



BY-LAWS

THE BRITISH COLUMBIA CHAMBER OF COMMERCE

PURPOSES

- (a) The purposes of the Society are:
- (i) to actively explain, promote and support the free enterprise system and democratic principles in order to improve trade, commerce and the economic, social and human welfare of the people of British Columbia:
 - (ii) to act as an authoritative spokesman for business:
 - (iii) to undertake an active leadership role on behalf of Members, and the business community, through initiating, coordinating and/or developing, programs and recommendations to be presented to all concerned levels of government:
 - (iv) to actively develop programs, in conjunction with Members, aimed at creating a high level of economic awareness at all community, educational, and political levels:
 - (v) to monitor legislation at all levels of government in order to ensure:
 - (A) timely response to legislative proposals:
 - (B) regular review of existing legislation to aim at improvement where possible: and
 - (C) assessment of requirements for new legislation on specific issues:
 - (vi) to actively encourage and develop two-way communication between the private and public sectors:
 - (vii) to develop policy for presentation to appropriate levels of government, and specifically to responsible ministers of government in order to ensure that the collective opinions of Members are fully presented:
 - (viii) to actively improve the general economic climate by fostering responsible and harmonious attitudes amongst government, business and labour:
 - (ix) to monitor public sector spending and determine its relationship to the Gross National Product in order to suggest how to maximize the productivity of the total economy and encourage growth in the private sector: and
 - (x) to actively strengthen and expand membership in the Chamber of Commerce organization.

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THE BRITISH COLUMBIA CHAMBER OF COMMERCE

BY-LAWS

ARTICLE 1 **INTERPRETATION**

1.1 Definitions

In these By-Laws, unless otherwise specified:

- (a) “Advisory Council” means the Advisory Council formed pursuant to Article 18;
- (b) “AGM” means any annual general meeting of the Members;
- (c) “Board” means the Board of Directors of the British Columbia Chamber of Commerce;
- (d) “Business” means any organization (including any industry, sectoral or other business related organization), individual, corporation, firm or partnership associated with, or having an interest in, the business or professional life of British Columbia but excluding any organization, individual, corporation, firm or partnership whose purposes or activities are largely or primarily politically partisan in nature;
- (e) “Chamber” means the British Columbia Chamber of Commerce;
- (f) “Committee” means a committee formed pursuant to Article 15;
- (g) “Director” means any director as specified in section 11.1;
- (h) “Executive” means the Executive committee of Directors as may be appointed pursuant to Section 14.2;
- (i) “Local Chamber” means any local Chamber of Commerce or Board of Trade, located in British Columbia, which has been duly constituted and is active in the development and promotion of trade and commerce in British Columbia;
- (j) “Member” means any Honourary Member, Member Chamber, Corporate Member, Extra-Provincial Member, in good standing of the Chamber, and as described in Article 2, or individuals who at some time have been associated with any of these organizations and who have been appointed or designated as Retired Member, Governor, Fellow or Director.
- (k) “Officer” means any officer of the Board as described in Article 10;
- (l) “Ordinary Resolution” means, exclusive of a Policy Resolution:

- (i) a resolution passed at an AGM or SGM by the Voting Delegates of the Members by a simple majority of the votes cast in person or, where proxies are allowed, by proxy; or
 - (ii) a resolution that has been submitted by Referendum to the Members as a proposed Ordinary Resolution and consented to as an Ordinary Resolution by Referendum and a resolution so consented to shall be deemed to be an Ordinary Resolution passed at an AGM or SGM;
- (m) “Policy Resolution” means a resolution dealing with a public policy issue and meeting the criteria as specified in Article 8 and being:
- (i) a resolution passed at an AGM or SGM by a majority of not less than sixty-seven percent (67%) of the votes of those Voting Delegates who, being entitled to do so, vote in person or, where proxies are allowed, by proxy and where notice as provided in these By-Laws, specifying the intention to propose the resolution as a Policy Resolution, has been given; or
 - (ii) a resolution that has been submitted by Referendum to the Members as a proposed Policy Resolution and consented to as an Policy Resolution by Referendum and a resolution so consented to shall be deemed to be an Policy Resolution passed at an AGM or SGM;
- (n) “Referendum” means the process by which resolutions may be considered at other than an AGM or SGM pursuant to Article 9;
- (o) “SGM” means a special general meeting;
- (p) “Society Act” means the Society Act, R.S.B.C. 1996, c. 433, and any amendments thereto and any successor legislation thereto;
- (q) “Special Resolution” means, exclusive of a Policy Resolution:
- (i) a resolution passed at an AGM or SGM by a majority of not less than seventy-five percent (75%) of the votes of those Voting Delegates who, being entitled to do so, vote in person or, where proxies are allowed, by proxy and where at least fourteen (14) days notice, as provided in these By-Laws, specifying the intention to propose the resolution as a Special Resolution, has been given; or
 - (ii) a resolution that has been submitted by Referendum to the Members as a proposed Special Resolution and consented to as an Special Resolution by Referendum and a resolution so consented to shall be deemed to be an Special Resolution passed at an AGM or SGM;
- (r) “Voting Delegate” means, in the case of a Governor, Fellow, or Director such Governor, Fellow or Director; and in the case of a Corporate Member or Member

Chamber, the voting delegate or delegates of such Corporate Member or Member Chamber selected or appointed pursuant to Article 6.

1.2 Gender

In these By-Laws:

- (a) words importing the singular number include the plural and vice versa; and
- (b) words importing the neuter or masculine gender include the feminine or neuter gender as the context permits.

1.3 Headings

Article and section headings are not to be construed as part of these By-Laws and are included solely for the convenience of reference and are not intended to be full or accurate descriptions of the contents of such Article or section.

