



BY-LAWS AND CONSTITUTION FOR THE
DUFFERIN BOARD OF TRADE

TABLE OF CONTENTS

Definitions and Interpretation	5
1. Definitions	5
2. Interpretation	6
Business of the Dufferin Board of Trade	6
3. Purpose and Objective	6
4. Mission Statement	7
5. Corporate seal	7
6. Location of the registered office	7
7. Parliamentary Authority	7
8. Books and records	7
9. Execution of documents	7
10. Financial year end	7
11. Appointment of auditor	8
12. Borrowing powers	8
13. Non-partisan/non-sectarian	8
Membership in the Dufferin Board of Trade	8
14. Membership conditions	8
15. Honorary Members	9
16. Admission of Members	9
17. When membership dues are payable	9
18. Termination and withdrawal of membership	9
19. Effect of termination and withdrawal of membership	10
20. Discipline of Members	10
Meetings of Members	10
21. Quarterly Meetings of the Members	10
22. Annual General Meeting of Members	10
23. Special Meetings of the Members	10
24. Notice of Meetings of Members	11
25. Place of Meeting of Members	11
26. Chair of Meeting of Members	11
27. Quorum at Meeting of Members	11
28. Voting at Meeting of Members	11
29. In case of an equality of votes	11

30. Participation by electronic means at Meeting of Members	12
31. Meeting of Members held entirely by electronic means	12
Board of Directors of the Dufferin Board of Trade	12
32. Duties and Powers of the Board of Directors.....	12
33. Number of Directors	13
34. Standing Committees	13
35. Qualifications of Directors	13
36. Term of office of Directors	13
37. Number of terms of Office of Directors.....	13
38. Failure to elect Directors	14
39. Oath of Office	14
40. Automatic termination of director's term in office	14
41. Removal of Directors by the Board	14
42. Vacancies of Directors.....	15
43. Calling of Board Meetings.....	15
44. Location of Board Meetings.....	15
45. Members at Board meetings.....	15
46. Participation in Board Meetings by electronic means.....	15
47. Board Meetings held entirely by electronic means.....	15
48. Notice of Board Meeting	15
49. First meeting of a new Board of Directors	16
50. Regular Board meetings	16
51. Quorum at Board meetings	16
52. Chair of Board meetings	16
53. Voting at Board meetings	16
54. Special Appointments and Committees	16
55. Public Statements.....	16
56. Political Engagement	17
57. Affiliations	17
Officers of the Board of Trade	17
58. Roles of Officers.....	17
59. Officer vacancies.....	18
60. Remuneration of Directors and Officers	18
61. Indemnification.....	19

General 19

62. Method of giving notice 19

63. Invalidity of any provisions of these by-laws..... 20

64. Omissions and errors..... 20

65. By-laws or by-law amendments 20

66. Dissolution of the Dufferin Board of Trade 20

67. Repeal of prior by-laws 21

DRAFT

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF

DUFFERIN BOARD OF TRADE (THE "BOARD OF TRADE")

BE IT ENACTED as a by-law of the Dufferin Board of Trade as follows:

DEFINITIONS AND INTERPRETATION

1. DEFINITIONS

In this By-Law and in all other By-Laws of the Dufferin Board of Trade (DBOT), unless the context otherwise requires:

"**Act**" means the *Boards of Trade Act (R.S.C., 1985, c. B-6)* and any statute that may be substituted, as amended from time to time;

"**By-Laws**" means this By-Law and any other by-law of the Dufferin Board of Trade as amended and which are, from time to time, in force and effect;

"**Certificate of Formation**" means the certificate of formation certified by the Minister evidencing the existence of the Dufferin Board of Trade;

"**Board of Directors**" or "**Board**" means the Council of the Board of Trade, as defined in the Act and as more particularly set-out in these By-Laws;

"**Director**" means a member of the Board and, for further certainty, includes the President, herein referred to the Chair of the Board, Vice-President, herein referred to the Vice-Chair of the Board, and Secretary-Treasurer elected in accordance with the Act;

"**Committee Member**" means a member of any committee or other advisory body of the Board;

"**District**" means the County of Dufferin for which the Dufferin Board of Trade was established as set out in the Dufferin Board of Trade's Certificate of Formation or as defined by the Governor in Council, and includes any change in district that may be approved by the Governor in Council from time to time;

