

By-laws

September 2011



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.

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. The total membership for which the Chamber's speaks exceeds 192,000.

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.

BY-LAWS

NAME AND OBJECTS

BY-LAW 1

(A) Name

The name of the Corporation shall be "The Canadian Chamber of Commerce - La Chambre de commerce du Canada", hereinafter referred to as "the Chamber". The Chamber shall be non-sectional, non-sectarian and politically non-partisan, and shall be governed by a National Board of Directors (the "Board" or the "Board of Directors") constituted as hereinafter provided.

(B) Objects

The objects of the Chamber are:

1. To initiate and promote national objectives for Canada's economic and social progress;
2. To effectively express the views of the business community on matters of national importance;
3. To provide leadership which will give business a strong collective voice;

4. To foster greater understanding and appreciation of Canada's economic system and the importance of national unity;
5. To encourage, support and foster business exchange and development between and amongst its Members, both nationally and internationally, including without limitation the development of new business ideas and solutions and the promotion and offering of same to all Members.

(C) Head Office

The Head Office of the Chamber shall be located in the City of Ottawa.

(D) Term

For the purposes of these By-laws, a Term shall mean the period from one (1) Annual Meeting of the Canadian Chamber of Commerce to the next Annual Meeting of the Canadian Chamber of Commerce, which, in any event, shall not be longer than fifteen (15) months (the "Term").

MEMBERS

BY-LAW 2

(A) Classes of membership

The Chamber's membership shall consist of:

1. Organization Members which shall be Chambers of Commerce and Boards of Trade located in Canada;
2. Corporation Members which shall be corporations, firms and partnerships associated with the business and professional life of Canada;
3. Associate Members which shall be business, trade and professional organizations associated with the business and professional life of Canada;
4. Individual Members who shall be persons associated with the business and professional life of Canada;
5. International Organization Members which shall be organizations whose purpose is to promote trade and economic relations between Canada and other countries.

(B) Application for membership

Membership in the Chamber shall be applied for by presentation of a signed application, agreeing to abide by the provisions of these By-laws and any amendments made thereto, and shall be granted subject to the approval of the Board of Directors in its discretion.

(C) Membership dues

1. The dues of all Members shall be determined by the Board.
2. The dues of Organization Members shall be payable on admission to membership and thereafter annually on the first day of each calendar year.
3. The dues of all Corporation, Associate, and Individual Members shall be payable on admission to membership and thereafter annually on such day in each calendar year as may be determined by the Board of Directors.

4. 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 or suspended by the Board of Directors. Nevertheless, the Board of Directors, in its discretion and upon such terms as it deems proper, may restore such suspended Member to good standing, subject to the provisions of these By-laws.

(D) Termination of membership

1. Any Member may withdraw from membership by submitting to the President and CEO a written resignation.
2. The membership of any Member may be terminated by a vote of two-thirds (2/3) of those cast at any meeting of the Board of Directors provided that: (a) the Board of Directors shall find, in its opinion, that such membership is prejudicial to the best interests of the Chamber; (b) such Member shall have had an opportunity, upon notice of thirty (30) days from the Board of Directors, to show cause why such membership should not be terminated. Upon such termination, any dues paid for the current year shall be refunded on a pro rata basis.