1.4 Article and Section Numbers

Any reference in these By-Laws to an Article or section number is a reference to the correspondingly numbered Article or section.

ARTICLE 2 **MEMBERS**

2.1 Member Chambers

MEMBER CHAMBER means a Local Chamber who has been accepted for membership in the Chamber.

2.2 Corporate Members

CORPORATE MEMBER means any Business located, or having a place of business, in British Columbia who has been accepted for membership in the Chamber. No Business shall be permitted to become or to remain a Corporate Member unless such Business is also a member in good standing of a Member Chamber. However, where there is no Member Chamber in the place where the Business carries on business, or where there is a Local Chamber in such place but such Local Chamber is not a Member Chamber, the Board may accept that Business as a Corporate Member provided that the other conditions of membership have been met pursuant to these By-Laws.

2.3 Extra-Provincial Members

EXTRA-PROVINCIAL MEMBER means any Business located in any jurisdiction other than British Columbia, and who has been accepted for membership in the Chamber.

2.4 Fellows

FELLOW means a person who has been made a “Fellow of the British Columbia Chamber of Commerce” pursuant to Article 16.

2.5 Governors

GOVERNOR means a person who is a member of the Board of Governors pursuant to Article 17.

2.6 Honourary Members

HONOURARY MEMBER means any person who the Board appoints as such and who may be a senior person in the consular service, a university, a college or other government department, agency, body or crown corporation.

2.7 Retired Members

RETIRED MEMBER means a person who has retired from business or a profession or from employment with a university or college or government department, agency or crown corporation.

2.8 Restriction - Honourary Members, Retired Members and Extra-Provincial Members

Honourary Members, Retired Members and Extra-Provincial Members shall not have the right to:

- (a) be or to appoint a Voting Delegate to an AGM or SGM;
- (b) nominate candidates for Directors; or
- (c) be, or have their authorized representative, nominated or appointed as a Director or Officer.

2.9 Conditions of Membership

Any Local Chamber or potential Corporate Member or Retired Member may be a Member of the Chamber when such potential member has:

- (a) completed an application for membership in the form required by the Board;
- (b) paid in full the dues, if any, required by these By-Laws; and
- (c) been accepted for membership by the Board.

2.10 Compliance with By-Laws

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

ARTICLE 3
TERM AND TERMINATION OF MEMBERSHIP

3.1 Term

Membership in the Chamber shall continue from the time the application for membership is accepted by the Board or membership is granted by the Board or otherwise pursuant to these By-Laws until the Member has resigned in accordance with these By-Laws or has been terminated from membership by action of the Board as provided in these By-Laws or, if a Corporate Member or Extra-Provincial Member, that Corporate Member or Extra-Provincial Member ceases to exist under the laws of British Columbia or their jurisdiction of creation or ceases to comply with section 2.2, or, if an individual, that individual dies.

3.2 Resignation

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

3.3 Termination

The membership of any Member may be terminated by a motion for termination passed by a majority of at least 67% of the votes cast at any meeting of the Board provided that:

- (a) the Board has first held, in its opinion, that such membership is prejudicial to the best interests of the Chamber or that the Member has contravened these By-laws; and
- (b) such Member shall have first had an opportunity, upon notice of thirty (30) days from the Board to show cause why such membership should not be terminated.

3.4 Refund of Dues

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

3.5 Non-Payment of Dues

Any Member failing to pay dues within three (3) months after being billed, shall cease to be a Member in good standing and that Member shall stand suspended and may be terminated by the Board, and, notwithstanding section 3.3, the name of that Member may be removed from the membership role unless arrangements to pay such dues are made that are satisfactory to the Board.

3.6 Payment of Dues - Suspended Member

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

3.7 Reinstatement of Terminated Member

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

3.8 Indebtedness

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

3.9 Appeals

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

ARTICLE 4 **DUES**

4.1 Amount and Time of Payment

- (a) The dues structure for Member Chambers shall be determined annually, in advance, by the Board. If such structure is changed in any year, notice of such changed dues structure shall be mailed or delivered to all Member Chambers by September 30 annually.
- (b) The dues structure for Corporate Members and Extra Provincial Members shall be determined annually, in advance, by the Board. If such structure is changed in any year, 30 days' notice of such changed dues structure shall be mailed or delivered to Corporate Members and Extra Provincial Members no less than 30 days prior to the change taking effect.

4.2 Member Chamber Dues

The dues for each Member Chamber shall be based upon the total number of voting members of that Member Chamber as of the immediately preceding fiscal year end of that Member Chamber and shall be billed as of January 1 of each year.

4.3 Corporate Member and Extra-Provincial Member Dues

The dues for each Corporate Member and Extra-Provincial Member shall be billed on the anniversary date of initial membership of that Corporate Member or Extra-Provincial Member or as of January 1 of each year as determined by the Board.

4.4 Fellows, Governors, Honourary Members

Fellows, Governors and Honourary Members shall not be assessed, nor pay, any dues.

4.5 Other Exceptions

Those Directors who are exempted from mandatory membership in the Chamber pursuant to section 11.8 shall not be assessed, nor pay, any dues.

4.6 Initial Payments

The initial payment of dues shall accompany the application for membership and in the case of a Member Chamber shall be pro-rated, on an annual basis, to the next fiscal year end of such Member Chamber.

ARTICLE 5 **MEETINGS**

5.1 AGM

The Chamber shall convene an AGM at least once a year.

5.2 AGM Hosted by Local Chamber

The AGM shall be hosted by a Member Chamber and shall take place on such dates and at such place as shall be fixed by the Board. A Member Chamber wishing to bid for the AGM shall provide the information required by the Board, in the format established by the Board, before that submission to host the AGM shall be considered by the Board.

