

ABBOTSFORD CHAMBER OF COMMERCE

BY-LAWS

The name of the organization shall be Abbotsford Chamber of Commerce.

The objectives of the Abbotsford Chamber of Commerce are to be the voice of business and to represent, serve, and connect our members to maintain a thriving business community.

DEFINITIONS AND INTERPRETATION

Article 1: Definitions

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

- 1.1 **"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, in force and effect;
- 1.2 **"Board"** and **"Board of Directors"**, all mean the Council of the Chamber, as defined in the Act and as more particularly set out in these By-Laws;
- 1.3 **"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;
- 1.4 **"Certificate of Formation"** means the certificate of formation certified by the Minister evidencing the existence of the Abbotsford Chamber of Commerce;
- 1.5 **"Chamber"** or **"Chamber of Commerce"** means Abbotsford Chamber of Commerce;
- 1.6 **"City"** means that area within and for which the Chamber is established, namely the City of Abbotsford, British Columbia;
- 1.7 **"Director"** means a member of the Board and, for further certainty, includes the President, Vice-President, and Secretary elected in accordance with the Act;
- 1.8 **"Meeting of Members"** includes a quarterly meeting, annual general meeting, special general meeting or other general meeting of Members of the Chamber;
- 1.9 **"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;
- 1.10 **"Officer"** or **"Officers"** means the President, Vice- President, Secretary, and any one or more other persons, respectively, who have been appointed as officers of the Chamber in accordance with the By-Laws;
- 1.11 **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution;
- 1.12 **"Parliamentary Rights"** means the unfettered right to attend general and special general meetings of the Chamber, make motions, second motions, be recognised by the President, vote and be considered for elected positions;
- 1.13 **"Quarterly Meetings"** means the four (4) quarterly Meetings of Members in a calendar year that are required by the Act, each a "Quarterly Meeting";
- 1.14 **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

Article 2: Interpretation

- 2.1 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.
- 2.2 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

Article 3: Corporate Seal

- 3.1 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 shall be the custodian of the corporate seal.

Article 4: Location of the Registered Office

- 4.1 The registered office of the Chamber shall be in the City.

Article 5: Books and Records

- 5.1 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 Chief Executive Officer shall have the custody of the books and records of the Chamber.
- 5.2 All of the books and records of the Chamber may be inspected by any Member of the Chamber free of charge at any reasonable time at the office of the Chamber's Chief Executive Officer on the premises of the Chamber.

Article 6: Execution of Documents

- 6.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Chamber shall be signed by any two Officers.
- 6.2 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. 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.

Article 7: Financial Year End

- 7.1 The fiscal year of the Chamber shall end on December 31 in each year.

Article 8: Banking Arrangements

- 8.1 The Board is authorized to set up and administer with a chartered Bank of Canada or with a Credit Union, funds, and accounts for the purposes of the Chamber. 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.

Article 9: Appointment of Auditor

9.1 An auditor shall be appointed by the Members of the Chamber at the annual general meeting of Members of the Chamber; and the auditor shall annually examine and audit the Chamber's accounts and books, and report on them at the next annual general meeting of Members of the Chamber or at such a time as may be deemed necessary by the Board. 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.

Article 10: Borrowing Powers

10.1 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.

Article 11: Non Partisan / Non Sectarian

11.1 The Chamber shall be non-partisan, non-sectarian, and free of all political affiliations.

MEMBERSHIP IN THE CHAMBER

Article 12: Membership Conditions

12.1 Membership in the Chamber shall be available only to:

- an individual, whether resident in the City or not, who is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the City;
- 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 City; 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.

12.2 An individual or a society, body corporate or organization proposed for membership in the Chamber 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 a Special Resolution of the Members. An individual or a society, body corporate 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.

12.3 Every Member who is in good standing shall have the right to vote at any Meeting of Members, and to stand for election as a Director or Officer of the Chamber.

