

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

Greater Barrie Chamber of Commerce

(the "Chamber")

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

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ARTICLE 1 - Definitions and Interpretation

1.1 Definitions

In this By-Law and in all other By-Laws of the Chamber, unless the context otherwise requires: "Act" means the Boards of Trade Act (R.S.C., 1985, c. B-6) and any statute that may be substituted, as amended from time to time;

"Board" means the Board of Directors of the Chamber, and means "council" as used in the Act;

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

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

"Chair" means the Chair of the Chamber Board of Directors, and means "president" as used in the Act;

"Committee" means any working committee of the Chamber comprised of Members or their authorized representatives;

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

"Competency Framework" – A set of required or desirable skills, backgrounds, and representation criteria needed for effective governance and strategic oversight.

"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 or as defined by the Governor in Council, and includes any change in district that may be approved by the Governor in Council from time to time;

"Executive Council" means the Executive Council of the Chamber comprised of the Chair, Vice-Chair, Second Vice-Chair and Treasurer of the Chamber;

"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;

"Member in Good Standing" – A Member whose dues are paid and who is not under suspension.

"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;

"President and Chief Executive Officer" or "President and CEO" means the President and CEO appointed by the Board, and the most senior employee of the Chamber;

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

"Second Vice-Chair" means the Second Vice-Chair of the Board of Directors, and means "secretary" as used in the Act;

"Secretary" means the Second Vice-Chair and means "secretary" as used in the Act;

"Slate" – A list of recommended candidates prepared by the Nominations Committee.

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

"Treasurer" means the Director appointed as "Treasurer" for the Chamber;

"Vice-Chair" means the Vice-Chair of the Board of Directors, and means "vice-president" as used in the Act.

1.2 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.

ARTICLE 2 - Administration and Finance

2.1 Corporate seal

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

2.2 Location of the registered office

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

2.3 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.

2.4 Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Chamber may be signed by any 2 Directors. 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.

2.5 Financial year end

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

2.6 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.

2.7 Appointment of auditor

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

2.8 Borrowing powers

The Board may, without authorization of the Members,

- borrow money on the credit of the Chamber;
- issue, reissue, sell, pledge or hypothecate debt obligations of the Chamber;

give a guarantee on behalf of the Chamber; and

mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Chamber, owned or subsequently acquired, to secure any debt obligation of the Chamber.

The Board may borrow funds or encumber assets; however, any borrowing or security interest exceeding an amount set by policy or resolution requires approval of the Members by Special Resolution.

2.9 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. A candidate for election to the Board of Directors shall not be an elected representative to the Federal Parliament, the Provincial Legislature, or the Municipal Councils and School Boards. A Director shall be required to resign from the Board once they publicly declare their intent to seek elected public office. The determination of whether a Director “publicly declares” such an intention shall be made by the Board in the Board’s sole and absolute discretion. Public declarations shall include, but not be limited to, a Director/candidate informing the Board, formally or informally, or making a public statement to the media or public at large confirming their intention to seek public office. The Chamber shall remain neutral in all elections and not lend its support to any candidate for public office.

ARTICLE 3 - Membership in the Chamber

3.1 Membership conditions

Membership in the Chamber shall be available only to:

an individual who is a resident in the District and who is or has been a merchant, broker, trader, mechanic, manufacturer, manager of a bank or insurance agent, or carrying on business in the District;
or

an individual who is not referred to above, but is recommended by the Board for membership in the Chamber at any Meeting of the Members.

3.2 Admission of Members

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

3.3 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 90 of their due date the Members in default shall automatically cease to be Members of the Chamber.

3.4 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;

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;

a Member is found guilty by the Board of willful violation of the By-laws or of any Rules and Regulations made thereunder,

a Member is found guilty of dishonourable conduct in business dealings, or of acting in such a manner as to bring discredit on the Chamber and/or the Board;

a Member fails to pay its membership dues/fees as such become due and payable; or o a Member becomes bankrupt or insolvent.

3.5 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.

3.6 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, following a fair and impartial review process. 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.

3.7 Membership transferability

A membership in the Chamber may not be transferred.

