



**Greater Victoria**  
**CHAMBER *of* COMMERCE**

**BY-LAWS**

As amended and ratified on April 27, 2006  
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## **1. ARTICLE 1 - NAME AND OBJECTIVES**

### **1.1. Name**

The name of this organization shall be the GREATER VICTORIA CHAMBER OF COMMERCE. ("The Chamber")

### **1.2. Objectives**

The objectives of the Chamber shall be to promote and improve trade and commerce and the economic, civic and social welfare of the district.

### **1.3. Meeting Place**

The usual place of meeting shall be within that area of British Columbia known as Greater Victoria.

### **1.4. Statement of Principles**

The Chamber shall operate under the principles of competition in a free marketplace and in a fair and equitable manner.

## **2. ARTICLE 2 - INTERPRETATION**

### **2.1. The Chamber**

Wherever the words "The Chamber" occur in these by-laws, they shall be understood to mean "The Greater Victoria Chamber of Commerce" as a body.

### **2.2. The Board**

Wherever the words "The Board" occur in these by-laws, they shall be understood to mean "The Board of Directors of the Greater Victoria Chamber of Commerce."

### **2.3. District**

Wherever the word "District" occurs in these by-laws, it shall mean that area, within and for which this Chamber was established, as defined in the Certificate of Registration under the Boards of Trade Act.

### **2.4. Masculine/Feminine**

Wherever words imparting the masculine occur in these by-laws, they shall be understood to include the feminine and vice versa.

### **2.5. Member**

The word "Member" shall, where the context so requires, include representative as provided by article 7.1.

### **3. ARTICLE 3 - MEMBERSHIP**

#### **3.1. Eligibility of Persons**

Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District, shall be eligible for membership in the Chamber.

#### **3.2. Eligibility of Organizations**

Associations, Corporations, Societies, Partnerships or Estates directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District may become members of the Chamber.

#### **3.3. Notice of Resignation**

Any member of the Chamber who intends to retire there from or to resign his or her membership, may do so, at any time, upon giving to the Board ten days' notice in writing of such intention and upon discharging any lawful liability which is standing upon the books of the Chamber at the time of such notice.

#### **3.4. Failure to pay dues**

The Board may remove from the roll of members the name of any newly enrolled member failing to pay his or her dues within thirty days of admission, or of any other member who fails to pay such dues within one month of the date on which they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.

#### **3.5. Honourary Life Membership**

Persons who have distinguished themselves by some meritorious or public service, or who have made a significant contribution to the betterment of the community may be elected Honourary Life Members by a majority vote of the Board. Honourary Life Membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

#### **3.6. Expulsion**

Any member of the chamber may be expelled by a two-thirds vote of the Board.

### **4. ARTICLE 4 - DUES AND ASSESSMENTS**

#### **4.1. Dues**

The basis for and amount of annual dues payable by members of the Chamber shall be determined annually by the Board.

#### **4.2. Other Assessments**

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. The notice calling such a general meeting shall state the nature of the proposed assessment.

## **5. ARTICLE 5 - BOARD OF DIRECTORS AND OFFICERS**

### **5.1. Composition of the Board of Directors**

The Board of Directors shall be comprised of not less than twelve or more than twenty persons elected for a two year term commencing January 1st, from among members or representatives (as described in Section 8.1). The number to be elected shall be determined each year by the Board and where more than one half of the Directors are required to be elected in any one year, the candidates, up to such one half, receiving the most number of votes, shall be elected for a two year term, with the balance to be elected for a one year term, so as to preserve as closely as conveniently possible the concept of one half of the Board being elected each year.

### **5.2. Nomination and Notice of Election**

Each year at a time to be determined by the Board, a letter shall be sent to all members in good standing, apprising them of the forthcoming election to the Board of Directors and outlining the duties and obligations of Directors. Such letter shall also contain a provision for signature by a proposed candidate and three nominators. Thereafter, and within the time prescribed by the Board, members or representatives who are prepared to stand for election to the Board shall file, as directed, such letter signed by the proposed candidate and three nominators, all of whom shall be members in good standing.