(E) Meetings

1. "General Meeting" shall mean any meeting to which all the Members are called. They are of two (2) kinds, namely:
 - i. "Annual Meeting": a general meeting held once a Term as prescribed by these By-laws;
 - ii. "Special Meeting": a general meeting called to deal with (a) specific matter(s).
2. 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. Nevertheless, an Annual or Special Meeting may, by a vote of not less than two-thirds (2/3) of the votes validly cast thereat, bring before the Meeting for discussion any other subject or question falling within the terms of paragraph 4 i) below of this By-law 2(E) and, furthermore, by a further vote of not less than two-thirds (2/3) of the votes validly cast, may cause such subject or question to be referred to the Board for action.
3. The Annual Meeting of the Chamber shall be held at the 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. In addition to other business transacted at an Annual Meeting the following shall occur:
 - i. the Directors will present the Members with the financial statements and the report of the auditors;
 - ii. the Members will appoint an auditor for the upcoming Term;
 - iii. the Members will elect the Directors; and
 - iv. where appropriate, past acts of the Directors and officers may be confirmed by the Members. Notice of the Annual Meeting shall be sent to each Member at least three (3) months in advance thereof, over the name of the Chair of the Board or one of the Vice-Chairs of the Board or the President and CEO.
4. No subject or question may be discussed at an Annual Meeting:
 - i. unless it be national in character, timely in importance, and general in application to both the economic and the public welfare;

- ii. unless it shall have been submitted by an Organization Member in writing to the President and CEO at least ninety (90) days before the meeting and re-submitted by the President and CEO to the Organization Members at least thirty (30) days before the meeting;
 - iii. or unless it shall have emanated from the Board or the Executive Committee and been submitted by the President and CEO to the Organization Members at least thirty (30) days before the meeting.
5. Special Meetings of the Chamber may be called by the Chair of the Board, the Board, the Executive Committee, or upon the written request of ten percent (10%) of the Organization Members the offices of which are located in at least four (4) recognized regions of Canada. Notice of Special Meetings and the agenda therefore shall be sent to each Member at least fourteen (14) days in advance thereof, over the name of either the Chair of the Board, one of the Vice-Chairs of the Board, or the President and CEO. No subject or question may be discussed at a Special Meeting unless it falls within the terms of paragraph 4 i) above of this By-law 2(E) or By-law 11.
6. Representation and Voting Powers at General Meetings
 - i. Every Organization Member in good standing represented at any General Meeting shall be entitled to one vote which shall be cast by its delegate especially accredited for that purpose. A Member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of Members, in the manner to the extent authorized by the proxy. A proxyholder must be an Organization Member and an accredited delegate. No delegate shall be accredited to represent more than two (2) Organization Members.
 - ii. No one other than the delegate especially accredited as a voting delegate by an Organization Member shall be entitled to vote or introduce or second motions.
 - iii. Every Organization, Corporation, and Association Member in good standing may be represented at any General Meeting by as many of its Members as it may appoint for the purpose. Such delegates, as well as individual Members, shall have the right to take part in discussions.
 - iv. Voting at General Meetings shall normally be by a show of hands, or, if requested by the Chair, by 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.
 - v. Unless otherwise provided in these By-laws, no motion or amendment shall be carried at any General Meeting unless it receives at least two-thirds (2/3) of the votes cast.
7. Quorum: One accredited delegate from each of fifty (50) Organization Members, the offices of which are located in at least four (4) recognized regions of Canada, shall constitute a quorum at any General Meeting.
8. All Members shall be entitled to: receive the regular publications of the Chamber; avail themselves of the Chamber's secretariat; and attend General Meetings of the Chamber. They shall have the privileges of the floor at such meetings, subject to the rules thereof. However, they shall not be entitled to vote except as duly accredited delegates of Organization Members.

OFFICERS AND DIRECTORS

BY-LAW 3

(A) Officers

The Officers of the Chamber shall be the following:

1. The Chair of the Board;
2. The First, Second and Third Vice-Chairs of the Board;
3. The Treasurer;
4. The Corporate Secretary (the “Secretary”); and
5. The President and CEO.

