

A by-law relating generally to the conduct of the affairs of

**Whistler Chamber of Commerce**

(the "Chamber")

**BE IT ENACTED** as a by-law of the Chamber as follows:

## **Definitions and Interpretation**

### **1. Definitions**

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

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

**"AGM"** means the Annual General Meeting of the Members

**"Authorized Representative"** means a person who is appointed to represent a member that is a society, body corporate or organization;

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

**"Chair"** means the President in accordance with the Act;

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

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

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

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

**"District"** means the area within and for which the Chamber was established as set out in the Chamber's Certificate of Formation;

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

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

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

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

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

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

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

**"Vice Chair"** means Vice-President in accordance with the Act;

## **2. Interpretation**

In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-Laws.

## **Business of the Chamber**

### **3. Corporate seal**

The Chamber may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary or designated representative shall be the custodian of the corporate seal.

### **4. Location of the registered office**

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

### **5. Books and records**

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

### **6. Execution of documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Chamber may be signed by any 1 Officer and 1 Director. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Chamber to be a true copy.

### **7. Financial year end**

The financial year end of the Chamber shall be determined by the Board.

### **8. Banking Arrangements**

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



## **9. Appointment of the Auditor**

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

## **10. Removal of the Auditor**

The Auditor may be removed by ordinary resolution of the Members and must be promptly informed in writing of appointment or removal.

## **11. Borrowing powers**

The Board may, without authorization of the Members, and subject to a resolution of the Board,

- borrow money on the credit of the Chamber;
- issue, reissue, sell, pledge or hypothecate debt obligations of the Chamber; and
- give a guarantee on behalf of the Chamber.

## **12. Non-partisan/non-sectarian**

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

## **13. Advocacy**

The Chamber may support, endorse, express concerns about or oppose a municipal, provincial or federal policy or project.



## **Membership in the Chamber**

### **14. Membership conditions**

Membership in the Chamber shall be available only to:

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

### **16. Admission of Members**

An individual or organization proposed for membership in the Chamber pursuant to the section on membership conditions of this By-Law is only admitted to membership in the Chamber if the proposed Member so consents, has no debts owing to the Chamber, and their membership is approved at a Meeting of the Members by Special Resolution of the Members. An individual or organization so admitted to membership in the Chamber is a Member with all the related rights and obligations immediately as of the receipt of such approval.

### **17. When membership dues are payable**

Members shall be notified in writing of the subscription amounts or membership dues at any time payable by them and, if any are not paid within 2 months of their due date the Member is in default and shall automatically cease to be a Member of the Chamber.

### **18. Termination and withdrawal of membership**

A membership in the Chamber is terminated when:

- the Member dies, or, in the case of a Member that is an organization or a corporation, the organization is disbanded or the corporation is dissolved;

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

#### **19. Effect of termination and withdrawal of membership**

Upon any termination of membership, the rights of the Member, including any rights in the property of the Chamber, automatically cease to exist.

#### **20. Discipline of Members**

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

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

In the event that the Board determines that a Member should be expelled or suspended from membership in the Chamber, the Chair, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Chamber. If written submissions are received in accordance with this provision, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days

from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

#### **21. Membership transferability**

A membership in the Chamber may not be transferred.

### **Meetings of Members**

#### **22. Quarterly Meetings of the Members**

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

#### **23. Annual General Meeting of Members**

The last Quarterly Meeting of Members in a calendar year shall be deemed the Annual General Meeting of Members and at this meeting the following items shall be put before the Members for consideration:

- The election of the Chair, Vice-Chair, Secretary and at least 8 other Directors of the Board;
- The appointment of the Accountant of the Chamber;
- The annual report of the Chair of the Chamber;
- Annual financial statements and Accountant's report of the Chamber; and
- The annual report of the Treasurer of the Chamber (if a Treasurer has been appointed);
- Other business that ought to be transacted at an AGM or business which is brought under consideration by the report of the Chair issued with notice convening the meeting.

