



**BY-LAW NO. 1
AT NOVEMBER 12, 2015**

3-144 Old Kingston Road, Ajax, ON L1T 2Z

By-Law No. 1

A by-law relating generally to the conduct of the business and affairs of the

AJAX-PICKERING BOARD OF TRADE

Article 1 - NAME AND OBJECT

- Section 1 The name of the organization shall be the AJAX-PICKERING BOARD OF TRADE.
- Section 2 The object of the Ajax-Pickering Board of Trade shall be to promote and improve trade and commerce and the economic, civic, and social welfare of the Town of Ajax and City of Pickering, and the surrounding districts.
- Section 3 The usual place of meeting shall be in the Town of Ajax or City of Pickering. Every effort should be made to alternate the location of the Annual General Meeting between Ajax and Pickering.
- Section 4 The Ajax-Pickering Board of Trade shall be politically non-partisan, non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

Article II - INTERPRETATION

- Section 5 In this by-law and all other by-laws and resolutions of the Corporation, unless context otherwise requires:
- (a) “Act” means the *Boards of Trade Act* (Canada) R.S.C., 1985, c. B-6;
 - (b) “Annual General Meeting” means the last quarterly meeting of the Members held each year;
 - (c) “Board” means the Ajax-Pickering Board of Trade as a body;
 - (d) “Chair” means the immediate past President who is an ex-officio Director for a one year term;
 - (e) “Council” means the governing body of the Board of Trade;
 - (f) “Director” means a member of the Council;
 - (g) “District” means that area within and for which this Board was established, as defined in the certificate of Registration under the Act;
 - (h) “Executive Director” means the Chief Executive Officer and General Manager of the Board;
 - (i) “Ex-Officio” means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
 - (j) “Member” means “Member(s) in Good Standing” of the Board (i.e. those Members who have paid their membership dues); and

- (k) “Special General Meetings” means meetings of the Members other than the Annual General Meeting and the three other quarterly general meetings of the Members.

Section 6 In this By-law where the context required, words importing the singular include the plural and vice versa and words importing gender include the masculine, feminine and neuter genders.

Article III - MEMBERSHIP

Section 7 There shall be four classes of members of the Board:

- a. **Active Members:** Any individual who (a) is over eighteen years of age; (b) has paid the requisite annual membership fee; (c) is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District; and (d) has applied for membership in the Board, may be admitted to membership by a majority vote of the Council. The admission of such individual as an Active Member by Council must be ratified by the Members at the next Members’ meeting; if ratification is not provided, such individual will cease to be an Active Member as of the date of such Members’ meeting. For greater clarity, the Members shall not be able to ratify the admission of an individual as an Active Member if, (i) as of the date of the Members’ meeting, the individual no longer meets the qualifications set above for membership; or (ii) such individual has, during the interim period between the date of admission and the date of the Members’ meeting, contravened the terms of the Members’ Code of Conduct. Each Active Member shall have one (1) vote, shall be eligible to hold office as a Director, and shall have such other privileges granted by policy of the Council.
- b. **Community Members:** Any organization, association, corporation, society or partnership that (a) is directly or indirectly engaged or interested in trade, commerce or the economic or social welfare of the District, (b) has paid the requisite annual membership fee, and (c) has applied for membership in the Board, may be admitted as a Community Member by a majority vote of the Council. The admission of such entity as a Community Member by Council must be ratified by the Members at the next Members’ meeting; if ratification is not provided, such entity will cease to be a Community Member as of the date of such Members’ meeting. For greater clarity, the Members shall not be able to ratify the admission of an entity as a Community Member if, (i) as of the date of the Members’ meeting, the entity no longer meets the qualifications set above for membership; or (ii) such entity has, during the interim period between the date of admission and the date of the Members’ meeting, contravened the terms of the Members’ Code of Conduct. The term of membership of a Community Member shall be one (1) year. The employees of a Community Member shall be entitled to receive the membership benefits available to the Community Member, as determined by the Community Member. Each Community Member

shall have one (1) vote and shall have such other privileges granted by policy of the Council.

