

PROPOSED REVISIONS TO THE BY-LAWS OF THE LONDON CHAMBER OF  
COMMERCE – SEPTEMBER 2011

ARTICLE V - MEMBERSHIP

- 5.01 Any reputable person, firm, corporation, partnership, business or association which supports the mission and goals of the Chamber and is engaged or interested in trade, commerce, or the quality of life in London shall be eligible for membership, upon application to the Chamber, and ~~approved by the Directors~~, (approved in principle each month by the Board of Directors, and formally approved by a two thirds vote of the members present in person or by proxy at the Annual General Meeting) ~~approved~~ who reserve the right to qualify or disqualify applications for membership.
- 5.02 The rates for membership fees and the dates for their payment shall be set (reviewed bi-annually) ~~annually~~ by the Directors. All such fees shall be payable in advance, subject to any other payment plans approved by the Directors from time to time.
- 5.03 (a) Corporate Members shall be allowed to appoint a prescribed number of Individual Members as their representatives. That appointment shall be in writing and may be changed by further written notice from the Corporate Member to the Chamber.
- (b) The prescribed number of Individual Members to be appointed by any Corporate Member shall be determined according to a scale set from time to time by the Directors and based upon the average total number of employees of the Corporate Member during the preceding twelve (12) months.
- (c) Individual Members appointed by Corporate Members shall have the right to vote at meetings of the membership. Corporate members shall not have a right to vote other than that of their appointed individual members.
- (d) Additional Representatives of a Corporate Member may be granted membership privileges at the request of the Member upon conditions determined by the Directors. Additional representatives shall not have the right to vote at meetings of the membership.
- 5.04 Membership shall terminate when:
- (i) the Member resigns;
  - (ii) an Individual Member dies;
  - (iii) a Corporate Member is wound up, files a petition into bankruptcy or is the subject of bankruptcy proceedings or is dissolved, or;
  - (iv) the membership is terminated by a vote of the Directors as a result of; (1) the Members failure to pay an account, including membership fees, owing to The Chamber within three months of the account falling due; (2)

contravention of The Chamber Code of Conduct; or (3) as the result of other conduct unbecoming a Member of The Chamber. The Board shall not terminate the membership in this manner without first giving reasonable notice to the Member of the intention of the Board and a reasonable opportunity to the Member to explain why the membership should not be terminated.

The termination of the Corporate Membership shall act as a termination of all Individual Memberships appointed by the Corporate Member and all privileges granted to Additional Representatives of the Corporate Member.

- 5.05 Individuals may be named Honourary Members, free of membership fee and for a one (1) year period, by a two-thirds vote of the Directors present at any meeting of the Directors. The Honourary Member shall be entitled to all the privileges of membership except the right to hold office and the right to vote.

#### ARTICLE VII – ELECTION OF DIRECTORS

- 7.01 Any Individual Member of the Chamber shall be eligible for election to the Board of Directors except as follows:
- (a) An elected Director shall not be eligible to serve for more than two (2) consecutive terms unless during the last year of such service the Director is a member of the Executive.
  - (b) A Director shall not be eligible for re-election or re-appointment if during the previous year the Director was absent at more than half of the meetings of the Directors without reasonable explanation.
  - (c) No Individual Member who runs for elected office, becomes a candidate for, or holds public office in a municipal, provincial or federal government shall be an executive Officer, Director or Chair of any Chamber Committee.

7.08 ELECTION OF PRESIDENT AND MEMBERS OF COUNCIL (The Board of Directors) (new)

- (1) At the first quarterly meeting held in each year (The AGM), the members present, by a two thirds vote shall elect, in the manner prescribed by the by laws of the Corporation, from among the members thereof, a President, Vice-President and Secretary (CEO) and at least eight other members who, with the President, Vice-President and Secretary (CEO) shall form the council (Board) of the corporation.

## Tenure

(2) The persons elected shall hold their offices until others are elected in their place, at the first quarterly meeting of the next year (AGM) or until they are removed from office or vacate it under the by-laws of the corporation.

## ARTICLE VIII - EXECUTIVE

8.01 The Chamber shall have the following Executive positions:

(a) President

The President of the London Chamber of Commerce shall be responsible for chairing all meetings of the Directors and the Executive and for generally directing and overseeing the work of the Executive and the Directors and ensuring that their responsibilities are fulfilled. The President shall serve for a term of one (1) year.

(b) President-Elect

The President-Elect is the member of the Executive committed to serve as the next President and shall have specific responsibility for monitoring the Chamber's performance in relation to the current Business Plan and for monitoring, amending and updating the Business Plan as required. The President-Elect shall serve for a term of one (1) year.

(c) Vice-President

There shall be three (3) Vice-Presidents who shall perform such duties as may be assigned to them from time to time by the Directors. A Vice-President shall serve for a maximum term of three years prior to either becoming the President-Elect or resigning from the Executive.