ARTICLE 4 - Meetings of Members

4.1 Quarterly Meetings of the Members

The Chamber shall hold four (4) Quarterly Meetings of Members in each calendar year, customarily in April, June, September, and December, or on such dates as the Board may determine and as set out in the notice of meeting.

4.2 Annual General Meeting of Members

The June Quarterly Meeting (the second Quarterly Meeting in the calendar year) shall be deemed the Annual General Meeting. For greater certainty, the election of Directors shall be held at the AGM, and if the election contemplated by section 12 of the Boards of Trade Act does not take place at the first Quarterly Meeting of the calendar year, the election shall be held at the AGM in accordance with section 13 of the Act, and the Directors then in office remain until their successors are elected. At the AGM, the following matters shall be placed before the Members for consideration:

- approval of the minutes of the last AGM and any Special Meetings;
- the annual report of the Chair;
- the annual report of the President /CEO;
- report of the annual audited financial statements;
- appointment of the auditor;

approval of new members

approval of actions of Officers & Directors

election of the Directors

approval of the by-laws or any amendments

any other matter authorized by the board to be brought before the Annual Meeting and specified in the notice of the meeting; and

adjournment of the Annual Meeting

4.3 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. Meetings of the Members may be held at such other times as the Chair or the Board may determine, or upon written request of not less than 5% of the Members in good standing. Due notice of any such meeting shall be given to all Members, at least five days prior to the date and time of the meeting.

4.4 Notice of Meetings of Members

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

by delivery personally to the Member to whom it is to be given or if delivered to such Member's address as shown in the records of the Chamber;

by mail at each Member's recorded address by prepaid ordinary or air mail; or

if sent to each Member by telephonic, electronic or other communication facility at such Member's recorded address for that purpose.

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

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

4.5 Absentee voting at Meetings of Members

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

a proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of that meeting after an adjournment;

a Member may revoke a proxy by depositing an instrument or act in writing executed, signed by the Member or by their agent or mandatary;

at the registered office of the Chamber no later than the last business day preceding the day of the Meeting of Members, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or

with the chairperson of the Meeting of Members on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by

way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;

if a form of proxy is created by a person other than the Member, the form of proxy shall:

indicate, in bold-face type:

- the meeting at which it is to be used;

that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting; and

- instructions on the manner in which the Member may appoint the proxyholder;
- contain a designated blank space for the date of the signature;

provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;

provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting; and

state that the membership represented by the proxy is to be voted , in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (d) with respect to any matter to be acted on, the membership is to be voted accordingly;

a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with paragraph (d) above only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;

if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

4.6 Place of Meeting of Members

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

4.7 Persons entitled to be present at Meetings of Members

The only persons entitled to be present at a Meeting of Members shall be: the Members; the Directors, which include the Chair, Vice-Chair and Secretary; the other Officers; the auditor; and such other persons who are entitled or required under any provision of the Act or By-Laws to be present at the

meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by an Ordinary Resolution of the Members.

4.8 Chair of Meeting of 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 preside.

4.9 Quorum at Meeting of Members

A quorum at any meeting of the Members shall be 5 percent 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.

4.10 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.

4.11 In case of an equality of votes

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

30-1 Despite any other provision, the Chair shall not have a casting vote on the election of Directors (or Officers, if elected by Members). In the event of a tie in an election, the tie shall be resolved by additional ballots until a result is achieved.

4.12 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.

4.13 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. The Board shall maintain procedures for identity verification, secure vote tabulation, and accurate record-keeping for electronic participation and electronic voting.

ARTICLE 5 - Board of Directors of the Chamber

5.1 Number of Directors

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

(a) eleven (11) voting Directors, comprised of:

(i) the Chair, Vice-Chair, Secretary and Treasurer (collectively, the “Officers”), all of whom shall be appointed from among the Directors by the Directors by Ordinary Resolution at the first meeting of the Board following the Annual General Meeting; and

(ii) seven (7) additional 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.

(b) the Immediate Past Chair, who shall serve on the Board in a non-voting capacity for a period of two (2) years immediately following their term as Chair and shall act in an advisory capacity.

