

A by-law relating generally to the conduct of the affairs of
Greater Kingston Chamber of Commerce
(referred to herein as either the "Board of Trade" or the "Chamber")

As approved at a meeting of the Members duly called as of __April 27, 2021

WHEREAS:

- A. The objects of the Chamber shall be to maintain and improve trade and commerce, conservation and good management of community resources and to promote the economic, commercial, industrial, agricultural and environmental welfare of the metropolitan area of the City of Kingston and the surrounding district.
- B. The Chamber shall promote good government and sound legislation at all levels of government.
- C. The Chamber shall believe in and support free enterprise and Canadian unity.

NOW THEREFORE, BE IT ENACTED as a by-law of the Chamber as follows:

Definitions and Interpretation

1. Definitions

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

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

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

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

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

"Code of Ethics" has the meaning ascribed to it in Section 40 hereof;

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

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

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

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

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

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

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

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

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

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

2. Interpretation

In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Business of the Chamber

3. Corporate seal

The Chamber may have a corporate seal in the form approved from time to time by the Board of Directors. If a corporate seal is approved by the Board of Directors, the Chief Executive Officer shall be the custodian of the corporate seal.

4. Location of the registered office

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

5. Books and records

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

6. Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Chamber may be signed by any two (2) Officers. In addition, the Board of Directors may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Chamber to be a true copy.

7. Financial year end

The financial year end of the Chamber shall be December 31 in each year.

8. Banking arrangements

The banking business of the Chamber shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Chamber and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

9. Appointment of auditor

The Members shall, at the Annual General Meeting of Members in each year, appoint an auditor. In each year the appointed auditor shall conduct an annual audit of the accounts and annual financial statements of the Chamber for report to the Members at the Annual General Meeting of Members for the next year. An appointed auditor shall hold office until the next Annual General Meeting of Members provided that the Board of Directors may fill any casual vacancy in the office of auditor. Any remuneration of the auditor shall be fixed by the Board of Directors.

10. Borrowing powers

The Board of Directors may, without authorization of the Members,

- borrow money on the credit of the Chamber;
- issue, reissue, sell, pledge or hypothecate debt obligations of the Chamber;
- give a guarantee on behalf of the Chamber; and
- mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Chamber, owned or subsequently acquired, to secure any debt obligation of the Chamber.

11. Non-partisan/non-sectarian

The Chamber shall be non-partisan and non-sectarian and shall not lend its support to any candidate for public office.

Membership in the Chamber

12. Membership conditions

Membership in the Chamber shall be available only to:

- an individual, whether resident in the District or not, who is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District;
- a society, body corporate or organization who is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District; or
- an individual, society, body corporate or organization who is not referred to above, but is recommended by the Board of Directors for membership in the Chamber at any Meeting of the Members.

13. Admission of Members

An individual or organization proposed for membership in the Chamber pursuant to the section on membership conditions of this By-Law is only admitted to membership in the Chamber if the proposed Member so consents and their membership is approved at a Meeting of the Members by Special Resolution of the Members. An individual or organization so admitted to membership in the Chamber is a Member with all the related rights and obligations immediately as of the receipt of such approval.

14. When membership dues are payable

Members shall be notified in writing of the subscription amounts or membership dues at any time payable by them and, if any are not paid within 120 days of their due date the Members in default shall automatically cease to be Members of the Chamber. All membership dues are non-refundable.

15. Termination and withdrawal of membership

A membership in the Chamber is terminated when:

- the Member dies, or, in the case of a Member that is an organization or a corporation, the organization is disbanded or the corporation is dissolved;
- a Member fails to maintain any qualifications for membership described in the section on membership conditions of this By-law;
- the Member retires or resigns by providing ten (10) days written notice of such resignation to the Secretary of the Chamber and satisfying any lawful liability outstanding against such Member on the books of the Chamber at the time of such written notice; and
- the Member is expelled in accordance with any section on discipline of Members of this By-law or is otherwise terminated in accordance with the Act or By-laws.

16. Effect of termination and withdrawal of membership

Upon any termination of membership, the rights of the Member, including any rights in the property of the Chamber, automatically cease to exist. Under no circumstances shall a Member's membership fee be refunded under any circumstances, including for voluntary resignation or termination of membership in accordance with these By-Laws.

17. Discipline of Members

The Board of Directors shall have authority to suspend or expel any Member from the Chamber for any one or more of the following grounds:

- violating any provision of the Certificate of Formation, By-Laws, or written policies of the Chamber;
- carrying out any conduct which may be detrimental to the Chamber as determined by the Board of Directors in its sole discretion;
- for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Chamber.

