



AURORA CHAMBER OF COMMERCE

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BE IT ENACTED as By-law of the Aurora Chamber of Commerce (hereinafter called the "Corporation" or "Chamber") as follows:

SECTION ONE - INTERPRETATION

1.1 Definitions in this By-law:

- a) **"Act"** means the *Corporations Act* (Ontario), and any act that may be substituted therefore, as from time to time amended;
- b) **"Annual General Meeting" (AGM)** means the meeting of the members required to be held annually herein;
- c) **"Board"** means the Board of Directors of the Chamber;
- d) **"Business day"** means any day of the week other than a Saturday or Sunday or a statutory holiday in the Province of Ontario;
- e) **"By-laws"** means this by-law and all other by-laws of the Chamber from time to time in force and effect;
- f) **"Chamber"** or **"Corporation"** means Aurora Chamber of Commerce;
- g) **"Director"** means a director of the Chamber;
- h) **"Ex officio"** means "by virtue of office";
- i) **"General meeting"** means any meeting of the members duly called as provided for herein and may include the Annual General Meeting;
- j) **"Letters Patent"** means the letters patent issued to the Chamber pursuant to the Act dated October 3, 1983;
- k) **"Member"** means a person or business in good standing as contemplated in Section 7 herein;
- l) **"Special resolution"** means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the members of the Chamber duly called for that purpose, or in lieu of such confirmation, by the consent in writing of all the members of the Chamber entitled to vote at such meeting;
- m) **"Year"** shall commence on the date of election or appointment as director and shall terminate on the date of the next Annual General Meeting.

1.2 The Aurora Chamber of Commerce shall be non-partisan, non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

1.3 Interpretation. The By-laws, unless the context otherwise indicates or requires, shall be construed and interpreted in accordance with the following:

- a) the headings used in the By-laws are inserted for reference purposes only and are not to be construed or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- b) in the event of any dispute, the intent or meaning of any words shall be such as are determined by the Board; and
- c) any reference in the By-laws to any statute shall, unless otherwise expressly stated, be deemed to be a reference to such statute and the regulations made there under as the same may, from time to time, be amended, restated, re-enacted or replaced.
- d) words importing the singular number include the plural and vice versa; words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

SECTION TWO – BUSINESS OF THE CORPORATION

2.1 Name. The name of this organization shall be the Aurora Chamber of Commerce, hereinafter called the “Chamber”.

2.2 Object. The object of The Chamber of Commerce shall be to promote the commercial and industrial welfare of the Town of Aurora and the surrounding district.

2.3 Head Office. The head office of the Chamber shall be in the Town of Aurora, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

2.4 Fiscal Year. The fiscal year of the Chamber shall commence on the first day of July in each year, or such other date as may be determined by majority vote of the Directors at a duly constituted Board meeting.

2.5 Records. The Board shall see that all necessary books and records of the Chamber required by the Bylaws or by any applicable statute or laws are regularly and properly kept.

- a) All books and records of the Chamber shall be open for inspection at all reasonable hours to any member of the Chamber in good standing free of charge and during normal business hours at the offices of the Chamber by appointment made at least twenty-four hours prior written notice with the President & CEO.
- b) All original Chamber documents, records, files, publications or any other archival resource may not be removed from the offices of the Chamber without the authorization of the Board first obtained.

2.6 Privacy Policy. The Chamber of Commerce shall have a privacy policy due to the Personal Information Protection and Electronic Documents Act (PIPEDA), which came into effect January 1, 2004.

SECTION THREE – DIRECTORS

3.1 Responsibilities. The Board shall govern the affairs of the Chamber in all things and may perform or direct the performance of all such acts as may be necessary or of advantage to the attainment of the objectives and proper operation of the Chamber. The Board may make or cause to be made for the Chamber, in its name, any kind of contract which the Chamber may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Chamber is, by its Letters Patent or otherwise, authorized to exercise and do. The Board may delegate such powers and authority, as it may from time to time deem proper and appropriate, subject to the Act and to the Letters of Patent and By-laws of the Chamber.

