

# CHAMBER OF COMMERCE EXECUTIVES OF CANADA

## BY-LAWS

Approved by the membership: October 11, 2023

### 1. Name and Objects

- 1.1 The name of the corporation shall be: Chamber of Commerce Executives of Canada / Association des Cadres des Chambres de Commerce au Canada, hereinafter referred to as "CCEC" ("the Corporation").
- 1.2 The objects of CCEC shall be to promote ethical standards and professionalism in Board of Trade and Chamber of Commerce management; to encourage the mutual interchange of information and ideas among its members; to enhance the personal growth, development and management effectiveness of Board of Trade and Chamber of Commerce executives; and to undertake such services and activities as shall be deemed to be in the best interests of its members.

### 2. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

**"Act"** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

**"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

**"board"** means the board of directors of the Corporation and **"director"** means a member of the board;

**"by-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

**"meeting of members"** includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

**"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

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

"**Chamber Federation**" means a network of organizations and committees of CCEC whose purpose is to provide professional development training for Boards of Trade and Chambers of Commerce.

### 3. 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.

### 4. Membership Conditions

- 4.1 Subject to the articles, there shall be two classes of members in the Corporation, namely, Organization Members and Affiliate Members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution.

The following conditions of membership shall apply:

4.2 *Organization Members:*

- a) Organization Members shall be non-partisan Boards of Trade or Chambers of Commerce.
- b) A Board of Trade or Chamber of Commerce shall be eligible for a voting membership as an Organization Member.
- c) The term of membership of an Organization Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- d) As set out in the articles, each Organization Member is entitled to receive notice of, attend and vote at all meetings of members and each such Organization Member shall be entitled to one (1) vote at such meetings.

4.3 *Affiliate Members:*

a) Such persons as the board may deem capable of making a contribution to the Board of Trade or Chamber of Commerce profession shall be eligible for a non-voting membership as an Affiliate Member.

b) The term of membership of an Affiliate Member shall be annual, subject to renewal in accordance with the policies of the Corporation.

c) Subject to the Act and the articles, an Affiliate Member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

4.4 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **5. Transferring Membership**

5.1 A membership may only be transferred to the Corporation.

5.2 Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

## **6. Membership Dues**

6.1 Membership dues shall be set annually by the Board of Directors.

6.2 Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within three (3) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

## **7. Termination of Membership**

A membership in the Corporation is terminated when:

- a) the member dies or resigns;
- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the member's term of membership expires; or
- d) the Corporation is liquidated and dissolved under the Act.

## **8. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

## 9. Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, 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 president, 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 president, the president, 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 Corporation.

If written submissions are received in accordance with this section, 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.

## 10. Number of Directors

- 10.1 Each member of the board shall be an Organization Member in good standing under these By-laws.
- 10.2 The board shall be the governing body and shall consist of the following categories of directors:
  - a) President;

- b) 1st Vice President;
- c) 2nd Vice President;
- d) Secretary-Treasurer;
- e) Immediate Past President;
- f) One (1) director from the following provinces/regions of Canada: Atlantic Canada, Quebec, Ontario, Manitoba, Saskatchewan, Alberta, British Columbia and the Northern Territories;
- g) One (1) representative from the Canadian Chamber of Commerce;
- h) One (1) representative from each Federated Partner and Chapter in the Chamber Federation; and,
- i) Up to two (2) Directors-At-Large, who shall be elected from among the members.

### **11. Election of Directors**

- 11.1 At least one hundred and twenty (120) days prior to the Annual General Meeting, the President shall convene a meeting of the Nominations Committee, consisting of the Immediate Past President, who shall chair the Committee, and 2 additional Directors. The Nominations Committee shall be responsible for selecting, confirming and verifying nominees to stand for election.
- 11.2 No less than ninety (90) days prior to the Annual General Meeting, a Call For Nominations shall be circulated to all members in good standing. Nominations will be accepted for thirty (30) days, at which point nominations shall close.
- 11.3 At each Annual General Meeting, the list of nominees for the board compiled by the Nomination Committee shall be placed before the members, and the voting members shall elect the board from such a list of nominees.
- 11.4 Nominations from the floor of the Annual General Meeting will not be accepted.

### **12. Proposals Nominating Directors at Annual Members' Meetings**

- 12.1 Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.
- 12.2 Proposals nominating directors must be received 30 days prior to the Annual General Meeting.

