BY-LAW NO. 4 TILLSONBURG DISTRICT CHAMBER OF COMMERCE

WHEREAS By-Law No. 1 was repealed and replaced with By-Law No. 2 on November 9, 2016.

WHEREAS By-Law No. 2 was repealed and replaced with By-Law No. 3 on January 28, 2021.

WHEREAS By-Law No. 3 was repealed and replaced with By-Law No. 4 on January 22, 2025.

ARTICLE 1 – NAME

1.01 The name of the Corporation shall be "Tillsonburg District Chamber of Commerce".

ARTICLE 2 – DEFINITIONS

2.01 The following words, when used in this By-Law, have the following meanings:

(a) "Board" or "Board of Directors" or "Directors" means the Board of Directors of the Tillsonburg District Chamber of Commerce, as defined in Article 6;

(b) "Chamber" means the Tillsonburg District Chamber of Commerce;

(c) "Executive" means the Executive of the Tillsonburg District Chamber of Commerce, as defined in Article 9;

(d) "Member" means individuals, corporations and other organizations that hold membership. It does not refer to their representatives.

(e) "Membership" identifies all Members including Honorary Members as defined in paragraph 5.07 hereof.

(f) "Member Representative" shall mean the person designated by a Member to be the representative of, and vote for that Member.

ARTICLE 3 – HEAD OFFICE

3.01 The Head Office of the Chamber shall be situated within the Town of Tillsonburg, in the County of Oxford and Province of Ontario, at a place from time to time fixed by the Directors.

ARTICLE 4 – VISION, MISSION & GOALS

4.01 Our Vision is the creation and preservation of an environment in which business enterprise flourishes, chamber members are engaged and community partnerships are valued.

4.02 The Tillsonburg District Chamber of Commerce supports and promotes economic growth through advocacy, networking, alliances and education to create the best business environment possible in Tillsonburg and the surrounding area.

4.03 The core values and beliefs of the Chamber shall be:

1. To respect and treat Chamber Members, other businesses and our community at large with integrity, honesty, equity and dignity.

2. To communicate and act responsibly with accountability in all our interactions with stakeholders.

3. To meet Members' needs through quality support and effective Member services.

4. To manage and operate in a transparent manner at all times.

5. To improve family financial security through the enhancement of the business environment.

6. To meet the applicable Member Code of Conduct or Director Code of Conduct and good business ethics.

4.04 The Chamber shall be non-sectional, non-sectarian and shall not in any manner whatsoever support any candidate for public office.

ARTICLE 5 – MEMBERSHIP

5.01 Any reputable person directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of Tillsonburg and the surrounding area shall be eligible for membership, upon application to the Chamber.
Applications shall be submitted to and are subject to approval by the Board of Directors.
The Board of Directors reserves the right to qualify or disqualify applications for membership.

5.02 Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of Tillsonburg and the surrounding area may become Members of the Chamber.
Every Member who is not a person must designate one (1) Member Representative to vote and act on its behalf.

5.03 Applications submitted electronically through the www.tillsonburgchamber.ca website are acceptable.

5.04 The rates for Membership fees shall be reviewed annually by the Directors. All such fees shall be payable in advance, and shall be payable by each Member not later than thirty (30) days following the first day of the membership year as specified in the Notice of Membership Fees. Fees are non-refundable. Interest may be charged on over-due accounts, as determined by the Directors from time to time. Other assessments may be levied against all Members, provided they are recommended by the Board and approved by a majority of the Members present at a general meeting of the Chamber called for that purpose. The notice of such a general meeting will state the nature of the proposed assessment.

5.05 Each Member in good standing may indicate in their business advertising that they are a Member of the Chamber.

5.06 Membership shall terminate when:

(a) the Member resigns;

(b) the Member dies;

(c) the Member files a petition into bankruptcy or is the subject of bankruptcy proceedings, or the Member is wound up, files a petition into bankruptcy or is the subject or bankruptcy proceedings or is dissolved; or,

(d) the Membership is terminated by a vote of the Directors as a result of (1) the Member's failure to pay an account, including Membership fees, owing to the Chamber within three (3) months of the account falling due; or (2) as a result of other conduct unbecoming a Member of the Chamber. The Board shall not terminate the Membership in this manner without first giving reasonable written 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 a Member's Membership shall act as a termination /of all privileges granted to the Member Representative of such Member

e) In cases of a member's violation code of conduct or conduct unbecoming to the Board, the Board may temporarily suspend or terminate the membership and all privileges granted to the Member Representative.

f) Inappropriate conduct and/or lack of civility will not be tolerated and may potentially result in a Board member being asked to leave a TDCC meeting, activity or event and could further result in the suspension or termination of their membership.

