



NAME AND OBJECTS

- 1) The name of this non-profit organization shall be the Timmins Chamber of Commerce.
- 2) The objects of the Timmins Chamber of Commerce shall be to provide leadership, support and communication to ensure a healthy business community.
- 3) The special provisions for the purposes of these objects shall be:
 - a) to create and sustain reinforcing relationships among businesses and between business and the community;
 - b) to participate in the development of public policy as it affects the economic growth and development of the District and the region;
 - c) to effectively express the views of the business community to the appropriate levels of government on matters of relevance to the District and the region;
 - d) to promote private enterprise, business excellence and individual achievement;
 - e) to provide the resources necessary to ensure proper levels of Member services and to foster Member involvement in the community through the Chamber.
- 4) The regular place of business of the Chamber shall be situated within the City of Timmins, in the Province of Ontario, at a place from time to time fixed by the directors.
- 5) The Timmins Chamber of Commerce shall be non-sectarian and non-partisan and shall not lend its support to any candidate for public office.

INTERPRETATION

- 6) Whenever the words the "Chamber" occur in this constitution, they shall be understood to mean "The Timmins Chamber of Commerce" as a body.
- 7) Whenever the words the "Board" occur in this constitution, they shall be understood to mean "The Board of Directors" of the Timmins Chamber of Commerce.
- 8) Whenever the word "District" occurs in this constitution, it shall mean that area, within and for which this Chamber was established, as defined in the Certificate of Registration under the Board of Trade Act (Ch. 19, R.S.C. 1927), as entered in Liber 456, Folio 254, dated 7th June, 1949. (defined as the current City of Timmins)
- 9) Whenever the word "Act" occurs in this constitution, it shall mean the Board of Trade Act, R.S.C.,c.B-6, under which the Chamber has been established.
- 10) Whenever the word "Member" occurs in this constitution, it shall mean the business, personal, honorary and complimentary members. It does not refer to their representatives.
- 11) Whenever the word "Voting Member" occurs in this constitution, it shall mean the individual appointed by a Member as their voting representative.
- 12) Whenever the words "he" or "him" occur in this constitution, it shall mean, he or she, him or her.
- 13) Whenever the word "Officer" occurs in this constitution, it shall mean, an executive member as appointed by the Board.



MEMBERSHIP

14) Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic, civic and social welfare of the District shall be eligible for membership in the Chamber and be granted the privileges, rights and obligations of membership, upon application to the Chamber, payment of the prescribed membership fee and approval by the Board, who reserve the right to qualify or disqualify applications for membership.

15) Associations, corporations, societies, partnerships or estates directly or indirectly engaged or interested in trade, commerce or economic, civic and social welfare of the District may become Members of the Chamber but, the voting power of such memberships shall, in each case, be assigned to individuals.

16) Persons, associations, corporations, partnerships, societies and estates paying a membership fee, based on their number of full-time employees, as set by the Board, shall be entitled to appoint Voting Members as set out in the fee schedule, with the maximum being five (5) and may change any or all such assigned Voting Members by written notice to the Chamber.

17) Membership shall continue from the time of admittance until a Member has resigned in accordance with the provisions of this constitution or has been removed from the roll of Members by action of the Board.

18) Any Member of the Chamber who intends to retire therefrom or to resign his membership may do so, at any time, upon giving notice to the Manager in writing of such intention, and upon discharging any lawful liability which is standing on the books of the Chamber against him at such time of notice, and there shall be no refunding of membership dues in the event of resignation.

19) The Board may remove from the roll of Members that name of any Member who fails to pay such dues within sixty (60) days of the day they fall due. Upon action by the Board, all privileges of membership shall be forfeited.

20) Any Member of the Chamber may be expelled from membership by a two-thirds (2/3) vote of the Board present at a regular meeting of the Board for non-payment; contravention of the Code of Conduct of the Chamber; or as a result of other conduct unbecoming a Member of the Chamber. The Board shall not terminate membership for conduct without first giving reasonable notice to the Member of the intention of the Board and a reasonable opportunity to the Member to explain why membership should not be terminated.

