



GREATER CHARLOTTETOWN AREA
CHAMBER OF COMMERCE
CONNECTING BUSINESS AND COMMUNITY

BY-LAWS

Amended May 16, 2024

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**GREATER CHARLOTTETOWN AREA CHAMBER OF COMMERCE
BY-LAWS**

ARTICLE 1 – DEFINITIONS

- 1.1 **"Act"** means the Boards of Trade Act – Part 1 (Canada);
- 1.2 **"Board of Directors"** or **"Board"** means the Board of Directors of the Greater Charlottetown Area Chamber of Commerce, referred to in the *Boards of Trade Act* as a "Council of the Board of Trade", and **"Director"** means any director of the Board;
- 1.3 **"By-Laws"** means this by-law and any other by-law of the Chamber as amended and which are, from time to time, in force and effect;
- 1.4 **"Chamber"** or "Chamber of Commerce" means the Greater Charlottetown Area Chamber of Commerce;
- 1.5 **"CEO"** means the Chief Executive Officer of the Chamber;
- 1.6 **"Committee of the Board"** means any committee of the Board or ad hoc committees or task force that reports to the Board;
- 1.7 **"Elected Official"** means an individual who holds office at the federal, first nations, provincial or municipal government level. This includes appointed officials;
- 1.8 **"Executive Committee"** means the committee of the Officers of the Chamber;
- 1.9 **"Member"** means an individual or organization that has been accepted as a member of the Chamber in accordance with the Act and the By-laws;
- 1.10 **"Officer" or "Officers"** means the President, Vice-Presidents, Immediate Past President, CEO and any one or more individuals, respectively, who have been appointed as officers of the Chamber in accordance with the By-laws;
- 1.11 **"Operational Committee"** means any committee or advisory body of the Chamber that reports to the CEO;
- 1.12 **"Past President"** means any individual who has held the office of President of the Greater Charlottetown Area Chamber of Commerce;
- 1.13 **"Person"** means and includes an individual of the age of majority, a partnership, an association, a body corporate, a government, a government department or agency, and such other bodies or classes of bodies as may from time to time be designated by the Directors to be a person.

ARTICLE 2 – OBJECTS

- 2.1 The objects of the Chamber shall be to advance the interest of its Members and provide leadership to the business; without restricting the generality of the foregoing they include:

- (a) promoting and improving trade in commerce and the economic, civic and social welfare of the Greater Charlottetown Area;
- (b) advising and making representations to all levels of government on any matters affecting the objectives of the Chamber;
- (c) making available where possible sources of information to its members respecting general regulations affecting business and industry in the Greater Charlottetown Area;
- (d) exchanging information with the other Chambers of Commerce and Boards of Trade and other organizations;
- (e) securing for its Members the benefits of co-operation in the furtherance of their legitimate pursuits to provide leadership which will give business a strong collective voice;
- (f) providing a forum through which the business community initiates and promotes objectives for the economic and social progress of the Greater Charlottetown Area;
- (g) effectively expressing the views of the business community on matters of local, regional and national importance; and
- (h) conducting promotional, fund-raising and other activities as deemed appropriate by the Board.

ARTICLE 3 – PARTICIPATION

3.1 Participation

The Chamber shall be non-partisan, non-sectional and non-secretarian, and shall not lend its support to any candidate for public office.

ARTICLE 4 – MEMBERSHIP

4.1 Eligibility

Any Person who subscribes to the objects of the Chamber of Commerce shall be eligible for membership.

4.2 Membership

Any eligible Person, who makes application for membership, and pays the annual and any other prescribed fees shall become a Member.

4.3 Non-Individual Members

Where a Member is not an individual, it shall be represented as a Member by individual(s) designated by it in such number as it is eligible to designate based upon its class of membership.

4.4 **Classes of Membership**

The Chamber by by-law may amend, from time to time, the classes of membership and the rights and privileges attaching thereto.

4.5 **Annual Fees**

The Board may, by a vote of two-thirds of those cast at a meeting of the Board, determine from time to time:

- (a) the amount of the annual fee payable by each class of membership;
- (b) the amount of any other assessment to be levied against Members.

4.6 **Status of Representatives**

In the By-laws, an individual designated as a representative, or additional representative, for so long as such individual continues to be so designated, shall be deemed to be a Member for purposes of being eligible for election or appointment to the Board, any office, or any Committee of the Board or Operational Committee.

4.7 **Payment of Annual Fee**

Annual fees are due and payable within thirty (30) days of the date upon which an account for same has been mailed or emailed to the Member at the address of the Member as it appears in the records of the Chamber.