5.07 Persons who have distinguished themselves by some meritorious or public service may be named

Honorary Members for such length of time as determined the Board of Directors. The Honorary Member shall not be responsible for the payment of Membership fees. The Honorary Member shall be entitled to all the privileges of Membership, except the right to hold office and the right to vote.

ARTICLE 6 – BOARD OF DIRECTORS

6.01 The management and conduct of the affairs of the Chamber shall be the responsibility of the Board of Directors. The Board of Directors shall consist of a minimum of eight (8) Directors and a maximum of thirteen (13) Directors. One (1) of the Directors may be appointed to the Board of Directors from the Tillsonburg Business Improvement Area Association, and one (1) of the Directors may be appointed to the Board of Directors by the existing Directors (an "Independent Representative"). The remaining Directors shall be elected from the Members or Member Representatives. Should the Tillsonburg Business Improvement Area Association no longer exist or not wish to appoint a Director, or the Board of Directors does not wish to appoint an Independent Representative, the vacant position(s) may be filled by Directors elected from the Members or Member Representatives. At no time may the Board of Directors exceed thirteen (13) Directors, regardless of whether Directors are elected or appointed to the Board. The Board of Directors may appoint (1) Director from the Board of Directors, or the Chief Executive Officer of the Chamber, to the Town of Tillsonburg Development Committee (volunteer member).

6.02 The term of office for the Board of Directors shall be two (2) years. The Nominating Committee shall endeavor to maintain a balance between term expirations so that no more than one-half (1/2) of the terms of the elected Directors expire in any given year. The Member Code of Conduct and Director Code of Conduct must be signed on the start date of the Director's new term.

6.03 One (1) of the elected Directors shall be the representative of the Chamber to the Ontario Chamber of Commerce and/or the Canadian Chamber of Commerce.

6.04 The Chief Executive Officer of the Chamber shall sit as a non-voting member of the Board of Directors and shall be entitled to partake in all discussions except when the President determines that a conflict of interest exists.

6.05 Every Director of the Chamber, and his/her heirs, executors and administrators, and estates, respectively, may with the consent of the Chamber, given at any meeting of the Members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Chamber, from and against:

(a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and,

(b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
The Chamber shall also indemnify any Director in such other circumstances as is permitted or required. Nothing in this By-Law shall limit the right of any person entitled to indemnification to claim indemnity apart from the provisions of this By Law to the extent permitted by law.

6.06 The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from the Director's position as such; provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

6.07 It shall be the duty of each Director who, whether directly or indirectly, has any pecuniary, financial or material interest, or is an employee, officer, director or partner of a Member with a pecuniary, financial or material interest, in any matter, contract, arrangement, proposed contract or proposed arrangement under consideration by the Board to fully disclose and declare the interest in a timely manner to the President or Chair of the meeting. Thereafter the Director shall abstain from voting or participating in discussion with respect to such matter. This declaration shall be recorded in the minutes of the meeting. This shall be a continuing duty of each such Director.

6.08 No public pronouncement in the name of, or on behalf of the Chamber, shall be made unless authorized by the Board.

ARTICLE 7 – ELECTION OF DIRECTORS

7.01 Any individual Member or Member Representative 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 Member or Member Representative, who runs for, becomes a candidate for, or holds public office in a Municipal, County, Provincial or Federal government shall be an Officer, Director or Chair of any Chamber Committee.

7.02 Directors shall be elected or re-elected if eligible on or before the January meeting of the Board

of Directors of each year to take the place of retiring Directors. A member who has been a Director for two (2) consecutive terms shall be eligible to be elected to the Board if he or she has taken a hiatus of at least one (1) year after having served two (2) consecutive terms.

7.03 Each year there shall be a Nominating Committee consisting of the Immediate Past President, who shall chair the Nominating Committee, the President, and the Vice President. The Chief Executive Officer shall be a non-voting member of the Nominating Committee. The Nominating Committee shall advise each Member or Member Representative by written notice prior to November 15th of the procedure for electing Directors and the request of the Nominating Committee for nominations. Nominations of Members or Member Representatives for election to the Board of Directors shall be in writing, shall be signed by three (3) Members or Member Representatives, shall contain the consent in writing of the nominee to serve and shall be submitted to the Nominating Committee prior to December 15th.

The Nominating Committee shall be entitled, at its discretion, to make its own nominations, the only requirement being that all nominees must satisfy the qualifications set out in this By-Law and must indicate to the Nominating Committee their consent to serve.

All nominees or applicants must meet the following requirements:

- Complete the Director's Nominee Application Form/s, provide an accurate CV, members and director's code of conduct form.

