

CORNWALL CHAMBER OF COMMERCE

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Cornwall Chamber of Commerce (hereinafter called the "Corporation") that:

Preamble:

.01 The Cornwall Chamber of Commerce was incorporated pursuant to the Boards of Trade Act of Canada on May 14, 1890.

.02 The by-laws of the Cornwall Chamber of Commerce shall at all times be interpreted in accordance with The Boards of Trade Act of Canada.

Article One – Name/Objectives/Seals

1.01 The name of this organization shall be the Cornwall Chamber of Commerce, hereinafter called the Corporation.

1.02 The objectives of the Cornwall Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic and social welfare of the district.

1.03 The head office of the Chamber shall be in the City of Cornwall, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

1.04 The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

Article Two - MEMBERSHIP

2.01 Qualification. Every person, association, corporation, partnership or society directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the City shall be eligible for membership in the Chamber.

Every person, association, corporation, partnership or society who is proposed for membership at a regular general meeting of the Corporation or is recommended by the Board of Directors for membership at a regular general meeting of the Corporation shall have the privileges and obligations of membership if the proposal or recommendation is carried by a majority of two-thirds of the members of the Corporation then present, and upon payment of the annual membership dues shall have all the rights and be subject to all the obligations of the other members.

2.02 Classes of Members

- a. An *associate membership* may be taken out by individuals who are retired, or are currently not associated with a business.
- b. A *business membership* may be taken out by any firm, corporation, partnership, or industry.
- c. An *institutional membership* may be taken out by industries of a public nature such as all levels of government including their subsidiary departments, Crown corporations, hospitals, schools and Boards, educational, etc.
- d. A *non-profit membership* may be taken out by any charity, association or non-profit organization which receives funding through donations, fund-raising, or government grants.
- e. An *additional business location membership* may be taken out by any business member with additional branches or franchises.
- f. *Honourary membership* may be awarded by the Board of Directors to any individuals who, in the opinion of the Board, have distinguished themselves in some meritorious or public service. Honourary membership shall be for a period of one year, and maybe be renewed. Honourary membership carries the same rights and responsibilities as a regular membership, except that Honourary members are exempt from the payment of any annual dues and are not entitled to run for a position on the Board, or to vote in person, or by proxy at Annual General Meetings or otherwise.

2.03 Resignation

Members may resign by providing 10 days notice in writing to the Secretary/Treasurer, which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any dues, assessments, or other sums levied or which became payable by such member to the Corporation prior to acceptance of the resignation.

2.04 Termination of Membership.

Any member who fails to pay dues, assessments, or other sums levied within 90 days of the date upon which they fall due, or who declares bankruptcy or is declared insolvent, ceases to be a member.

Membership in the Chamber is subject to review by the Board of Directors. The Board of Directors has the right to cancel, on notice, the membership of any member if the conduct of such member, in the Board of Directors' sole and absolute discretion, has legal or ethical implications detrimental to the member and/or to the chamber. Any such notice of the Board of Directors' intention to cancel membership shall be given to the member, in writing, and shall:

- a) set out a time and place for a meeting with the Board of Directors, if required;
- b) indicate that the membership is under review, and may be revoked at that meeting;
- c) provide sufficient reasons to enable the member in question to prepare to answer the complaint; and,
- d) notify the member that he is entitled to attend the meeting to hear the reasons for the review and to make full answer. The decision of the Board of Directors shall be final and binding and there shall be no appeal to any tribunal of any nature whatsoever, including a Court of Law. Termination of membership does not relieve the former member from any obligations owed to the chamber, or entitle the former member to a refund of annual dues. Upon termination of membership, all benefits of membership cease.

2.05 Voting

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

2.06 Admission

The Secretary/Treasurer shall, or shall cause to be given, prompt notice of admission as a member.

2.07 Dues

Annual membership dues for each class of members shall be established by the Board of Directors and may be changed from time to time. Other assessments may be levied against all members provided they are recommended by the Board of Directors and approved by a majority of the members present at a regular general meeting of the Chamber called for that purpose. Written notice calling such a general meeting shall state the nature of the proposed assessment.