12.4 The classes of membership and their conditions shall be as follows:

- **Student/CYPE***
Any individual interested in trade or commerce who is currently enrolled in school or is a young professional or entrepreneur and 40 years of age or under.
* CYPE = Company of Young Professionals & Entrepreneurs

- **Associate**
Any association, corporation, society or partnership which holds a full chamber membership in another chamber or as a secondary business owner within the current business membership.
- **Personal/Retired**
Any natural person interested in trade and commerce and the well being of the Abbotsford business community.
- **Not for Profit**
Any association, corporation, society or partnership which operates as a registered charity or as a not-for-profit agency.
- **Business 1 – 5 Employees**
Any association, corporation, society or partnership which has 5 employees or less including the owner/operator.
- **Business 6 – 25 Employees**
Any association, corporation, society or partnership which has between 6 and 25 employees including the owner/operator.
- **Business 26 – 50 Employees**
Any association, corporation, society or partnership which has between 26 and 50 employees including the owner/operator.
- **Business 51 – 100 Employees**
Any association, corporation, society or partnership which has between 51 and 100 employees including the owner/operator.
- **Business 101+ Employees**
Any association, corporation, society or partnership which has more than 101 employees including the owner/operator.

Article 13: Admission of Members

- 13.1 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 Parliamentary Rights and obligations immediately as of the receipt of such approval.

Article 14: Membership Dues Payable

- 14.1 The membership dues shall be determined by the Board from time to time.
- 14.2 The commencement date of the membership year shall be based on the date on which that Member joins the Chamber.
- 14.3 A Member whose membership dues or assessments are two months in arrears will have membership suspended. The Member will be advised in writing and offered a 30-day period to reinstate membership by paying dues and assessments. A Member who fails to reinstate membership within the 30-day reinstatement period will automatically be removed as a Member of the Chamber.

Article 15: Termination and Withdrawal of Membership

15.1 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.

Article 16: Effect of Termination or Withdrawal of Membership

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

Article 17: Discipline of Members

17.1 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.

17.2 In the event that the Board determines that a Member should be expelled or suspended from membership in the Chamber, 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 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.

Article 18: Membership Transferability

18.1 A membership in the Chamber may not be transferred.

MEETINGS OF MEMBERS

Article 19: Parliamentary Authority

19.1 Parliamentary procedure shall be followed at all Meetings of Members in accordance with the most recent version of “Roberts Rules of Order”.

Article 20: Quarterly Meetings of Members

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

Article 21: Annual General Meeting of Members

21.1 The first 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 at least eleven (11) and a maximum of thirteen (13) Directors of the Board;
- The appointment of auditors of the Chamber;
- The annual report of the President of the Chamber;
- Annual financial statements and auditor's report of the Chamber; and
- The annual report of the Treasurer of the Chamber (if a Treasurer has been appointed).

Article 22: Special Meetings of Members

22.1 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.

Article 23: Notice of Meetings of Members

23.1 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) to fourteen (14) 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 if sent to each Member by telephonic, electronic or other communication facility at such Member's recorded address for that purpose.

23.2 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.

23.3 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 President, 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.

Article 24: Absentee Voting at Meetings of Members

24.1 A Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic 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.

Article 25: Place of Meetings of Members

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

Article 26: Persons Entitled to be Present at Meetings of Members

26.1 The only persons entitled to be present at a Meeting of Members shall be: the Members; the Directors, which include the President, Vice- President, 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.

Article 27: Chair of Meetings of Members

- 27.1 The President, or if the President is absent, a Vice- President present at the meeting, shall preside at every Meeting of Members of the Chamber.
- 27.2 In the event that the President and Vice- President of the Board are absent, any other Director chosen by the Board may preside.

Article 28: Quorum at Meetings of Members

28.1 A quorum at any meeting of the Members shall be ten (10) 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.

Article 29: Voting at Meetings of Members

29.1 Each Member shall be entitled to exercise one (1) vote according to Schedule A 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.

