



Ontario Chamber of Commerce

Member Code of Conduct

I/we recognize that membership in the Ontario Chamber of Commerce (OCC) brings with it a set of obligations and responsibilities which are essential to protecting the work and brand of the chamber. I/we understand that failure to comply with the code of conduct could result in the termination of membership.

With this in mind, as a member, I/we shall:

1. Maintain the highest standards of conduct and act with integrity and dignity when interacting with partners, the public and the like;
2. Conduct professional activities in a respectable manner which positively reflects Ontario's business community;
3. Support and promote the Goals and Mission of the OCC;
4. Respect the reputation and work of the OCC;
5. Actively participate in or contribute to OCC committees or meetings where appropriate and lend my/our professional experience and expertise;
6. Help support the development and growth of Ontario businesses;
7. Respect the confidentiality requirements and privacy policies of the OCC.
8. Promote a safe working environment, free from harassment, abuse or discrimination;
9. Act in accordance with the laws, rules and regulations of Canada.
10. Abide by the by-laws and any conflict of interest guidelines of the OCC.

BY-LAW NO. 1

A By-Law relating generally to the conduct of the business and affairs of the

Ontario Chamber of Commerce

(herein called the "Corporation")

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BE IT ENACTED as a By-Law of the Corporation as follows:

1. **General**

1.01 Background

The Corporation was incorporated as a not-for-profit corporation without share capital under the *Corporations Act* (Ontario) by letters patent dated the 17th day of May, 1973. This By-Law No. 1 supplements and replaces in its entirety the by-laws of the Corporation in existence prior to the date hereof.

1.02 Definitions

In this By-Law and all other By-Laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Corporations Act* (Ontario), including the Regulations made pursuant to the Act and any statute or regulations that may be substituted therefor, as amended, from time to time;
- (b) “AGM” means an Annual General Meeting of Members;
- (c) “Association Members” means business, trade and professional organizations associated with the business and professional life in The Province of Ontario that do not represent a defined geographic area and whose membership is not broad-based and is restricted to a specific type or types of organization(s);
- (d) “Board” means the board of Directors of the Corporation;
- (e) “By-Laws” means this By-Law and any other By-Laws of the Corporation as amended and which are, from time to time, in force and effect;
- (f) “Chair” means the chairperson of the Board;
- (g) “Chair Elect” means the chairperson-elect of the Board;

- (h) “Chamber/Board” shall mean a Chamber of Commerce and/or a Board of Trade situated in the Province of Ontario;
- (i) “Code of Conduct” means the Code of Conduct of the Corporation as approved by the Board from time to time and applicable to Members and Directors as indicated in sections 2.03 and 5.10 of this By-Law;
- (j) “Corporation Members” are corporations, firms and partnerships associated with the business and professional life in The Province of Ontario;
- (k) “Director” means a director of the Corporation, elected according to section 4 of this By-Law;
- (l) “Directors-at-Large” shall mean those Directors elected at the AGM and designated as “Directors-at-Large” in accordance with section 4 of this By-Law, for one (1) year terms;
- (m) “Elected Directors” shall mean those Directors elected at the AGM and designated as “Elected Directors” in accordance with section 4 of this By-Law, for two (2) year terms;
- (n) “Executive Committee” shall have the meaning specified in section 5.09 of this By-Law;
- (o) “Individual Members” means individuals associated with the business and professional life in The Province of Ontario;
- (p) “Letters Patent” means the original or restated Letters Patent or Supplementary Letters Patent of the Corporation;
- (q) “Meeting of Members” includes an AGM or a Special Meeting of Members;
- (r) “Member” means a member in good standing of the Corporation, and includes all types and classes of Members admitted to membership according Article 2 of this By-Law, provided that, when used in the

context of voting, the term “Member” shall refer only to a member entitled to vote;

- (s) “Nominating and Governance Committee” means the nominating and governance committee established by this By-Law, whether it operates under that name or otherwise;
- (t) “Notice of Meeting” shall have the meaning ascribed to that term in section 3.03;
- (u) “Officer” means an Officer of the Corporation, appointed according to section 6.01 of this By-Law;
- (v) “Organization Members”, means geographically-based chambers of commerce and boards of trade that are registered or eligible to be registered under the Boards of Trade Act (Canada), or are registered or eligible to be registered under the Corporations Act (Ontario), or is an Organization Member in good standing as of 1 May 2015; provided that the membership of said chambers of commerce and boards of trade is (i) broadly-based and not restricted to a specific type or types of organization(s), and (ii) is not based on sector, ethnicity, gender or other similar themes;
- (w) “Past Chair” means the immediate past chairperson of the Board of Directors of the Corporation;
- (x) “President” means the President and Chief Executive Officer of the Corporation;
- (y) “Resolution” means, unless such Resolution is a Special Resolution, a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (z) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