#### **24. Special Meetings of the Members**

In addition to the Quarterly Meetings, the Board or a majority of Members of the Chamber may call a Special Meeting of the Members. In the event that the Members' requisition a Special Meeting of the Members, the Directors shall arrange for such meeting without delay. The business at a special general meeting is limited to that set out in the Members' requisition or as determined by the Board

#### **25. Chair of Meetings of the Members**



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

## **26. Notice of Meetings of Members**

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

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

For meetings other than the AGM, the notice of meeting shall include enough information on that business so that Members may make a reasoned decision in respect of such business.

## **27. Voting at Meetings of Members**

A Member entitled to vote on Ordinary and Special resolutions at a Meeting of Members may vote by electronic means or other communication facility if the Chamber has a system that:

- enables the votes to be gathered in a manner that permits their subsequent verification; and
- permits the tallied votes to be presented to the Chamber without it being possible for the Chamber to identify how each Member voted.

## **28. Proxy Voting**

Proxy voting is not permitted.

## **29. Place of Meeting of Members**

Meetings of the Members shall be held at any place within the District, or by electronic means as provided by the By-Laws.

### **30. Persons entitled to be present at Meetings of Members**

Members, non-members, officers, directors and the accountant of the Chamber are entitled to be present at a meeting of Members. However, only those Members entitled to vote at the Meeting of Members according to the provisions of the Act and by-laws are entitled to cast a vote at the meeting.

### **31. Quorum at Meeting of Members**

A quorum at any meeting of the Members shall be 20 of the Members. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **32. Voting at Meeting of Members**

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

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

### **33. In case of an equality of votes**

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

### **34. Participation by electronic means at Meeting of Members**

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



person participating in a Meeting of Members pursuant to this provision who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Chamber has made available for that purpose.

### **35. Meeting of Members held entirely by electronic means**

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

## **Board of the Chamber**

### **36. Number of Directors**

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

- a Chair, Vice-Chair and Secretary, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year; and
- eight (8) other Directors, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year.

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

### **37. Director Qualifications**

Directors of the Chamber must meet the following qualifications:

- be Members, or an authorized representative of a Member;
- in good standing: having been admitted to the membership, having no amounts owing including dues or fees, and has neither voluntarily withdrawn from membership nor has been expelled or suspended from membership.

### **38. Term of office of Directors**

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



### **39. Number of terms of Office of Directors**

Each Director may only be re-elected to hold a maximum of 9 terms.

### **40. Failure to elect Directors**

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

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

### **41. Oath of Office**

The Chair and Vice-Chair of the Chamber, before starting the duties of their office, shall take and subscribe before the mayor of the municipality constituting the District, or before any justice of the peace, take an oath or affirmation in the following form:

"I swear that I will faithfully and truly perform my duty as [\*] of the Whistler Chamber of Commerce, and that I will, in all matters connected with the discharge of that duty, do all things, and only such things, as I truly and conscientiously believe to be adapted to promote the objects for which the board was constituted, according to the true intent and meaning of the same."

### **42. Automatic termination of director's term in office**

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

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

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

#### **43. Removal of Directors by Board**

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

#### **44. Directors - Political Office**

A Director who has been nominated as a candidate in a federal, provincial, regional district or municipal election must not attend or vote at meetings of the Board during the election. A Director elected to federal, provincial, regional district or municipal office ceases to be a Director upon being so elected.

#### **45. Vacancies of Directors**

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

No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required in these Bylaws.

#### **46. Remuneration of Directors and Officers**

The Directors, Officers and Standing Committee Members of the Chamber shall not be remunerated for their services.

## **Meetings of the Board**

### **47. Calling of meetings of Board**

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

### **48. Location of meetings of Board**

Meetings of the Board may be held at any time and place within the District as determined by the Board, or by electronic means as provided by the By-Laws.

### **49. Members at Board meetings**

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

### **50. Participation in Board meetings by electronic means**

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

### **51. Board meetings held entirely by electronic means**

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



## **52. Notice of meeting of the Board**

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

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

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

## **53. First meeting of a new Board**

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

## **54. Regular meetings of the Board**

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

## **55. Quorum at meetings of the Board**

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

## **56. Chair of Board meetings**

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

## **57. Voting at meetings of the Board**

Each Director shall be entitled to exercise one (1) vote at all meetings of the Board. At all meetings of the Board, every question shall be decided by a majority of the votes

cast on the question by those Directors in attendance. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **Committees of the Board**

### **58. Standing committee on nominating**

The Board shall create the standing committee on nominating (“Nomination Committee”).

