



Notice of the Annual Meeting of Members

Sunday, September 23, 2018 | 11:30 a.m.-12 p.m. | Ballroom | Valhalla Inn

Notice is hereby given that the annual meeting of members of THE CANADIAN CHAMBER OF COMMERCE/LA CHAMBRE DE COMMERCE DU CANADA (the "Corporation") will be held on Sunday, September 23, 2018 at 11:30 a.m. at the Valhalla Inn located at 1 Valhalla Inn Road, Thunder Bay, ON P7E 6J1 (the "Meeting") for the purpose of:

- ratifying all acts of the Board of Directors since the last annual meeting;
- considering the mid-year unaudited financial statements for the year 2018;
- appointing the public accountant;
- approving amendments to the Corporation's bylaws
- electing Directors; and
- transacting such further and other business as may properly come before the meeting or any adjournment thereof.

Dated this 23rd day of August 2018. On behalf of the Board of Directors.

Christiane Bergevin, Chair of the Board of Directors

Business to Be Transacted at the Annual Meeting

1. Ratification of Decisions and Actions of the Board of Directors Since the Last Annual Meeting

As Chair of the Board of Directors, I, Christiane Bergevin, do hereby request a motion for the ratification of decisions and actions of the Board of Directors since the last annual meeting.

Be it resolved that, to the extent necessary, all acts, contracts, proceedings, appointments, elections, and reports thereon, and payments enacted, done, taken and made by the Board of Directors for and on behalf of the Corporation since the last annual meeting of its members, are hereby approved, confirmed and ratified, the whole notwithstanding any omissions, irregularities in the formalities attendant upon such acts or any lack of qualification or authorization of the parties thereto. (A two-thirds majority is required for approval.)

2. President's Report

President and CEO Perrin Beatty will provide an update on the Corporation's advocacy and membership activities during 2018.

3. Appointment of Public Accountant for 2019

In accordance with the Canada Not-for-Profit Act as reflected in our bylaws and approved by the Board of Directors, the Organizational Members shall, at each annual meeting of the Members, appoint a public accountant of the Corporation to hold office until the next annual meeting of Members, provided the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Directors. The public accountant shall be independent pursuant to section 180 of the Act.

It is the responsibility of the Finance and Audit Committee of the Corporation to ensure the Corporation is supported by the right public accountant (i.e. the quality of the firm, the firm works well with management, the firm provides a well managed audit) at the right price (i.e. value for money) while protecting the auditors' independence.

As part of good governance practices, the Corporation has implemented a formal process to annually evaluate the public accountant to support whether the Finance and Audit Committee would recommend to the Board of Directors an extension of the incumbent public accountant or move forward with an RFP process for external audit services.

In accordance with this policy, the compilation of the evaluation results clearly indicated the collective view of overall satisfaction with the current public accountant and auditors. Your Board of Directors approved the recommendation brought forward by the members of the Finance and Audit Committee to offer an extension of the incumbent public accountant, KPMG, for the next year (i.e. for fiscal 2019) for external audit services.

As Chair of the Board of Directors, I, Christiane Bergevin, do hereby request a motion for the appointment of KPMG as the Corporation's public accountant for 2019. (A two-thirds majority is required for approval.)

4. Proposed Changes to Bylaws

The Canadian Chamber of Commerce's Nominating and Governance Committee conducts an annual review of the Chamber's bylaws to regularly assess for effectiveness and relevance. While the bylaws haven't been changed since 2014, this year the Committee is proposing a number of changes to reflect the Chamber's commitment to diversity and regional representation, and to respond the directors' requests for clarity on processes and protocols for board and executive committee selection and composition.

The purpose of this note is to provide you with information on the proposed changes in advance of AGM in September as we prepare to present the proposed changes at the AGM in September for a final member vote. The proposed changes to the bylaws reflect the following objectives:

- To add flexibility in representation from the provincial and territorial chambers on the board.
- To add a sixth region to reflect Canada's northern territories (i.e. NWT, Yukon and Nunavut).
- To increase transparency in the selection and composition of the board and update the term limits for members of the executive committee.

A marked up copy of the bylaws document is attached to this note to indicate the proposed changes. We also provide the following summary for context.

- In order to be mindful of the time commitment required in the succession process for the chair position and reflect best practices, we are proposing a change to the composition of the executive committee from three (3) vice chairs to one (1). This requires changes to the following bylaws to reflect that going forward there is only one vice chair and remove references to a first, second and third vice chair:
 - Bylaw 1.(v)
 - Bylaw 27, 28 a) and 29 a)
 - Bylaw 48 second paragraph
 - Bylaw 51
 - Bylaw 54 paragraph two and three
- To reflect best practices, we proposed the following bylaw changes to extend the term limit for members of executive committee and to clarify that the immediate past chair is an ex-officio member:
 - Bylaw 30: Election and term of directors.
- To add flexibility to the composition of the executive committee we propose a change to the following:
 - Bylaw 51: Executive committee
- Following a request from northern chambers and discussions with the executive committee and board members, we are proposing the following bylaw changes to add a sixth recognized region to represent the northern territories; to reflect the need to have directors from all recognized regions on the board; and to allow for added flexibility relative to representatives designated by provincial and territorial chambers.

The topic of chamber representative term limits was discussed during a special meeting between the board executive and the provincial chamber representatives on the board. In an expression of the importance of continuity for the board's chamber representatives, the chamber representatives felt that a one-year term is too short, even though it is renewable. Lengthening the term will provide greater flexibility. The proposed change also includes removing the need for the individual to be "a director or officer" and replacing it with "an individual from a member in good standing of the provincial or territorial chamber." This proposed change also applies to the representative from the Chamber of Commerce Executives of Canada.

- o Bylaw 1: Definitions (n) and (q)
 - o Bylaw 24: Quorum at any meeting of members
 - o Bylaw 29: Composition requirements of the director nominees
 - o Bylaw 40: Place of meetings of directors
 - o Bylaw 45: Quorum and voting at meetings of directors
 - o Bylaw 51: Executive committee
- We propose the following change to reflect the existing exemption to hold the AGM more than six months from the financial year-end:
 - o Bylaw 4: Annual Financial Statements
 - We propose the following change to shift responsibility for board committee chair appointments from the board committee to the board.
 - o Bylaw 50: General

The next step in approval of the bylaw changes is to seek approval of the proposed changes to the bylaws from the voting members at the AGM in Thunder Bay in September.