4.8 **Non-Payment**

The membership of any Person who is more than six (6) months in arrears in payment of its annual fee or of any other amount due to the Chamber, may be terminated by the CEO.

4.9 **Honorary Life Membership and Honorary Memberships**

- (a) Honorary Membership may be conferred by the Board on any Person upon a two-thirds vote of the Directors present at any meeting of the Board. Honorary Life Members shall be entitled to vote at meetings and shall include all the privileges of active membership and shall be exempt from the obligation to pay annual dues. Honorary Members shall have all the privileges of Members except they shall not have the right to make or second motions, vote, or hold office. Honorary Members shall be exempt from obligation to pay annual dues.

4.10 **Termination and Suspension of Membership**

Any Member may withdraw from membership by submitting to the President or CEO a written resignation.

The membership of any Member, or the representation of any Member by a designated individual, may be terminated by a vote of two-thirds of those cast at a meeting of the Board; provided that the Board, after having afforded the Member an opportunity to show cause why such membership or representation should not be terminated, may find that such membership or representation is prejudicial to the best interests of the Chamber. The finding of the Board shall be final and binding.

Upon termination of a membership, as provided in the preceding paragraph, any fees paid for the current year shall be refunded.

Any Officer, Director, or Member of any Committee, who has been charged with a criminal offence may, by a two-thirds vote of the Board, be suspended as an Officer, Director, or member of a Committee, as the case may be, and if:

- (a) convicted of the offence, the suspension shall be made permanent;
- (b) acquitted of the offence, full privileges shall be reinstated.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 **Composition**

The Board of Directors shall consist of:

- (a) the Officers of the Chamber, as provided for in Article 6.1, who hold voting privilege; and
- (b) no less than eight, and no greater than fifteen, Members, who hold voting privilege.

5.2 **Eligibility**

- (a) Any Member in good standing who has been a Member for thirty days prior to the annual meeting shall be eligible for election to the Board.
- (b) Elected Officials are not eligible for election to the Board.

5.3 **Term of Service**

Directors (other than Officers) shall serve a two-year term for a maximum of two consecutive two-year terms and, thereafter, shall not be eligible for re-election for two years unless elected as an Officer.

5.4 **Removal of Directors**

A Director may be removed before the expiration of their term of office by the Directors by a vote of two-thirds of those cast at a meeting of the Board called for the purpose of removing the Director.

5.5 **Remuneration of Directors**

A Director shall not be entitled to any remuneration for performing his or her duties as a Director.

5.6 **Election Process**

- (a) The Nominating Committee shall be comprised of:
 - (i) the immediate Past President, who shall be chairperson;
 - (ii) the President;
 - (iii) the First Vice President;
 - (iv) the Second Vice President; and
 - (v) the Vice President of Finance.

In the event that any of the foregoing Officers are for any reason not able to sit as a member of the Nominating Committee, the Board shall appoint another Director in their stead.

- (b) The Nominating Committee shall prepare a list of nominees for Directors and Officers (except for the CEO and the Immediate Past President) for presentation to and approval by the Board.
- (c) In preparing a list of nominees for Directors, the Nominating Committee shall ensure that in their judgment, reasonably exercised, they have proposed a list of nominees that substantially satisfies the following criteria:
 - (i) Recognizing that the Chamber represents various geographic business communities within the Greater Charlottetown Area, it shall ensure that its selection of nominees fairly represents the various geographic business communities it serves.
 - (ii) Recognizing that the Chamber is to diligently and appropriately represent all types of business within the Greater Charlottetown Area, it shall ensure that its selection of nominees fairly represents a wide, cross-section of businesses.
 - (iii) Recognizing the Chamber's commitment to equity, diversity and inclusion, it shall ensure that its selection of nominees fairly considers an equitable, diverse and inclusive group of nominees, which represent the business communities that the Chamber serves.
- (d) The report of the Nominating Committee shall be delivered to the CEO one month prior to the annual meeting, who shall send it to all Members not less than three weeks prior to the annual meeting.
- (e) An elections committee of three Members shall be appointed by the Board and shall be responsible for the balloting and counting process. Members may only be appointed as Directors by means of the elections process, as described in section 5.6 or 5.7.

5.7 **Vacancies**

- (a) Any vacancy occurring on the Board, for any reason, may, upon a recommendation by the Nominating Committee to the Board, be filled by appointment by the Board, provided that the Person so recommended meets all eligibility requirements.
- (b) Persons so appointed shall serve out the balance of term of the Person who they are replacing.

