

MEMORANDUM OF AGREEMENT CONTAINING BY-LAWS
OF THE
SOUTHERN GEORGIAN BAY CHAMBER OF COMMERCE
MADE PURSUANT TO THE BOARDS OF TRADE ACT
R.S.C. 1985, CHAPTER B-6

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Revised – March 2014

**MEMORANDUM OF AGREEMENT CONTAINING BY-LAWS OF
THE SOUTHERN GEORGIAN BAY CHAMBER OF COMMERCE MADE
PURSUANT TO THE BOARDS OF TRADE ACT
R.S.C. 1985, CHAPTER B-6
AND AMENDMENT THERETO**

ARTICLE I - NAME AND OBJECT

- Section 1 The name of this organization shall be the Southern Georgian Bay Chamber of Commerce which was incorporated under the Boards of Trade Act, Chapter R.S.C. 1985, on the 17th day of December, 2003.
- Section 2 The object of the Southern Georgian Bay Chamber of Commerce shall be to promote and improve the commercial, professional, industrial, agricultural, economic, civic and social well being of the District served by this organization.
- Section 3 The usual place of the meeting shall be in the Town of Penetanguishene, the Town of Midland, the Township of Tiny, the Township of Tay or such other place as the Board may direct.
- Section 4 The Southern Georgian Bay Chamber of Commerce shall be non-sectarian and shall not lend its support to any candidate for public office.

ARTICLE II - INTERPRETATION

- Section 5 Wherever the words "the Chamber" occur in this Memorandum of Agreement, they shall be understood to mean "the Southern Georgian Bay Chamber of Commerce" as a body.
- Section 6A Wherever the words "the Board" occurs in this Memorandum of Agreement, they shall be understood to mean "the Board of the Southern Georgian Bay Chamber of Commerce."
- Section 6B Wherever the words "a Director" occur in this Memorandum of Agreement, they shall be understood to mean "a Director of the Board of the Southern Georgian Bay Chamber of Commerce."
- Section 7 Wherever the word "District" occurs in this Memorandum of Agreement, it shall mean the area within and for which this Chamber was established as defined in the Certificate of Formation under the Boards of Trade Act, R.S.C. 1985.

ARTICLE III - MEMBERSHIP

- Section 8 Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social well being of the District, shall be eligible for membership in the Chamber.
- Section 9 Associations, Corporations, Societies, Partnerships or Estates, directly or indirectly engaged or interested in trade, commerce or the economic and social well being of the District, may become members of the Chamber.
- Section 10 Application form for membership shall be approved by the Board.
- Section 11 Membership shall continue from the time of acceptance by an authorized manager of the Chamber until a member has resigned, in accordance with the provisions of these By-laws, or has been removed from the roll of members by action of the Board.
- Section 12 Any member of the Chamber, who intends to retire therefrom or to resign his membership, may do so, at any time, upon giving to the Secretary ten (10) days' notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him at the time of such notice.
- Section 13 The Board may remove from the roll of membership the name of any new member failing to pay his/her annual dues within thirty (30) days of his/her admission, or any other member who fails to pay such dues within (3) months of the date they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.
- Section 14 Persons who have distinguished themselves by some meritorious or public service may be elected Honourary members by a majority vote of the paid up Members present at the Annual Meeting. Such recognition shall be for a term of one (1) year and may be repeated. Honourary membership shall include all the privileges of active membership except that of holding office, with the exemption from payment of annual dues.
- Section 15 Any member of the Chamber may be expelled by a two-thirds vote of the Board.
- Section 16 Employees of Chamber Members in good standing are considered non-voting members and will be eligible to participate in Chamber programs in their capacity as an employee of a Chamber Member. Chamber Member firms are responsible for the acts, omissions and liabilities to the Chamber and to their employees.

ARTICLE IV - DUES AND ASSESSMENTS

Section 16 The annual dues payable by members of the Chamber shall be determined annually by the Board.