### **5.3. Election Process**

A list of candidates who have signed and returned the nomination letter as aforesaid shall be mailed to each voting member or representative accompanied by a ballot. Upon this ballot each voting member or representative may vote for as many candidates as there are Directors to be elected. Completed ballots shall be enclosed in a sealed envelope and forwarded as directed, to be counted by such means as deemed appropriate by the Board. Ballots shall be available for inspection by Officers and defeated candidates only, on such terms as may be determined by the Board, and all ballots shall be destroyed thirty days after the day of election.

### **5.4. Appointments to the Board**

Where the Board of Directors is comprised of fewer than twenty persons, due to deaths, resignations or otherwise, the Board may at any meeting thereof appoint a member or members to fill such vacancies, provided however that any such appointments shall be for a one year term (or balance thereof) only.

**5.5. Ex-Officio members**

The retiring Chair shall be an ex-officio member of the Board with voting rights.

**5.6. Length of Service**

No Director shall be entitled to serve for a period exceeding eight consecutive years.

**5.7. Suspension or Termination**

Any Officer or Board member may be suspended from his or her office or have his or her tenure of office terminated if he or she be absent for three consecutive meetings of the Officers or Board as the case may be, or if, in the opinion of the Board, he or she is remiss in the performance of his or her duties. Any Officer or Board member so suspended or whose tenure of office has been terminated, shall receive notification in writing. Any Officer or Board member so suspended or whose tenure of office has been terminated shall have a right of re-hearing before the Board provided that he or she delivers to the Chair a written notice of request for a re-hearing within 20 business days from the date of a letter advising him of the decision of the Board and of his or her right to a re-hearing. On the re-hearing by the Board, the Board shall permit the applicant to make any relevant submissions he or she may wish to make. Any decision by the Board arising from the re-hearing shall be provided to the applicant in writing in a timely manner.

**5.8. Power of Administration**

The Board shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.

**5.9. Other Powers Consistent with the Board of Trade Act**

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 Boards of Trade Act.

**5.10. Definition of Quorum**

A simple majority 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. The Chair shall have a vote only in the event of a tie.

**5.11. Creation of Bylaws, Rules & Regulations**

The Board shall from time to time frame such by-laws, rules, and regulations as appear to be best adapted to promote the welfare of the Chamber.

**5.12. Committees**

The Board, or at its request, the Chair, may appoint committees or designate members of the Board, the Chamber or others, to examine, consider and report upon any matter or take such action as the Board may request. Any committee may be terminated by the Board.

**5.13. Power of the Board over Committees and Officers**

The Board may suspend any committee Chair from office or have his or her office terminated.

**5.14. Paid Employees vs Board Officers**

No paid employee of the Chamber shall be a member of the Board. Officers of the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these officers' reasonable expense monies.

**5.15. Spokesperson**

The Chief Executive Officer shall be the public spokesperson for the Chamber. No public pronouncement in the name of the Chamber may otherwise be made unless authorized by the Officers or by some person or persons to whom the Officers have delegated this authority.

**5.16. Executive and Officers**

The Chair of the Board will also be Chair of the Chamber Executive Committee which will consist of the Chair, the Past-Chair, the Executive Vice-Chair, Treasurer, and the Chief Executive Officer. The Executive Committee, hereinafter referred to as "the Executive" may also include up to 2 members of the board at large as selected by the Executive members listed above, at their discretion. A quorum shall be a simple majority.

**5.17. Nomination and Selection of Officers**

The Officers shall be elected from among the Directors as follows: At a meeting conveniently soon after the election of Directors for the coming year, the Board shall appoint a Nominating Committee of three or more members not seeking election, with the retiring Chair acting as Chair of the committee. The Nominating Committee shall prepare a slate of nominations for the offices and shall present its report to a meeting of the new Directors who may then confirm the same or receive other nominations from the floor. In the event that voting is required, it shall be done by secret ballot.

**5.18. Duties of Officers**

The Officers shall be specifically charged with administering the financial and business affairs of the Chamber and shall have full responsibility, with power to act, on all routine matters affecting the general administration and finance of the Chamber.