The Secretary/Treasurer shall notify, or shall cause to notify, the members of the dues or fees at any time payable by them and, if any are not paid within 90 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation but any such members may on payment of all unpaid dues or fees be reinstated by the Board of Directors.

Article Three - Board of Directors

3.01 Number and quorum

Until changed by by-law, the number of Directors of the Corporation shall be 13, one of which will be the Past President, of whom 7 shall constitute a quorum for the transaction of business at any regular meeting of the Board of Directors. Notwithstanding vacancies in the Board of Directors, the remaining Directors may exercise all the powers of the Board of Directors so long as a quorum of the Board of Directors remains in office.

3.02 Powers

The Board of Directors shall have full power and authority to manage and control the affairs and business of the Corporation.

3.03 Qualification

Each Director shall at the time of election or appointment be a voting member of the Corporation.

3.04 Each Director shall be at least eighteen years of age. Except as herein provided, no Director shall serve more than three (3) consecutive terms in office.

Article Four - Election of Directors and Term of Office

4.01 Elections for the Board of Directors will be held at the time of the Chamber's Annual General Meeting in the month of March of each year. Six (6) of the elected Directors shall be elected each year at the Annual General Meeting of the members, and shall hold office for a term of 2 years. Another six (6) of the elected Directors shall be elected at the following Annual General Meeting of the members. At each Annual General Meeting all elected Directors then completing their 2 year term in office shall retire, but, if qualified, shall be eligible for re-election. The election may be by a show of hands or by resolution of the members unless a ballot be demanded by any member. If an election of Directors is not held at the proper time, the Directors then in office shall continue in office until their successors are elected.

4.02 One (1) member of the Board of Directors shall be the immediate Past President.

4.03 With respect to the election of Directors, a Nominating Committee will be appointed by the President of the Corporation and chaired by the Immediate Past President.

4.04 The Nominating Committee will submit to the Board its report listing Chamber members in good standing who have agreed to let their names stand for election to the Board. This report will be submitted to the Board no later than 15 days prior to the Annual General Meeting.

4.05 Not less than ten days before the Annual General Meeting the Chamber will send to the members the following:

- a) Notice of the Annual General Meeting
- b) A list of the Directors whose term will expire at the Annual General Meeting
- c) The report of the Nominating Committee noting the Directors returning for a second term and those seeking election to the Board.

4.06 In addition to those nominated in the Nomination Committee's report, made as herein provided, nominations may be made by and two or more members for a Director provided that the notice of such nominations containing the names of the mover and seconder is filed with the Nomination's Committee no later than 4:30 p.m. on the fifth day prior to the date of the Annual General Meeting of the membership. All parties to this motion must be done before a secret ballot.

4.07 Any Director who misses three consecutive meetings of the Board and whose absence is not approved by the Board will be notified in writing of the Board's intention to replace the Director at the next regular general meeting of the Board of Directors.

4.08 So long as there is a quorum of Directors in office, the Directors then in office may fill any vacancy occurring on the Board of Directors for the remainder of the term by appointing a qualified person to become a Director.

4.09 The office of any Director shall ipso facto be vacated if the Director (a) becomes bankrupt or suspends payment or compounds with creditors or makes an authorized assignment or is declared insolvent; (b) is found to be a mentally incompetent person or becomes of unsound mind; (c) ceases to be a member; or (d) by notice in writing to the Corporation resigns the office of Director. The said Director shall be promptly notified in writing.

4.10 The members may, by resolution passed by at least two-thirds of the votes cast at a regular general meeting of the members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the term of office and may, by a majority of the votes cast at the meeting, fill the vacancy for the remainder of such term.

