

January 19, 2010

***MEDICINE HAT & DISTRICT
CHAMBER OF COMMERCE***

BY-LAWS

ARTICLE I

NAME AND OBJECTS

1. The name of the organization shall be “Medicine Hat & District Chamber of Commerce”.
2. The object of the Chamber shall be to promote and improve trade, commerce and the economic, civic and social welfare of the district served by the Chamber.
3. The Chamber shall be politically non-partisan and non-sectarian and shall not lend its support to the election of any candidate for public office.

ARTICLE II

INTERPRETATION

4. In these By-laws:
 - (a) “Chamber” means the Medicine Hat & District Chamber of Commerce;
 - (b) “Board” means the Board of Directors of the Chamber;
 - (c) “Director” means a member of the Board;
 - (d) “Officers” means the officers of the Chamber elected by the Board, the immediate Past Chair of the Chamber and the Executive Director of the Chamber. “Officer” means any one of the officers.
 - (e) “Member” means an individual and any incorporated or unincorporated organization including any association, corporation, partnership, society, trust or estate directly or indirectly engaged or interested in the objectives, direction and vision of the Chamber and which has been accepted as a member of the Chamber pursuant to these by-laws.

ARTICLE III

MEMBERSHIP

5. Any individual and any incorporated or unincorporated organization, including any association, corporation, partnership, society, trust or estate, directly or indirectly engaged or interested in the direction and vision of the Chamber and who also desires to preserve and promote the objectives of the Chamber shall be eligible for membership in the Chamber.
6. Any member who is not an individual shall designate an individual as that member's authorized representative to exercise the rights and privileges of the member in the Chamber. Such designation may be changed by the member from time to time.
7. Upon submission of an application for membership, in a form prescribed by the Board, and upon payment of the annual membership fees, an applicant shall be extended the privileges or membership pending confirmation of membership by the Board. The Executive Director shall provide the Board with a summary of all the applicants received since the period covered in the previous summary to the Board. The summary of membership applicants is to be brought forth for approval at a regular monthly Board meeting. The Board, at its discretion, may refuse approval of any application. Any applicant whose application is not approved shall be so advised and the amount of the annual membership fees paid by the applicant shall be refunded. Upon approval of an application and confirmation of membership by the Board, the applicant shall become a member of the Chamber and shall be entered in the register of members. If the Board fails to review an application for membership as required by this paragraph within 90 days of the date of application, then such application will be deemed to have been approved by the Board and the membership confirmed.
8. Upon admission, each member shall be entitled to a certificate of membership in the form prescribed by the Board.
9. The Chamber shall maintain a register of members in the form prescribed by the Board. The register of members shall be conclusive evidence as to membership in the Chamber.
10. Memberships are to be renewed annually by September 1st of each year. Memberships will be considered pending until the day on which payment is received or renewals are considered to be completed provided that same is received or completed no later than October 31st of each year.
11. If membership is not renewed by October 31st of each year, that membership will be considered inactive. If said former member wishes to renew, then that former member will be required to undergo reapplication and approval for membership in accordance with these by-laws.

12. The Board may award honorary membership in the Chamber to any individuals who, in the opinion of the Board, have distinguished themselves by some meritorious or public service. Such honorary membership will be effective so long as the Board may determine and shall carry the same rights and responsibilities as active membership. Except that an honorary member shall be ineligible to hold office and shall be exempt from the payment of annual membership fees.
13. Any member may resign from membership at any time upon written notice to the Chamber and upon payment of any amounts then owing by the member to the Chamber.
14. Any member failing to pay the annual membership fees within the time or times prescribed by the board may, at the discretion of the Board and without notice, be removed from membership in the Chamber.
15. Any member may be removed from membership in the Chamber for conduct prejudicial to the aims or reputation of the Chamber following a two-thirds majority vote of the executive committee for same which motion for removal is then passed by a majority ballot vote of the Board at a regularly scheduled meeting of the Board. The member shall be given 15 business days written notice to attend a meeting to hear the matter of complaint and make answer. Once the ballots are complete, the ballots will be counted by two executive Board members. The decision will be recorded in the minutes and the ballots destroyed. The decision of the Board will be final and binding.
16. A member, upon resignation or removal from membership, shall cease to be a member of the Chamber and the name of such member shall be removed from the register of members.