**5.19. Delegation of Other Duties to Officers**

The Officers may also deal with such matters as are delegated to them by the Board or with any matters of an urgent nature which may arise between meetings of the Board. In such cases, however, the Officers shall report their actions for ratification or otherwise by the Board.

**5.20. Signing Authority**

Unless otherwise directed by the Board, the signing authority shall be any two of the following, Chair, Executive Vice-Chair, immediate Past Chair, Chief Executive Officer or Office Manager, provided at least one shall be the Chair, Executive Vice-Chair or the immediate Past Chair. They shall be empowered to sign and or seal any document or papers on the Chamber's behalf.

**5.21. Board of Governors**

The immediate Past Chair will be inducted as a Governor and lifetime member of the Chamber at the earliest opportunity after the incoming Chair takes office. The immediate Past Chair shall be the Chair of the Council of Governors. All past-Chairs are members of the Council of Governors subject to the provisions of Article 5.7 above. The Council of Governors shall have no power or authority over the Board of Directors or Officers or members of the Chamber but may be asked to carry out functional duties at the request of the Board or the Chair.

**5.22. Extension of Term of Executive Vice Chair**

Notwithstanding Articles 5.1, 5.2 and 5.3, where the term of the Executive Vice-Chair as a Director expires at the end of the year, while serving as Executive Chair, that individual's term as a Director shall be automatically extended for a further one year term and that individual shall be deemed to have been elected as a Director for such further one year term.

**5.23. Privacy Officer**

The Officers shall, on an annual basis or more frequently as required, appoint a Privacy Officer who shall be empowered to answer any questions related to privacy issues as they relate to privacy legislation in force within the jurisdiction that governs the existence of the Chamber. The Chamber shall adhere to the requirements of current privacy legislation within that jurisdiction.

**5.24. Seal and Custody:**

The seal, an impression of which is affixed on the margin hereof, shall continue to be the corporate seal of the Chamber. The Chief Executive Officer shall be the keeper of the corporate seal.

## **6. ARTICLE 6 - PROTECTION OF MEMBERS OF THE BOARD**

### **6.1. Acting in Good Faith**

Every member of the Board in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Chamber and shall use the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **6.2. Exemption from Liability**

No member of the Board shall be liable for the acts, omissions or defaults of any other member of the Board or for any loss, damage or expense to the Chamber through the insufficiency or deficiency of title to any property acquired for or on behalf of the Chamber, or for the insufficiency or deficiency of any security in or upon which any of the funds of the Chamber may be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person or financial institution with whom any of the funds, securities or effects of the Chamber may be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which may happen in the execution of his or her duties as a member of the Board or in relation to them.

### **6.3. Indemnification**

The Chamber shall indemnify a member of the Board, or a former member of the Board, and his or her respective heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a member of the Board, if:

- i. he or she acted honestly and in good faith with a view to the best interests of the Chamber; and
- ii. he or she had reasonable grounds for believing that his or her conduct was lawful in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty.

### **6.4. Insurance**

The Chamber may purchase and maintain insurance for the benefit of any member of the Board, or former member of the Board, against such liabilities and in such amounts as the Board may determine from time to time.

## **7. ARTICLE 7 - MEETINGS**

### **7.1. Annual General Meetings**

The Annual General Meeting of the Chamber shall be held in each year at the time and place determined by the Board. At least two week's notice of the Annual General Meeting shall be given.

### **7.2. Regular General Meetings**

Regular General Meetings of the Chamber shall be held at least quarterly at the time and place designated by the Board. At least one week's notice of such meetings shall be given.

### **7.3. Special General Meetings**

Special General Meetings of the Chamber may be held at any time when summoned by the Chair, or requested in writing by a majority of members of the Board. At least one week's notice of such meetings shall be given.

### **7.4. Board Meetings**

The Board shall meet from time to time (at least once a month) as may be necessary to carry on the business of the Chamber. A quorum shall be a simple majority.

### **7.5. Notice of Meetings**

Notice of all meetings, naming the time and place of assembly, shall be arranged by the Secretary. In the case of a General Meeting a notice inserted in one or more of the newspapers published within the district or a circular letter mailed to the last known address of each member shall constitute sufficient notice.

