SUSSEX AND DISTRICT CHAMBER OF COMMERCE

BY-LAWS

A by-law relating generally to the conduct of the affairs of

Sussex and District Chamber of Commerce

(the "Chamber")

BE IT ENACTED as a by-law of the Chamber as follows:

ARTICLE I
DEFINITIONS AND INTERPRETATION

1. Definitions

In this By-Law and in all other By-Laws of the Chamber, unless the context otherwise requires:

"By-Laws" means this By-Law and any other by-law of the Chamber as amended and which are, from time to time, in force and effect;

"Committee Member" means a member of any committee or other advisory body of the Board;

"Board" means the Board of Directors of the Chamber, as set-out in these By-Laws;

"Director" means a member of the Board and, for further certainty, includes the President, Vice-president(s) and Secretary-Treasurer elected in accordance with these By-Laws;

"District" means the area within and for which the Chamber was established, and includes any change in district that may be approved from time to time;

"**Meeting of Members**" includes an Annual General Meeting, special general meeting or other general meeting of Members of the Chamber;

"Member" means an individual or organization that has been accepted as a Member of the Chamber in accordance these By-Laws;

"Officer" or **"Officers"** means the President, Vice-president(s), Secretary-Treasurer and any one or more other persons, respectively, who have been appointed as officers of the Chamber in accordance with the By-Laws;

"Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

2. **Interpretation**

In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

ARTICLE II
BUSINESS OF THE CHAMBER

3. **Location of the registered office**

The registered office of the Chamber shall be in the District.

4. **Non-partisan/non-sectarian**

The Chamber shall be non-partisan and non-sectarian and shall not lend its support to any candidate for public office.

5. **Object of the Chamber**

The object of the Chamber shall be to promote and improve trade, commerce and the economic, civic and social welfare of the district served by the Chamber.

6. **Corporate seal**

The Chamber may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Executive Director shall be the custodian of the corporate seal.

7. **Books and records**

The Board shall see that all necessary books and records of the Chamber required by the By-Laws or by any applicable statute or law are regularly and properly kept. The books and records shall be available at all reasonable hours to any Member of the Chamber free of any charge.

8. **Execution of documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Chamber may be signed by any one officer. In addition, the Council may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal

(if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Chamber to be a true copy.

9. Financial year end

The financial year end of the Chamber shall be December 31 in each year.

10. Banking Arrangements

The banking business of the Chamber shall be transacted at a bank, Credit Union or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Chamber and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

11. Rules of Procedure

Any question of procedure pertaining to any meeting of the Members or Board of Directors or a committee, which have not been provide for in these by-laws or by applicable statues, shall be determined by the chairman of the meeting.

12. Appointment of auditor

The Members shall, at the Annual General Meeting of Members in each year, appoint an auditor. In each year the appointed auditor shall conduct a Notice to Reader and annual financial statements of the Chamber for report to the Members at the Annual General Meeting of Members for the next year. An appointed auditor shall hold office until the next Annual General Meeting of Members provided that the Board may fill any casual vacancy in the office of auditor. Any remuneration of the auditor shall be fixed by the Board.

13. Powers of the Board

The Chamber shall be managed by the Board and the Board shall have full power and authority to do all things necessary to accomplish the objectives of the Chamber that the Chamber is by law authorized to do and that is not required to be done by Members at general or special meetings. This authority shall include the right of the Board to delegate any of its powers to the Officers or anyone deemed or directed and to revoke any such delegation. Without restricting the general powers described herein, the Board shall have the following specifically enumerated powers:

(a) To purchase or otherwise acquire for the Chamber any movable or immovable property, rights or privileges to further the object of the Chamber, at such price and generally on such terms and conditions as they think fit;
(b) To borrow money on the credit of the Chamber;

(c) To issue, reissue, sell or pledge debt obligations of the Chamber;
(d) To mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Chamber, owned or subsequently acquired, to secure any debt obligation of the Chamber;
(e) To enter into any contract of employment or other contract of services with any person in the interests and on behalf of the Chamber;
(f) To develop, institute and amend policies, procedures and standards for the conduct of the affairs of the Chamber and the Board, provided that such policies, procedures and standards or amendments thereof shall not be inconsistent with any law or any by- law of the Chamber;
(g) To invest and deal with any of the money or other assets of the Chamber, not immediately required for the purpose of the Chamber, upon such security and in such manner deemed appropriate and, from time to time, to vary or realize upon such investments;
(h) To constitute any committee, task forces or study groups and to designate Directors, or others, to examine, consider and report upon any matter or take such action as the Board may direct;
(i) To deliver representations in any form to any level of Government in Canada and elsewhere as may be determined to be in the best interests of the Chamber or its Members generally; and
(j) To enter into affiliations with the Canadian Chamber of Commerce, the Atlantic Chamber of Commerce and other organizations of any nature whatsoever, on such terms as the Board determines.

