



Chamber of
Commerce
Executives
of Canada

Assoc. des cadres
des chambres
de commerce
du Canada

BYLAWS

Approved By The Membership: October 7, 2025

1. Name and Objectives

- 1.1 The name of the organization shall be "Chamber of Commerce Executives of Canada / Association des cadres des chambres de commerce du Canada", hereinafter referred to as "CCEC".
- 1.2 The purpose of CCEC shall be to enhance the professional effectiveness of Chambers across Canada by offering professional development training, conducting research and curating information and resources, celebrating the outstanding contributions of Chamber staff, and creating an inclusive peer network of Chamber professionals.
- 1.3 The organization is politically non-partisan and non-sectarian.

2. Definitions

- 2.1 **"Act"** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the corporation;

"corporation" means CCEC;

"board" means the board of directors of CCEC;

"executive" means the executive committee of CCEC;

"director" means an elected or appointed member of the board;

"officers" means the President, 1st Vice President, 2nd Vice President, Secretary-Treasurer and Past President;

"chamber" means a Chamber of Commerce or Board of Trade;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

“member in good standing” means any member whose annual membership is paid or active for the current year and who has not been expelled by the board; and,

“chapter” means the provincial professional development associations that operate as committees of CCEC.

3. Membership Conditions

- 3.1 Subject to the articles, any non-partisan and non-sectarian Chamber of Commerce or Board of Trade in Canada is eligible for membership in CCEC.
- 3.2 Chambers shall be accepted into CCEC’s membership once a completed application form, and membership dues, if any, have been collected.
- 3.3 The term of membership shall be to the end of the current calendar year, expiring December 31, subject to renewal in accordance with CCEC’s policies.
- 3.4 Each member shall be entitled to receive notice of, attend, and vote at all meetings of the membership. Only one vote shall be allowed per member.
- 3.5 Memberships are non-transferable.
- 3.6 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

4. Membership Dues

- 4.1 Membership dues shall be set annually by the Board of Directors.
- 4.2 Members shall be notified in writing of the membership dues payable by them, and, if not paid within 3 months, the members in default shall automatically cease to be members of CCEC.

5. Termination of Membership

- 5.1 Membership in CCEC shall be automatically terminated when:
 - a. the member dies or resigns;
 - b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
 - c. the member’s term of membership expires; or
 - d. the corporation is liquidated and dissolved under the Act.
- 5.2 Membership may be cancelled at any time by providing written notice to the Executive Director. Pro-rated refunds will not be provided.
- 5.3 The board shall have the authority to suspend or expel any member of CCEC for any one or more of the following grounds:
 - a. violating any provision of the articles, by-laws, or written policies of CCEC;

- b. carrying out any conduct which may be detrimental to the corporation as determined by the board in its sole discretion;
 - c. for any other reason that the board in its sole and absolute discretion considers to be reasonable.
- 5.4 Subject to the articles, upon the termination of a membership, all rights of the member automatically cease to exist.

6. Membership Termination Appeals

- 6.1 In the event that the board determines that a member should be expelled or suspended from membership in the corporation, the president shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the president, in response to the notice received within such a twenty (20) day period.

In the event that no written submissions are received by the president, the president may proceed to notify the member that their membership is suspended or expelled.

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

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

7. Directors and Officers

- 7.1 The board shall be the governing body, and shall consist of:
 - a. Executive comprised of 5 members elected from the membership;
 - b. 6 Directors appointed by the provincial Chapters;
 - c. Up to an additional 5 Directors elected from the membership; and
 - d. 1 Director from an Accredited Chamber to serve as our Chamber Accreditation Council of Canada representative.
- 7.2 The Executive shall consist of the following 5 positions:
 - a. President (who shall be Chairperson)
 - b. 1st Vice President
 - c. 2nd Vice President
 - d. Secretary Treasurer
 - e. Immediate Past President
- 7.3 Any member in good standing may be elected as a Director after serving their Chamber for 1-year.
- 7.4 The board is responsible and accountable for the business and affairs of the organization. The

Board has full power and authority to do all things necessary to accomplish the objects of the organization which are authorized through these bylaws and board policies.

- 7.5 The board may delegate operational responsibilities to another party in accordance with board policies. The board shall be responsible for monitoring and evaluating the work delegated to this party.
- 7.6 Directors shall be elected or appointed, as the case may be, for a 1 year term, expiring at the next Annual General Meeting.
- 7.7 Directors shall be permitted to serve 5 consecutive terms. No Director shall succeed themselves after a fifth consecutive term unless they become an Officer.
- 7.8 The Officers of CCEC shall be:
 - a. President
 - b. 1st Vice President
 - c. 2nd Vice President
 - d. Secretary Treasurer
 - e. Immediate Past President
- 7.9 The board may appoint Officers, specify their duties, and subject to the Act, delegate to such Officers the power to manage the affairs of CCEC.
- 7.10 If the office of any Officer becomes vacant, the board may, by resolution, appoint a person to fill such vacancy until the following Annual General Meeting.
- 7.11 No officer shall hold the same office more than once in succession, with the exception of the Immediate Past President, as may be needed for succession planning.

