

By-laws and Constitution for the Dufferin Board of Trade

(pending official name change approval from Industry Canada)

Approved at the AGM on May 20, 2015

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ARTICLE 1: NAME AND OBJECT

Section 1 Name

The name of the organization shall be the Dufferin Board of Trade.

Section 2 Objectives

The objective of the Dufferin Board of Trade (DBOT) will be to build a credible identity for Dufferin County with local, regional, national and international businesses and entrepreneurs using a collaborative approach that draws upon the resources and assets of the County, local municipalities, business and economic development associations and citizen groups. It will enhance the capacity of Dufferin County and its municipalities to attract and encourage strategic local investment and create a prosperous, and diverse, regional economy. In addition DBOT will work closely with existing businesses to identify challenges and solutions that will ensure these existing businesses remain in the region and grow providing jobs and economic benefit to Dufferin.

Section 3 Mission Statement

- To promote Dufferin County as a region of choice in which to work, enjoy & live
- To help facilitate economic development opportunities for all of Dufferin County
- To support the growth and retention of all Dufferin County businesses.
- To recognize quality-of-life initiatives that contribute to the effectiveness of economic development efforts in Dufferin County
- To nurture positive and supporting working relationships with municipal partners, local economic development committees and other community partners
- To support the objectives of the new County of Dufferin Official Plan

Section 4 Meeting Location

Meetings of the Board of Directors, Annual General Meeting and all other DBOT controlled events and activities shall, wherever possible be held in a facility that is accessible to all citizens. The usual place of meeting shall be within the boundaries of Dufferin County.

Section 5

The Dufferin Board of Trade shall be inclusive, non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

ARTICLE II: INTERPRETATION

Section 6

Wherever the words "The Board of Trade" or initials "DBOT" occur in this By-Law, they shall be understood to mean "The Dufferin Board of Trade" as a body.

Section 7

In these by-laws and in any other by-laws of DBOT hereafter passed unless the context otherwise requires words importing the singular number or the masculine gender, they shall include the plural number or the feminine gender as the case may be and vice-versa, and references to persons shall include firms, organizations and corporations.

Section 8

Wherever the words "The Board" occur in this By-Law, they shall be understood to mean "The Board of Directors of the Dufferin Board of Trade".

Section 9

Wherever the word “County” occurs in this By-Law, it shall mean that area, within and for which this Board of Trade was established as defined in the area of the “County of Dufferin” in the Certificate of Registration under the Board of Trade Act.

Section 10

“Members” shall mean the persons or corporations who are Members of the Dufferin Board of Trade in good standing

ARTICLE III: MEMBERSHIP

Section 11

Any reputable person directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of Dufferin County and area shall be eligible for membership in DBOT.

Section 12

Associations, Corporations, Societies or Partnerships directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the County of Dufferin may become members of DBOT. Voting powers of such membership shall in each case be assigned to individuals through a letter from the organization they represent appointing them as the individual member representing the specified group.

Section 13

At any board meeting of DBOT any member in good standing may propose any eligible person or business as described in sections 10 and 11, as a candidate for becoming a member of DBOT, providing such a candidate shall if admitted, adhere to the By-Laws of DBOT.

Section 14

If such proposal is carried by a majority of 2/3 vote of the members of The Board then present, such person or organization shall therefore be a member of DBOT and shall have all the rights and be subject to all obligations of said membership.

Section 15

Membership shall continue from time of Board approval until a member has resigned in accordance with the provision of this By-Law or has been removed from the roll of members by action of The Board.

Section 16

Any member of DBOT who intends to retire from or to resign or terminate his/her membership may do so at any time, upon giving 10 days written notice of such intention to the Board and upon discharging any lawful liability, which is standing upon the books of DBOT against him/her at the time of such notice.

Section 17

Any business or person desiring to become a member of DBOT must submit their annual membership fee along with the membership application to DBOT office or pay their fees through the group insurance plan. Said member will be removed from the membership roll if they fail to pay the annual membership fee within sixty days of receiving their annual fees invoice.

