



Whitehorse Chamber of Commerce Bylaws

FOR APPROVAL

Updated:

November 2022

Article 1 – NAME AND OBJECTIVES

1.1 Name

The organization shall be known as the Whitehorse Chamber of Commerce.

1.2 Objectives

The objective of the Whitehorse Chamber of Commerce is to strengthen and improve trade and commerce and to contribute to the economic, civic and social well-being of Whitehorse. Specifically, these objectives shall be:

- (a) non-partisan, non-sectarian advocacy on behalf of the local business community
- (b) promoting local businesses to residents and visitors;
- (c) partnering with other groups and organizations to work together on joint initiatives;
- (d) coordinating educational and networking opportunities for businesses; and
- (e) providing information and resources to new and existing businesses.

1.3 Ethics

The Whitehorse Chamber of Commerce will be politically non-partisan, non-sectional and non-sectarian and shall be governed by a Board of Directors as here constituted.

1.4 Office

The office and usual meeting place of the Whitehorse Chamber of Commerce shall be at such place within the City of Whitehorse area as determined by the Board of Directors. The records of the Chamber shall be kept in the office and made available to the members during the posted business hours of the Chamber office.

Article 2 - INTERPRETATION

2.1 Definitions

- (a) “The Chamber” and “the Chamber of Commerce” refer to the legal entity of the “Whitehorse Chamber of Commerce” incorporated and registered under the Yukon Societies Act;
- (b) “The Board”, “Board of Directors” and “Directors” refer to the elected Board of Directors of the Chamber;
- (c) “Executive Director” refers to the Chief Staff Officer employed by the Chamber;
- (d) “Member(s)” means individuals and organizations that hold membership. It does not refer to their representatives;
- (e) “Membership” identifies all members including Honorary/Special Members;

- (f) “Member representative” shall mean the person designated by a member to be the representative of and vote for that Member;
- (g) “The Executive” refers to the members of the Board of Directors, namely the Chair, Past Chair, First Vice-Chair, Second Vice-Chair, Treasurer and Secretary;
- (h) “Committees” include both standing committees and ad hoc committees;
- (i) “Person” refers to and includes an individual of the age of majority, a partnership, an association, a body corporate, a government, a government department or agency, and such other bodies or classes of bodies as may from time to time be designated by the Directors to be a person;
- (j) “Anniversary Month” means the fourth month after the month in which the Chamber’s fiscal year ends;
- (k) “Act” refers the Yukon Societies Act and Amendments in force; and
- (l) “Regulations” refers to the Yukon Societies Act Regulations and Amendments in force.

Article 3 – MEMBERSHIP

3.1 Eligibility

Every person, association, corporation, partnership, or society directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the Whitehorse area shall be eligible for membership in the Chamber.

3.2 Membership

The members of the Chamber are those individuals, or organizations, who

- (a) are the applicants for incorporation of the Chamber;
- (b) those persons who subsequently become members; and
- (c) make payment of the annual and any other prescribed fees.

3.3 Terms of Admission

An individual or corporation may apply for membership in the Chamber and on acceptance by the Directors shall be a member, but no person or corporation who satisfies the criteria for membership shall be denied membership.

3.4 Representatives

Where a member is not an individual, it shall be represented as a member by individual(s) designated by it in such number as it is eligible to designate based upon its class of membership. Each association, corporation, partnership, or society which is a member shall be entitled to designate a representative or representatives (in accordance with such limitations established by the Board from time to time) who shall be deemed to be members of the Chamber and who may exercise all the rights and privileges of such membership. Designated representative(s) of a member may be changed at the member’s discretion with written notice being provided to the Chamber

3.5 Class of Membership and Annual Fees

The Chamber Bylaws shall from time to time determine:

- (a) the class of membership;
- (b) the amount of the annual fee payable by each class of membership; and
- (c) the classes of membership and fee for membership are as set out in Schedule “A” which may be amended from time to time at any General or Special General Meeting of the members.