- (aa) “Secretary” means the Secretary of the Corporation;
- (bb) “Signing Officer” shall have the meaning ascribed to that term in section 1.06;
- (cc) “Special Meeting of Members” includes a meeting of any class or classes of Members or a special meeting of all Members entitled to vote at an AGM;
- (dd) “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (ee) “Vice Chair” means any vice-chairperson of the Board of Directors of the Corporation;
- (ff) “Voting Representative” shall mean a duly appointed representative of an Organization Member in good standing with the Corporation.

1.03 Corporate Principles and Objectives

The Corporation shall:

- (a) act as the “Voice of Business in Ontario”;
- (b) encourage the development of a legislative and policy framework in which business can thrive;
- (c) influence government and policy makers in a positive, visible and consistent manner;
- (d) foster, nurture, support and strengthen the Chamber and Board of Trade network;
- (e) advise, consult, assist and disseminate relevant information to Members; and
- (f) recognize excellence achieved by Members.

1.04 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 in section 1.02 above, words and expressions defined in the Act have the same meanings when used in these By-Laws.

1.05 Corporate Seal

The Corporation may, but need not, have a corporate seal. If the Corporation has a corporate seal, it shall remain in the custody of the President. A document executed on behalf of the Corporation is not invalid merely because the corporate seal, if any, is not affixed thereto.

1.06 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by such Director or Directors, Officer or Officers, agent or agents of the Corporation (hereinafter each a “Signing Officer, and collectively the “Signing Officers”) in such manner and number as shall from time to time be determined by resolution of the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. The corporate seal, if any, of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by a Signing Officer appointed as aforesaid by the Board. The signature or signatures of any Signing Officer appointed by the Directors as aforesaid may be mechanically or electronically affixed and reproduced on any contracts, documents, instruments or debt obligations, or certificates of the Corporation, and such mechanical or electronic signatures shall be deemed to be original signatures, and shall be binding on the Corporation.

1.07 Financial Year End

The financial year end of the Corporation shall be the 31st day of December of each year.

1.08 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by Resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by Resolution from time to time designate, direct or authorize.

1.09 Voting Rights in Other Companies

The proper Signing Officers of the Corporation may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any shares or other securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers signing them or arranging therefor. In addition, the Board may from time to time direct the manner in which or the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

1.10 Borrowing

The Board may from time to time:

- (a) borrow money on the credit of the Corporation; or
- (b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time, the Board may authorize any Director, Officer or employee

of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions, and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

1.11 Head Office

The head office of the Corporation shall be in the City of Toronto in the Province of Ontario or at such other location in Ontario determined by Resolution of the Board.

1.12 Rules of Order

At all meetings of the Corporation and any committee thereof any dispute in procedure shall be resolved by reference to Robert's Rules of Order (Revised).

2. **Members**

2.01 Membership Classes

Subject to the Letters Patent, the Corporation's Members shall be divided into four classes: Organization Members, Corporate Members, Association Members, and Individual Members.

2.02 Voting Rights

Organization Members are entitled to vote at Meetings of Members. No other Members shall be entitled to vote at Meetings of Members.

2.03 Membership Conditions

Except as otherwise specifically set out, the following conditions apply to all classes of Membership:

- (a) All new Members are subject to review and approval by the Board.
- (b) All new Members are subject to review and ratification by the Organization Members at the AGM or any other meeting of the Organization Members at which admission to Membership is to be lawfully discussed.
- (c) Any Member in good standing as of the date of this By-Law shall continue as a Member of the Corporation unless terminated in accordance herewith.
- (d) Membership is conditional on payment of the prescribed fees and acceptance of the By-Laws and Code of Conduct of the Corporation.
- (e) Provided the Member remains in good standing, membership in the Corporation shall be for an indefinite period of time. The Board may terminate the membership of a Member by a two-thirds (2/3) vote at a meeting of the Board for failure to meet the requirements for membership; for breaching the Code of Conduct of the Corporation; for acting in a manner as to bring discredit to the Corporation; or for acting in a manner detrimental to the Corporation. The Board shall provide twenty (20) days' notice of termination to the Member and shall provide reasons for the proposed termination, and the Member shall be permitted to make written submissions to the Board in response to such notice within such twenty (20) day period. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.
- (f) No political party or elected official shall be eligible to be a Member of the Corporation.
- (g) Membership of any Member of the Corporation is terminated when:

- (i) the Member dies, or, in the case of a Member that is a corporation, the corporation is liquidated or dissolved;
- (ii) the Member fails to maintain any qualifications for membership described in these By-Laws;
- (iii) the Member resigns by delivering a written resignation to the Corporation in which case such resignation shall be effective on the date specified in the resignation; or
- (iv) the Member is expelled in accordance with Article 2.03 of these By-Laws or is otherwise terminated in accordance with the Letters Patent, the Act or the By-Laws.

