London Chamber of Commerce

Economic Prosperity. Social Progress. For all.

Annual General Meeting

Member Notice and Proposed By-law Amendments

Formal notice for circulation to Members

1. Cover Email to Members

Subject: Annual General Meeting notice and proposed by-law amendments

Dear Member,

Please find attached the formal notice materials for the London Chamber of Commerce Annual General Meeting. The meeting will be held in person on Thursday, 24 September 2026, in the London Chamber of Commerce Meeting Rooms, Suite 101, 244 Pall Mall Street, London, Ontario. The programme will include reports from the outgoing Chair, the Treasurer and the CEO, together with a special guest address from Mayor Josh Morgan. Formal business will begin at 4:00 p.m. and is expected to conclude by 5:00 p.m. A cocktail reception will follow from 5:00 p.m. to 6:00 p.m.

The package includes the Director election process, the Board-approved slate, the proposed amendments to By-law No. 1, and the Board-approved AGM voting and proxy procedure. The proposed amendments update the nominations process, the slate vote, Officer election timing, and Members' meeting language.

Members will be asked to vote on the Director slate and the proposed by-law amendments at the AGM.

Please review the enclosed materials before the meeting. Voting and proxy instructions, including the form of proxy, are included in this package.

With thanks,

Graham Henderson
CEO, London Chamber of Commerce

2. Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Members of the London Chamber of Commerce will be held as follows:

Date	Thursday, 24 September 2026
Formal business	4:00 p.m. to approximately 5:00 p.m.
Cocktail reception	5:00 p.m. to 6:00 p.m.
Location	London Chamber of Commerce Meeting Rooms, Suite 101, 244 Pall Mall Street, London, Ontario
Format	In person

Business of the Meeting

1. To receive the annual report of the outgoing Chair.
2. To receive the Treasurer's report.
3. To receive the report of the CEO.
4. To hear a special guest address from Mayor Josh Morgan.
5. To receive the auditor's report and appoint the auditor for the next fiscal year.
6. To consider and, if thought advisable, approve the Board-approved slate of Directors.
7. To consider and, if thought advisable, approve the proposed amendments to By-law No. 1, as described in these materials.
8. To transact such other business as may properly come before the meeting.

Director Election Process

The Board-approved slate of Directors will be presented to the Members at the Annual General Meeting for election in accordance with the Chamber's By-law and Board-approved nominations process.

The annual nominations process is conducted through a public Call for Expressions of Interest, review by the Governance and Nominations Committee, Board approval of the recommended slate, and presentation of the Board-approved slate to the Members.

The Board-approved slate for the 2026 Annual General Meeting is:

Nominee	Status	Proposed term
Ashley Sisco	Re-election	Second three-year term, 2026-2029
Jamie Donaldson	New nominee	Three-year term, 2026-2029
Nadia McCormack-Smith	New nominee	Three-year term, 2026-2029

If the slate is approved, Ashley Sisco will be re-elected to a second three-year term and Jamie Donaldson and Nadia McCormack-Smith will be elected as Directors. The Board will have 15 Directors for the 2026-2027 governance year.

The slate will be voted on as one slate, in accordance with the Chamber's By-law and voting procedures.

Voting and Proxy Instructions

Voting Members may vote at the meeting in accordance with the Chamber's By-law and approved voting procedures. Corporate Members should ensure that the person voting on their behalf is authorised to do so.

A Voting Member who is unable to attend may vote by proxy using the form in Schedule C. The completed proxy form must be received by 12:00 noon on Wednesday, 23 September 2026, at graham@londonchamber.com. The AGM voting and proxy procedure is set out in Schedule B.

Questions about voting status or proxy arrangements should be directed to Graham Henderson, CEO, at graham@londonchamber.com.

3. General Nature of the Proposed By-law Amendments

Members are being asked to approve amendments to By-law No. 1. The proposed amendments update the By-law so it reflects the Chamber's current nominations process and Officer election process.

The proposed amendments would:

- replace the old 45-day nominations language with a Board-approved nominations process that includes a public Call for Expressions of Interest issued at least 120 days before the AGM;
- confirm that the Call for Expressions of Interest is the required route for annual consideration for Board nomination, subject to any process that applies if a slate fails;
- update the nominations policy provision so Policy 4.5 can govern the practical details of the annual process;
- confirm that Members vote on the Board-approved Director slate;
- change the Director slate vote threshold to majority vote;
- clarify that Officers are elected by the newly constituted Board at the first Board meeting following the AGM;
- reflect the Chamber's practice of convening a brief organisational Board meeting immediately after the AGM, unless impracticable;
- clarify when Officer terms begin; and
- streamline the Members' meeting and AGM language.

Proposed Member Resolution

Members will be asked to consider the following resolution:

THAT By-law No. 1 of the London Chamber of Commerce be amended as set out in Schedule A to these notice materials;

AND THAT the amendments take effect in accordance with the Boards of Trade Act and any applicable filing, confirmation or approval requirements;

AND THAT any Director or Officer of the Chamber is authorised to make minor, non-substantive corrections to numbering, formatting, grammar and cross-references required to give effect to the approved amendments.

Schedule A - Proposed Amendments to By-law No. 1

The following amendments are proposed. Text may be renumbered or reformatted as required after approval.

Article 6.02 - Director nominations process

Article 6.02 is deleted and replaced with the following:

> 6.02 The Board shall establish, by policy, a nominations process for Directors. The process shall include a public Call for Expressions of Interest issued at least one hundred and twenty (120) days before the Annual General Meeting, eligibility review, nominee consent, review by the Governance and Nominations Committee, shortlisting and interviews where appropriate, recommendation of a slate to the Board, Board approval of the slate, and presentation of the Board-approved slate to the Members for election at the Annual General Meeting.
>
> Members shall be given notice of the Annual General Meeting, including the Board-approved slate and voting procedure, in accordance with this By-law.
>
> No nominations will be accepted outside the Board-approved process, except where this By-law or Board-approved policy provides otherwise following the failure of a slate.