There is no distinction in the rights and duties that apply to each class of member.

3.6 Status of Representatives

In these Bylaws, a person designated as a representative or additional representative and for so long as such person continues to be so designated, shall be deemed to be a member for purposes of being eligible for election or appointment to any office, board, or committee of the Chamber.

3.7 Status of Membership and Payment of the Annual Membership Fee

All members are in good standing except a member who has failed to pay a current annual membership fee or any other subscription or debt due and owing to the Chamber and the member is not in good standing so long as the debt remains unpaid.

Annual fees are due and payable within thirty (30) days of the date upon which an account for the same has been mailed to the member at the address of the member as it appears in the records of the Chamber.

3.8 Non-Payment

The membership of any person, who is more than three (3) months in arrears in payment of its annual fee or of any other amounts due to the Chamber, may be terminated by the Board.

3.9 Honourary Life Membership

- (a) Honourary Life Memberships may be conferred by the Board on any person upon a two-thirds vote of the members present at any regular meeting of the Board;
- (b) any person being considered for Honourary Life Membership must be a known supporter of the Chamber, have distinguished themselves in some outstanding way, must have brought widely recognized honour to their community and, not have held an elected post with the Chamber for at least five (5) years; and
- (c) Honourary Life Members shall have all the privileges of regular members except the right to make or second motions, vote, and hold office. They shall be exempt from the payment of assessments or annual fees

3.10 Termination and Suspension of Membership

- (a) any member may withdraw from membership with the Chamber by written resignation;
- (b) the membership of any member or the representation of any member by a designated person may be terminated by a vote of two-thirds of those votes cast at a meeting of the Executive Committee provided that the Executive Committee, after having afforded the member an opportunity to show cause why such membership or representation should not be terminated, has found that such membership or representation is prejudicial to the best interests of the Chamber;
- (c) any Officer, Director, or member of any committee who has been charged with a

criminal offence that is punishable by law shall be temporarily suspended as an Officer, Director or member of a committee, as the case may be, until the outcome of the judicial proceeding is known.

- (d) the membership of any individual member shall be terminated upon death and is not transferable to another individual person; and
- (e) the finding of the Executive Committee in respect to the termination or suspension of membership in the Chamber shall be final and binding.

Article 4 – BOARD OF DIRECTORS

4.1 Eligibility Requirements

Every member of the Chamber who is a member in good standing shall be eligible to be elected to the Board.

4.2 Duties

The Board shall govern the affairs of the Chamber and may exercise all of the powers attributed to it in the Bylaws. It may as a group discuss and determine majority decisions during meetings. More specifically, the Board shall represent and foster communication with the members; establish policies to guide and measure the results of the organization; and shall direct the Executive Director in the implementation and communication of Chamber policies.

4.3 The Board Accountability

The individual Board members must put the well-being and success of the organization first. Each Board member is accountable to the Board of Directors. The Board as a whole is accountable to the membership.

4.4 Powers

The affairs and business of the Chamber shall be managed by the Board which shall have authority for and on behalf of, and in the name of, the Chamber to authorize the taking of all such actions and doing of all such things as they deem appropriate in furtherance of the purpose and mission of the Chamber and, without limiting the generality of the foregoing, the Board may:

- (a) establish and determine the powers and duties of committees, and make and terminate appointments and fill vacancies on committees;
- (b) create new categories of membership in the Chamber and determine the qualifications for each;
- (c) fix membership and other fees;
- (d) use the fees, assessments and any other funds of the Chamber, including funds previously collected or designated for a special purpose before the commencement of these Bylaws, for the purposes of the Chamber, including for scholarships and bursaries; and the making of grants for any purpose that may tend to advance the interest of business;
- (e) obtain insurance protecting the Chamber, the Directors, committee members and Officers and employees of the Chamber and former Directors, committee members and Officers and employees of the Chamber against liability arising out of the operations or activities of the Chamber and providing ~~for~~ an indemnity with respect to any claims arising out of any act done or not done by and person in good faith under the provisions of these Bylaws;
- (f) have the sole control and management of all real and personal property now or hereafter acquired by the Chamber, but no real property shall be acquired, alienated, mortgaged,

charged, or disposed of, with authority to act up to \$5,000 resting with Executive Director, with \$25,000 resting with the Board, and authority above \$25,000 requiring approval at an Annual General Meeting or special meeting of the Chamber.