In terms of communications to, and engagement of the chamber network in advance of the AGM:

- These proposed changes were discussed at the provincial CEO council meeting, June 14, 2018. No concerns were raised.
- At the June board meeting, Chair of the Nominating and Governance Committee and Immediate Past Chair Christiane Bergevin, presented the proposed changes and lead a discussion with directors to get their feedback. This discussion included the provincial chamber representatives on the board. No concerns were raised.
- After the June approval by the board of directors, the package (identifying proposed changes) was sent to all CCC chamber members and a webinar regarding the changes with an opportunity to ask questions and provide feedback in advance of the AGM took place on July 24, 2018. No concerns were raised.

Finally, to ensure sufficient time for new directors to familiarize themselves with the Canadian Chamber, to attend the new director orientation session held during the AGM and to maximize participation in board meetings, we have revised our onboarding process to better align with the AGM voting process. While this is not in the bylaws, we wanted to share this updated policy with you.

CANADIAN CHAMBER OF COMMERCE CHAMBRE DE COMMERCE DU CANADA

BACKGROUND

INCORPORATION

The Canadian Chamber of Commerce was incorporated under the *Companies Act* 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 *Canada Not-for-profit Corporations Act*.

THE CANADIAN CHAMBER OF COMMERCE

Founded in 1925, the Canadian Chamber of Commerce is the nation's largest and most influential business association. It is the only group that represents both small and large firms of every type from every region of Canada.

Through a unique network of community chambers and boards of trade, the Chamber has affiliate organizations in every federal constituency. In addition, its national membership is comprised of corporations, and trade and professional associations.

As Canada's premier business group, it is dedicated to the promotion and development of a strong and vital economy. The Chamber monitors federal issues, solicits the views of the Canadian business community and communicates them to policymakers in Ottawa. Resources are also allocated towards a variety of programs relating to economic education, trade development and international relations.

The Chamber's headquarters are located in Ottawa. It also operates an office in Toronto, Montreal, and Calgary.

BYLAWS – SEPTEMBER 2013

A by-law relating generally to the conduct of the affairs of the CANADIAN CHAMBER OF COMMERCE / CHAMBRE DE COMMERCE DU CANADA (the "**Corporation**").

BE IT ENACTED AND IT IS HEREBY ENACTED as the bylaws of the Corporation as follows:

INTERPRETATION

1. Definitions

In this by-law and all other bylaws of the Corporation, unless the context otherwise specifies or requires:

- a "accredited delegate" means, where a corporation, partnership, firm, joint venture, syndicate, association, trust, government, governmental agency and any other form of entity or organization is a Member, any individual duly authorized by such entity or

organization to represent it at any meeting of Members and exercise at such meeting on behalf of such entity or organization all the powers it could exercise if it was an individual Member;

- b. "**Act**" means the *Canada Not-for-profit Corporations Act (Canada)*, as amended from time to time, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any reference in the bylaws of the Corporation shall be read as referring to the amended or substituted provisions;
- c. "**Atlantic Provinces**" means Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland and Labrador, collectively;
- d. "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- e. "**Board**" means the board of directors of the Corporation;
- f. "**Business Day**" means any day in which banks are open for business in Toronto, Ontario and Montréal, Québec.
- g. "**by-law**" means any by-law of the Corporation from time to time in force and effect;
- h. "**Chair**" means the chairperson of the Board;
- i. "**director**" means a director of the Corporation;
- j. "**Director**" means the individual appointed by the Minister (as defined in the Act) pursuant to section 281 of the Act;
- k. "**Executive Committee**" shall have the meaning specified in section 51;
- l. "**Member**" means any person or entity accepted as a member of the Corporation in accordance with the conditions to membership set out in the articles, bylaws and any resolution of the directors or members, and whose membership has not been terminated;
- m. "**Nominating and Governance Committee**" means the nominating and governance committee established by the Board;
- n. ~~(m)~~ "**Northern Territories**" means Yukon, Northwest Territories and Nunavut, collectively;
- o. ~~(n)~~ "**President**" means the president and chief executive officer of the Corporation;
- p. ~~(o)~~ "**Provincial Chamber**" means a chamber of commerce and/or a board of trade representing a province, territory or an amalgam of one or more provinces and/or territories of Canada;
- q. ~~(p)~~ "**Recognized Region of Canada**" means any of: (i) Northern Territories; (ii) British Columbia ~~and the Yukon Territory~~; (iii) Alberta, Saskatchewan, ~~and~~ Manitoba, ~~the Northwest Territories and Nunavut~~; (iv) Ontario; (v) Québec; and (vi) the Atlantic Provinces;

- r. ~~(e)~~ "Regulations" means the *Canada Not-for-profit Corporations Regulations* 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 bylaws of the Corporation shall be read as referring to the amended or substituted provisions;
- s. ~~(f)~~ "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;
- t. ~~(g)~~ "Term" means the period from one (1) Annual Meeting (as defined in Section 14 below) of the Corporation to the next Annual Meeting of the Corporation, which, in any event, shall not be later than fifteen (15) months after the last preceding annual meeting but not later than October 31st of each year;
- u. ~~(h)~~ "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;
- v. ~~(i)~~ "Vice-Chair" means ~~each of the first vice-chairperson of the Board. (the "First Vice-Chair"), the second vice chairperson of the Board (the "Second Vice-Chair") and the third vice chairperson of the Board (the "Third Vice-Chair").~~

2. Interpretation

All terms contained in the bylaws which are defined in the Act shall have the meanings given to such terms in the Act.

Words importing the singular number only shall include the plural and *vice versa*; words importing any gender shall include all genders; words importing persons shall include partnerships, syndicates, trusts and any other legal or business entity.

