

**West Grey Chamber of Commerce**  
**Articles of Incorporation (Revised August 31, 2015)**

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**ARTICLE 1 - CONSTITUTION**

**1. Name:**

The Name of this organization shall be The West Grey Chamber of Commerce

**1.02 Objectives:**

The Objectives of the West Grey Chamber of Commerce shall be:

**1.02.01 - Promote**

To promote and improve trade and commerce and the economic, civic and social welfare within the Municipality of West Grey and District

**1.02.02 - Resource**

To act as a catalyst and information resource for the business community served by this organization consisting of informed active members dealing with Federal, Provincial and community issues

**1.02.03 — Work with Government**

To work for efficient administration and sound legislation at all levels of government

**1.02.04 - Interests of Members**

To support and advocate the interests of its members in local, provincial and federal issues.

**1.03 - Endorsements:**

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The West Grey Chamber of Commerce shall be non partisan, and shall not lend its support (verbal, written or financial) to any candidate for public office.

### **1.04 - Meeting Place:**

The usual place of meeting shall be designated by the Executive Council and shall be in or near the Municipality of West Grey.

## **ARTICLE 2 - INTERPRETATION OF CONSTITUTION AND BY-LAWS**

### **2.01 - Headings:**

The headings contained in this Constitution and By-Laws are for the convenience of reference only and shall not, in any way, affect the construction or interpretation of this Constitution and By-Laws.

### **2.02 - Chamber:**

Wherever the word "Chamber" occurs in these By-Laws, it shall be understood to mean the West Grey Chamber of Commerce as a body.

### **2.03 - District**

Wherever the word "District" occurs in these By-Laws it shall be understood, to 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.124S.1) or other Provincial Statute.

### **2.04 - Board of Directors**

Wherever the words "Board of Directors", or word "Board" occurs in these By-Laws, it shall be understood to mean the Board of Directors of the West Grey Chamber of Commerce.

### **2.05 - Director:**

Wherever the word "Director" occurs in these By-Laws it shall be understood to mean a Director of the West Grey Chamber of Commerce, elected or appointed pursuant to the provisions of these By-Laws. Note: If a corporate member has more than one (1) nominee, and a nominee gets elected as a Director, another nominee shall not be permitted to substitute for the elected nominee in the role of a Director.

### **2.06 - Executive - Executive Council:**

Wherever the words Executive Council or word Executive occurs in these By-Laws, they shall be understood to be the Executive Directors of the West Grey Chamber of Commerce.

### **2.07 - Past President's Council:**

Wherever the words "Past President's Council" occur in these By-Laws they shall

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be understood to mean all Past Presidents, including the immediate Past President and all elected Presidents of the West Grey Chamber of Commerce who become members of this council upon completion of their term as President of the West Grey Chamber of Commerce.

#### **2.08 - Member**

Wherever the word “Member” occurs in these By-Laws, it shall be understood to mean a member of the West Grey Chamber of Commerce.

#### **2.09 - Nominee:**

Wherever the word “Nominee” occurs in these By-Laws, it shall be understood to mean a person or persons, appointed by a member of the Chamber as its representative (s) in accordance with Article 4 of these By-Laws.

#### **2.10 -- Person:**

Wherever the word “Person” occurs in these By-Laws it shall be understood to mean a natural person, a body corporate, a partnership, a society, or an unincorporated association.

#### **2.11 - Plural/Gender:**

Words importing the singular include the plural and vice versa; also words importing a male person include a female person.

### **ARTICLE 3 -- MEMBERSHIP**

#### **3.01 - Eligibility:**

Any person, corporation, partnership, sole proprietorship, association, society or estate, directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the District and subscribing to the objectives of the Chamber shall be eligible for membership in the Chamber. The voting power of such membership shall in each case be assigned to individuals, as set out in Article 4.

#### **3.02 - Membership Classes:**

There shall be the following classes of membership in the Chamber:

##### **3.02.01 - Associate Member**

Any person, non-profit association, non—profit society or estate, including its nominee(s) that has complied with the requirements of membership and whose annual membership fees are in good standing and regardless of corporate structure, any person whose main place of business is outside the District shall be classed as an associate member.