Article Five - Officers

5.01 General. The officers shall be a President/Chair, a first Vice-President, a second Vice-President, a Secretary/Treasurer, and the past President, and such other officers as the Board of Directors may from time to time, by resolution determine. The Board of Directors may fix the remuneration to be paid to officers, agents, servants, and employees. Any officer, agent, servant or employee may receive such remuneration as may be determined notwithstanding the fact that such person is a member. Notwithstanding anything else in this by-law, an officer who is also a Director may not receive any remuneration from the Corporation.

5.02 Election. The President/Chair, Vice-Presidents Secretary/Treasurer shall be elected by the Board of Directors from among their number after the annual election of such Board of Directors. In default of such election the then incumbents, being members of the Board, shall hold office until successors are elected. A vacancy occurring from time to time in these offices may be filled by the Board of Directors from among its numbers

5.03 Appointed Officers. The Board of Directors may appoint such other officers as the Board of Directors may determine including one or more assistants to any of the officers who are appointed.

5.04 The President, Vice-Presidents, Secretary/Treasurer and the Past President, before taking office, shall take and subscribe before the Mayor or before any Justice of the Peace, and oath in the following form:

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

5.05 Duties of President. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the secretary or other officer appointed by the Board of Directors for the purpose shall sign all by-laws and membership certificates. The President shall perform all duties incidental to the office and shall have such other powers and duties as may from time to time be assigned by the Board of Directors.

5.06 Vice-Presidents. During the absence or disability of the President the duties may be performed and the powers may be exercised by the first vice-President, or in his absence or disability, the second vice President. If a vice-President exercises any such duty or power, the absence or disability of the President shall be presumed with reference thereto. The vice-Presidents shall also perform such duties and exercise such powers as the President may from time to time delegate or the Board of Directors may prescribe.

5.07 Secretary/Treasurer. The Secretary/Treasurer, shall keep, or cause them to be kept, full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors, shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular general meetings thereof whenever required an account of all transactions as Secretary/Treasurer, and of the financial position of the Corporation and shall also perform such other duties as may from time to time be determined by the Board of Directors.

The Secretary/Treasurer shall give or cause to be given all notices required to be given to members, Directors and auditors, shall attend the meetings of the Board of Directors and of the members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meeting, shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal and of all books, papers, records, documents and other instruments belonging to the Corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

5.08 Other Officers. The duties of all other officers shall be such as the terms of their engagement call for or the Board of Directors requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board of Directors otherwise directs.

5.09 Variation of Duties. The Board of Directors, may from time to time, vary, add to or limit the powers and duties of any officer or officers.

5.10 Term in Office. All of the officers elected and appointed pursuant to Article 5.02 and 5.03 shall retire immediately after the annual meeting following the annual meeting at which they were elected or appointed, but:

a) in the case of the President, the vice-Presidents, and the Secretary/Treasurer, provided they are re-elected as Directors, they shall be eligible for re-election, or

b) in the case of all other officers, they shall be eligible for re-appointment.

The Board of Directors may, by a resolution passed at a meeting of the Board of Directors, remove at its pleasure any officer and elect or appoint a successor to serve for the remainder of the term.

Article Six – Board and Executive Meetings

6.01 Meetings of the Board of Directors may be held at the head office of the Chamber or at any other place in Ontario.

6.02 The President or a Vice-President may at any time, and the Secretary/Treasurer at the direction of the President or Vice-President, or any two Directors, shall convene a meeting of the Board of Directors. Notice of such meeting shall be delivered, telephoned, telecopied, faxed, or e-mailed to each Director not less than 24 hours before the meeting is to take place or shall be mailed to each Director not less than 4 days before the meeting is to take place. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Director before or after the holding of such meeting.

6.03 Such meetings may be held at any time without formal notice being given if all the Directors are present, or if all of the Directors consent, a Director may participate in a meeting of Directors or a committee of Directors by means of telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating shall be deemed for all purposes to be present at the meeting.

6.04 Regular general meetings of the Chamber shall be held at least quarterly at a time and place designated by the Executive Committee.

6.05 Special general meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by any three members of the Board, or by any ten members of the Chamber. At least one day's notice of such meetings shall be given.