Section 18 Honorary Members

Any individual who has distinguished themselves by some meritorious or public service may be elected as an Honorary Member by a majority of 2/3 vote of the Board of Directors. Such recognition shall be for a term of life. Honorary membership shall include all the privileges of active membership except that of holding an executive position on the board, and will have exemption from payment of annual dues.

All Past-Chairs of the Dufferin Board of Trade, The Greater Dufferin Area Chamber of Commerce, Orangeville and District Chamber of Commerce, and the Orangeville Board of Trade shall be recognized (the individual not the Business) as Life Members of the Dufferin Board of Trade with all rights and privileges of full membership excluding that of holding office, and that annual membership fees for said individuals will be waived upon receipt of a membership renewal application.

Section 19

Any member of DBOT may be expelled by a majority of 2/3 vote of The Board as a result of actions deemed to be unfitting of the objectives of DBOT.

ARTICLE IV: DUES AND ASSESSMENTS

Section 20

The annual fees payable by members of DBOT shall be determined annually by the Board of Directors, subject to the approval of the majority of fifty percent plus one of the voting members present at the annual general meeting. Membership renewal for new members will be on the anniversary date of their membership being accepted. Fees are outlined in Appendix A.

Section 21

Other assessments may be levied against all members, provided they are recommended by The Board and subject to the approval of a majority of fifty percent plus 1 of the voting members present at an annual general meeting of DBOT. The notice calling such general meeting shall state the nature of the proposed assessment.

ARTICLE V: OFFICERS AND BOARD

Section 22 (a) Board of Directors

The Board of Directors shall consist of:

Elected Directors (8) shown as Industry Representatives in the graphic below elected from amongst DBOT membership or at the discretion of the DBOT Board; Standing Committee Chairs (2) – Dufferin Women in Business and Dufferin Young Professionals Committees, Municipal Representatives (5) consisting of 4 representatives from amongst the eight municipalities of the County of Dufferin and 1 representative appointed by the County of Dufferin.



Approved Dufferin Board of Trade Board Structure

Municipal Representatives 1 vote each	Industry Representatives 1 vote each	Standing Committees	Executive Committee
<ul style="list-style-type: none"> • Up to 4 reps from across the 8 municipalities • County Rep • Up to 5 votes 	<ul style="list-style-type: none"> • Agri-food • Manufacturers • Small Business • Tourism • Creative Professionals • Construction industry • 2 industry at large • Up to 8 votes 	<ul style="list-style-type: none"> • DWIB • Young Professionals • 2 votes 	<ul style="list-style-type: none"> • Chair • Vice-Chair • Treasurer/Secretary • Elected from Industry representation

TOTAL = UP TO 15 VOTES QUORUM = 8 VOTES

Section 22 (b) Executive Committee

The executive committee consisting of the Chair, Vice-Chair and Secretary-Treasurer will be elected from current elected directors. No member of the board shall hold the same Executive Office for more than two successive terms with the exception of the Secretary-Treasurer who may remain in office for a maximum of three terms.

Section 22 (c) Term of Office Elected Directors

Elected directors will normally serve for a two year term with the option to be re-elected for another two year term for a maximum of 3 times or six years . The terms of office for Directors will be staggered so that 25% of the seats shall become vacant each year.

Section 22 (d) Term of Office Standing Committee Chairs

Standing Committee Chairs are elected by the sub-committee they represent. These sub-committees will set their own term limits for these chairs. The current chair of each of the standing committees will sit at the DBOT.

Section 22 (e) Term of Office Municipal Representatives

Municipal representatives shall serve for the term of council (generally four (4) years) unless otherwise directed by their respective council.