Section 17 Categories in which dues are levied:

- Regular
- Associate (Non Profit)
- Municipal
- Affiliate

Section 18 Other assessments may be levied against all members, provided they are recommended by the Board and approved by a majority of the members present at a General Meeting of the Chamber. The notice calling such General Meeting shall state the nature of the proposed assessment.

ARTICLE V - OFFICERS AND BOARD

Section 19A At the Annual General Meeting, the results of the election among the general membership for vacancies on the Board of Directors shall be announced. All Directors shall remain in office for a minimum period of three (3) years or until their successors shall be appointed. Upon having served two (2) consecutive terms as a Director, a Director shall not be eligible for re-election as a Director until one (1) year has elapsed.

Section 19B Nominations for the election of Directors must be made in writing by two (2) members in good standing of the Chamber and signed by the nominee indicating his or her willingness to serve if elected, and which nominations must be delivered to the Chamber office not later than 4:00 p.m. thirty (30) days prior to the date of the Annual General Meeting. Nominations will not be accepted from the floor at the Annual General Meeting.

Section 19C Each Municipality within the jurisdiction of the Chamber (being Tay Township, Tiny Township, the Town of Penetanguishene and the Town of Midland) that has a current Municipal Membership may, at their discretion, appoint one (1) advisor (being limited to the Mayor, Deputy Mayor, Councillor, or CAO – who must be approved annually by the Board) to sit on the Board for a one (1) year term with the same privileges as a full Director with the exception of the right to vote.

Elected representatives to, or individuals directly employed by the Federal Parliament, the Provincial Legislature or any Regional or Municipal Council are not eligible to be elected to the Board of Directors nor may they be elected to hold office.

Section 19D A Nominating Committee of at least three (3) Directors, none of whom may be standing for re-election, will meet to review the nominations and can then make additional nominations if deemed necessary by the nominating committee striving to include representation from all of the sectors that make up the Chamber members and fair representation from each of the municipalities served by this Chamber.

Section 19E The Nominating Committee shall then cause to have prepared a ballot listing all nominees to the Board and shall cause it to be sent out to all voting members of the Chamber twenty (20) days prior to election day.

Section 19F Voting shall be by way of sealed ballot, registered, signed and witnessed, to the Chamber office no later than 4:00 p.m. on the Friday prior to the date of the Annual General Meeting by Members in good standing.

Section 19G The Nominating Committee shall count ballots and record the results of the election. The nominees to the Board receiving the highest number of votes shall be elected to a full three (3) year term, with the next succeeding nominees being elected to fill the balance of the term of any vacancies upon the Board such that there be nine (9) Directors on the Board. In the event of a tie for the last remaining position, the election for such position shall be decided by the Nominating Committee.

Section 20 At the first Board Meeting following the election at the Annual General Meeting, the Board shall elect from among themselves the following Officers:

- President
- Vice President
- Secretary-Treasurer

Such Officers shall hold office for a period of one (1) year or until their successors shall be appointed. The President and Vice-President shall not hold office for more than two (2) consecutive one-year terms. In addition to the foregoing, the Immediate Past President shall be an Ex-officio Officer of the Board in an advisory capacity only and as such have no voting privileges whatsoever.

Provided, however, should the Immediate Past President still be a member of the Board, the said Immediate Past President shall have all voting privileges afforded a member of the Board.

Section 21A Where a Director or Officer dies or resigns his or her office, or is absent from three (3) consecutive meetings of the Board, the Board may, at any meeting thereof, appoint a member of the Chamber to be a Director or Officer in place of the Director or Officer who had died or resigned, or is

absent, provided that any such member, being so appointed, shall hold office until the next annual election.