##### **3.02.02 - Corporate Member**

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A corporation, partnership, sole proprietorship, including its nominee(s), that have complied with the requirements of membership and who's annual membership fees are in good standing, shall be classed as a Corporate Member.

##### **3.02.03 - Honourary Member**

A person who distinguishes themselves by some meritorious business, public or professional service in the District may be elected as an Honourary member of the Chamber by a majority vote of the Board. Such recognition shall be for a period of one year, or a duration as prescribed by the Board at the time of their nomination. Honourary membership shall include all the privileges of active membership. Honourary members may not hold office, and are exempt from payment of the Chamber's annual dues.

##### **3.02.04 – Life Member**

A person who distinguishes himself by having given long and outstanding service to the Chamber may be elected as a Life member of the Chamber by a majority vote of the Board. Such recognition shall be for life. Life membership shall include all privileges of membership. A life member may not hold office and is exempt from payment of the Chamber's annual dues.

Applications and / or membership forms shall be submitted to the Board or to the person the Board has delegated to handle the applications and membership forms.

#### **3.03 - Application:**

##### **3.03.01 – By Application**

Application for membership may be submitted on a membership form along with the appropriate dues.

##### **3.03.02 – By Proposal:**

Alternately, a member in good standing may propose a candidate for membership at any General Meeting where such proposal can be approved with two-thirds (2/3) majority of the members present, subject to receipt of a completed membership form and appropriate dues from the proposed member.

#### **3.04 - Membership Term:**

The length of Membership shall be for one (1) year, subject to renewal or cancellation.

#### **3.05 - Membership Termination:**

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Membership shall continue from time of approval until a member has resigned or has been removed from the toll of members in accordance with the provisions of these By-Laws.

**3.06 - Membership Cancellation:**

Membership in the Chamber shall be terminated and the rights and privileges of Membership cancelled and forfeited in one or more of the following events:

**3.06.01 - Failure to Pay Dues — New Members**

A new member fails to pay the annual dues within thirty (30) days of admission.

**3.06.02 - Failure to Pay Dues - Renewal**

A member fails to pay his annual dues within ninety (90) days of the date they fall due, unless the Board deems there are unusual circumstances.

**3.06.03 - Membership Review**

In any case in which the Board is of the opinion the membership of any person should be reviewed in the general interest of the Chamber, it shall give written notice of not less than ten (10) days to the member, that continuation of their membership is being considered by the Board, specifying time and place thereof. The member shall be invited to attend said meeting to hear the matters under review and make answer. The member shall be expelled from the membership by resolution if the Board deems it appropriate.

**3.06.04 - Withdrawal**

**A member may withdraw from membership in the Chamber by giving ten (10) days' notice in writing and upon discharging all liabilities of the member to the Chamber. If a member withdraws after the annual dues are paid, they shall not be entitled to a refund.**

**3.07 - Membership Appeal:**

A member who has been expelled, or had his membership cancelled, may appeal to the membership at a General meeting and may then be reinstated upon a resolution being passed by majority vote of the Board at a Board of Directors meeting or a General meeting.

**3.08 - Membership Transfer:**

Application for or transfer of membership in the Chamber shall be accepted upon a resolution being passed by a majority vote at a meeting of the Executive Council.

## **ARTICLE 4 – VOTING RIGHTS**

### **4.01 - Member Standing:**

Only members in good standing shall have the privilege of voting at a General meeting of the Chamber.

### **4.02 - Voting at Board Meeting:**

Only Directors of the Chamber shall have the privilege of voting at a Board of Directors Meeting of the Chamber.

### **4.03 - Voting at Executive Council:**

Only members of the Executive Council of the Chamber shall have the privilege of voting at an Executive Council meeting.

### **4.04 Associate Member:**

An Associate member may have one (1) vote only.

### **4.05 - Corporate Member:**

A Corporate member has one (1) vote only. A corporate member may have more than one accredited nominee, depending on the ratio of employee any changes in the ratio and at the discretion of the Executive Council. Whenever the Executive Council recommends any change to the ratio, it shall be submitted to the Board of Directors for review and approval. If two or more nominees from a corporate member attends an Annual or General Meeting, the nominees will decide which one will be the voting nominee. Should the nominees not be able to come to a consensus, the Board, it is sole discretion, will decide which nominee will be the voting nominee.