ARTICLE IV

FEES AND ASSESSMENTS

17. The annual membership fees payable by members of the Chamber and all conditions relating to the time and manner of payment shall be set by the Board. The fees will be assessed and set on an annual basis at the discretion of the Board.
18. Membership dues are to be paid as follows, or as may be accepted at the discretion of the Board:
 - a. Payment in full as per the time lines outlined in these by-laws by cheque, cash or credit card or
 - b. By post-dated cheque or pre-authorized credit card payable quarterly or monthly.

19. Special assessments may be levied against all members of the Chamber, provided that any such special assessment is recommended by the Board and approved by resolution of the members.

ARTICLE V

DIRECTORS AND THE BOARD

20. The Board shall consist of:
 - (a) The immediate Past Chair of the Chamber who shall serve as an ex-officio Director of the Chamber for a period of one year following his or her term as Chair;
 - (b) Twelve elected Directors, six of whom shall be elected each year by the members of the Chamber for a term of two years;
 - (c) Up to four appointed Directors, who may be appointed by the Board from time to time, upon the recommendation of the Executive Committee, with a view to serving a particular area of expertise or representation and who shall have all the rights and obligations of elected Directors. Appointments shall be for a term commencing on the effective date of the appointment and ending on the next full term following the effective date of such appointment. The Board shall not be obligated to make any or all of the appointments that are permitted by this subparagraph.
21. Any individual member of the Chamber or any authorized representative of a member who is not an individual shall be eligible for election or appointment as a Director. No employee of the Chamber shall be eligible to serve as a Director during his or her period of employment.
22. Directors shall be eligible for re-election or re-appointment until they have served a total of six consecutive years as a Director, in which case they shall not be eligible for election or appointment as a Director until a period of at least two years has lapsed. The Board may extend the six year period by a period of up to two years in the case of a Vice Chair who has been designated by the Chamber, and in some manner as the intended next Chair of the Chamber, and in the case of a Director who has been authorized to serve a second consecutive term as Chair in accordance with these by-laws.
23. Any vacancy occurring among the elected or appointed Directors may be filled by the Board to take effect immediately and to continue until the next full term following. For each vacancy occurring among the elected Directors, the number of Directors to be elected at the next regular election of Directors shall be increased by one. A

vacancy occurring on the Board in the office of the immediate Past Chair of the Chamber shall not be filled.

24. A Director shall be considered to have vacated his or her office as a Director of the Chamber if that Director:
- (a) Resigns;
 - (b) Dies;
 - (c) Becomes insolvent or bankrupt;
 - (d) Is convicted of a criminal offense resulting in imprisonment;
 - (e) Is a “Dependent Adult” within the meaning of the *Adult Guardian and Trusteeship Act*, or has a Personal Directive or Enduring Power of Attorney become effective due to mental incapacitation;
 - (f) Ceases to be a member in good standing of the Chamber or the organization for which the Director is the authorized representative ceases to be a member in good standing of the Chamber;
 - (g) Has been absent from two consecutive regularly scheduled Board meetings without reason satisfactory to the Board and is removed from the Board by a majority ballot vote of the Board, taken at a meeting of which fifteen business days written notice has been given to the Director. The Director shall be entitled to attend the meeting and make answer.
 - (h) Is removed from the Board for any reason considered to be in the best interest of the Chamber by a majority vote of the board taken at a meeting of which fifteen business days written notice has been given to the Director. The Director shall be entitled to attend the meeting to hear the matter of the complaint and make answer.

