



**BY-LAWS**

of the

**COALDALE AND DISTRICT CHAMBER OF COMMERCE SOCIETY**

**Operating as:**

**COALDALE AND DISTRICT CHAMBER OF COMMERCE**

Revised Effective xxxx, xx, 2020

**BY- LAWS**

of the

# COALDALE AND DISTRICT CHAMBER OF COMMERCE SOCIETY

Operating as:

**COALDALE AND DISTRICT CHAMBER OF COMMERCE**

**Revised Effective xxxx, xx, 2020**

## INDEX OF ARTICLES

<b>ARTICLE:</b>	<b>DESCRIPTION:</b>	<b>PAGE:</b>
	PREAMBLE	3
ARTICLE I	INTERPRETATION	4
ARTICLE II	BUSINESS MATTERS	5
ARTICLE III	MEMBERSHIP	6
ARTICLE IV	MEMBERSHIP FEE(S) & ASSESSMENTS	7
ARTICLE V	GOVERNANCE	8
ARTICLE VI	ELECTIONS	9
ARTICLE VII	DUTIES OF OFFICERS & DIRECTORS	10
ARTICLE VIII	COMMITTEES	11
ARTICLE IX	MEETINGS	12
ARTICLE X	VOTING RIGHTS	13
ARTICLE XI	BY-LAWS	14
ARTICLE XII	POLICIES	14
ARTICLE XIII	AFFILIATION	15
ARTICLE XIV	FISCAL YEAR	15
ARTICLE XV	AUDITORS/ACCOUNTANTS	15
ARTICLE XVI	FINANCIAL	15
ARTICLE XVII	MISCELLANEOUS	16
ARTICLE XVIII	SIGNING AUTHORITY	16
ARTICLE XIX	PROTECTION OF DIRECTORS, OFFICERS & OTHERS	16
ARTICLE XX	EFFECTIVE DATE	16

## PREAMBLE

**WHEREAS** the mission of the Coaldale & District Chamber of Commerce (the “Chamber”) is to improve the economic, industrial and civic life of the community through the development and promotion of free enterprise.

**AND WHEREAS** the Chamber has the following objectives:

1. To advise and make representations to all levels of Government on any matters affecting the mission of the Chamber.
2. To promote, encourage and develop trade and commerce in the area.
3. To support the principles of the free enterprise system and encourage the development of its natural resources, agriculture and new existing industries and businesses.
4. To encourage a high standard of business integrity among its members.
5. To promote and publicize the products, services, industries and tourist attractions of the area.
6. To stimulate interest in public affairs and encourage the free exchange of opinion and thought.
7. To make sources of information available to members of the Chamber respecting general regulations and conditions affecting business and industry in the area.
8. To exchange information with other Chambers of Commerce, Boards of Trade and other organizations.
9. To operate with Town of Coaldale, government and administration and other organizations having an interest in the economic development of the area.
10. To foster a greater understanding and appreciation of the free enterprise system.

**AND WHEREAS** the Board of Directors of the Chamber deems it expedient to enact the following By-laws:

**NOW THEREFORE** be it enacted that the following By-laws be adopted:

## ARTICLE I INTERPRETATION

- 1.2 In these By-laws and any amendments or supplements thereto, unless the context otherwise requires.
- a) "Area" means that area within and for which the Chamber was established.
  - b) The "Chamber" or the "Chamber of Commerce" means the "Coaldale & District Chamber of Commerce" as a body.
  - c) "Board" and "Board of Directors" means the "Board of Directors of the Chamber".
  - d) "Elected Officers" or "Officers" or "Executive" means the President, First Vice-President, Second Vice-President, Corporate Secretary and Treasurer. First Vice-President is intended to mean President-Elect, therefore the terms First Vice-President and President-Elect shall be interchangeable.
  - e) "General Manager" shall mean "Executive Director" and the Board shall determine which title shall be granted and at the discretion of the Board other titles may be utilized to describe the position that shall manage the day-to-day operation of the Chamber.
  - f) "Fiscal year" means the fiscal year of the Chamber.
  - g) "General Meeting" means any meeting of the members of the Chamber.
  - h) "Member in Good Standing" means a member of the Chamber whose annual membership fee(s) is/are paid within three (3) months of the Chamber's fiscal year-end or upon subsequent payment of such investment.
  - i) Associate member means a member not involved in a business who wishes to be involved with the Chamber.
  - j) "Accountant" means an individual who the Executive deems to be competent to review the financial records and procedures of the Chamber.
- 1.3 Wherever in these By-Laws the term "meeting" is used, it shall mean a meeting properly constituted in accordance with these By-Laws, and shall include a General Meeting, an Annual General Meeting, committee meeting or a meeting of the Board wherever the acts or context so require.
- 1.4 Whenever in these By-Laws the singular or masculine genders are used. The same shall include the plural and the feminine or a body corporate where the facts or context so require.

