



Corporations Canada
9th floor
Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0G8

Corporations Canada
9^e étage
Tour Jean Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0G8

Your file Votre référence

April 27, 2009

Our file Notre référence

000129-5

Michael Neville, Secretary
Athabasca District Chamber of Commerce
Box 3074
Athabasca, Alberta
T9S 2B8

Dear Mr. Neville:

RE: By-law amendments:
ATHABASCA DISTRICT CHAMBER OF COMMERCE

This will acknowledge receipt of your letter dated December 9, 2008 concerning the by-law amendments which were duly sanctioned by the members on June 19, 2008.

The amendments have received Ministerial approval as of December 31, 2008.

Sincerely,

Richard G. Shaw
Director General

RGS/mmsr

Athabasca District Chamber of Commerce

By-Laws

Revised 2008

1. Name and Objectives

- 1.1. The name of this organization shall be the "Athabasca District Chamber of Commerce", herein after referred to as the "Chamber".
- 1.2. The Athabasca District Chamber of Commerce shall be politically non-partisan, non-sectional and non-sectarian, and shall not lend its name to any candidate for public office.
- 1.3. The objectives of the Athabasca District Chamber of Commerce shall be to promote the commercial, industrial, agricultural, civic, educational and social welfare of the district of Athabasca. The district of Athabasca is defined in the Certificate of Formation and Memorandum of Agreement.

2. Interpretation

- 2.1. Wherever the word "Council" occurs in these by-laws, it shall be understood to mean "the Council of the Athabasca District Chamber of Commerce".
- 2.2. Wherever the word "District" occurs in these by-laws, it shall mean that area, within which the Chamber was established, as defined in the Certificate of Formation and Memorandum of Agreement.

3. Membership

- 3.1. Any reputable person, directly or indirectly engaged in or interested in trade, commercial, agricultural, civic, educational and social welfare of the district of Athabasca shall be eligible for membership in the Chamber.
- 3.2. Associations, Corporations, Societies, Partnerships, Estates or non-profit group may become members of the Chamber, but the voting power of such membership shall in each case, be assigned to an individual.
- 3.3. Membership shall continue from the date of joining the Chamber until such time as a member has resigned in accordance with the provisions of these by-laws, or has been removed from the roll of members
- 3.4. All new businesses to the area shall automatically have a free membership in the Chamber for the calendar year in which they start operations in the area.

3.5. The Chamber may remove from the roll of its members the name of any member who fails to pay his annual dues within thirty (30) days of his admission, or any other member who fails to pay such dues within three (3) months of the date they fall due, or any member who fails to meet the qualifications of a member in good standing. Upon such action by the Chamber, all privileges of membership shall be forfeited.

3.6. Persons who have distinguished themselves by some meritorious or public service may elect HONORARY MEMBERS by a majority vote of the Chamber. Such recognition shall be for a term of one (1) year and may be repeated. Honorary members shall include all the privileges of active membership except that of holding office. Honorary members shall be exempted from payment of annual dues for the year designated.

3.7. Persons who have distinguished themselves by some meritorious or public service may be elected HONORARY LIFE MEMBERS by a majority vote of the Chamber members attending a duly called meeting. Honorary LIFE membership shall include all the privileges of active membership. Honorary LIFE members shall be exempted from payment of annual dues.

3.8. Any member of the Chamber may be expelled for failure to meet the qualifications of good standing or non-payment of dues by a two thirds vote of the Chambers member present at a duly called meeting.

3.9. A member of the Chamber may withdraw from membership upon a notice being handed or mailed to the Secretary. All fees paid to date shall remain the property of the Chamber.

4. Dues and Assessment

4.1. The annual dues payable by the members shall be determined annual by the hamber.. Memberships are due and payable upon admission and thereafter annually on the first of March of that year.

4.2. Other assessments may be levied against all members, provided that they are recommended by the Executive and approved by a majority of members at a general meeting of the Chamber. The notice of calling a general meeting shall state the nature of the proposed assessment.

5. The Council

5.1. A president, two vice presidents, a secretary, and a treasurer shall be elected from among the members each year at the annual general meeting and these shall form the Council. They shall remain in office for one year, or until their successors shall be appointed, but no officer or member of the Council shall hold office for more than two (2) years, with the exception of the secretary and treasurer. Chairmen/women of committees, if elected at the annual general meeting, shall form part of the Council

- 5.2. Any vacancy of the Council which may occur during the year shall be filled by the Council.
- 5.3. 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 of Alberta, or others as it may be determined or as may be required by a vote of a majority of members present at any Council or General Meeting.
- 5.4. The Council shall, in addition to the powers hereby expressly conferred upon it, have such powers as are assigned to it by any by-law of the Chamber, provided that such powers are not inconsistent with the provisions of the Board of Trade Act, or other pertinent legislation.
- 5.5. A simple majority of the members of the Council, lawfully met, shall be a quorum, and a majority of such quorum may do all things within the power of the Council.
- 5.6. The Council shall frame such by-laws, rules and regulations, as appear to its best adapted to promote the welfare of the Chamber, and shall submit them for adaptation at a general meeting of the Chamber -
- 5.7. The Council, or at its request, the President, may appoint committees, committee chairs or designatemembers of the Council or of the Chamber, or others, to examine, consider, and report upon any matter or take such actions as the Council may request.
- 5.8. The meetings of the Council shall be open to all members of the Chamber who may attend, but may not vote on any of the motions presented.
- 5.9. No public pronouncement in the name of the Chamber may be made unless authorized by the Council, or by some person to whom the Chamber has delegated this authority.
- 5.10. Any officer or director failing to attend three (3) meetings in succession of the Council without having obtained leave from the Council, shall be deemed to tendered his resignation on the Council. If the resignation is accepted by Council the seat shall be filled at the next general meeting of the Chamber.
- 5.11. Unless authorized by a general meeting of the Chamber, no officer or director shall receive any remuneration for services.
- 5.12. The duties of President, Vice-presidents, Secretary and Treasurer shall be as follows:
- 5.12.a. President: The President shall preside at all meetings of the Chamber or Council. He/she shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting

what he/she may think concerns the Chamber. He/she shall vote only in case of a tie. Upon appeal being made from a decision of the presiding officer, the vote of the majority shall decide. The President shall, with the Secretary, sign all papers and documents requiring signatures on behalf of the Chamber, unless some else is designated by Council. It shall be the duty of the President to present a general report of the activities of the year at the annual meeting

- 5.12.b. The First Vice President: The first Vice President shall act in the absence of the President.
- 5.12.c. The Second Vice President: The second Vice-President shall act in the absence of the President and First Vice President.
- 5.12.d. In the absence of all of the above officers, the members shall appoint a temporary chairman of the meeting.
- 5.12.e. Secretary: The Secretary shall be the executive officer of the Chamber and shall be responsible to the Council for the general control and management of business affairs. He/she shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform such other duties as properly appertain to the office. The Secretary shall retain custody of the Seal of the Chamber.
- 5.12.f. The Secretary shall, with the President, sign, and when necessary, seal all papers, documents, requiring signatures or execution on behalf of the Chamber.
- 5.12.g. 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.
- 5.12.h. Treasurer: The Treasurer shall have charge of all funds of the Chamber and shall deposit or cause to be deposited, the same in a recognized financial institution selected by the Chamber. Out of such funds he/she shall pay or cause to be paid amounts provided by the Council and shall keep a regular account of all income and expenditure of the Chamber. The Treasurer shall submit an audited financial statement thereof for presentation to the annual general meeting or at any other time requested by the Council. He/she shall make such investment of the funds of the Chamber as the Council may request.

6. Meetings

- 6.1. The annual general meeting of the Chamber shall be held in the month of January each year, at a time and place determined by the Council. At least two (2) weeks notice shall be given for the annual general meeting.

- 6.2. Regular meetings of the Chamber shall be held quarterly at a time and place determined by the Council. At least one (1) week notice shall be give of such regular meetings.
- 6.3. Special general meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by three (3) members of the Council, or ten (10) members of the Chamber. At least three (3) days notice shall be given for such meetings.
- 6.4. The Council shall meet at least once a month, or as may be necessary to carry on the business of the Chamber.
- 6.5. Notice of all general meetings, naming the time and place of assembly, shall be given by the Secretary. A notice inserted in one or more of the newspapers published in the district, or a circular letter signed by the secretary mailed to the members at the last known address of each member or fax shall constitute sufficient notice.
- 6.6. Notice of all general meetings, naming the time and place of assembly may be provided by the Secretary by emailing such a notice to the members at their known email address and/or posting the information in a prominent location on the Chamber's web site.
- 6.7. At any annual general meeting ten (10) members shall be a quorum, and unless otherwise specifically provided, a majority of all members present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting.
- 6.8. Minutes of the proceedings of all general and Council meetings shall be kept and recorded in the books by the secretary. The minutes shall also be posted on the Chamber's web site for all members to access.
- 6.9. All books of the Chamber shall be open at reasonable hours to any member of the Chamber, free of charge.

7. By-Laws

- 7.1. By-laws may be made, repealed, or amended by a majority of the members of the Chamber present at any general meeting, provided that notice of such proposal has been given by one member and seconded by another member at a pervious general meeting and duly entered as a motion of the Chamber in the minutes.
- 7.2. Such by-laws shall be binding on all member of the Chamber, its officers and all persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by the appropriate federal Minister.

7.3. The Chamber, at the discretion of the Council, shall have power to affiliate and maintain membership with the Canadian Chamber of Commerce, the Provincial Chamber, and any other organization in which membership may be in the interest of the Chamber.

8. Fiscal Matters

8.1. The fiscal year of the Chamber shall commence on the first day of January in each year.

8.2. Auditors shall be appointed by the members present at the annual meeting and they shall audit the books and accounts of the Chamber at least once a year. An audited financial statement shall be presented by the Treasurer at each annual general meeting or at other times as required by the Council.

8.3. The President, Vice President, 2nd Vice President, Secretary and Treasurer shall have signing authority on drafts, cheques or other financial instruments. Any two shall be sufficient for signing financial instruments so long as the two are not related.

8.4. Where approved by the members of the Chamber the Chamber may undertake or lend its name to fundraising ventures for either its own or other causes.

9. Procedure

9.1. Parliamentary procedure shall be followed at general and Council meetings, in accordance with "Robert's Rules of Order".