"**Meeting of Members**" includes a Quarterly Meeting, Annual General Meeting, special general meeting or other general meeting of Members of the Dufferin Board of Trade;

"**Member**" means an individual or organization that has been accepted as a Member of the Dufferin Board of Trade in accordance with the Act and these By-Laws;

"**Minister**" means the federal Cabinet Minister who is responsible for the administration of the Act;

"Officer" or "Officers" means the President, herein referred to the Chair of the Board, Vice-President, herein referred to the Vice-Chair of the Board, Secretary-Treasurer and any one or more other persons, respectively, who have been appointed as officers of the Dufferin Board of Trade in accordance with the By-Laws;

"Chair of the Board" or "Chair of the Board of Trade" means the President elected in accordance with the Act;

"Vice-Chair of the Board" or "Vice-Chair" or "Vice-Chair of the Board of Trade" means the Vice-President elected in accordance with the Act;

"Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;

"Quarterly Meetings" means the four (4) quarterly Meetings of Members in a calendar year that are required by the Act, each a "Quarterly Meeting";

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

2. INTERPRETATION

In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

BUSINESS OF THE DUFFERIN BOARD OF TRADE

3. PURPOSE AND OBJECTIVE

The purpose and objective of the Dufferin Board of Trade 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, the Dufferin Board of Trade 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.

4. MISSION STATEMENT

To be the frontline resource for regional businesses and community partners to ensure a prosperous and innovative business environment in the Headwaters region through:

1. networking, promotion, and communication;
2. advocacy and industry liaison;
3. partnership facilitation;
4. business intelligence/analysis;
5. growing membership.

5. CORPORATE SEAL

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Dufferin Board of Trade. The Secretary-Treasurer of the Dufferin Board of Trade or designate, shall be the custodian of the corporate seal.

6. LOCATION OF THE REGISTERED OFFICE

The registered office of the Dufferin Board of Trade shall be in the District.

7. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Dufferin Board of Trade in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Dufferin Board of Trade may adopt.

8. BOOKS AND RECORDS

The Board shall see that all necessary books and records of the Dufferin Board of Trade required by the By-Laws or by any applicable statute or law are regularly and properly kept. The books and records shall be available at all reasonable hours to any Member of the Dufferin Board of Trade free of any charge.

9. EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Dufferin Board of Trade may be signed by the Chair of the Board and Secretary-Treasurer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Dufferin Board of Trade to be a true copy.

10. FINANCIAL YEAR END

The financial year end of the Dufferin Board of Trade shall be December 31 in each year.

11. APPOINTMENT OF AUDITOR

A minimum of a Notice to Reader will be completed of the books and accounts of the Dufferin Board of Trade at least once a year by a properly qualified chartered accountant duly appointed at the Annual General Meeting. An appointed accountant shall hold office until the next Annual General Meeting of Members provided that the Board may fill any casual vacancy in the office of accountant. The Members may, by way of Special Resolution, at the Annual General Meeting of Members, request a financial audit and appoint an auditor. The appointed auditor shall conduct an audit of the accounts and financial statements of the Dufferin Board of Trade for report to the Members at the Annual General Meeting of Members for the next year. An appointed auditor shall hold office until the next Annual General Meeting of Members provided that the Board may fill any casual vacancy in the office of auditor. Any remuneration of the auditor shall be fixed by the Board.

12. BORROWING POWERS

The Board of Directors may, without authorization of the Members,

1. borrow money on the credit of the Dufferin Board of Trade;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the Board of Trade;
3. give a guarantee on behalf of the Board of Trade; and
4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Board of Trade, owned or subsequently acquired, to secure any debt obligation of the Board of Trade.

13. NON-PARTISAN/NON-SECTARIAN

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

MEMBERSHIP IN THE DUFFERIN BOARD OF TRADE

14. MEMBERSHIP CONDITIONS

Membership in the Dufferin Board of Trade shall be available only to:

1. an individual who is a resident in the District and who is or has been a merchant, broker, trader, mechanic, manufacturer, manager of a bank or insurance agent, or carrying on business in the District;
2. a society, body corporate or organization who is carrying on business in the district; or
3. an individual, society, body corporate or organization who is not referred to above, but is recommended by the Board for membership in the Board of Trade at any Board meeting.