- Section 21B Any member of the Board who is a candidate in any election (i.e. municipal, regional, provincial or federal) must take a leave of absence from the Board for the duration of that election campaign. If the member is subsequently elected he/she must resign from the Board upon such election.
- Section 22 A Director or Officer may be suspended from his or her office or have his or her tenure of office terminated if, in the opinion of the Board, he or she is grossly negligent in the performance of his or her duties, providing however, that any Director or Officer so suspended, or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the membership at the next General Meeting.
- Section 23 The Board shall have the power of administration. It may make or authorize petition or representations to the Government or Parliament of Canada, the Government of Legislature of the Province of Ontario, or others, as it may determine.
- Section 24 The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any By-law of the Chamber, provided however, that such powers are not inconsistent with the provision of the Boards of Trade Act.
- Section 25 The Board may appoint Managers and pay such remuneration as the Board sees fit.
- Section 26 Any six (6) or more members of the Board lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.
- Section 27 The Board shall frame such By-laws, rules and regulations, as appear to it, best adapted to promote the well being of the Chamber and shall submit them for adoption at a General Meeting of the Chamber, called for that purpose.
- Section 28 The Board or, at its request, the President may appoint committees or designate members of the Board or of the Chamber or others, to examine, consider and report upon any matter or take such actions as the Board may request.
- Section 29 The Board may suspend any Chairperson from office or have his or her office terminated for just cause. Any committee may be terminated by the Board.

- Section 30 No paid employee of the Chamber shall be a Director or Officer of the Board. Directors and Officers of the Board shall receive no remuneration for services rendered, but the Board may grant any of these said Directors or Officers reasonable expense monies.
- Section 31 The President, the Vice-President and the Secretary-Treasurer, before taking office, shall take and subscribe before the Mayor, or before any Justice of the Peace, or before any other person authorized to administer oaths in the Province of Ontario, an oath in the following form:
- "I swear (or affirm) that I will faithfully and truly perform my duties as _____ of the Southern Georgian Bay Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Chamber was constituted according to the true meaning of the same." (If swearing, add, "So help me God.")
- Section 32 The meetings of the Board shall be opened to all members of the Chamber who may attend, but shall not take part in any of the proceedings. The Board may, by simple majority of Directors attending, vote to hold all or part of a Board meeting in the absence of members of the Chamber where personnel or other confidential matters are discussed.
- Section 33 No public pronouncement in the name of the Chamber shall be made unless authorized by the Board.
- Section 34
- a) The President shall preside at all meetings of the Chamber and the Board. He or she shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what he or she may think concerns the Chamber. The President shall sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board. It shall be the duty of the President to present a general report of the activities of the year at the Annual Meeting.
 - b) The Vice-President shall act in the absence of the President and, in the absence of both Officers, the Board shall appoint a Chairperson to act temporarily.
 - c) The Secretary-Treasurer, along with the Manager responsible for the Chamber's Business, shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank, selected by the Board. Out of such funds, he or she shall pay amounts approved by the Board and shall keep a regular account of the income

and expenditure of the Chamber and submit an audited statement thereof for presentation to the Annual General Meeting and at any of the time required by the Board. He or she shall only make such investment of the funds of the Chamber as the Board may direct.

- d) The Secretary-Treasurer and the Managers appointed by the Board shall be responsible to the Board for the general control and management of business and affairs. They shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly appertain to his or her office. They shall, with the President, sign and when necessary, seal with the seal of the Chamber, of which they shall have custody, all papers and documents requiring signature or execution on its behalf. They shall maintain an accurate record of the proceedings of the Chamber and of the Board. At the expiration of his or her term of office, the Secretary-Treasurer shall deliver to the Chamber all books, papers and other property of the Chamber.
- e) The Managers of the Chamber shall handle the business of the Chamber within the framework of the policy laid down by the Board. He or she shall be the active administrative representative of the Chamber and is responsible to the Board for any and all activities of the Chamber. He or she shall be the Recording Secretary of the Chamber and all its committees and subcommittees and is required to keep the Board informed of all matters of concern or interest in all the Chamber activities. He or she shall assist the Secretary-Treasurer in the performance of those duties set out in Section 34 (c) and 34 (d) insofar as they may be delegated to him or her.

ARTICLE VI - MEETINGS

Section 35 The Annual Meeting of the Chamber shall be held not later than the end of March in each year at the time and place determined by the Board. At least three (3) days notice of the Annual Meeting shall be given by the Secretary of the Board through one (1) newspaper or otherwise, as is thought necessary, by the Board.