The headings used in the bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. Unanimous Member Agreements

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 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 Director appointed under section 281 of the Act pursuant to such 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 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:

- a. Organizational Members, which shall be geographically-based chambers of commerce and boards of trade whose membership is broadly-based and not restricted to a specific type or types of organization(s). This category does not include organizations based on sector, ethnicity, gender or other similar themes;
- b. Corporate Members, which shall be corporations, firms and partnerships associated with the business and professional life of Canada;
- c. Associate Members, which shall be business, trade and professional organizations that do not represent a defined geographic area and whose membership is not broad-based and is restricted to a specific type or types of organization(s);

- d Individual Members, who shall be individuals associated with the business and professional life of Canada; and
- e International Members, which shall be organizations whose purpose is to promote trade and economic relations between Canada and other countries.

9. Application for Membership

Membership in the Corporation shall consist of such persons who apply by presentation of a signed application, who agree to abide by the provisions of the Act, the articles and any by-law, who are the type of persons or entities who qualify for the class of membership being applied for set out in section 8 of this by-law, and who are subsequently admitted as members of such class by resolution of the Board in its discretion.

10. Rights of Members

All Members in good standing shall be entitled to receive the regular publications of the Corporation, avail themselves of the Corporation's secretariat and attend Annual Meetings. Subject to the rules thereof set by the Chair or the directors in their discretion, all Individual Members in good standing and accredited delegates of Organization, Corporation and Associate Members in good standing have the privileges of the floor to take part in discussions at Annual Meetings.

Only Organizational Members in good standing have the right to vote, to introduce motions or to second motions at any meeting of Members, and such activities may only be performed by such Organizational Member's accredited delegate or by a proxyholder appointed to attend and act at a specific meeting of Members, as further specified at section 22 here of.

11. Resignation

Any Member may resign from any class of membership in the Corporation upon notice in writing thereof received by the President. A resignation shall be effective from acceptance thereof by the Board or on the date specified in the notice, whichever is later.

12. Termination of Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- a in the case of a Member that is a corporation or other entity, upon the dissolution of the Member;
- b when the Member's term of membership (if any) expires;
- c when the Member ceases to qualify for the class of membership of which it is a part;
- d upon receipt by the President of a written resignation by any Member in respect of such Member;
- e upon a vote to terminate any Member's membership consisting of at least two-thirds (2/3) of the votes cast at any meeting of directors, provided that: (i) the Board has found, in its opinion, that such membership is prejudicial to the best interests of the Corporation, and (ii) such Member shall have had an opportunity, upon notice by the Board of thirty (30) days prior to the date of such meeting of directors, to show cause

why such membership should not be terminated;

f. upon a vote to terminate any Member's membership for the non-payment of annual dues pursuant to section 13 below; or

g. the Corporation is liquidated or dissolved.

Upon termination in accordance with sub-section (e) above, any dues paid for the current year shall be refunded on a *pro rata* basis.

13. **Membership Dues**

The membership dues of all Members shall be determined by the Board.

The membership dues of Organizational Members shall be payable on admission to membership and thereafter annually on the first day of each calendar year. The membership dues of all Corporation, Associate, Individual and International Members shall be payable on admission to membership and thereafter annually on the anniversary date of admission to membership or on such day in each calendar year as may be determined by the Board.

Should any Member fail or refuse to pay annual dues within a period of ninety

(90) days after the same are due and payable, the membership of such Member may be terminated by the Board upon a vote of consisting of at least two-thirds (2/3) of the votes cast. Nevertheless, the Board, in its discretion and upon such terms as it deems proper, may restore such terminated Member to good standing, subject to the provisions of this by-law.

MEMBERS' MEETINGS

14. **Calling Meetings**

The directors of the Corporation:

a. shall call an annual general meeting of Members not later than 18 months after the Corporation comes into existence, and shall subsequently call meetings not later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial years subject to any extension authorized by the Director or a court of competent jurisdiction under the Act (each meeting, an "**Annual Meeting**");

b. may at any time call a special meeting of Members (each such meeting, a "**Special Meeting**"); and

c. shall call a Special Meeting on written requisition of not less than five percent (5%) of the Organizational Members, for the purposes stated in the requisition and to transact such business as is stated in the requisition, if such requisition complies with the Act.

15. **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 19.

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, provided however, that no subject or question may be discussed at an Annual or Special Meeting unless it is national in character, timely in importance, and general in application to both the economic and the public welfare.

An Organizational Member may submit a proposal to the Corporation, to the attention of the President, to discuss any matter it wishes at an Annual Meeting, if consistent with the requirements of the Act. The Corporation shall then either: (a) only if a proposal is received by the President no later than ninety (90) days, but no earlier than one-hundred and fifty (150) days, prior to an Annual Meeting, include the proposal in the required notice of meeting, including if so requested by such Organizational Member a statement of support of the proposal consistent with the Act and the name and address of such Organizational Member, or (b) refuse to include the proposal in such required notice of meeting, and if so, within twenty-one (21) days of receiving the proposal, notify in writing the Organizational Member submitting the proposal of its intention to omit the proposal and the reasons for such omission.

An Annual or Special Meeting may, by a vote of not less than two-thirds of the votes validly cast thereat, bring before said meeting for discussion any subject or question that is not already on the agenda submitted by the Board to the Annual or Special Meeting, provided it is national in character, timely in importance and general in application to both the economic and the public welfare and, furthermore, by a further vote of not less than two-thirds of the votes validly cast, may cause such subject or question to be referred to the Board for action.

If in the sole discretion of the Chair or acting chair of any meeting of Members, any topic raised for discussion by a Member at an Annual Meeting or a Special Meeting is more appropriately discussed at the Corporation's annual policy conference, the Chair may immediately terminate such discussion and permit it to be raised at the subsequent annual policy conference of the Corporation.

16. Time and Place of Meetings

Each Annual Meeting shall be held at such time and place decided upon at a preceding annual Meeting or as determined by the Board at a date no later than fifteen (15) months after the last Annual Meeting.

Any special meeting of Members of the Corporation shall be held at such time and place as determined by the directors, from time to time in their discretion.

17. Electronic Participation

If a meeting of Members is called under the Act, the Board may, in its sole discretion and subject to the Act and the regulations promulgated thereunder, determine that the meeting will be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Any meeting of the Members conducted by such telephonic, electronic or other communication facility shall be conducted in accordance with any electronic voting conduct policies that the Board may issue from time to time.