If a nominee or applicant is selected the Onboarding process must be completed. New responsibilities include:

- Duty of Knowledge and Care
- Duty of Skill & Prudence
- Duty of Diligence in Activities
- Duty to Manage and Avoid Conflicts
- Duty to Act Within the Scope of their Authority
- Duty to comply Within All Laws and Applicable Resolutions of the Board and Members
- Duty of Risk Management

The Nominating Committee has the following responsibilities:

1. Board Composition and Evaluation:
    a. Develop membership qualifications for the board of directors and all board committees, including defining specific criteria to recommend to the board for the selection of new directors to serve on the board.

    b. Identify individuals believed to be qualified as candidates to serve on the board, consistent with criteria approved by the board and recommend the candidates for all directorships to

be filled by the board at an annual or special meeting in accordance with the "Composition requirements of the Director Nominees" as stated in our bylaws. This committee may take into consideration candidates proposed by management and should seek input from the board. In addition, the nominating committee shall review and make recommendations to the board whether members of the board should stand for re-election. It shall consider matters relating to the retirement of board members.

c. Conduct appropriate inquiries into the qualifications of possible candidates as directors. The committee shall coordinate and assist management and the board of directors in recruiting new members to the board of directors.

d. Review and make recommendations, as the nominating and governance committee deems appropriate, regarding the composition and size of the board in order to ensure the board has the requisite expertise and its membership consists of persons with sufficient diversity.

e. Review director attendance at board meetings, committee meetings and education sessions.

f. Recommend to the board of directors' board committee assignments and appointment of board officers to ensure succession planning for the board president, vice president, executive committee members and board committee chairs.

g. At least annually and as circumstances otherwise dictate; oversee evaluation of the board of directors and board members' contributions.

h. Oversee an orientation program for new members of the board and a continuing education program for all members of the board, as well as, an orientation program for board committee chairs.

i. Ensure the currency of and monitor compliance with our code of conduct and ethics. In the event the committee determines that action may be required, it will refer the matter to the executive committee for appropriate action.

2. Committee Selection and Composition:

a. Establish, monitor and recommend the purpose, structure and operations of the various committees of the board as well as the qualifications and criteria for membership on each such committee and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and suggest any term limitations of service on any board committee.

b. As may be appropriate, review and make recommendations to the board of directors about the structure and functions, as well as, the creation of additional or the elimination of board committees, after consultation with the respective committee chairs.

c. Recommend to the board members of the board to serve on the committees of the board, giving consideration to the criteria for service on each committee as set forth in the terms of reference for such committee, as well as to any factors the nominating and governance committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee. In nominating a candidate for committee membership, the committee shall take into consideration the factors set forth in the terms of reference of the committee, if any, as well as any other factors it deems appropriate, including, without limitation, (i) the consistency of the candidate's experience with the goals of the committee and (ii) the interplay of the candidate's experience with the experience of other committee members.

d. Recommend to the board members of the board to serve as the chairs of committees of the board.

e. Recommend to the board members of the board to serve as the designated chairs of committees within the board.

3. Corporate Governance:

a. Consider the adequacy of our bylaws and our constituent documents and recommend modifications to the board for adoption or, if required, amendment by the members at the next annual meeting.

b. Regularly review and recommend any proposed changes to the board as it relates to corporate governance principles and guidelines as may be appropriate.

c. Review management's monitoring of compliance with our standards of corporate conduct, consider any requests for waivers of our codes of ethics by directors or executive officers and review any material proposed transactions between our organization and our members, directors or executive officers.

d. Recommend to the board such additional actions related to corporate governance matters as the committee may deem necessary or advisable from time to time.

e) In the even the TDCC Board does not have a specific policy reference in resolving a matter the Canadian Chamber of Commerce (C.C.C.) "Corporate Governance Manual June 19, 2019" or most recent revision will be utilized by the TDCC (refer to Sections 5 & 6).

7.04 In the event that the Nominating Committee receives the nomination of one (1) or more Members or Member Representatives which complies in all respects with requirements set out herein and which nomination the Nominating Committee is not prepared to include in a slate of nominees to be recommended to the Directors, the Nominating Committee shall set a date prior to January 31st for the election of Directors and shall mail to each Member or Member Representative a notice of such election which notice shall contain a complete list of candidates for the Board of Directors, including both the Nominating Committee's slate of nominees and all other nominations duly made. Such notice shall be mailed to each Member or Member Representative at least ten (10) days prior to the date set for the vote. The vote shall be held at the Head Office of the Chamber and shall be conducted by secret written ballot. The Nominating Committee shall be entitled to set whatever other rules and procedures it deems appropriate in order that the election be conducted in a manner providing fair and equal opportunity to all nominees.