In the event that the Board of Directors determines that a Member should be expelled or suspended from membership in the Chamber, the President, or such other Officer as may be designated by the Board of Directors, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board of Directors, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board of Directors, may proceed to notify the Member that the Member is suspended or expelled from membership in the Chamber. If written submissions are received in accordance with this provision, the Board of Directors will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The decision of the Board of Directors shall be final and binding on the Member, without any further

right of appeal.

18. Membership transferability

A membership in the Chamber may not be transferred.

Meetings of Members

19. Quarterly Meetings of the Members

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

20. Annual General Meeting of Members

An Annual General Meeting of Members shall be held within 120 days of the end of each fiscal year and at this meeting the following items shall be put before the Members for consideration:

- The appointment of auditors of the Chamber;
- The annual report of the President of the Chamber;
- Annual financial statements and auditor's report of the Chamber; and
- The annual report of the Treasurer of the Chamber (if a Treasurer has been appointed).

21. Special Meetings of the Members

In addition to the Quarterly Meetings, the Board of Directors or at least twenty-five (25) Members of the Chamber may call a Special Meeting of the Members. In the event that the Members requisition a Special Meeting of the Members, the Directors shall arrange for such meeting without delay.

22. Notice of Meetings of Members

Notice of the time, date and place of a Quarterly, Annual or Special Meeting of Members shall be given to each Member during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held by publication of a notice through one newspaper or otherwise, as is thought necessary by the Board of Directors and by one (1) or more of the following options:

- by delivery personally to the Member to whom it is to be given or if delivered to such Member's address as shown in the records of the Chamber;
- by mail at each Member's recorded address by prepaid ordinary or air mail; or
- if sent to each Member by telephonic, electronic or other communication facility at such Member's recorded address for that purpose.

If an electronic means is to be used, each Member receiving an electronic notice or other

document must consent to such method of communication and designate an information system for the receipt of the electronic notice or other document. For each Member who has not consented, a copy of the notice or other document is to be sent to that Member.

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

23. Absentee voting at Meetings of Members

A Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of that meeting after an adjournment;
- a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member or by their agent or mandatary;
 - a. at the registered office of the Chamber no later than the last business day preceding the day of the Meeting of Members, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
 - b. with the chairperson of the Meeting of Members on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- if a form of proxy is created by a person other than the Member, the form of proxy shall:
 - a. indicate, in bold-face type:
 - i. the meeting at which it is to be used;
 - ii. that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting; and
 - iii. instructions on the manner in which the Member may appoint the proxyholder;
 - b. contain a designated blank space for the date of the signature;
 - c. provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;

- d. provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting; and
 - e. state that the membership represented by the proxy is to be voted , in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (d) with respect to any matter to be acted on, the membership is to be voted accordingly;
- a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with paragraph (d) above only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
 - if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
 - a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

24. Place of Meeting of Members

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

25. Persons entitled to be present at Meetings of Members

The only persons entitled to be present at a Meeting of Members shall be: the Members; the Directors, which include the President, Vice-President and Secretary; the other Officers; the auditor; and such other persons who are entitled or required under any provision of the Act or By-Laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by an Ordinary Resolution of the Members.

26. Persons entitled to be present at Meetings of Members

The President shall chair all Meetings of the Members or, in the absence of the President, the Vice-President. In the event that the President and Vice-President of the Board of Directors are absent, any other Director chosen by the Board of Directors may preside.

27. Quorum at Meeting of Members

A quorum at any meeting of the members shall be twenty-five (25) Members in good standing. If a quorum is present at the opening of a Meeting of Members, the Members

present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

28. Voting at Meeting of Members

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

At any Meeting of the Members, a majority of the Members present are competent to do and perform all acts that either under the Act or the By-Laws are or shall be directed to be done at a Meeting of the Members. At any Meeting of Members every question shall be determined by an Ordinary Resolution, unless otherwise provided by the By-Laws or by the Act.

29. In case of an equality of votes

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

30. Participation by electronic means at Meeting of Members

If the Chamber chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-Law, any person participating in a Meeting of Members pursuant to this provision who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Chamber has made available for that purpose.

31. Meeting of Members held entirely by electronic means

If the Directors or Members of the Chamber call a Meeting of Members pursuant to the Act or the By-Laws, those Directors or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Board of Directors of the Chamber

Number of Directors

32.