5.8 **Attendance Requirement**

- (a) A Director who misses three consecutive regularly scheduled meetings of the Board may be advised in writing by the President that failure to attend the next regular meeting could result in the removal of the Director from the Board.
- (b) If a Director has been advised in writing, as provided in subparagraph (a) above, and fails to attend the next regular meeting of the Board, then such Director may be removed from the Board by a vote of two-thirds of those casts at any subsequent meeting of the Board.
- (c) If a Director fails to attend at least seventy-five percent (75%) of the regularly scheduled meetings of the Board during their term, then they may be determined to be ineligible for re-election to the Board for a period of two (2) years by a vote of two-thirds of those cast at any subsequent meeting of the Board.

5.9 **Powers of the Directors**

The affairs and business of the Chamber shall be managed by the Board, which shall have authority for and on behalf of and in the name of the Chamber to authorize the taking of all such actions and doing of all such things as the Directors deem appropriate in furtherance of the objects and purposes of the Chamber and, not to limit the generality of the foregoing, the Board shall:

- (a) have the sole control and management of all real and personal property now or hereafter acquired by the Chamber, including the authority to acquire, let, sell, mortgage or otherwise dispose or charge any such real or personal property on behalf of and in the name of the Chamber;
- (b) have authority on behalf of and in the name of the Chamber to borrow money and to secure the repayment thereof in such manner as it sees fit;
- (c) have the authority to hire a CEO. The Board may delegate to the CEO the responsibility for the hiring, supervision and dismissal of other employees of the Chamber.

5.10 **Submissions to Government**

The Board may delegate authority to the CEO to make or authorize petitions, briefs, or submissions to all levels of government or other bodies without reference to the Members.

5.11 **Reporting to Membership**

The Board shall cause a general report of the business of the Chamber to be presented in writing at each annual meeting of the Chamber. Members may obtain a copy of the annual report from the Chamber office.

5.12 **Appointments to Other Organizations**

- (a) The Board may appoint members to serve and represent the Chamber on other organizations.
- (b) The Board shall determine the responsibilities of a Member appointed in accordance with Clause (a) when appointing the Member.

ARTICLE 6 – OFFICERS AND EXECUTIVE COMMITTEE

6.1 Officers

The Officers of the Chamber shall consist of the following:

- (a) President;
- (b) First Vice President;
- (c) Second Vice President;
- (d) Vice President Finance;
- (e) Immediate Past President of the Chamber; and
- (f) CEO, who shall also serve as Secretary (non-voting).

6.2 Election of Officers

- (a) With the exception of the CEO and the Immediate Past President, the Officers shall be elected annually by the Members.
- (b) The nomination and election process shall be identical to, and run concurrently with, the election of the Directors of the Board, as provided in Article 5.6.

6.3 Eligibility

- (a) Any Director in good standing shall be eligible for election as an Officer.

6.4 Term of Service

- (a) Officers shall be elected for a term of one year and may be elected for a maximum of three further consecutive terms of one year, with the exception of the CEO, who shall serve at the pleasure of the Board.
- (b) The President shall serve for a one-year term only but may be eligible for election as another Officer.

6.5 Ceasing to be Member of Executive Committee

On ceasing to be an Officer, the individual shall cease to be a member of the Executive Committee.

6.6 Duties of Officer

- (a) The President of the Chamber shall be the Chair of the Board and an ex-officio member of all committees of the Board, and shall:
 - (i) ensure all policies and actions as determined by the Board are in keeping with Board policies;
 - (ii) chair the Executive Committee and ensure its decisions;
 - (iii) assign tasks to other Officers; and
 - (iv) present a report on the state of the Chamber at the annual meeting of the Chamber.
- (b) The CEO shall be appointed by the Board and shall:
 - (i) be in charge of the administration and management of the Chamber and shall report to the Board;
 - (ii) exercise authority over the affairs and personnel of the Chamber office and publications, subject to the direction of the Board;
 - (iii) keep minutes of the proceedings of the Board including Committees of the Board and Operational Committees, have the care and custody of the Chamber's records, and attend to the publication of its reports;
 - (iv) serve as an ex-officio (non-voting) member of all Committees of the Board and as the Secretary of the Chamber; and
 - (v) implement all policies and actions decided at meetings subject to the direction of the Board.
- (c) The other Officers shall have such duties as may be designated, from time to time, by the Board.