7.05 In the event that the Nominating Committee does not receive any nominations which it is prepared to include in its slate, it shall present to the Board of Directors a slate of individuals to stand for election. Upon receipt of the Nominating Committee's slate the Board of Directors shall call for any further nominations and may thereupon approve the slate as presented; approve the slate with the substitution of any individual nominated at the Board of Director's meeting; or direct the Nominating Committee to hold an election by vote of the Members or Member Representatives. In the event that there are other nominations at the meeting, the Directors shall first vote on accepting the slate as presented or accepting the further nominations; secondly, if necessary, on substituting the new nominees on to the slate by vote of the Directors or having an election by vote of the Members or Member Representatives; and thirdly, if necessary, shall vote separately on each individual nominee.

7.06 The Board of Directors shall be entitled to remove from the Board any individual Director when:

(a) a Director ceases to be entitled to Membership privileges;

(b) without reasonable explanation, a Director fails to attend three (3) consecutive meetings of the Board of Directors;

(c) during any one (1) year term of office a Director fails, without reasonable explanation, to attend one half (1/2) of the meetings of the Board of Directors; or,

(d) a Director submits a resignation.

(e) In cases of a director's serious code of conduct unbecoming to the Board, the Board may temporarily suspend or terminate the membership and all privileges granted to the Director. In cases of this nature and outside the scope of the Chamber's resources, legal counsel review and a Board quorum is required to terminate the membership. A notification will be sent to the board member, O.C.C, and O.N.C.A. by registered mail.

In cases of a director's serious code of conduct unbecoming to the Board, the Board may temporarily suspend or terminate the membership and all privileges granted to the Director. In cases of this nature and outside the scope of the Chamber's resources, legal counsel review and a Board quorum is required to terminate the membership. A notification will be sent to the board member, O.C.C, and O.N.C.A. by registered mail.

7.07 Any vacancy in the Board of Directors may be filled by appointment by the Directors provided that the individual appointed to fill the vacancy must otherwise fulfill the requirements for election to the Board of Directors.

ARTICLE 8 – POWERS OF THE BOARD

8.01 The Board of Directors has the power and is hereby authorized from time to time, by resolution duly passed by the Board, to:

(a) to determine policy in accordance with the objects of the Chamber;

(b) to appoint any bank, credit union or trust company in Canada as bankers for the Chamber;

(c) subject to confirmation by a special meeting of the Members, to borrow money and obtain advances upon the credit of the Chamber from the bank, credit union or trust company so appointed at such times, in such amount, in such manner, to such extent and on such terms as they deem proper, either by discounting or causing to be discounted by the said bank, credit union or trust company any or all of the Chamber's real or personal property, and to give such security thereon and to review, alter, vary or substitute such securities from time to time, with authority to enter into promises to give security for any indebtedness contracted or to be contracted by the Chamber;

(d) authorize from time to time such Director(s) or Officer(s)of the Chamber, or such other person, whether connected with or employed by the Chamber or otherwise, as the Directors by such resolutions appoint, to sign, accept, draw, endorse and execute on behalf and in the name of the Chamber, all such documents, agreements, cheques, promissory notes, bills of exchange, acceptance and other negotiable or transferable instruments, pledged, assignment, promises to give securities under the Bank Act, promises to give other document or instrument that may become necessary or desirable in connection with the Chamber's banking business, and the same and all renewals thereof so signed shall be binding upon the Chamber, and to make arrangements with reference to the money borrowed or to conditions of the loan thereof, and as to the securities to be given therefore, with power to modify such arrangements, terms and conditions and to give additional securities for moneys borrowed or remaining due by the Chamber, and generally to manage, transact and settle the banking business of the Chamber; and,

(e) to delegate to such person(s), as the Directors may by resolution designate, all or any of the powers hereby conferred upon the Board of Directors.

ARTICLE 9 – OFFICERS; EXECUTIVE

9.01 At the first quarterly meeting held in each year (the "AGM"), the Directors present, by a two thirds (2/3) vote shall elect, in the manner prescribed by the By-laws of the Corporation, from among the Directors thereof, a President and Vice-President and may elect, in the manner prescribed by the By-laws of the Corporation, from among the Directors thereof, a Secretary and Treasurer. The persons elected shall hold their offices until others are elected in their place, at the next year's AGM or until they are removed from office or vacate it under the By-laws of the corporation.

9.02 The following shall be the duties of the Officers:

(a) President

The President of the Chamber 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) Vice-President

The Vice-President shall act in the absence of the President, and perform such duties as may be assigned to the Vice-President from time to time by the Directors. The Vice-President shall serve for a one (1) year term.

(c) Immediate Past President

The Immediate Past President shall be responsible for chairing the Nominating Committee, and shall perform such duties as may be assigned to the Immediate Past President from time to time by the Directors. The Immediate Past President shall serve for a one (1) year term.