5.3 AGM-Notice

The President shall cause to be mailed or delivered to each Member a notice of the place and dates of the AGM at least sixty (60) days before the date of the opening of such AGM except in the case of new Members accepted within the sixty day notice period, in which case notice shall be delivered upon the acceptance of the new membership.

5.4 SGM - Board or Petition

A SGM may be called at the discretion of the Board or when the greater of either ten percent (10%) of the Members or ten (10) Members sponsor a petition directed to the Chair requesting that such a SGM be called.

5.5 SGM-Notice

Notice of the place, dates, times, and agenda for such SGM shall be mailed or delivered to the Members at least twenty-one (21) days before the date of the SGM and in the case of a SGM called pursuant to a petition of the Members pursuant to section 5.4, within twenty-one (21) days of the receipt by the Chair of such petition.

5.6 SGM-Costs

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

5.7 Notice - AGM or SGM

A notice convening an AGM or SGM shall specify the place, the day, and the hour of the meeting, and, in case of special business, the general nature of that business, and shall be given as provided in the *Society Act* and in these By-Laws, to such Members as are entitled by law or under these By-Laws to receive such notice. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at that meeting.

5.8 Notice Generally

Delivery of any notice shall include physical delivery of any document or notice or transmission of such document or notice by facsimile, telegram, telex or any other method of transmission of legibly recorded messages.

5.9 Notice - Waiver - AGM or SGM

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

5.10 Notice of Documents

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

5.11 Meetings of the Board

The Board shall meet not less than three (3) times during its term of office, at the call of the Chair. At least three (3) days notice, by mail or delivery, to all Directors, who are not then out of British Columbia, of each such meeting must be given, provided that the Directors may unanimously waive such notice at any such meeting.

5.12 Special Meetings of the Board

Special meetings of the Board shall be called by the Chair upon receipt by the Chair of a request in writing for such meeting, signed by at least three (3) Directors. Such request shall specify the matters to be considered and the need or urgency for such special consideration. At least three (3) days notice, by mail or delivery, to all Directors, who are not then out of British Columbia, of such meeting must be given, provided that the

Directors may unanimously waive such notice, either by document, telegram, telex or facsimile transmission or at any such meeting.

5.13 Meetings by Conference Call

Any meeting of the Board, whether pursuant to section 5.11 or to section 5.12 or otherwise of these By-Laws, may be held by telephone conference call provided that notice of such meeting is given or waived as required by these By-Laws. The provisions of these By-Laws shall apply, *mutatis mutandis*, to such meeting by telephone conference call.

5.14 Resolution in Writing

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

5.15 Minutes of Meetings

The Chair shall appoint a member of the Board to take minutes at each Board Meeting.

ARTICLE 6
REPRESENTATION & VOTING POWERS AT AN AGM OR SGM

6.1 Member Chambers - Voting Delegates

Every Member Chamber shall be entitled to designate one person as its Voting Delegate to any AGM or SGM for every fifty (50) voting members or portion thereof, to a maximum often (10) Voting Delegates, including proxy representation, for that Member Chamber. The number of voting members of that Member Chamber upon which the calculation of Voting Member entitlement is based shall equal the number of voting members upon which dues were assessed pursuant to section 4.2.

6.2 Corporate Members - Voting Delegates

Every Corporate Member shall be entitled to designate one person as its Voting Delegate.

6.3 Member Chambers and Corporate Members - Additional Non-Voting Representation

Every Member Chamber and Corporate Member may be represented at an AGM or SGM by as many of its representatives, in addition to the Voting Delegates, as it may see fit to send to such meeting. These additional representatives shall be under no limitation with regard to the proceedings at any meeting except that they shall have no vote.

6.4 Fellows, Governors, Directors - Voting Delegates

Each Fellow, Governor, and Director may be a Voting Delegate and shall be accorded one (1) vote at any meeting of the Members. In addition, each such Fellow, Governor, and Director may carry a maximum of one (1) proxy vote on behalf of any other Member.

6.5 Honourary Members – No Vote

Honourary Members shall have no vote.

6.6 No Duplication of Voting Delegate Status

No person may be a Voting Delegate, nor for the purposes of this section, grant a proxy vote, in more than one capacity or on behalf of more than one Member, except that that Voting Delegate may carry a maximum of one proxy vote as permitted by these By-Laws.

6.7 Method of Voting

Voting at any AGM or SGM shall normally be by show of hands, but if any three (3) Voting Delegates should so request, voting shall then be by roll call, poll or ballot, as the case may be.

6.8 Proxy Votes

Subject to the provisions of the *Society Act* and these By-Laws proxy voting is permitted at any AGM or SGM and on the following terms:

- (a) subject to this section, any Member may be represented at any AGM or SGM by any other Voting Delegate who is present and who is carrying the proxy of such absent Member;
- (b) no Voting Delegate at any AGM or SGM may hold more than one (1) proxy unless all proxies assigned to that Voting Delegate are solely those of the Local Chamber that designated that person as their Voting Delegate;
- (c) a Voting Delegate of any Corporate Member may not hold a proxy on behalf of another Corporate Member but, subject to these By-Laws, may hold a proxy on behalf of any other Member;
- (d) a proxy, in the following form, must be delivered in writing or by telex, telegram or facsimile to the Chair, or the chair of the meeting, no later than the time of registration for such AGM or SGM:

FORM OF PROXY

(Name of Member)

The undersigned, being the above named Member, or an authorized representative of the above named Member, hereby appoints _____ or failing him/her _____ as proxyholder for the undersigned to attend, act and vote for and on behalf of the Member at the (annual/special) general meeting of the British Columbia Chamber of Commerce to be held on the _____, day of _____ and at any adjournment thereof

Signed this _____, day of _____, 20.