2.04 Voting Representative

Each Organization Member in good standing may appoint one (1) individual as a Voting Representative for any Meeting of Members, including the AGM, by written notice to the Secretary. This appointment is subject to the terms hereof and is valid until revocation thereof is given in writing to the Secretary by such Organization Member. Each Voting Representative shall be deemed to hold a proxy for the Organization Member that Voting Representative represents. Voting Representatives, whether elected or appointed, shall be subject to the following qualifications:

- (a) each Voting Representative shall be the chief executive or a board member of an Organization Member; provided that an Organization Member may appoint such other person as the Organization Member may designate with the prior written approval of the Board;
- (b) no Voting Representative shall be an employee of the Corporation; and
- (c) no Voting Representative shall be a direct full-time employee of the Government of Ontario, the Government of Canada, or a regional or municipal government in Ontario, or of any of their agencies, crown corporations, boards or commissions.

2.05 Membership Dues

The membership dues of all Members shall be determined by the Board. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within ninety (90) days of the membership renewal date or of such notification, the Member shall be in default, and their membership may be terminated, on written notice from the Corporation at any time after the said ninety (90) days.

2.06 Limitation and Liability of Members

No Member, in its, his or her individual capacity, shall be liable for any debt or action of the Corporation.

2.07 Rights of Members

All Members in good standing shall be entitled to receive the regular publications of the Corporation. All Organization Members in good standing shall have the right to attend Meetings of Members, and to vote, introduce motions or second motions at any Meeting of Members. All Voting Representatives in good standing have the privileges of the floor to take part in discussions at the AGM. Individual Members, Corporation Members and Association Members wishing to have the privileges of the floor and to take part in discussions at the AGM must apply for written accreditation in writing to the Corporation at least sixty (60) days in advance of the AGM in question. Accreditation will be subject to the approval of the Board and a list of accredited delegates will be circulated to Members in accordance with the provisions of these By-Laws. Directors and Officers shall have the right to attend any Meetings of Members and may request the privileges of the floor in person at the AGM. The Organization Members may grant such privileges by majority vote of those Organization Members present.

2.08 Resignation

Any Member who resigns from the Corporation shall remain liable for payment of any outstanding membership fees that are owed by the Member prior to the Member's resignation.

3. Meetings of Members

3.01 Annual General Meeting

The AGM shall be held on a day and at a place within Ontario fixed by the Board not later than fifteen (15) months after the last preceding AGM but not later than six (6) months after the end of the Corporation's preceding financial year. The business transacted at the AGM shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous AGM and subsequent Meetings of Members;
- (c) reports from the Chair and Board on the Corporation's activities in the previous year;
- (d) consideration of the financial statements;
- (e) report of the auditor including presentation of copies of the annual financial statements, report of the Corporation's public accountant and any other documents required by the Act to be delivered to the Corporation's Members at each AGM;
- (f) reappointment or new appointment of the auditor;
- (g) election of Directors; and
- (h) such other or special business as may be set out in the Notice of Meeting.

No other item of business shall be included on the agenda for the AGM unless a Member's proposal has been given to the Secretary prior to the giving of the Notice of Meeting of the AGM in accordance with the Act, so that such item of new business can be included in the Notice of Meeting of the AGM.

3.02 Special Meetings

The Directors may call a Special Meeting of Members of Organization Members at any time. The Board shall convene a Special Meeting of Members of Organization Members on written requisition of not less than ten percent (10%) of the Organization Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act,

within twenty-one (21) days from the date of the deposit of the requisition.

3.03 Notice

Subject to the Act, not less than thirty (30) and not more than fifty (50) days' written notice of any Meeting of Members shall be given in the manner specified in the Act to each Organization Member and to the auditor or person appointed to conduct a review engagement (the "Notice of Meeting"). The Notice of Meeting where special business will be transacted must contain sufficient information to permit Members to form a reasoned judgment on the decision to be taken. Each Notice of Meeting must remind the Member of the right to vote by proxy. Notwithstanding the foregoing, a Meeting of Members may be held for any purpose at any date and time and, subject to the Act, at any place without notice if all the Organization Members and other persons entitled to notice of such meeting are present in person or represented by a Voting Representative or proxy at the meeting (except where a Member or such other person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the Organization Members and other persons entitled to notice of such meeting and not present in person nor represented by a Voting Representative or proxy thereat waive notice of the meeting.