Schedule A

<u>Membership Class</u>	<u>Votes Assigned</u>
Student / CYPE *	1
Associate Member	1
Personal/Retired	1
Non-Profit	1
Business 1-5 Employees	1
Business 6-25 Employees	1
Business 26-50 Employees	1
Business 51-100 Employees	1
Business 101+ Employees	1

* Company of Young Professionals & Entrepreneurs

- 29.2 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 and shall be decided by a show of hands.
- 29.3 Any election at a Meeting of Members shall be conducted by secret ballot. Voting shall occur by means of an in-person vote or by paper mail-in ballot or a paper ballot modified to permit electronic voting. The method and means of mail-in voting and/or electronic voting shall be as approved by the Members at a Meeting of Members.

Article 30: In Case of an Equality of Votes

- 30.1 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.

Article 31: Participation by Electronic Means at Meetings of Members

- 31.1 A Member may participate in any Meeting of Members of Chamber by means of a telephonic, electronic, or other communication medium that permits all participants to communicate adequately with each other during the meeting, if the Chamber makes available such a communication medium. 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.

Article 32: Meeting of Members Held Entirely by Electronic Means

- 32.1 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 medium that permits all participants to communicate adequately with each other during the meeting.

BOARD OF THE CHAMBER OF COMMERCE

Article 33: Number of Directors

- 33.1 The Chamber shall be governed by the Board, which shall consist of:
- a minimum of eleven (8) and a maximum of thirteen (10) 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.
 - a President, Vice- President, 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.
- 33.2 For further certainty, the President, Vice- President and Secretary are Directors within the meaning of the Act and this By-Law.

Article 34: Qualifications of Directors

34.1 Only Members may serve as Directors of the Chamber.

Article 35: Term of Office of Directors

35.1 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.

Article 36: Number of Terms of Office of Directors

36.1 Directors may be re-elected for three (3) more terms for a maximum of four (4) years. If Directors are elected to Officer positions, they may succeed their term for four (4) more terms to a maximum of eight (8) years on the Board.

Article 37: Failure to Elect Directors

37.1 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.

Article 38: Oath of Office

38.1 The President and Vice- President, shall, after election or appointment and before entering upon the duties of office, make a declaration before the Mayor of the City of Abbotsford, head of City council or any Justice of the Peace. The declaration shall be in the following form:

I swear that I will faithfully and truly perform my duty as (name of office) of Abbotsford Chamber of Commerce, and that I will in all matters connected with the discharge of such duty, do all things, and only such things, as I truly and conscientiously believe to be adapted to promote the objects for which the Abbotsford Chamber of Commerce was constituted, according to the true intent and meaning of the same.

Article 39: Automatic Termination of Director's Term in Office

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

- if a Director, which includes the President, Vice- President, 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 President 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.

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

Article 40: Removal of Directors by Board

40.1 The Board may suspend or remove any Director, which includes the President, Vice- President, 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.

Article 41: Vacancies of Directors

41.1 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.

Article 42: Calling of Meetings of the Board

42.1 Meetings of the Board shall be at the call of the President or any two (2) Directors at any time and, if so ordered, shall be convened by the Secretary.

Article 43: Location of Meetings of the Board

43.1 Meetings of the Board may be held at any time and place within the City as determined by the Board.

Article 44: Members at Board Meetings

44.1 Members may attend meetings of the Board only on the invitation of the President 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.

Article 45: Participation in Board Meetings by Electronic Means

45.1 If a majority of the Directors consent, a Director may participate in any meeting of the Board in person or by means of a telephonic, electronic, or other communication medium that permits all participants to communicate adequately with each other during the meeting, if the Chamber makes available such a communication facility. A Director participating in a meeting by such means shall be deemed to be present at the meeting.

Article 46: Board Meetings Held Entirely by Electronic Means

46.1 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.

Article 47: Notice of Meetings of the Board

- 47.1 Notice of the time, date and place for the holding of a meeting of the Council 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.
- 47.2 Notice of a meeting shall not be necessary if all 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.
- 47.3 Notice of an adjourned meeting is not required if the time, date, and place of the adjourned meeting is announced at the original meeting.