### **4.06 - Delegation:**

A Corporate member shall delegate, in writing , its voting power to its accredited nominees.

### **4.07 - Honourary Member:**

An honorary member shall be entitled to one (1) vote.

### **4.08 - Life Member:**

A Life member shall be entitled to one (1) vote only.

### **4.09 - Vote by Majority:**

Motions or amendments shall be carried at any Executive Council, Board of Directors, General or Annual general meeting by majority vote, unless otherwise provided for in these By-Laws or any Act of Legislature or Parliament.

### **4.10 - Voting Process:**

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Voting at any Board of Directors, Executive Council, General or Annual General meeting shall normally be by a show of hands, or if requested, by the Chair of the meeting by a standing vote. A role call or a ballot shall be taken, if requested by five (5) or more members, and if the request receives approval by a majority vote of the members present for the meeting.

**4.11 - Proxies:**

No proxy votes shall be permitted at any Executive Council, Board of Directors, General, or Annual General meeting of the Chamber.

**4.12 - Tie Votes:**

In the case of a tied vote whether by a show of hands, roll call, or ballot vote, the Chair of the meeting shall cast the deciding vote.

**ARTICLE 5 - DUES AND ASSESSMENTS**

**5.01 - Annual Membership Dues:**

Annual Membership Dues shall be payable by each member of the Chamber except Honourary or Life Members.

**5.02 - Determination of Membership Dues:**

The annual membership dues payable and due date shall be recommended annually by the Executive Council. The Board of Directors shall approved by a majority vote whenever a change in the schedule of rates is recommended by the Executive Council.

**5.03 - Other Assessments:**

Other assessments may be levied, against all members of the Chamber, provided that the meeting.

**ARTICLE 6- EXECUTIVE COUNCIL AND BOARD OF DIRECTORS- TERMS OF OFFICE**

**6.01 - Board of Directors:**

The Board of Directors shall be composed of: a President, a Vice President, a Treasurer, a Secretary, the immediate Past President (for a term of one year) and one to two additional directors for a total of 5 to 7 members in good standing.

**6.02 - Executive Council:**

The Executive Council shall be composed of the President, Vice President, Secretary, Treasurer and the immediate Past President.

**6.03 - Election of Executive Council:**

The Executive Council members - President, Vice President, Secretary and

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Treasurer - shall be elected annually from the Board of Directors at the first Board meeting following any General Meeting during which elections were held.

**6.04 - Directors Term:**

The Directors shall be elected for a two (2) year term, one half retiring each year.

**6.05 - Chamber Operation:**

The Operation of the Chamber, the direction of its affairs and the control of its property shall be vested in the Board of Directors.

**6.06 - Daily Chamber Operation:**

In the interim, between meetings of the Board of Directors, the Executive Council shall control the routine business of the Chamber.

**6.07 - Power of Administration:**

The Executive Council shall have the general power of administration. It may make or authorize petitions or representations to any level of government, or others, as it may determine, or as may be required by a resolution passed by the Board of Directors or at a general meeting.

**ARTICLE 6- EXECUTIVE COUNCIL AND BOARD OF DIRECTORS- TERMS OF OFFICE**

**6.08 - Referred/Urgent Matters:**

The Executive Council shall deal with such matters as are referred to it by the Board, or with any matters of an urgent nature that may arise between meetings. In such cases it shall report its actions to the Board as speedily as possible for ratification, or otherwise, by the Board.

**6.09 - Executive Council Powers:**

The Executive Council shall, in addition with the powers hereby expressly conferred on it, have such powers as are assigned to it by By-Law of the Chamber, provided that such powers are not inconsistent with the provisions of the Boards of Trade Act.

**6.10 - Constitution/By-Laws Management:**

The Executive Council, with the Board of Directors shall from time to time, frame such Constitution and By-Laws, rules and regulations, as appear to it best adapted to promote the welfare of the Chamber, and shall submit same for adoption at a General meeting called for that purpose. Notice of the meeting shall be conveyed to the membership not less than ten (10) days prior to the meeting.

