

BRAGG CREEK & AREA CHAMBER OF COMMERCE ASSOCIATION

GENERAL BY-LAWS

Adopted October 24th, 2012

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ARTICLE I - NAME

Section 1

The name of this organization shall be The Bragg Creek & Area Chamber of Commerce Association.

Section 2

The Bragg Creek & Area Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

ARTICLE II - INTERPRETATION

Section 3

Wherever the words 'The Chamber' occur in these by-laws, they shall be understood to mean "The Bragg Creek & Area Chamber of Commerce Association" as a body.

Section 4

Wherever the words "The Board" occur in these by-laws, they shall be understood to mean "The Board of The Bragg Creek & Area Chamber of Commerce Association".

Section 5

Wherever the word "District" occurs in these by-laws, it shall mean that area, within and for which this Chamber was established, as defined in the Certificate of Registration under the Boards of Trade Act (R.S., c.18, s.1).

Section 6

Wherever the words "The Association" occurs in these by-laws, they shall be understood to mean "The Bragg Creek & Area Chamber of Commerce Association" as a body.

ARTICLE III - MEMBERSHIP

Section 7

Any reputable person, directly or indirectly engaged or interested in trade,

commerce or the economic and social welfare of the district shall be eligible for membership in the Chamber.

Section 8

Associations, Corporations, Societies, Partnerships or Estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District may become members of the Chamber.

Section 9

Membership shall continue from the time of admittance 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 10

Any member of the Chamber, who intends to retire from or to resign his membership, may do so, at any time, upon giving to the secretary ten (10) days notice in writing of such an intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him or her at the time of such notice.

Section 11

The Board may remove from the roll of members the name of any newly enrolled member failing to pay his or her annual dues within thirty (30) days of his admission, or of any other member who fails to pay such dues within three (3) months of the date on which they fall due. Upon such action by the Board all privileges of membership shall be forfeited.

Section 12

Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the Chamber. Such recognition shall be for a term of one (1) year and may be repeated. Honorary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

Section 13

Any member of the Chamber may be expelled for just cause by a majority vote of the Board. Such member shall be at liberty to appeal the decision of the Board directly to the Membership at the next General meeting.

Section 14

Any member who resigns, withdraws or is expelled from the Chamber shall forfeit all right, claim and interest arising from or associated with membership of the Chamber.

ARTICLE IV - DUES AND ASSESSMENTS

Section 15

The annual dues payable by members of the Chamber shall be determined annually by the Board, subject to the approval of the general meetings whenever a change in the original amount is involved.

Section 16

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 17

The Officers of the Board shall be comprised of the Executive, which is: the president, vice-president, treasurer and secretary, together with no less than three (3) and no more than seven (7) directors. The Board shall be elected from among the members each year at the Annual General Meeting by ballot. Each Director shall hold a working role, such as membership secretary, marketing co-ordinator, webmaster etc. Working roles will be decided from time to time by the Board depending on current need. No officer shall remain in office for more than two (2) years in succession or until their successors shall be appointed. The retiring president shall be ex-officio, a voting member of the Board.

Section 18

When any Board member vacates or resigns from his or her position for any reason or is absent from three (3) consecutive meetings of the Board, the Board may, at any meeting thereof, elect a member to the Board in the place of the vacating member.

Section 19

Any Officer or Board member 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 Officer or Board member 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 20

The Board shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province or others, as it may determine or as may be required by vote of a majority of members present at any General Meeting.

Section 21

For the purpose of carrying out the objects of the Chamber, the directors may borrow or raise or secure the payment of money in such a manner as they think fit, and in particular by the issue of debentures, provided debentures shall not be issued without the sanction of a special resolution of the Chamber passed at a special meeting of the membership.

Section 22

Every director of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every director of the Association and his or her heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her or any other director or directors in or about the execution of the duties of his, her or their office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

Section 23

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 provisions of the Boards of Trade Act.

Section 24

A quorum for a Board Meeting will be a majority of elected officers.

Section 25

The Board shall frame such by-laws, rules and regulations as appear to it, adapted to promote the welfare of the Chamber, and shall submit them for adoption at a general meeting of the Chamber called for that purpose.

Section 26

The Board or at his request, the President, may appoint committees or designate members of the Board, the Chamber or others, to examine, consider and report upon any matter or take such action as the Board may request.

Section 27

The Board may suspend any chairman from office or have his or her office terminated for just cause. Any committee may be terminated by the Board.

Section 28

No paid employee of the Chamber shall be a member of the Board or executive committee. Directors of the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these said directors reasonable expense monies.

Section 29

The Board Meetings shall be open to all members of the Chamber, who may attend, but may not take part in any of the proceedings, unless invited to participate by the Board.

Section 30

No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.

Section 31

- a. The President shall preside at all meetings of the Chamber and 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, with the Secretary, 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 General Meeting.