(d) Chief Executive Officer (CEO)

The Board shall employ a Chief Executive Officer. The Chief Executive Officer shall oversee the necessary correspondence, preserve all books, documents, communications and pertinent records, and make provision for the keeping of books of accounts and the maintaining of an accurate record of the proceedings of the Chamber, the Board, and all committees thereof. He/she shall deposit, or cause to be deposited, all funds in a chartered bank, credit union or trust company elected by the Board. Out of such funds the daily financial responsibilities as approved by the Chamber will be paid. He/she shall collect all information and documentation requested by the Board as soon thereafter as practicable, and shall retain on file available for the use of the Members accurate data concerning all pertinent matters relating to the promotion and development of the Chamber. He/she shall hire/terminate and supervise such office staff as may be authorized by the Board to assist him/her in his/her duties, and he/she shall perform such duties as may be incidental to his/her office, under the direction of the Board. At the discretion of the Board, the Chief Executive Officer can act as the Secretary and/or Treasurer, during which time the positions of Secretary and/or Treasurer will remain vacant. The Chief Executive Officer has no voting privileges.

(e) Secretary

The Secretary shall be responsible for conducting the correspondence of the Chamber, for recording all meetings of the Chamber, retaining copies of all official documents and shall perform all such other duties as properly pertain to this office. The Secretary may continue to serve for an unlimited number of terms. At the expiration of the Secretary's term of office, the Secretary shall deliver to the Chamber all books, papers and other property of the Chamber.

(f) Treasurer

The Treasurer shall be responsible for the budgets and financial affairs of the Chamber, and shall perform all such other duties as properly pertain to this office. The Treasurer may continue to serve for an unlimited number of terms. At the expiration of the Treasurer's term of office, the Treasurer shall deliver to the Chamber all books, papers and other property of the Chamber.

g) Financial Committee

The Board shall appoint a committee of 2-3 directors to assist the Treasurer, Board and CEO regarding the budgets and financial affairs of the Chamber, and shall perform all such other duties as properly pertain to this office.

h) Human Resources Committee

The Board shall appoint a committee of 2-3 directors to assist the Board and CEO regarding the Human Resources regulatory and legal compliance of the Chamber, and shall perform all such other duties as properly pertain to this office. An annual H&S audit and risk assessment will be performed to ensure Chamber compliance.

Mandatory Policies to be posted include;

1) Health and Safety Policy Statement
2) Harassment and Discrimination
3) Violence in the Workplace
4) O.C.C. Corporate Governance Manual - other applicable policies

i) Annual Review - The TDCC Chamber Bylaws, Employee Handbook, Code of Conduct

The Board shall appoint a committee in 2-3 months before the end of the year to review the recommended changes to all governance and documents improvements for January 1st.

9.03 The office of the Chief Executive Officer shall be a paid position with the remuneration being established by the Directors from time to time. The other Officers set out in Paragraph 9.01 and 9.02 above, shall serve without remuneration in the same manner as Directors; however, the Directors shall have the authority to establish new paid positions with remuneration of such new offices being determined by the Directors.

9.04 The Executive shall be composed of the President, Vice-President, Immediate Past President, Treasurer and Chief Executive Officer.

9.05 Subject to the direction of the Board, the Executive shall be responsible for:
(a) the organization and functioning of the Chamber's committees (for this purpose, members of the Executive Committee 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 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 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 fulfill the Chamber objectives as stated herein. The decisions of the Executive shall however, be final only in cases where such power is specifically vested in it by the Board.

9.06 The Directors may, upon the affirmative vote of at least two thirds (2/3) of the 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.

9.07 The Board of Directors shall fill any vacancy which occurs in the Executive by the election of one (1) of the Directors to the vacant position.

9.08 The President, Vice-President and Chief Executive Officer, shall, before entering on the duties of their office, take and subscribe before a magistrate, justice of the peace, or other officer of the court, an oath in the following form:
"I swear/affirm that I will faithfully and truly perform my duty as an officer of the Tillsonburg District 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."

ARTICLE 10 – DIRECTOR'S MEETINGS

10.01 Meetings of the Directors shall be held as necessary but in any event not less than ten (10) times during each annual term of the Board of Directors.

10.02 Meetings of the Directors shall be called on two (2) days written notice by the President, or by any three (3) Directors, and may be given in accordance with Article 16. In the event of a meeting being called by three (3) Directors, the notice calling the meeting will state its purpose.

10.03 The President or the Vice-President present shall chair all meetings of the Board of Directors. The Chair of a meeting shall only have a vote on any matter if that vote is required to break a tie.