(Signature of member);

- (e) a vote given in accordance with the terms of a proxy is valid notwithstanding the previous death or incapacity of the Member giving the proxy or the revocation of the proxy or of the authority under which the form of proxy was executed provided that no notification in writing of such death, incapacity, or revocation shall have been received by the Chair or by the chair of the AGM or SGM or adjourned AGM or SGM for which the proxy was given, before the vote is taken; and
- (f) every proxy may be revoked, in writing, by the Member prior to the commencement of such AGM or SGM.

6.9 Ordinary Resolutions Unless Otherwise Provided

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

ARTICLE 7 **QUORUM**

7.1 AGM or SGM

Voting Delegates representing, whether in person or by proxy, at least twenty (20) Members shall constitute a quorum at any AGM or SGM.

7.2 Directors

Eight (8) Directors shall constitute a quorum at any meeting of the Board.

7.3 Advisory Council

Three (3) members of the Advisory Council shall form a quorum at any meeting of the Advisory Council.

7.4 Governors

Three (3) Governors shall form a quorum at any meeting of the Governors.

7.5 Committees

Three (3) members of any Committee shall constitute a quorum of such Committee.

ARTICLE 8 **POLICY RESOLUTIONS AND STATEMENTS**

8.1 Form and Process

In order for any policy statements or Policy Resolutions, including amendments to existing Policy Resolutions, (in this Article, collectively the “Proposed Policy Resolution”), other than a By-Law amendment, be included on the agenda of any AGM:

- (a) it must be Provincial or National in character, timely in importance, and general in application to the economic public welfare;
- (b) it must be accompanied by a written statement detailing the rationale and reasons for such Proposed Policy Resolution and by supporting documentation;
- (c) it must be submitted, in the form of a Policy Resolution, by the Board, a member chamber, the Policy Review Committee as defined in section 15.1, or a task force previously struck by the Board, in writing, to the President at least ninety (90) days before the date of the AGM;
- (d) it then must be reviewed by the Policy Review Committee to ensure that it conforms in form and substance to this Article, such review to be completed and reported upon to the Board no less than forty-five (45) days before the AGM.
- (e) it must be reviewed by the Policy Review Committee to determine also whether it is inconsistent with or is modifying an existing Policy Resolution or another Proposed Policy Resolution, and, if so, the Policy Review Committee shall contact the party who submitted the Proposed Policy Resolution to ensure that such party is aware of such conflict and also to ensure that such party either proposes a resolution to either rescind or amend the existing Policy Resolution or contacts the party proposing the conflicting Proposed Policy Resolution in an attempt to rationalize the conflicting Proposed Policy Resolutions; and
- (f) if such Proposed Policy Resolution does not conform in form or substance to the requirements of this Article, the Policy Review Committee shall contact the Director, Committee or Member Chamber who submitted the Proposed Policy Resolution either to attempt to amend it to bring it into compliance with this Article or to explain why it cannot be accepted as a Proposed Policy Resolution;
- (g) it then must be mailed or delivered by the President to all Members, at least thirty (30) days before the date of the AGM.

8.2 Exception to Section

In the event that the provisions of section 8.1 have not been carried out or completed, in exceptional circumstances, a Proposed Policy Resolution may be submitted to the AGM for consideration if it has first been approved by the Board, prior to the AGM or any plenary sessions at the AGM, for presentation to the AGM, if the Board considers that such Proposed Policy Resolution is of sufficient importance and timeliness to be considered at the AGM notwithstanding the non-compliance with section 8.1.

8.3 Referendum or SGM

Proposed Policy Resolutions may also be submitted to the Members for consideration by Referendum pursuant to Article 9 or to any SGM and the notice periods provided in section 8.1 shall be modified to the extent necessary to permit the Proposed Policy Resolution to be mailed or delivered to the Members under the requirements of Article 9, in the case of a Referendum, or section 5.5, in the case of a SGM.

8.4 Policy Books

Policy Resolutions, including amendments thereto, shall become part of the policy of the Chamber and shall be published, including the recitals to them, annually in the policy books of the Chamber.

8.5 By the Board where not Inconsistent with Existing Policy

When, in the opinion of the Board, an issue is of immediate importance and time limitations are critical, the Board may, between AGM's, make policy statements or submissions, to government or otherwise; not inconsistent with the then current policy or policies of the Chamber PROVIDED THAT such statements or submissions must first have been approved by not less than seventy-five percent (75%) of the Directors at any meeting of the Board. Such policy statements or submissions shall not be published in the policy books.

8.6 By the Board where Inconsistent with Existing Policy

Further to section 8.5, in the case of proposed policy statements or submissions which would be inconsistent with the then current policy or policies of the Chamber, such proposed policy statements or submissions must first be passed by the Members by Referendum, pursuant to section 9.3. If time limitations do not permit a Referendum pursuant to section 9.3 the Board may make such policy statements or submissions PROVIDED THAT such statements or submissions must first have been approved by not less than seventy-five percent (75%) of the Directors at any meeting of the Board. Such policy statements or submissions shall not be published in the policy books.

8.7 Editorial Changes

Where it is subsequently determined that grammatical or typographical errors exist in any Policy Resolution or the recitals thereto, or where factual errors are determined in such

recitals, the Board may make editorial changes or comments to that Policy Resolution or recitals provided that such changes or comments do not change the substance of the Policy Resolution and provided that notice of such change or comment is mailed or delivered to the Director or Ordinary member who sponsored that Policy Resolution.

8.8 Expiry

All Policy Resolutions shall automatically expire on the later of the closing of the third following AGM or the third anniversary of the adoption of such Policy Resolution unless such Policy Resolution has first been ratified and extended at any intervening AGM or SGM. Any such ratification or extended Policy Resolution will automatically expire at the date of the next AGM unless again renewed or ratified at such AGM.