Article 6.03 - Nominations policy

Article 6.03 is deleted and replaced with the following:

> 6.03 The Board of Directors shall maintain a nominations policy establishing the process for the Call for Expressions of Interest, eligibility review, nominee consent, shortlisting, interviews, slate recommendation, Member voting, Community Member appointments to Governance Committees, Officer succession, and related procedures.

Article 6.05 - Election of Members of the Board of Directors

Article 6.05 is amended as follows:

> 6.05 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS
>
> (i) At the Annual General Meeting, the Members present, by majority vote and in the manner prescribed by the By-laws and Board-approved policies of the Chamber, shall elect the appropriate number of Directors to meet the number set by the Board in accordance with Article 5.01.
>
> (ii) The Members will be presented with a slate of nominees determined in accordance with Board-approved policy. No nominations will be accepted outside that process, except where this By-law or Board-approved policy provides otherwise following the failure of a slate.
>
> (iii) The voting process, including identification of voting representatives, proxy voting, electronic meeting procedures and electronic voting procedures, shall be set by the Board of Directors and made available to the Members with the notice of meeting.
>
> (iv) The persons elected shall hold office until successors are elected in their place at the next Annual General Meeting, or until they are removed from office or vacate office under the By-laws of the Chamber.

Article 7.02 - Election of Officers

Article 7.02 is deleted and replaced with the following:

7.02 The newly constituted Board of Directors shall select the Officers at the first Board meeting following the Annual General Meeting. Unless impracticable, that meeting shall be convened immediately following the adjournment of the Annual General Meeting for the purpose of electing Officers and addressing any other organisational business required for the new governance year.

Article 7.04 - Officer term

Article 7.04 is deleted and replaced with the following:

7.04 Officers shall hold office for a one-year term commencing upon their election by the Board at the first Board meeting following the Annual General Meeting, or on such other date as the Board may determine.

Article 11.01 - Members' meetings and AGM

Article 11.01 is deleted and replaced with the following:

11.01 Members' meetings shall be held in accordance with the Boards of Trade Act. One Members' meeting each year shall be designated as the Annual General Meeting, at which the election of Directors and other required annual business of the Chamber shall occur.

Schedule B - AGM Voting and Proxy Procedure

The following voting and proxy procedure was approved by the Board of Directors for the 2026 Annual General Meeting.

1. Voting eligibility. Each Member entitled to vote has one vote. A Corporate Member votes through the individual representative authorised by the Corporate Member. Membership and voting eligibility will be confirmed against the Chamber's records.

2. Voting in person. A Member attending the meeting, or the authorised representative of a Corporate Member, may cast the Member's vote when each question is called. The Board-approved Director slate will be voted on as one slate.

3. Appointment of proxy. A Member who is unable to attend may appoint another individual, including the Chair of the meeting, to attend and vote on the Member's behalf by completing the form of proxy in Schedule C.

4. Voting directions. The proxy holder shall follow the directions marked on the form. An unmarked listed resolution will be treated as an abstention. For procedural matters and other business properly brought before the meeting, the proxy holder may vote at their discretion unless the Member states otherwise.

5. Submission deadline. The completed and signed proxy form must be received no later than 12:00 noon on Wednesday, 23 September 2026, by email to graham@londonchamber.com.

6. Verification. The CEO, acting as Secretary, may verify voting status, the authority of a Corporate Member representative, the identity of the proxy holder, and the completeness of the form, and may contact the Member to resolve an apparent error or omission.

7. Revocation. A proxy may be revoked by written notice received at graham@londonchamber.com before the submission deadline, or by the Member attending and advising the Secretary before the vote is taken.

8. Validity and rulings. A proxy is valid only for the 2026 AGM and any adjournment and may not be transferred. The Chair, in consultation with the CEO as Secretary, will determine questions concerning validity or use under the By-law and this procedure.

Schedule C - Form of Proxy

Annual General Meeting: Thursday, 24 September 2026, 4:00 p.m.
Suite 101, 244 Pall Mall Street, London, Ontario

Member name: ____

Membership type: ☐ Individual Member ☐ Corporate Member

Authorised Corporate Member representative, if applicable:

____

Email address: ____

Appointment of proxy

I appoint: ☐ the Chair of the meeting ☐ the following individual:

Name: ___________________________________ Email: ___________________________________

to attend and vote on my behalf at the 2026 AGM and any adjournment in accordance with my directions. If the named individual does not attend, I appoint the Chair of the meeting in their place.

Voting directions

Mark one choice for each resolution. An unmarked resolution will be treated as an abstention.

Resolution	For	Against	Abstain
Election of the Board-approved Director slate	☐	☐	☐
Approval of the proposed amendments to By-law No. 1	☐	☐	☐
Appointment of the auditor for the next fiscal year	☐	☐	☐

Other business

For procedural matters and other business properly brought before the meeting, the proxy holder may vote at their discretion unless I direct otherwise:

____

Declaration and signature

I confirm that I am the Voting Member named above or the authorised representative of the Corporate Member named above, and that I have authority to appoint this proxy holder and provide these voting directions.

Signature: ____

Name of signatory: _______________________________ **Date:** _______________________

Return deadline: 12:00 noon on Wednesday, 23 September 2026, by email to graham@londonchamber.com.

Questions: Graham Henderson, CEO, at graham@londonchamber.com.