- c. **Honourary Members:** Any individual who has distinguished him/herself by some meritorious or public service, may be admitted as an Honourary Member by a majority vote of the Council. The admission of such individual as an Honourary Member by Council must be ratified by the Members at the next Members' meeting; if ratification is not provided, such individual will cease to be an Honourary Member as of the date of such Members' meeting. For greater clarity, the Members shall not be able to ratify the admission of an individual as an Honourary Member if, (i) as of the date of the Members' meeting, the individual no longer meets the qualifications set above for membership; or (ii) such individual has, during the interim period between the date of admission and the date of the Members' meeting, contravened the terms of the Members' Code of Conduct. Such recognition shall be for a term of one (1) year and may be repeated. Honourary Membership shall include all the privileges of Active Membership (except of holding office and voting). Honourary Members shall not be required to pay annual membership dues.
- d. **Lifetime Members:** Any individual who has distinguished him/herself by some meritorious or public service, may be elected as a Lifetime Member by a majority vote of the Council. The admission of such individual as a Lifetime Member by Council must be ratified by the Members at the next Members' meeting; if ratification is not provided, such individual will cease to be a Lifetime Member as of the date of such Members' meeting. For greater clarity, the Members shall not be able to ratify the admission of an individual as a Lifetime Member if, (i) as of the date of the Members' meeting, the individual no longer meets the qualifications set above for membership; or (ii) such individual has, during the interim period between the date of admission and the date of the Members' meeting, contravened the terms of the Members' Code of Conduct. Such recognition shall be for the Member's lifetime, and is not transferable. Lifetime Membership shall include all the privileges of Active Membership (except of holding office and voting). Lifetime Members shall not be required to pay annual membership dues.

Section 8 The amount of the membership fees, and the payment of same, shall be in accordance with policy established from time to time by resolution of the Council.

Section 9 Other than Community Members and Honourary Members, who are subject to a one (1) year term (with no restriction on the number of terms that may be held), membership shall continue from the time of admittance until a Member has resigned in accordance with the provisions of these By-laws or has been removed from the roll of Members by the Council in accordance with Section 11, below.

Section 10 Any Member who intends to resign such Member's membership may do so, at any time, upon giving to the Secretary, ten days' notice, in writing, of such intention, and

upon discharging any lawful liability which is standing upon the books of the Board against such Member at the time of such notice.

Section 11 The Council shall immediately remove from the roll of Members (i) any Member who fails to pay the membership dues within three months of the date they fall due; or (ii) any Member who, as determined by the Council, in its sole discretion, has contravened the terms of the Members' Code of Conduct. Upon such removal by the Council, all privileges of membership shall be forfeited.

Section 12 Any Member that pays annual membership fees must have paid the fee at least thirty (30) days before the date of a meeting of Members in order to be eligible to vote at such meeting. In addition, any Member that pays monthly membership fees must have paid the fees owing up to date of the Members' meeting in order to be eligible to vote at the meeting.

Section 13 The term of annual membership in the Corporation shall be for one calendar year (January 1 – December 31).

Article IV – THE COUNCIL

Section 14 The Council shall consist of a minimum of eleven (11) and a maximum of fourteen (14) Directors. No Director, officer, or member of a committee created by Council shall receive remuneration for such role, but shall be entitled to reimbursement for any pre-approved reasonable costs incurred as a result of such role.

Section 15 Nominations for election as Director may be made by:

- i. The Board Development Committee, comprised of the Chair, President, Vice-President, and Executive Director; or
- ii. The Members, provided that each such nomination:
 - Is in writing and signed by at least two Members in good standing; and
 - Is accompanied by a written declaration signed by the nominee that he will serve as Director in accordance with these By-Laws if elected; and
 - Is submitted and received by the Secretary at least 30 calendar days before the date of the Annual Members' Meeting.

Section 16 The Directors shall be elected by the Members at an Annual General Meeting for a three (3) year term. An individual may serve a maximum of two (2) terms as a Director (for a total of six (6) years). The selection and presentation of a roster of nominees, and the election of the Directors and the appointment of the Officers, shall be in accordance with policy established from time to time by resolution of the Council.

Section 17 Any vacancy on the Council, which may occur during the year, shall be filled by a majority vote of the Council, with a Member, to complete the fiscal period. A vacancy occurs when a Director dies, resigns his office and such resignation has been accepted

by the Council, is deemed to have resigned in accordance with Section 18, below, or is removed by office in accordance with Section 18, below.

- Section 18 Any Director who has missed four meetings in a fiscal year, without obtaining the prior approval of the Council, shall be deemed to have tendered his/her resignation as a Director. A Director must attend at least 2/3rds of a regularly scheduled Council meeting to constitute being considered having attended the meeting. A Director may be removed from office at any point during his/her term due to disreputable behaviour or violation of the Ajax-Pickering Board of Trade Code of Conduct by a majority vote of the Council or of the Members.
- Section 19 The Council 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.
- Section 20 The Council 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 Board, provided, however, that such powers are not inconsistent with the provisions of the Act.
- Section 21 The Council, or, at its request, the President, may appoint committees or designate members of the Council or the Board or others, to examine, consider and report upon any matter or take such actions as the Council may request.