**6.11 - Chamber Administration/Management**



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The administration and management of the Chamber shall be in the charge of the

Secretary and Treasurer, at no remuneration for services rendered, as specifically outlined within these By-Laws. The Council may grant any Officer reasonable expense monies in specific cases, when on business for the Chamber.

**6.12 – Treasurer:**

The Treasurer shall have charge of all funds of the Chamber and shall deposit the same in the Chamber's bank. Out of these funds he/she will pay amounts approved by the Council, and keep regular account of income and expenditure of the Chamber. The Treasurer will submit a statement for presentation at the annual general meeting and at any other time required by the Council, with reasonable notice. The Treasurer, with the President shall sign all notes, drafts and cheques. The Treasurer will invest any monies as directed by the Council.

**6.13 - Secretary:**

The Secretary shall be the Executive Officer and shall be responsible to the Council for the general management of the Chamber affairs. The Secretary, will keep the books of the Chamber, conduct all correspondence, retain copies of all official documents; and perform such duties as appertains to the Office. The Secretary shall attend, publish, or cause to publish and keep minutes of all Executive, Board of Directors and General Meetings of the Chamber. The Secretary, shall, with the President, sign all official documents of the Chamber, and when necessary seal with the official seal of the Chamber. At the end of the Secretary's term of office, all books, papers, seal, and other property will be returned to the Chamber.

**6.14 - Paid Staff:**

Should the Chamber progress to paid staff, all proper practices under the laws of Ontario and Canada regarding hiring, termination, gender, salary and benefits will be adhered to.

**6.15 - Paid Staff - Holding Office:**

No paid employee of the Chamber may be a member of the Executive Council or the Board.

**6.16 - Meeting Chair:**

If the President and the Vice President are unable to preside at a meeting otherwise properly constituted, the members present shall appoint a temporary Chair for the meeting.

**6.17 - Director Removal/Suspension:**

Any Director or Executive member of the Chamber shall be suspended from office, or have his tenure of office terminated, if, by a majority vote of the

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Executive Council he is grossly negligent in performance of his duties. Any Director or Executive member so suspended, or whose tenure of office has been terminated may appeal to the membership at a general meeting and may then be reinstated upon a resolution being passed by a majority vote at a general meeting.

**6.18 - Director Absences:**

The Board may at any meeting thereof, elect a member in good standing to replace a Director who has been absent for six (6) consecutive months, without just cause, to replace that shall be considered to have resigned. The Board may reinstate such a member by a majority vote of those present at the Board of Directors meeting.

**6.19 - Director Vacancy:**

Any vacancy on the Executive Council or Board, which may occur during the year, shall be filled by the Board electing a member, at any Board meeting, by a majority of the Board members present, at a meeting at which there is a quorum present, for the duration of the expired term of such vacancy. Such appointed Director shall be deemed to be an elected Director for the purpose of these By-Laws.

**6.20 - Chamber Spokesperson:**

The President shall be the official spokesperson for the Chamber, unless another Director is appointed for that purpose.

**ARTICLE 7- PAST PRESIDENTS COUNCIL**

**7.01 Composition**

A Past President's Council may be composed of former Past Presidents including the immediate Past President. This Past President's Council will act in an advisory capacity to the Executive Council and Board of Directors. All members of the Past President's Council will not have a vote at any meetings other than the Past President's Council, except for the immediate Past President - if he is acting on the Board in another capacity entitling him to vote.

**7.02 - Limitation of Power:**

The Past President's Council or any member thereof, if formed, shall not have the power to contract any debt on its behalf, which in any manner or to any extent renders the Chamber liable to the payment of any sums, unless such payment has first been approved by the Board.

**ARTICLE 8 - COMMITTEES**

**8.01 - Appointment of Committees:**

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The Board of Directors, or at the Board's request, the President, may appoint standing, ad hoc or other committees or designate members of the Board or of the Chamber, or others to examine, consider and report upon any matters or take such action as the Board of Directors may suggest.

**8.02 - Nature of Committee Work:**

The Board of Directors shall, by resolution, prescribe the nature of the work or study to be carried out by the committee.