## **ARTICLE II BUSINESS MATTERS**

- 2.1 The head or principal office of the Chamber shall be located in the Town of Coaldale, at such place therein as the Board may from time-to-time by resolution determine.
- 2.2 No part of the income or assets of the Chamber shall enure to the personal profit of, or be paid or payable to, any member of the Chamber by reason only of his membership therein or by reason only of his/her position as Director or Officer of the Chamber.
- 2.3 Any profits which may accrue to the Chamber shall be used for the purposes of the Chamber as the Board shall deem advisable. In the event of the wind up of the affairs of the Chamber, all the assets of the Chamber, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, shall be donated to the Town of Coaldale.
- 2.4 The Board may, when they deem it expedient:
- a) borrow money upon the credit of the Chamber;
  - b) issue, sell purchase, mortgage or pledge bonds or other titles of indebtedness or securities on behalf of the Chamber;
  - c) hypothecate mortgage or pledge its property to secure payment of its indebtedness or the carrying out of Chamber's obligations.

DRAFT

### ARTICLE III MEMBERSHIP

- 3.1 Any person, association, corporation, organization, society, partnership or estate, directly or indirectly engaged or interested in trade and commerce or the economic, civic and social welfare of the area is eligible for membership in the Chamber.
- 3.2 There shall be the following forms of membership in the Chamber:
- a) Corporate Membership;
  - b) Private Membership;
  - c) Associate Membership; and
  - d) Honorary Membership.
- 3.3 At any meeting of the Board, upon the recommendation of the Executive, any Member in Good Standing may propose any eligible person or organization as a candidate for becoming a member of the Chamber, providing such candidate shall have first tendered written application with the applicable fee and shall undertake, if admitted, to be governed by the By-laws of the Chamber.
- 3.4 If a proposal for membership is carried by majority of the members of the Board then present, such person or organization shall henceforth be a member of the Chamber, and shall have all the rights and be subject to all the obligations of the other members.
- 3.5 Membership shall continue from the time of admittance for as long a member is in good standing, including the month of admission or until a member has resigned in accordance with the provisions of these By-laws or has been removed from the roll of members by action of the Board.
- 3.6 Any member of the Chamber, who intends to retire or to resign from membership, may do so, at any time, upon giving to the Corporate Secretary ten (10) days notice in writing of such intention and upon discharging any lawful liability to the Chamber against him/her at the time of such notice.
- 3.7 A member being an association, corporation, organization, partnership, society or estate shall designate, in writing, a representative or representatives (as hereafter limited) to exercise the rights and privileges of the member in the Chamber, and such designation may be changed from time-to-time in writing.
- 3.8 Every member shall be entitled to one representative and additional representatives in accordance with such rules or regulations as established by the Board from time-to-time.
- 3.9 Associate Members shall not be entitled to any elected position.
- 3.10 **Honorary Members:**
- a) Persons who have distinguished themselves by some meritorious or public service may be elected Honorary members by a two-thirds (2/3) majority vote of the Board.
  - b) Honorary membership shall be for such period of time as the Board may determine, and may be repeated
  - c) Honorary Members may be exempted from payment of any membership fees.
  - d) Honorary Membership shall include all of the privileges of active membership, except that of holding office and shall be exempt from the payment of annual membership fees.

- 3.11 Any member of the Chamber on prior written notice mailed to the member's last known address according to the records of the Chamber may be expelled by a two-thirds (2/3) vote of those present at meeting of the Board, if just cause can be shown for their expulsion.
- 3.12 Any member whose membership fees(s) is/are more than three (3) months in arrears is liable to be expelled, provided that member may be re-instated upon payment of his/her current or outstanding membership investment, or in the case of a new member, within thirty (30) days of his admission as a member.
- 3.13 The Chamber shall keep a register of its members containing the names of every person, foundation, society, partnership, corporation or other legal entity, which is admitted as a member of the Chamber, together with the following particulars:
- a) Full name, address and email address;
  - b) Level of membership;
  - c) Designated representative and any additional representative;
  - d) Date on which the member was admitted as a member; and
  - e) Date on which the member ceases to be a member.