18. 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:

- a. at the close of business on the day immediately preceding the day on which the notice is given; or
- b. if no notice is given, the day on which the meeting is held.

19. **Notice**

A notice stating the day, hour and place of meeting and, if special business is to be transacted thereat, stating (i) the nature of that business in sufficient detail to permit the Member to form a reasoned judgment thereon, and (ii) the text of any resolution to be submitted to the meeting, shall be sent to each Member entitled to vote at the meeting, to each director of the Corporation and to the public accountant (if any) of the Corporation. Such notice shall be executed by any of the Chair, a Vice-Chair or the President.

Such notice shall be personally delivered or sent by prepaid mail or courier not less than twenty-one (21) days and not more than sixty (60) days, or sent by telephonic, electronic or other communication facility not less than twenty-one (21) days and not more than thirty-five (35) days, (exclusive of the day of mailing and of the day for which notice is given) before the date of every meeting, or as may be prescribed in the Act, and shall be addressed to the latest address of each such person as shown in the 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.

20. Chair

The Chair shall when present preside at all meetings of Members. In the absence of the Chair, the President or, if the President is also absent, ~~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 a director as chair of the meeting and if no director is present or if all the directors decline to take the chair then the Organizational Members present shall choose one of their number to be chair.

21. 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.

Every question submitted to any meeting of Members shall be decided in the first instance on a show of hands, or if requested by the Chair, a standing vote. A vote by roll call shall be taken if requested by five (5) accredited delegates and if such request receives the approval of the majority of the votes cast by a show of hands or by a standing vote. The chair of the meeting shall not have a second or casting vote in addition to the vote or votes to which the chair may be entitled as a Member or proxy nominee.

Further, if a majority of the Organizational Members consent thereto and such voting is logistically feasible without the Corporation incurring additional expense, votes on any issue may be conducted electronically under the direction of the Secretary in such a manner as to permit the Members to communicate adequately.

At any meeting, unless a ballot is demanded by a Member or proxyholder entitled to vote at the meeting, either before or after any vote by a show of hands, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

If at any meeting a ballot is demanded on the election of a chair or on the question of adjournment or termination, the ballot shall be taken forthwith without adjournment. If a ballot is demanded on any other question or as to the election of directors, the ballot shall be taken in such manner and either at once or later at the meeting or after adjournment as the chair of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be made either before or after any vote by show of hands and may be withdrawn.

The Corporation or the chair of a meeting of the Members may require a Member that has appointed an accredited delegate or such individual accredited delegate to furnish a certified copy of the resolution or other appropriate evidence of the authority of such individual to act as an accredited delegate of the Member.

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.

22. 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. Alternatively, a proxy may be an electronic document that satisfies the requirements of the Act. A proxy is valid only at the meeting in respect of which it is given or at any adjournment thereof.

The directors may specify in a notice calling a meeting of Members a time not exceeding 48 hours preceding the meeting or an adjournment thereof before which time proxies to be used at the meeting must be deposited with the Corporation or its agent (subject to the rights of Members to revoke proxies, as provided below).

A Member may revoke a proxy either (i) by depositing an instrument in writing executed by the Member or by the Member's attorney authorized in writing at the registered office of the Corporation at any time up to and including the last Business Day preceding the day of the meeting, or an adjournment thereof, at which the proxy is to be used, or with the chair of the meeting on the day of the meeting or an adjournment thereof, or (ii) in any other manner permitted by law.

23. Adjournment

The chair of the meeting may with the consent of the meeting adjourn any meeting of Members from time to time to a fixed time and place. If the meeting is adjourned for less than thirty-one (31) days, no notice of the time and place for the holding of the adjourned meeting need be given to any Member, other than by announcement at the earliest meeting that is adjourned. If a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty-one (31) days or more, notice of the adjourned meeting shall be given as for an original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons who form the quorum at the adjourned meeting need not be the same persons 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. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

24. Quorum

A quorum for any meeting of the Members of the Corporation shall be one accredited delegate from each of fifty (50) Organizational Members, the offices of which are collectively located in at least ~~four (4)~~ **five (5)** Recognized Regions of Canada. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.

If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

25. Resolutions in Writing

Subject to subsection 166(1) of the Act,

- 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

26. 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 bylaws, a unanimous member agreement or by statute expressly directed or required to be done in some other manner.

27. Duties

Every director and officer of the Corporation in exercising his or her 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, bylaws 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 the Executive Committee, and shall be an *ex-officio* member of all other committees. Subject to the direction of the Board, he/she shall exercise such authority and perform such duties as the Board shall from time to time prescribe. The ~~First, Second and Third~~ Vice-Chairs generally shall assist the Chair and, in the absence of the Chair, ~~one of the three~~ Vice-Chairs shall preside at meetings and

otherwise perform the duties of the Chair.

28. Nominations of Directors

- a. the Nominating and Governance Committee shall deliver a slate of the names of its nominees for: ~~the~~ Chair, the ~~First, Second and Third~~ Vice-Chairs, 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;
- b. 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;
- c. 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
- d. 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;
- e. a list of other nominated slates of directors shall be sent concurrently with the slate of directors referred to in paragraph (b) above to each of the Organizational Members; and
- f. an Organizational Member may submit nominations for directors at an Annual Meeting, provided that any such nominations are submitted to the Corporation no earlier than ninety (90) days and no later than thirty (30) days before the date of the Annual Meeting.

29. Composition Requirements of the Director Nominees

A slate of nominees for director delivered by the Nominating and Governance Committee in respect of an Annual Meeting shall be ~~proposed~~selected such that (i) the nominees for directors, and (ii) the continuing directors whose terms of office as director do not expire at the next Annual Meeting, collectively, consist of:

- a. the Chair of the Board, the ~~First, Second and Third~~ Vice-Chairs of the Board and the Treasurer;
- b. a maximum of thirty-two (32) directors to be drawn from the representatives of Organizational Members and/or Corporate Members;
- c. ~~an individual from a member in good standing of the Provincial Chamber director or officer of, and~~ as designated by each Provincial Chamber (and for the purposes of this paragraph, the Atlantic Provinces shall be considered a single Provincial Chamber and the Provincial Chambers of the Atlantic Provinces shall agree amongst themselves to designate such a senior elected official);
- d. ~~an individual from a member in good standing the chair~~ of the Chamber of Commerce Executives of Canada as designated by the Chamber of Commerce Executives of Canada's Board of Directors; and
- e. no more than six (6) other directors.