6.7 Removal of Officers

The Board may, by a majority vote, remove an Officer before the expiration of their term of office, at a special meeting of the Board called for the purpose of removing the Officer.

6.8 Vacancy

- (a) In the event of the removal, resignation or death of an Officer, the Board may by a majority vote appoint another Director to serve in that Officer's stead. The individual appointed to fill such vacancy shall hold office only during such time as the vacating Officer would have held office had the office not been vacated.
- (b) In the event of a temporary leave of an Officer, the Board may by a majority vote appoint another Director to serve in that Officers stead. The individual appointed to fill such a vacancy shall hold office for the period of the temporary leave or to such time as the Officer on temporary leave would have held office had the office not been vacated.

6.9 Remuneration of Officers

No Officer shall be entitled to remuneration for performance of their duties as an Officer, except the CEO, who shall be paid out of the funds of the Chamber for their service, such sums, if any, as the Board may determine from time to time.

6.10 **Executive Committee**

By virtue of their office, the Officers shall constitute the Executive Committee.

ARTICLE 7 – COMMITTEES

7.1 **Appointment of Committees**

- (a) Committees of the Board including ad hoc committees and task forces may be established by the Board and are responsible to the Board.
- (b) The Board may designate authority to establish Operational Committees and related ad hoc committees and task forces, as required, to the CEO.

7.2 **Chairpersons of Committees**

- (a) Chairpersons of Committees of the Board shall be appointed by the Board on the recommendation of the President.
- (b) Chairpersons of Operational Committees shall be a Director of the Board and shall be appointed by the Board.
- (c) Members of Committees of the Board and Operational Committees must be members of the Chamber.

7.3 **Membership**

All Members of the Chamber are eligible for membership on Operational Committees. Such committee members shall be appointed by the chairperson of that committee or by such other means as may be determined by the Board when establishing the committee.

7.4 **Sub-Committees**

Committee chairpersons may appoint sub-committees for specific purposes and such sub-committees shall be responsible to that committee.

7.5 **Special Committees**

Matters referred to ad hoc committees and task forces shall be reviewed annually by the Board, who shall determine whether they should continue. Chairpersons of ad hoc committees and task forces shall be appointed by the Board.

7.6 **Removal of Members of Committees**

- (a) Members of Committees of the Board other than the Executive Committee who are in violation of the terms of reference established for their Committee may be removed by a majority vote of the Directors at any meeting of the Board.
- (b) Members of Operational Committees who are in violation of the terms of reference established for their Committee may be removed by the CEO.

7.7 **Remuneration of Members of Committees**

Except as otherwise provided, members of committees shall receive no remuneration for their service on the Committee.

7.8 **Duties of Committees**

- (a) The duties and decision-making authority of the Executive Committee and other Committees of the Board shall be as assigned by the Board from time to time.
- (b) The duties of Operational Committees shall be assigned by the CEO and shall be based on the Chamber's annual operational plan.

ARTICLE 8 – MEETINGS

8.1 **General Meeting**

An annual meeting shall be held on or before May 31st in each year.

8.2 **Special General Meetings**

Special general meetings shall be called at any time upon a majority vote of the Directors or shall be called upon the written request bearing the signatures of fifteen (15) or more members presented to the President.

8.3 **Notice**

Notice of any general or special meeting may be given by:

- (a) a notice inserted in one or more newspapers published in the Charlottetown Area at least seven (7) days prior to the date of the meeting; or
- (b) by correspondence from the President or CEO mailed, faxed or e-mailed, at least seven (7) days prior to the date of the meeting to each Member, at their address as shown in the records of the Chamber. Any notice of a special meeting shall include sufficient particulars of the business to be transacted thereat so as to permit a Member to make a reasoned judgment in the decision to be taken.

8.4 **Quorum**

Fifteen (15) members present and entitled to vote shall constitute a quorum for a general meeting. To the extent permitted by the Act and the Regulations, meetings of the Members may be held entirely by means of a telephonic, electronic or other communication facility, including teleconferencing, video conferencing, computer link, webcasting and other similar means, that permits all participants to communicate with each other adequately during the meeting. Any individual entitled to attend a meeting of the Members may participate in the meeting by means of such a telephonic, electronic or other communication facility, if the Chamber makes available such a facility. An individual participating in a meeting by such means shall be deemed to be present at the meeting. Any Member may vote at any meeting of the Members and a vote on any issue may also be taken by signed or electronic documents from Members.