The Chamber shall be managed by the Board of Directors, which shall consist of:

- a President, Vice-President, Secretary and Treasurer (if a Treasurer is appointed), all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year; and
- A minimum of 8 and a maximum of 13 other Directors, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year.

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

33. Qualifications of Directors

Only Members (or their designated representative) may serve as Directors of the Chamber. To serve as a Director, a Member wishing to serve as Director shall submit to the Chief Executive Officer no later than the 15th day of February in any year a nomination form, in a form as may be prescribed by the Board of Directors from time to time, signed by the candidate declaring his/her desire to be nominated as a Director, together with the signature of not less than four (4) Members in good standing endorsing the candidates nomination.

34. Member Survey to be Conducted

No later than the 15th day of March in each year, the Chief Executive Officer shall prepare and circulate an official survey with the names of all candidates who have submitted a nomination form in compliance with these By-Laws listed in alphabetical order which shall be mailed or emailed by the Chief Executive Officer to each Member in good standing as of that date and specify the number of Directors to be elected and inviting each Member to select which candidates they prefer to hold office as a Director for the upcoming term and indicate a date by which all survey forms are to be returned (which shall be not later than seven (7) days from the date of delivery of such email or mailing).

Each Member shall be given one survey form and no Member shall mark more than one survey.

No later than seven (7) days from the closing date for the return of all surveys, the Board of Directors shall meet and count the results of the surveys submitted by the Members. In counting the survey results, the following rules shall be adhered to:

- a. A form marked for more candidates than Directors to be elected shall be rejected.
- b. A form marked for the number of Directors to be elected or fewer than the number of Directors to be elected shall be counted.
- c. Any mark which clearly indicates the intention of the Member as to which Director candidate is preferred shall be counted.

- d. A form with any mark which may identify the submitting Member shall be rejected.
- e. In the event of a tie, the Board of Directors shall make a selection by lot.

Survey responses may be submitted, delivered and counted through electronic or other technological means.

The candidates receiving the highest number of selections for Director positions for the upcoming term shall be presented to the Members at the first quarterly meeting of the Members each year prior to any vote by the Members, or a majority of them, to elect the Directors to serve as such for the upcoming year.

For greater certainty, the results of any such survey are not binding upon the Members nor do they constitute an election of the Directors which must be approved by the Members, or a majority of them, at the first quarterly meeting of the Members in each year.

35. Term of office of Directors

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

36. Number of terms of Office of Directors

A director shall not be eligible to serve more than eight (8) consecutive terms. A Director who has completed their eighth consecutive term as a Director will not qualify as a Director again until at least four (4) years after the completion of their eighth consecutive term.

37. Election of Directors

At each Annual General Meeting, the Members shall elect the President, Vice-President, Secretary and at least 8 other Directors of the Board of Directors.

38. Failure to elect Directors

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

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

39. Oath of Office

The President and Vice-President of the Chamber, before starting the duties of their office,

shall take and subscribe before the mayor of the city or town constituting the District, or before any justice of the peace, take an oath or affirmation in the following form:

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

40. Code of Ethics

Each Director must execute and deliver to the Secretary a document each year of their term stating that they agree to abide by the Code of Ethics of the Chamber in the form prescribed by the Board of Directors from time to time ("Code of Ethics").

41. Automatic termination of director's term in office

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

- if a Director, which includes the President, Vice-President or Secretary, resigns by delivering a written resignation to the Secretary of the Chamber; or, where such resigning Director is the Secretary of the Chamber, by delivering a written resignation to the President of the Chamber;
- if at a Meeting of Members an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;
- on death of the Director; or
- if a Director is absent from meetings of the Board of Directors continuously for a period of six (6) months.

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

42. Removal of Directors by Board of Directors

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

43. Vacancies of Directors

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

44. Calling of meetings of Board of Directors

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

45. Location of meetings of Board of Directors

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

46. Members at Board of Directors meetings

Members may attend Meetings of Board of Directors only on the invitation of the President of the Board of Directors or by an Ordinary Resolution of the Directors in attendance at the meeting. However, Members in attendance may not take part in the proceedings at any such meeting.

47. Participation in Board of Directors meetings by electronic means

If a majority of the Directors consent, a Director may participate in a meeting of the Board of Directors or a committee of the Board of Directors by means of such telephonic, electronic or other communications facilities as to permit all persons participating in the meeting to communicate adequately with each other. A Director participating in a meeting by such means shall be deemed to be present at the meeting.