(B) Directors

The Board shall be composed of the following Directors:

1. The six (6) Officers referred to in paragraphs 1, 2, 3 and 5 of section (A) of this By-law 3 and the Immediate Past Chair of the Board;
2. A maximum of thirty-two (32) Directors to be drawn from the representatives of Organization Members, Corporation Members and/or Associate Members of the Chamber;
3. At least one Board member must be resident in each province and territory of Canada and shall be designated as representing the province or territory in which he/she resides. The Board, in the absence of the ability to secure a seat within a designated province or territory, may assign the seat to another province or territory within the same region of the original province or territory for a one-year term. The five (5) recognized regions of Canada, for the purposes of these By-laws, are: (i) British Columbia and the Yukon Territory; (ii) Alberta, Saskatchewan, Manitoba, the Northwest Territories and Nunavut; (iii) Ontario; (iv) Québec; and (v) the Atlantic Provinces;
4. A Senior Elected Official of, and as designated by, each provincial Chamber. Each such provincial Director shall be entitled to designate a proxy to represent him/her at any Board meeting, provided that such proxy be elected an acting Officer of the provincial Chamber in question. For the purposes hereof, the Atlantic Provinces Chambers shall be considered a single provincial Chamber.
5. No more than six (6) other Directors who shall be nominated by the Board (or the Executive Committee acting on its behalf); and,
6. The Chair of the Chamber of Commerce Executives of Canada. This Director shall be entitled to designate a proxy to represent him/her at any Board meeting, provided that such proxy be elected an acting Officer of the Chamber of Commerce Executives of Canada.

The term of office for each Director designated in paragraphs 1, 4, 5 and 6 of this section (B) shall be one (1) Term with the exception of the President and CEO who shall be appointed by the Board and who shall remain in office until such time as the Board terminates the appointment. The term of office for each Director elected pursuant to paragraphs 2 and 3, with the exception of a Director elected due to the absence of the Board’s ability to secure a seat within a designated province or territory, of this section (B), shall be two (2) Terms, with one-half (1/2) of the total number of Directors being elected each Term. Directors other than the

President and CEO 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.

(C) Duties of Officers

1. The Chair of the Board shall preside at all General Meetings of the Chamber and all meetings of the Board, and the Executive Committee and shall be 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.
2. The First, Second and Third Vice-Chairs of the Board generally shall assist the Chair of the Board and, in the absence of the Chair, one of the three shall preside at meetings and otherwise perform the duties of the Chair;
3. The Treasurer shall be the custodian of the funds of the Chamber. He/She 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. He/She shall report annually to the Chamber on its financial standing and perform such other duties as are usual for this office or as may be directed by the Board.
4. The Secretary shall attend to the giving and service of all notices of the Chamber and shall keep the minutes of all meetings of the members and of the Board of Directors in a book or books to be kept for that purpose. He/She 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 Chamber and not required to be kept by some other officer or agent of the Chamber.
5. The President and CEO 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.
6. The signing officers of the Chamber shall be any two (2) of the following: the Chair of the Board; the Vice-Chairs of the Board; the Treasurer; and any other Directors designated by the Board; or anyone of the aforementioned with anyone of the staff who may be so designated by the Board. 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.

NATIONAL BOARD OF DIRECTORS

BY-LAW 4

(A) Governing Body

The Board shall be the governing body of the Chamber and shall have the powers and duties determined by law, including those described in the governance documents approved by the Board, as may be amended from time to time. The Board shall be composed of the persons designated in By-law 3(B), subject always to the following restrictions and conditions:

1. Designated representatives of each Provincial Chamber of Commerce may concurrently serve as members of the Board during their term of office, but may not be Officers of the Canadian Chamber during this period;

2. No Director, with the exception of the person designated in By-law 3(B)6, shall be a paid employee of an Organization or Associate Member;
3. No Director shall be paid employee of Government, whether Municipal, Provincial or Federal, or of a service, agency or dependency thereof. For the purpose of this By-law, an employee of a Crown corporation which is a Corporate Member of the Chamber shall not be considered to be a paid Government employee.