3.2 Number & Term

- a) Until changed by special resolution, the affairs of the Chamber shall be managed by a Board which shall consist of not less than seven (7) and not more than fifteen (15) Directors, which includes the Executive Directors/Officers, elected by the members of the Chamber at the annual meeting.
- b) Each Director shall be elected for an initial two (2) year term. The term of office for all Directors will be staggered and some seats shall become vacant each year. All Directors may apply for re-election for up to a maximum of five (5) additional one (1) year terms. Directors who are elected to the Executive Committee will follow the terms as set out in Section 6.3. A maximum continuous term for any Director, including the Executive Committee, shall be a maximum of seven (7) years.
- c) Any vacancy on the board of Directors which may occur during the year, may be filled by the Nominations Committee with a majority vote of the current Directors, or may be left vacant until the following Annual General Meeting, providing that the vacancy does not affect the requirements for a minimum number of Directors.
- d) All Director positions must be affirmed by a majority vote at the AGM.

3.3 Eligibility & Qualifications. All persons elected to serve as Directors of the Chamber, shall:

- a) be at least 18 years of age;
- b) not be an un-discharged bankrupt;
- c) be a resident of Canada;
- d) be the principal, or a shareholder of, or an employee of a business, service or community organization that serves the residences or businesses in the Town of Aurora; and

- e) be a member in good standing throughout the term of his or her office as Director, which requires that all membership invoices be paid on or before the due date.

3.4 Ineligible Directors. Elected representatives to, or individuals employed by, the Federal Parliament, the Provincial Legislature, any Regional or Municipal Council, School Board Trustees, or other officials at any level of public service are not eligible for election to the Board. Board members shall also not be actively part of a campaign team showing support for a candidate or candidates without first announcing that they are requesting a leave of absence from the Board of Directors until such time as the election process has been completed. Any Board of Directors member who registers as a candidate or seeks a nomination to any political office representing Aurora must resign before registering for the election. Aurora Chamber Board members may not hold board positions with other Chamber of Commerce or Board of Trade. Any Aurora Chamber of Commerce Board Member who accepts a board of director's position with another Chamber of Commerce or Board of Trade must immediately resign.

3.5 Election of Directors

- a) Directors shall be vetted through the Nominations Committee and a proposed slate of Director candidates shall be presented at the AGM, which includes proposed Executive Directors.
- b) At the AGM, all Directors will be approved by the members present at the AGM and will then be sworn into office by the Mayor of the Town of Aurora, or designate. All Directors will say the following affirmation:

"I affirm that I will faithfully and truly perform my duty as a Director of the Board for The Aurora 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 intent and meaning of the same. This I affirm."

3.6 Governance. The Board shall govern and be accountable for the affairs and the property of the Chamber and shall have and may exercise all the powers of the Chamber except as are specifically reserved to the members or that are by statute expressly directed or required to be done in some other manner. Without limiting the generality of the foregoing, the Board shall:

- a) appoint the President & CEO who will be the senior staff member and report directly to the Executive Directors of the Board with responsibility for day-to-day operation of the Chamber and the Chamber's staff and the Executive Directors of the Board shall evaluate his or her performance annually;
- b) approve an annual budget for the Chamber and establish, on an annual basis, the membership fees, dues and other charges of the Chamber;
- c) develop and review, on a regular basis, the mission, objectives and strategic plan of the Chamber;

- d) monitor the Chamber's financial management, approved capital expenditures in accordance with the financial policies adopted by the Board and undertake, such steps that may be necessary to protect the financial stability of the Chamber;
- e) auditors shall be appointed by the Directors, and they shall audit the books and accounts of the Chamber at least once each year.
- f) review the Chamber's programs to ensure that the Chamber is managed in accordance with the objects, mission and purpose of the Chamber; and
- g) make such petitions or representations on behalf of the Chamber and its members to the Governments of Canada or Ontario or to the Regional Municipality of York or the Town of Aurora to any department or agency of any of these bodies as the Board may deem to be in the best interests of the Chamber and its members from time to time.

3.7 Removal of Directors. The Board of the Chamber may remove a director by a resolution passed by at least two-thirds of the votes cast at a meeting where due notice has been given.