48. Board of Directors meetings held entirely by electronic means

If the Directors call a meeting of the Board of Directors, those Directors may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

49. Resolutions in writing etc.

The Board of Directors may pass any resolution or exercise any power conferred upon the Board of Directors by written resolution, including by email transmission, in accordance

with this Section. Any resolution or the exercise of any powers conferred upon the Board of Directors must be properly moved and seconded by notice in writing delivered to every Director along with a deadline by which a response in favour, against or abstaining from the particular item in question is due to the President. The President shall compile the results of the votes after the deadline and announce the results by notice in writing, and the decision shall be acknowledged in the minutes of the next meeting of the Board of Directors. Any failure of a Director to respond within the time prescribed in the notice shall be deemed an abstention.

50. Notice of meeting of the Board of Directors

Notice of the time, date and place for the holding of a meeting of the Board of Directors shall be given in the manner provided in this By-Law to every Director of the Chamber during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held if sent by mail and not less than forty eight (48) hours before the day on which the meeting is to be held if sent by telephonic, electronic or other communication facilities.

Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time, date and place of the adjourned meeting is announced at the original meeting.

51. First meeting of a new Board of Directors

Despite the section governing notice of meeting of Board of Directors, provided a quorum of Directors is present, each newly elected Board of Directors may without notice hold its first meeting immediately following the Meeting of Members at which such Board of Directors is elected.

52. Regular meetings of the Board of Directors

The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place and hour as determined. A copy of any resolution of the Board of Directors fixing the time and place of such regular meetings of the Board of Directors shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting.

53. Quorum at meetings of the Board of Directors

Five (5) or more of the Directors in office shall constitute a quorum at any meeting of the Board of Directors. A majority of such quorum may do all things within the powers of the Board of Directors.

54. Chair of Board of Directors meetings

The President shall chair all meetings of the Board of Directors or, in the absence of the President, the Vice-President. In the event that the President and Vice-President of the Board of Directors are absent, any other Director chosen by the Board of Directors may chair the meeting.

55. Voting at meetings of the Board of Directors

Each Director shall be entitled to exercise one (1) vote at all meetings of the Board of Directors. At all meetings of the Board of Directors, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

56. Standing committees

The Board of Directors shall create the following Standing Committees:

Executive Committee

- Until removed by Ordinary Resolution of Board of Directors, the Executive Committee shall be comprised of President, the Vice-President, Secretary, Treasurer (if a Treasurer has been appointed) and immediate past-President if also a Member.
- The Executive Committee shall operate within its terms of reference and mandate that Board of Directors shall provide to it.
- The President shall chair all meetings of the Executive Committee or, in the absence of the President, any other Executive Committee member selected by majority of the Executive Committee Members present may chair the meeting.
- The Members of the Executive Committee shall not be remunerated in respect of their participation in the Executive Committee.
- The Executive Committee shall meet at least four (4) times per year. The Chair of the Executive Committee shall provide the Executive Committee Members with notice of meetings of the Standing Committee during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held, either by mail or by electronic means.
- The Executive Committee may formulate its own rules of procedure, which shall include the following:
 - A quorum of the Executive Committee shall be a majority of Executive Committee Members present in person or by electronic means.
 - All decisions of the Executive Committee shall be made by Ordinary Resolution.
- The Executive Committee shall report to the Board of Directors and no resolution or action by the Executive Committee shall be binding on or expressive of the Board of Directors or the Chamber without the approval of Board of Directors.

Finance Committee

- Until removed by Ordinary Resolution of Board of Directors, the Finance Committee shall be comprised of the President and Treasurer (if a Treasurer has been appointed) and at least two (2) other Members.
- The Finance Committee shall operate within its terms of reference and mandate that Board of Directors shall provide to it and shall oversee and report to Board of Directors on all matters concerning financial matters of the Chamber.
- The Treasurer (if a Treasurer has been appointed) shall chair all meetings of the Finance Committee or, in the absence of the Treasurer (or if a Treasurer has not been appointed), any other Finance Committee member selected by majority of the Finance Committee Members present may chair the meeting.
- The Members of the Finance Committee shall not be remunerated in respect of their participation in the Finance Committee.
- The Finance Committee shall meet monthly each year.
- The Chair of the Standing Committee shall provide the Finance Committee Members with notice of meetings of the Finance Committee during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held, either by mail or by electronic means.
- The Finance Committee may formulate its own rules of procedure, which shall include the following:
 - A quorum of the Finance Committee shall be a majority of the Finance Committee Members present in person or by electronic means.
 - All decisions of the Finance Committee shall be made by Ordinary Resolution.
- The Finance Committee shall report to the Board of Directors and no resolution or action by the Finance Committee shall be binding on or expressive of the Board of Directors or the Chamber without the approval of Board of Directors.