If quorum is not present at any meeting of the Board, the only business that can be conducted at that meeting is the setting of a new date no sooner than 5 days from the date thereof for an adjourned meeting. If a quorum is not present at the adjourned meeting than the business for which notice was given for the meeting may proceed without quorum. Any votes to be taken pursuant to this paragraph 24 are to be taken by ballot. Following the completion of the vote, the ballots will be counted by two executive Board members. The decision will then be recorded in the minutes and the ballots are to be destroyed. The decision of the Board shall be final and binding.

25. It shall be the duty of each Director to attend meetings of the Board to consider, discuss and make policy for the Chamber as well as assist in the administration of Chamber business and serve on and contribute to any committees as the need arises.

26. It shall be the duty of each Director who has any material interest in any matter under consideration by the Board to fully disclose his or her interest therein and to refrain from voting on the matter.
27. The Board shall manage the business and affairs of the Chamber and shall have full power and authority to do all things necessary to accomplish the object of the Chamber that the Chamber is by law authorized to do and that is not required to be done by members at general or special meetings. This authority shall include the right of the Board to delegate any of its powers to the Executive Committee or anyone deemed or directed and to revoke any such delegation. Without restricting the general powers described herein, the Board shall have the following specifically enumerated powers:
 - (a) To purchase or otherwise acquire for the Chamber any movable or immovable property, rights or privileges to further the object of the Chamber, at such price and generally on such terms and conditions as they think fit;
 - (b) To borrow money on the credit of the Chamber;
 - (c) To issue, reissue, sell or pledge debt obligations or create and give security interests in all or any property owned or subsequently acquired by the Chamber;
 - (d) To enter into any contract of employment or other contract of services with any person in the interests and on behalf of the Chamber;
 - (e) To develop, institute and amend policies, procedures and standards for the conduct of the affairs of the Chamber and the Board, provided that such policies, procedures and standards or amendments thereof shall be inconsistent with any law or any by-law of the Chamber;
 - (f) To invest and deal with any of the money or other assets of the Chamber, not immediately required for the purpose of the Chamber, upon such security and in such manner deemed appropriate and, from time to time, to vary or realize upon such investments;
 - (g) To constitute any committee, task forces or study groups and to designate members of the Board, or others, to examine, consider and report upon any matter or take such action as the Board may direct;
 - (h) To deliver representations in any form to any level of Government in Canada and elsewhere as may be determined to be in the best interests of the Chamber or its members generally; and

- (i) To enter into affiliations with the Canadian Chamber of Commerce, the Alberta Chamber of Commerce and other organizations of any nature whatsoever, on such terms as the Board determines.
28. The Board shall meet regularly at least ten times per year at such times and places as the Board determines.
29. Meetings of the Board may be called at anytime, on at least 24 hours notice to the Directors, by the Chair, or acting Chair as directed or instructed by the Chair of the Board.
30. Notice of meetings of the Board shall specify the time and place of the meeting. No notice need be given for regular Board meetings that are held at times set by the Board.
31. A majority of Directors of fifty percent plus one shall constitute a quorum for the transaction of business at meetings of the Board.
32. The Board may, subject to the provisions of these By-laws, adopt rules and regulations for conducting its meetings in accordance with Robert's Rules of Order.
33. At all meetings of the Board, the Chair, or in his or her absence or inability, one of the Vice Chairs, in order of seniority, or in their absence or inability, any Director then present and with whose consent is chosen for the occasion, shall preside.
34. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question and each Director shall have one vote on each question. The presiding officer shall vote only in the case of a tie.
35. A resolution in writing dealing with one or more matters to be dealt with at a Board meeting, and signed by all Directors entitled to vote at that meeting, is as valid as if it had been passed to a meeting of the Board. A copy of every resolution referred to in this paragraph shall be kept with the minutes of the proceedings of the Board.
36. A Director may participate in a meeting of the Board by means of telephone or other communication facilities as long as effective communication can be made by all Directors so participating. A Director participating in a meeting by these means is deemed to be present at that meeting.
37. Meetings of the Board shall be open to all members of the Chamber who may attend but may not take part in any of the proceeding except with the consent of the Board.