#### **ARTICLE IV MEMBERSHIP FEE(S) AND ASSESSMENTS**

- 4.1 The annual membership fee(s) payable by members of the Chamber shall be determined by the Board. Membership fee(s) are based on the calendar year.
- 4.2 Other assessments may be levied against members, provided such assessment is recommended by the Board and approved by a two-thirds (2/3) majority of the members present at a General Meeting. The notice calling such General Meeting shall state the nature of the proposed assessment.
- 4.3 Membership fees(s) are non-refundable.

## **ARTICLE V GOVERNANCE**

### **Board of Directors**

- 5.1 The management and general power of administration of the business and affairs of the Chamber shall be vested in the Board, as the primary policy-making body of the Chamber and the Board shall exercise all or any of the authorities, powers and discretion and do all such acts and things as the Chamber is by law authorized to exercise and do. The Board shall, in addition to the powers hereby expressly conferred have such powers as are assigned to it by any By-law of the Chamber.
- 5.2 The Board shall first obtain the approval of a two-thirds (2/3) majority of the members present at a General Meeting for any matter which would or could potentially affect the viability of the Chamber. At least one week's written notice of such meeting stating the nature of the proposed matter shall be given.
- 5.3 The Board shall be comprised of the Elected Officers and a minimum of six (6) elected Directors. The Board shall remain properly constituted notwithstanding one (1) or more vacancies in the Board. The immediate Past President shall be ex-officio, a member of the Board.
- 5.4 Any five (5) or more members of the Board, provided that at least three (3) are Elected Officers, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.
- 5.5 Any meeting of the Board shall be open to all Members in Good Standing who may attend but may not take part in any of the proceedings, except on the invitation of the Chairperson, provided that in any event such member shall not have any voting privilege.
- 5.6 The Board may make or authorize petitions or representations to any level of government.

### **Termination of Office**

- 5.7 Any Officer, Director or Committee Chairperson may be suspended or removed from office if, in the opinion of a three quarters (3/4) majority of the Board, such Elected Officer, Director or Committee Chairperson grossly negligent in the performance of his/her duties or ceases to be a Member in Good Standing. Any Officer or Director shall be deemed to have resigned from his/her position upon failing to attend three (3) consecutive meetings of the Board unless the Board has approved a request for leave of absence.

### **Remuneration of Directors and Officers**

- 5.8 The Directors of Officers may be paid out of the funds of the Chamber by way of indemnification for expenses incurred incidental to the services as Directors or Officers, such reasonable sums as the Board may determine but no Director or Officer shall be paid any salary, wages or compensation for acting as a Director or Officer; provided, however, that nothing herein shall limit the right of the Chamber to pay salary, wages, bonus or other compensation or payment to any Director or Officer for services other than as a Director or Officer or for the transfer of assets or property to the Chamber.
- 5.9 Should a vacancy occur in the position of President, the First Vice-President shall fill that position for the remainder of the term, and should a vacancy occur in the position of First Vice-President, the Second Vice-President shall fill that position, and if a vacancy should occur in position of Second Vice-President, Corporate Secretary, Treasurer or Director, a



candidate shall be selected by the Executive and upon ratification by the Board shall assume that position until the last day of the month following the next Annual General Meeting.

### **Resignation**

5.10 An Elected Officer or Director may resign from his position by giving written notice of his intention to resign. Such resignation shall be effective at the conclusion of the meeting of the Board at which it is presented.

### **Removal**

5.11 The Board may, by special resolution, remove an officer before the expiration of their period of office and appoint another or other qualified person or persons to act in their stead, upon anyone of the following occurrences:

- a) resignation;
- b) bankruptcy;
- c) lunacy;
- d) misconduct relative to the affairs of the Chamber;
- e) upon ceasing to be a member in good standing; and
- f) missing three (3) consecutive Board meetings without prior notice having been received by the Board.

## **ARTICLE VI ELECTIONS**

6.1 The President and a minimum of six Directors shall be elected at the Annual General Meeting.

6.2 The Board shall elect the First Vice-President, Second Vice-President, Corporate Secretary and Treasurer from their ranks at the first Board Meeting following the Annual General Meeting which shall comprise the Executive.