15. HONORARY MEMBERS

Any individual who has distinguished themselves by some meritorious or public service may be elected as an Honorary Member by Special Resolution at any Board meeting. Such recognition shall be for a term of life. Honorary membership shall include all the privileges of active membership except that of holding a 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.

16. ADMISSION OF MEMBERS

An individual or organization proposed for membership in the Dufferin Board of Trade pursuant to the section on membership conditions of this By-Law is only admitted to membership in the Dufferin Board of Trade if the proposed Member so consents and their membership is approved at a Board meeting by way of Special Resolution. An individual or organization so admitted to membership in the Dufferin Board of Trade is a Member with all the related rights and obligations immediately as of the receipt of such approval.

17. WHEN MEMBERSHIP DUES ARE PAYABLE

Members shall be notified in writing of the subscription amounts or membership dues at any time payable by them and, if any are not paid within sixty (60) days of their due date the Members in default shall automatically cease to be Members of the Dufferin Board of Trade. The annual fees payable by Members shall be determined annually by the Board, subject to an Ordinary Resolution at the Annual General Meeting. Membership renewal for new members will be on the anniversary date of their membership being accepted. Other assessments may be levied against all members, provided they are recommended by the Board and subject to an Ordinary Resolution at the Annual General Meeting.

18. TERMINATION AND WITHDRAWAL OF MEMBERSHIP

A membership in the Dufferin Board of Trade is terminated when:

1. the Member dies, or, in the case of a Member that is an organization or a corporation, the organization is disbanded or the corporation is dissolved;
2. a Member fails to maintain any qualifications for membership described in the section on membership conditions of this By-law;
3. the Member retires or resigns by providing ten (10) days written notice of such resignation to the Secretary-Treasurer of the Board of Trade or designate, and satisfying any lawful liability outstanding against such Member on the books of the Board of Trade at the time of such written notice; and
4. the Member is expelled in accordance with any section on discipline of Members of this By-law or is otherwise terminated in accordance with the Act or By-laws.

19. EFFECT OF TERMINATION AND WITHDRAWAL OF MEMBERSHIP

Upon any termination of membership, the rights of the Member, including any rights in the property of the Dufferin Board of Trade, automatically cease to exist.

20. DISCIPLINE OF MEMBERS

The Board shall have authority to suspend or expel any Member from the Dufferin Board of Trade for any one or more of the following grounds:

- violating any provision of the Certificate of Formation, By-Laws, or written policies of the Dufferin Board of Trade;
- carrying out any conduct which may be detrimental to the Dufferin Board of Trade as determined by the Board in its sole discretion;
- for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Dufferin Board of Trade.

MEETINGS OF MEMBERS

21. QUARTERLY MEETINGS OF THE MEMBERS

In each calendar year the Dufferin Board of Trade shall hold four (4) Quarterly Meetings of the Members.

22. ANNUAL GENERAL MEETING OF MEMBERS

The second Quarterly Meeting of Members in a calendar year shall be deemed the Annual General Meeting of Members and 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. The following items shall be put before the Members for consideration:

- The election of the Chair of the Board (President), Vice-Chair of the Board (Vice-President), Secretary-Treasurer and at least 8 other Directors of the Board;
- The appointment of a chartered accountant to complete the Notice to Reader;
- The annual report of the Chair of the Dufferin Board of Trade;
- Annual financial statements and auditor's report of the Dufferin Board of Trade should an audit have been requested by way of Special Resolution at the previous year's Annual General Meeting; and
- The annual report of the Secretary-Treasurer of the Dufferin Board of Trade.

23. SPECIAL MEETINGS OF THE MEMBERS

In addition to the Quarterly Meetings, the Board or a majority of Members of the Dufferin Board of Trade may call a Special Meeting of the Members. In the event that the Members requisition a Special Meeting of the Members, the Directors shall arrange for such meeting without delay.

24. NOTICE OF MEETINGS OF MEMBERS

Notice sent by mail or electronic means Notice of the time, date and place of a Quarterly, Annual or Special Meeting of Members shall be given to each Member during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held by one (1) or more of the following options: by delivery personally to the Member to whom it is to be given or if delivered to such Member's address as shown in the records of the Dufferin Board of Trade; by mail at each Member's recorded address by prepaid ordinary or air mail; or if sent to each Member by telephonic, electronic or other communication facility at such Member's recorded address for that purpose.