3.8 Resignation/Termination of Office

- a) Directors may give written notice of resignation to the Board of Directors at any time.
- b) All rights and duties of this Director will cease effective the date of resignation or termination.
- c) The office of a Director shall be vacated upon notice in writing to the Chamber. Such resignation shall be effective when the Secretary receives it or otherwise in accordance with its terms.
- d) The failure of a Director to attend three consecutive regular Board meetings without reasonable cause may be treated by the Board as a resignation of the Director if the Board so decides to accept such resignation at a subsequent Board meeting by resolution, such issue to be on the agenda for said meeting.
- e) Directors fail to meet Eligibility criteria (as listed in Section 3.3) throughout their term or become ineligible due to participation in, or affiliation with, election processes or political parties (as listed in Section 3.4).
- f) The Director becomes a Director of another Chamber of Commerce or Board of Trade.
- g) The Director failed to make payment of membership dues by the due date to the Aurora Chamber of Commerce.
- h) The Director makes an assignment of or is otherwise adjudged bankrupt under Bankruptcy and Insolvency Act (Canada).
- i) The Director is declared by a court of competent jurisdiction to be a mentally incapable person.
- j) The Director is convicted of an indictable criminal offence.
- k) The Director is removed pursuant to Section 3.7.

3.9 Confidentiality. Every Director, Officer, Volunteer and employee of the Chamber shall respect the confidentiality of matters brought before the Board, or before any

Committee, or any matter dealt with in the course of any person's dealings with the Chamber.

- 3.10 No Remuneration.** Directors shall not, directly or indirectly, receive any profit or remuneration for acting as such but shall be entitled to be compensated for reasonable expenses incurred by them in the course of the performance of their duties on behalf of the Chamber in accordance with the then current policy approved by the Board.

SECTION FOUR – MEETINGS OF THE BOARD

4.1 Meetings. Board meetings shall be held at the head office of the Chamber or other designated locations, including virtually, as the Board may determine.

4.2 Convening Meetings. Meetings of the Board shall be convened by the Secretary or as he/she may direct when so requested by:

- c) the Chair; or
- d) in the absence or inability of the Chair, a Vice-Chair; or Secretary
- e) any three of the Directors.

4.3 Scheduled and Special Meetings

- a) The Secretary, on the direction of the Board or the Chair, shall establish a schedule of dates for regular meetings of the Board. The Board shall meet not less than four times annually. No further notice shall be required of the meetings after the schedule has been established and distributed to the Board.
- b) The Chair may, in addition to the regularly scheduled meetings, call a special meeting of the Board at any time, subject to the notice requirements of this By-law and the notice shall specify the purpose of the meeting.

4.4 Notice of Meetings. The Secretary or as he/she may direct, shall give notice in writing of meetings of the Board to the Directors at least two (2) business days in advance of the date of the meeting, but meetings of the Board may be held at any time without such notice, or any irregularity in the notice calling the meeting may be waived; if all the Directors are present and agree to the holding of such a meeting. No error or omission in giving notice of a meeting of the Board shall invalidate resolutions passed or proceedings taken at such meeting.

4.5 Quorum. A majority of all directors currently sitting in office shall constitute a quorum of a meeting of the Board.

4.6 Minutes. Minutes shall be kept for all meetings of the Board by the Secretary or as he/she may direct, and the draft minutes shall be circulated prior to the next meeting of the Board and shall be approved by the Board by resolution at the next scheduled meeting.

4.7 Votes to Govern/Motion to Approve. Each Director is entitled to exercise one vote. At all meetings of the Board, every question shall be voted on and decided by a

majority of the votes cast on the question. In the case of an equality of votes cast at a meeting of the Board, the Chair shall exercise the deciding vote.

4.8 In Camera Sessions. During a regular board meeting it may be required to hold sessions to discuss confidential matters, these sessions will be considered In Camera Sessions.

4.9 Conflict of Interest. A Director having a conflict of interest in a matter before the Board shall absent him or herself from all discussions and votes pertaining to the matters in which they are in a conflict by leaving the room.

4.10 Appointment of Auditors. The Directors shall appoint auditors and they shall audit the books and accounts of the Chamber at least once in each year. An audited financial statement shall be presented to the members at the Annual General Meeting.