3.04 Quorum

A quorum for the transaction of business at a Meeting of Members is 10 Voting Representatives representing 25 Organization Members whether present in person or by proxy. 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.

3.05 Chair of the Meeting

The Chair shall be the chair of each Meeting of Members. In the absence of the Chair, the Chair-Elect shall act as the chair of the Meeting of Members. In the absence of the Chair and the Chair-Elect, the Past Chair or one of the Vice Chairs shall act as the chair of the Meeting of Members. If none of such Officers is present, the Organization Members present at any Meeting of Members shall choose another Director as chair and if

no Director is present or if all the Directors present decline to act as chair, the Organization Members present shall choose a Voting Representative to chair the meeting.

3.06 Voting of Members

Business arising at any Meeting of Members shall be decided by a majority of votes unless otherwise required by the Act or the By-Laws provided that:

- (a) each Organization Member shall be entitled to one (1) vote at any Meeting of Members, to be exercised through that Organization Member's Voting Representative;
- (b) votes shall be taken by a show of hands among all Organization Members present, through a Voting Representative, and the Chair of the meeting, if a Voting Representative, shall have a vote on behalf of the Organization Member the Chair represents;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Organization Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- (e) if there is a tie vote, the Chair of the meeting shall require a written ballot, and the Chair shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a Resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

3.07 Resolutions in Writing

Subject to the Act, a Resolution in writing signed by all of the Members entitled to vote on that Resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members.

3.08 Adjournments

The Chair of a Meeting of Members may, with the majority consent at any Meeting of Members, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.09 Submissions to Meetings

An Organization Member may submit a proposal to the Corporation to discuss any matter it wishes at an AGM, if consistent with the requirements of the Act. Such proposals must be in writing and delivered to the Secretary of the Corporation no later than ninety (90) days prior to an AGM. The Board may either accept or reject the proposal. If the proposal is accepted, the Corporation will include the proposal in the required Notice of Meeting. If the proposal is rejected, the Board will within twenty-one (21) days of receiving the proposal notify the Organization Member in writing of the Board's intention to omit the proposal and the reasons for such omission.

3.10 Proxies

Any Member with a right to vote at a Meeting of Members, may by means of a proxy appoint a proxy holder, who shall be an accredited delegate approved in accordance with section 2.07 or another Member with a right to vote at such meetings and on such issue, to attend and act at such Meeting of Members in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. No individual shall be authorized, whether by accreditation or proxy, to represent more than two (2) Members with a right to vote at such meeting and on such issues.

A form of proxy shall be written or printed in a form that complies with the Act. A form of proxy becomes a proxy on completion by or on behalf of a Member and execution by the Member or such Member's accredited delegate or attorney authorized in writing. Alternatively, a proxy may be an electronic document that satisfies the requirements of the Act. A proxy is valid only at the meeting in respect of which it is given or at any adjournment thereof.

The Board may specify in a notice calling a Meeting of Members a time, not exceeding 48 hours preceding the meeting or an adjournment thereof, before which proxies to be used at the meeting must be deposited with the Corporation or its agent (subject to the rights of Members to revoke proxies, as provided below).

A Member may revoke a proxy either (i) by depositing an instrument in writing executed by the Member or by the Member's attorney authorized in writing at the registered office of the Corporation at any time up to and including the last Business Day preceding the day of the meeting, or an adjournment thereof, at which the proxy is to be used, or with the Chair of the meeting on the day of the meeting or an adjournment thereof, or (ii) in any other manner permitted by law.

3.11 Electronic Participation

If a Meeting of Members is called under the Act, the Board may, in its sole discretion and subject to the Act and the Regulations, determine that the meeting will 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.

3.12 Persons Entitled to be Present

The only persons entitled to attend a Meeting of Members are the Organization Members, Directors, Officers, such employees of the Corporation as the Board may determine, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), any accredited delegates approved pursuant to Section 2.07 and others who are entitled or required under any provision of the Act or the Letters Patent to be present at the meeting.