Section 23 Duties and Powers of the Board

The Board shall have the general power of governance of the DBOT and shall, without limitation:

- i. fulfill the statutory obligations including those imposed on it by the Act;
- ii. The Board shall, in addition to the power hereby expressly conferred on it, have such powers as are assigned to it by By-Laws of DBOT, provided however; that such powers are not inconsistent with the provisions of Board of Trade Act;

- iii. further the objects of DBOT;
- iv. exercise oversight of management and operations of DBOT and its resources and property of DBOT through the Chair;
- v. provide advice and counsel to the Chair regarding such matters as public positions that ought to be taken by DBOT, DBOT operations, strategy, and future directions;
- vi. promote DBOT;
- vii. make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of Ontario or any other province, or the government of any locality or municipality therein, the government of any foreign nation or other political subdivision thereof, and any court, regulatory agency, department, division, commission, board, bureau, agency, or instrumentality of or acting under the authority of any one of them, as directed by the Members;

Section 24 Nomination Announcement

When DBOT Board positions are available due to resignations or end of term(s) for elected board members (see Section 22), a public announcement shall be made to recruit suitable new DBOT board members via the DBOT electronic newsletter and through the local media or through personal contact with interested individuals. All nominations will be forwarded to current Chair of DBOT via the DBOT office prior to the Annual General Meeting.

Should a Board or Executive position become vacant, the Board shall appoint a member for the balance of the term, for that position only, and the appointee will then become eligible for nomination for a new term as defined above.

Section 25 Attendance at Board Meetings

Board members are expected to attend Board Meetings on a regular basis. Board members, who are absent for four Board meetings in a calendar year or three consecutive meetings, without prior approval of the Board, shall be construed as having resigned and will be removed from the Board.

Any member of the Board other than Municipal Representatives appointed by their respective Councils may be expelled by a majority of 1 more vote than 50% vote of the Board as a result of actions deemed to be unfitting of the objectives of the Board. Expulsion of a Municipal Representative would require DBOT to submit a request to the respective Municipality.

Section 26

During any Federal, Provincial or Municipal election period, members of the Dufferin Board of Trade Board of Directors shall not actively promote a candidate while in a DBOT setting or event, including but not limited to: buttons, pins, brochures, or signage. The Board Member shall also not be actively part of a team publicly showing support for a candidate or candidates without first publicly announcing that (s)he is requesting a leave of absence from the Board of Directors until such time as the election process has been completed.

Section 27

The Board or the Chair if requested by the Board may appoint committees or designate members of The Board of DBOT or others, to examine, consider and report upon any matter.

Section 28

“In accordance with the Board of Trade Act (R.S.C. 1985, c. B-6), the Chair, Chair-Elect, and the Vice Chair shall take the oath of office before the Chief Magistrate or a Justice of the Peace before taking office.”

"I (name) elected to the Board of Directors, swear that I will faithfully and truly perform my duty as (title of officer) of the Dufferin Board of Trade, and that I will, in all matters connected with the discharge of such duty, do all things, truly and impartially to the best of my knowledge and ability in the best interest of the Dufferin Board of Trade and that I will promote the objectives for which the said Board of Trade was constituted, according to the true intent and meaning of the same. Sworn before me in the County of Dufferin on this (date) day of (month), (year)

Section 29

No public announcement in the name of DBOT may be made unless authorized by The Board. The Chair or his/her designate shall be the official spokesperson for DBOT.

Section 30 Signing Authority

The Chair shall, with the Secretary-Treasurer, sign all papers and documents requiring signature on behalf of DBOT unless The Board designates someone else.

The Secretary-treasurer shall in conjunction with another noted signing officer have charge of all funds of DBOT and shall deposit or cause to be deposited, the same in a financial institution selected by The Board. Out of such funds he/she shall pay amounts approved by The Board and shall keep a regular account of the income and expenditures of DBOT and submit a financial statement thereof for presentation to the Annual General Meeting and at any other time required by The Board. He/she shall make such investment of the funds of DBOT as the Board may direct. He/she shall with one other noted signing authority (Chair or authorized staff member) sign all notes, drafts and cheques. In the absence of the Secretary-Treasurer, any combination of two such officers including at least one authorized Executive Board member, shall sign all notes, drafts and cheques.

Section 31

An administrative officer of DBOT shall be responsible to The Board for the general control and management of business affairs. He/she shall be responsible for keeping the books of DBOT, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly pertain to his/her office. He/she shall be authorized to sign agreements for hall rentals, sound systems, audio-visual equipment and related resources required to conduct DBOT events and activities to a maximum of \$5,000.00 per activity.