8.9 Cancellation

An existing Policy Resolution may be cancelled by Ordinary Resolution.

8.10 Inappropriate Conduct

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

ARTICLE 9 **REFERENDUM**

9.1 When to be used

Subject to the provisions of the Society Act, between AGM's, the Board may submit any Proposed Policy Resolution (as defined in Article 8) or other resolutions to a mail referendum of the Members in the event that it is deemed by the Board to be too costly and time consuming to the Members to call the Members together for the purpose in question.

9.2 Process

The Referendum shall be conducted as follows:

- (a) the proposed resolution shall first be approved as to form by the Board, or, if a proposed Policy Resolution, by the Policy Committee and the Board;
- (b) the President shall then mail or deliver to all Members a copy of the proposed resolution, clearly identified as to whether it is being proposed as an Ordinary Resolution, Special Resolution or Policy Resolution, together with the background information on that proposed resolution and a ballot;

- (c) the ballot shall be accompanied by a ballot envelop, marked to the attention of the President, or such other Officer as the Board may direct, such envelop to be marked, before return, with the name of the Member and to be signed by an authorized Officer or representative of such Member;
- (d) each returned ballot will be counted as one vote, with the exception of ballots received from Member Chambers. In the case of Member Chambers, each ballot will be accorded the number of votes equal to the number of Voting Delegates such Member Chamber would be entitled to at an AGM or SGM pursuant to section 6.1;
- (e) ballots must be received by the President, or other designated Officer, within forty-five (45) days of the date of mailing or delivery of the ballot to the Members and from at least thirty-five percent (35%) of the Members in good standing in order for a vote to be tabulated; and
- (f) the proposed resolution will be held to be consented to and shall be deemed to be:
 - (i) an Ordinary Resolution where such proposed resolution has been proposed as an Ordinary Resolution and has been passed by a simple majority of the votes cast;
 - (ii) a Policy Resolution where such proposed resolution has been proposed as a Policy Resolution and has been passed by a majority of not less than sixty-seven percent (67%) of the votes cast; and
 - (iii) a Special Resolution where such proposed resolution has been proposed as a Special Resolution and has been passed by a majority of not less than seventy-five percent (75%) of the votes cast;

where, in each case, the number of votes cast shall have been calculated in accordance with section 9.2(d).

9.3 Urgent Issues - By Facsimile, etc.

In case of urgency, any resolution may be submitted to and voted upon by the Members by facsimile, telegram or telex in which case a period of fourteen (14) days from the time of sending of the facsimile, telegram or telex shall be allowed for the casting of votes by facsimile, telegram or telex. All other provisions of this Article 9 shall apply in full to a Referendum conducted by facsimile, telegram or telex.

ARTICLE 10 **OFFICERS**

10.1 Officers

The Officers of the Chamber shall consist of the following:

- (a) the Chair;
- (b) the Vice Chair;
- (c) the Immediate Past Chair;
- (d) the President; and
- (e) such other Officers as may be appointed by the Board from time to time.

10.2 Functions, Duties and Powers of Officers

The Directors may, for each Officer:

- (a) determine the functions and duties of the Officer;
- (b) entrust to and confer on the Officer any of the powers exercisable by the Directors on such terms and conditions and with such restrictions as the Directors think fit; and
- (c) revoke, withdraw, alter or vary all or any of the functions, duties and powers of the Officer.

10.3 Remuneration and Terms of Appointment

All appointments of Officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission or otherwise) that the Directors think fit.

ARTICLE 11 **DIRECTORS**

11.1 Directors

Subject to Section 11.7, the Board shall be composed, without duplication, of the following voting Directors:

- (a) The Chair
- (b) The Immediate Past Chair
- (c) 11 Directors to be elected by the Members (one of which will be selected Vice Chair pursuant to Section 11.3).

11.2 Regional Representation

Of the 13 voting Directors referred to in Section 11.1 above, at least one Director shall be resident in each of the seven regions referenced in Schedule “A” hereto.

11.3 Vice Chair

At the first meeting of Directors following the AGM, the Board shall elect a Vice Chair from among the 11 Directors referred to in Section 11.1(c).

11.4 Progressive Positions

The Vice Chair shall serve a one year term and shall thereafter move by progression to the role of Chair. The Chair shall serve a one year term and shall thereafter move by progression to the role of Immediate Past Chair. The Immediate Past Chair shall serve a one year term and shall thereafter become a member of the Board of Governors.

11.5 Directors to serve staggered two-year terms

The term of office of each of the Directors referred to in Section 11.1, other than those holding the progressive positions referred to in Section 11.4, shall commence on the effective date of their election and continue until the AGM in the second year following the year in which they were elected.

The terms of office of such Directors will be staggered with approximately one-half of the terms of such Directors expiring upon the date of each AGM.

In order to facilitate the staggered terms of the Directors, in the first year following the adoption of these By-laws, the term of office of five Directors elected pursuant to Section 11.1(c) shall be for a period of one year. In addition, the Board of Directors may in the future adjust the terms of Directors so that approximately one-half of the terms expire upon the date of each AGM.

11.6 Re-election and Re-appointment

All Directors are eligible for re-election or re-appointment from time to time, provided no Director may stand for re-election as a Director under Section 11.1(c) if he or she has already been elected to serve three terms.

11.7 Additional Non-Voting Directors

- (a) The President of the Chamber shall be a non-voting member of the Board of Directors.
- (b) The Board of Directors may appoint:
 - (i) the Legal Counsel; and
 - (ii) a designated representative of the British Columbia Chamber Executives,as additional non-voting Directors, with each such appointment being for a one-year term which may be renewed annually.