25. PLACE OF MEETING OF MEMBERS

Meetings of the Members shall be held at any place within the District in a fully-accessible facility.

26. CHAIR OF MEETING OF MEMBERS

The Chair of the Board shall chair all Meetings of the Members or, in the absence of the Chair of the Board, the Vice-Chair. In the event that the Chair of the Board and Vice-Chair of the Board are absent, any other Director chosen by the Board may preside. All questions of parliamentary procedure not dealt with in the bylaws shall be settled according to Robert's Rules of Order.

27. QUORUM AT MEETING OF MEMBERS

A quorum at any meeting of the Members shall be 8 of the Members. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

28. VOTING AT MEETING OF MEMBERS

Each Member shall be entitled to exercise one (1) vote at all Meetings of the Members. Where a Member is an organization, such Member shall designate, in the form required by the Board of Trade, an individual to exercise the vote on its behalf.

At any Meeting of the Members, a majority of the Members present are competent to do and perform all acts that either under the Act or the By-Laws are or shall be directed to be done at a Meeting of the Members. At any Meeting of Members every question shall be determined by an Ordinary Resolution, unless otherwise provided by the By-Laws or by the Act.

29. IN CASE OF AN EQUALITY OF VOTES

In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

30. PARTICIPATION BY ELECTRONIC MEANS AT MEETING OF MEMBERS

If the Board chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this By-Law, any person participating in a Meeting of Members pursuant to this provision who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Dufferin Board of Trade has made available for that purpose.

31. MEETING OF MEMBERS HELD ENTIRELY BY ELECTRONIC MEANS

If the Directors or Members of the Dufferin Board of Trade call a Meeting of Members pursuant to the Act or the By-Laws, those Directors or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

BOARD OF DIRECTORS OF THE DUFFERIN BOARD OF TRADE

32. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

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

1. fulfill the statutory obligations including those imposed on it by the Act;
2. in addition to the power hereby expressly conferred on it, have such powers as are assigned to it by the By-Laws of the Dufferin Board of Trade, provided however; that such powers are not inconsistent with the provisions of the Act;
3. further the objects of the Dufferin Board of Trade;
4. exercise oversight of management and operations of the Dufferin Board of Trade and its resources and property through the Chair of the Board;
5. provide advice and counsel to the Chair of the Board regarding such matters as public positions that ought to be taken, operations, strategy, and future directions;
6. promote the Dufferin Board of Trade;
7. 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.

33. NUMBER OF DIRECTORS

The Dufferin Board of Trade shall be managed by the Board, which shall consist of: a Chair of the Board, Vice-Chair of the Board, and Secretary-Treasurer, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year; and A minimum of eight (8) and a maximum of fourteen (14) other Directors, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year. For further certainty, the Chair of the Board, Vice-Chair of the Board, and Secretary-Treasurer are Directors within the meaning of the Act and this By-Law. The Board has the discretion to invite attendees, guests or other persons to Board meetings. Any such non-Directors may not vote or move motions, nor may they be counted for quorum.

34. STANDING COMMITTEES

The Board shall create the Standing Committee on:

- Executive

The Executive Committee consisting of the Chair of the Board, Vice-Chair of the Board, and Secretary-Treasurer will be elected from current elected Directors.

The Board may elect at any Board meeting to create or dissolve a Standing Committee. The Executive Committee cannot be dissolved. The Board shall specify the purpose and objective of the Standing Committee and specify its governance structure. In all matters, the authority of the Executive and the Board to exercise such powers as are assigned to it by the By-Laws of the Dufferin Board of Trade and the Act take precedence over that of its Standing Committees.

Standing committee Chairs are elected by the committee they represent. These standing committees will set their own term limits for these chairs. Only Members may serve as standing committee Chairs.

35. QUALIFICATIONS OF DIRECTORS

Only Members may serve as Directors of the Dufferin Board of Trade.

36. TERM OF OFFICE OF DIRECTORS

The Directors shall be elected to hold office for a term of one (1) year, expiring not later than the close of the Annual General Meeting in the year following their election, or until they are removed from office or vacate it as specified under these By-laws.