4. Directors

4.01 Election and Term

Subject to the rights of the Executive Committee in section 5.09, the Board shall have oversight of the affairs of the Corporation. Until changed in accordance with the Act, and subject to the terms of this Section 4.01 and of Section 4.05, the number of Directors shall be up to twenty-five (25). There shall be up to twenty (20) “Elected Directors” who shall serve for two (2) year terms from the date of their election. There shall also be up to five (5) Directors at Large who shall serve for one (1) year terms from the date of their election. Subject to Section 4.08, all Directors shall be elected by the Organization Members at the AGM. An Elected Director once elected may not serve more than two (2) consecutive two-year terms, unless elected to be an Officer in which case the Elected Director may serve up to an additional six (6) years on the Executive Committee. A Director at Large once elected may not serve more than two (2) consecutive one-year terms. A former Director having previously served the maximum number of consecutive years shall be eligible for election as a Director after at least one (1) year not being an Elected Director.

4.02 Observers

The Board may appoint ex-officio, non-voting observers who shall be permitted to attend all meetings of the Board as if that observer was a Director. The Board shall in its discretion invite committee chairs and representatives of any other organizations to attend meetings of the Board, or an appropriate portion of any such meeting, specific invitations for which must be issued by the Chair or by resolution of the Board.

4.03 Nomination and Governance Committee

There shall be a Nominating and Governance Committee selected and appointed by the Board, which shall consist of the Chair, the Past Chair, Chair Elect, and another Director who is retiring from the Board at the next AGM and who is not an Officer, and the President; provided that the President shall not have a vote. In addition the Executive Committee of the Board shall, in consultation with the Chamber Executives of Ontario or, if that organization ceases to exist, such other body or group of Organization Members as the Board shall determine, appoint three (3) representatives of Organization

Members to the Nominating and Governance Committee. The Chair of the Nominating and Governance Committee shall be the Past Chair of the Board. Meetings of the Nominating and Governance Committee shall be held at any time and place to be determined by the Chair.

4.04 Nominations of Directors

The following procedures shall apply to the creation of a slate of nominees for the election of Directors:

- (a) the Nominating and Governance Committee shall deliver a slate of nominees in compliance with Section 4.05, to the Chair by 11:00 am on or before the fiftieth (50th) day preceding the date fixed for the AGM and the Board be provided the opportunity to make a recommendation to the Membership;
- (b) the Chair shall send the slate prepared by the Nominating and Governance Committee to the Organization Members no later than thirty (30) days preceding the date fixed for the AGM;
- (c) any Organization Member may nominate a slate of directors in the form of a proposal in advance of the AGM, if submitted within the prescribed time and in accordance with the requirements for a proposal set out in the Act and if signed by not less than ten percent (10%) of the Organization Members entitled to vote at the AGM;
- (d) a list of other nominated slates of directors shall be sent concurrently with the slate of directors referred to in paragraph (b) above to each of the Organization Members; and
- (e) an Organization Member may submit nominations for directors at an AGM, provided that any such nominations are submitted to the to the Chair by 11:00 am on or before the fiftieth (50th) day preceding the date fixed for the AGM.

4.05 Composition Requirements of the Director Nominees

A slate of nominees for the election of Directors shall consist of:

- (a) the Chair of the Board, Past Chair, Chair-Elect, the three (3) Vice-Chairs of the Board and the Honorary Treasurer;
- (b) up to thirteen (13) Elected Directors;
- (c) up to four (4) Directors At Large; provided that (i) there shall at least be two (2) Directors at Large who shall be representatives from Organization Members who shall be chosen by the Nominating and Governance Committee in consultation with Chamber Executives of Ontario or, if that organization ceases to exist, such other body or group of Organization Members as the Board shall determine; and
- (d) one (1) additional Director-at- Large, ex officio, who shall be the Chair of the Chamber Executives of Ontario (CEO), and will assume the office of Director-at-Large of the Corporation as of the date the person is elected or appointed Chair of the CEO.

When preparing the slate of nominees, the Nominating and Governance Committee shall comply with such selection policies and diversity requirements as are from time to time adopted by the Board, including, without limitation, geography, size of the represented community, etc.

Neither the Nominating and Governance Committee nor any Organization Member shall nominate for the office of Director any person who is a paid employee of any body of government (including any legislative, executive or judicial branch of any political subdivision of Canada any service, agency or dependency thereof, but excluding a Crown corporation which is a Corporate Member).