6.06 The Executive Committee shall meet from time to time as may be necessary to carry on the business of the Chamber.

6.07 The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors and shall designate the time and place at which such meetings are to be held. A copy of any resolution appointing such regular general meeting of the Board of Directors shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting.

6.08 No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and any Director may ratify and approve of any

or all proceedings taken or had thereat.

Article Seven-Voting

7.01 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of any equality of votes, the President/Chair, in addition to an original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but, if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, the President's duties may be performed by a vice-President or such other Director as the Board of Directors may from time to time appoint for the purpose.

Article Eight-Remuneration of Directors.

8.01 The Directors, and those Directors who also serve as officers, shall serve as Directors and Officers without remuneration and no Director shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from his position as Director, provided that a Director or Officer may be paid reasonable expenses incurred by him in the performance of his duties.

Article Nine-Indemnity of Directors and Officers

9.01 Every Director or officer of the Corporation and the heirs, executors, administrators, personal representatives, and assigns, respectively, of such Director or officer shall at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- all costs, charges and expenses whatsoever which such Director or officer may sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against such person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person, in or about the execution of the duties of office;
- all other costs, charges and expenses which such person may sustain or incur in or about or in relation to the affairs of the Corporation; except such costs, charges or expenses as are occasioned by such person's own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Corporation.

Article Ten-Protection of Directors and Officers

10.01 No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any moneys, securities or effects of the Corporation shall be deposited, or for any loss, conversion, misapplication or misappropriation of or damage resulting from any dealings with any moneys, securities or other assets belonging to Corporation or for any loss occasioned by any error of judgment or oversight on such person's part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the office or in relation thereto unless the same shall happen by or through such person's own willful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

10.02 The Board of Directors of the Corporation is hereby authorized from time to time to cause the Corporation to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such Director or other person against loss by mortgage and charge upon the whole or any part of the real and personal property of the Corporation by way of security. Any action from time to time taken by the Board of Directors under this paragraph shall not require approval or confirmation by the members.

Article Eleven –Annual, Special and Regular meetings of Members

11.01 Meeting. The annual or any special general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors shall appoint. All members shall be entitled to be present at a meeting of members. Any other person may be admitted at the invitation of the President/Chair of the meeting or with the consent of the meeting.

11.02 Agenda and Notice. At every annual meeting, in addition to any other business that may be transacted, the report of the President or other officers, and the financial statements and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business, either special or general, without any notice thereof at any meeting of the members. The Board of Directors or the President or vice-President shall have power to call at any time a special general meeting of the members of the Corporation.

Any notice of any annual, special and or general meeting required to be given by these bylaws may, unless otherwise provided in these bylaws, be given to any person entitled to receive the notice:

- a) personally;
- b) by any electronic communications facility from which the person may reasonably take notice;
- c) by publication in a Chamber publication of general circulation to the members;
- d) by publication in a newspaper circulating in the Cornwall district; or,
- e) by ordinary pre-paid post addressed to the member at the address that last appears in

the records of the Chamber.

11.03 Notice of the time and place of every meeting of members, annual or general, shall be given at least 10 days prior to the meeting; provided that any meetings of members may be held at any time and place without such notice if all the members are present thereat or represented by a proxy duly appointed, or if those members not so present or represented by proxy have waived notice and consented to the holding of the meeting (which waiver and consent may be given before or after the holding of the meeting) and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

11.04 Error or Omission in Notice. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

11.05 Adjournment. Any meetings of the Corporation may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

11.06 Quorum. At any annual, special or general meeting of the corporation, a majority of members present or represented by proxy are competent to transact any business, provided that in no case can any meeting be held unless there are at least two persons present.

11.07 Voting of Members. At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, each member shall have one vote and, unless a poll be demanded, a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn but, if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the chairman shall direct and the result of such poll shall be deemed the decision of the general meeting upon the matter in question. In case of any equality of votes at any general meeting, whether upon a show of hands or at a poll, the chairman, in addition to an original vote, shall be entitled to a second or casting vote.