Article V – MEETINGS OF MEMBERS

- Section 22 The Annual General Meeting of the Members shall be held each year at a date, time, and place determined by Council. At least ten (10) business days' notice of the Annual General Meeting shall be given to each Member. The purpose of this meeting will be the election of new directors, the presentation of the new budget, a report on the prior year's activities, and to vote on any proposal to amend the by-laws of the Council.
- Section 23 The Members shall hold general quarterly meetings in each year within the District. Notice of a general quarterly meeting, other than the Annual General Meeting, naming the time and place, shall be given to each Member by the Secretary at least three (3) days prior to the meetings.
- Section 24 Special general meetings of the Members must be held at any time when summoned by the Council or by a majority of the Members. Notice of such meetings, containing enough information to allow the Members to make reasoned decisions, shall be given at least ten (10) days in advance by (a) inserting the notice in one or more newspapers published within the District; (b) circulating a letter to each Member, signed by the Secretary; or (c) sending a message to each Member by e-mail or any other electronic means.

- Section 25 At any meetings of the Members, thirty-five (35) Members shall constitute a quorum and a majority of such quorum may make decisions on behalf of and do all things within the powers of the Members.
- Section 26 At every meeting of the Board, the Members in good standing shall be able to vote prior to the meeting by a mailed-in ballot or by e-mail, or by proxy at the meeting, or in person at the meeting by secret ballot, in conformity with such rules and regulations as the Council may from time to time adopt. Votes by mailed-in ballot or e-mail must be received by the Secretary, at the offices of the Board, within a reasonable time period (as determined by the Council) before the time at which the meeting is scheduled to commence; such time period will be set out in the notice of the meeting and on the ballot.
- Section 27 Only one vote may be cast by each Member, regardless of whether the Member is an individual or an organization.
- Section 28 In an election of Directors, the President shall appoint two returning officers, who shall be approved by the Council, to supervise and conduct the general election.
- Section 29 In all cases of equality of votes on any matter, the presiding officer at a meeting of the Members shall not have a casting vote.

Article VI – MEETINGS OF COUNCIL

- Section 30 Minutes of a Council meeting shall to be circulated to all Directors within five business days of the next meeting of Council.
- Section 31 The Council shall meet not less than monthly with the exception of the months of July and August, which will be considered discretionary. A meeting of the Council shall be convened by the Secretary at the request of the President or any two Directors. The dates and locations of the regular meetings of the Council shall be set in advance. If an emergency Council meeting is required, notice of such meeting shall be circulated to all Directors by e-mail at least -24 hours in advance, unless each Director has waived his/her right to such notice. All Directors shall attend the meetings of the Council in person, by telephone, or by other available electronic means that permit all persons participating in the meeting to hear each other, provided that all Directors have consented to the use of such communication means. Should the site of the meeting not permit the Director to attend other than in person, then the Director shall not be deemed to have missed the meeting.
- Section 32 Seven (7) Directors shall constitute a quorum, and a majority of such quorum may make decisions on behalf of and do all things within the powers of the Council.
- Section 33 The meetings of the Council shall be open to all Members, who may attend but may not take part in any of the proceedings. When meetings of the Council are attended by individuals who are not Directors, as described above, subjects such as, but not limited

to, human resources and confidential financial topics shall be discussed *in-camera*. Any *in-camera* portion of any Council meeting may only be attended, as appropriate, by the Directors, the Executive Director, and Council Advisor Representatives.

Section 34 Each Director shall have one (1) vote. In all cases of equality of votes on any matter, the presiding officer at a meeting of the Council shall have a casting vote.

Article VII – GENERAL RE. MEETINGS

Section 35 Minutes of the proceedings of all Member and Council meetings shall be signed by the President or Vice-President or the person who presided at the meeting and shall be entered in books to be kept for that purpose at the Board office by the Secretary.

Section 36 At all meetings of the Members and the Council, the Chair, or in his absence, the President, or if both are absent, the Vice-President shall preside.

Section 37 The books containing the minutes of the proceedings of all meetings, whether of the Council or the Members, shall be open at all reasonable hours to any Director or Member, free of charge.

Article VIII - ELECTION OF OFFICERS

Section 38 The Council shall, at the meeting of Council immediately following the Annual General Meeting, elect or appoint, as appropriate, the following officers: a Chair, a President, a Vice-President, a Secretary, and a Treasurer. Every individual up for election or appointment as an officer must be a Member and a Director and must meet the other qualifications set out from time to time in policy by resolution of the Council. Only the Vice-President shall be eligible for appointment as the President, and only the President shall be eligible for appointment as the Chair.

