



By-laws

CANADIAN CHAMBER OF COMMERCE

BACKGROUND

INCORPORATION

The Canadian Chamber of Commerce was incorporated under the by letters patent issued by the Secretary of State of Canada on the 12th day of January 1929. Supplementary letters patent were issued by the Secretary of State of Canada on the 18th day of June 1948, on the 24th day of January 1958, on the 19th day of February 1971, on the 31st day of October 1973 and on the 22nd day of July 1997.

As of the 28th day of January, 2014, the Chamber was continued under and is currently governed by the

THE CANADIAN CHAMBER OF COMMERCE

Founded in 1925, the Canadian Chamber of Commerce is the nation's largest and most influential



membership has not been terminated;

- l **“Nominating and Governance Committee”** means the nominating and governance committee established by the Board;
- m **“Northern Territories”** means Yukon, Northwest Territories and Nunavut, collectively;
- n **“President”** means the president and chief executive officer of the Corporation;
- o **“Recognized Region of Canada”** means any of: (i) Northern Territories; (ii) British Columbia; (iii) Alberta, Saskatchewan, and Manitoba; (iv) Ontario; (v) Québec; and (vi) the Atlantic Provinces;
- p **“Regulations”** means the _____ as amended from time to time, and every regulation that may be substituted therefor and, in the case of such amendment or substitution, any reference in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions;
- q **“Secretary”** means the person holding the office of corporate secretary of the Corporation or the person who performs functions for the Corporation which are identical or substantially similar to those typically performed by a corporate secretary of a body corporate;
- r **“Treasurer”** means the person holding the office of treasurer of the Corporation; or the person who performs functions for the Corporation which are identical or substantially similar to those typically performed by a treasurer of a body corporate;
- s **“Vice-Chair”** means the vice-chairperson of the Board.

2. Interpretation

All terms contained in the by-laws which are defined in the by-laws shall have the same meaning as defined in the by-laws.



The provisions of this by-law are subject to the terms of any unanimous member agreement in respect of the Corporation in effect from time to time and, to the extent of any inconsistency between this by-law and any such unanimous member agreement, such unanimous member agreement shall prevail over this by-law.

4. Annual Financial Statements

The Corporation shall present copies of the annual financial statements, report of the Corporation's public accountant and any other documents referred to in subsection 172(1) of the Act to its Members at each Annual Meeting subject to any extension or exemption authorized by the Ministry Director or by a court of competent jurisdiction under the Act. The Corporation shall comply with the conditions set in such an extension or exemption.

Between twenty-one (21) and sixty (60) days prior to an Annual Meeting, or such other time as may be determined by the Ministry Director appointed under section 281 of the Act pursuant to such Ministry Director's authority under Section 173 of the Act, or by a court of competent jurisdiction under subsection 258 (i) of the Act, the Corporation shall deliver to all Members who have consented thereto and provided an electronic mail address to the Corporation such required documents under subsection 172(1) of the Act by electronic delivery to the electronic mail address of each such Member as shown in the records of the Corporation. The Corporation shall, with respect to Members who have not consented to electronic delivery, publish a notice to such Members within the above period stating that such required documents under subsection 172(1) of the Act are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

If required by the Act, the Corporation shall send a copy of such required documents under subsection 172(1) to the Ministry Director appointed under section 281 of the Act twenty- one (21) days prior to an Annual Meeting.

REGISTERED OFFICE

5. The head office of the Corporation shall be located in the city of Ottawa in the province of Ontario.
6. The Corporation may from time to time (i) by resolution of the directors change the place and address of the registered office of the Corporation within the province in Canada specified in its articles, and (ii) by an amendment to its articles, change the province in Canada in which its registered office is situated.

SEAL

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



not affixed thereto.

MEMBERSHIP

8. Membership Classes and Conditions

Subject to the articles, the Corporation's Members shall be divided into five classes: sMErg0.003 Tc -0.003 T778 Tc 0T778 w 91.8692 0 0 10.02 13 5091.38 Tma.t
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complies with the Act.

16. Business Transacted at Meetings

All business transacted at a Special Meeting and all business transacted at an Annual Meeting, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business. If any special business is to be transacted at any Annual Meeting or Special Meeting, the notice of such meeting shall include the information required in Section 20.

The Board shall determine what subjects or questions should be considered and acted upon by the Chamber, and shall determine the agenda to be submitted to each Annual or Special Meeting.

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electronic or other communication facility that the Corporation has made available for that purpose.

