



LONGLAC CHAMBER OF COMMERCE

By-Laws

January 2018



Longlac Chamber of Commerce

(the "Corporation")



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Article I. Name and Objectives

Section 1.01 The name of this Corporation shall be the Longlac Chamber of Commerce.

Section 1.02 The objective of the Corporation shall be to promote and improve trade and commerce as well as the economic, civic and social welfare of the area by listening to the needs of local businesses.

Section 1.03 The usual place of meeting shall be in the registered office of the Corporation in the town of Longlac, Ontario.

Article II. Definition

Section 2.01 In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "BOTA" means the Boards of Trade Act R.S.C., 1985, c. B-6
- (b) "director" means a member of the board;
- (c) "officers" include the President, Vice President, Secretary and Treasurer;
- (d) "board of directors" includes the officers and directors;
- (e) "board" or "council" means the board of directors or 'Council of the Corporation';
- (f) "chair" also refers to the President who usually oversees meetings;
- (g) "vice chair" refers to the Vice President or next person in line to oversee meetings;
- (h) "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (i) "board meeting" includes a meeting or a special meeting of the board of directors;
- (j) "meeting of members" includes regular general meetings of members, annual meetings of members, or special meetings of members;
- (k) "AGM" means the Annual General Meeting of the membership;
- (l) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (m) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.



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Article III. Interpretation

Section 3.01 In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Article IV. Corporate Seal

Section 4.01 The Corporation may have a corporate seal in the form approved from time to time by the board.

Section 4.02 If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

Article V. Execution of Documents

Section 5.01 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President and the Secretary.

Section 5.02 In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

Section 5.03 The Secretary may affix the corporate seal to the document and certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Article VI. Financial Year

Section 6.01 The financial year end of the Corporation shall be December 31.



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Article VII. Banking Arrangements

Section 7.01 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or Corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution.

Section 7.02 The banking business or any part of it shall be transacted by a director or directors of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

Article VIII. Borrowing Powers

Section 8.01 The directors of the Corporation may, without authorization of the members,

- (a) borrow money on the credit of the chamber;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the chamber;
- (c) give a guarantee on behalf; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the chamber, owned or subsequently acquired, to secure any debt obligation of the chamber.

Article IX. Annual Financial Statements

Section 9.01 The Chamber may, instead of sending copies of the annual financial statements and other documents to the members, publish a notice to its members stating that the annual financial statements and documents provided are available at the registered office of the Chamber and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Article X. Membership

Section 10.01 There shall be two types of memberships in the Corporation:

- (a) Business – Any business with employees.
- (b) Personal – Private citizen or home business owner with no employees.



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Section 10.02 The term of membership shall be annual, subject to renewal in accordance with the policies of the Corporation.

Section 10.03 A member is entitled to receive notice of, attend and vote at all meetings of members and each such membership shall be entitled to one (1) vote at such meetings.

Section 10.04 At any general meeting of the Corporation, any member of the Corporation may propose any person as a candidate for membership in the Corporation.

Section 10.05 If a proposal referred to in section 10.04 is carried by a majority of two-thirds of the members of the Corporation then present, the person who is proposed for membership is from that time a member of the Corporation and has all the rights and is subject to all the obligations of the other members.

Section 10.06 Any member of the Corporation who intends to retire therefrom or to resign their membership may do so, at any time, on giving to the secretary of the Corporation ten (10) days' notice in writing of their intention, and on discharging any lawful liability that is standing on the books of the Corporation against them at the time of the notice.

Section 10.07 Members who have distinguished themselves by some meritorious or public service may become an "Honorary Member" if they are elected by a majority of 2/3 of members of the Corporation present at a members meeting.

- (a) Such recognition shall be for a term of one (1) year and may be repeated.
- (b) An honorary membership shall include all the privileges of active membership.

Article XI. Membership Dues

Section 11.01 The annual dues payable by members of the Corporation shall be determined annually by the board, subject to the approval of the membership at the annual general meeting providing a change in the original amount is involved.

Section 11.02 Members shall be notified in writing of the membership dues at any time payable by them, and if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.