### **7.6. General Meetings – Introductions of Subjects from the Floor**

Unless with the consent of two-thirds of the members present at the meeting, no subject shall be introduced from the floor for discussion at any General Meeting, of which notice has not been given in writing at a previous General Meeting.

### **7.7. Quorum for General Meetings**

At any General Meeting fifty members shall be a quorum and, unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are, or shall be, directed to be done at any such meeting.

### **7.8. Keeping of Minutes (Books)**

Minutes of the proceedings of all General and Board meetings shall be entered in books to be kept for that purpose.

### **7.9. Signing of Minutes (Books)**

The entry of such minutes may be signed by such person or persons as may from time to time be designated by the Officers.

**7.10. Access to Books of the Chamber**

All books of the Chamber shall be opened at all reasonable hours to any member of the Board, free of charge.

**8. ARTICLE 8 - VOTING RIGHTS**

**8.1. Voting Rights**

Every member in good standing represented at any general meeting shall be entitled to one vote provided that Association, Corporation, Society, Partnership or an Estate member shall be entitled to such number of votes and representation as determined from time to time by the Board.

**8.2. Voting Procedures**

Voting at Board or General meetings shall normally be by a show of hands or, if requested by the Chair, by a standing vote. A roll call vote shall be taken if requested by fifteen members provided such request receives approval of two-thirds of the members assembled. No proxy votes shall be permitted.

**8.3. Presiding Officer May Vote in a Tie**

The presiding Officer shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.

**8.4. Rule of Majority**

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

**9. ARTICLE 9 - BY-LAWS**

**9.1. Creation or Amendment of By-Laws**

By-laws may be made, replaced or amended by a majority of the members of the Chamber present at any general meeting, notice of such proposal having been given in writing by one member and seconded by another at a previous General meeting, and duly entered as a minute of the Chamber or on one week's notice if the proposed change has been sanctioned by the Board.

**9.2. Adoption of Bylaws**

Such By-laws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control. They shall come into force and be acted upon, however, only when they have been approved by the Minister of Industry.

## **10. ARTICLE 10 - AFFILIATION**

### **10.1. Affiliation at the Discretion of the Board**

The Chamber, at the discretion of the Board, shall have power to affiliate with the Canadian Chamber of Commerce, the British Columbia Chamber of Commerce, or any other organization in which membership may be in the interests of the Chamber.

## **11. ARTICLE 11 - FISCAL YEAR**

### **11.1. Determination of Fiscal Year**

The fiscal year of the chamber shall commence on the first day of January or such other month as the Directors from time to time determine, in each year. The operating year for all other purposes, including commencement of terms of elected Officers and Directors shall commence on the first day of January or such other month as the Directors from time to time determined, in each year.

## **12. ARTICLE 12 - AUDITORS**

### **12.1. Appointment of Auditors**

An auditor or auditors shall be appointed by the members present at the Annual Meeting and shall audit the books and accounts of the Chamber at least once in each year. The auditor shall be a qualified profession, e.g. Chartered Accountant (CA) or Certified General Accountant (CGA). An audited financial statement shall be presented by the Treasurer at each Annual Meeting and at any other time required by the Board.

### **12.2. Annual Business Plan**

An annual business plan shall be created or updated for the Chamber in each fiscal year and shall be available for review by the Auditor(s).

### **12.3. Summary of Activities**

An annual report or summary of activities including a list of the governing body shall be created in each fiscal year and shall be available for review by the Auditor(s).

## **13. ARTICLE 13 - PROCEDURE**

### **13.1. Rules of Procedure at Meetings**

Parliamentary procedure shall be followed at all General and Board meetings in accordance with "Rules of Order" by Bourinot.

## **14. ARTICLE 14 – REPEAL OF FORMER BY-LAWS**

### **14.1. Former By-laws Repealed**

With the adoption of these By-Laws, all former By-Laws are hereby repealed.

## **15. ARTICLE 15 – DISSOLUTION**

### **15.1. Dissolution and Disposal of Assets**

On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized educational organizations or a local unit of government or other non-profit agency as determined by the Board of Directors. In no case shall remaining funds be distributed to members of the Chamber.