- b. The Vice-President shall act in the absence of the President and, in the absence of both of these Officers the meeting shall appoint a chairman to act temporarily.
- c. The Treasurer 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 expenditures of the Chamber and shall submit an unaudited statement thereof for presentation to the Annual General Meeting and at any other time required by the Board. He or she shall make such investment of the funds of the Chamber as the Board may direct. He or she shall, with the President, sign all notes, drafts and cheques.
- d. The Secretary shall be the executive officer of the Chamber and shall be responsible to the Board for the general control and management of the Chamber's business affairs. He or she shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain to his office. He or she shall, with the President, sign and when necessary, seal with the seal of the Chamber, of which he or she shall have custody, all papers and documents requiring signature of execution on its behalf. He or she 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 shall deliver to the Chamber all books, papers and other property of the Chamber.

ARTICLE VI - MEETINGS

Section 32

The Annual General Meeting of the Chamber shall be held in the month of October in each year at the time and place determined by the Board. At least two (2) weeks' notice of the Annual General Meeting shall be given by e-mail.

Section 33

Regular General Meetings of the Chamber shall be held from time to time, at least once per quarter, at the time and place designated by the Board. At least one (1) weeks' notice of such meetings shall be given by e-mail. A meeting may also take place by conference call or by an Internet-based meeting device.

Section 34

Special General Meetings of the Chamber may be held at any time when summoned by the President, or requested by any three (3) members of the Board or any ten (10) members of the Chamber. At least a one (1) days notice of such meetings shall be given, communicated by e-mail.

Section 35

The Board shall meet from time to time (at least once a quarter) as may be necessary to carry on the business of the Chamber. At least one (1) days notice of such meetings shall be given, communicated by e-mail. A meeting may take place by conference call or by an Internet-based meeting device.

Section 36

No error or omission in giving notice of any annual general meeting, general meeting or special meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Section 37

The quorum for the Annual General Meeting shall be ten (10) members. A quorum for Special and General Meetings shall be five (5) members. A quorum for a Board meeting will be a majority of the elected officers 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 38

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 39

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

Section 40

All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

ARTICLE VII - VOTING RIGHTS

Section 41

Every member in good standing represented at any General Meeting shall be entitled to one vote provided that the vote of an Association, Corporation, Society, Partnership or an Estate member shall in each such case be assigned to individuals.

Section 42

Voting at all meetings of the Chamber shall normally be by a show of hands or if requested by the Chairman, by a standing vote. A vote by secret ballot shall be taken upon request of the President or a majority of the Board or upon the request of a member, in which case, such request by a member must be seconded and receive the majority approval of the members assembled.

Section 43

Votes of members may be given personally or by proxy. At any meeting of the Association each member represented in person or by proxy shall have one vote.

Section 44

The president shall vote only in case of a tie.

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 amended or rescinded and replaced by a special resolution at a member meeting for which a minimum of twenty-one (21) days notice by e-mail shall be given. At this meeting a minimum of 75% of the attending members must vote in favour of the special resolution for it to be carried.

Section 47

Such 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 of Industry Canada.

ARTICLE IX - AFFILIATION

Section 48

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

ARTICLE X – DISPUTES AND ARBITRATION

Section 49

When a dispute arises out of the affairs of the Association and between any members of the Association, the dispute shall be decided by arbitration which shall be under the Arbitration Act.

ARTICLE X - FISCAL YEAR

Section 50

The fiscal year of the Chamber shall commence on the first (1st) day of October in each year.

ARTICLE XI - AUDITORS

Section 51

For each fiscal year, an Audit Committee, consisting of two (2) members in good standing, shall be elected at the Annual General Meeting to audit the financial statements for the forthcoming fiscal year.

ARTICLE XI I - DISSOLUTION

Section 52

If, by special resolution, it is determined to dissolve or wind up the Bragg Creek & Area

Chamber of Commerce Association, after fulfilling all legal and legislated obligations, any remaining assets will be distributed to one or more charitable organizations in Canada. A committee will be formed, comprised of the President, the Treasurer, two (2) Directors and a minimum of two (2) members at large, to manage the disposition of assets and the dissolution of the Association.

This information below is collected for the purposes of corporate registry records in accordance with the Societies Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013, form 06/2011 .

Role: President

Name:

Address:

Signature:

Role: Vice-President

Name:

Address:

Signature:

Role: Treasurer

Name:

Address:

Signature:

Role: Secretary

Name:

Address:

Signature:

No less than three (3) and no more than seven (7) directors:

Role: Director

Name:

Address:

Signature:

The Bragg Creek & Area Chamber of Commerce Association By-Laws

Role: Director

Name:

Address:

Signature:

Role: Director

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Role: Director

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Role: Director

Name:

Address:

The Bragg Creek & Area Chamber of Commerce Association By-Laws

Signature:

Role: Witness

Name:

Address:

Signature:

