Director or Officer  
before the  
MEMBERS expiration of his term of office and may, at their discretion, elect a  
SPECIAL successor to complete the term of office.  
RESOLUTION TO  
REMOVE DIRECTOR OR OFFICER

**Commented [TS11]:** "Officers of the board of trade (s.45(c))"  
– Removal mechanism required

Section 10 No Executive or director shall be remunerated for doing or acting as  
a director but a  
EXPENSES director may be reimbursed for any necessary and reasonable  
expenses while engaged in the affairs of the Chamber.

#### **Part VI-Voting Rights**

Section 1 Every member in good standing at a meeting, is entitled to vote and  
VOTING shall have the following voting rights:  
(a) Business, individuals, non-profit organizations, clubs, students,  
proprietors and societies receive 1 vote per membership.

Section 2 Voting shall be by the showing of hands, or if requested by a member  
PROCEDURES and approved by a special resolution of the members in good standing  
present, by a ballot vote.

Section 3 Proxy voting is not permitted.  
PROXY

Section 4 The ChairPresident or presiding officer shall only vote in the event of a  
tie shall manage the vote.  
PRESIDING  
OFFICER

**Commented [TS12]:** "Voting rights of directors (each director  
has the right to vote) (s.45(b), s.30(2)) and votes are equal amongst  
them"

Section 5 Parliamentary procedure, as outlined in Roberts Rules of Order, shall  
PARLIAMEN- be followed at all Chamber meetings.  
TARY PROCEDURE

#### **Part VII-Proceeding of Directorsthe Board**

Section 1 (a) The directors-Board shall meet together at times and at places they  
deem

~~DIRECTORS~~BOARD fit to dispatch business, adjourn and otherwise regulate their meetings

MEETINGS and proceedings as they see fit;

& POWERS (b) ~~Seven Ten~~ days' notice of such a meeting will be given to the ~~Board~~directors, by email or any other such method adopted.

(c) A quorum shall be the majority of the ~~Executive and d~~Executive and Directors then in office as outlined in Part II Section 1-~~(m)~~(m). Each ~~Executive and D~~Executive and Director as so defined shall be entitled to one vote.

(d) The ~~B~~Board shall, in addition to the powers hereby expressed or conferred on it, have powers as are assigned to it by any by-laws of the Chamber, provided that such powers are not inconsistent with the provisions of the Boards of Trades Act;

(e) Such by-laws, rules and regulations as appear to the Board best adapted to promote the welfare of the Chamber shall be submitted for adoption at any general meeting of the Chamber upon ~~seven ten~~ days notice to the members;

Section 2 (a) The ~~directors-Board~~ may delegate any, but not all of their powers to

~~DIRECTOR'S~~BOARD'S committees consisting of ~~Executive a~~Executive adirector, ~~d~~Directors, or members, as they

DELEGATIONS see fit.

(b) The ~~Chair~~ChairPresident may ~~appoint~~ a committee chairman or designate members of the ~~B~~Board, or other members, to examine, consider and report upon any matter or take such action as the Board may request;

(c) Where the committee members are selected or appointed by others than the Board, such appointments must be approved by the Board.

(d) The Board may suspend any committee chairman from office or have his/her office terminated for just cause; ~~and~~

~~(e) The Board may remove any other member of a committee and replace that member with another member of their choice.~~

Commented [TS13]: "Committees (if applicable) (s.45(c)) [...]  
Appointment of committee members"  
- Was already a provision of bylaws??"

Commented [TS14]: "Committees (if applicable) (s.45(c)) [...]  
Removal of committee members"

Section 3 The members of the committee may meet and adjourn as they think  
COMMITTEE proper.  
MEETINGS

Section 4 Questions arising at a meeting of the ~~directors-Board~~ or committee  
meeting shall be decided by a majority of votes. In the case of a tie, the

VOTING & TIE VOTES ~~presiding officer~~chairman has the deciding vote.

Commented [TS15]: "Equality of votes at council meetings: If numbers of votes on a matter are equal, the Chair of the meeting has the deciding vote (s.30(2))"

### **Part VIII-Directors and Officers**

Section 1 The ~~Executive and~~ Directors ~~will manage the Chamber and may~~  
exercise all powers and do all acts and things that

~~DIRECTORS~~ the Chamber may exercise and do, and which are not by these by-laws

~~AND OFFICERS~~ or by statute or otherwise lawfully director required to be exercised or done by the Chamber in Board meetings, but

subject nevertheless to:  
(i) All laws affecting the Chamber;

(ii) These by-laws;

Commented [TS16]: "The council has the powers and performs the duties set out in this Act (s.11)  
Minimum statement: "The council will manage the board of trade""

(iii) Rules, not being inconsistent with these by-laws, which are made from time to time by the Chamber in Board Meetings.

Section 2 A minimum of ~~11~~ 8 Directors are to be elected ~~including together with~~  
- The ~~ChairPresident~~, 1<sup>st</sup> Vice-~~ChairPresident~~, 2<sup>nd</sup> Vice-~~ChairPresident~~,  
Treasurer, Secretary and eight directors ~~shall be elected from the~~  
~~members shall be elected by a majority of the members present.~~

Section 3 All ~~d~~Directors and ~~O~~fficers are to be elected at an Annual General  
ELECTION Meeting. Separate elections shall be held for each office of the board  
to be filled and election may be made by acclamation; otherwise it  
may be by ballot.

Section 4 Any Officer or Director may be suspended from their office or have  
TERMIN- their tenure of office terminated if, in the opinion of the  
ATION Chamber Executive and Directors, they are negligent in the  
performance of their duties. Such a person so suspended, shall have  
the right to appeal the suspension to the membership at the next  
General Meeting.

Section 5 Any Director or Officer shall take a leave of absence when they run as  
a candidate in any Municipal, Provincial or Federal Election. Should  
this Director or Officer win the candidacy, they will resign from the  
Board of the Chamber.

Section 6 The Directors and Officers of the Chamber do not receive remuneration  
REMUNER- for their service. They are, however, able to receive reimbursement  
ATION for reasonable expenses incurred in the execution of their duties.

#### Part IX-Duties of Officers

Section 1 The ~~ChairPresident~~ shall preside at all meetings of the Chamber and  
the  
~~CHAIRPRESIDENT~~ board, except as otherwise provided herein.

Section 2 The ~~ChairPresident~~ shall  
~~CHAIRPRESIDENT~~ supervise the other officers and directors in the  
execution of their  
duties.  
SUPERVISION

Section 3 The ~~ChairPresident~~ shall present a general report of the activities of  
the  
REPORT TO year at the Annual General Meeting of the Chamber.  
GENERAL ~~The Officers and Directors will manage the Chamber of Commerce~~  
MANAGEMENT

Section 4 The 1<sup>st</sup> Vice-~~ChairPresident~~ shall carry out the duties of the  
~~ChairPresident~~  
FIRST VICE during his/her absence.

Commented [TS17]: "Officers of the board of trade (s.45(c))

"Elected by the members of the board of trade  
Duties  
Removal  
Remuneration"

Provisions already included for each Officer position in current  
bylaws but checklist indicates "Missing???"

Election -> See VIII.3.  
Duties -> See IX  
Removal -> V.9.  
Remuneration -> VIII.6.



CHAIRPRESIDENT

Section 5 The 2<sup>nd</sup> Vice-~~Chair~~President shall carry out the duties of the  
~~Chair~~President  
SECOND when the Chair~~President~~ and the 1<sup>st</sup> Vice-~~Chair~~President are absent.  
VICE

CHAIRPRESIDENT

Section 6 The Secretary shall be responsible for all records, correspondence and  
SECRETARY documentation of the Chamber and shall perform such other duties as  
may be assigned by the Executive.

Section 7 The Treasurer shall:  
TREASURER (a) Keep financial records, including books of account, necessary to  
comply with the Boards of Trade Act.  
(b) Render financial statements to the Executive, dDirectors, members  
and others  
when needed.  
(c) Be the ~~chair~~President~~man~~ of the finance committee, if one is in  
place.