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Article XII. Termination of Membership

Section 12.01 A membership in the Corporation is terminated when:

- (a) the member dies or resigns;
- (b) the member is expelled, or their membership is otherwise terminated in accordance with the articles or by-laws;
- (c) the member's term of membership expires;
- (d) the member fails to pay his/her dues within thirty (30) days; or
- (e) the Corporation is liquidated and dissolved under the Boards of Trades Act section 43.

Article XIII. Effect of Termination of Membership

Section 13.01 Subject to the articles of section 12.01, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Article XIV. Discipline of Members

Section 14.01 The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Section 14.02 In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

Section 14.03 The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.



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Section 14.04 In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.

Section 14.05 If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

Section 14.06 The board's decision shall be final and binding on the member, without any further right of appeal.

Article XV. Meetings

Section 15.01 The board shall meet from time to time (at least once per month) as may be necessary to carry on the business of the Chamber.

Section 15.02 These meetings will be known as board meetings and will be held at the registered office of the Corporation unless otherwise specified.

Section 15.03 General meetings of the entire membership will be held quarterly in each year at the office of the Corporation unless otherwise specified.

Section 15.04 Minutes of all meetings shall be recorded and filed by the secretary of the Corporation.

Section 15.05 The minutes of the proceedings of the council or of the Corporation shall be signed by the president or vice president of the Corporation or the person who presides at the meeting at which the minutes were taken.

Section 15.06 The minutes referred to in section 15.04 shall be available to any member of the Corporation free of any charge.



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Article XVI. Notice of Members Meeting

Section 16.01 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 7 to 35 days before the day on which the meeting is to be held.

Section 16.02 If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Section 16.03 A majority of the members of the Longlac Chamber of Commerce may call a special meeting.

Article XVII. Persons Entitled to be Present at Members' Meetings

Section 17.01 Members, non-members and directors of the Corporation are entitled to be present at a meeting of members.

Section 17.02 Only those members entitled to vote at the members' meeting according to sections 20.01 and 20.02 are entitled to cast a vote at the meeting.

Article XVIII. Chair of Members' Meetings

Section 18.01 In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Article XIX. Quorum at Members' Meetings

Section 19.01 A quorum at any meeting of the members shall be a majority of the members entitled to vote at the meeting.

Section 19.02 If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Article XX. Votes to Govern at Members' Meetings



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Section 20.01 Every member in good standing represented at any meeting shall be entitled to one vote.

Section 20.02 The vote of an association, corporation, society, partnership, or an estate member shall be assigned to one (1) individual.

Section 20.03 Voting at all meetings shall normally be by a show of hands or, if requested by the chairman, by a standing vote.

Section 20.04 A roll call vote shall be taken and recorded, if requested by five (5) members provided such request received approval by the majority of the members assembled.

Section 20.05 Upon an appeal being made from a decision of the presiding president, the vote of the majority shall decide.

Section 20.06 If numbers of votes on a matter are equal, the Chair of meeting has a deciding vote.

Article XXI. Absentee Voting at Members' Meetings

Section 21.01 A member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Article XXII. Participation by Electronic Means at Members' Meetings

Section 22.01 If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility.



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Section 22.02 A person participating in a meeting by such means is deemed to be present at the meeting.

Section 22.03 Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote, as per sections 21.01 and 21.02 of these bylaws, at that meeting may vote by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Article XXIII. Annual General Meeting

Section 23.01 The AGM of the chamber shall be held within two (2) months of the year end at the time and place determined by the board.

Section 23.02 Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the bylaws or articles.

Section 23.03 The business transacted at the annual meeting shall include:

- (a) Receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor who has been appointed by the members of the Corporation to audit the accounts of the Corporation;
- (e) reappointment or new appointment of the auditor to audit the accounts of the Corporation for the coming year;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

Section 23.04 No other item of business shall be included on the agenda for the annual meeting (AGM) unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting so that such item of new business can be included in the notice of annual meeting.



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Section 23.05 At any member's meeting, a majority of members present in good standing 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.

Section 23.06 Proposals Nominating Directors at Annual Members' Meetings may include nominations for the election of directors if the proposal is signed by not less than 2% of members entitled to vote at the meeting at which the proposal is to be presented.

Article XXIV. Calling of Meetings of Board of Directors

Section 24.01 Council meetings shall be called by the Secretary at the direction of the President or the request of any two (2) council members.

Section 24.02 Board Meetings shall be open to all members of the Corporation who may attend those meetings, but not take part in any of the proceedings.