**8.03 - Committee Responsibility:**

It shall be the function of any committee of the Chamber to investigate, study and make recommendations. Reports of such findings shall be made in writing by the Chairman of the Committee to the Board.

**8.04 - Committee Management:**

The Board of Directors, shall, by resolution, appoint a Chairman and a Vice Chairman for each committee.

**8.05 - Committee Chair Responsibilities:**

The Chairman of a Chamber committee shall preside at all meetings of the committee. The Chair will decide the order of business at the meetings, receive and put all lawful motions, and communicate to the meeting what he thinks concerns the committee. The Chairman shall carry out such other duties as may be assigned to him by the Board.

**8.06 - Committee Vice Chair Responsibilities:**

The Vice Chairman, of a Chamber committee shall act in the Chairman's absence of the committee Chairman and shall carry out such other duties as may be assigned to him.

**8.07 - Committee Secretary Responsibilities:**

The Secretary of a Chamber committee shall be the Manager, or a delegate. The committee Secretary shall be responsible for notifying the members of meetings, preparation of the Agenda and recording of minutes.

**8.08 - Committee Reporting:**

All committees shall report to the Board in the prescribed manner.

**8.09 - Committee Funding:**

Any decision or action, by a committee of the Chamber which may involve the expenditure of Chamber funds shall first be referred to the Board for approval.

**8.10 - Committee Decisions/Actions:**

Each committee shall take such decisions and take such actions that are necessary for carrying out its aims and subjects.

**8.11 - Committee Scope of Authority:**

The following outlines a committee's scope of authority, as it pertains to its operation decisions and results:

**8.11.01 — Financials**

No committee of the Chamber or any member thereof shall contract any debt on its behalf that in any manner renders the Chamber liable to the payment of any sums, unless such payment has first been approved by the Board.

**8.11.02 - Non-Binding**

No action or resolution of any committee of the Chamber shall be binding upon or expressive of the opinions or authority of the Chamber unless, and until, such action or resolution has first been approved by the Board.

**8.11.03 - Communications**

No Chair of a committee, or any member thereof, shall have the power to issue any public statement that may be construed as Chamber policy, unless first authorized to do so by the Board.

**8.11.04 - Sub-Committees**

Each committee may from time to time, appoint sub or ad hoc committees to deal with certain matters within its jurisdiction and may from time to time make recommendations to the Board.

**8.12 - Committee Membership:**

Members of the Chamber may join one or more committees by giving notice to the Secretary of the Board, who will then inform the President of the Board and the Chair of the committee.

**8.13 — President's Role:**

The President shall be ex officio member of every committee of the Chamber.

**8.14 — Committee Dissolution:**

The Board may by a majority vote of those present at any of its meetings dissolve any committee, as it deems necessary.

**ARTICLE 9 - NOMINATING COMMITTEE**

**9.01 - Composition:**

Ninety (90) days prior to the Annual General Meeting of the Chamber in each year the President shall strike a nominating committee to be composed of the immediate Past President, President, and three members (preferably not members of the Board).

**9.02 - Nomination Process:**

To ensure all available candidates are identified by the Nominating Committee, the processes to be used to identify all candidates are:

**9.02.01 — Nomination Consent**

No person shall be nominated unless his consent has been received and he is a member in good standing.

**9.02.02 — Retiring Directors**

The Nominating Committee shall determine which, if any, retiring Directors are eligible to stand for re-election. For those retiring Directors that are eligible to stand for re-election, the Nominating Committee shall canvas them to determine if they will stand for re-election or not.

**9.02.03 — Member Solicitation**

Review the list of Chamber members to identify potential candidates to fill all vacancies. Approach all potential candidates to determine if they will stand for election to the Board.

**9.02.04 — Member Assistance**

The Nominating Committee shall receive written nominations for each vacancy for which election shall be held. In the event the number of candidates is insufficient to fill all vacancies, the committee shall attempt to secure more candidates, with the help of all Chamber members, to ensure an adequate number of candidates so all vacancies are filled.

**9.02.05 - Nominations from the Floor**

Nominations from the floor may be received during the Annual General Meeting, or a General Meeting called which has elections to the Board on the agenda, from members in good standing.