Article 48: Parliamentary Authority

- 48.1 Parliamentary procedure shall be followed at all Meetings of the Board in accordance with the most recent version of “Roberts Rules of Order”.

Article 49: First Meeting of a New Board

- 49.1 Despite the section governing notice of meetings of the 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.

Article 50: Quorum at Meetings of the Board

- 50.1 The quorum for a meeting of the Board shall be five Directors. A majority of such quorum may do all things within the powers of the Board.

Article 51: Chair of Board Meetings

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

Article 52: Voting at Meetings of the Board

- 52.1 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. 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.
- 52.2 Voting at a meeting of the Board shall take place by;
- A show of hands for Directors in physical attendance,
 - Directors participating by means of a telephonic, electronic or other communication medium are entitled to vote at that meeting. The Directors not in physical attendance shall indicate their vote audibly with a “Yea” followed by their surname for the affirmative or a “Nay” followed by their surname for the negative. The President shall clearly confirm the vote of the electronic participants.

OFFICERS OF THE CHAMBER OF COMMERCE

Article 53: Roles of Officers

53.1 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:

- **President:** The President shall be the chief executive officer of the Chamber and shall be responsible for implementing the strategic plans and policies of the Chamber. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Chamber.
- **Vice- President:** The Vice- President, in the absence or disability of the President or in the event of the refusal of the President to act, shall be vested with all the powers, and shall perform all duties of the President. The Vice- President shall perform all other powers and duties as may from time to time be assigned to them by the Board or President.
- **Treasurer:** The Board may appoint a Treasurer. If appointed, the Treasurer shall keep 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 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 President may specify.
- **Secretary:** In addition to the requirements of the Act, the Secretary shall arrange for minutes to be taken of all proceedings at meetings of the Board as well as at Meetings of Members. 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. The Secretary shall have such other powers and duties as the Board or the President 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 President 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.

Article 54: Remuneration of Directors and Officers

54.1 No Director or Officer shall receive remuneration for services rendered, but the Board may grant any Director or Officer reasonable actual expenses.

Article 55: Indemnification

55.1

The Chamber shall indemnify a Director, Officer, or any other individual 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, from and against:

- a) 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
- b) 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 a Director or Officer of the Chamber 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

Article 56: Mediation and Arbitration

- 56.1 Disputes or controversies among Members, Directors, Officers, committee members, employees 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.

Article 57: Mediation and Arbitration Resolution Mechanism

- 57.1 In the event that a dispute or controversy among Members, Directors, Officers, committee members, employees or volunteers of the Chamber arising out of or related to 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 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 laws of the Province of British Columbia 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.
- 57.2 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

Article 58: Dissolution Clause

- 58.1 Upon a Special Resolution vote of the Members at a general meeting, or at a special general Meeting of Members of the Chamber called for the purpose of dealing with the dissolution of the Chamber, declaring that the Chamber is incapable of exercising or has ceased to exercise its franchise, the Board shall request that the Governor in Council dissolve the Chamber.
- 58.2 After the passing of a resolution provided for in this section and subject to any direction given by the Governor in Council relating to the winding up of the affairs of the Chamber, the Board and the Chamber shall continue to act only as far as it is necessary for the purpose of the liquidation of the assets and business of the Chamber and to facilitate the orderly winding up of the affairs of the Chamber.

Article 59: Invalidity of any Provisions of this Bylaw

- 59.1 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.

Article 60: Omissions and Errors

- 60.1 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.

Article 61: Bylaws or Bylaw Amendments and Repeal of Prior Bylaws

- 61.1 By-laws may be made, replaced, or amended by an Ordinary Resolution of the Members of the Chamber present at any general Meeting of Members of the Chamber called for that purpose, and providing notice in writing has been given to all members of the Chamber in accordance with these Bylaws.
- 61.2 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.
- 61.3 By-laws shall be binding on all Members of the Chamber, its Directors and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by the Minister.