4.06 Qualification

A Director:

- (a) shall be eighteen (18) or more years of age;

- (b) shall not have been declared incapable by any court;
- (c) shall be an individual;
- (d) shall not have the status of a bankrupt; and
- (e) shall be (i) a person who is an employee, director or officer of an Organization Member, Corporation Member or Association Member that is in good standing with the Corporation; or (ii) a person who is an employee, director or officer of an entity that is a member in good standing with an Organization Member; or (iii) is an individual Member in good standing with the Corporation.

4.07 Vacancies

The office of a Director shall be vacated immediately if:

- (a) the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever time is later;
- (b) the Director dies or becomes bankrupt;
- (c) the Director is found to be incapable of managing property by a court or under Ontario law;
- (d) the Director is removed from office by the affirmative vote of two-thirds (2/3) of the Directors at a meeting of the Board, notice of which was given to all Directors in accordance with the calling of such meetings specifying the intention to pass a Special Resolution to remove the Director, and upon such Special Resolution being enacted the Director shall immediately cease to hold office;
- (e) the Director misses in any one year 50% or more of the regularly called and constituted meetings of the Board without, in the opinion of the Chair, a reasonable reason for doing so; or,

- (f) at a Meeting of Members, a Resolution is passed removing the Director before the expiration of the Director's term of office.

4.08 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- (a) at a meeting for which a quorum of Directors is present, the Directors may pass a Resolution to fill a vacancy among the Directors including vacancies among the Directors at Large or Elected Directors; and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.
- (b) if a quorum of Directors cannot be reached, or there has been a failure to elect the minimum number of Directors set out in the Letters Patent, the Board shall, without delay, call a Special Meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Organization Member; and
- (c) if the vacancy occurs as a result of the Organization Members removing an Elected Director, the Organization Members may fill the vacancy by a majority vote at a Meeting of Members and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.
- (d) if the vacancy occurs as a result of the confirmation of a number of Directors-at-Large less than the maximum permitted under section 4.05 of this By-Law, the Directors, at a meeting for which a quorum of Directors is present, may pass a Resolution to fill the Director-at-Large vacancies; and the appointee(s) shall hold office until the next General Meeting of the Membership. The appointee(s) shall be eligible to be elected as Director at the next General Meeting of the Membership.

4.09 Validity of Acts of Directors

The acts of a Director on either the Board or any committee shall be valid even if a defect in his or her election, appointment, or qualification is discovered afterwards.

4.10 Remuneration of Directors

The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- (a) The Board shall establish a written policy pursuant to which Directors may be reimbursed for reasonable expenses they incur in the performance of their Director's duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by Resolution passed before such payment is made; and
 - (iii) in compliance with the conflict of interest provisions of this By-Law and the Act.

4.11 Agents and Employees

The Board may appoint such agents and engage such employees as they shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment. The remuneration of all agents and employees shall, subject to the other provisions of the By-Laws, be fixed by the Board by Resolution.

4.12 Rules, Regulations, and Policies

The Board may prescribe such rules, regulations and policies not inconsistent with the By-Laws and the Letters Patent of the Corporation relating to the management and operation of the Corporation and other matters provided for in the By-Laws as they may deem expedient.

5. Meetings of Directors

5.01 Meeting of Directors

Meetings of the Board may be called by the Chair, the President or any ten (10) Directors at any time. The Chair shall preside at Board meetings. In the absence of the Chair, the Chair-Elect shall preside, failing which the Directors present shall choose one of their number to act as chair.

5.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this By-Law to every Director of the Corporation not less than fourteen (14) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none 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 and place of the adjourned meeting is announced at the original meeting. Unless the By-Law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the AGM.

5.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any Resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each

Director forthwith after being passed, and no other notice shall be required for any such regular meeting.

5.04 Votes to Govern

Each Director has one (1) vote, including the ex-officio Director. 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 shall not have a second or casting vote in addition to the chair's original vote as a Director, and the issue being voted on shall not pass. Officers who are not Directors shall not be permitted to vote at a meeting of the Board. If a majority of the Directors of the Corporation present at a meeting of Directors or of any committee of Directors consents thereto, votes on any issue may be conducted electronically under the direction of the Secretary in such a manner as to permit the Directors to communicate adequately.

5.05 Quorum

A majority of Directors shall constitute a quorum at all meetings of the Board.

5.06 Attendance by Electronic Means

A Director may, in accordance with the Act and the Regulations, and if all the Directors of the Corporation consent, participate in a meeting of Directors or of a committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of this By-Law to be present at that meeting.

5.07 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors. Such resolution may be signed in counterparts.

5.08 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by Resolution of the Board.