8.5 **Meetings of the Directors**

The Directors shall meet in the Province of Prince Edward Island at least five (5) times during the year. At least twenty-four (24) hours' notice, by email, of the time and place of Board meetings shall be given to each Director. Five voting members of the Board present shall constitute a quorum. To the extent permitted by the Act and the Regulations, meetings of the Board may be held entirely by means of a telephonic, electronic or other communication facility, including teleconferencing, video conferencing, computer link, webcasting and other similar means, that permits all participants to communicate with each other adequately during the meeting. Any individual entitled to attend a meeting of the Board may participate in the meeting by means of such a telephonic, electronic or other communication facility, if the Chamber makes available such a facility. An individual participating in a meeting by such means shall be deemed to be present at the meeting. Any Director may vote at any meeting of the Board and a vote on any issue may also be taken by signed or electronic documents from all Directors.

8.6 **Executive Committee Meetings**

The Executive Committee shall meet at least five (5) times during the year. At least twenty-four (24) hours' notice, by email, of the time and place of Executive Committee Meetings shall be given to each Officer. A majority of the Executive Committee present shall constitute a quorum. To the extent permitted by the Act and the Regulations, meetings of the Executive Committee may be held entirely by means of a telephonic, electronic or other communication facility, including teleconferencing, video conferencing, computer link, webcasting and other similar means, that permits all participants to communicate with each other adequately during the meeting. Any individual entitled to attend a meeting of the Executive Committee may participate in the meeting by means of such a telephonic, electronic or other communication facility, if the Chamber makes available such a facility. An individual participating in a meeting by such means shall be deemed to be present at the meeting. Any Director may vote at any meeting of the Executive Committee and a vote on any issue may also be taken by signed or electronic documents from all members of the Executive Committee.

8.7 **Resolutions**

For matters requiring resolutions of the Directors or the Executive Committee, a resolution approved by email by every Director or Officer, as the case may be, who would be entitled to vote on the resolution at a meeting of the Board or the Executive Committee is as valid as if it were passed by such Directors or Officers at a duly constituted meeting of the Board or Executive Committee. A copy of every such resolution shall be kept with the minutes of proceedings of the Board or Executive Committee thereof, as the case may be. Any Director may vote at any meeting of the Directors and a vote on any issue may also be taken by signed or electronic documents from all Directors.

ARTICLE 9 – VOTING

9.1 **Member Voting**

Every Member in good standing represented at any general meeting shall be entitled to one vote, provided that the vote of an association, corporation, society or partnership shall, in each such case, be assigned to an individual.

9.2 **Tie Vote**

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.

9.3 **Motions or Amendments**

Motions or amendments shall be carried by any Board or meeting of the Members by majority vote unless otherwise provided in the By-laws.

9.4 **Alternate Method Voting**

- (a) "Alternate method voting" is any manner by which a given vote may be cast, that differs from the standard procedure under the By-laws, and that is approved by the Board;
- (b) Alternate method voting cannot derogate from the principle (where applicable) that each Member is entitled to one vote;
- (c) Alternate method voting cannot derogate from the principle of majority rule under the By-laws;
- (d) Alternate method voting cannot be used in place of any vote other than a vote taken at a general meeting or a special meeting of the Members, subject to this section;
- (e) Alternate method voting cannot be used where expressly precluded by the By-laws, or by a resolution of the Members;
- (f) Alternate method voting cannot be used unless the specific procedure of the alternate method is approved by the Board at a Directors' meeting which is held not less than two weeks before the date of the meeting at which the alternate method vote will be taken;
- (g) Where the Directors have approved the use of an alternate method vote for a meeting, notice that such method will be used, and the details of the procedure, must be given to all Members together with the notice of the meeting, and in accordance with the procedure for service of notice for such a meeting.
- (h) The outcome of an alternate method vote shall be available to all Members as soon as is reasonably possible.
- (i) Without limiting the generality of the foregoing, alternate method voting could include a vote by telephone or email, except where the Act requires a meeting. Furthermore, if voting by mail at the annual meeting, the Member must receive fourteen (14) days' notice of such a vote prior to the deadline for the acceptance of the vote. The notice shall include sufficient information to permit a Member to make a reasoned judgment in the decision to be taken, the ballot must provide for the Member's signature, and the ballot must clearly indicate the deadline for the acceptance of votes.

ARTICLE 10 – FINANCIAL

10.1 Financial Records

The Board shall cause proper books of account to be kept of receipts and disbursements and of all assets, credits and liabilities of the Chamber.