8. Meetings of the Board of Directors

- 8.1 Board meetings shall be held quarterly at a time and place designated by the President.
- 8.2 Additional board meetings may be called at any time, as needed, by the President.
- 8.3 At least 5 days' notice of board meetings shall be given to all Directors by e-mail, social media, phone call or website.
- 8.4 Any 7 members of the board, lawfully met, shall constitute a quorum, and may do all things within the power of the board.
- 8.5 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting shall have a second vote.

9. Committees of the Board of Directors

- 9.1 The board may from time to time appoint any committee or other advisory body, as it deems necessary, and subject to the Act, with such powers as the board shall see fit.
- 9.2 Committees shall operate within the Terms of Reference approved by the board.

- 9.3 Any committee member may be removed by resolution of the board.

10. Election of the Board of Directors

- 10.1 90 days prior to the Annual General Meeting, the board will issue a call for nominations to all members in good standing.
- 10.2 Nominations will be accepted for 30 days, at which point nominations for the year will close.
- 10.3 At each Annual General Meeting, the outgoing Past President will present a list of nominees, and the voting members shall elect the board from the list.
- 10.4 Nominations from the floor of the Annual General Meeting will not be accepted.

11. Membership Meetings

- 11.1 The Annual General Meeting will be held at a time and place determined by the Board. At least 30 days' notice shall be given to the membership by email, social media, or website.
- 11.2 The board shall call a special membership meeting in accordance with Section 167 of the Act, on receiving a written request, signed by 5% of the membership.
- 11.3 Subject to compliance with Section 159 of the Act, special membership meetings may be held at any place within Canada determined by the board.
- 11.4 Quorum at any meeting of the members shall be 10 voting members, representing not less than 4 provinces and/or territories.
- 11.5 At all meetings of the membership, every question shall be decided by a majority of votes cast on the question. In case of an equality of votes, the Chair of the meeting shall have a second vote.
- 11.6 The only persons entitled to be present at meetings of the members shall be those entitled to vote at the meeting, the directors, and the public accountant of the corporation, and such other persons who are entitled or required under any provision of the Act. Any other person may be admitted only on the invitation of the Chair of the meeting.
- 11.7 The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

12. Electronic Means, Virtual Meetings and E-resolutions

- 12.1 Any meeting of the corporation, including board meetings, committee meetings, Executive meetings, Annual General Meetings, or special membership meetings, may be held entirely by electronic means.
- 12.2 In accordance with the Act and the Regulations, meetings held entirely by electronic means shall permit all participants to communicate adequately with each other during the meeting.
- 12.3 If the corporation chooses to hold a meeting virtually, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication

facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the corporation has made available for that purpose.

- 12.4 The board may approve resolutions by way of electronic resolution ("e-resolution"), using an email message sent by the President or Executive Director. A minimum of 48 hours is to be provided for board members to vote on an e-resolution.
- 12.5 E-resolutions shall be considered carried or rejected when the majority of directors have cast a vote. If less than a majority cast a vote, the motion shall be considered withdrawn.

13. Financial

- 13.1 The financial year end of the corporation shall be June 30 in each year.
- 13.2 The banking business of the corporation shall be transacted at a bank in Canada, appointed by the board. The banking business or any part of it shall be transacted by an Officer of the corporation or other persons as the board may by resolution direct or authorize.
- 13.3 All Officers shall have signing authority and may execute documents, enter into agreements, or conduct financial transactions, in accordance with the policies and procedures established by the board. The board may designate additional signing authorities by resolution.
- 13.4 The directors of the 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 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 debt obligation of the corporation.
- 13.5 An external financial review of the books and accounts of the corporation shall be conducted annually by a qualified chartered accountant duly appointed at the annual general meeting.
- 13.6 The corporation shall be sent to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act. Instead of sending the documents, the corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge.

14. Dispute Resolution

- 14.1 In the event that a dispute or controversy among members, directors, officers, committee members, or volunteers of the corporation can not be resolved in private meetings between the parties, such dispute or controversy shall be settled by a process of dispute resolution as follows:
 - a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board) appoints one mediator, and the two mediators jointly appoint a third mediator.

- b. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the corporation is situated or as otherwise agreed upon by the parties to the dispute.
- d. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- e. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

15. Indemnification

- 15.1 Every Director or Officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, be indemnified and saved harmless out of the funds of the corporation from and against:
- a. all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or 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;
 - b. all other costs, charges, and expenses which such Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Chamber, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default. In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in paragraph (a) of this provision, the board may approve such advance.
- 15.2 The corporation shall maintain sufficient insurance for the purpose of this section.

16. Dissolution of Corporation

- 16.1 The corporation may dissolve as set out in the *Act*.
- 16.2 If the corporation is dissolved, any funds or assets remaining after discharging all debts and liabilities shall be paid to another organization for purposes as approved by a majority resolution of the membership at a meeting duly convened for such purpose.

17. Bylaws

- 17.1 The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions.

- 17.2 The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) of the Act.