ARTICLE VI

OFFICERS

38. Within 30 days after completion of the annual election of the directors, the existing Board shall meet and elect officers from among Directors who will serve during the year commencing the first day of September next following.
39. The Board shall elect a Chair, one or more Vice Chairs, a treasurer, and such other officers as the Board determines, all for a term of one year commencing the first day of September next following. All officers, except the Chair, shall be eligible for re-election as officers. The Chair shall not be eligible for re-election unless the Board determines that a suitable candidate for Chair is not available, in which case the Board may, by a two-thirds majority vote, re-elect the Chair for a second one year term. The Vice Chair or Vice Chairs may be designated according to seniority or as in some manner that indicates that a Vice Chair is the intended next Chair of the Chamber.
40. The immediate Past Chair of the Chamber shall serve as an ex-officio officer of the Chamber for a period of one year following his or her term as Chair. The immediate Past Chair shall not be eligible for election to any other office.
41. The Chair, the Vice Chair(s) and the Treasurer shall, before taking office, take and subscribe before the mayor of the city of Medicine Hat or any Justice of the Peace an oath in the following form:

“I swear that I will faithfully and truly perform my duty as of the Medicine Hat & District Chamber of Commerce and that I will, in all matters connected with the discharge of that duty, do all things, and only such things, as I truly and conscientiously believe to be adopted to promote the objects for which the Chamber was constituted, according to the true intent and meaning of the same. So help me God.”
42. All officers shall carry out their respective responsibilities as specified in these by-laws and all other duties as may be assigned from time to time by the Board.
43. The Chair shall serve as the chief executive officer of the Chamber and shall preside at all meetings of the Chamber and the Board, if present. The Chair shall present a general report of the activities of the Chamber at each annual general meeting of members.
44. The Vice Chair or Vice Chair(s), in order of seniority, shall generally assist the Chair and shall exercise the powers and responsibilities of the Chair in the case of his or her absence or disability and shall have such other duties as may be assigned, from time to time, by the Chair or by the Board.

45. The treasurer shall review and report upon Chamber revenues and expenditures, direct the financial statement and reporting processes, participate in the preparation of the annual budget in consultation with other Chamber officials, supervise the investment and management of Chamber funds and prepare and present the annual financial report.
46. The immediate Past Chair shall serve in a consultative capacity and any other capacity as may be required by the Board.
47. The Board shall employ an Executive Director who, under the supervision of the Board, shall be chief operating officer of the Chamber. The Executive Director shall have general control and management of the Chamber's business and affairs and shall, subject to approval of the board, appoint and have general supervision over and the power to dismiss all employees of the Chamber. It shall be the responsibility of the Executive Director to conduct the official correspondence, preserve all books, documents and communications, keep books of account and maintain accurate minutes of the proceedings of all meetings of the members, the Board and all committees. The Executive Director shall have charge of the secretarial services of the Board and the Chamber and may be appointed secretary of the Chamber of the Board. The Executive Director shall attend all meetings of the Board and the Executive Committee, but shall not vote. The Executive Director shall have such other duties as may be assigned, from time to time, by the Board.
48. The Board may require such Officers, employees and agents of the Chamber as the Board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form, amount and wish such surety as the Board may from time to time determine. The premiums for such bonds shall be paid by the Chamber.
49. Officers of the Chamber shall hold office at the pleasure of the Board and may be removed from office at any time by the Board. In the case of a vacancy in any office, the Board may elect or appoint a replacement to serve the unexpired term of the vacated officer.

ARTICLE VII

COMMITTEES

50. The Board may establish such standing or special committee as it, from time to time, determines and may dissolve, suspend or re-establish any committee. The Board shall define the powers and duties of all committees and may appoint the Chairman. Each committee shall establish its own rules of procedures.
51. The Officers shall constitute the Executive Committee of the Chamber, which shall discharge such duties as are assigned to it by the Board and which shall establish its

own rules of procedure. The Chair shall preside at all meetings of the Executive Committee.