### **13. Term of Office of Directors**

- 13.1 Directors shall be elected or appointed, as the case may be, for a one (1) year term, expiring at the next Annual General Meeting.
- 13.2 Directors shall be permitted to serve three (3) consecutive terms. No Director shall succeed themselves after a third consecutive term unless they become an Officer.

#### **14. Board of Directors Regular Meetings**

The Board shall hold four (4) regular meetings annually and shall meet at such other times as the Board may deem advisable.

#### **15. Quorum at Meeting of Board of Directors**

Any seven (7) voting members of the board, lawfully met, shall constitute a quorum, and may do all the things within the powers of the board.

#### **16. Calling of Meetings of Board of Directors**

Meetings of the Board may be called at any time by the President, 1st Vice President, 2nd Vice President or Secretary-Treasurer.

#### **17. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 5 days before the time when the meeting is to be held by the following method:

- a) by telephonic, electronic or other communication facility at the director's recorded address for that purpose.

#### **18. Voting at Meetings of the Board of Directors**

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 in addition to an original vote shall have a second or casting vote.

#### **19. Committees of the Board of Directors**

- 19.1 The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, 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.
- 19.2 Any committee member may be removed by resolution of the board of directors.

## 20. Appointment of Officers

The officers of the corporation shall be:

- a) President;
- b) 1st Vice President;
- c) 2nd Vice President; and,
- d) Secretary-Treasurer.

No officer shall hold the same office more than once in succession, with the exception of the Secretary-Treasurer.

## 21. Officers of the Corporation

- 21.1 President: The President shall preside as Chair at all meetings of the members and of the Board. It shall be the duty of the President to deliver a general report of the activities of the year at the Annual General Meeting. The President shall have such other duties and powers as the board may specify.
- 21.2 Vice Presidents: The Vice Presidents shall act in the absence of the President, and shall have such other duties and powers as the board may specify.
- 21.3 Secretary-Treasurer: The Secretary-Treasurer shall be responsible for providing notice of meetings, maintaining membership records, keeping suitable records of the decisions made at all meetings and performing such other duties as may be prescribed by the Act or these by-laws.

The Secretary-Treasurer shall complete or cause to occur all administrative duties.

The Secretary-Treasurer shall also oversee the finances of the Chamber and report monthly on the Chamber's financial standing to the Board and annually to the Chamber Membership.

## 22. Officer Vacancies

If the office of any officer of the Corporation shall become vacant, the directors may, by resolution, appoint another director of the board to fill such vacancy.

## 23. Financial Year End

The financial year end of the Corporation shall be June 30 in each year.



#### **24. Annual Financial Statements**

- 24.1 The Corporation shall send to the members a copy of the annual financial statements or a copy of a publication of the Corporation reproducing the information contained in the annual financial statements.
- 24.2 Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

#### **25. Banking Arrangements**

- 25.1 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution.
- 25.2 The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

#### **26. Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

- a) borrow money on the credit of the corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c) give a guarantee on behalf and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

#### **27. Execution of Documents**

- 27.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any one (1) of the following: President, 1st Vice President, 2nd Vice President, Secretary/Treasurer, or Executive Director.
- 27.2 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.



## **28. Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

## **29. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

## **30. Notice of Members Meeting**

- 30.1 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- 30.2 If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- 30.3 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **31. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

## **32. Persons Entitled to be Present at Members' Meetings**

- 32.1 The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting.
- 32.2 Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **33. Chair of Members' Meetings**

The President of the board will chair all meetings. In the event that the President is absent, the 1st Vice President, 2nd Vice President or Secretary-Treasurer will chair the meeting.

### **34. Quorum at Members' Meetings**

- 34.1 A quorum at any meeting of the members shall be seven (7) voting members, representing not less than four (4) provinces, territories or regions.
- 34.2 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.

### **35. Voting at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. 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.

### **36. Participation by Electronic Means at Members' Meetings**

- 36.1 If the Corporation 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 in the manner provided by the Act.
- 36.2 A person participating in a meeting by such means is deemed to be present at the meeting.
- 36.3 Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

### **37. Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **38. Invalidity of Provisions of this By-law**

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

### **39. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation 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.

### **40. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

### **41. Dispute Resolution Mechanism**

- 41.1 In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation 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 Corporation as set out in the articles, 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:
- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) 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.
  - b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
  - c) 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

Corporation 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.

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

#### **42. By-laws and Effective Date**

- 42.1 Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution.
- 42.2 If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.