When preparing the slate of nominees, the Nominating and Governance Committee shall, ~~among its criteria, be permitted to adopt its own selection policies, but shall~~ consider the regional, cultural, gender and linguistic balance on the Board in connection with its selection procedure provided that any such slate shall include at least one (1) nominee who is resident in each Recognized Region of Canada.

Neither the Nominating and Governance Committee nor any Organizational Member shall nominate for the office of director any person who is a paid employee of an Organizational Member, an Associate Member or any body of government (including any legislative, executive or judicial branch of any political subdivision of Canada and any service, agency or dependency thereof, but excluding a Crown corporation which is a Corporate Member), except for (i) the chair of the Chamber of Commerce Executives of Canada, who is permitted to be nominated, and (ii) each representative to the Board from a Provincial Chamber, each of whom is permitted to be nominated.

30. Election and Term of Directors

Each of the directors ~~on the slate of directors~~ elected ~~by the Organizational Members~~ at ~~an~~each Annual Meeting ~~shall have a~~has a fixed term of:

- a. if such director is elected pursuant to sub-section 29(b), two (2) Terms, from the date of election, with one-half of the total number of directors being elected each Term; or
- b. if such director is elected pursuant to sub-sections 29(a), 29(c), 29(d), 29 (e), one (1) Term from the date of election, in each case, until such director's successor is elected or appointed.

In addition to the elected directors, the immediately preceding Chair shall be an ex-officio member of the Board for one (1) Term with all the rights and privileges of a director.

Whenever at any election of directors of the Corporation the minimum number of directors required by the articles is not elected by reason of the lack of consent, disqualification, incapacity or death of any candidates, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected constitutes a quorum, but such quorum of directors may not fill the resulting vacancy or vacancies.

An individual who is elected or appointed to hold office as a director is not a director and is deemed not to have been elected or appointed to hold office as a director unless:

- a. he or she was present at the meeting when the election or appointment took place and he or she did not refuse to hold office as a director; or
- b. he or she was not present at the meeting when the election or appointment took place and
 - I. he or she consented to hold office as a director in writing before the election or appointment or within ten (10) days after it, or
 - II. he or she has 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 bylaws), 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. Subject to the Corporation's Articles and bylaws if qualified, a director whose term of office has expired is eligible for re-election as a director.

A director shall not be eligible for re-election to the same office after serving therein for six (6) consecutive Terms, until at least one (1) Term has elapsed with such director not holding such office. Notwithstanding the foregoing, a director who, during his/her term is appointed to the Executive Committee shall be eligible for re-election for two (2) additional consecutive Terms (for a total of eight (8) consecutive Terms).

31. Provincial Representatives

The directors shall designate, for each province and territory in Canada, a director who is resident in each province or territory, to be the Board representative for each such province or territory of Canada, however, if none of the directors is a resident of a province or territory, the directors Board, by majority vote, may assign the duties and title of representative of such province or territory to the representative of another province or territory in the same Recognized Region of Canada.

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 sent or at the time specified in the resignation, whichever is later;
- b. is deemed to have resigned in accordance with paragraph 34 below;
- c. is removed from office in accordance with section 130 of the Act;
- d. becomes bankrupt; or
- e. is declared incapable by a court in Canada or in another country.

33. Vacancies

Notwithstanding any vacancy among the directors, the remaining directors may exercise all the powers of the directors so long as a quorum of the number of directors remains in office. Subject to subsections 132(1) and (4) of the Act and to the provisions (if any) of the Corporation's articles, where there is a quorum of directors in office and a vacancy occurs, such quorum of directors may appoint a qualified person to fill such vacancy for the unexpired term of such appointee's predecessor.

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, 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 he or she fails 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 provisions of the bylaws, be fixed by the directors by resolution.

38. Rules and Regulations

The directors may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation and other matters provided for in the bylaws as they may deem expedient.

39. Board Advisors

The President by virtue of his or her position, will be designated an official advisor to the Board and entitled to attend and speak at any meeting of the directors or meeting of any committee of directors, but shall have no voting authority. The directors may from time to time designate any number of non-voting advisors and permit such individuals to attend meetings of the directors or meetings of any committee of directors as the directors see fit.

MEETINGS OF DIRECTORS

40. Place of Meetings

Meetings of directors and of any committee of directors may be held at any place, except that during each ~~six three-(63)~~ Term period, a meeting of directors shall be held in each of the ~~five (5)~~ Recognized Regions of Canada.

41. Calling Meetings

A meeting of directors may be convened by the Chair, the President or by written request of any ten (10) directors at any time and the Secretary shall upon direction of any of the foregoing convene a meeting of directors.

There shall be held each Term at least four (4) meetings of directors.

42. Notice

Notice of the time and place for the holding of any such meeting shall be sent to each director not less than fourteen (14) days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the date of the meeting; provided that meetings of the directors or of any committee of directors may be held at anytime without formal notice if all the directors are present (except where a director attends a 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 absent directors have waived notice. The notice shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

For the first meeting of directors to be held following the election of directors at a meeting of Members or for a meeting of directors at which a director is appointed to fill a vacancy in the directors, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.

43. Waiver of Notice

Notice of any meeting of directors or of any committee of directors or any irregularity in any meeting or in the notice thereof may be waived in any manner by any director, and such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a director at a meeting of directors is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

44. Electronic Participation

Where a majority of the directors of the Corporation present at a meeting of directors or of any committee of directors consent thereto, a director may participate in such meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in a meeting by such means shall be deemed for the purposes of the Act and the by-laws to be present at that meeting. The director shall be required to provide the Secretary a personal phone number or e-mail address and shall use his or her best efforts to ensure that such communication facilities are kept secure and available only to such director.