**9.03 - Member Notification of Nominees:**

The slate of nominees shall be conveyed to the general membership at least ten(10) days prior to the Annual General Meeting, or a general meeting called which has elections to the Board on the agenda of the Chamber.

**9.04 - Director Election:**

The Nominating Committee shall present the slate of nominees to fill all vacancies at the Annual General Meeting, or a general meeting called which has elections to the Board on the agenda, of the Chamber. The meeting's chair will call for nominations from the floor, confirming with each candidate they will stand for election. Once the full slate of candidates is known, the election process will begin, as outlined in **Section 4.10 - Voting Process**.

## **ARTICLE 10 - OATH of OFFICE**

### **10.01 - Oath:**

The members of the Executive Council and the Board of Directors, before taking office shall take and subscribe before the Mayor of West Grey, or before any justice of the peace an oath: **I swear that I will faithfully and truly perform my duty as President I Vice President of the West Grey Chamber of Commerce and that I will in all matters connected with the discharge of those duties do all things and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects of the Chamber for which said Chamber was duly constituted. I so swear.**

## **ARTICLE 11- MEETINGS**

Where voting is required at any meeting, all eligible voters, in accordance with **Article 4 -Voting Rights**, shall have one (1) vote.

### **11.01 - Annual General Meeting:**

The Annual General Meeting shall be held within one hundred and twenty (120) days of the year end at a time and a place determined by the Executive Council. Notice to the members should be at least fifteen (15) days prior to the meeting.

### **11.02 Regular General Meeting:**

Regular general meetings of the Chamber shall be held at least once (1) a year, excluding the Annual General Meeting, at a time and place designated by the Board. Notice of such meetings shall be given to the membership at least ten (10) days prior to the meeting.

### **11.03 - Special General Meetings:**

Special general meetings shall be held when called by the President, or requested in writing by any three (3) members of the Board or ten (10) members of the Chamber. At least forty-eight (48) hours notice for a Special Meeting shall be given to the members stating the purpose of the meeting, along with enough information to allow the members to reach a reasonable decision.

### **11.04 - General Meeting Quorum:**

At any General meeting, and unless specifically provided, a majority of the members present shall be a quorum competent to do and perform all acts that are or shall be directed to be done at any such meeting.

### **11.05 - Board Meetings:**

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Board Meetings shall be convened either by the Secretary at least once a month, at the insistence of the President or at the request of two (2) Board members. Notice of such meetings shall be conveyed in person, by mail or electronically to all members of the Board, at least seven (7) days in advance. Accidental omission to give notice to all Directors, or the non-receipt by any Director, shall not invalidate the proceedings of any meeting.

**11.06 – Board Quorum:**

Five (5) or more members of the Board shall constitute a quorum and a majority of the quorum may do all things within the powers of the Board. Any meeting of the Board shall be open to all members of the Chamber, but they may not take part in the proceedings.

**11.07 - Executive Council Meetings:**

The Executive Council shall meet from time to time as may be necessary to carry on the business of the Chamber. At least twenty-four (24) hours notice to be given of such meetings.

**11.08 - Executive Council Quorum:**

Any three or more members of the Executive Council, lawfully met, shall be a quorum, and a majority of such a quorum may do all things within the powers of the Executive Council.

**11.09 -- Minute Books:**

Minutes of the proceedings of any meeting of the Executive Council, Board of Directors, or General meeting shall be entered into the books kept for that purpose. The books will be available to all members at reasonable hours, free of charge.

**11.10 - Signing of Minutes:**

The President or Chairman that presides at any meeting that they are adopted shall sign the entry of such minutes.

**11.11 - Binding Actions:**

The Board shall from time to time establish by motion, policies and resolutions which shall be binding on future Boards, unless modified or cancelled by a present or future Board motion.

**11.12 - Policy Manual:**

The Secretary shall maintain a historical record of such policies and resolutions, with such record to be identified as the Policy Manual.