- (g) take any action it considers necessary for the promotion, protection, interest or welfare of the Chamber and its members;
- (h) oversee the administration of any trusts endowed or owned by the Chamber; and
- (i) have authority on behalf of and in the name of the Chamber to borrow money and to secure the repayment thereof in such manner as it sees fit.

4.5 Composition of the Board

The Board of Directors shall consist of a minimum of three (3) elected Directors, up to a maximum of fourteen (14) elected Directors (including Officers); and, the Executive Director (non-voting). and up to six (6) non-voting ex- officio members who subscribe to the purpose and mission of the Chamber that have been invited to participate at the discretion of the Board.

4.6 The Executive

The Executive shall be the Chair, First Vice-Chair, Second Vice-Chair, Treasurer and, Secretary, who shall be elected in accordance with Article 9 of these Bylaws. The Past Chair shall be invited as an Advisor to The Executive (non-voting). When deemed appropriate the roles of Treasurer and Secretary may be combined into one position.

4.7 Executive Committee

The six (6) Officers and the Executive Director (non-voting) shall form the Executive Committee of the Chamber.

4.8 Term of Office

- (a) a Director must serve on the Board for at least one (1) year to be eligible to seek a position on the Executive;
- (b) the expiration of the term of office for Directors including the Executive Committee shall be staggered to ensure there is continuity;
- (c) the term of office for elected members of the Board shall be two (2) years, with each Director being eligible to serve for a further term. After having served continuously for a period of four (4) years, no elected member of the Board shall be eligible to stand for re-election to the Board until a period of one (1) full year has elapsed, unless, in the second year of the Director's second term, that Director occupies the position of Chair, First Vice-Chair, Second Vice-Chair, Treasurer or Secretary. In this case, the person may be elected as a Director for one (1) additional term of two (2) years;
- (d) the Chair shall serve a two (2) year term;
- (e) the Past Chair shall serve a one (1) year term immediately following the two (2) year term as the Chair – in the second year of the Chair's term, the position of Past Chair may be vacant. The Board may, with the consent of the Past Chair, appoint the Past Chair to serve a second term as the Past Chair;
- (f) the First Vice-Chair, shall be considered as the Chair-Elect and shall be eligible to serve as the Chair for two (2) years regardless of the time served as a Director;
- (g) the First Vice-Chair is the Chair-Elect in the second year of the Chair's term, and when elected as the First Vice-Chair will serve a one (1) or two (2) year term as the First Vice-Chair, a two (2) year term as Chair, and a one year as the Past-Chair; and
- (h) the term of office of the Past-Chair ends the day of the annual election. The term of the

office of Directors ends the day following the day of the annual election.

4.9 Vacancies

- (a) where a Director ceases to hold office before the expiration of that person's term, the Board may appoint an eligible person to fill the vacancy;
- (b) where an Officer does not take office or a vacancy occurs in one of those offices after that person has taken office, the Board shall appoint a member in good standing to fill the vacancy; and
- (c) a person appointed under 4.9 (a) or (b) shall hold office for the remainder of the term of the person who is replaced.