Section 8 In the absence of the Secretary from a meeting, the Board~~directors~~  
may  
APPOINTED appoint another person to act as a Secretary at the meeting.  
SECRETARY

**Part X-Executive Committee**

Section 1 The Executive ~~C~~committee shall:  
RESPONSI- (a) At every board meeting provide the ~~b~~Bboard with a summary of  
BILITIES its activities since the previous ~~b~~Bboard meeting and obtain ratification,  
by ordinary resolution of the same;  
(b) The ~~E~~executive committee shall review the performance of the  
~~President~~/CEO not less than on an annual basis and shall negotiate the  
salary and/or benefits for the ~~President~~/CEO  
(b) Meet as often as required to control the day-to-day operation of  
the Chamber, and the ~~President~~/CEO.

Section 2 ~~The Meetings of the Executive committee Meetings~~ will be held at a  
time and place as called by the Chair~~President~~. Reasonable notice of  
such meetings is expected to be given to ~~members of the~~  
~~committee~~Executive in order for them to attend.

Section 3 A quorum for the ~~meetings of the Executive committee Meetings~~ is 3 of  
the Chair~~President~~, 1<sup>st</sup> Vice-~~Chair~~President, 2<sup>nd</sup> Vice-~~Chair~~President,  
Secretary and Treasurer.

Section ~~24~~ ~~Bank~~ ~~Signing authority of the Chamber~~ for the purpose of executing  
documents, signing notes, bank drafts and  
SIGNING cheques shall be any 2 of the Chair~~President~~, 1<sup>st</sup> Vice-~~Chair~~President,  
2<sup>nd</sup> Vice-~~Chair~~President,  
AUTHORITY Secretary, Treasurer, and President/CEO.

Commented [TS18]: "Execution of documents (who signs on behalf of the board of trade) (s.45(f))"

~~Section 35 Members of the Executive Committee are not compensated for their services, but are able to receive reimbursement for reasonable expenses incurred in the execution of these duties.~~

Commented [TS19]: Already included at VIII Section 6

### **Part XI-Nominating Committee**

Section 1 The ~~Chair~~President shall, no later than the last Board or Executive meeting  
CHAIRPRESIDENT in January, appoint a nominating committee consisting of three voting  
APPOINTS members of the Chamber in good standing, at least one of them shall  
COMMITTEE be a member of the board. The nominating committee shall report to the members at the Annual General Meeting of those members who are prepared to run for election.

Section 2 The Nominating Committee will meet at times and places as deemed  
MEETINGS necessary to fulfill their responsibilities.

Section 3 The ~~Chair~~President shall remove any member of the Nominating Committee TERMIN- he/she feels is negligent in their duties, and replace that  
ATION another member he/she so choses.

Section 4 Members of the Nominating Committee do not receive remuneration  
REMUNER- for their services, however they are able to claim reasonable expenses  
ATION in the execution of their duties.

Section 5 Any member in good standing may submit one or more nominations,  
MEMBER in writing to the committee prior to the date set for the committee's  
SUBMISSION report.  
IN WRITING

Section 6 The nominees for the position of ~~Chair~~President, 1<sup>st</sup> Vice-  
~~Chair~~President, 2<sup>nd</sup> Vice-~~Chair~~President  
QUALIFI- Secretary, and Treasurer must have completed at least  
CATION one year as a member of a Board of Directors of a Chamber of Commerce in Canada.

Section 7 Further nominations may be taken from the floor of a general  
NOMINA- meeting with the consent of the nominee on the day of elections, so  
TIONS FROM long as the nominee meets the requirements set out in these bylaws.  
FLOOR

### **Part XII-Borrowing Powers**

Section 1 In order to carry out the purposes of the Chamber, the ~~directors-Board~~  
may,  
DIRECTORS by special resolution ~~of the board~~, on behalf of and in the name of the  
RIGHTS Chamber raise or secure the payment or repayment of money in any manner they decide and in particular without limiting the foregoing, by the issue of debentures.