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

5.2 Qualifications of Directors

Only Members may serve as Directors of the Chamber.

5.3 Term of office of Directors

The Directors elected under Section 5.1(a)(ii) shall be elected to hold office for a term of two (2) years, expiring at the close of the second Annual General Meeting following their election, or until they are removed from office or vacate office as specified under these By-laws.

5.4 Number of terms of Office of Directors

Upon having served three consecutive two-year terms (to a maximum of 6 years) as a Director, a Director shall not be eligible for re-election as a Director until two (2) years has elapsed. Neither the Immediate Past Chair nor a Past Chair appointed in substitution to act as such is eligible to stand for election as a Director until two (2) years has elapsed from the end of their service as Immediate Past Chair.

5.5 Establishment of the Nominations Committee and Election Process

(a) The Board shall annually appoint a Nominations Committee (“the Committee”) consisting of:

(i) the Immediate Past Chair (or, if unavailable, a Director appointed by the Board), who shall serve as Chair of the Committee;

(ii) two (2) current Directors not standing for election; and

(iii) up to two (2) Members-at-Large selected for relevant expertise.

(b) Committee members must be in good standing and must not have any conflict of interest regarding the nomination of candidates.

(c) The Committee shall be responsible for:

(i) assessing the Board's required competencies, strategic priorities, and representation needs;

(ii) receiving, reviewing, and confirming eligibility of all nominations received;

(iii) interviewing or screening prospective candidates where applicable; and

(iv) preparing a recommended slate in accordance with this Section.

(d) Call for Nominations. At least ninety (90) days prior to the Annual General Meeting ("AGM"), the Chamber shall issue a call for nominations to all Members in good standing. The call for nominations shall include: the number of Director positions available; competencies, skills and representation priorities; eligibility requirements; nomination procedures and required documentation; and the nomination deadline.

(e) Nomination Deadline. Nominations must be received in writing no later than twenty-one (21) days prior to the AGM, together with the nominee's written consent and any supporting information required by the Chamber.

(f) Recommended Slate (up to three). In each year, the Committee shall prepare a slate of up to three (3) recommended candidates for the Vacancies to be filled at that AGM. The recommended slate shall be skills-based and aligned with the Chamber's strategic plan, competency priorities, and representation needs.

(g) Eligible Candidate List. All other eligible candidates who have put their names forward in writing by the nomination deadline (and who meet the eligibility requirements of these By-laws) shall be included on an eligible candidate list for election by the Members.

(h) Election Method. Elections for Directors shall be conducted using a secure electronic election platform. The electronic ballot shall be issued to Members entitled to vote at the AGM not later than twenty-one (21) days prior to the AGM, and voting shall close at 5:00 p.m. (local time) on the day before the AGM. The results shall be reported at the AGM and recorded in the minutes.

(i) Filling Vacancies. The candidates receiving the highest number of votes cast shall be declared elected until all Vacancies are filled. Where the number of eligible candidates is equal to or fewer than the number of Vacancies, the candidates may be declared elected by acclamation.

(j) Tie. In the event of a tie for the final Vacancy, the tie shall be resolved by the Committee administering a run-off ballot through the secure electronic platform (or by such other fair method as the chair of the meeting may direct, consistent with the Act).

5.6 Failure to elect Directors

If an election contemplated by section 12 of the Boards of Trade Act does not take place at the first Quarterly Meeting of the calendar year, the election may be held at the Annual General Meeting or at any subsequent Meeting of Members duly called in accordance with these by-laws, and the Directors then in office shall remain in office until their successors are elected.

5.7 Oath of Office

The Board of the Chamber, before starting the duties of their office, shall take and subscribe before the mayor of the city or town constituting the District, or before any justice of the peace, take an oath or affirmation in the following form: "I swear that I will faithfully and truly perform my duty as director of the Greater Barrie 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."

5.8 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.

5.9 Removal of Directors by Board

The Board may suspend or remove any Director; A Director may be removed by a two-thirds vote of Board. The Director may appeal the decision to the Members at the next general meeting. 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 the Board or reinstate such Director for the duration of their term of office.

5.10 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.