(d) Treasurer

The Treasurer shall be responsible for the budgets and the financial affairs of the Chamber and may continue to serve for an unlimited number of terms.

(e) Immediate Past President

The Immediate Past President shall be responsible for chairing the Nominating Committee. The Immediate Past President shall serve for a one (1) year term.

(f) CEO

In accordance with the **Boards of Trade Act**, The Chief Executive Officer of the Chamber shall serve as Secretary, and shall be an Officer and Director ex officio without vote. The Chief Executive Officer of the Chamber shall sit as a member at all meetings of the Executive and shall be entitled to take part in all discussions except when the Chair determines that a conflict of interest exists.

- 8.02 Subject to the direction of the Board, the Executive Committee shall be responsible for:
- (a) the organization and functioning of the Chamber's committees (for this purpose, members of the Executive may be held responsible for the functioning of various Chamber committees);
  - (b) the recommendation, to the Board, of Chairs for the various committees of the Chamber;
  - (c) long-range planning of the Chamber activities and projects;
  - (d) striking the annual budget and submitting it to the Board for ratification;
  - (e) general supervision of the Chamber's activities;
  - (f) such specific undertakings, duties or responsibilities as may be delegated by the Board from time to time.

The Executive Committee shall on a regular basis review and monitor the activities, operations, finances and affairs of the Chamber, its committees and employees, and recommend to the Board such actions as it deems necessary to fulfil the Chamber objectives as stated herein. The decisions of the Executive Committee shall however, be final only in cases where such power is specifically vested in it by the Board.

- 8.03 On or before the March meeting at the Board of Directors the Nominating Committee shall present a slate to stand for election to the Executive positions from the Elected Directors. The nominees put forward by the Nominating Committee for the Executive positions shall all have indicated to the Nominating Committee their consent to serve. Upon presentation of the slate, the Directors shall call for further nominations and may thereupon approve the slate as presented or approve the slate with the substitution of any other Directors nominated at the meeting. In the event that there are other nominations made at the meeting, the Directors shall vote separately on each individual Executive position.
- 8.04 The Directors may, upon the affirmative vote of at least fourteen (14) Directors and in such extraordinary circumstances as those Directors may deem it appropriate, remove any member of the Executive from office, provided that that individual shall remain a Director subject to the provisions of paragraph 7.06.
- 8.05 The Board of Directors shall fill any vacancy which occurs in the Executive by the election of one (1) of its members to the vacant position.
- 8.06 The Executive shall hold office for a one year term commencing on July 1st in each year.

8.07 The office of the CEO shall be a paid position with the General Manager's remuneration being established by the Directors. The other officers set out in Paragraph 8.01 above, shall serve without remuneration in the same manner as Directors; however, the Directors shall have the authority to establish new paid positions with the remuneration of such new offices being determined by the Directors.

8.08 SIGNING OFFICERS (new addition)  
 Signing officers shall be: any two members of the Executive Committee; one member of the Executive Committee and the CEO; or any one member of the Executive Committee and the Accounting Supervisor.

8.09 OATH OF OFFICE (new addition)  
 The President, President Elect, Vice-Presidents and Honourary Treasurer the corporation shall, before entering on the duties of their office, take and subscribe before a magistrate or justice of the peace, an oath in the following form:  
 "I swear that I will faithfully and truly perform my duty as an officer of the London Chamber of Commerce, and that I will, in all matters connected with the discharge of that duty, do all things, and only such things, as I truly and conscientiously believe to be adapted to promote the objects for which the Chamber was constituted, according to the true intent and meaning of the same. So help me God".

#### ARTICLE XI - MEETINGS OF THE MEMBERS

11.01 Meetings of the Members shall be called upon twenty-one (21) days notice to the Individual Members by the President, the Board of Directors, or five (5%) percent of the Individual Members. In the event of a meeting called by five percent of the Individual Members, a notice of meeting shall contain a statement of purpose of the meeting.

11.02 Every notice of a meeting shall state the time and place of the meeting and may be given by regular mail, facsimile transmission, electronic mail or by publication in one or more newspapers having general circulation within London. In the event of publication, the notice shall be deemed to have been given on the date of publication.

11.03 The Chair or the Board of Directors shall call an Annual Meeting to be held no later than the last day of October in each year.

11.04 At all meetings of Members, a quorum shall consist of twenty-five (25) Individual Members.

11.05 The Annual Meeting shall include an annual report by the Immediate Past President

of the activities during the preceding year, an auditor's report and the appointment of an auditor.

11.06 In accordance with the Federal Boards of Trade Act, new members since the last Annual Meeting, having been approved in principle by the Board of Directors, will be formally ratified and approved by a two thirds vote of the members present in person or by proxy at the Annual General Meeting of the Members

~~11.06~~11.07 All meetings of Members shall be conducted in accordance with Roberts Rules of Order.

Passed at a meeting of the members of the London Chamber of Commerce on the 29th day of September, 2011.

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President