ARTICLE VI: MEETINGS

Section 32 General Meetings

- The annual meeting of DBOT shall be held before the end of May on a date specified by the directors at a place and hour to be designated by the Board. At least four weeks' notice of the annual meeting shall be given.
- At any annual or general meeting, 50% + 1 of members in good standing present shall be a quorum and, unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are, or shall be, directed to be done at any such meeting.
- General meetings shall be held at such other times as the Chair of the Board, or Board of Directors may determine, or upon the written request of five (5) percent of the members in good standing. Due notice by mail, or other electronic text form, shall be sent to each member.
- It shall be the duty of the Chair to present a general report of activities of the year at the Annual Meeting.
- All questions of parliamentary procedure not dealt with in the bylaws shall be settled according to Robert's Rules of Order.

Section 33 Board of Directors' Meetings

- The Board of Directors shall meet a minimum of four (4) and a maximum of six (6) times per year.
- Any fifty percent plus 1 (50% +1,) or more of the elected/appointed members of The Board of Directors in attendance and lawfully met, shall be a Quorum and a majority of such quorum may do all things within the powers of The Board.
- The Chair of the Board shall preside at all meetings of the Board of Directors. In the absence of the Chair of the Board an alternate officer or director shall preside, or in their absence, an alternate as designated by the Chair of the Board.
- A special meeting of the Board of Directors may be called at any time by the Chair of the Board upon reasonable attempt to notify each director of such meeting, or by not less than three (3) directors provided that when called otherwise than by the Chair of the Board, each director shall be notified stating the purpose of the meeting, not less than twenty-four (24) hours preceding the meeting.
- All meetings of the Board of Directors, except In Camera meetings, shall be open to all members of the corporation who may attend those meetings but not take part in any of the proceedings.
- Directors and committee members may participate in Board and committee meetings via conference call or video conference if, or where, available, and participation in this manner shall constitute attendance for quorum purposes.
- Voting procedure at all meetings of the Board of Directors, except as otherwise prescribed, shall be that a simple majority of the directors present and voting shall prevail.
- In situations where decisions are required on a time sensitive motion, under direction of the Chair, voting may take place via electronic mail and this shall constitute a recorded vote.
- 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.
- A meeting of the Board may be held in camera where it is determined by the Board that it is in the best interests of DBOT that the matters under discussion be kept confidential. Matters that may appropriately be considered at an in camera meeting include discussions relating to personnel, membership, and any other matters which, as determined by the Board, are in DBOT's best interest to be kept confidential.
- Meetings of Committees of the Board of Directors, ad hoc committees, or other bodies to which the affairs of DBOT have been appropriately delegated are to be held in accordance with the principles and practices described in these Bylaws for the Board of Directors.
- All questions of parliamentary procedure not dealt with in the bylaws shall be settled according to Robert's Rules of Order.
- Notice of any Annual General Meeting or Special General Meeting of the membership, naming the time and place of assembly, shall be given by the Executive Director. A notice inserted in the electronic newsletter of DBOT, a notification in one or more of the newspapers published within The County of Dufferin and an email sent to the last known email address of each member shall constitute sufficient notice.

Section 34 Minutes

The Board shall appoint a staff member to take and enter minutes of the proceedings of all general and Board meetings into DBOT Minute Book. The person who presides at the meeting at which they are adopted shall sign the entry of such recorded minutes. All records of DBOT shall be opened at all reasonable hours to any member of DBOT.

Section 35 Indemnification

Each and every Director or Officer of DBOT or other person who has been authorized to undertake or is about to undertake any liability on behalf of DBOT and its heirs, executors and administrators and estates and effects,

respectively shall from time to time and at all times be indemnified and saved harmless, out of the funds of DBOT from and against:

- All costs charges and expenses whatsoever which such Director, Officer or other person sustains, or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office.
- All other costs, charges, expenses, which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default. DBOT shall maintain sufficient liability insurance for this purpose.