(B) Nomination and Election Procedures

The Nominating and Governance Committee of the Board shall prepare a slate for the following offices: Chair of the Board; First, Second and Third Vice-Chairs of the Board; Treasurer; and the appropriate number of other directors who shall sit on the Board. When preparing the slate, the committee shall ensure that the regional, cultural, gender and linguistic balance on the Board is representative of the membership. This slate, so prepared, shall be sent to the Organization Members and to each Provincial Chamber at least thirty (30) days before the Annual Meeting. Thereafter, Organization Members may submit additional nominations in writing to the President and CEO, up to ten (10) days prior to the Annual Meeting, at which time nominations will be deemed to be closed. The election of the Directors shall be by majority vote of the accredited delegates of the Organization Members present at the Annual Meeting.

(C) Removal of Directors

Any member of the Board of Directors may be removed from office by a majority vote of the accredited delegates of the Organization Members in attendance at a Special Meeting duly called for the purpose. A Director shall cease to hold office effective with the passage of such a motion, or upon receipt by the Board of notice of his or her resignation; or upon death.

A Director may be deemed to have resigned if he or she fails to attend the requisite number of Board meetings mandated by the governance policies of the Chamber in effect from time to time.

A Director may also be deemed to have resigned if he or she fails to adhere to the governance policies prescribed by the Board, other than those set forth in the paragraph above, and does not adhere to such policies within ten (10) days after written notification from the Board of such non-adherence.

Officers shall be subject to removal by resolution of the Board at any time.

(D) Term of Office - Vacancies

The terms of office of all members of the Board, excepting the Directors designated in paragraphs 1, 4, 5 and 6 of By-law 3(B), shall begin with their election and (subject to the last paragraph of By-law 3(B)) continue for two (2) Terms or until their successors shall have been duly elected. Interim vacancies may be filled by the Board or by the Executive Committee subject to confirmation by the Board at its next meeting.

(E) Meetings of the Board

1. There shall be held each Term at least four (4) meetings of the Board.

2. During each three (3) Term period, the Board will hold at least one (1) Board meeting in each of the five (5) recognized regions of Canada which, for the purposes of these By-laws, are: (i) British Columbia and the Yukon Territory; (ii) Alberta, Saskatchewan, Manitoba, the Northwest Territories and Nunavut; (iii) Ontario; (iv) Québec; and (v) the Atlantic Provinces.
3. Additional meetings of the Board shall be called by the President and CEO at the request of the Chair of the Board or at the written request of any ten (10) members of the Board. Meetings may be held by teleconference or in person.
4. Notice of Board meetings shall be sent to each member of the Board at least fourteen (14) days in advance thereof over the name of the President and CEO;
5. The Board may admit to its deliberations any persons whom it wishes. Such persons may speak on the invitation of the Chair. However, only members of the Board shall be entitled to vote or introduce or second motions at these meetings. Each Director is authorized to exercise one (1) vote.

(F) Committees of the Board

The Board shall have the power to appoint by resolution such committees as it may deem advisable, and to delegate matters to such committees or to Chamber administrative staff with such instructions and upon such conditions as the Board may determine.

(G) Quorum

Ten (10) Directors shall constitute a quorum at meetings of the Board, provided that Directors from at least four (4) of the five (5) recognized regions of Canada are present. Each matter before the Board, unless otherwise specified in these By-laws, shall be decided by a majority of the votes cast on the matter.

(H) Indemnities to Directors and Others

Every director or officer of the Chamber or other person who has undertaken or is about to undertake any liability on behalf of the Chamber or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Chamber from and against:

1. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such director, officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such director, officer or other person, in or about the execution of the duties of such director's, officer's or other person's office or in respect of any such liability;
2. all other costs, charges and expenses which a director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such director's, officer's or other person's own wilful neglect or default.

The Chamber shall maintain sufficient liability insurance for this purpose.