Section 36 Regular General Meetings shall be held, as may be necessary, at a time and place designated by the Board under the same notice provisions as contained in Section 35.

Section 37 Special General Meetings of the Chamber may be held, at any time, when summoned by the President, or requested in writing by any three (3)

members of the Board, or any ten (10) members of the Chamber. At least one (1) day's notice of such meeting shall be given.

Section 38 The Board shall meet, from time to time, as may be necessary, to carry on the business of the Chamber.

Section 39 At any Annual or General Meeting, ten (10) percent of the total paid up membership shall be a quorum and, unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting.

Section 40 Minutes of the proceedings of all General and Board Meetings shall be entered in books to be kept for that purpose by the Secretary.

Section 41 The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

ARTICLE VII - VOTING RIGHTS

Section 42 Every member in good standing, other than an associate member, represented at any General Meeting shall be entitled to one (1) vote providing that the vote of an Association, Corporation, Society, Partnership or an Estate member shall, in each such case, be assigned to individuals.

Section 43 Voting at Board or General Meetings shall normally be by show of hands, or if requested by the Chairperson, by standing vote. Proxy votes shall be accepted provided that the person exercising the proxy is a member in good standing of the Chamber and that the proxy has been filed by way of sealed ballot, registered and signed in person, to the Chamber office no later than 4:00 p.m. on the Friday prior to the date of the Annual General Meeting.

Section 44 The presiding officer shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.

Section 45 Motions or amendments shall be carried at any Board or General Meeting by a majority vote.

ARTICLE VIII - BY-LAWS

Section 46 By-laws may be made, repealed or amended by a majority of the members of the Chamber present at any General Meeting. Notice of such proposal having been given in writing to all members a minimum of one (1) week in advance of the General Meeting.

Section 47 Such By-laws shall be binding on all members of the Chamber, its Officers 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 of Consumer and Corporate Affairs for the Government of Canada as set out in the Boards of Trade Act, R.S.C. 1970, Chapter B-8.

ARTICLE IX - AFFILIATION

Section 48 The Chamber, at the discretion of the Board, shall have power to affiliate with the Ontario Chamber of Commerce, and the Canadian Chamber of Commerce, and any other organizations in which membership may be in the interests of the Chamber.

ARTICLE X - FINANCES

Section 49 The Board may from time to time:

- a) borrow money on the credit of the Corporation;
- b) issue, sell or pledge securities (including bonds, debentures, debenture stock or other like liabilities) of the Corporation;
- c) charge, mortgage, hypothecate or pledge all, or any, of the real or personal property of the Corporation, including book debts and unpaid calls, rights, powers, franchises, and undertaking to secure any such securities or any money borrowed or other debts, or any other obligation or liability of the Corporation.
- d) give indemnities to any Director, or other person, who has undertaken, or is about to undertake, any liability on behalf of the Corporation and secure any such Director, or other person, against loss by giving him, by way of security, a mortgage or charge upon the whole, or any part, of the real and personal property undertakings and rights of the Corporation.

- Section 50 The Board is empowered to operate a bank account, or bank accounts, and, for so doing, it may pass such banking resolutions as are deemed necessary.
- Section 51 The signing officers of the Chamber on all cheques, drafts and notes shall be any two (2) of the following:
- President
 - Vice-President
 - Secretary-Treasurer
 - Manager(s) authorized by the Board
- Section 52 The fiscal year of the Chamber shall commence on the first day of January in each year.
- Section 53 Auditors shall be appointed by the members present at the Annual Meeting and they shall audit the books and accounts of the Chamber at least once each year. The audited financial statement shall be presented by the Secretary-Treasurer at each Annual Meeting and at any other time required by the Board.

ARTICLE XI - REVOCATION

- Section 54 This memorandum of Agreement shall revoke all previous Memorandum(s) of Agreement and By-laws.

ARTICLE XII - PROCEDURE

- Section 55 Parliamentary procedure shall be followed at all General and Board Meetings, in accordance with "Rules of Order by Bourinot."