11.8 Membership Mandatory

All Directors must also be a Corporate Member, Fellow or Governor or a representative of a Corporate Member or Member Chamber or they or their business must be a member of a Member Chamber. If there is no Member Chamber in the community in which such Director or his or her business carries on business or if the Local Chamber in such place is not a Member Chamber, this section shall not apply to such Director. This section does not apply to the President.

11.9 Elected Officials and Employees of Member Chambers Prohibited

No Director may:

- (i) hold elected office with a federal, provincial, or municipal government; or
 - (ii) be an employee of a Member Chamber unless said Director is the designated representative of the British Columbia Chamber Executives,
- (each a “Disqualification”)

while at the same time serving as a Director and any Director subject to Disqualification during his or her term shall be deemed to have resigned as a Director as of the date of such Disqualification.

11.10 Consent

Every person nominated for any position as Director shall sign and deliver to the President a consent to so act as Director, if elected, concurrent with nomination. Every Director appointed as a Director shall sign and deliver a consent to so act as soon as reasonably possible. Failure to deliver such consent shall in no way effect the validity of the actions of the Board and, provided that such Director has participated in any meeting of the Board, shall not affect the obligations or liabilities of such Director under these By-Laws or at law.

11.11 Confirmation of Appointments

The Board shall confirm the appointment of those Directors referred to in Section 11.7(b) at the first meeting of the Board following such acquisition or appointment, preferably at that meeting of the Board first following the AGM.

11.12 Oath of Office

Before entering into office, each Director shall take and subscribe to the oath of office as follows:

OATH OF OFFICE

“I swear that I will faithfully and truly perform my duty as (***) of the British Columbia Chamber of Commerce and that I will, in all matters connected with the discharge of such duties, do all things only as for which the British

Columbia Chamber of Commerce was constituted according to the true intent and meaning of the same, so help me God.”

ARTICLE 12 **DUTIES OF OFFICERS AND DIRECTORS**

12.1 Chair

The Chair shall:

- (a) preside at all meetings of the Members and the Board and shall be, unless otherwise provided in these By-Laws, “ex-officio” a member of all Committees;
- (b) serve as the principal spokesperson of the Chamber; and
- (c) exercise such authority and perform such duties as the Board shall from time to time prescribe.

12.2 Vice-Chair

The Vice-Chair shall:

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

12.3 Immediate Past Chair

The Immediate Past Chair shall:

- (a) be Chairman of the Nominating Committee established pursuant to Article 15; and
- (b) perform such duties as the Chair may from time to time direct.

12.4 Chair of the Finance Committee:

The Chair of the Finance Committee shall

- (a) be responsible for advising the Board on matters of finance and taxation; and
- (b) perform such other duties as the Chair may from time to time direct.

12.5 Legal Counsel

The Legal Counsel shall:

- (a) be Chairman of the Legislative Committee established pursuant to Article 15;
- (b) be responsible for the interpretation of all legal matters;
- (c) be keep informed of all bills and legislation, including regulations under such legislation, by the governments of Canada and British Columbia and advise the Board accordingly; and
- (d) perform such other duties as the Chair may from time to time direct.

12.6 President

The President shall:

- (a) be responsible for the administration and management of the Chamber and report on same to the Board and all meetings of the Members;
- (b) cause to be kept the minutes of the proceedings of the Chamber and attend to the publication of its reports and shall be custodian there of,
- (c) cause to be maintained with a chartered bank, selected by the Board, all banking accounts of the Chamber provided that no monies shall be withdrawn by cheque or otherwise, from such bank accounts without the signature of the President or such person or persons so authorized by the Board to make such withdrawals;
- (d) be, unless otherwise provided by these By-Laws, “ex-officio” a member of all Committees;
- (e) be responsible for arranging and coordinating all details of the AGM;
- (f) report to the Chair on request, and to each meeting of the Board and the Members on administrative matters and the financial standing of the Chamber; and
- (g) perform such other functions as are in keeping with his office and such other duties as the Chair may from time to time direct.

12.7 Conflict of Interest

Every Director or other Officer of the Chamber who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in

conflict with his or her duties or interests as a Director or other Officer of the Chamber shall, in writing, disclose to the Chair the fact and nature and the extent of the conflict.

ARTICLE 13 **VACANCIES AND TERMINATIONS**

13.1 Termination

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

13.2 Chair

In the event of death, termination or resignation of the Chair, the Vice-Chair shall assume the position of Chair and this Article shall apply to the replacement of the Vice-Chair. The Vice-Chair who has thus assumed the position of Chair shall be the Chair for the next ensuing term notwithstanding the earlier assumption of duties pursuant to this section.

13.3 Other Board Members

Other vacancies on the Board shall be filled by appointment by the Board for the unexpired portion of the respective term.

13.4 Director Absences

Any Director who is absent from two (2) successive meetings of the Board shall, at the option, by the majority vote of the Board, be deemed to have resigned from the Board, and shall be so advised, unless such Director has delivered to the Board, in writing, reasons acceptable to the Board for such absence.

ARTICLE 14 **FUNCTION AND POWERS OF THE BOARD**

14.1 Board

The Board shall have the following functions and powers:

- (a) it shall supervise and conduct the business of the Chamber;
- (b) it may adopt such rules and regulations deemed necessary in regard thereto so long as they are consistent with the provisions of these By-Laws and the Society Act
- (c) it shall not commit the Chamber to any policy positions, other than in accordance with the provisions of these By-Laws;

- (d) it may establish, in its discretion, appropriate rules and regulations to reimburse the reasonable expenses of Directors and Members incurred in attending meetings of the Board, Committees or other meetings of the Members; and
- (e) it shall keep regular minutes of its transactions and shall cause them to be recorded in books kept for that purpose, and shall report the same to any AGM or SGM at such times as the Members may from time to time require.