- The Board shall have the power to appoint and remove Committee Members and a chair of the Nomination Committee.
- The Nomination Committee shall be formed not less than 30 days before the AGM
- The Nomination Committee shall operate within its terms of reference and mandate that the Board shall provide to it, subject to the Act.
- At least three (3) of the Nomination Committee Members shall be Directors / a Director.
- The Nomination Committee shall report to the Board.

### **59. Other committees of Board**

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

## **Officers of the Chamber**

### **60. Roles of Officers**



Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, Officers of the Chamber shall have the following duties and powers associated with their positions:

- **Chair.** The Chair shall be responsible for overseeing the duties and accountabilities of the Board and Officers as well as the execution of the strategic plans and policies of the Chamber.
- **Vice-Chair.** The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the power of the Chair and shall perform such other duties as shall from time to time be imposed upon him/her by the Board or the Chair.
- **Secretary.** In addition to the requirements of the Act, the Secretary or designated representative, shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Chamber's minute book, minutes of all proceedings at such meetings; the Secretary shall give or cause to be given, as and when instructed, notices to Members, Directors, the auditors and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Chamber.
- **Treasurer.** The Board may appoint a Treasurer. If appointed, the Treasurer shall keep or cause to be kept, proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Chamber; the treasurer or designated representative shall render to the Board whenever required an account of all transactions as treasurer and of the financial position of the Chamber; and the Treasurer shall have such other powers and duties as the Board or the Chair may specify.
- **Executive Director.** The Board may appoint an Executive Director. If appointed, the Board shall set the remuneration and terms and conditions of employment, as well as the powers, duties and responsibilities.
- **Other Officers.** The Board may appoint such other Officers as it deems appropriate. The powers and duties of all other Officers of the Chamber shall be such as the terms of their engagement call for or the Board or Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

## 61. Officer vacancies



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

- the Officer's successor being elected or appointed;
- the Officer's resignation; and
- the Officer's death.

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

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

## **62. Term of Office of Officers**

A Director who has held the same Officer position for three consecutive terms immediately ceases to hold that office at the end of the third term and must not be elected or appointed to that office for at least a term.

## **63. Indemnification**

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

- all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability; and

- all other costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Chamber, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default.

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

## **Dispute Resolution**

### **64. Mediation and arbitration**

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Chamber are as much as possible to be resolved in accordance with the mediation and/or arbitration procedures as provided in these By-Laws.

### **65. Mediation/arbitration resolution mechanism**

In the event that a dispute or controversy among Members, Directors, Officers, committee members, or volunteers of the Chamber arising out of or related to the Certificate of Formation, the By-Laws, or out of any aspect of the operations of the Chamber is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, directors, officers, committee members, employees or volunteers of the Chamber as set out in the Certificate of Formation, By-Laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators where the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the



province or territory where the registered office of the Chamber is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this provision shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this provision shall be borne by such parties as may be determined by the arbitrators.

## **General**

### **66. Method of giving notice**

Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received or served) pursuant to the Act, the Certificate of Formation, the By-Laws or otherwise to a Member, Director, Officer or Committee Member or to the auditor shall be sufficiently given:

- if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Chamber or in the case of notice to a Director to the latest address as shown in the last Annual Summary (as required by the Act) was sent by the Chamber to Corporations Canada;
- if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- if sent to such person by electronic or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as previously mentioned; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or Committee Member in accordance with any information believed by the



Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Chamber to any notice or other document to be given by the Chamber may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **67. Invalidity of any provisions of these by-laws**

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

#### **68. Omissions and errors**

The accidental omission to give any notice to any Member, Director, Officer, Committee Member or auditor, or the non-receipt of any notice by any such person where the Chamber has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **69. By-Laws or by-law amendments**

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

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

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

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

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

#### **70. Repeal of prior By-Laws**

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