52. The Chair shall be an ex-officio voting member of all committees. The Executive Director shall be an ex-officio non-voting member of all committees.

ARTICLE VIII

ELECTION OF DIRECTORS

53. In each year, the Executive Committee shall appoint a nominating committee consisting of at least three members of the Chamber, at least one of whom shall be a Past Chair of the Chamber. The past Chair will chair the nominating committee and the committee will determine its own rules of procedure.
54. As soon as practical after March 1st in each year, or such other date as the Board may prescribe, the Chamber shall give notice to its members of the opportunity to make nominations for the Directors to be elected, as well as the procedures to be followed in making a nomination and the time and a date by which nominations must be received by the Chamber.
55. The nominating committee shall prepare a list of eligible nominees having due regard for balance and special requirements of the Board and Chamber. Such list shall incorporate any nominations made by members. The number of candidates of this list shall be equal to the number of elected positions to be filled plus at least one. The nominating committee's list of nominees shall be accompanied by the written consent of each nominee to serve as Director if elected.
56. The Executive Director shall, not later than the 10th day of May in each year, or such other date as the Board may prescribe, send to each member in good standing a mail ballot containing the names of all nominees, as prepared by the nominating committee, as well as instructions relating to the completion and return of the ballot and a statement that the completed ballot must be received by the Chamber within three weeks of the date of such ballot to the member, or within such other period or by such date as the Board may prescribe.
57. The nominating committee shall cause the ballots to be counted. The nominee with the highest number of total votes shall be elected and each candidate with the next highest number of votes shall be elected in turn until all the positions required to be filled at the election have been filled. In event of a tie for the last position to be filled, the selection shall be made by lot, under the direction of the Chair of the nominating committee. Upon receipt of the ballots, all ballots shall remain sealed and are to be forwarded to the Chair of the nominating committee.

58. The Chair of the nomination committee or his designate shall declare which candidates are successful, the length of the term they are to serve individually and that all positions have been filled.
59. If any of the dates mentioned in this Article shall fall on a Sunday or holiday, such dates shall be extended to the next succeeding business day.
60. The Board may devise a set of rules and procedures, not inconsistent with the provisions of this Article, to govern the nomination and election of Directors.
61. Elections shall be held annually and the elected Directors shall hold office for a period of two years commencing the first day of September next following their election, except in the case of Directors elected to fill the remainder of the unexpired term of a Director who has vacated his office.
62. In the event a director resigns their position, the Chamber Board obtains the right to appoint a new director at their discretion to either fill the remaining term, or to appoint the new director to a term no greater than two years.
63. If in any year a Director on the Board is deemed to be Chair Elect as First Vice Chair, and that director's elected term is expiring the year he or she is to take the role of Chair, that appointment should be automatic and not required to be re-elected to another term by the membership in the annual elections for Directors, as set out in these By-Laws.
64. The Chamber shall reserve the right to hold 2 discretionary appointments for professionals, such as a lawyer, accountant or banker, who will sit on the board as a director. This appointment is to provide and maintain a professional structure in the Board and Chamber.

ARTICLE IX

MEETINGS OF THE MEMBERS

65. The annual general meeting of the members of the Chamber shall be held once in each calendar year at a place and time, within four months of the end of the Chamber's fiscal year, as determined by the Board.
66. Regular general meetings of the members of the Chamber may be held at such times and places as the Board determines.
67. Special meetings of the members of the Chamber shall be held at such times as the Chair or the Board may determine, or upon the written request of 25 members in good standing.

68. Notice of the meetings of the members shall be given to all members of the Chamber in good standing at least seven days before the meeting. Notice of special meetings of the members shall contain a statement of the purpose of the meeting.
69. A quorum for all meetings of the members shall be 25 members.
70. At all meetings of the members, the Chair, or in his or her absence or inability, one of the Vice Chairs, in order of seniority, or in their absence or inability, any member then present and with whose consent is chosen for the occasion, shall preside.
71. Each member in good standing shall be entitled to one vote on each question arising at any meeting of the members. Members who are not individuals shall exercise their voting rights only through their authorized representative.
72. At any meeting of the members, every question shall be determined by the majority of the votes cast by a show of hands on the question. The presiding officer shall vote only in the case of a tie.