Vacancies by resignation or otherwise, on the Board shall be filled by the Board for the balance of the year to the annual election, unless said vacancy occurs within one month of the end of the fiscal year.

5.11 Calling of meetings of Board

Meetings of the Board may be ordered by the Chair or any six (6) Directors at any time and, if so ordered, shall be convened by the Secretary.

5.12 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.

5.13 Members at Board meetings

Meetings of the Board shall be open to all Members of the Chamber. However, Members in attendance may not take part in the proceedings at any such meeting.

5.14 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.

5.15 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.

5.16 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) Business 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.

5.17 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.

5.18 Regular meetings of the Board

The Board shall have regular meetings at least 6 times per year at a place, date and hour to be named. 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.

5.19 Quorum at meetings of the Board

A majority of the voting Directors then in office shall constitute a quorum at any meeting of the Board. For greater certainty, the Immediate Past Chair, serving in a non-voting capacity, shall not be counted in determining quorum. A majority of the Directors present at a meeting at which a quorum is present may do all things within the powers of the Board.

5.20 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.

5.21 Voting at meetings of the Board

Each voting Director shall be entitled to exercise one (1) vote at all meetings of the Board. The Immediate Past Chair shall serve in a non-voting capacity and shall not be entitled to vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting, provided they are a voting Director, in addition to an original vote shall have a second or casting vote.

5.22 Advisory Positions

The Board shall be at liberty to appoint up to eleven (11) Advisory Positions. An Advisory Position shall be appointed to a representative of the City of Barrie and Base Borden. Advisory Positions may be appointed to represent other community business organizations, at the discretion of the Board. Advisory Positions shall have no vote upon matters involving the governance, policy or procedures of the Chamber.

ARTICLE 6 - Committees

6.1 Standing committees

The Board shall create the Standing Committee on nominating

The Board shall have the power to appoint and remove Committee Members of the Standing Committee.

The Standing Committee shall operate within its terms of reference and mandate that the Board shall provide to it.

At least 4 of the Standing Committee Members shall be Directors / a Director.

The Members of the Standing Committee shall elect a chair from among their number by Ordinary Resolution.

The Members of the Standing Committee shall not be remunerated in respect of their participation in the Standing Committee.

The Standing Committee shall meet at least 4 times per year. The Chair of the Standing Committee shall provide the Committee Members with notice of meetings of the Standing Committee during a period of ten (10) business days before the day on which the meeting is to be held, either by mail or by electronic means.

The Standing Committee may formulate its own rules of procedure, which shall include the following:

A quorum of the Standing Committee shall be a majority of Committee Members present in person or by electronic means.

All decisions of the Standing Committee shall be made by Ordinary Resolution.

The Standing Committee shall report to the Board.

The Board shall create the Standing Committee on finance

The Board shall have the power to appoint and remove Committee Members of the Standing Committee.

The Standing Committee shall operate within its terms of reference and mandate that the Board shall provide to it.

At least 3 of the Standing Committee Members shall be Directors / a Director.

The Members of the Standing Committee shall elect a chair from among their number by Ordinary Resolution.

The Members of the Standing Committee shall not be remunerated in respect of their participation in the Standing Committee.

The Standing Committee shall meet at least 4 times per year. The Chair of the Standing Committee shall provide the Committee Members with notice of meetings of the Standing Committee during a period of ten (10) Business days before the day on which the meeting is to be held, either by mail or by electronic means.

The Standing Committee may formulate its own rules of procedure, which shall include the following:

A quorum of the Standing Committee shall be a majority of Committee Members present in person or by electronic means.

All decisions of the Standing Committee shall be made by Ordinary Resolution.

The Standing Committee shall report to the Board.

The Board shall create the Standing Committee on executive

The Board shall have the power to appoint and remove Committee Members of the Standing Committee.

The Standing Committee shall operate within its terms of reference and mandate that the Board shall provide to it.

At least 5 of the Standing Committee Members shall be Directors / a Director.

The Members of the Standing Committee shall elect a chair from among their number by Ordinary Resolution.

The Members of the Standing Committee shall not be remunerated in respect of their participation in the Standing Committee.