45. Quorum and Voting

Ten (10) directors shall constitute a quorum at meetings of directors, provided that directors from at least four (4) of the ~~six (6) five (5)~~ Recognized Regions of Canada are present. Subject to subsections 132(1) and 140(1) of the Act, no business shall be transacted by the directors except at a meeting of directors at which a quorum is present. Questions arising at any meeting of directors, including the passage of a resolution, shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall not have a second or

casting vote in addition to the chair's original vote as a director, and the issue being voted on shall not pass.

If a majority of the directors of the Corporation present at a meeting of directors or of any committee of directors consents thereto, votes on any issue may be conducted electronically under the direction of the Secretary in such a manner as to permit the directors to communicate adequately.

46. Adjournment

Any meeting of directors or of any committee of directors may be adjourned from time to time by the chair of such meeting, with the consent of the meeting, to a fixed time and place. No notice of the time and place for the holding of the adjourned meeting need be given to any director if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who form the quorum at the adjourned meeting need not be the same 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 vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. Such resolution may be signed in counterparts.

48. General

Subject to Section 39 of these bylaws, the Board may admit to the deliberations at a meeting of directors or committee of directors any person, but such person may only speak upon the invitation of the Chair. Only directors may vote or introduce or second motions at a meeting of directors.

The Chair shall when present preside as chairperson at all Board meetings. In the absence of the Chair, the ~~First Vice Chair~~ ~~or, if the First Vice Chair is also absent, the Second Vice Chair~~ ~~or, if the Second Vice Chair is also absent, the Third Vice Chair~~ shall act as chairperson of the meeting. If no such officer is present at any meeting of directors, the directors present shall choose one of their number to be chair of the meeting.

REFERENDA

49. Referenda

The Board may submit, at its discretion, any policy question by referendum to the Organizational Members. This shall be done by sending the referendum proposal, together with adequate information and a ballot, to all Organizational Members. The length of the voting period shall be neither more than sixty (60) days nor less than thirty (30) days from the sending of the referendum proposal by the Board. In case of urgency, any policy matter may be submitted and voted upon by electronic means or courier, in which event a period of five (5) Business Days shall be given for voting by Organizational Members.

Unless otherwise provided in the bylaws, approval of a proposed policy requires that two-thirds (2/3) of the votes cast must be in favour of each proposed policy. Any policy, so

approved, shall be considered as adopted, and shall be effective as if passed at an Annual Meeting.

COMMITTEES OF DIRECTORS

50. General

The directors may from time to time appoint from their number one or more committees of directors. The directors may delegate to each such committee any of the powers of the directors, except that no such committee shall have the authority to:

- a. submit to the Members any question or matter requiring the approval of the Members;
- b. fill a vacancy among the directors or in the office of public accountant, or appoint additional directors;
- c. issue debt obligations except as authorized by the directors;
- d. approve any financial statements to be placed before the Members of the Corporation;
- e. adopt, amend or repeal bylaws of the Corporation; or
- f. establish contributions to be made or dues to be paid by Members as provided in the Act.

A majority of the directors appointed to any committee of directors, including the President who for the sole purpose of determining quorum at a meeting of a committee of directors shall be treated as a director and a member of such committee, shall constitute a quorum at a meeting of such committee. Subject to the bylaws, ~~the Board a majority of the directors appointed to any committee of directors~~ shall ~~annually appoint determine, from time to time,~~ the chair of each committee. Each matter before a committee of directors, unless otherwise specified in the by-laws, shall be decided by a majority of the votes cast on the matter.

51. Executive Committee

The Board shall annually appoint ~~from amongst its members~~ an executive committee (the "**Executive Committee**") of ~~between eight (8) to twelve (12) at least nine (9)~~ members, which shall include the Chair; the ~~First, Second and Third~~ Vice-Chairs; the immediately preceding chair of the Board, if such person remains a director; the Treasurer; and the chairs of the ~~policy, International Strategic Advisory, corporate relations and chamber network~~ committees of the Board. The ~~Board Executive Committee~~ shall ~~strive to~~ include ~~on the Executive Committee residents from each at least one (1) director who is resident in each of the five (5)~~ Recognized Regions of Canada. ~~However, in no event will the Executive Committee be comprised of residents from fewer than five (5) Recognized Regions of Canada.~~ The Chair shall serve as the chair of the Executive Committee.

To the fullest extent permitted by law, the Executive Committee shall carry on, and shall have full power to carry on, the business of the Corporation between the meetings of the Board, with the same powers as the Board. The powers and duties of the Executive Committee include those described in the governance documents approved by the Board, as may be amended from time to time. It shall fully report on its activities at each meeting of directors.

REMUNERATION OF DIRECTORS, OFFICERS AND EMPLOYEES

52. General

No director of the Corporation may receive remuneration for acting in the capacity of a director of the Corporation or receive reimbursement for expenses incurred in the capacity of a director of the Corporation, except (a) where such director is also an employee of the Corporation and such employee is acting as director in connection with such employment, (b) where such director is also the senior elected official of a Provincial Chamber, or (c) where such director is the duly appointed representative of the Chamber of Commerce Executives of Canada. Any such remuneration or reimbursement shall only be paid in accordance with the policies established by a majority of directors.

The directors may fix the reasonable remuneration of the officers and employees of the Corporation. A director, officer or Member may receive reasonable remuneration and expenses for any services to the Corporation that are performed in any other capacity.

The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the directors may prescribe.

INDEMNITIES TO DIRECTORS AND OTHERS

53. 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 or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

The Corporation is hereby authorized to execute agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law.

The Corporation shall maintain sufficient liability insurance for this purpose.

OFFICERS

54. Appointment of Officers

The directors may annually or as often as may be required appoint such officers as they shall deem necessary, who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the directors, delegated by the directors or by other officers or properly incidental to their offices or other duties, provided that no officer shall be delegated the power to do anything referred to in paragraph 50 above.

The officers of the Corporation shall be the following: the Chair, the ~~First, Second and Third~~ Vice-Chairs, the Secretary, the Treasurer, the President, and any other officer to whom authority has been delegated by the Board.

No officer (except the Chair and the ~~First, Second and Third~~ Vice-Chairs) need be a director of the Corporation. A director may be appointed to any office of the Corporation. Two or more of such offices may be held by the same person.