14.2 Appointment and Powers of Executive Committee

The Directors may, by resolution, appoint an Executive committee consisting of the Director or Directors that they consider appropriate, and this committee has, during the intervals between meetings of the Board of Directors, all of the Directors' powers, except:

- (a) the power to fill vacancies in the Board of Directors;
- (b) the power to remove a Director;
- (c) the power to change the membership of, or fill vacancies in, any committee of the Directors; and
- (d) such other powers, if any, as may be set out in the resolution or any subsequent Directors' resolution.

14.3 Policy Statements by the Board

No Member or Director, nor the Board nor any present or past employee or agent of the Chamber, shall commit the Chamber to any policy position other than those approved by the Members at an AGM, SGM or by Referendum. The Board may adopt such rules and regulations deemed necessary to implement such policies as long as such rules and regulations are consistent with the provisions of these By-Laws. Notwithstanding the foregoing, the Board may make policy pronouncements and adopt policy positions relating to subjects of an important and urgent nature to the Members but only as provided for under Article 8.

14.4 Directors and Employees Liability and Indemnity

- (a) Subject to the Society Act every Director and other officer (including employees or agents) of the Chamber shall be deemed to have assumed office on the express understanding and agreement and condition that every one of them, and his or her heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Chamber from and against all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of an act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and also deem and against

all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own gross negligence.

- (b) The failure of a Director to comply with the provisions of the Society Act or these By-Laws shall not invalidate any indemnity to which he or she is entitled to under this section.
- (c) The Board may cause the Chamber to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, employee or agent of the Chamber and his or her heirs or personal representatives against any liability incurred by him or her as such Director, employee or agent.

ARTICLE 15 **COMMITTEES**

15.1 Policy

The Board may, preferably at its first meeting following the AGM, appoint a Chair to the Policy Review Committee. It will be the duty of the Policy Review Committee to:

- (a) Review the existing Policy Resolutions and policy statements to ensure that they continue to be of current application and to recommend such changes in these Policy Resolutions and policy statements as it deems advisable;
- (b) Screen proposed Policy Resolutions submitted for consideration by the Members pursuant to Article 8 to ensure that they comply with the provisions of Article 8; and
- (c) Report to the Board, from time to time, on its recommendations and in any case, no more than forty-five (45) days before an AGM, as required under Article 8.

15.2 Legislative

The Board may, preferably at its first meeting following the AGM, appoint a Legislative Committee, to be chaired by the Legal Counsel. It be the duty of the Legislative Committee to:

- (a) periodically review the constitution and By-Laws of the Chamber;
- (b) maintain scrutiny of the bills before the Legislature of the Province of British Columbia and the Parliament of Canada and advise the Board of those bills which the Legislative Committee considers to be of interest to the Chamber and the Members; and
- (c) review the legislation passed at each session of the Legislature of the Province of British Columbia and Parliament of Canada and review the regulations made under such new or existing legislation and advise the Directors of that legislation

and those regulations which the Legislative Committee considers to be of interest to the Chamber and the Members.

15.3 Finance

The Board may, preferably at its first meeting following the AGM, appoint a Finance Committee, to consist of not less than three Directors and to be chaired by a Director with experience in financial accounting. It shall be the duty of the Finance Committee to:

- (a) advise the Board in matters of finance and taxation;
- (b) prepare and present to the Board annual budgets for the Chamber; and
- (c) keep the Board informed at all times as to the current and projected status of the financial affairs of the Chamber.

15.4 Nominating

The Board may, preferably at its first meeting following the AGM, appoint a Nominating Committee, to be chaired by the Immediate Past Chair and to also include Chair and at least two other persons, chosen by the Immediate Past Chair and the Chair from the Members and the Nominating Committee shall thereafter be responsible for establishing a process for receiving nominations for Directors that are elected under Section 11.1(c) and with communicating this process to Members.

15.5 Other Committees

The Board may from time to time appoint, or re-appoint, such other Committees, either standing committees or otherwise, as it considers necessary or appropriate to better advance the purposes of the Chamber. Such Committees shall be chaired by such person as the Board may determine.

15.6 Membership Mandatory

Each member of each Committee must also be a Corporate Member, Fellow, Governor or Director or a representative of a Corporate Member or Member Chamber or such person or his or her business must be a member of a Member Chamber. If there is no Member Chamber in the community in which such person or his or her business carries on business or if the Local Chamber in such place is not a Member Chamber, this section shall not apply to such person. This section does not apply to the President.

15.7 Operating Rules

Without limiting section 14.1(b), the Board may adopt such rules and regulations for the operating and voting procedures of each Committee as it deems necessary so long as such rules and regulations are consistent with these By-Laws.

ARTICLE 16 **FELLOWS**

16.1 Purpose and Creation

In order to recognize those individuals who have given exemplary and outstanding service to the chamber of commerce movement in British Columbia, whether to the Chamber, Member Chambers or other Members, and in order to make available to the Board the experience and expertise of those individuals there shall be a special category of Members known as “Fellows”. For greater certainty, service as Chair of the Chamber shall not in and of itself be deemed to be exemplary and outstanding service to the chamber of commerce movement in British Columbia.

16.2 Request for Nominations

The Board may each year request, at least ninety (90) days before the AGM, that the Member Chambers or Corporate Members submit the names of past and present members of the Local Chambers who have rendered exemplary and outstanding past or present service to the chamber of commerce movement in British Columbia and in particular to the Chamber, and who the Member Chambers consider to be worthy of being appointed, and honoured by the designation, as a “Fellow of the British Columbia Chamber of Commerce”.

16.3 Nominations

Names of nominees shall be forwarded to the President, for delivery to the Nominating Committee, at least sixty (60) days prior to the AGM.

16.4 Selection

The Nomination Committee shall recommend to the Board those nominees who it considers should be honoured by the appointment as Fellows. The Board shall determine those nominees who will be honoured and appointed as Fellows.