5.09 Executive Committee

The Board shall annually appoint from amongst its Directors, in accordance with the Nominating and Governance Committee's slate developed and presented to the Members pursuant to Section 4.05, an executive committee (the "Executive Committee"), which shall include the Chair, the Chair-Elect, the Vice Chairs, the Past Chair, the Honorary Treasurer, and such other Directors as deemed appropriate by the Board from time to time. The Chair shall serve as the chair of the Executive Committee. To the fullest extent permitted by law, the Executive Committee shall carry on, and shall have full power to carry on, the business of the Corporation between the meetings of the Board, with the same powers as the Board.

5.10 Liability of Directors

Every Director when exercising his or her powers and discharging his or her duties must:

- (a) comply with the Corporation's Code of Conduct;
- (b) act honestly, in good faith and in the best interests of the Corporation;
- (c) carry out his or her duties as a reasonable person would in the circumstances; and
- (d) comply with the Act, its Regulations, any amendments to the Act or its Regulations, all other applicable laws, the Letters Patent and the By-Laws of the Corporation.

6. Officers

6.01 Nomination and Description of Officers

The Nominating and Governance Committee shall recommend to the Board such people as it may determine to hold office for their respective terms, pursuant to Sections 4.04 and 4.05. The Board shall then, by Resolution elect or appoint the Officers as outlined below.

Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the Officers of the Corporation, if designated and if Officers are appointed by resolution of the Board, shall have the following duties and powers associated with their positions:

- (a) **Chair** – The Chair shall be a Director. The Chair shall, when present, preside at all meetings of the Board and Meetings of Members. The Chair shall be an ex-officio member of all committees of the Corporation. The Chair shall have such duties and powers as the Board may specify.
- (b) **President** – The President shall not be a Director. The President shall be the Chief Executive Officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- (c) **Chair Elect** – The Chair-Elect shall be a Director. If the Chair is absent or unable or refuses to act, the Chair-Elect, shall, when present, preside at all meetings of the Board and the Members. The Chair-Elect shall have such duties and powers as the Board may specify. The Chair-Elect shall hold the position of Chair after completing one term as the Chair-Elect.
- (d) **Vice Chair** – There will be three (3) Vice-Chairs, and each Vice-Chair shall be a Director. Each Vice Chair shall have such duties, portfolios,

responsibilities and powers as the Board may specify.

- (e) **Past Chair** – The immediate past Chair shall serve as Past Chair of the Corporation, and shall be a Director. Notwithstanding any other provision of these By-Laws, the Past Chair shall serve in that office for a maximum of one (1) year. The Past Chair shall have such duties and powers as the Board may specify.
- (f) **Secretary** - The Secretary shall attend and be the Secretary of all meetings of the Board, Meetings of Members and meetings of committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor, or other person appointed to conduct a review engagement, and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The President will be the Secretary.
- (g) **Honorary Treasurer** - If appointed, the Honorary Treasurer shall have such powers and duties as the Board may specify and shall be a Director.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or Chair 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 or create any additional office with any powers and duties deemed appropriate by the Board. In case of the absence or inability or refusal to act of any Officer of the Corporation or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being. All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties respectively as may from time to time be assigned to them by the Directors.

6.02 Officers' Term of Office

The Officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed.

6.03 Validity of Actions

The acts of an Officer are valid even if a defect in his or her appointment or election is discovered afterwards.

6.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be Director (if a necessary qualification of appointment); or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by Resolution, appoint a person to fill such vacancy.

7. **Protection of Directors and Officers**

7.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by Resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the

Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's Letters Patent and By-Laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

The Corporation shall also indemnify any person in any other circumstances that the Act or laws permit or require. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by the Act or law.

7.02 Directors and Officers Insurance

The Corporation must from purchase insurance for the Directors and Officers of the Corporation against any liability incurred by a Director or Officer in connection with their duties as a Director and/or Officer of the Corporation.

8. Conflict of Interest

8.01 Conflict of Interest

A conflict of interest exists if there is a real or reasonably perceived impediment to a Director's responsibility to act in the best interests of the Corporation, due to the Director's affiliations, obligations, associations and relationships outside of the Corporation. Conflict of interest includes direct and indirect financial interests and non-financial interests. In this By-Law, associates include the parents, siblings, children, spouse and common-law partners of the Director, as well as any organization, agency, company or individual (such as a business partner or employer) with a formal relationship to a Director.