11.08 Proxies. Every member entitled to vote at a meeting of members may by means of proxy appoint a person, who must be a member, as nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be executed by the members or the member's attorney authorized in writing, and ceases to be valid one year from its date. A proxy may be in any form which may be prescribed from time to time by the Board of Directors or which the chair of the meeting may accept as sufficient. The following shall be a sufficient form of proxy:

I, *, a member of the Corporation hereby appoint *, failing whom *, as my agent to vote for me on my behalf at the meeting of the members of the Corporation to be held on the * day of *, 201*, and at any adjournment thereof. I hereby direct my said agent to vote for the following persons as Directors:

(here set out the names of candidates not exceeding the number of Directors to be elected) I hereby direct my said agent to vote as indicated with respect to the following questions:

(here set out any specific instructions)

Proxies shall be deposited with the Secretary/Treasurer of the meeting before any vote is cast under the authority thereof or at such earlier time and such manner as the chairman may prescribe.

Article Twelve-Definition of Conflict of Interest.

12.01 Definition of Conflict of Interest. Conflict of interest exists when a Director of the Board participates in the making of a decision or recommendation on an issue under consideration by the Board and he knows, or should reasonably know, that the decision or recommendation may provide opportunity to enhance the private interest of the member, or promote the private interest of another person (including a family member) or organization to which the member is affiliated.

12.02 Principles. The Corporation commits its Directors and its advisory committee members to ethical conduct. Directors and advisory committee members are expected to act, and be perceived to act with integrity and impartiality on all issues under consideration by the Board or advisory committee. Directors and advisory committee members bring a perspective based on their skills and experiences and act in the best interest of the corporation and the community. It is incumbent on the Board or advisory committees to have and use duly authorized policies regarding conflict of interest. Skills and experiences and act in the best interest of the corporation and the community. It is incumbent on the Board or advisory committee to have and use duly authorized policies regarding conflict of interest.

12.03 President's Responsibility. The President is responsible for ensuring that all Directors and advisory committee members are aware of the conflict of interest policies.

12.04 Members' Responsibilities. Directors of the Board and members of advisory committees are obliged to recognize that the possibility of conflict of interest exists, and are responsible for declaring conflicts of interest to the President, the Board of Directors or advisory committee at the earliest opportunity. A Director or member of an advisory committee shall not participate in a decision, discussion or recommendation on an issue in which the member has a private interest.

12.05 Compliance with Conflict of Interest Policy. The Board of Directors and advisory committee may wish to establish, as the first order of business at each meeting, a call for declarations of conflict of interest. As well, perceived/possible situations may be announced and rulings issued.

- (i) A Director or a member of an advisory committee who has reasonable grounds to believe that he has a conflict of interest in a matter that is before the Board or advisory committee shall declare the conflict of interest, and may disclose the general nature of the conflict of interest. This shall be recorded in the minutes of the meeting.
- (ii) Once a conflict of interest has been identified, the Director of the Board or advisory committee member shall not take part in any consideration, decision or vote on the issue being reviewed, and may participate in the discussion only to provide facts or clarification on the issue at the discretion of the President or Chair.
- (iii) A Director shall resign from the Board or a member from an advisory committee, or be asked to resign, in the event that he generally is unable to deliberate impartially or act in the best interest of the corporation and the membership on issues under consideration by the Board or an advisory committee.

Article Thirteen-Agents and Attorneys.

13.01 The Board of Directors shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

13.02 An auditor or auditors of the Corporation shall be appointed at the annual meeting of the members and if not so appointed shall be appointed by the Board of Directors to hold office until the next annual meeting or until a successor or successors are appointed. The auditors shall make an annual audit and report to the members on the accounts and balance sheet of the Corporation.

Article Fourteen – Execution of Documents

14.01 The President, a vice-President, together with the Secretary/Treasurer, shall have authority to sign in the name and on behalf of the Corporation all instruments in writing and any instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any other officer or officers or any person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments in writing. The corporate seal may, when required, be affixed to any instruments in writing.