6.3 The Executive shall annually appoint a Nominating Committee.

6.4 Nominations for the position of President, and a minimum of six (6). Directors shall be announced by the Nominating Committee at the Annual General Meeting. The Chairman shall at the Annual General Meeting call for further nominations from the floor following which nominations shall be declared closed.

6.5 To be eligible for nomination, the nominee must be a Member in Good Standing, or in the case of a corporate member, the designed representative of a Member in Good Standing in accordance with these By-Laws. To be eligible for nomination as President, a nominee must be a member in good standing.

6.5 The Directors and and the President so elected shall be announced at the Annual General Meeting (March).

6.6 The Elected Officers and Board members shall remain in office for 2 years commencing on the first day of the first month following their swearing in until the end of the month in which their successors shall be sworn into office. A retiring Director or Officer shall be eligible for re-election.

## ARTICLE VII DUTIES OF OFFICERS AND DIRECTORS

- 7.1 The duties of the Officers and Directors shall be such as may be required by law, as are indicated by the title of the Elected Officers by these By-laws, and as may be assigned to them respectively by the Board from time-to-time.
- 7.2 The President shall:
- a) preside at all meetings of the Chamber and the Board;
  - b) regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting the concerns of the Chamber;
  - c) present a general report of the activities of the year at the Annual General Meeting;
  - d) be an ex-officio voting member of all committees established by the Board;
  - e) have the right to assign the chair to the First Vice-President or Second Vice-President for any meeting or portion thereof, allowing the President the opportunity to enter the floor for the purpose of making motions or amendments to motions.
- 7.3 The First Vice-President firstly or the Second Vice-President secondly shall act in the absence of the President and, in the absence of all these Officers, the Board shall appoint a temporary acting President.
- 7.4 The Treasurer shall:
- a) have charge of all funds of the Chamber;
  - b) shall deposit, or cause to be deposited, the ~~same~~ Chamber funds in a financial institution(s) selected by the Board;
  - c) pay amounts authorized by the Chamber Budget or approved by the Board;
  - d) keep regular account of the income and expenditures of the Chamber;
  - e) submit an unaudited financial statement ~~thereof~~ for presentation to the Membership at the General Meeting and at other times as required by the Board;
  - f) make such investment of the funds of the Chamber as the Board may direct, provided that such investment shall be in financial institutions approved by the Board of Directors;
  - g) advise the Board of members who are more than three (3) months in arrears in payment of their membership investment.
  - h) Provided that at the discretion and by Resolution of the Board certain of ~~these~~ the duties of the treasurer may be delegated to the General Manager.
- 7.5 The Corporate Secretary shall:
- a) be responsible for keeping the minutes and books of the Chamber
  - b) retain copies of all official documents;
  - c) perform all such other duties as properly pertain to the office;
  - d) maintain an accurate record of the proceedings of the Chamber and the Board;
  - e) maintain a policy manual setting out the policies of the Chamber and the amendments thereto.
  - f) Provided that at the discretion and by Resolution of the Board certain of these duties may be delegated to the General Manager.
- 7.6 The General Manager shall:
- a) be accountable to the Executive for the general day-to-day operation and management of the Chamber's administrative affairs and ~~his/her duties shall be as are set by the~~ Board;
  - b) be appointed or dismissed by the Executive;
  - c) be an ex-officio non-voting member of all Committees of the Board;

- 7.7 The Executive:
- a) may delegate the authority to supervise day-to-day activities of support staff, after such positions have been approved by the Board;
  - b) retains the authority to hire, dismiss or terminate persons occupying such positions.
  - c) shall conduct performance evaluations on all staff not less than annually and at the discretion of the Executive; provided that the General Manager may be asked to participate in the performance evaluations of any subordinates.
- 7.8 Directors should prepare for and 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 of the Chamber as the need arises.
- 7.9 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/her interest therein and to refrain from voting on the matter.
- 7.10 At the expiration of office, all members of the Board shall deliver to the Chamber all books, records and other property of the Chamber.

