

REPORT TO MEMBERS – Revised By-Laws of the Society

March 9, 2018

Kelowna Chamber of Commerce

BACKGROUND

The Kelowna Chamber of Commerce was incorporated as a nonprofit society in 1906. Over the years, various iterations of our By-Laws have been tabled and adopted by our membership, to fit the evolving business world of which we are a part. Our Chamber is legally registered with Industry Canada, a federal body. The last approved set of By-Laws with Industry Canada is dated January 2000.

For ease in reading, we are posting both our existing By-Laws; and the revised By-Laws (2018) which we table for member approval at the March 13, 2018 AGM. Click each heading to review each document.

The changes are being proposed in order to clarify several points highlighted below under "Key Points". Once our membership accepts the revised By-Laws being tabled on March 13, 2018, we submit the revised By-Laws to Industry Canada. That approval process is expected to take six months to a year - if Industry Canada wishes other changes, the Chamber will come back to the membership for another vote for approval of any other changes required by Industry Canada.

GENERAL CHANGES

1. **GENERAL CLEANUP (Entire bylaws)** - A number of grammatical adjustments have been made to provide clarity, be non-gender specific, increase flexibility in electronic notification and voting, and be more in alignment with recent interpretation of the Federal Boards of Trade Act.

SPECIFIC AND SUBSTANTIVE CHANGES

2. **SECTION 4 (Name and Objects)** – We are proposing to remove from section 4 the following words: “nor support a specific business endeavour of one person or corporation.”
EXPLANATION: The Board believes this specific reference could have too broad an interpretation that, at times could infringe with Section 2 that describes as the Chamber’s primary role, promoting and improving trade and commerce in the City of Kelowna. A review of similar Chamber bylaws revealed that no other chamber had a similar reference that could constrain the Chamber’s role as an advocate for its members and the business community. As a result, it was felt in order to avoid debates over how this reference is interpreted it would be reasonable to remove it altogether.
3. **SECTION 10 (Membership)** – In order to meet the requirements of the Boards of Trade Act we have been advised that bylaws must (mandatory) clearly state the conditions of membership including who is eligible, the rights and conditions for each class/group of membership and the voting rights as well as the number of votes assigned to each member/class. As a result of this guidance we have added a new section (14) that reads as follows:

There are three classes of membership including:

- (a) *Basic membership which has all the rights and privileges of active membership including the right to hold office and one non-transferable vote so as to participate in any vote on matters the membership considers.*
- (b) *Premium membership which has all the rights and privileges of active membership including the right to hold office and seven votes so as to participate in any vote on matters the membership considers.*
- (c) *Honorary membership, which has all the rights and privileges of active membership including the right to hold office and one vote on all matters the membership considers.*

If this amendment is supported it will make Section 21 redundant and thus it is being recommended for removal. The current Section 21 notes that any entity can acquire multiple memberships. Clarifying that a member can have multiple votes through a Premium Membership makes this paragraph unnecessary.

4. **SECTION 15 (Membership)** – Current bylaws (year 2000) include reference to any member who has completed forty (40) consecutive years as a member shall be appointed for life and will not be required to pay dues. As this is difficult to track and runs contrary to current practice it is recommended that this section and reference to Life Members be removed.
5. **SECTION 25 (Executive and Board)** – (Now proposed as Section 29 - Board). It was felt that a substantial clean up was necessary for this section so as to be easily understood by members and to meet the current interpretation of the Boards of Trade Act which in part does not permit appointees to the Board. As a remedy it is recommended that the Board be made up of 14 elected directors and the immediate past president. The Board will still consider bringing key stakeholders (appointees) to the table but that will be described in the future under the “Board Policy Manual” rather than entrenched in Bylaws.
6. **SECTION 25 (G) (Executive and Board)** – (Now proposed as Section 52-55 - Officers and Executive). To clarify the exact number of members of the executive and the specific titles and responsibilities of the Officers, a number of new sections under “Officers and Executive” is being recommended. The new sections clearly identify a President, Executive Vice President, Secretary/Treasurer and two additional Vice Presidents as the officers of the Chamber. They and the immediate Past President will now make up the Executive Committee.