37. NUMBER OF TERMS OF OFFICE OF DIRECTORS

Each Director may only be re-elected to hold a maximum of 4 terms per position on the Board of Directors, the positions being Chair of the Board, Vice-Chair of the Board, Secretary-Treasurer, and Director, for a maximum term of 16 years total.

38. FAILURE TO ELECT DIRECTORS

In the event that Directors are not elected at the Annual General Meeting in a calendar year:

1. the Directors may be elected at any next Meeting of Members of the Board of Trade; and
2. the Directors then in office shall remain in office until their successors are elected.

39. OATH OF OFFICE

The Chair of the Board and Vice-Chair of the Board, before starting the duties of their office, shall take and subscribe before the Warden of Dufferin County, or before any justice of the peace, take an oath or affirmation in the following form:

"I swear that I will faithfully and truly perform my duty as _____ of the Dufferin Board of Trade, 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 adapted to promote the objects for which the board was constituted, according to the true intent and meaning of the same."

40. AUTOMATIC TERMINATION OF DIRECTOR'S TERM IN OFFICE

The term of office of a Director shall be automatically terminated:

1. if a Director, which includes the Chair of the Board, Vice-Chair of the Board, or Secretary-Treasurer, resigns by delivering a written resignation to the Secretary-Treasurer of the Board of Trade; or, where such resigning Director is the Secretary-Treasurer of the Board of Trade, by delivering a written resignation to the Chair of the Board of Trade;
2. if at a Meeting of Members a Special Resolution is passed by the Members present at the meeting that the Director be removed from office;
3. on death of the Director; or
4. if a Director is absent from three (3) consecutive meetings, without prior approval of the Board.

If the Director who is terminated under this provision is also the Chair of the Board, Vice-Chair of the Board and/or Secretary-Treasurer of the Board of Trade, such Director's term of office as the Chair of the Board, Vice-Chair of the Board or Secretary-Treasurer as the case may be, shall likewise be automatically terminated.

41. REMOVAL OF DIRECTORS BY THE BOARD

The Board may suspend or remove any Director, which includes the Chair of the Board, Vice-Chair of the Board or Secretary-Treasurer, from office if such Director violates any provision of the Certificate of Formation, By-Laws, or written policies of the Dufferin Board of Trade, is negligent in the performance of their duties, or carries out any conduct which may be detrimental to the Dufferin Board of Trade as determined by the Board in its sole discretion.

42. VACANCIES OF DIRECTORS

Where a seat on the Board is vacant pursuant to the section on automatic termination of Director's term of office or the section on removal by Board of this By-Law, the Board may at any of its meetings elect a Member of the Board of Trade to fill such vacancy. Any Director so elected shall hold office until the next annual election of Directors of the Dufferin Board of Trade. Despite the foregoing, if the Members vote to remove a Director pursuant to this By-Law, they may elect a Director to fill such vacancy at the same Meeting of Members at which the Director is removed. If the Members do not fill such vacancy, the Board may at any of its meetings elect a Member of the Dufferin Board of Trade to fill such vacancy.

43. CALLING OF BOARD MEETINGS

Board meetings may be ordered by the Chair of the Board or any two (2) Directors at any time and, if so ordered, shall be convened by the Secretary-Treasurer or designate.

44. LOCATION OF BOARD MEETINGS

Board meetings may be held at any time and place within the District as determined by the Board.

45. MEMBERS AT BOARD MEETINGS

Board meetings shall be open to all Members of the Dufferin Board of Trade. Members in attendance may not take part in the proceedings at any such meeting. 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 the Dufferin Board of Trade that the matters under discussion be kept confidential.

46. PARTICIPATION IN BOARD MEETINGS BY ELECTRONIC MEANS

If a majority of the Directors consent, a Director may participate in a Board meetings or a committee of the Board by means of such telephonic, electronic or other communications facilities as to permit all persons participating in the meeting to communicate adequately with each other. A Director participating in a meeting by such means shall be deemed to be present at the meeting.

47. BOARD MEETINGS HELD ENTIRELY BY ELECTRONIC MEANS

If the Directors call a Board meeting, those Directors may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

48. NOTICE OF BOARD MEETING

Notice of the time, date and place for the holding of a Board meeting shall be given in the manner provided in this By-Law to every Director of the Dufferin Board of Trade during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held if sent by mail and not less than forty eight (48) hours before the day on which the meeting is to be held if sent by telephonic, electronic or other communication facilities.

Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time, date and place of the adjourned meeting is announced at the original meeting.

49. FIRST MEETING OF A NEW BOARD OF DIRECTORS

Despite the section governing notice of Board meetings, provided a quorum of Directors is present, each newly elected Board of Directors may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

50. REGULAR BOARD MEETINGS

The Board shall have regular meetings at least 4 times per year at a place, date and hour to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director immediately after being passed.

51. QUORUM AT BOARD MEETINGS

Five (5) of the Directors in office shall constitute a quorum at any Board meeting. A majority of such quorum may do all things within the powers of the Board.

52. CHAIR OF BOARD MEETINGS

The Chair of the Board shall chair all meetings of the Board or, in the absence of the Chair of the Board, the Vice-Chair of the Board. In the event that the Chair of the Board and Vice-Chair of the Board of the Board are absent, any other Director chosen by the Board may chair the meeting. All questions of parliamentary procedure not dealt with in the bylaws shall be settled according to Robert's Rules of Order.

53. VOTING AT BOARD MEETINGS

Each Director shall be entitled to exercise one (1) vote at all meetings of the Board. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

54. SPECIAL APPOINTMENTS AND COMMITTEES

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

55. PUBLIC STATEMENTS

The Chair of the Board or designate shall be the official spokesperson for the Dufferin Board of Trade. No public announcement in the name of the Dufferin Board of Trade pertaining to matters of public policy outside of the Dufferin Board of Trade's Board approved policy positions and branding or the policy positions of the Ontario Chamber of Commerce or Canadian Chamber of Commerce, may be made unless authorized by the Board. For further certainty, marketing materials, promotional items, advertisements, social media posts and any other public media or statement aligned with the Mission, Vision, and approved policy positions of the Dufferin Board of Trade do not require authorization of the Board.

56. POLITICAL ENGAGEMENT

During any Federal, Provincial or Municipal election period, members of the Board of Directors shall not actively promote a party or candidate for office while in a Dufferin Board of Trade setting or event, including but not limited to: buttons, pins, brochures, or signage. Directors shall also not be actively part of a team publicly showing support for a party or candidate for office without first seeking a leave of absence from the Board and publicly announcing a leave of absence from the Board until such time as the election process has been completed.

57. AFFILIATIONS

The Dufferin Board of Trade 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 the Dufferin Board of Trade

OFFICERS OF THE BOARD OF TRADE

58. ROLES OF OFFICERS

Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, Officers of the Dufferin Board of Trade shall have the following duties and powers associated with their positions:

1. **Chair of the Board.** The Chair of the Board shall be the chief executive officer of the Dufferin Board of Trade and shall be responsible for implementing the strategic plans and policies of the Dufferin Board of Trade. The Chair of the Board shall, subject to the authority of the Board, have general supervision of the affairs of the Dufferin Board of Trade.
2. **Vice-Chair of the Board.** The Vice-Chair of the Board shall, in the absence or disability of the Chair of the Board, perform the duties and exercise the power of the Chair of the Board and shall perform such other duties as shall from time to time be imposed upon him/her by the Board or the Chair of the Board.
3. **Secretary-Treasurer**

In addition to the requirements of the Act, the Secretary-Treasurer shall attend and be the secretary of all Board meetings and Members meetings. The Secretary-Treasurer or designate shall enter or cause to be entered in the Dufferin Board of Trade's minute book, minutes of all proceedings at such meetings; the Secretary-Treasurer or designate shall give or cause to be given, as and when instructed, notices to Members, Directors, the auditors and members of committees; the Secretary-Treasurer or designate shall be the custodian of all books, papers, records, documents and other instruments belonging to the Dufferin Board of Trade.

The Secretary-Treasurer or designate shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Dufferin Board of Trade; the treasurer shall render to the Board whenever required an account

of all transactions as treasurer and of the financial position of the Dufferin Board of Trade; and the Secretary-Treasurer shall have such other powers and duties as the Board or the Chair of the Board may specify.