Members' Meeting Held Entirely by Electronic Means. If the directors or Members of the Corporation call a meeting of Members pursuant to the Act, those directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

19. Record Dates for Member Meetings

Subject to section 161 of the Act, the directors may fix in advance a date as the record date for the purpose of:

- a determining the Members entitled to receive notice of a meeting of Members and/or entitled to vote at a meeting of Members, but such record date shall not precede by more than sixty (60) days or by less than twenty-one (21) days the date on which the meeting is to be held;
- b determining the Members entitled to participate in a liquidation distribution or for any other purposes which record date shall be the close of business on the day on which the directors pass the resolution relating to the record date; provided that such record date may not precede the date on which the action is to be taken by more than sixty (60) days.

If no record date is fixed by the directors, the record date for the determination of the Members entitled to receive notice of a meeting of the Members shall be:



records of the Corporation, or if no address is shown therein, then to the last address of each such person known to the Secretary.

Notwithstanding the foregoing, a meeting of Members may be held for any purpose at any date and time and, subject to subsection 159(2) of the Act, at any place without notice if all the Members and other persons entitled to notice of such meeting are present in person or represented by proxy at the meeting (except where a Member or such other person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the Members and other persons entitled to notice of such meeting and not present in person nor represented by proxy thereat waive notice of the meeting. Notice of any meeting of Members or the time for the giving of any such notice or any irregularity in any such meeting or in the notice thereof may be waived in any manner by any Member, the duly appointed proxy of any Member, any director or the public accountant of the Corporation and any other person entitled to attend a meeting of Members, and any such waiver may be validly given either before or after the meeting to which such waiver relates.

The public accountant (if any) of the Corporation is entitled to receive notice of every meeting of Members of the Corporation and, at the expense of the Corporation, to attend and be heard thereat on matters relating to the public accountant's duties.

21. Chair

The Chair shall when present preside at all meetings of Members. In the absence of the Chair, the Vice-Chair shall act as chair. If none of such officers is present at a meeting of Members, the Organizational Members present shall choose the President or a director as chair of the meeting and if neither the President nor a director is present or if they all decline to take the chair then the Organizational Members present shall choose one of their number to be chair.

22. Votes

Unless otherwise provided in this by-law, or the Act, no motion or amendment shall be carried at any meeting of Members unless it receives at least two-thirds (2/3) of the votes cast. No Member shall be entitled in person or by proxy to vote at meetings of Members if such Member is in default in the payment of membership fees or dues.

23. Proxies

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

A form of proxy shall be a written or printed form that complies with the Act. A form of proxy becomes a proxy on completion by or on behalf of a Member and execution by



the Member or such Member's accredited delegate or attorney authorized in writing.



- a a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members; and
- b a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of Members.

DIRECTORS

27. Number and Powers

The minimum and maximum number of directors is set out in the articles. The number of directors of the Corporation and the number of directors to be elected at the Annual Meeting may be such number as determined from time to time by resolution of the Members or, if the resolution empowers the directors to determine the number, by resolution of the directors.

If the Corporation is a soliciting corporation for the purposes of the Act, it shall have at least three directors, at least two of whom are not officers or employees of the Corporation or its affiliates.

The directors shall manage, or supervise the management of, the activities and affairs of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the Act, the by-laws, a unanimous member agreement or by statute expressly directed or required to be done in some other manner.

28. Duties

Every director and officer of the Corporation in exercising their powers and discharging their duties shall:

- a act honestly and in good faith with a view to the best interests of the Corporation; and
- b exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every director and officer of the Corporation shall comply with the Act, the Corporation's articles, by-laws and any unanimous member agreement.

Every director of the Corporation shall verify the lawfulness of the articles and the purpose of the Corporation.

The Chair shall preside at all meetings of the Board and shall be an member of all other committees. Subject to the direction of the Board, they shall



exercise such authority and perform such duties as the Board shall from time to time prescribe. The Vice-Chair generally shall assist the Chair and, in the absence of the Chair, the Vice-Chair shall preside at meetings and otherwise perform the duties of the Chair.