**ARTICLE 12- FINANCES**

**12.01 - Fiscal Year:**

The fiscal year for the West Grey Chamber of Commerce shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

**12.02 - Annual Budget:**

The President along with the Treasurer shall formulate a Budget for approval at a Board of Directors meeting prior to the start of the next fiscal year. This budget, once approved, will cover the forthcoming fiscal year.

**12.03 — Revenue:**

Annual dues, special assessments, grants, voluntary contributions, special events and fees for service shall raise funds for the operation of the Chamber.

**12.04 - Financial Management Procedures:**

The Board shall prescribe the form and procedure for receiving and disposing of all funds by the Chamber.

**12.05 - Financial Affairs Administration Responsibility:**

The Executive Council shall be specifically charged with administering the financial affairs of the Chamber, and shall have the responsibility, with power to act, on all routine matters affecting the general administration and finance of the Chamber. Any financial matter that is not routine or is of a large sum of money, or commitment by the Chamber, shall be submitted to a General Meeting with sufficient notice to the membership.

**12.06 - Signing Authority:**

Signing authority for the Chamber, in respect to monies and securities, shall be vested in the President and Treasurer. Two signatures are required for all cheques. A third director, usually a member of the Executive Council, may be appointed to sign cheques, only in the absence of either the President or the Treasurer.

**12.07 - Treasurer's Role:**

The Treasurer shall deposit all funds in a recognized financial institution in the District; make investments as directed by the Board; pay all approved accounts; and shall keep a complete record of all income and expenses. The Treasurer will maintain books of account and will report to the Board on a monthly basis. The Treasurer shall make investment of funds of the Chamber as the Board directs.

**12.08 — Accountant:**



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The Board shall appoint the accountant of the Chamber, and cause the Treasurer to provide the necessary financial information to the accountant for preparation of the annual financial statement. This statement will be reviewed by the Board, and when approved shall be submitted to the membership at the Annual General Meeting.

**ARTICLE 13 – THE SEAL**

**13.01 - Seal:**

The Chamber shall have a seal that the Board has approved by a majority vote. The seal may not be affixed to any instrument except in the presence of such persons that are authorized for the purpose. Any one of the President, the Vice President, Secretary or Treasurer may affix the seal to routine papers, such as export documents etc.

**13.02 - Keeper:**

The Secretary will be the keeper of the Seal of the Chamber.

**13.03 – Use of Seal:**

The seal shall only be affixed to official documents, agreements, securities, encumbrances, or other documents binding upon the Chamber in the presence of the President, Vice President, Secretary or Treasurer or any other person designated by the Board.

**ARTICLE 14- PROCEDURES**

**14.01 – Guidance:**

Unless otherwise established by the Board, procedures followed at all meetings of the Chamber shall be in accordance with Rules of Order by Roberts.

**14.02 – Motions:**

No debate at any General Meeting of the Board shall be permitted except on a motion duly made and seconded, nor shall any member speak twice to the same motion except by permission of the Chair or by way of explanation. Nor shall any member speak longer than 10 minutes on any one question without leave of the Chairman of the meeting.

**14.03 - Voting:**

Only Members in good standing may vote at any meeting of the Chamber.

**14.04 - Policy Manual:**

Any and all procedures adopted by the Board shall be documented and contained in the Policy manual, as referenced in Section 11.12 of these By-Laws.

**ARTICLE 15 - CONSTITUTION AND BYLAWS AMENDMENTS**

**15.01 - Amendment Procedure:**

This Constitution and By-Laws may be made, amended, or replaced in accordance with the following;

**15.01.01 -- Venue**

A majority vote of Members in good standing in attendance at any General Meeting, or at any Special General Meeting called for that purpose, may make By-Laws or amend existing ones, in accordance with these By-Laws.

**15.01.02 - Minister of Industry**

Such proposed By-Law or amendment must be submitted to the Minister of Industry (Industry Canada). A variation or amendment of any by-law or regulation shall not be in force or acted on without the approval of the Minister of Industry (Industry Canada).

**15.02 - Binding:**

The Constitution and By-Laws shall be binding on all members of the Chamber, its Executive Council, its Board of Directors and all other persons lawfully under its control.

**15.03 - Repeal:**

With the adoption of these By-Laws all former By-Laws are hereby repealed.