EXECUTIVE COMMITTEE

BY-LAW 5

(A) Appointments

The Board shall annually appoint from amongst its members an Executive Committee of at least nine (9) members, which shall include the Chair of the Board, the First, Second and Third Vice-Chairs, the President and CEO, the Immediate Past Chair, the Treasurer, the Chairs of the Policy, Corporate Relations and Chamber Network Committee of the Board and two other directors. The membership of the committee shall include at least one (1) member who is resident in each of the five (5) recognized regions defined in By-law 4(E)2. The Chair of the Board shall serve as the Chair thereof.

(B) Powers

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 Chamber 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 the Board.

(C) Quorum

A majority of the Executive Committee members shall constitute a quorum at meetings of the Executive Committee. Each matter before the Executive Committee, unless otherwise specified in these By-laws, shall be decided by a majority of the votes cast on the matter.

REFERENDUM

BY-LAW 6

The Board may submit, at its discretion, any policy question by referendum to the Organization Members. This shall be done by sending the proposal, together with adequate information and a ballot to all Organization Members. The length of the voting period shall be neither more than sixty (60) days nor less than thirty (30) days from the issuance of the referendum. Unless otherwise provided in these By-laws, 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 a General Meeting. 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) clear business days shall be given for casting votes.

BORROWING AND BANKING

BY-LAW 7

(A) Borrowing Authority

The Directors of the Chamber may from time to time:

1. Borrow money upon the credit of the Chamber;
2. Limit or increase the amount to be borrowed;
3. Issue debentures or other securities of the Chamber;
4. Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and

5. Mortgage, hypothecate, charge or pledge all or any of the real or personal property, undertaking and rights of the Chamber to secure any such debentures or other securities or any money borrowed or any other liability of the Chamber.

Nothing contained in this By-law shall be deemed to limit or restrict to borrowing of money by the Chamber on bills of exchange, promissory notes, bills of lading, warehouse receipts or other securities of a commercial nature issued in the ordinary course of business, made, drawn, accepted or endorsed by, or on behalf of, the Chamber.

(B) Banking

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

1. Appoint any banks, banking institutions or trust companies in Canada, the United States of America or elsewhere, as bankers to the Chamber;
2. Borrow money and obtain advances upon the credit of the Chamber 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 Chamber's real or personal property, and to give such security thereon to any bank to which the provisions of the Bank Act of Canada apply as may be taken by a bank under the provisions of the said Bank Act, and to renew, alter, vary or substitute such securities from time to time, with authority to enter into promises to give security under the said Bank Act any indebtedness contracted or to be contracted by the Chamber to any bank to which the provisions of the said Bank Act apply; and
3. Authorize from time to time such Director(s), Officer(s), clerk, cashier, or other employee of the Chamber, or such other person, whether connected with or employed by the Chamber or otherwise, as the Directors by such resolutions appoint, to sign, accept, draw, endorse and execute on behalf and in the name of the Chamber, 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 Bank Act, 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 Chamber's banking business, and the same and all renewals thereof so signed shall be binding upon the Chamber, 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 Chamber, and generally to manage, transact and settle the banking business of the Chamber; and
4. Delegate to such person(s), as the Directors may in such resolution designate, all or any of the powers hereby conferred upon the Directors.

(C) Resolution

Any resolution of the Board, passed upon the authority conferred upon the Directors by this By-law, shall continue in force as between the Chamber and any bank, banking institution or trust

company appointed hereunder and to whom a copy of this By-law and copy of the resolution of the Board shall have been delivered until a resolution shall have been passed by the Board repealing or revoking or cancelling the resolution of the Board delivered to such bank, banking institution or trust company and a copy thereof, duly certified under the seal of the Chamber, delivered to such bank, banking institution or trust company.

FISCAL YEAR

BY-LAW 8

Unless otherwise ordered by the Board of Directors, the fiscal year of the Chamber shall terminate on the thirty-first (31st) day of December each year.

AUDITORS

BY-LAW 9

An auditor or firm of auditors shall be appointed by the accredited delegates of the Organization Members at the Annual Meeting to hold office until a successor shall have been appointed at some subsequent General Meeting. The remuneration of the auditor shall be fixed by the Board of Directors or any Committee appointed thereof.