29. Nominations of Directors

- a In each year, the Board shall give instructions to the Nominating and Governance Committee in respect of the recruitment and selection of directors, which instructions shall include any updates or changes that may be required to the Board Skills Matrix. The Nominating and Governance Committee shall govern itself in accordance with the instructions of the Board and shall select nominees for director in accordance with the Board Skills Matrix.
- b The Nominating and Governance Committee shall deliver a slate of the names of its nominees for: the Chair, the Vice-Chair, the Treasurer and the appropriate number of other directors whose terms of office cease as of the next Annual Meeting, to the Chair by 11:00 a.m. on or before the fiftieth (50th) day preceding the date fixed for the Annual Meeting.
- c The Chair shall send the slate prepared by the Nominating and Governance Committee to the Organizational Members no later than thirty (30) days preceding the date fixed for the Annual Meeting.
- d Any Organizational Member may nominate a slate of directors in the form of a proposal in advance of an Annual Meeting, if submitted within the prescribed time and in accordance with the requirements for a proposal set out in the Act and if signed by not less than five percent (5%) of the Organizational Members entitled to vote at the meeting at which the proposal is to be presented.
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- a the Chair of the Board, the Vice-Chair of the Board and the Treasurer, each of whom shall be elected by the Organizational Members as a director and to the foregoing listed officer role; and
- b a maximum of twelve (12) additional directors but no less than three (3), each of whom shall be elected by the Organizational Members as a director.

In order to be eligible to serve as a director fte (3)



- a. they were present at the meeting when the election or appointment took place and did not refuse to hold office as a director; or
- b. they were not present at the meeting when the election or appointment took place and
 - i. they consented to hold office as a director in writing before the election or appointment or within ten (10) days after it, or
 - ii. they acted as a director pursuant to the election or appointment.

A director's term of office (subject to the provisions (if any) of the Corporation's articles and by-laws), unless such director was elected for an expressly stated term, shall be from the date of the meeting at which such director is elected or appointed until the close of the Annual Meeting next following such director's election or appointment or until such director's successor is elected or appointed.

32. Ceasing to Hold Office

A director ceases to hold office if such director:

- a. dies or sends to the Corporation a written resignation, with such resignation effective upon being received by the Corporation (applicable to the Corporation's articles of incorporation and by-laws).



34. Resignation and Removal of Directors

Subject to subsection 130(2) of the Act, the Organizational Members may by resolution at a Special Meeting remove any director before the expiration of such director's term of office and may, by at least two-thirds (2/3) of the votes cast at the meeting, and the Organizational Members may elect any person in such director's stead for the remainder of such director's term.

If a meeting of Members was called for the purpose of removing one or more directors from office as director(s), the director(s) so removed shall vacate office forthwith upon the passing of the resolution for such director's removal.

Any director who fails to attend the requisite number of meetings or otherwise fails to meet the attendance standards mandated by the governance policies of the Corporation, set by the Board from time to time, shall be deemed to have resigned, unless otherwise determined by majority vote of the other directors. A director may also be deemed to have resigned if they fail to adhere to the governance policies of the Corporation prescribed by the Board in effect from time to time, other than such policies referred to in the preceding sentence of this paragraph, and does not adhere to such policies within ten (10) days after written notification from the Board of such non-adherence.

35. Validity of Acts

An act of a director or officer is valid notwithstanding an irregularity in their election or appointment or a defect in their qualification.

36. Fund Raising

The directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

37. Agents and Employees

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



directors who formed the quorum at the original meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

47. Resolutions in Writing

A resolution in writing, signed by all the directors entitled to exercise 1/3 (u)6.1 (mv(t)160012634-9450)-387025 t



INDEMNITIES TO DIRECTORS AND OTHERS

- 52.** Subject to the provisions hereof and subsections 151(3) and (4) of the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

The Corporation may not indemnify an individual pursuant hereto unless the individual:

- a acted honestly and in good faith with a view to the best interests of the Corporation.





NOTICES, ETC.

57. Service

Any notice or other document required to be given or sent by the Corporation to any Member or director or the public accountant of the Corporation shall be delivered personally or sent by prepaid mail, courier or by fax, electronic mail or other electronic means capable of producing a written copy addressed to:

- a such Member at such Member's latest address as shown on the records of the Corporation;
- b such director at such director's latest address as shown in the records of



in the articles or the by-laws.

62.

Proof of Service

A certificate of any officer of the Corporation in office at the time of the making of the certificate or of an agent of the Corporation as to facts in relation to the mailing or delivery or service or other communication of any notice or other documents to any Member, director, officer or public accountant or as to the publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, director, officer or public accountant of the Corporation, as the case may be.

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FINANCIAL YEAR

- 69.** The financial year of the Corporation shall end the thirty-first (31st) day of December each year, or on such day in each year as the Board may from time to time by resolution determine.

BY-LAW AMENDMENTS

- 70.** The Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law