Section 2 No debenture shall be issued without the sanction of a ~~S~~special

DEBENTURES ~~R~~esolution or the members.  
REQUIRE  
SPECIAL  
RESOLUTION

Section 3 The members may, by ~~special~~Special ~~R~~esolution, restrict the borrowing powers  
BORROWING of the ~~directors~~Board, but a restriction imposed expires at the next general meeting.  
RESTRIC-  
TIONS BY  
MEMBERS

### **Part XIII - Corporate Seal**

Section 1 The Corporate Seal is the responsibility of the ~~Chair~~President and is located in a secure location at the Chamber's Corporate Office

### **Part XIV- By-Laws**

Section 1 AVAILA-  
BILITY On being admitted to membership, each member is entitled to, upon payment of a reasonable fee set from time to time by the executive committee, receive a copy of the Constitution and by-laws of the Chamber.

Section 2 CHANGES These by-laws shall not be altered, repealed, amended or added to except by an ordinary resolution of the members, notice first to be given by a member and seconded by another member at a previous general meeting.

Section 3 The majority of the members of the Chamber present at any Annual General Meeting of the Chamber may make by-laws and regulations for the government of the Chamber providing for,  
a. The admission and subscription of members;  
b. The imposition of penalties;  
c. The expulsion or retirement of members;  
d. The management of its board, officers and affairs;  
e. The fixing of the date and place of the regular meetings of the board;  
f. The powers to be exercised by its Board;  
g. All other matters concerning the government of the Chamber not inconsistent with the Board of Trade Act or any other law of Canada.

Section 4 After approval of any By-Law additions or amendments by the members, approval must be obtained from the Federal Government Ministry representative responsible for such matters before it can be enacted.

Section 5 BINDING These by-laws shall be binding to all members of the Chamber and to all persons lawfully under its control.

### **Part XV-Expenditures Authority**

- Section 1      The President/CEO may authorize expenditures up to \$1,000.  
President/CEO
- Section 2      The Executive may authorize expenditures up to \$2,500.  
EXECUTIVE
- Section 3      The Board ~~of Directors~~ may authorize expenditures up to \$10,000  
upon approval by ordinary resolution of the board.
- Section 4      Expenditures of more than \$10,000 must be approval by ordinary  
MEMBERSHIP resolution of the members at a regular meeting.

### **Part XVI – Financial Statements**

- Section 1      A year end audited financial statement shall be presented by the  
AUDITORS Treasurer or in his/her absence the Secretary at each Annual General  
Meeting.
- Section 2      The Appointment of an Auditor will be made at the Annual General  
Meeting of the Chamber

### **Part XVII-Miscellaneous**

- Section 1      The Chamber, at the discretion of the Board, shall have power to  
AFFILLIA- affiliate with the Canadian Chamber of Commerce and the Associated  
TION Chambers of Commerce of Vancouver Island, (provincial or regional  
Chambers) and any other organization in which membership may be in  
the interest of the Chamber.
- Section 2      The fiscal year of the Chamber shall commence on the first day of  
FISCAL January each year.  
YEAR
- Section 3      The ~~B~~board ~~of directors~~ may, at its discretion, submit any questions  
REFER- by referendum to the members. This shall be done by the secretary  
ENDUM mailing to them the proposal, with pertinent information and a ballot  
RESOLU- form. If within 21 days from the posting of the ballots, replies from at  
TION least 35 percent of the members have been received and an  
affirmative vote of at least two thirds of the replies indicated, it shall  
be considered as adopted and shall be effective as if passed as a  
resolution at an annual general meeting.
- Section 4      The meetings of the board shall be open to all members of the  
MEETINGS Chamber who may attend but may not take part in any of the  
OF THE proceedings.  
BOARD

### **Part XVII-Date of Revision**

The date of this revision of the By-laws is ~~April 27,~~  
~~2018~~ \_\_\_\_\_, 2019.