A designated representative of a Provincial Chamber is not permitted to be an officer of the Corporation.

55. Removal of Officers

All officers shall be subject to removal by resolution of the directors at any time, with or without cause. The directors may appoint a person to an office to replace an officer who has been removed or who has ceased to be an officer for any other reason.

56. Duties of Officers

Certain duties specific to the Chair and the ~~three~~ Vice-Chairs are set out in section.

The Treasurer shall be the custodian of the funds of the Corporation.

The Treasurer shall cause to be deposited with a chartered bank selected by the Board all moneys received. No moneys shall be withdrawn therefrom without the signature of the Treasurer, or other person(s) designated to perform this duty by the Board. The Treasurer shall report annually to the Corporation on its financial standing and perform such other duties as are usual for this office or as may be directed by the Board.

The Secretary shall attend to the giving and service of all notices of the Corporation and shall keep the minutes of all meetings of the Members and of the Board in a book or books to be kept for that purpose. The Secretary shall be responsible for the keeping and filing of all books, reports and other documents required by law to be kept and filed by the Corporation and not required to be kept by some other officer or agent of the Corporation.

The President shall be appointed by the Board and shall have the functions and responsibilities delegated to him/her by the Board, as described in the governance documents approved by the Board, as may be amended from time to time.

These officers shall sign and certify all documents and make all declarations required by law, and shall perform such other duties as are usual for such officers or as may be directed by the Board.

57. Duties of Officers may be Delegated

In case of the absence or inability or refusal to act of any officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties respectively as may from time to time be assigned to them by the directors.

NOTICES, ETC.

58. 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 the Corporation or in the last notice filed under section 128 or 134 of the Act; and
- c. the public accountant of the Corporation at the public accountant's latest address known to the Corporation.

With respect to every notice or other document sent by prepaid mail, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed and put into a post office or into a post office letter box.

59. Delivery of Documents

For the purposes of the bylaws, any document or notice may be sent to the Members or the directors by electronic means, such as electronic mail or facsimile or by mail or courier in such a manner as to permit the Members or the directors to communicate adequately.

60. Members Who Cannot be Found

If the Corporation sends a notice or document to a Member and the notice or document is returned on two consecutive occasions because the Member cannot be found, the Corporation is not required to send any further notices or documents to the Member until the Member informs the Corporation in writing of the member's new address.

61. Signatures to Notices

The signature of any director or officer of the Corporation to any notice may be written, printed or otherwise mechanically reproduced.

62. Computation of Time

Where notice is required to be given under any provisions of the articles or bylaws of the Corporation, or any time period or time limit for the doing of any other act is prescribed by the articles or bylaws, the notice period or such other time period or time limit shall be determined in

accordance with sections 26 to 30, inclusive, of the *Interpretation Act* (Canada), R.S.C. 1985, c. I-21, unless otherwise expressly provided in the articles or the bylaws.

63. 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.

64. Omission of Notice

The accidental error or omission to give notice of any meeting of the Members or the Board or any such adjourned meeting to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at any meeting of Members. Any Member or director may also at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

BORROWING, BANKING, CHEQUES, DRAFTS, NOTES, ETC.

65. Borrowing Authority

Unless the articles, the bylaws or a unanimous member agreement otherwise provides, the directors of a corporation may, without authorization of the Members:

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

Unless the articles, the bylaws or a unanimous member agreement otherwise provides, the directors may, by resolution, delegate the powers referred to above in this section 65 to a director, a committee of directors or an officer.

66. Banking

The directors are hereby authorized from time to time, by resolution duly passed by the Board, to:

- a appoint any banks, banking institutions or trust companies in Canada, the United States of America or elsewhere, as bankers to the Corporation;
- b borrow money and obtain advances upon the credit of the Corporation from the banks, banking institutions or trust companies so appointed at such times, in such amount, in such manner, to such extent and on such terms as they deem proper, either by discounting or causing to be discounted by the said banks, banking

institutions or trust companies any or all of the Corporation's real or personal property, and to give such security thereon to any bank to which the provisions of the *Bank Act* (Canada) apply as may be taken by a bank under the provisions of the *Bank Act* (Canada) or any personal property security legislation in Canada (the "**Security Laws**"), and to renew, alter, vary or substitute such securities from time to time, with authority to enter into promises to give security under the Security Laws any indebtedness contracted or to be contracted by the Corporation to any bank to which the provisions of the *Bank Act* (Canada) apply;

- c authorize from time to time such director(s), officer(s), clerk, cashier, or other employee of the Corporation, or such other person, whether connected with or employed by the Corporation or otherwise, as the directors by such resolutions appoint, to sign, accept, draw, endorse and execute on behalf and in the name of the Corporation, all such documents, agreements, cheques, promissory notes, bills of exchange, acceptances and other negotiable or transferable instruments, pledges, assignments, promises to give securities under the Security Laws, promises to give warehouse receipts or bills of lading, or both and any other documents or instrument that may become necessary or desirable in connection with the Corporation's banking business, and the same and all renewals thereof so signed shall be binding upon the Corporation, and to make arrangements with reference to the money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to modify such arrangements, terms and conditions and to give additional securities for any moneys borrowed or remaining due by the Corporation, and generally to manage, transact and settle the banking business of the Corporation; and
- d delegate to such person(s), as the directors may in such resolution designate, all or any of the powers hereby conferred upon the directors.

67. Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person or persons, whether or not officers of the Corporation, and in such manner as the directors, or such officer or officers as may be delegated authority by the directors to determine such matters, may from time to time designate.

EXECUTION OF CONTRACTS, ETC.

- 68.** Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by such directors and/or officers of the Corporation as the directors may from time to time determine by resolution and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors are authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The corporate seal, if any, of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by an officer or officers, person or persons appointed as aforesaid by resolution of the board of directors.

The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property,

real or personal, immovable or movable, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all paperwritings.

In particular, without limiting the generality of the foregoing, any one of the directors or officers, if so authorized by the Board, is authorized to sell, assign, transfer, exchange, convert or convey all securities owned by or registered in the name of the Corporation and to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such securities.