10.2 Annual Statement

The Board shall cause to be prepared in accordance with general accepted accounting principles and laid before the members at each annual meeting:

- (a) an income and expense statement covering the period from the date at which the last statement was made up to the date of the most recent fiscal year end of the Chamber;
- (b) a balance sheet as at the date of the most recent fiscal year end of the Chamber, accompanied by the auditor's report thereon.

10.3 Auditor

The Members, at each annual meeting, shall appoint an auditor or auditors to hold office until the next annual meeting.

10.4 Auditor's Access

The auditors shall have a right of access at all times to the books, accounts and vouchers of the Chamber, and shall be entitled to require from the Directors and Officers of the Chamber such information and explanations as they may deem necessary for the performance of their duties as auditors.

10.5 Fiscal Year

The fiscal year of the Chamber shall be the calendar year.

ARTICLE 11 – OATH OF OFFICE

- 11.1 The Officers of the Chamber shall, before entering on the duties of his/her office, take and subscribe before a judge of the Supreme Court of Prince Edward Island, a justice of the peace, or a commissioner of oaths, an oath or declaration in the form set out in Schedule "B" of this By-law.

ARTICLE 12– SEAL

12.1 Common Seal

The Chamber shall have a common seal on which the name of the Chamber shall be engraved (the "Common Seal").

12.2 Custody

The Board shall arrange for the safe custody of the Common Seal with the Secretary of the Chamber.

12.3 **Execution of Instrument**

The Common Seal may be affixed to any instrument in the presence of and contemporaneously with the attesting signatures of any two Officers of the Chamber.

12.4 **Certification**

For purposes of certifying documents or proceedings of the Chamber, the Common Seal may be affixed in the presence of and contemporaneously with the attesting signature of either one Officer of the Chamber, or the CEO.

12.5 **Board Resolution**

The Common Seal shall not be affixed to any other instrument by any other person without authorization by resolution of the Board appointing that Person for such purpose.

ARTICLE 13 – INDEMNIFICATION

13.1 **Limitation of Liability**

Every Director and Officer of the Chamber in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Chamber, shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and shall comply with the Act, the regulations pursuant to the Act and the constituting documents of the Chamber including the By-laws. Subject to the Act, no Director or Officer, former Director or Officer or person who acts or acted at the Chamber's request as a Director or Officer of a body corporate, partnership or other association of which the Chamber is or was a shareholder, partner, member or creditors, in the absence of any dishonesty on their part, shall be liable for the acts, receipts, neglects or defaults of any other director, officer or such person, or for joining in any receipt or other act for conformity or for any loss, damage or expense happening to the Chamber through the insufficiency or deficiency of title to any property acquired for or on behalf of the Chamber, or through the insufficiency or deficiency of any security in or upon which any of the monies of the Chamber are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any money, securities or effects of the Chamber shall be deposited, or for any loss occasioned by error of judgment or oversight, whether gross or otherwise, on their part, or for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their office or in relation thereto.

13.2 **Indemnity**

The Chamber shall indemnify a Director or Officer, a former Director or Officer, or a Person who acts or acted at the Chamber's request as a director or officer of a body corporate, partnership or other association of which the Chamber is or was a shareholder, partner, member or creditors, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment and including any income tax applicable to any payment made pursuant to this paragraph, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Chamber or such body corporate, partnership or other association if (a) he acted honestly and in

good faith with a view of the best interests of the Chamber; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that their conduct was lawful. The Chamber shall also indemnify such person in other circumstances as the Act or law permits or requires. Nothing in the By-laws shall limit the right of any Person entitled to indemnity to claim indemnity apart from the provisions of the By-laws.

ARTICLE 14 – GENERAL

14.1 Amendment of By-Laws

The By-laws may be added to, repealed or amended by a vote of two-thirds (2/3) of all the Members present at any general meeting of the Chamber provided that due notice of such amendment has been given and emailed to all Members at least one week prior to the meeting at which the same is to be voted upon.

14.2 Procedure

Parliamentary procedure shall be followed at all Board meetings of the Chamber in accordance with Robert's Rules of Order.

**SCHEDULE “B”
OATH OF OFFICE/ DECLARATION**

I swear that I will faithfully and truly perform my duty as _____
_____ of the Greater Charlottetown Area 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 adopted to promote the objects for which the
Chamber was constituted, according to the true intent and meaning of the
same. So help me God.

**Alternatively, a declaration may be made whereby the officer
declares:**

I do hereby declare that I will perform my duty _____ of the
Greater Charlottetown Area 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 adopted to promote
the objects for which the board was constituted, according to the true intent
and meaning of the same.