4. **Other Officers.** The Board may appoint such other Officers as it deems appropriate. The powers and duties of all other Officers of the Board of Trade shall be such as the terms of their engagement call for or the Board or Chair of the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

59. OFFICER VACANCIES

In the event the Board appoints any other Officer of the Dufferin Board of Trade, the Board may remove, whether for cause or without cause, any Officer so appointed, other than the Chair of the Board, Vice-Chair of the Board or Secretary-Treasurer. Unless so removed, an Officer shall hold office until the earlier of:

1. the Officer's successor being elected or appointed;
2. the Officer's resignation; and
3. the Officer's death.

If the office of any appointed Officer of the Board of Trade (other than the Chair of the Board, Vice-Chair of the Board or Secretary-Treasurer) shall be or become vacant, the Directors may appoint a person to fill such vacancy.

For further certainty, this provision does not apply to the Chair of the Board, Vice-Chair of the Board or Secretary or any other member of Board who shall be governed by the sections on automatic termination of director's term in office and removal by the Board.

60. REMUNERATION OF DIRECTORS AND OFFICERS

The Directors, Chair of the Board, Vice-Chair of the Board, Secretary-Treasurer, and Standing Committee Members of the Dufferin Board of Trade shall not be remunerated for their services directly related to their roles, responsibilities, powers and duties as Chair of the Board, Vice-Chair of the Board, Secretary-Treasurer, and Director of the Dufferin Board of Trade. Other Officers appointed by the Board in accordance with the By-Laws may be remunerated for their services. Any remuneration of Other Officers appointed by the Board shall be fixed by the Board.

61. INDEMNIFICATION

Every Director or Officer of the Dufferin Board of Trade or other person who has undertaken or is about to undertake any liability on behalf of the Dufferin Board of Trade or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Dufferin Board of Trade from and against:

- a) all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability; and
- b) all other costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Dufferin Board of Trade, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in paragraph (a) of this provision, the Board may approve such advance.

GENERAL

62. METHOD OF GIVING NOTICE

Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received or served) pursuant to the Act, the Certificate of Formation, the By-Laws or otherwise to a Member, Director, Officer or Committee Member or to the auditor shall be sufficiently given:

- if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Dufferin Board of Trade or in the case of notice to a Director to the latest address as shown in the last Annual Summary (as required by the Act) was sent by the Dufferin Board of Trade to Corporations Canada;
- if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as previously mentioned; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary-Treasurer or designate may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or Committee Member in accordance with any information believed by the Secretary-Treasurer or designate to be reliable. The declaration by the Secretary-Treasurer that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Dufferin Board of Trade to any notice or other document to be given by the Dufferin Board of Trade may be written, stamped, type-written, certified e-signed, or printed or partly written, stamped, type-written, certified e-signed, or printed.

63. INVALIDITY OF ANY PROVISIONS OF THESE BY-LAWS

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

64. OMISSIONS AND ERRORS

The accidental omission to give any notice to any Member, Director, Officer, Committee Member or auditor, or the non-receipt of any notice by any such person where the Dufferin Board of Trade has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

65. BY-LAWS OR BY-LAW AMENDMENTS

A new By-law or an amendment to the By-Laws may be considered at any Meeting of the Members, provided that notice of meeting is provided to the Members in accordance with this By-Law. Motions on a new By-law or an amendment to the by-laws require the passing of a Special Resolution.

Notice of a proposed new By-law or an amendment to the By-Laws must be in writing and sent to all Members with the notice of meeting at which such proposed amendment is put to the Members for approval. A copy of such notice must be duly entered in the books of the Dufferin Board of Trade as a minute of the Dufferin Board of Trade.

66. DISSOLUTION OF THE DUFFERIN BOARD OF TRADE

Should dissolution of the Dufferin Board of Trade be required, a motion is to be made at the Annual General Meeting to dissolve the Dufferin Board of Trade. If passed by way of Special Resolution, the Board must within sixty (60) days appoint a special committee for the dissolution of the Dufferin Board of Trade which will manage the dissolution in accordance with the By-Laws of the Dufferin Board of Trade, the Act, and/or any other applicable statute. The Chair of the Board shall serve as Chair of the special committee and the Secretary-Treasurer will serve as Secretary of the Committee.

67. REPEAL OF PRIOR BY-LAWS

All previous By-Laws of the Dufferin Board of Trade are repealed as of the coming into force of this By-Law. Such repeal shall not affect the previous operation of the previous By-Laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

DRAFT