The signature or signatures of any officer or director of the Corporation and/or of any other officer or officers, person or persons appointed as aforesaid by resolution of the directors may, if authorized by a resolution of the Board, be printed, engraved, lithographed or otherwise mechanically reproduced upon all contracts, documents or instruments in writing or debt obligation certificate of the Corporation executed or issued by or on behalf of the Corporation and all contracts, documents or instruments in writing or debt obligation certificates of the Corporation on which the signature or signatures of any of the foregoing officers, directors or persons shall be so reproduced, by authorization by resolution of the directors, shall be deemed to have been manually signed by such officers, directors or persons whose signature or signatures is or are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers, directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of delivery or issue of such contracts, documents or instruments in writing or debt obligation certificates of the Corporation.

PUBLIC ACCOUNTANT

69. The Organizational Members shall, at each annual meeting of the Members, appoint a public accountant of the Corporation to hold office until the next annual meeting of Members provided that the directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the directors. The public accountant shall be independent pursuant to section 180 of the Act.

FINANCIAL YEAR

70. 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.

PASSED by the directors of the Corporation on May 28, 2013.

CONFIRMED by the Organizational Members of the Corporation on September 29, 2013.

As Chair of the Board of Directors, I, Christiane Bergevin, do hereby request a motion for the approval of the amendments to the Corporation's bylaws. (A two-thirds majority is required for approval.)

5. Election of Directors

In accordance with the Corporation's bylaws, the Nominating and Governance Committee has prepared 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 September 23, 2018. The slate of nominees conforms to the Corporation's selection policies and considers the regional, cultural, gender and linguistic balance of the Board.

2018-2019 Slate of Nominees

The following individuals have agreed to allow their names to stand as nominees for the posts indicated on the Corporation's 2018-2019 Board of Directors.

Nominees for Officers

Chair of the Board

Virginia (Ginny) Flood
Vice President, Government Relations
Suncor Energy Inc.
Calgary, AB

Vice-Chair

Phil Noble
Former CEO (retired)
Grant Thornton LLP
Toronto, ON

Treasurer

Mario Thériault
Chief Executive Officer
ShiftCentral Inc.
Moncton, NB

Nominees for Directors with a two-year term

Robert Asselin
Senior Global Director, Public Policy
BlackBerry Ltd.
Toronto, ON

Roxanna Benoit
Vice President, Public, Government and Aboriginal Affairs
Enbridge Inc.
Calgary, AB

Bernard Brun
Vice President, Government Relations, Canada for the Desjardins Group
Mouvement des caisses Desjardins
Ottawa, ON

Robert Davis
Manager, Government Affairs

Hydro-Québec
Montréal, QC

Glenn Feltham
President and Chief Executive Officer
Northern Alberta Institute of Technology (NAIT)
Edmonton, AB

Paul Genest
Senior Vice-President
Power Corporation of Canada
Toronto, ON

Lianne Ing
Vice President
Bubble Technology Industries Inc.
Chalk River, ON

Brenda LaRose
Partner
Leaders International
Winnipeg, MB

Colin McKay
Head, Public Policy and Government Relations
Google Canada
Toronto, ON

John Mullally
Vice President Corporate Affairs and Energy
Goldcorp Inc.
Toronto, ON

Fiona Murray
Vice President, Industrial Products
CN
Montréal, QC

Victor Pang
Chief Financial Officer
Vancouver Fraser Port Authority
Vancouver, BC

Pierre Rodrigue
Vice-president, Industry Relations
Bell Canada
Verdun, QC

Scott Walton
President
Envenio
Fredericton, NB

Peter Wilkinson
Senior Vice President, Regulatory and Public Affairs
Manulife
Toronto, ON

Alexa Young
Vice President, Government Relations
TELUS Communications Inc.
Vancouver, BC

Nominees for Directors with one year remaining on a two-year term

Leanne Bellegarde
Director, Strategic Inclusion
Nutrien Ltd.
Saskatoon, SK

Sam Boutziouvis
Vice President, Government Relations & Multilateral Development Institutions
SNC-Lavalin Inc.
Ottawa, ON

Nominees for Directors - Chair's one-year discretionary position

Janet Annesley
Senior Vice President, Corporate Affairs
Husky Energy Inc.
Calgary, AB

Peggy Cunningham
Professor & R.A. Jodrey Chair in Commerce
Dalhousie University
Faculty of Management
Halifax, NS

Tara-Lynn Hughes
Senior Vice President, Greater Ontario Region
TD Bank Group
Ottawa, ON

Peter Sinclair
Chief Sustainability Officer
Barrick Gold Corporation

Toronto, ON

Nicole Verkindt
Founder
Offset Market Exchange
Toronto, ON

Regan Watts
Head of Innovation, Citizenship, Government Affairs
IBM Canada Ltd.
Toronto, ON

Nominees for Directors – provincial and territorial representatives

Shauna Feth
Chair
Alberta Chambers of Commerce
Edmonton, AB

Karen Hawes
Chair
British Columbia Chamber of Commerce
Kelowna, BC

Richie Mann
Past Chair
Atlantic Chamber of Commerce Inc.
Halifax, NS

Kyle Romaniuk
Chair
Manitoba Chambers of Commerce
Winnipeg, MB

Kim Warburton
Incoming Chair
Ontario Chambers of Commerce
Toronto, ON

Patricia Warsaba
Chair
Saskatchewan Chamber of Commerce
Regina, SK

William Kellett
First Vice President
Northwest Territories Chamber of Commerce
Yellowknife, NWT

Erik Ryan
Président du conseil
Fédération des chambres de commerce du Québec
Montréal, QC

Stanley Noel
Chair
Yukon Chamber of Commerce
Whitehorse, YT

Shawn Lester
Member
Representing Nunavut
Iqaluit, NU

Nominees for Director – President of the Chamber of Commerce Executives of Canada

Lisa Kowalchuk
President
Medicine Hat, AB

As Chair of the Board of Directors, I, Christiane Bergevin, do hereby request a motion to elect those individuals as listed on the slate of nominees to the Corporation's Board of Directors. (A two-thirds majority is required for approval.)

6. Other Business