ARTICLE VII: BY-LAWS

- The Board may pass or amend the Bylaws from time to time.
- Where it is intended to pass or amend Bylaws at a Board meeting, the CEO shall send, not less than 14 calendar days before the meeting, written notice of such intention to each director at the director's email address as shown on the records of the Board of Trade. Where the notice of intention is not sent as provided herein, any proposed amendments to the Bylaws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention is needed. Further, an amendment requires the amendment to be carried by a two-thirds majority of the Directors present and voting at the meeting at which the amendment to the Bylaw is to be considered.
- Except as hereinafter otherwise provided, a Bylaw or an amendment to the Bylaw passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion.
- A Bylaw or an amendment to a Bylaw passed by the Board shall be presented for confirmation at the next Annual General Meeting or special General Meeting called for that purpose. Due notice to every member of the meeting at which the amendments are to be considered must be mailed or forwarded by other electronic means, at least four weeks prior to the time of the meeting.
- A two-thirds (2/3) majority of the members in attendance and voting at the Annual General Meeting or special General Meeting may confirm the Bylaws as presented or reject or amend it, and, if rejected, it immediately ceases to have effect, and, if amended, it takes effect as amended from that time forward.
- Any rejection, amendment or refusal to approve the Bylaw or part of the Bylaw made in accordance with above, shall not invalidate any act done or right acquired under any such Bylaw prior to its rejection, amendment or refusal to approve and such rejection or amendment shall have no retroactive effect.

ARTICLE VIII: AFFILIATION

Section 36

DBOT, at the discretion of the Board, shall have the power to affiliate with the Canadian Chamber of Commerce, the Ontario Chamber of Commerce, and any other organization in which membership may be in the best interest of DBOT.

ARTICLE IX: FISCAL YEAR

Section 37

Unless otherwise ordered and approved by the Board of Directors, the fiscal year of the Dufferin Board of Trade shall terminate on the 31st day of December in each year.

ARTICLE X: ACCOUNTANTS

Section 38

A minimum of a Notice to Reader will be completed of the books and accounts of DBOT at least once a year by a properly qualified chartered accountant duly appointed at the annual meeting. The decision to pursue a review engagement or an audit will be made at the Annual General Meeting. The financial statement forming part of this audit shall be made available to all members at the annual meeting.

ARTICLE XI: PROCEDURE

Section 39 Borrowing By-Law

The Board of Directors may from time to time: Borrow money on the credit of DBOT, issue, sell or pledge securities of DBOT, or Charge, mortgage, hypothecate or pledge all or any of the real or personal property of DBOT including debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed or any debt or any obligation or liability of DBOT.

From time to time, the Directors may authorize any Director, Officer or Employee of DBOT or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions and to give such additional securities for any money borrowed or remaining due by DBOT as the Directors may authorize and generally to manage, transact and settle the borrowing of money by DBOT.

APPENDIX A: Membership Fees

New Members				
Number of Full-Time Employees	Annual Rate	One Time Admin Fee	HST 13%	Total
Non Profit	\$ 165.00	\$ 35.00	\$ 26.00	\$ 226.00
Self-Employed	\$ 175.00	\$ 35.00	\$ 27.30	\$ 237.30
2-5	\$ 210.00	\$ 35.00	\$ 31.85	\$ 276.85
6-20	\$ 235.00	\$ 35.00	\$ 35.10	\$ 305.10
21-50	\$ 345.00	\$ 35.00	\$ 49.40	\$ 429.40
51 +	\$ 540.00	\$ 35.00	\$ 74.75	\$ 649.75

Renewing Members			
Number of Full-Time Employees	Annual Rate	HST 13%	Total
Non Profit	\$ 165.00	\$ 21.45	\$ 186.45
Self-Employed	\$ 175.00	\$ 22.75	\$ 197.75

2-5	\$ 210.00	\$ 27.30	\$ 237.30
6-20	\$ 235.00	\$ 30.55	\$ 265.55
21-50	\$ 345.00	\$ 44.85	\$ 389.85
51 +	\$ 540.00	\$ 70.20	\$ 610.20