16.5 Appointment and Term

The Board will announce the appointments of new Fellows at the AGM. Fellows shall be appointed, effective from the announcement at the AGM, for life or until he or she otherwise resigns or is terminated pursuant to those By-Laws.

16.6 Maximum Number of Appointments in any One Year

No more than two (2) Fellows may be appointed in any one year.

16.7 Benefit and Rights, No Dues

A Fellow shall enjoy all the rights and privileges of a Member of the Chamber but shall pay no dues from the date of the AGM at which the appointment was announced.

16.8 Use of “F.B.C.C.”

A Fellow shall be entitled to use the initials “F.B.C.C.” as long as he or she continues to be a Fellow.

ARTICLE 17
BOARD OF GOVERNORS

17.1 Purpose

In order to recognize the contributions to the chamber of commerce movement of the Fellows and of the past Chairs of the Chamber and in order have available to the current Chair the experience and expertise of those Fellows and past Chairs there shall be formed a body known as the Board of Governors.

17.2 Membership - Past Chairs

The Board of Governors shall be comprised of the Fellows and of the past Chairs who have completed their terms as Immediate Past Chairs.

17.3 Titles

Members of the Board of Governors shall be known as Governors.

17.4 Installation

Governors shall be installed, in the first instance, as a group of all existing past Chairs who have completed their term as Immediate Past Chair and all Fellows and thereafter, annually at the AGM at which his or her term as Immediate Past Chair expires or at which he or she is appointed as a Fellow.

17.5 Meetings of Governors

The Governors may select annually, preferably at the AGM, a Chairman and Vice-Chairman and shall meet at the call of that Chairman. If the Governors fail in any year to select a Chairman, the Chairman shall be the Past Chair who has last completed his or her term as Immediate Past Chair.

17.6 Ex-Officio: Chair and President

The Chair and President shall be ex officio members of the Board of Governors.

17.7 Records

Minutes and records of the Board of Governors shall become the property of the Chamber.

17.8 Contracts and Obligations

No commitments as to finance, contracts or any other obligations shall be entered into by the Board of Governors unless prior approval has been made by the Board.

17.9 Appointment to Advisory Council

The Board of Governors shall appoint to the Advisory Council such of the Governors as are willing to serve on the Advisory Council. Failing such appointment the Advisory Council may select such of the Governors, who are willing to serve, to serve on the Advisory Council.

ARTICLE 18
ADVISORY COUNCIL

18.1 Purpose

The purpose of the Advisory Council is to provide advice and support to the Board and President, with particular emphasis on the interests of the Corporate Members.

18.2 Membership

The Advisory Council shall consist of as many of the Governors who are willing and able to serve plus representatives, not to exceed twelve (12), of the Corporate Members, selected by the Corporate Members by a process as from time to time established by the Board. Collectively, such group shall be known as the Advisory Council.

18.3 Meetings

The Advisory Council should meet during the AGM to select a Chairman and thereafter shall meet at the call of that Chairman.

18.4 Ex-Officio Members

The Chair, Vice-Chair and President shall be ex-officio members of the Advisory Council.

18.5 Appointment to Board

The Advisory Council may select, immediately following the AGM, up to two of the members of the Advisory Council to serve as Directors of the Chamber, as provided by these By-Laws. Failing such selection the Board may appoint any two members of the Advisory Council, including any Governor or Governors, to serve on the Board as the Advisory Council appointees.

18.6 Records

Minutes and records of the Advisory Council shall become the property of the Chamber.

18.7 Contracts and Commitments

No commitments as to finance, contracts or any other obligations shall be entered into by the Advisory Council unless prior approval has been made by the Board.

ARTICLE 19 **FISCAL YEAR**

The fiscal year for the Chamber shall commence on the first (1st) day of January in each year, and shall terminate on the thirty-first (31st) day of December of that year.

ARTICLE 20 **AUDITING**

20.1 Appointment

An auditor, or firm of auditors (the “Auditor”), shall be appointed by the Voting Delegates at the AGM, such Auditor to hold office until a successor shall have been appointed at a subsequent AGM or SGM.

20.2 Financial Statements to AGM

An audited financial statement for the most recent fiscal year shall be presented to the Voting Delegates by the Chair of the Finance Committee or by the President at each AGM.

ARTICLE 21 **RULES OF ORDER**

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

ARTICLE 22 **BORROWING POWER**

22.1 Borrowing Power

Subject to the Society Act, the Chamber may from time to time:

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

22.2 Exercise of Power

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

ARTICLE 23 **PUBLICITY**

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

ARTICLE 24 **BOOKS AND RECORDS**

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

ARTICLE 25 **AMENDMENTS**

25.1 Proposal and Notice

Any Member may propose amendments to there By-Laws provided that at least thirty (30) days notice of the proposed amendments shall be given to all Members in advance of the AGM or SGM at which the proposed amendments are to be considered.

25.2 Special Resolution, Consent under Society Act

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

ARTICLE 26 **DISSOLUTION**

26.1 Motion to Dissolve

If the Board is of the belief that the Chamber has become incapable of exercising or has ceased to exercise its purposes as established by the Society Act and these Bylaws, then the Board shall propose a Special Resolution to request that the Registrar of Companies dissolve the Chamber as a Society.

26.2 Assets upon Dissolution

Upon the dissolution of the Society, the assets remaining after satisfaction of all debts, shall be transferred or given to such charities, registered under the provisions of the Income Tax Act (Canada), as shall be designated by the Board or shall be transferred or delivered to the Minister of Finance for the Province of British Columbia.

ARTICLE 27
REPEAL OF FORMER BY-LAWS

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

SCHEDULE “A”

[Insert Map]

