



## Annual Report to Delegates

Monday, September 27, 2010

8:45 a.m. to 9 a.m.

Hilton Lac-Leamy, Beethoven and Chopin Ballroom

### Memorandum

To: Member chambers of commerce and boards of trade

From: Shauneen Bruder, Chair of the Board of Directors

Date: August 25, 2010

RE: **BY-LAW AMENDMENTS**

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Strengthening the chamber network is one of the Canadian Chamber of Commerce's strategic priorities, as outlined in its *Strategic Plan 2008-2011*. Since the release of its strategic plan, the Canadian Chamber has undertaken numerous initiatives to engage, align and promote the chamber network. One of these initiatives was to invite the Chair of the Chamber of Commerce Executives of Canada (CCEC) to sit on the Canadian Chamber's board of directors as a Chair's appointment. At its meeting on August 20, 2010, the executive committee of the board of directors approved amending the Canadian Chamber's by-laws to create a permanent seat on the board for the Chair of the CCEC.

In accordance with our by-laws, proposals to amend the by-laws originate from the board of directors and must be ratified by a vote of accredited delegates. We will be soliciting your approval at our upcoming AGM on September 27, 2010. On behalf of the board of directors, I thank you in advance for your support of these changes to the Canadian Chamber by-laws.

We hope this memo will clarify the nature of the amendments that the board of directors is recommending for approval at the AGM. If you have any questions about our proposal or the process, please contact Stacey Roy, Manager, Chamber Development and Services at 1.800.661.2930 ext. 237 or at [sroy@chamber.ca](mailto:sroy@chamber.ca).

# Proposed By-law Amendments

As Chair of the Board of Directors, I, Shauneen Bruder, in accordance with our by-laws do hereby request a motion for the approval of the by-law amendments as recorded below. (A two-thirds majority is required for approval.)

## OFFICERS AND DIRECTORS BY-LAW 3

*The following proposed amendments would create a permanent seat on the board for the Chair of the Chamber of Commerce Executives of Canada (CCEC) and clarify this director's term of office.*

### (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;
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, ~~and~~ 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 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.

## **NATIONAL BOARD OF DIRECTORS BY-LAW 4**

*The following proposed amendments would clarify the composition and term of office of the officers and directors.*

(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:

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;

(D) Term of Office - Vacancies

The terms of office of all members of the Board, excepting the Directors designated in paragraphs 1, 4, ~~and 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.