The Standing Committee shall meet at least 4 times per year. The Chair of the Standing Committee shall provide the Committee Members with notice of meetings of the Standing Committee during a period of ten (10) Business days before the day on which the meeting is to be held, either by mail or by electronic means.

The Standing Committee may formulate its own rules of procedure, which shall include the following:

A quorum of the Standing Committee shall be a majority of Committee Members present in person or by electronic means.

All decisions of the Standing Committee shall be made by Ordinary Resolution.

The Standing Committee shall report to the Board.

6.2 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 and remuneration of any such committee shall be set by the Board. Any committee may be disbanded by the Board and committee members may be removed by the Board. All committees made or appointed by the Board shall report to the Board.

ARTICLE 7 - Officers of the Chamber

7.1 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:

Term of Chair. The Chair shall serve a term of two (2) years, commencing at the first meeting of the Board following the Annual General Meeting at which the Chair is appointed, unless otherwise determined by the Board in accordance with these By-laws.

Chair: The Chair shall preside at all meetings of the Members, all meetings of the Board and the Executive Council. The Chair shall regulate the order of business at such meetings, receive and put proper motions to the Directors or Members and communicate to such meetings whatever information and business the Chair deems to be appropriate for the Board or of the Members.

The Chair shall present a general report on the activities of the Chamber to each Annual General Meeting. The Chair shall also have the responsibilities of the President as set out in the Act.

Vice-Chair: The Vice-Chair shall preside at all meetings in the absence of the Chair and shall at such times have all powers and duties of the Chair. The Vice-Chair shall also carry out such duties of the Executive Council as may be delegated by the Chair or Executive Council.

Second Vice-Chair: The Second Vice-Chair shall preside at all meetings in the absence of the Chair and the Vice-Chair, and shall at such times have all the powers and duties of the Chair. The Second Vice-Chair shall be the Secretary of the Chamber and shall also carry out such duties of the Executive Council as may be delegated by the Chair or the Executive Council.

In addition to the requirements of the Act, the Second Vice-Chair as Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Second Vice-Chair shall enter or cause to be entered in the Chamber's minute book, minutes of all proceedings at such meetings; the Second Vice-Chair shall give or cause to be given, as and when instructed, notices to

Members, Directors, the auditors and members of committees; the Second Vice-Chair shall be the custodian of all books, papers, records, documents and other instruments belonging to the Chamber.

In the absence of the Chair, Vice-Chair or Second Vice-Chair from any meeting, the Board may appoint another Officer or Director to preside at such meeting.

Treasurer: The Treasurer shall exercise oversight responsibilities over the accounting records of the Chamber and over the preparation of the annual budget for approval by the Board, for reporting regularly to the Board on the status of the Chamber's finances and for providing to the Chamber's auditors all of the information required to have the annual financial statements prepared. The Treasurer shall be the Chair of the Audit, Finance and Risk Committees, shall exercise the 19 responsibilities of the Treasurer as defined in the Act, and have such other powers and duties as the Board or the Chair may specify.

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.

President & Chief Executive Officer (CEO). The Board may appoint the most senior staff person of the Chamber who shall be the President & CEO and who shall, if present, preside at all meetings of the members and shall be charged with the general management of the business and affairs of the Chamber. He or she shall be a member ex-officio of all standing and special Committees.

Past Chair. The immediate past Chair of the Board shall continue to serve on the Board in the role of Past Chair for a period of two (2) years immediately following their term as Chair. They shall have no voting rights at the Board and shall act in an advisory capacity to the Chair and other members of the Executive and shall carry out any additional duties assigned by the Chair.

7.2 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.

7.3 Remuneration of Directors and Officers

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

7.4 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.

ARTICLE 8 - Dispute Resolution

8.1 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.

8.2 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 lawsuit 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.

ARTICLE 9 - General

9.1 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 telephonic, 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.

9.2 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.

9.3 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.

9.4 By-laws or by-law amendments

A new By-law or an amendment to the By-Laws may be considered at any Meeting of the Members, provided that notice of meeting is provided to the Members in accordance with this By-Law. 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.

9.5 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.

Ratified by the Membership: June 3, 2026