Section 39 The terms of the officers shall be one year. No individual shall serve as an officer for more than two (2) consecutive terms, unless determined otherwise by the Council, in its sole discretion. No President shall be eligible for re-nomination as President after serving (2) two consecutive terms, until at least one subsequent year has elapsed. An officer or a member of a committee created by the Council may be removed from office at any point during his/her term by a majority vote of the Council.

Section 40 The President and the Vice-President, before taking office, shall take and subscribe before the Mayor of Ajax, the Mayor of Pickering, the Chair of the Regional Municipality of Durham, or before any justice of the peace, an oath in the following form:

“I swear that I will faithfully and truly perform my duty as [President/Vice-President] of the Ajax-Pickering Board of Trade, and that I will, in all matters connected with the discharge of such duty, do all things, and only such things, as I shall truly and

conscientiously believe to be adapted to promote the objects for which the Board was constituted, according to the true intent and meaning of the same. So help me God.”

- Section 41 No public pronouncement in the name of the Board may be made unless authorized by the Council, and will only be made by the Chair, the President, or the person to whom the Council has delegated this authority.
- Section 42 The Chair shall preside at all meetings of the Board and Council. He shall regulate the order of business at such meetings, and shall receive and put lawful motions and communications to the meeting.
- Section 43 The President shall be the official representative of the Board. He shall, with the Secretary, sign all papers and documents requiring signature on behalf of the Board, unless the Council designates someone else. It shall be the duty of the President to present a general report of the activities of the year at the Annual General Meeting. The President may be required by Council to sign a job description that outlines his duties and in which he states that he fully understand what those duties are and that he will endeavour to execute said duties to the best of his abilities.
- Section 44 The Vice-President shall act in the absence of the President, and in the absence of both these officers, the Council shall appoint a representative to act temporarily.
- Section 45 The Treasurer shall oversee the day to day finances of the Board at the pleasure of the Council. He shall execute this duty with full transparency, governance, and in accordance with Generally Accepted Accounting Principles (GAAP) and the laws of Canada. He shall report on the income and expenditure of the Board at the Annual General Meeting and at every Council meeting. He shall oversee the preparation of the accounts of the income and expenditures of the Board prepared by an external bookkeeper. The Treasurer will present a budget not less than annually and provide for Council a monthly statement of revenue and expenses. The Treasurer shall sign a job description that outlines his duties and in which he states that he fully understands what those duties are and that he will endeavour to execute said duties to the best of his abilities.
- Section 46 The Secretary shall oversee the maintenance of an accurate record of the proceedings of the Board and of the Council. The Secretary shall record in-camera minutes at Council meetings and maintain a high level copy in the Board Meeting Notes binder at the Board office. He shall receive votes from Members in good standing by mail and e-mail for counting at the annual meeting and special meetings. The Secretary may be required by Council to sign a job description that outlines his duties and in which he states that he fully understands what those duties are and that he will endeavour to execute said duties to the best of his abilities.
- Section 47 The Executive Director, who, as an employee of the Board, shall not be an officer of the Council, shall be responsible for the keeping of the accounting records of the Board, under the direction of the Treasurer, conducting correspondence on behalf of the Board,

retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly appertain to this position. He will retain custody of the seal of the Board.

Article IX – BY-LAWS

Section 48 The Council shall frame such By-Laws as appear to it best adapted to promote the welfare of the Board and shall submit any repeal of, amendment to, or new By-Law for adoption at any general meeting of the Members called for that purpose, provided that notice of such proposal had been given in writing by one Member and seconded by another Member at a previous meeting, and such notice had been entered in the books of the Board as minutes. No By-Law repeal, amendment, or adoption shall be effective or acted upon until approved by the Members and then submitted to, and approved by, Industry Canada.

Article X - AFFILIATION

Section 49 The Board, at the discretion of the Council, shall have power to affiliate with the Canadian Chamber of Commerce, the Ontario Chamber of Commerce and any other organizations in which membership may be in the interests of the Board.

Article XI – FISCAL YEAR

Section 50 The fiscal year of the Board shall commence on the first day of January in each year.

Article XII - AUDITORS

Section 51 The Council shall appoint a Finance & Audit Committee made up of at least three (3) individuals, including one Director. The Committee shall review the books and accounts of the Board, at least once a year. A qualified external auditor of the Council shall be appointed by the Members at each Annual General Meeting and an annual audited financial statement shall be presented by the Treasurer at each Annual General Meeting and at any other time required by the Council.

The Treasurer shall not serve as a member of the Finance & Audit Committee, but will be available to attend all Committee meetings.

Article XIII - PROCEDURE

Section 52 Parliamentary procedure shall be followed at all Board and Council meetings in accordance with “Robert’s Rules of Order” (latest edition).