DRAFT

## ARTICLE VIII COMMITTEES

- 8.1 The President upon the recommendation of the Board of Directors shall appoint from the ranks of the Board, the Chairs of the following Committees with the terms of reference of the Committees to be determined by the Board from time to time:
- a) Local Advocacy Committee;
  - b) Political Action Committee;
  - c) Community Committee;  
Events Committee;
  - d) Communications Committee;
  - e) Such other Committees as the Board shall determine from time to time.
- 8.2 The Chairperson of each Committee shall appoint the members of this Committee subject to ratification by the Board.
- 8.3 The Executive shall approve the expenditures proposed by all committees of the Chamber.
- 8.4 Each Committee Chairperson shall be responsible for keeping the Executive **and the Board** informed of the committee's activities.
- 8.6 Committee members and Committee Chairpersons may be removed by Special Resolution of the Board prior to the expiration of their term of service and the President upon the recommendation of the Board of Directors may appoint another or other qualified person or persons to act in their stead, upon any one of the following occurrences:
- a) resignation;
  - b) bankruptcy;
  - c) being declared a Dependent Adult;
  - d) misconduct relative to the affairs of the Chamber;
  - e) upon ceasing to be a member in good standing; and
  - f) missing three (3) consecutive Board meetings without prior notice having been received by the Board;
  - g) such other circumstance(s) as deemed advisable by the Board.
- 8.7 Committee members and Chairpersons shall receive no remuneration for services rendered, except reasonable expense monies.

## ARTICLE IX MEETINGS

- 9.1 The usual place of meetings for the Chamber shall be in the Town of Coaldale, or such other location as designated by the Executive by the Executive Committee from time-to-time.
- 9.2 The Annual General Meeting in March of each year at the hour and place determined by the Board. At least one week's written notice of such meeting shall be given.
- 9.3 General Meetings of the Chamber shall be held at the time and place designated by the Executive. As well General Meetings may be convened by any twenty-five (25) Members in the same manner as nearly as possible as that in which meetings are convened by the Board. At least one week's written notice of such meeting shall be given.
- 9.4 The Executive and the Board shall meet monthly to carry out their duties relating to the business of the Chamber at such place and time as designated by the President from time-to-time.
- 9.5 Notice of all General Meetings, naming the time and place and place of assembly, shall be given by the Corporate Secretary or General Manager utilizing any or all of the following methods notice via electronic (email), fax or mailed to the last known address of each member shall constitute sufficient notice. Notice of General Meetings, Annual General Meetings, Board and Executive Meetings shall appear in the Chamber newsletter and on the Chamber website.
- 9.6 At any General Meeting, ten (10) Members in good standing shall be a quorum, provided that at least two (2) Executive and three (3) Directors are in attendance these number and unless otherwise specifically provided, a majority shall be competent to do and perform all acts, which are, or shall be, directed to be done at any such meeting.
- 9.7 At any General Meeting or meeting of the Board, the President shall act as Chairperson. The First Vice President firstly or the Second Vice-President secondly shall act, in the absence of the President and in the absence of all these officers, the meeting shall appoint a Chairperson to act temporarily
- 9.8 A meeting of the Executive, or any Committee may be held by conference telephone at the discretion of the Chairman. In emergency situations where the Chairman does not believe that the issue requires full discussion, a matter may be decided by an email poll conducted of all the members of the Executive or Committee as the case may be. A motion so passed shall be ratified at the next meeting of the Executive, or Committee as the case may be.
- 9.9 Minutes of the proceedings of all General Meetings and meetings of the Executive and the Board shall be entered in books to be kept for that purpose by the Corporate Secretary.
- 9.10 The entry of such minutes shall be signed by the Corporate Secretary.
- 9.11 All minute books of the Chamber shall be open during normal business hours at the office of the Chamber to any Member in Good Standing, free of charge.
- 9.12 Parliamentary procedures shall be followed at all meetings in accordance with Robert's Rules of Order.

## **ARTICLE X VOTING RIGHTS**

- 10.1 Member voting rights
- a) Every member in good standing represented at any General Meeting shall be entitled to one (1) vote;
  - b) Every corporate member in good standing represented at any General Meeting shall be entitled to one (1) vote provided that the vote of an association, corporation, organization, society, partnership or an estate member shall be by its designated representative;
- 10.2 Except as provided for herein, voting at meetings of the Board or General Meetings shall normally be by a show of hands, or, if requested by the Chairperson, by a standing vote. If requested by three (3) or more Members in Good Standing present at the meeting, a vote by ballot shall be taken.
- 10.3 The Chairperson of any meeting shall have a deciding vote.
- 10.4 Motions or amendments shall be carried at any meeting by a majority vote unless otherwise provided in these By-laws. A tie vote shall be deemed defeated.
- 10.5 Election of Officers and Directors shall be by secret ballot.