HONOURARY MEMBER

21) Individuals who distinguish themselves by meritorious service may be awarded a Honourary Lifetime Membership by a majority vote of the Board. Honourary Membership shall include all of the privileges of active membership except that of holding office. Honourary Members are exempt from paying dues.

22) The Board can also designate complimentary memberships to local leaders (Mayor, MP, MPP, area Chiefs), as they so choose.

DUES AND ASSESSMENT

23) The rates for membership fees shall be set annually by the Board. All such fees are payable in advance and due upon receipt of notice.



24) 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 regular meeting of the Board of Directors.

OFFICERS AND BOARD

25) The governance of the Chamber shall be vested in twenty-two (22) directors who shall form the Board, and who shall be elected or appointed in the following manner:

- i) Fourteen (14) directors who shall be recommended for appointment by the Nominating Committee
- ii) Six (6) directors who shall be elected by the members
- iii) The immediate past-president shall be an appointed member of the Board
- iv) The Chamber Manager who shall serve as the Secretary, ex officio, without a vote

26) The annual term of office for the Board of Directors shall commence on September 1st in each year. Each elected Director shall serve a term of two (2) years and each appointed Director shall serve a term of one (1) year. Board members are eligible to serve for no more than 3 consecutive 2-year terms. Board members may apply for re-election after not having served on the Board for a 2 year term.

27) The 3 consecutive 2-year terms rule is suspended to enable the President, Vice Presidents, and Past President to hold office as members of the Board.

28) All Directors are bound by the Conflict of Interest and Confidentiality policies of the Chamber.

NOMINATING COMMITTEE

29) The Nominating Committee shall be comprised of current Board members, as well as, Past-Presidents to utilize the current Board's knowledge of the Board's direction, its needs and areas that would serve the incoming Board well. The committee will be comprised of the following:

- No fewer than three (3) Past-Presidents
- Current President
- Incoming President (1st Vice-President)
- Three (3) other current Board members

The Chair of the Nominating Committee shall be the Immediate Past-President. The Nomination Committee shall also act as the Election Committee and this committee shall supervise the election and the counting of ballots, and shall certify in writing to the Manager the final results of the election for six (6) directors.

30) All active Members in good standing shall be eligible to vote and to hold elected office.

31) Before the first day of June in each year the Nominating Committee shall recommend for appointment fourteen (14) directors and deliver the list of proposed directors to the Manager.

32) The Nominating Committee shall present the recommended appointees at the Annual General Meeting for ratification by the membership present.



ELECTION OF DIRECTORS

33) Before the first day of June in each year, the Chair of the Nominating Committee shall, provide notice to each Member in good standing, call for nominations for six (6) directors. Nominations shall be in writing, shall contain the consent of the nominee, and shall be signed by two (2) Voting Members in good standing.

34) Not less than ten (10) business days prior to the first day of July, the Manager, at the request of the Nominating Committee Chair, shall place the names of the nominees for elected directors on a ballot and send the ballots to all Members, in good standing, for the casting of ballots for six (6) directors. Such ballots shall be returned to the Manager not later than July 15 (or if July 15th falls on a weekend, the Monday following July 15th) after the date of sending the ballots to the Members. Ballots may be cast by the membership by mail, in person, by fax or electronically, bearing the membership number on each ballot.

A ballot not received within the time limit shall not be counted.

EXECUTIVE COMMITTEE

35) The President, First Vice-President, Second Vice-President, Treasurer and four (4) Executive Directors shall be elected by the Members of the newly-elected Board at the first meeting, which shall be held within two weeks of the first day of September, and shall, along with the Immediate Past-President . and the Chamber Manager serving as the Secretary (ex officio) form the Executive Committee .The President shall chair the Executive Committee.