Section 24.03 The only persons entitled to attend a Members' meeting or Board meeting are the Members, the Directors and the Auditor(s) and others who are entitled or required under section 17.01 to be present at the meeting.

Section 24.04 Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Article XXV. Notice of Meeting of Board of Directors

Section 25.01 Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in section 16.01 on giving notice of meeting of directors to every director of the Corporation not less than six (6) days before the time when the meeting is to be held.

Section 25.02 Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of, or have otherwise signified their consent to the holding of such meeting.

Section 25.03 Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.



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Article XXVI. Quorum at Board of Directors' Meetings

Section 26.01 Five (5) or more members of this council constitute a quorum, and a majority of the quorum may do all things within the powers of the council.

Article XXVII. Votes to Govern at Meetings of the Board of Directors

Section 27.01 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Article XXVIII. Number of Directors

Section 28.01 The officers shall be a President, Vice President, Secretary and Treasurer with at least seven (7) other board members - eleven (11) total.

Section 28.02 The officers and board members shall be elected from among the members each year at the AGM by ballot and shall then be known as "The Board".

Section 28.03 No paid employee of the Corporation shall be an officer or board member.

Section 28.04 Officers of the Corporation shall receive no remuneration for services rendered, but the board may grant reasonable expense monies.

Section 28.05 Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

Section 28.06 Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

- (a) considered reasonable by the Board;
- (b) approved by the Board for payment by resolution passed before such payment is made;
- (c) in compliance with the conflict of interest provision in Article XXIX of these bylaws.



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Article XXIX. Conflict of Interest

Section 29.01 No council member or committee member shall have the right to vote or decide upon a matter relating to himself or his business or company interested in a contract or transaction.

Section 29.02 A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make a conflict of interest disclosure.

Section 29.03 No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Article XXX. Term of Office of Directors

Section 30.01 The term of office shall be from the date of the meeting at which they are elected or approved until the next annual meeting or until their successors are elected.

Article XXXI. Failure of Election

Section 31.01 Where an election at the AGM does not take place, the Corporation is not thereby dissolved, but the election may be held at the next general meeting of the Corporation and the members of the council in office shall remain members until the election is held.

Article XXXII. Oath of Office

Section 32.01 The president and vice-president of the Corporation shall, before entering on the duties of their office, take and subscribe before the Mayor of Greenstone, or before any justice of the peace, an oath in the following form:

(a) I swear that I will faithfully and truly perform my duty as of the Longlac 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 adapted to promote the objects for which the board was constituted, according to the true intent and meaning of the same.



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Article XXXIII. Appointment of Officers

Section 33.01 The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, delegate to such officers the power to manage the affairs of the Corporation.

Section 33.02 A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide.

Section 33.03 Two (2) or more offices may be held by the same person.

Article XXXIV. Vacancy in Office

Section 34.01 If the office of any officer of the Corporation shall be or become vacant, the vacancy shall be filled by an election of a member by a majority of members in Council.

Article XXXV. Powers of the Council

Section 35.01 The Longlac Chamber of Commerce shall be managed by the Council.

Article XXXVI. Appointment of Committees

Section 36.01 The board or, at his/her request, the president, 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.

Section 36.02 Remuneration of any such committee shall be set by council.

Section 36.03 The board may suspend or terminate any committee or committee member for just cause.

Article XXXVII. Description and Duties of Offices

Section 37.01 Council members, which shall be elected at the Annual General Meeting (AGM) or 1st Quarterly meeting of members each year, shall have the following duties and powers associated with their positions:



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(a) The president shall:

- (i) Preside at all meetings of the chamber and board.*
- (ii) He/she shall regulate the order of business at such meetings.*
- (iii) Receive and put lawful motions, and communicate to the meeting what he/she may think concerns the chamber.*
- (iv) The president shall, with the secretary, sign all papers and documents requiring signature on behalf of the chamber, unless someone else is designated by the board.*
- (v) It shall be the duty of the president to present a general report of the activities of the year at the AGM.*

(b) The vice president shall:

- (i) Act in the absence of the president and, in the absence of both officers; the meeting shall appoint a chair to act temporarily.*

(c) The treasurer shall:

- (i) Have charge of all funds of the chamber.*
- (ii) Shall deposit, or cause to be deposited, the same in a chartered bank selected by the board.*
- (iii) Out of such funds the treasurer shall pay amounts approved by the board.*
- (iv) Shall keep a regular account of the income and expenditures of the chamber.*
- (v) Shall submit an audited statement thereof for presentation at the AGM and at any other time required by the board.*
- (vi) He/she shall make such investment of the funds of the chamber as the board may direct.*
- (vii) He/she shall with the president or vice-president, sign all notes, drafts and cheques.*

(d) The secretary shall:

- (i) Be the executive officer of the chamber.*
- (ii) Shall be responsible to the board for the general control and management of the chamber's business affairs.*
- (iii) He/she shall be responsible for keeping the books of the chamber, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain to his/her office.*
- (iv) He/she shall, with the president, sign all papers and documents requiring signature or execution on its behalf.*
- (v) He/she shall maintain an accurate record of the proceedings of the chamber and of the board.*
- (vi) At the expiration of his/her term of office, the secretary shall deliver to the chamber, all books, papers and other property of the chamber office.*



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Article XXXVIII. Removal of Officers and Directors

Section 38.01 In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer or director of the Corporation.

Section 38.02 Unless so removed, an officer or director shall hold office until the earlier of:

- (a) the successor being elected,
- (b) the resignation, or
- (c) death.

Article XXXIX. Method of Giving Any Notice

Section 39.01 Any notice, which term includes any communication or document, other than notice of a meeting of members or a meeting of the board of directors, to be given, which term includes sent, delivered or served pursuant to these bylaws to a member, director, officer or member of a committee of the board shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document.

Section 39.02 A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid;

- (a) a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box;
- (b) a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
- (c) The secretary may change or cause to be changed the recorded address of any member, director, officer, or member of a committee of the board in accordance with any information believed by the secretary to be reliable.



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- (d) The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- (e) The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Article XL. Omissions and Errors

Section 40.01 The accidental omission to give any notice to any member, director, officer, member of a committee of the board, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Article XLI. Protection of Directors and Others

Section 41.01 No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board, or for, or on behalf of the Corporation, or for the insufficiency, or deficiency of any security in, or upon which any of the money of, or belonging to the Corporation shall be placed out, or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom, or which any moneys, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Boards of Trade Act and the Corporation's articles and bylaws; and
- (b) exercised their powers and discharged their duties in accordance with these bylaws and the Boards of Trade Act.



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Article XLII. Affiliation with Canadian Chamber of Commerce

Section 42.01 The Corporation may become affiliated with the Canadian Chamber of Commerce on complying with all the terms and requirements of that organization, and may be represented at its annual meeting.

Section 42.02 The delegates or representatives to the annual meeting of the Canadian Chamber of Commerce shall be elected at a general meeting or by the council of the Corporation.

Article XLIII. Annual Summary

Section 43.01 The Corporation shall, on or before June 1 in every year, make a summary as of the March 31 preceding, specifying the following particulars:

- (a) the name of the Corporation;
- (b) the manner in which the Corporation is incorporated, giving the date thereof;
- (c) the date on which the last general meeting of the members of the Corporation was held;
- (d) the names and addresses of the persons who at the date of the return compose the council of the Corporation.

Section 43.02 The summary referred to above shall be completed and filed in duplicate in the Department of Industry on or before June 1 in every year and each of the duplicates shall be signed by the secretary of the Corporation.

Section 43.03 If the Corporation fails to comply with any requirements of this section, it is liable on summary conviction to a fine not exceeding twenty dollars (\$20) for every day during which the failure continues as per section 42 (4) of the Boards of Trade Act.

Section 43.04 Every member of the council of the Corporation who knowingly or wilfully authorizes or permits a failure referred to in section 43.03 is liable to the same fine.



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Article XLIV. By-laws

Section 44.01 No by-law shall be made by the Corporation at any meeting of the Corporation, without notice in writing thereof having been given by one member and seconded by another member at a previous meeting, and duly entered in the books of the Corporation as a minute of the Corporation.

Section 44.02 By-law amendments must be approved by a majority of members present at a general meeting called for that purpose.

Section 44.03 After member approval, by-laws amendments must be sent to the Minister for approval.

Section 44.04 By-laws amendments shall not be in force and acted upon until after the Minister has approved the by-laws.

DATED as of the 10th day of November 2017.