

THE BRITISH CANADIAN CHAMBER OF TRADE AND COMMERCE

(“BCCTC”)

Summary of New Constitution

Recent changes in Federal Law for Not for Profit Corporations require all federally incorporated not for profits to update their Charter Documents (Letters Patent or Articles and By-Laws) by October 2014 and to file Articles of Continuance in Ottawa.

The Board of BCCTC has had lengthy discussions with the Central Division Council, other interested persons, including representatives from Vancouver and Calgary and its legal advisers to develop a Constitution which creates a new structure for BCCTC. The mandate was to create a structure which will permit the BCCTC to once again become a national body and which reflects the goals of its Strategic Plan

This summary reflects the key parts of the new structure which is created by the Articles of Continuance and the new By-Law No. 1

1. The existing BCCTC continues as a National Body which will follow, promote and develop the principles set out in the Strategic Plan. It will have the right to establish Chapters, initially five (5) in: Toronto, Ottawa, Montreal, Calgary, Vancouver and more as may be approved by the Board.

Its function will be a National Body with representation from local Chapters. It will provide services, develop policies and set national standards for the BCCTC as a whole, including local Chapters. Responsibilities of the National Body will include banking, invoicing, maintaining financial and corporate records, preparation of financial statements and maintaining the national membership list. It will maintain the national website and communications both internal and external. It will make all decisions on hiring and firing staff at the National and Chapter levels with input from the Chapter Council through the Chapter Vice President.

There will be a National Board of Directors elected by the Voting Members.

The Board will elect Officers, including a President, Vice-Presidents, a Treasurer and possibly other Officers who will report to the National Board.

National Committees will be established by the Board as envisaged in the Strategic Plan. They will include representation from local Chapters. They will include a President's Advisory Council. There will be an Executive Committee, the members of which will include the President, the Chapter Vice Presidents and the Treasurer. The composition of the committees will be decided by the Board.

There will be a National Executive Director who will report to the President. The Executive Director will oversee the day to day operations at the National level and will provide support to the local Chapters.

2. Local Chapters will be the equivalent of the old divisions. They will be created by the Board. They will be responsible for the activities in their area. They will be accountable for their own activities. Each will have a Vice-President who will, in practice, be the Director elected by that Chapter.

Each Chapter will have its own Council chaired by its Vice-President. The Council members will be approved by the Executive Committee on behalf of the Board. Each Chapter will submit its budget to the Treasurer to become part of the National budget. It will be responsible for promoting the goals of the BCCTC in its region. When budget permits, it will have its own paid staff who will liaise with the National Executive Director and Treasurer.

3. There will be Voting Members as well as Associate Members and Honorary Members who will not have voting rights.

The new Act permits regional groups of members. Therefore each member, whether that member is a Voting Member, an Associate Member or Honorary Member may apply to be a member of a "Chapter group" or Chapter as a member of the BCCTC.

National Voting Members, with offices in more than one area where there is a Chapter, may apply to be voting members of more than one Chapter.

Members who are not individuals will have the right to nominate a Representative to each Chapter where they are a member and Voting Members will have one (1) vote at National members meetings for each Chapter in which they are a voting member.

Each voting member of a Chapter will have one (1) vote at meetings of members of that Chapter.

The Voting members of each Chapter will have the right to elect one (1) Director to the National Board at a Meeting of the members of that Chapter.

The Associate members will have no voting rights, except for special situations where the statute gives them a voting right. They will have the right to receive notice of and to attend members meetings.

Honorary members will have no voting rights, except for special situations where the statute gives them a voting right. They will not have the right to receive notice of or to attend members meetings.

The statute does not permit “ex-officio” Directors, but the Director elected by each local Chapter will generally be appointed as a Vice President by the Board.

The Voting members as a whole will have the right to elect a minimum of two (2) and a maximum of ten (10) Directors at large. The minimum number of Board members will be three (3) and the maximum Board size will be twenty (20). This will accommodate the appointment of additional Directors from new Chapters.

The Voting members will vote as one group on all matters at member meetings except the election of the Chapter Board members.

Honorary members could be members of the Advisory Council, the High Commissioner or other worthy persons. Associate members could, for example, be the Consul Generals in the Chapter areas, if they are permitted and representatives from DEFAIT and Provincial Trade and Investment offices. The Board will decide on the details of these membership classes.

The existing “membership categories” will be revisited to reflect the changes. They are primarily membership benefits. A provision has been included in the By-laws to permit different membership dues for members in the same class.

The Board will consider whether National members who are members of more than one Chapter should pay the membership dues based the number of Chapters they have joined, or whether the existing membership categories are maintained.

Principles will be developed as part of the budgeting process to allocate membership revenue between National and the local Chapters.

4. The National Board will be elected by the Voting Members as outlined above for four (4) year terms, which would be reached after four (4) years. Initially Directors will be appointed for one (1), two (2), three (3) or four (4) years.

The Officers at National level will be appointed by the Board following each annual meeting. The Officers (apart from the President, Vice Presidents and Treasurer) need not be Directors. They will include the Vice-Presidents from each Chapter who will be the directors elected by each Chapter. A nominating process for Directors at large and Officers will be established by the Board.

The National Board will set and approve the budget at the National level including allocation of membership dues to local Chapters as well as sponsorship revenues and the like.

5. The strategic plan will be updated to reflect the changed structure.

6 There will continue to be discussions with representatives of HMG to keep them advised of progress and ensure their continuing support.

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