SEAL

BY-LAW 10

The seal of the Chamber shall remain in the custody of the President and CEO.

AMENDMENTS

BY-LAW 11

(A) Origin of Amendments

Proposals to amend these By-laws shall originate from the Board.

(B) Notice

At least thirty (30) days notice of the proposed amendment(s) or addition(s) shall be given to all Organization Members in advance of the General Meeting at which it is (they are) to be considered.

(C) Ratification and Approval

In order to become effective, the proposed amendment(s) must be ratified by an affirmative vote of two-thirds (2/3) of the accredited delegates of the Organization Members in attendance at that meeting, and in no event shall it (they) be enforced or acted upon until the approval of the Minister of Industry has been obtained.

REPEAL OF FORMER BY-LAWS

BY-LAW 12

With the adoption of these By-laws and their approval by the Minister of Industry, all former By-laws are hereby repealed.

ERROR OR OMISSION BY-LAW 13

No error or omission in giving notice of any General Meeting, Board meeting, committee meeting or any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any Member or Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

ELECTRONIC MEANS BY-LAW 14

(A) Documents

For the purposes of these By-laws, any document or notice may be sent to the Members or the Board 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 Board to communicate adequately.

(B) Directors' Meetings

If a majority of the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other, and a Director participating in such meeting by such means is deemed to be present at the meeting. The Directors shall be required to provide to the Secretary a phone number or e-mail address that are personal to such Directors and shall use their best efforts to ensure that such communication facilities are kept secure and available only to such Director.

(C) Directors' Voting

Further, if a majority of the Directors consent 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. Each Director shall be issued an identifier code by the Secretary and shall receive the same information and motions electronically. Unless the By-laws otherwise provide, a majority of the number of Directors in office shall respond electronically to the Secretary in order to constitute a quorum within seven (7) days from the date of transmission of the motion from the Secretary to that Director. Each Director will be requested to indicate whether such Director votes for or against the matter to be voted on. Lack of a response within the seven (7) day limit will be counted as an abstention. Every matter dealt with electronically shall be decided by a majority of votes cast on the matter. The Secretary shall inform each Director electronically and/or by fax of the outcome of all votes including the identity of the Directors voting for, against and abstaining with respect to the matter within seven (7) days of the tally of votes.

(D) Members' Meetings

If a majority of the Members consent thereto, a Member may participate in a meeting of the Members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other, and a Member participating in such meeting by such means is deemed to be present at the meeting. The Members shall be required to provide to the Secretary a phone number or e-mail address

that are personal to such Members and shall use their best efforts to ensure that such communication facilities are kept secure and available only to such Member.

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**SCHEDULE A:
BY-LAWS-HISTORY AND CHRONOLOGY**

By-laws of the Canadian Chamber of Commerce were originally adopted at a Meeting of the National Board of Directors, held in Montréal, November 14th, 1927, and subsequently approved by the Third Annual Meeting held in Québec City in June, 1928. The By-laws were amended at the following Annual Meetings:

Regina	1931	Winnipeg	1973
Vancouver	1937	Toronto	1974
Montebello	1938	Saskatoon	1975
Montebello	1943	Montreal	1976
Quebec City	1947	Halifax	1978
Montreal	1949	Calgary	1981
Banff	1950	Toronto	1984
Quebec City	1951	Vancouver	1986
Toronto	1952	Halifax	1991
Edmonton	1953	Victoria	1992
Halifax	1954	Calgary	1993
Winnipeg	1955	St. John’s	1996
Victoria	1957	Saint John	1998
Montreal	1958	Ottawa	2000
Calgary	1960	Calgary	2004
Quebec City	1963	Saskatoon	2006
Toronto	1965	Markham	2007
Vancouver	1970	Gatineau	2010
Quebec City	1971	St. John’s	2011