14.02 The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contracts, documents, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or moveable) agreements, tenders,

releases, proxies, receipts and discharges for the payment or money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures and other securities and paper writings.

14.03 Copies of by-laws, resolutions or other proceedings of the Board of Directors or of the members may be certified under the corporate seal by the President, a vice-President, the Secretary/Treasurer, a Director or by such other person as the Board of Directors may from time to time by resolution appoint to perform such duties.

Article Fifteen –Bank Accounts, Cheques, Drafts and Notes

15.01 The Corporation bank accounts shall be kept in such chartered bank, trust company, or other firm or corporation carrying on a banking business as the Board of Directors by resolution from time to time may determine.

15.02 Cheques on the bank accounts, drafts drawn, or accepted by the Corporation, promissory notes given by item acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer or officers, person or persons as the Board of Directors may by resolution from time to time name for that purpose. Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of the Corporation bank account by such officer or officers, person or persons, as the Board of Directors may by resolution from time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the Corporation name.

Article Sixteen -Notice

16.01 Whenever under the provisions of the by-laws notice is required to be given, such notice may be given by any manner provided in Article Eleven hereof. A notice or other document sent by post shall be held to be sent at the time when the same was deposited in a post office or a public letter box as aforesaid, or if telecopied, faxed, or emailed, shall be held to be sent upon transmission. For the purpose of sending any notice, the address of any member, Director or officer shall be the last address as recorded on the books of the Corporation.

Article Seventeen – Books and Records

17.01 The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

Article Eighteen - Committees

18.01 The Board of Directors shall appoint the following committees:

- a) Executive committee;

- b) Nominating committee;
- c) Finance committee.

18.02 Each such committee shall have the powers and be of such size and constitution as the Board of Directors may from time to time determine.

18.03 The Board of Directors may appoint such other committees as it deems necessary and such committees shall be of such size and constitution and shall have such power as the Board of Directors may determine.

18.04 One or more Directors may be appointed to be members of such committee and each such committee shall elect a chairman thereof who does not need to be a Director.

18.05 The President shall be an ex officio member of all committees.

Article Nineteen- Fiscal Year

19.01 The fiscal year of the Corporation shall terminate on the 31st day of December in each year.

Article Twenty –Amendments of By-Laws

20.01 The bylaws may be amended or altered by a two-thirds (2/3) vote of those present at any regular or special meeting, provided notice of the proposed change shall have been posted on the bulletin Board at the Chamber office ten (10) days prior to such meeting.

20.02 Any member who wishes a copy of the proposed changes may obtain same by visiting the Chamber office.

20.03 Ministerial approval is required before the amendment(s) can be enforced or acted upon.

20.04 Such bylaws shall be binding on all members of the chamber, its officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by Industry Canada.


Article Twenty One -Interpretation

21.01 In all of the by-laws of the Corporation, where the context so requires or permits, the singular shall include the plural and the plural the singular, the word "person" shall include firms and corporations, and the masculine gender shall include the feminine and neuter gender.

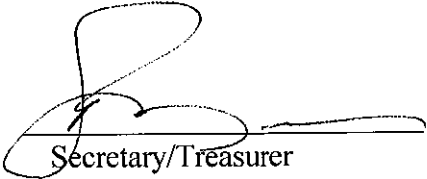
Effective Date. This By-law No. 2015/01 shall be effective when made by the Board.

ENACTED this 24th day of March, 2015 .

WITNESS the seal of the Corporation.



President



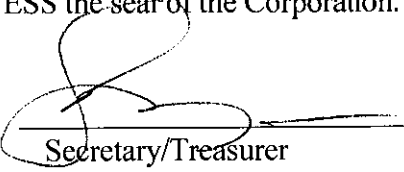
Secretary/Treasurer c/s

CONFIRMED by the members this 24 day of March, 2015 .

WITNESS the seal of the Corporation.



President



Secretary/Treasurer c/s