36) The offices of President, 1st Vice President and 2nd Vice President are for a term of one (1) year. The retiring President shall be a member of the Board as long as he is the Immediate Past-President. Following this, he shall become a member of the Advisory Committee.

37) The Executive Committee shall have the power to carry on the ordinary business of the Chamber between meetings of the Board.

38) Five (5) voting members shall constitute a quorum at meetings of the Executive Committee.

39) The Executive Committee may make recommendations to the Board, to be approved by the Board at their next regular meeting, concerning the programs and policies of the Chamber and shall carry out such duties as may be assigned by the Board.

40) The Executive Committee shall have power to authorize the expenditure of the funds of the Chamber in the ordinary course of business for the purpose of carrying out its object, but shall not have authority to incur any extraordinary expenditure without the approval of the Board.

(a) An expenditure shall be deemed extraordinary if it exceeds the sum of seven hundred and fifty dollars (\$750.00), salaries of employees excepted.

41) The Executive Committee shall also serve as the Chamber Finance Committee, shall prepare the annual budget and obtain ratification from the Board. The Executive Committee shall have direct supervision of the Chamber building maintenance and all physical assets of the Chamber.



42) Executive Committee shall cause to be hired a Manager, budget for the salaries and benefits of the staff and may remove or suspend the Manager, with approval from the Board.

43) The Executive Committee of the Timmins Chamber of Commerce, in the absence of a regular meeting of the Board of Directors, may call a vote of the Board utilizing any means necessary (fax, electronic vote, phone poll, mail). A simple majority of Directors (11 out of 21 voting directors) would be necessary to approve a motion.

ADVISORY COMMITTEE

44) The resident Past-Presidents shall act as an Advisory Committee and may be called upon to give counsel and advice to the Board upon request by resolution from the Board. All Past Presidents may attend Board meetings, with notice, but shall not have voting privileges.

THE BOARD OF DIRECTORS

45) The Board shall have the general power of governance. It may make or authorize to be made petitions or representations to all levels of government and others, as it may determine or as may be required.

46) The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any by-law of the Chamber, provided however, that such powers are not inconsistent with the provisions of the Board of Trade Act.

47) Any nine (9) or more voting members of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.

48) The Board, or at its request the President, may designate members of the Board or the Chamber or others, to examine, consider and report upon any matter or take such action as the Board may request.

49) The meetings of the Board shall be open to all Members of the Chamber, with notice, who may attend but may not take part in any of the proceedings.

50) No public pronouncement on policy matters in the name of the Chamber shall be made unless authorized by the Board or by some person to whom the Board has delegated this authority.

51) Any vacancy on the Board which may occur during the year may be filled by the Board. Any member of the Board, without just excuse, who fails to attend three (3) consecutive meetings, may be considered to have declared his seat on the Board vacant.

52) No individual Member who holds public office in a municipal, provincial, aboriginal or federal government shall be an Officer or Director of the Board or Chair of any Chamber committee.

53) Any Director, elected or appointed to the Board of Directors, Immediate Past President, or Chamber staff member, who runs for public office, shall take a leave of absence from his or her position in the Chamber for the duration of an election campaign. Upon election to that office, that person shall resign his position. Election is defined as: municipal, provincial, aboriginal, federal public office or elected trustee of a board of



education (Government Position). Should a candidate be unsuccessful in election to office, they may reclaim their Chamber position.

Any Director, Officer, Immediate Past President or Chamber staff member appointed to a Government Position shall resign his or her position within the Chamber.

PROMISE OF SERVICE

54) Annually, each member of the Board, before entering upon his duties, shall be required to give a solemn promise of faithful service, as described in the general form of appendix "A" of these by-laws.

55) Such solemn promise may be administered by any person selected by the Board.

56) This promise shall be retained among the records of the Chamber for the duration of each director's term of office.