4.10 Ceasing to be a Director

- (a) a Director ceases to hold office if the Director:
 - (i) is convicted of an offence proceeded with by way of indictment;
 - (ii) is the subject of bankruptcy proceedings;
 - (iii) resigns as a Director; or
 - (iv) if the member represented by the Director ceases to be a member in good standing;
- (b) a member of the Board who misses the regularly scheduled meeting for three (3) consecutive meetings shall be advised in writing by the Chair and informed that failure to attend the next regular meeting may result in his/her removal from the Board;
- (c) any member of the Board who fails to attend at least 40 percent of the regularly scheduled meetings during their term shall be ineligible for re-election for a period of two (2) years; and
- (d) in this section, "bankruptcy proceedings" means:
 - (i) an assignment of property for the general benefit of creditors under section 49 of the Bankruptcy and Insolvency Act, or its successor;
 - (ii) the filing in a court of a petition for a receiving order under Section 43 of the Bankruptcy and Insolvency Act, or its successors;
 - (iii) the lodging of a proposal under Section 50 of the Bankruptcy and Insolvency Act, or its successors; or
 - (iv) an application for a consolidation order under Section 219 of the Bankruptcy and Insolvency Act or its successors.

4.11 Removal of Director

Members may seek the removal from office of a Director other than as described in Section 4.10, by delivering to the Secretary a notice in writing stating the reason for the proposed removal:

- (a) Minimum Number of Members – the Notice proposing removal of a Director must be signed by five (5) percent of the membership or any twenty (20) members, whichever is less;
- (b) Notice – the Secretary shall, upon receipt of a Notice under section 4.11, deliver a copy of the Notice to the Director affected;
- (c) the Board shall, after being satisfied that reasonable Notice has been given under subsection 4.11(a), review the proposal to review the Director and by two-thirds majority of those Directors present and eligible to vote on the matter other than the Director proposed for removal, remove the Director from office;
- (d) a Director who is removed under subsection 4.11 (c) may, within thirty (30) days of being

removed, request in writing that the Board convene a Special General Meeting of the members; and

- (e) the members at a Special General Meeting convened in response to a request made under subsection 4.11 (d) may, by two-thirds majority vote of those present and eligible to vote, restore the Director to office.

4.12 Reporting to Membership

The Board shall cause a general report of the business of the Chamber to be presented at each Annual General Meeting of the organization. This report shall be made available to each member of the Chamber.

4.13 Appointments to Other Organizations

The Board may appoint members to serve and represent the Chamber with other organizations and shall determine the responsibilities of the appointed member.

4.14 Submissions to Government

The Board of Directors may make or authorize petitions, briefs, or submissions to all levels of government or other bodies with referral to the membership of the Chamber of Commerce providing the approval of at least a majority of Board of Directors present at any regularly scheduled meeting is first obtained.

4.15 Publicity and Public Communication on Behalf of the Chamber

The Board of Directors may print and circulate documents, publish articles in the press, conduct correspondence and devise and execute such other measures as the Board of Directors may deem expedient to promote the purpose and mission of the organization.

Refer to Communications Policy which is currently under review.

4.16 Remuneration of Directors or Officers

A Director or Officer shall be entitled to no remuneration for performing their duties as member of the Board of Directors with the Chamber but shall be reimbursed for expenses incurred in the performance of their duties in accordance with Chamber policy:

- (a) the Chamber shall report amounts paid as remuneration or loaned to any member or Director or any person associated with a Director or staff member as described in Section 38 of the Yukon Societies Act Regulations.

4.17 Oath of Office

All Officers and Directors, before entering on the duties of their office, shall take and subscribe before the Mayor of the City of Whitehorse or before any Justice of the Peace at the Annual General Meeting, an oath in the following form:

“I swear that I will faithfully and truly perform my duty as.....of the Whitehorse Chamber of Commerce, and that I will, in all matters connected with the discharge of that duty, do all things, and only such things, as I truly and conscientiously believe to be adopted to promote the objects for which the Chamber was constituted, according to the true intent and meaning of the same, so help me God”

A Board member may substitute “... so I do swear” for “... so help me God.”

Article 5 – DUTIES OF OFFICERS

5.1 The Chair

The Chair shall preside at all meetings of the Chamber, the Board, and the Executive Committee. The

Chair shall exercise such authority and perform such duties, as the Board shall prescribe from time to time. The Chair shall serve as the principal spokesperson for the Chamber or delegate the responsibility on a case-by-case basis.