ARTICLE X

GENERAL

73. All Directors, Officers, and Committee members of the Chamber shall serve without remuneration of any kind, except for repayment of reasonable expenses incurred on behalf of the Chamber. Nothing in this paragraph shall prevent the Chamber from paying compensation to any Officer or Committee member who is also an employee of the Chamber.
74. The books containing minutes of the proceedings of the meetings of the members and the Board shall be open to any member for inspection, free of charge during normal business hours of the Chamber.
75. The presiding Officer of any meeting, with the consent of the meeting at which a quorum is present, may adjourn the meeting to another time and place. Notice of an adjourned meeting shall not be required until the meeting is adjourned for more than 21 days, in which case notice of the adjourned meeting shall be given in the same manner as for an original meeting.
76. All actions and decisions made in good faith by persons acting as Directors, Officers and Committee members, alone or in conjunction with others, shall be valid and binding upon the Chamber, notwithstanding that it is afterwards determined that there was some defect in that person's appointment or that the person is later disqualified.
77. No public pronouncement in the name of the Chamber may be made by a Director unless authorized by the Chair or unless made by some person or persons to whom

- the Board has delegated this authority. Any derogatory comments or statements from a Director that do or could cause harm to the reputation of the Chamber without authorization from the Chair are grounds for removal from the Board and may be so removed pursuant to Article V.
78. The proceedings of all meetings of the members, the Board and its committees shall be conducted in accordance with the recent edition of Robert's Rules of Order, unless otherwise specified in these by-laws.

ARTICLE XI

NOTICE

79. Any notice required to be given by these by-laws may be given by the Chamber to any person entitled to receive the notice either personally, by telephone, by telefax, by email or by ordinary prepaid post addressed to the person at the address that last appears in the records of the Chamber or, if addressed to a member, in the register of members. Any notice required to be given by the Chamber to the members generally may be given by one of the above methods or by inserting such notice in one issue of a Chamber publication of general circulation to members or by publication in one issue of a newspaper having general circulation within the City of Medicine Hat. Notice given personally, by telephone, by telefax or by email shall be deemed to have been received three business days after posting. Notice given by publication in a newspaper shall be deemed to have been received on the day of publication.
80. The accidental failure to give notice to any person entitled to receive notice under these by-laws or any error in such notice not affecting the substance thereof shall not invalidate any action taken pursuant to that notice. The failure of any person to receive actual notice of any event, action or meeting to which that person is entitled to receive notice shall not invalidate any such event, action or meeting.
81. Any person entitled to notice of a meeting may in any manner waive notice of that meeting and may ratify and confirm any or all proceedings taken at such meeting. Attendance at a meeting is a waiver of notice of that meeting except when the person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

ARTICLE XII

LIABILITY AND INDEMNITY

82. Every Director and Officer in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Chamber.

83. No Director, Officer or Committee Member shall be liable for the acts, omissions or defaults of any other Director, Officer or Committee Member for any loss, damage or expense to the Chamber arising through the insufficiency or deficiency of title to any property acquired for or on behalf of the Chamber, or for the insufficiency or deficiency of any security in or upon which any of the funds of the Chamber may be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person of financial institution with whom of any funds, securities or effects of the Chamber may be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which may happen in the execution of, or in relation to, his or her duties as a Director, Officer or Committee Member, unless the loss occurs through his or her own willful act, default or dishonesty.
84. Every Director, Officer or Committee Member and his or her respective heirs, and legal representatives shall at all times be indemnified and saved harmless out of the assets of the Chamber against all costs and damages whatsoever which he or she incurs in any action or proceedings which is commenced against him or her or otherwise arising from any act or omission occasioned or permitted by him or her in the execution of Chamber duties, except where such costs or damages are the result of his or her own willful act, default or dishonesty or where such acts are performed outside of actual or ostensible authority of the Director. Nothing herein shall restrict the right of any person to claim indemnity apart from the provisions of this by-law.
85. The Chamber may purchase and maintain insurances for the benefit of any Director, Officer or Committee Member against such liabilities and in such amounts as the Board may determine.