57. Other committees of Board of Directors

The Board of Directors may from time to time appoint any committee or other advisory body and its members as it deems necessary or appropriate for such purposes and, subject to the Act and By-Laws, with such powers as the Board of Directors shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board of Directors may from time to time make. The duties and remuneration of any such committee shall be set by the Board of Directors. Any committee may be disbanded by the Board of Directors and committee member may be removed by the Board of Directors. All committees made or appointed by the Board of Directors shall report to the Board of Directors.

Officers of the Chamber

58. Roles of Officers

Unless otherwise specified by the Board of Directors which may, subject to the Act,

modify, restrict or supplement such duties and powers, Officers of the Chamber shall have the following duties and powers associated with their positions:

- President (and Chair). The President shall be responsible for chairing all meetings of the Board of Directors and responsible for supervising and overseeing the implementation of the strategic plans and policies of the Chamber.
- Vice-President (and First Vice-Chair). The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the power of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.
- Treasurer (if a Treasurer has been appointed) (Second Vice-Chair). The Treasurer (if a Treasurer has been appointed) shall ensure proper accounting records in compliance with the Act are kept and shall render to the Board of Directors whenever required and in accordance with these By-Laws an account of all transactions of the Chamber and of the financial position of the Chamber; and the Treasurer (if a Treasurer has been appointed) shall have such other powers and duties as the Board of Directors may specify.
- Secretary (and Third-Vice Chair). In addition to the requirements of the Act, the Secretary shall attend and be the secretary of all meetings of the Board of Directors and Members. The Secretary shall enter or cause to be entered in the Chamber's minute book, minutes of all proceedings at such meetings; the Secretary shall give or cause to be given, as and when instructed, notices to Members, Directors, the auditors and members of committees; the Secretary shall keep or cause to be kept all books, papers, records, documents and other instruments belonging to the Chamber.
- Chief Executive Officer. The Chief Executive Officer shall be the chief executive officer of the Chamber and shall be responsible for implementing the strategic plans and policies of the Chamber. The Chief Executive Officer shall, subject to the authority of the Board of Directors, have general supervision of the affairs of the Chamber.
- Other Officers. The Board of Directors may appoint such other Officers as it deems appropriate. The powers and duties of all other Officers of the Chamber shall be such as the terms of their engagement call for or the Board of Directors or President requires of them.

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

59. Officer vacancies

In the event the Board of Directors appoints a Treasurer or any other Officer of the Chamber, the Board of Directors may remove, whether for cause or without cause, any Officer so appointed, other than the President, Vice-President or Secretary. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being elected or appointed;

- b. the Officer's resignation; and
- c. the Officer's death.

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

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

60. Remuneration of Directors and Officers

The Board of Directors may fix reasonable levels of remuneration for the Chief Executive Officer. No other Directors, Officers or Standing Committee Members of the Chamber shall be remunerated for their services, provided that a Director, Officer or Standing Committee Member may be paid reasonable expenses incurred by him or her in the performance of his or her duties as a Director, Officer or Standing Committee Member.

61. Indemnification

Every Director or Officer of the Chamber or other person who has undertaken or is about to undertake any liability on behalf of the Chamber or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Chamber from and against:

- a. all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability; and
- b. all other costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Chamber, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default.

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

The Chamber is authorized to purchase and maintain such insurance for the benefit of all Directors, Officers or Standing Committee Members of the Chamber against such errors, omissions and other liabilities as are referred to in this Section and in such amounts as the

pertained or otherwise founded on such notice.

65. By-laws or by-law amendments

A new By-law or an amendment to the By-Laws requires approval of:

- a. the Members by Ordinary Resolution at any Meeting of the Members, provided that notice of meeting is provided to the Members in accordance with this By-Law; and
- b. the Minister.

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

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

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

66. Repeal of prior by-laws

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

This By-Law, being all of the by-laws of the Greater Kingston Chamber of Commerce, was approved by Ordinary Resolution of the Members present at a meeting of the Members duly called and held in Kingston, Ontario in accordance with the *Boards of Trade Act* (Canada) on this 27th day of April, 2021.



President



Secretary