A conflict of interest shall be declared or raised as follows:

- (a) Every Director who, either directly or through one of the Director's associates, has or may potentially have a conflict of interest concerning a proposed or current contract, transaction or decision of the Corporation, shall disclose the nature and extent of the interest at the Board meeting at which the contract, transaction or decision is first raised.
- (b) If the Director, either directly or through one of the Director's associates, becomes interested in a contract, transaction or decision after the Board meeting at which it was first raised, the Director shall make a declaration at the next Board meeting following the Directors' realization of a conflict.
- (c) In the case of an existing contract, transaction or decision, the Director shall make a declaration at the first Board meeting after the individual becomes a Director or the Director realizes the interest.
- (d) After making the declaration, the interested Director shall not vote and shall not be present at the vote, or at any portion of a Board meeting at which the contract, transaction or decision is discussed. The interested Director shall not attempt, in any other way, to influence the voting on a contract, transaction or decision. The interested Director shall not be counted in any required quorum with respect to this vote.
- (e) If the Director fails to make a declaration of interest in a contract, transaction or decision as required by this By-Law, the Board may remove the Director by a two-thirds (2/3) vote of the Board.
- (f) The failure of any Director to comply with this section does not, in and of itself, invalidate any contract, transaction or decision undertaken by the Board.
- (g) If a Director believes that another Director is in a conflict of interest position concerning any contract, transaction or decision, the Director shall voice the concern at a Board meeting. This can either be the Board

meeting at which the contract, transaction or decision is first raised, or the next Board meeting following the Director's realization that another Director may be in a conflict of interest position. If the Board finds a Director in conflict, the Director shall abide by the requirements of this section.

- (h) Every declaration of a conflict of interest, and the general nature of the conflict of interest, shall be recorded in the minutes of the Board meeting.

8.02 Member Approval

A Director is not accountable to the Corporation, or to any of its Members, for any profit gained by the Director from a contract, provided that:

- (a) the contract is confirmed by a majority of the votes at a Meeting of Members called for that purpose; and
- (b) the Director's interest in the contract is declared in the notice calling the Meeting of Members.

9. Notices

9.01 Service

Any notice required to be sent to any Member, Officer or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member, Officer or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address has been given, then to the last address of such Member, Officer or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. If the Corporation sends a notice or document to a Member, Officer or Director and the notice or document is returned

on two (2) consecutive occasions, the Corporation is not required to send any further notices or documents to the Member, Officer or Director until the Member, Officer or Director informs the Corporation in writing of a new address for service.

9.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

9.03 Invalidity of any Provisions of this By-Law

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.

9.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or the auditor, or the non-receipt of any notice by any such person where the Corporation 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.

10. Dispute Resolution

10.01 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 10.02 of this By-Law.

10.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Letters

Patent or By-Laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the Letters Patent, By-Laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and then two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

11. Adoption and Amendment of By-Laws and Policies

11.01 Amendments to By-laws

The Organization Members may from time to time amend this By-Law by a Special Resolution of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-Law other than a provision respecting the transfer of a membership or to change the method of voting by Members not in attendance at a Meeting of Members.

11.02 Referenda

The Board may submit, at its discretion, any policy question by referendum to the Organization Members. This shall be done by sending the referendum proposal, together with adequate information and a ballot, to all Organization Members. The length of the voting period shall be neither more than sixty (60) days nor less than thirty (30) days from the sending of the referendum proposal by the Board. In case of urgency, any policy matter may be submitted and voted upon by electronic means or couriers, in which event a period of five (5) Business Days shall be given for voting by Organization Members.

Unless otherwise provided in the By-Laws, approval of a proposed policy requires that two-thirds (2/3) of the votes cast must be in favour of each proposed policy. Any policy, so approved, shall be considered as adopted, and shall be effective as if passed at an AGM.

12. Dissolution of Corporation and Distribution of Assets

- (a) In the event of amalgamation with another chamber, board of trade(s), or other organization, the Corporation's assets shall be transferred to the successor organization;
- (b) In the event the Corporation is about to be dissolved, the Board shall distribute the assets as it sees fit after all outstanding liabilities are discharged; and

- (c) In the event of Corporation dissolution and a Board resolution is not possible, the assets shall be transferred to a registered charity with a mandate compatible with mandate of the Corporation, and which is Provincial in scope.

13. Effective Date

13.01 Effective Date

Subject to matters requiring a Special Resolution, this By-Law shall be effective when enacted by the Board and confirmed by the Members.

DATED as of the 21st day of April, 2015.

ENACTED by the Directors of the Corporation on the 30th day of April, 2015.

CONFIRMED by the Members of the Corporation on the 1st day of May, 2015.

AMENDED by the Members of the Corporation on the 5th day of May, 2017.

AMENDED by the Members of the Corporation on the 27th day of April, 2018.