PRESIDENT

57) The President shall preside at all annual and special meetings of the Chamber and at meetings of the Executive Committee.

58) The President shall be "ex-officio", a member of all Chamber committees.

59) The President shall be the key spokesperson for the Chamber, unless otherwise delegated.

60) The President shall exercise such authority and perform such duties as the Board, from time to time, may prescribe.

FIRST VICE-PRESIDENT

61) In the case of absence or inability of the President to act, the First Vice-President shall exercise such authority as is vested in the office of President.

62) The First Vice-President shall have such authority and carry out such other duties as the Board, from time to time, may prescribe.

SECOND VICE-PRESIDENT

63) In the event of the absence of the President and First Vice-President, or their inability to act, the Second Vice-President shall act, and possess the authority of President.

64) The Second Vice-President shall have such other authority and carry out such duties as the Board, from time to time, may prescribe.

TREASURER

65) The Treasurer shall:

i) direct the financial statement and reporting process including the audit,

ii) cause to have prepared and present the annual financial report and quarterly updates,



- iii) ensure adherence to internal financial controls and operational policies,
- iv) ensure compliance with all applicable laws and legislation,
- v) recommend the audited financial statements to the Board
- vi) prepare the annual Chamber budget for review by the Executive
- vii) perform such other duties as pertain to the office of Treasurer, or as may be directed by the Board.

MANAGER

66) The Manager, as the Chief Executive Officer of the Chamber and Secretary to the Board, shall be responsible for:

- i) implementing the policies of the Chamber and the Board
- ii) administration and day to day management of the Chamber
- iii) providing supervision and authority over the affairs and personnel of the Chamber's office
- iv) keeping, or causing to be kept, minutes of the proceedings of the Chamber
- v) having care and custody of the records, corporate seal and documents of the Chamber
- vi) giving proper notice of all meetings of the Chamber Board and of committees
- vii) taking of minutes, and for the making of an accurate record of actions and business of the Chamber, the Board, the Executive Committee and other committees.
- viii) other duties and responsibilities as the Board may from time to time direct.
- ix) serving on the Chamber Board and committees an ex-officio, non-voting member

67) The Manager reports to the Board, through the President.

SIGNING OFFICERS

68) Funds of the Chamber on deposit with a Member chartered bank, credit union or trust company shall be withdrawn over the signatures of any two (2) of the President, the First Vice-President, the Second Vice-President, the Treasurer or the Manager.

INDEMNIFICATION

69) The Timmins Chamber of Commerce does indemnify and hold harmless the Directors, Officers and staff with respect to any claim that may be brought against them arising out of any act or omission in the scope of their performance of their duties with respect to, or on behalf of, the Timmins Chamber of Commerce or incidental thereto.

The Board shall ensure adequate insurance for the benefit of the Directors and Officers of the Chamber against liabilities, costs, charges and expenses sustained or incurred in respect of the execution of the duties of his office, or in respect of the affairs of the Chamber.



COMMITTEES

- 70) The Board, at its first meeting following election, and throughout the year, shall appoint standing committees or special committees, as it may deem advisable, for the promotion and interests of the Chamber.
- 71) The Chair of all committees shall be appointed by the Board or recommended by the members of a committee and ratified by the Board.
- 72) Any member of a committee, without just excuse, who fails to attend three (3) consecutive meetings, may be considered to have declared his seat on the committee vacant.
- 73) Committees of the Chamber will be comprised of Members in good standing or non-members, with approval from the Board.