10.04 A quorum for a meeting of the Directors shall be seven (7) including the Chair of the meeting.

10.05 All matters before the Board shall be decided by majority vote unless otherwise provided in this By-Law.

10.06 A Director may, if all the Directors of the Chamber consent, participate in a meeting of Directors by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at that meeting.

10.07 The meetings of the Board of Directors shall be open to the Members, who may attend but may not take part in any of the proceedings.

10.08 Voting may also take place electronically (via email or other electronic transmission), provided that all Directors shall be provided with the same notice.

10.09 Where not otherwise provided herein, all meetings of Directors shall be conducted in accordance with Roberts Rules of Order.

ARTICLE 11 – COMMITTEES AND TASK FORCES

11.01 The Directors and the Executive shall be entitled to form Task Forces. A Task Force shall be formed for a limited purpose only and in no event shall a Task Force continue to exist from the term of one (1) Board of Directors to another without the specific authority of the incoming Board of Directors.

11.02 Without prior oral or written consent of the Board of Directors, no Committee or Task Force shall, either on its own behalf or on behalf of the Chamber, make a public statement, enter into contractual obligations or incur liabilities.

11.03 Committees may be formed with the authority of the Board of Directors at any time for the purpose of performing any ongoing function of the Chamber. Committees shall submit to the Executive, for approval, all information or matters intended to be communicated to an individual or the public, in a manner designed to attract general attention in which the name of the Chamber is to be used either separately or as part of or in association with some other name. No

communication shall be made to the public in the name of the Chamber, for any purpose, other than by the President, the Chief Executive Officer, or their designate.

11.04 (a) Criteria for Appointment to Outside Boards

Requests for appointments of Members or Member Representatives to outside Boards and Committees will be evaluated by the Executive and approved by the Board of Directors. The Town of Tillsonburg may solicit representation from the Chamber, while other positions may be sought at the initiative of the Chamber. It will be the task of the Executive to determine the responsibilities and accountabilities associated with each request for appointment and what value, if any, might accrue to the Chamber and the Tillsonburg business community as a result of the appointment.

(b) Purpose

To ensure that the Chamber's visibility is maximized by the appointee and, where appropriate, to ensure that the Chamber's views and positions are projected to the community. The appointee's efforts should contribute to the civic well-being of Tillsonburg and the surrounding community. To provide a liaison with the Directors of the Chamber and its appropriate committees and to ensure that the Chamber is fully informed about actions being taken by the Board or Committee to which the appointee has been assigned.
The appointee will be obligated to carry forward from the Chamber, any approved policy or position statement that would have a direct relationship to the Board or Committee to which an appointment has been made.

(c) Conditions and Method of Appointment

As requests are made and/or as vacancies become available, the Board of Directors will endeavor to broadcast these requests or vacancies to the general membership. These communications will include the details of the request for appointment such as: term, renewals, meeting schedules, insurance, remuneration, confidentiality guidelines, reporting mechanisms and limitations etc. Once applicants for appointments have been identified, it is the duty of the Executive to evaluate the qualifications and credentials of the applicants to determine the best possible candidate for the appointment. The Executive will then provide to selected candidates, a letter of instruction which will inform them (the "appointee") of their duties and reporting responsibilities to the Chamber. A copy of the "Appointments Policy" will be included in the letter. Neither the Executive nor the Board will be bound to select a Member or Member Representative for appointment to an outside Board or Committee simply because they have applied. The Executive and the Board reserve the right to appoint a representative to outside Boards and Committees based on their qualifications, credentials, skill sets, knowledge of the Board and Committee to which they will be appointed and "best fit". With these conditions in mind, preference will be shown to those Members or Member Representatives who have distinguished themselves in Chamber work. The Chamber will not entertain requests for nominations to Boards and Committees, with the exception of Boards and Committees established by the Town of Tillsonburg. The Chamber will only entertain requests where the Chamber is asked to select an appointee to the Board or Committee in question.

It will be the responsibility of the Chamber and Board to identify any new opportunities for appointments to Board and Committees or public consultations, particularly where the policies or positions of the Chamber can add value to the debate and articulate the needs and interest of the business community. As part of the approvals process, the Executive will annually review the performance of appointees to outside Boards and Committees and determine their willingness and desire to continue as the Chamber's representatives.

(d) Reporting

Appointees should submit annual written reports for review by the Executive but may be asked to make periodic verbal or written reports to the Executive or to a Chamber Committee assigned by the Executive, particularly where information provided by the appointee can add value or clarity to the work of the Chamber committee.

Appointees are expected to attend the meetings of the outside Board or Committee and to make a positive contribution to the activities of that Board or Committee on behalf of the Chamber.

