

WHISTLER CHAMBER OF COMMERCE BYLAWS

The Whistler Chamber of Commerce (“Chamber”) Board of Directors (the “Board”) is recommending significant amendments to the Chamber’s By-Laws to be put before the members at the 2023 Annual General Meeting by special resolution.

The proposed by-laws ensure that the Chamber’s is in compliance with the Boards of Trade Act. In preparing the proposed by-laws, the Board considered terms under the current By-Laws that reflect good governance practices, and provide for evolving technology for conducting meetings and engaging members.

Background

In 2020, the members approved the recommended By-Law changes that addressed the requirement imposed by the RMOW elected council to qualify for its Fee for Service funding program, the core funding of the guest experience training program provided by the Chamber. The requirement to have an appointed elected official to the Board is prohibited by the Boards of Trade Act, therefore the member approved By-Laws were rejected by Corporations Canada. As a result of the comprehensive review of the By-Laws, Corporations Canada outlined a number of areas that had been grandfathered that would not be accepted. To address the concerns outlined by Corporations Canada, the Board undertook a complete rewrite of the By-Laws.

The Board applied the following principles to guide the drafting process

1. Simplicity

Where permitted by the Act the changes reduce or remove the administrative procedures or overly specific language. As the default reference used to draft the bylaws is the tool provided by Corporations Canada (the Bylaw Builder), any additions made will further restrict the Chamber beyond the requirements of the Act consistent with the intent of the current By-Laws..

2. Maintain the intent of the current bylaws.

Given the extensive reviews conducted over the last three years, any changes recommended will be in line with the current bylaws. Note that in some cases this is not permitted due to contradiction with the Act.

Where possible the changes are in line with restrictions or rights contained in the current bylaws.

Summary of Changes

A summary of the substantive changes to the in the proposed By-Laws is provided below. A detailed version of the changes can be requested from the Chamber by emailing chamber@whistlerchamber.com

Substantive Changes

Director Terms: Once registered with Corporations Canada, all directors will assume one year terms and the entire Board of Directors will be elected annually.

Officers: The membership will now be required to vote for the Officers of the Chamber on an annual basis including the Chair, Vice-Chair and Secretary-Treasurer.

Appointed Directors: Directors can be appointed only in the case of a vacancy because of a director leaving the Board during a term.

Member Meetings: the Chamber will now hold quarterly meetings of the membership.

Standing Committee: the only standing committee will be the Nomination Committee to oversee the annual director recruitment and election process. The removal of the Executive Committee allows for more flexible governing committees (i.e., Finance Committee).

Advanced Voting – the By-Laws provide for advance voting, consistent with the election process currently permitted.

Administrative Changes

The proposed by-laws have a new order and numbering system. The Board selected to maintain the relevant titles of the current Officers.

Maintained by-laws not required by the Boards of Trade Act

The Board determined the following sections be included in the proposed by-laws consistent with the current By-Laws, including:

Accountant: Allowing the Board to determine the level of assurance for the annual financial statements, to mirror the current practice. This reduces the cost for an annual audit and allows for scaling of assurance to meet funding requirements if required.

Terms of Officers: maintain the restriction of officer terms to three years (i.e., Chair, Vice-Chair and Secretary) to ensure appropriate renewal and succession.

Proxy votes: maintain the provision to not allow proxy votes.

Political Office: maintain the provision to prohibit elected officials from serving on the board to reduce any real or perceived conflict of interest and maintain independence

A detailed version of the changes can be requested from the Chamber by emailing chamber@whistlerchamber.com.

These proposed By-Laws require review and augmentation of the Chamber's policies to align with the By-Laws and to outline key processes and procedures not captured or removed from the By-Laws due to the requirements of the Boards of Trade Act.