MEETINGS

- 74) The annual meeting of the Chamber shall be held in either the months of September or October in each year at the time and place determined by the Board. At least two weeks' notice of the annual meeting shall be given.
- 75) General meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by any five (5) members of the Board, or any ten (10) Members of the Chamber. At least ten (10) days' notice of such meeting shall be given.
- 76) The Board shall meet at the discretion of the President, or within twenty (20) days upon the written request by five (5) members of the Board, but there shall be a minimum of ten (10) meetings of the Board of Directors in any one year.
- 77) Notice of all meetings, naming the time and place of assembly, shall be given by the Manager. A notice published in one or more of the newspapers published within the District, or a notice by the President or the Manager and distributed to each Member, shall constitute sufficient notice of an Annual General Meeting. Proxy votes shall be sent out to Members no later than ten days in advance of annual meetings to allow Members to vote through the Chair or other designate.
- 78) At any Annual Meeting or general meeting, ten (10) per cent of the number of Voting Members in good standing shall be a quorum and, unless otherwise specifically provided, a majority of Members present shall be competent to perform all acts which are or shall be directed to be done at any such meeting.
- 79) The procedure at meetings and at any other proceedings of the Chamber, to the extent such procedure has not been described in these By-laws or set by the Board, shall follow the authority of the most recently published edition of Robert's Rules of Order.
- 80) Minutes of the proceedings of all general and Board meetings shall be entered into books to be kept for that purpose by the Manager.
- 81) The entry of such adopted minutes shall be registered electronically by the Recorder.
- 82) Financial Statements of the Chamber shall be available to any Member in good standing upon written request to the Board and subject to the discretion of the Board.



AMENDMENT OF BY-LAWS

83) The by-laws of the Chamber may be amended by the Board and any amendment shall be effective upon ratification by a majority of the members present at an Annual or special meeting where at least thirty (30) days notice of intention to submit the amendment for ratification has been given to the Members.

DISSOLUTION OF CHAMBER AND DISTRIBUTION OF ASSETS

84) In the event of amalgamation with another chamber, or board of trade(s), or other organization, the Chamber's assets shall be transferred to the successor organization.

85) In the event the Chamber is about to be dissolved, the Board shall distribute the assets as it sees fit after all outstanding liabilities are discharged.

86) In the event of Chamber dissolution and no Board resolution on the distribution of the assets, and a Board resolution is not possible, the assets shall be transferred to a local registered charity.

AFFILIATION

87) The Chamber, at the discretion of the Board, shall have power to affiliate with any other organizations in which membership may be in the interest of the Chamber.

FISCAL YEAR

88) The fiscal year of the Chamber shall end on the 31st day of August in each year.

AUDITORS

89) Auditors shall be appointed for the ensuing year by the Members present at the annual meeting to audit the records of the Chamber. An audited financial statement shall be presented by the Treasurer to the Board no later than February 15th of the year, following the fiscal year end.

BY-LAWS

90) These by-laws were approved by the Board of Directors in November, 1975, and were ratified at the Annual Meeting December 9, 1975 and subsequently amended and ratified on February 23, 1980, October 5, 1982, September 25, 1984, February 12, 1987, September 25, 1990, October 21, 1993, October 6, 1998, September 13, 2006 and October 21, 2009, all in Timmins, Ontario.

PRESIDENT
FRED GIBBONS

MANAGER
KEITHA ROBSON



A P P E N D I X " A "

OATH OF OFFICE

PRESIDENT

I, _____, swear to fulfill the responsibilities of the office of President of the Timmins Chamber of Commerce to uphold the by-laws and principles to promote the aims and objects and to give true leadership to the Board of Directors and the federation it represents, to the best of my ability. So help me God.

PROMISE OF FAITHFUL SERVICE

OFFICERS

I, _____, promise to faithfully fulfill my responsibilities as an Officer of the Timmins Chamber of Commerce to uphold the by-laws and principles thereof to support and assist the President in giving wise and effective leadership to the Board of Directors and the organization which I serve as an Officer to the best of my ability.

PROMISE OF FAITHFUL SERVICE

DIRECTORS

I, _____, promise to faithfully fulfill my responsibilities as a director of the Timmins Chamber of Commerce to uphold the by-laws and principles thereof to support the Officers and promote the aims, objects and programs relative to the Board of Directors, and Members to the best of my ability.