In accordance with Chamber policy, only the President and Chief Executive Officer can act as the official spokesperson for the Chamber. Extra care must be taken to ensure that the appointee clearly distinguish when expressing his or her views or personal opinions that they in no way represent those of the Chamber. As indicated in Purpose of the Appointment, additional "Reporting" will include:

(1) to ensure that the Chamber's visibility is maximized by the appointee and, where appropriate, to ensure that the Chamber's established views and positions are projected to the community; (2) the appointee's efforts should contribute to the civic well-being of Tillsonburg and the surrounding area; (3) to provide a liaison with the Directors of the Chamber and its appropriate committees and to ensure that the Chamber is fully informed about actions being taken by the Board or Committee to which the appointee has been assigned; and (4) the appointee will be obligated to carry forward from the Chamber, any approved policy or position statement that would have a direct relationship to the Board/Committee to which an appointment has been made.

(e) Limitations

The Chamber will endeavor to ensure that the requesting Board or Committee carries the appropriate amount of Errors and Omissions Insurance or Directors Insurance to safeguard Chamber appointees from libel. However, it remains the responsibility of the individual appointee to guarantee that such coverage is in place prior to accepting an appointment. The Chamber will not be held accountable for the actions of other Boards or Committees and therefore assumes no responsibility for any actions taken on or against any appointee of the Chamber.

The Chamber reserves the right to rescind the appointment of any Chamber appointee to an outside Board or Committee for any reason at the discretion of the Board of Directors.

Any expenses incurred by the appointees in carrying out the duties of their appointments to an outside Board or Committee will be their responsibility. The duration of appointments to outside Boards or Committees (the "term") are at the discretion of the requesting Board or Committee, however, the Chamber reserves the right not to renew the term of a Chamber appointee

regardless of term length. Individuals who may be Members or Member Representatives but are asked to sit on an outside Board or Committee as an individual, not as a representative of the Chamber, are certainly free to do so. However, it must be made clear that they accept these appointments as individuals and are not to carry forward the positions or policy statements of the Chamber or to speak on behalf of the Chamber in any way. Any appointments to outside Boards and Committees, where an honorarium or stipend is involved, will be carefully considered by the Board of Directors as to the benefit to the Chamber and the greater business community. Every effort will be made by the Board of Directors to determine if an honorarium or stipend exists before agreeing to appoint a representative(s) to an outside Board or Committee. What individual Chamber appointees do with the approved honorarium or stipend is at their discretion.

ARTICLE 12 – MEETINGS OF THE MEMBERS

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

12.02 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 Tillsonburg. In the event of publication, the notice shall be deemed to have been given on the date of publication.

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

12.04 At all meetings of Members, a quorum shall consist of two-thirds (2/3) of the Members present at such meeting.

12.05 The Annual Meeting shall include an annual report by the Immediate Past President of the activities during the preceding year, an accountant's report and the appointment of an accountant.

12.06 Where not otherwise provided herein, all meetings of Members shall be conducted in accordance with Roberts Rules of Order.

12.07 The Members shall, at each annual meeting, appoint an accountant to prepare annual financial statements on a "notice to reader" for report to the Members at the next annual meeting. The accountant shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the accountant. The remuneration of the accountant shall be fixed by the Board of Directors.

ARTICLE 13 – VOTING RIGHTS

13.01 Every Member in good standing represented at any general meeting shall be entitled to one (1) vote, provided that the vote of an association, corporation, society, partnership or an estate Member shall in each case be assigned to a Member Representative.

13.02 Voting at Board or general meetings shall normally be by a show of hands, or if requested by the Chair, by a recorded vote.

13.03 Voting may also take place electronically (via email or other electronic transmission), provided that all Members shall be provided with the same notice.

13.04 Motions or amendments shall be carried at any Board or general meeting by a majority vote unless otherwise provided in these By-laws.

13.05 Any Member who is entitled to vote at a general or special meeting of the Chamber is entitled to send an individual as a proxy to vote in the Member's place, subject to the following:

(a) when a Member wishes to vote by proxy, the Member must send a proxy form providing notice of such proxy to the Chamber office. The proxy form must be received by the Chief Executive Officer not less than twenty four (24) hours before the meeting at which the proxy is intended to vote.

(b) all notices of proxy must be available for review by Members at the offices of the Chamber, during regular business hours, or during the course of, and at, any meeting to which the proxies relate.

(c) the proxy form received by the Chief Executive Officer must specify who the proxy representative will be, the particular meeting for which the proxy relates, and whether the proxy may be exercised in all votes, or if not, in which specific matters the proxy may act as proxy.

(d) all persons other than the Chair of the meeting at which a proxy is exercised may act as proxy.

ARTICLE 14 – FINANCIAL AFFAIRS

14.01 The fiscal year of the Chamber shall commence on the first day of November in each year. The Directors shall, on or before the January meeting of the Directors in each year, approve a budget for the fiscal year.