SECTION FIVE - COMMITTEES OF THE BOARD

5.1 Standing Committees. Until changed by resolution of the Board, the Board may constitute the following standing committees (collectively the “Standing Committees”) of the Board:

- a) Finance/Audit Committee;
- b) Advocacy Committee;
- c) Nominations Committee;

5.2 Other Committees. The Board may establish such committees as it may determine to be appropriate from time to time. The Board will appoint the chair of such Committee and determine its duties at any meeting. The Board may at any time dissolve any Committee.

SECTION SIX – EXECUTIVE DIRECTORS/OFFICERS

6.1 Composition. At the Annual General Meeting, the Board shall present a slate of executives for confirmation, as follows:

- a) a Chair,
- b) a Vice-Chair,
- c) a Secretary/Treasurer,

and may appoint such other officers as the Board may determine. Except as otherwise provided, an officer must be a director and one person may not hold more than one office.

6.2 Eligibility. Directors can be considered to become Executive Directors after serving one (1) year as a Director and the Executive Committee will be chosen by the Incoming Chair.

6.3 Term. Executive Officers may hold any one position for a two (2) year term and are eligible for re-election to an Executive position for two (2) additional two (2) year terms, so long as they are within their maximum continuous term as Director of seven (7) years. Officers shall hold office until the first Board meeting following the annual general meeting immediately following his or her appointment as an officer, or until his or her successor is appointed, or his or her resignation, whichever later occurs.

6.4 Duties.

Chair

The Chair shall be a member of the Board and shall:

- a) preside as the chair of all meetings of the Board and of the members of the Chamber;
- b) serve as an *ex officio* voting member of all Committees;
- c) represent the Board in meetings, negotiations, public events and other matters as deemed necessary or desirable;
- d) coordinate an appraisal of the performance of the President & CEO annually and report on the same to the Board; and
- e) facilitate an annual self-review of the Board and the Board's performance in achieving the vision and mission of the Chamber.

Vice-Chair

The Vice-Chair shall be a member of the Board and shall:

- a) have all the powers and perform all the duties as may be assigned to him or her by the Board and;
- b) have all the powers and exercise all the duties of the Chair in cases of the Chair's absence or inability to act.
- c) Act as Chair of the Nominating Committee

Secretary/Treasurer

The Secretary/Treasurer shall be a member of the Board and shall:

- a) cause minutes to be kept or as he/she may direct, of all Board and Committee meetings and circulate the minutes to all members of the Board or Committees;
- b) be the custodian of all minute books, documents and registers of the Chamber required to be kept by the provisions of the Act and all minutes, documents and records of the Board;
- c) be the custodian of the seal of the Chamber; and
- d) cause such notice as is required by this By-law or by the Act to be given of all meetings of the Chamber, the Board and its Committees.
- e) be the custodian of the books of account and accounting records of the Chamber, required to be kept by the provisions of the Act;
- f) submit a financial report at each regular meeting of the Board indicating the financial position of the Chamber on a timely basis;
- g) submit an annual audit report to the Board and Chamber of the financial operations of the Chamber; and

- h) perform such other duties as may from time to time be determined by the Board;
- i) act as Chair of the Finance Committee.

Past Chair

The Past Chair shall be a member of the Board and shall perform such duties as may from time to time be determined by the Board. This position may be a voting position provided the Director has not exceeded their maximum seven (7) year continuous term, and/or that the slate of directors is not at its maximum, as approved by the incoming Chair.

SECTION SEVEN - MEMBERSHIP

7.1 Membership. Any reputable person, association, corporation, partnership or society directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of Aurora, shall be eligible for membership in the Chamber of Commerce. Membership shall be granted upon receipt of an application in the prescribed form and payment of the prescribed annual dues. The Board, at their discretion, may refuse to admit membership to any prospective member.

7.2 Classes of Members

- a) A *business membership* may be taken out by any firm, corporation, partnership, or industry.
- b) A *non-profit membership* may be taken out by any charity, association or non-profit organization which receives funding through donations, fund-raising, or government grants.
- c) A *school membership* may be taken out by a school within the Town of Aurora or that serves students who reside in the Town of Aurora.
- d) An *additional business location membership* may be taken out by any business member with additional branches or franchises.
- e) *Individual/Non-Business membership* may be taken out by an individual who is currently not affiliated with a business but is interested in maintaining relationships with Chamber members.
- f) *Honourary membership* may be awarded by the Board of Directors to any individuals who, in the opinion of the Board, have distinguished themselves in some meritorious or public service. Honourary membership carries the same rights and responsibilities as regular membership, except that Honourary members are exempt from the payment of any annual dues and are not entitled to run for a position on the Board.