## **ARTICLE XI BY-LAWS**

- 11.1 The Board shall frame such By-laws as appear best adapted to promote the welfare of the Chamber, and shall submit them for adoption at any General Meeting in accordance with these By-laws.
- 11.2 By-laws may be made, replaced or amended by a majority of the Members in Good Standing present at any General Meeting, notice of such proposal having been given in writing by one (1) member and seconded by another at a previous General Meeting and duly entered as minutes of the Chamber.
- 11.3 Such By-laws shall be binding on all members of the Chamber, its Officers, Directors and all other persons lawfully under its control.

## **ARTICLE XII POLICIES**

- 12.1 The Executive and the Board shall frame such policies of the Chamber as appear best adapted to promote and advance the mission of the Chamber.
- 12.2 Policies of the Chamber may be made, replaced or amended by a majority of the Board or by a majority of the Members in Good Standing present at any General Meeting, notice of such proposal having been given, in writing, by one (1) member and seconded by another at a previously General Meeting and duly entered as minutes of the Chamber.

### **ARTICLE XIII      AFFILIATION**

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

### **ARTICLE XIV      FISCAL YEAR**

- 14.1 The fiscal year of the Chamber shall commence on the first day of January in each year and end on the last day in December in each year.

### **ARTICLE XV      AUDITORS/ACCOUNTANTS**

- 15.1 An Accountant shall be appointed by the Executive to review the books and accounts of the Chamber for each fiscal year-end. The Board, upon two-thirds (2/3) majority vote may appoint an auditor to review the books and accounts of the Chamber.
- 15.2 The Accountant so appointed shall not be a member of the Board but can be a member of the Chamber.

### **ARTICLE XVI      FINANCIAL**

- 16.1 The Executive shall prepare a budget, for approval by the Board, no later than three (3) months following the beginning of the Fiscal Year. Any expenditure provided for in the budget shall not require further approval of the Board.
- 16.2 A financial statement for the preceding fiscal year shall be presented to the membership for approval at the General Meeting, pursuant to Article 7.4 within one (1) month of the fiscal year end.
- 16.3 The books of account and financial records of the Chamber may be inspected by any Member in Good Standing at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of such books and records. Each member of the Board shall at all times have access to books and records.
- 16.4 The books of account shall be kept at the Head Office or such place or places as the Board shall think fit, and no person (other than a Director, auditor, Member in Good Standing, Officer, Accountant or person whose duty to the Chamber requires him/her to do) shall have any right of inspecting any account or book or document of the Chamber except as conferred by statute or authorized by the Board or by a resolution of the Chamber in General Meeting.
- 16.5 The Executive shall cause true accounts to be kept of the sums of money received and expended by the Chamber and the matter in respect of which said receipts and expenditures take place, of all sales and purchases of property by the Chamber and of assets and liabilities of the Chamber.

**ARTICLE XV11 MISCELLANEOUS**

- 17.1 No public announcement in the name of the Chamber may be made unless authorized by the Board or Executive.

**ARTICLE XVIII SIGNING AUTHORITY**

- 18.1 Except as otherwise determined by the Board, all deeds, contract, banking resolutions, cheques and other instruments shall be signed on behalf of the Chamber by a minimum of two (2) members of the Executive.

**ARTICLE XIX PROTECTION OF DIRECTORS, OFFICERS & OTHERS**

- 19.1 Every Director and Officer of the Chamber in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interest of the Chamber and exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.
- 19.2 Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Chamber 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 monies of the Chamber shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Chamber shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the executive of the duties of his office or in relation thereto.
- 19.3 The Chamber shall indemnify a Director or Officer, a former Director or Officer, and his/her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administration action or proceeding to which he/she is made a party by reason of being or have been a Director Officer of the Chamber, if
- a) he/she acted honestly in good faith with a view to the best interests of the Chamber; and
  - b) in the case of a criminal or administrative action or proceeding that is enforced by monthly penalty, he/she had
  - c) reasonable grounds for believing that his conduct was lawful.

The Chamber shall also indemnify such person in such other circumstances as the applicable law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnify to claim indemnity apart from the provisions of these By-laws.

- 19.4 The Chamber shall purchase and maintain insurance for the benefit of its Directors and Officers against any liability incurred by a Director and Executive Members as the Board may from time-to-time determine.

**ARTICLE XX EFFECTIVE DATE**

- 20.1 The foregoing By-laws shall come into effect upon adoption at a General Meeting of the Chamber.