5.2 The Vice-Chairs

The First Vice Chair and Second Vice Chair shall assist the Chair and, in the absence of the Chair, in order of precedence, shall preside at meetings and otherwise perform the duties of the Chair.

5.3 The Treasurer

The Treasurer shall report annually to the Chamber on its financial standing and perform such other duties as may be directed by the Board, such as signing financial matters on its behalf.

5.4 The Secretary

The Secretary shall be responsible for keeping a registry of all members and securing all official records of the Board and the Chamber.

5.5 The Past Chair

The Past Chair is the chief advisor to the Chamber and Board relating to the history of the organization, including the Constitution, bylaws and directives, and is a voting member of the Board.

5.6 Authorized Signatories

The Officers authorized to sign all papers, documents and cheques requiring signature on behalf of the Chamber, shall be any two (2) of the following: Chair, Past Chair, Vice-Chairs, Treasurer, and Executive Director. Any one of the above Officers may endorse cheques for deposit or may verify the bank account.

5.7 Removal of Chair or Vice-Chair

The Board has authority to remove by majority vote the Chair or a Vice-Chair if that individual is in violation of the Constitution or bylaws of the organization. The individual will be granted hearing at the next Board meeting to defend their actions.

Article 6 – EXECUTIVE DIRECTOR

6.1 Appointment and Organizational Relationship

The Executive Director shall be appointed by the Board and shall be accountable to the Board. The Executive Director takes direction on a day-to-day basis from the Chair or designate if the Chair is not available.

6.2 Duties

Duties of the Executive Director are provided in the job description which may from time to time be updated.

Article 7 – EXECUTIVE COMMITTEE

7.1 Composition

The Executive Committee is composed of the six Officers of the Chamber consisting of the Chair, Past-Chair, First Vice-Chair, Second Vice-Chair, Treasurer, Secretary, and the Executive Director (non-voting).

7.2 Functions and Powers

The purpose and powers of the Executive Committee are to:

- (a) discharge the responsibilities of the Board of Directors relating to the transaction of routine, administrative matters that occur between regularly scheduled meetings of the Board, and other

- duties as assigned from time to time by the Board;
- (b) make decisions on behalf of the Board in the event of emergencies;
- (c) serve as a sounding board for the Executive Director on emerging issues, problems, and initiatives; and
- (d) undertake an annual evaluation of the performance and compensation of the Executive Director.

7.3 Quorum

A majority of the voting members of the Executive Committee constitutes a quorum.

Article 8 – STANDING AND AD HOC COMMITTEES

8.1 Committees

The Board shall have the power to appoint such Standing or Ad Hoc Committees as it may deem necessary, and to delegate matters to such committees with such instructions and upon such conditions as the Board may determine.

8.2 Standing Committees

The Standing Committees of the Chamber shall be:

- (a) Executive Committee of the Board
- (b) Nominating Committee of the Chamber
- (c) Human Resources Committee of the Board
- (d) Buy Local Committee of the Chamber

8.3 Ad Hoc Committees

Ad Hoc Committees are appointed by the Board to provide support to the Chamber Board and staff in the implementation of special projects, programs, and services as may be required from time to time.

Article 9 – ELECTIONS

9.1 Elections Process

Election of the Board will occur annually at a duly constituted AGM, procedures for which will be set out in the Chamber's Election Policy.

Please note: The Elections Process is under review by the Whitehorse Chamber of Commerce and the revised process will be filed once it is finalized.

9.2 Nominating Committee

The Board shall appoint a Nominating Committee at least four months in advance of the Annual General Meeting consisting of the Chair, First Vice-Chair, Second Vice Chair and two members of the general membership who are not seeking a Board position.

9.3 Nomination Criteria

The Nominating Committee shall ensure they have assembled a list of nominees that fairly represents the business community.

9.4 Eligibility

To be eligible for nomination to the Board, the candidate shall be a representative of a member in good standing.