7.3 Resignation. Members may resign by providing ten (10) days' notice in writing to the Secretary/Treasurer, which shall be effective upon acceptance thereof by the Board of Directors. In the event of resignation, a member shall remain liable for payment of any dues, assessments, or other sums levied or which became payable by such member to the Corporation prior to acceptance of the resignation.

7.4 Termination of Membership

- a)** Any member who fails to pay dues, assessments, or other sums levied within 90 days of the date upon which they fall due, or who declares bankruptcy or is declared insolvent, ceases to be a member. If the member is a Director of the Board when their membership is terminated because of non-payment of dues, this act will be considered a resignation from the board immediately with no written notice from the board required.
- b)** Membership in the Chamber is subject to review by the Board of Directors. The Board of Directors has the right to cancel, on notice, the membership of any member if the conduct of such member, in the Board of Directors' sole and absolute discretion, has legal or ethical implications detrimental to the member and/or to the chamber. Any such notice of the Board of Directors' intention to cancel membership shall be given to the member, in writing, and shall:
 - c)** set out a time and place for a meeting with the Board of Directors, if required;
 - d)** indicate that the membership is under review, and may be revoked at that meeting;
 - e)** provide sufficient reasons to enable the member in question to prepare to answer the complaint; and,
 - f)** notify the member that they are entitled to attend the meeting to hear the reasons for the review and to make full answer.
- g)** The decision of the Board of Directors shall be final and binding. Termination of membership does not relieve the former member of any obligations owed to the chamber or entitle the former member to a refund of annual dues.

7.5 Voting. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

7.6 Dues

- a)** Annual membership dues for each class of members shall be established by the Board of Directors and may be changed from time to time. Other assessments may be levied against all members provided they are recommended by the Board of Directors and approved by a majority of the members present at a regular general meeting of the Chamber called for that purpose.
- b)** The Secretary/Treasurer shall notify, or shall cause to notify, the members of the dues or fees at any time payable by them and, if any are not paid within 90 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation but any such members may on payment of all unpaid dues or fees be reinstated by the Board of Directors.

SECTION EIGHT – MEETINGS OF THE MEMBERS

8.1 Annual Meeting. The Annual Meeting of the Chamber shall, to the extent that it is determined by the Board to be practical to do so, be held once each year, provided that the Annual Meeting of the Chamber shall not, in any event, be held later than 15 months after the last Annual Meeting.

8.2 Transaction of Business. Business transacted at the Annual Meeting of the Chamber shall be as determined by the Board and shall include, but not be limited to:

- a) Approval of the minutes of the previous Annual Meeting and any general meeting which may have occurred in the interim.
- b) A report of the Chair.
- c) Presentation of financial statements to the members of the Chamber of the last completed financial year, ending not more than six months before the annual meeting.
- d) New business.
- e) The election of Directors.
- f) The appointment of an auditor to hold office until the next Annual Meeting.

SECTION NINE – DISSOLUTION OF CORPORATION AND DISTRIBUTION OF ASSETS

9.1 Dissolution of Corporation.

- a) In the event of amalgamation with another chamber, board of trade(s) or other organization, the corporation's assets shall be transferred to the successor organization.
- b) In the event the Corporation is about to be dissolved, the Board shall distribute the assets as it sees fit after all outstanding liabilities are discharged.
- c) In the event of Corporation dissolution and a Board resolution is not possible, the assets shall be transferred to a registered charity/not for profit with a mandate compatible with the mandate of the Corporation, and which is local/regional in scope.

Effective Date. This By-law No. 2023/09 shall be effective when made by the Board.

ENACTED this 26th day of September 2023

Secretary/Treasurer

Witness Director

WITNESS the seal of the Corporation.

CONFIRMED by the members this 26th day of September 2023