14.02 The Directors shall prescribe the form and procedure for the receipt and disbursement of all funds due to or entrusted to the Chamber.

14.03 The Directors, on behalf of the Chamber, shall have the power:

(a) to purchase, hold, sell or lease real estate or other property; PROVIDED that in all matters relating to real estate, the Chamber must occupy a portion of the real estate.

(b) to incur debts and to encumber any property for the purpose of incurring debts; and,

(c) enter into contracts of any kind; provided only that the exercise of all such powers are granted only for the purpose of furthering the mission and goals of the Chamber.

ARTICLE 15 – EXECUTION OF DOCUMENTS

15.01 All documents to be executed by the Chamber shall have the Corporate Seal of the Chamber affixed as attested to by the signature of the President and either the Chief Executive Officer or one (1) other member of the Executive.

15.02 Certificates of Origin, accompanied by a signed statutory declaration may be signed and sealed by the Chief Executive Officer without the need for additional executive signatures.

15.03 The Seal shall not be affixed to any document unless authorization by resolution of the Directors.

15.04 The Chief Executive Officer shall have custody of the Corporate Seal of the Chamber.

ARTICLE 16 – IN CAMERA SESSIONS

16.01 An in camera session may occur during any Board or Executive meeting when the Chair determines that the discussion would involve topics that would have instructions on who may be in attendance. No other topics shall be discussed during the in camera session. An in camera session may be scheduled in the regular meeting agenda, or may be added on a successful motion by any Officer or Director. The Chair shall determine and shall announce who will remain in attendance during the in camera session.

16.02 Decisions made during an in camera session, and where appropriate, the factors considered in deciding to hold the session in camera, may be recorded in separate minutes. The Board or Executive may decide, on a case by case basis, whether separate minutes of an in camera session shall be kept. Generally, the Secretary should be part of the session to keep the minutes unless the circumstances require that he or she also be absent. In the Secretary's absence, the Chair is responsible for ensuring that an appropriate record of the in camera session is kept.

16.03 If kept, minutes of an in camera session shall be kept confidential and held separately, with any materials considered at the session, by the legal counsel for the Chamber, unless or until it is determined by that confidentiality no longer applies, in which case they should become part of the Chamber records in the ordinary course. The Secretary shall keep or cause to be kept a list of in camera session minutes held by the legal counsel. Prior to the end of his or her term, the

President shall review the entire in camera session minutes and materials and determine whether it is necessary to maintain confidentiality.

ARTICLE 17 – NOTICES GENERALLY

17.01 Any notice or other document to be given to a Member or Director pursuant to this By-law shall be sufficiently given if delivered personally to the Member or Director, or if sent to the Member or Director by prepaid ordinary mail, facsimile transmission or e-mail. If the Member is a corporation or other organization, personal delivery of a notice or document will occur when the notice or document is given to an adult employee of the Member at its usual place of business. If the document is to be delivered by ordinary mail, facsimile transmission or e-mail, it will be sent to the business address, facsimile transmission number or e-mail address, as the case may be, of the Director or Member as shown on the records of the Chamber.

17.02 If the notice or document is delivered by personal delivery, facsimile transmission or e-mail, notice shall be deemed to be delivered on the date it was delivered or the date the facsimile transmission or e-mail message was sent. If it is delivered by prepaid ordinary mail, notice shall be deemed to have been received on the third day following the mailing of the notice to the address of the person shown in the records of the Chamber, by prepaid ordinary post.

17.03 During a period of interruption in postal services, notices required or permitted to be given by mail may be given by telephone to the person entitled to receive notice, or by telephone message left at the business premises of the person, or by facsimile transmission to the place of business of the person entitled to receive notice, or by e-mail to the e-mail address of the person, or by delivery of notice to the address to which notice would otherwise have been mailed. If notice is given pursuant to this paragraph, it shall be deemed to have been received when given.

ARTICLE 18 – AMENDMENTS

18.01 This By-law may be amended or repealed by majority vote of the Members present at any general meeting for which at least fourteen (14) days notice has been given to all Members, including notice of the general nature of the proposed amendment or amendments.

ARTICLE 19 – AFFILIATION

19.01 The Chamber, at the discretion of the Board of Directors, shall have the power to affiliate with the Canadian Chamber of Commerce, the Ontario Chamber of Commerce and any other organizations in which membership may be in the interests of the Chamber.

ARTICLE 20 – COMING INTO FORCE

20.01 This By-law comes into force after its approval at a meeting of the Members called upon at least seven (7) days' notice to the Members. When this By-Law comes into force, it shall repeal all previous By-Laws of the Chamber. Passed at a meeting of the Members of the Tillsonburg District Chamber of Commerce on the 22nd day of January, 2025.