9.5 Nomination of Officers

The Nominating Committee shall also propose individuals, from among those members who have served for one year on the Board as elected Directors, to serve as Officers.

9.6 First Vice-Chair is Chair Elect

The First Vice-Chair is designated as the Chair Elect and shall serve as the Chair of the Chamber in the year following the end of the two (2) year term of the Chair.

Article 10 – ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS

10.1 Annual General Meeting

The Annual General Meeting of the Chamber shall be held within four months after the fiscal year end of the Chamber.

10.2 Notice of Annual General Meeting

A written notice of the date, time and location, including the nature of any special business, must be sent to every member at least fourteen (14) days and not more than sixty (60) days, before the meeting and must include the text of any resolution to be proposed at the meeting for which, under the Societies Act or these bylaws, must be passed as a special resolution.

10.3 Annual Report

The annual report must be submitted to the registrar within 30 days after the date of the Annual General Meeting.

10.4 Remote Participation in General Meetings

Participation in general meetings by telephone or other communications media may be allowed.

10.5 Special General Meeting

Special General Meetings of the Chamber may be called by the Chair, The Executive Committee, the Board, or upon the written request of ten (10) percent of the members of the Chamber or twenty-five (25) members in good standing, whichever is less. Notice of such Special General Meeting shall contain a statement of the purpose of meeting and shall be signed by the Chair or Executive Director.

10.6 Notice

Notice of the Annual General Meeting or special meetings may be given by:

- (a) a public notice in one or more local newspapers published in Whitehorse at least fourteen (14) days prior to the date of the meeting for an Annual General Meeting; and twenty-one (21) days prior to the date of the meeting for an Annual General Meeting or Special General Meeting where a Special Resolution is being tabled;
- (10) by letter signed by the Executive Director or Chair and emailed, mailed to each member at their address and/or email address as shown in the records of the Chamber at least fourteen (14) days prior to the date of the meeting for an Annual General Meeting; and twenty- one (21) days prior to the date of the meeting for an Annual General Meeting or Special General Meeting where a Special Resolution is being tabled;
- (b) Notice of any meeting where special business shall be transacted shall contain sufficient information to permit a member to make an informed judgment in the decision to be taken; and
- (c) Notice to any meeting shall remind the member of the right to vote by proxy.

10.7 Accidental Omission

The accidental omission to give notice of an annual general meeting or a special general meeting to any member or the non-receipt of the notice by any member does not invalidate anything done at the meeting.

10.8 Quorum

Twenty (20) percent of the registered members or 25 members in good standing, whichever is less, shall constitute a quorum at annual or special general meetings and unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts that are or that shall be directed to be done at each meeting.

If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

Article 11 – BOARD MEETINGS

11.1 Board Meetings

The Board shall meet at least eight (8) times during the year.

11.2 Special Meetings of the Board

The Chair or any five or more Directors may call a special meeting of the Board.

11.3 Quorum

Seven (7) board members personally present and entitled to vote, excluding ex-officio members, shall constitute a quorum for Board meetings. Any board member participating in a meeting by telephone shall be deemed to be present in person at the meeting.

11.4 Resolutions without meetings

The Board may pass a resolution without convening a regular meeting if:

- a) a copy of the resolution is delivered to all Directors at least two (2) days before the resolution is to be voted on;
- b) the resolution can be delivered and responded to by members via email, fax, or delivery to the Chamber office; and
- c) at least seventy-five (75) per cent of the Directors eligible to vote on the resolution vote in favor of it.

Article 12 – FINANCIAL MATTERS

12.1 Fiscal Year

The fiscal year of the Chamber of Commerce shall be April 1st to March 31st and may be changed by a Special Resolution at general meeting of the membership.

12.2 Financial Records

The Board shall cause proper books of account to be kept of receipts and disbursements of all assets, credits and liabilities of the Chamber in accordance with general accepted accounting principles.