ARTICLE XIII

EXECUTION OF DOCUMENTS AND SEAL

86. Unless otherwise prescribed by the Board, agreements, instruments and other documents may be signed on behalf of the Chamber by the Treasurer or officer designated by the Treasurer and any other signing officer.
87. The Chamber shall have a seal of such design as the Board may adopt from time to time. It shall remain in the custody of the Executive Director and may be affixed by any signing Officer of the Chamber to any document authorized to be executed by the Chamber.

ARTICLE XIV

FINANCIAL

88. The fiscal year of the Chamber shall commence on the first day of September in each year and end on the 31st day of August in the following year.
89. All disbursements of funds of the Chamber shall be made by cheque signed by the Treasurer or officer designated by the Treasurer and any other signing officer.
90. No member shall, except for repayment of expenses incurred on behalf of the Chamber, receive any income or distribution of the Chamber.
91. Unless a particular document is specifically excluded by resolution of the Board, the books of account of the Chamber may be inspected by any member of the Chamber upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of such books of account. No other persons shall have the right to inspect the books of account of the Chamber except as may be specifically authorized by the Board or these by-laws.

ARTICLE XV

AUDITORS

92. The auditors of the Chamber shall be appointed each year at the annual general meeting of the members. Failing such appointment, the auditors shall be appointed by the Board.
93. The auditors shall be selected for appointment through a tendering process, which shall be conducted by May of the preceding fiscal year and for a term no greater than three years.
94. The remuneration of the auditors shall be as approved by the Board.
95. (a) The Auditors shall conduct an audit of the Chamber books, records and accounts of the Chamber by a third party at least once a year as requested by the Board, to prepare financial statements for presentation at the annual general meeting of the members and at any other time required by the Board or

(b) Alternatively, the Chamber shall conduct a review of the Chamber books, records and accounts of the Chamber by a third party and upon a majority vote of the members at the annual general meeting, to prepare financial statements for presentation at the annual general meeting of the members and at any other time required by the Board.

ARTICLE XVI

BY-LAWS

96. By-laws may be enacted, amended or repealed by a majority vote at any meeting of the members called for that purpose, provided that a concise written summary of the proposed changes shall be given with the notice for the meeting at which they are to be considered.
97. All by-laws and amendments thereto enacted by the Chamber shall come into force upon acceptance thereof by the Minister of Consumer and Corporate Affairs (Canada) or upon such later date as is set for their coming into force.
98. All previous by-laws of the Chamber are repealed as of the coming into force of this by-law. Such repeal shall not effect the previous operation of any by-law so repealed or affect the validity of any act done under such by-law. All prior resolutions (or proceedings purporting to be resolutions) of the members, of the Board of Directors and of any Committee, and all acts of any person upon the authority of such prior resolutions and all prior elections or appointments of Directors, Officers and members of Committees is hereby ratified and confirmed.

BY-LAWS APPROVED by the Board the 02-day of, December 1999.

BY-LAWS ENACTED by majority vote of the Members taken at a General Meeting of the Members of the Chamber called for that purpose and held on the 02-day of, December 1999.

BY-LAWS ACCEPTED by the Minister of Consumer and Corporate Affairs (Canada) the 22-day of, March 2000.

BY-LAWS AMENDED by the President/CEO on the 30 day of July, 2007 to depict the name changes of Manager to President/CEO, President to Chair and Vice President(s) to Vice Chair(s).

BY-LAWS AMENDED by majority vote of the Members taken at a General Meeting of the Members of the Chamber called for that purpose on the 19th day of January 2010.

BY-LAW AMENDMENTS ACCEPTED by Corporations Canada on the 4th day of March 2010.