12.3 Annual Statements

The Board shall cause to be prepared in accordance with generally accepted accounting principles defined by the Regulations and tabled before the Chamber at each Annual General Meeting: an income and expense statement covering the most recent fiscal year of the Chamber; and a balance sheet as at the fiscal year end date of the most recent fiscal year end of the Chamber.

All annual statements shall be presented to all members for inspection at the Annual General Meeting.

12.4 Appointment of Auditor

At each annual meeting the members shall appoint an auditor or waive the requirement of an auditor by resolution. The appointed Auditor cannot be a member of the Board or a staff member of the Chamber.

12.5 Review Engagement

If the members waive the requirement to appoint an auditor, the Chamber shall engage a professional accountant to conduct a Review of the financial statements of the Chamber and provide a Review Engagement Report that the Chamber will attach to its annual Financial Statements.

12.6 Questions of the Auditor

At any general meeting the auditor, if present, shall answer enquiries concerning the financial statements of the Chamber and the auditor's opinion of the statements as set out in the auditor's report.

12.7 Preparation of Auditors Report

The auditor shall at all times have access to every document of the Chamber and is entitled to require from the Board, Officers and employees of the Chamber information and explanations that the auditor considers necessary to enable the preparation of the auditor's report.

Article 13 – SEAL

13.1 Common Seal

The Chamber may have a common seal on which the 'Whitehorse Chamber of Commerce' shall be engraved.

13.2 Custody

The Board shall arrange for the safe custody of the Common Seal of the Chamber with the Secretary and Executive Director of the Chamber.

13.3 Execution of Instrument

The Common Seal may be affixed to any instrument in the presence of and contemporaneously with the attesting signatures of any two (2) Officers of the Chamber.

13.4 Certification

For purposes of certifying documents of proceedings of the Chamber, the Common Seal may be affixed in the presence of and contemporaneously with the attesting signature of one (1) Officer of the Chamber.

13.5 Board Resolution

The Common Seal of the Chamber shall not be affixed to any instrument by any other person without authorization by resolution of the Board appointing that person for such purpose.

Article 14 – PROCEDURE AND POLICIES

14.1 Procedure

Parliamentary procedure, where not at variance with Bylaws, shall be followed at all general and Board meetings in accordance with Robert's Rules of Order.

14.2 Rules, Regulations, and Policies

Without limiting the generality of the following, the Board shall make and approve Rules, Regulations, and Policies, consistent with these Bylaws pertaining to:

- a) Mission, Vision, and Values of the Chamber;
- b) Governance of the Chamber;
- c) Procedures for Election of Directors;
- d) Publicity and Public Communication on Behalf of the Chamber;
- e) Terms of Reference for Committees;
- f) Human Resources Policies;
- g) Position Descriptions for the Officers and the Executive Director;
- h) Signing Officers of the Chamber;
- i) Financial Policy;
- j) Committee Policy;
- k) Elections Policy;
- l) Voting Policy;
- m) Conflict of Interest; and
- n) Such other matters deemed necessary for the proper conduct of the Chamber's business and operation.

14.3 Resolving Disputes

- a) Any dispute between members and members shall be arbitrated by the Executive Director;
- b) Any dispute between Board members and members shall be arbitrated by the Board Chair;
- c) Any dispute between Board members and Board members shall be arbitrated by appointed Board members and/or the Executive Director who are not an interested party in the dispute; and
- d) Any dispute as noted in 16.3 that is not resolved through the arbitration process as noted or that concerns the interpretation or application of the Bylaws, and any dispute concerning the rights of a member or the powers of a Director or Officer, shall be submitted to and decided by Arbitration under the Arbitration Act of Yukon.

Article 15 – BANKING AUTHORITY

15.1 Authority of Appointment

The Board shall have the authority to appoint, from time to time, any banks, banking institutions or trust companies as bankers for the business of the Chamber.

Article 16 – BYLAWS

16.1 Amendment

These Bylaws may be amended or repealed by Special Resolution at a general meeting of the Chamber as prescribed by Yukon legislation and regulations governing the operation of societies in Yukon.

Special Resolutions approved at general meetings are not effective until filed with and approved by the Registrar of Societies for Yukon.

16.2 Binding

These Bylaws shall be binding on members of the Chamber, its Officers and all persons lawfully under

its control.

16.3 Adoption

With the adoption of these Bylaws all former Bylaws are hereby repealed.

Article 17 – INDEMNIFICATION

17.1 Limitation of liability

Every Director and Officer of the Chamber in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Chamber, shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and shall comply with the Act, the regulations pursuant to the Act and the constituting documents of the Chamber including these Bylaws.

Subject to the Act, no Director or Officer, former Director or Officer or person who acts or acted at the Chamber's request as a Director or Officer of a body corporate, partnership or other association of which the Chamber is or was a shareholder, partner, member or creditor, in the absence of any dishonesty on his part, shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or such person, or for joining in any receipt or other act for conformity or for any loss, damage or expense happening to the Chamber through the insufficiency or deficiency of title to any property acquired for or on behalf of the Chamber, or through the insufficiency or deficiency of any security in or upon which any of the monies of the Chamber are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any money, securities or effects of the Chamber shall be deposited, or for any loss occasioned by error of judgment or oversight, whether gross or otherwise, on his part, or for an loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto.

17.2 Indemnity

The Chamber shall indemnify a Director or Officer, a former Director or Officer, or person who acts or acted at the Company's request as a Director or Officer of a body corporate, partnership or other association of which the Chamber is or was a shareholder, partner, member or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment and including any income tax application to any payment made pursuant to this paragraph 19.2, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Chamber or such body corporate, partnership or other association, if:

- a) he/she acted honestly and in good faith with a view to the best interests of the Chamber; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his conduct was lawful.

The Chamber shall also indemnify such person in other circumstances as the Act or law permits or requires. Nothing in these Bylaws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these Bylaws.

Article 18 – DISSOLUTION

18.1 Disposal of Assets

On dissolution of the Chamber, the assets remaining after all debts have been paid or provision for payment has been made shall:

- a) distribute the remaining assets, if any, to the members in good standing who shall hold the assets in trust, for a specified period of time or until a society with a similar purpose to the Chamber is registered and commences operation, whichever comes first; and
- b) in the event that no society is formed within five (5) years after the date of dissolution of the

Chamber, the members in good standing at the time of the event are entitled to the assets of the Whitehorse Chamber of Commerce.

UNAPPROVED

Schedule 'A'
Classes of Membership and Fees
As of July 1, 2022
 July 1 – June 30 Membership Year

RATES

| JULY 1, 2021 - JUNE 30, 2022 | | | |
|------------------------------|-------------|-------|------------|
| NO. OF EMPLOYEES | ANNUAL DUES | GST | TOTAL DUES |
| 1 – 5 | \$173.25 | 8.66 | \$181.91 |
| 6 – 10 | \$323.70 | 16.19 | \$339.89 |
| 11 – 20 | \$438.65 | 21.93 | \$460.58 |
| 21 – 30 | \$548.60 | 27.43 | \$576.03 |
| 31 – 40 | \$664.00 | 33.20 | \$697.20 |
| 41 – 50 | \$779.65 | 38.98 | \$818.63 |
| 51 – 75 | \$895.15 | 44.76 | \$939.91 |
| 76 – 100 | \$1010.65 | 50.53 | \$1061.18 |
| 101 – 200 | \$1241.65 | 62.08 | \$1303.73 |
| 201+ | \$1819.15 | 90.96 | \$1910.11 |
| Government (All Levels) | \$488.75 | N/A | \$488.75 |
| Non –Profit | \$173.25 | 8.66 | \$181.91 |
| Non-Resident | \$173.25 | 8.66 | \$181.91 |
| Individual Member | \$173.25 | 8.66 | \$181.91 |