ARTICLE III
MEMBERSHIP IN THE CHAMBER

14. Membership conditions

Membership in the Chamber shall be available only to:

(a) an individual, whether resident in the District or not, who is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District;
(b) a society, body corporate or organization who is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District; or
(c) an individual, society, body corporate or organization who is not referred to above, but is recommended by the Board for membership in the Chamber at any Meeting of the Members.

15. Authorized Representative

Any Member who is not an individual shall designate an individual as that Member's primary representative to exercise the rights and privileges of the Member in the Chamber. Such designation may be changed by the Member from time to time.

16. Register of Members

The Chamber shall maintain a register of Members in the form prescribed by the Board. The register of Members shall be conclusive evidence as to membership in the Chamber. A Member, upon resignation or removal from membership, shall cease to be a Member of the Chamber and the name of such Member shall be removed from the register of Members.

17. Admission of Members

An eligible candidate may be proposed either at any general meeting of the Company or its Directors or via email to the board. Should such proposal be carried by a majority of two thirds of the Directors; the said candidate shall become an Active Member.

18. When membership dues are payable

Members shall be notified in writing of the subscription amounts or membership dues at any time payable by them and, if any are not paid within 90 of their due date the Members in default shall automatically cease to be Members of the Chamber.

19. Termination and withdrawal of membership

A membership in the Chamber is terminated when:

(a) the Member dies, or, in the case of a Member that is an organization or a corporation, the organization is disbanded or the corporation is dissolved;
(b) a Member fails to maintain any qualifications for membership described in the section on membership conditions of this By-law;
(c) the Member retires or resigns by providing ten (10) days written notice of such resignation to the Executive Director of the Chamber and satisfying any lawful liability outstanding against such Member on the books of the Chamber at the time of such written notice; or
(d) the Member is expelled in accordance with any section on discipline of Members of this By-law or is otherwise terminated in accordance with the By-laws.

20. Effect of termination and withdrawal of membership

Upon any termination of membership, the rights of the Member, including any rights in the property of the Chamber, automatically cease to exist.

21. Discipline of Members

The Board shall have authority to suspend or expel any Member from the Chamber for any one or more of the following grounds:

(a) violating any provision of the By-Laws, or written policies of the Chamber;
(b) carrying out any conduct which may be detrimental to the Chamber 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, having regard to the purpose of the Chamber.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Chamber, the President, or such other Officer as may be designated by the Board, 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, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Chamber. If written submissions are received in accordance with this provision, 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.

22. Membership transferability

A membership in the Chamber may only be transferred upon approval by a majority of two-thirds of the Directors of the Chamber present at a board meeting.

ARTICLE IV
MEETINGS OF MEMBERS

23. Annual General Meeting of Members

The Annual General Meeting of Members will be held no later than March 31st and at this meeting the following items shall be put before the Members for consideration:

- The election of the President, Vice-president(s), Secretary-Treasurer at least 6-8 other Directors of the Board;
- The appointment of auditors of the Chamber;
- The annual report of the Executive Director of the Chamber; and

- Annual financial statements;

24. Notice of Meetings of Members

Notice of the time, date and place of the Annual General Meeting or Special Meetings of Members shall be given to each Member during a period of five (5) to ten (10) days before the day on which the meeting is to be held, by one (1) or more of the following options:

(a) by delivery personally to the Member to whom it is to be given or if delivered to such Member's address as shown in the records of the Chamber;
(b) by mail at each Member' s recorded address by prepaid ordinary or air mail; or
(c) if sent to each Member by telephonic, electronic or other communication facility at such Member's recorded address for that purpose.

If an electronic means is to be used, each Member receiving an electronic notice or other document must consent to such method of communication and designate an information system for the receipt of the electronic notice or other document. For each Member who has not consented, a copy of the notice or other document is to be sent to that Member.

Where the business to be considered at a Meeting of the Members is any business other than the election of directors, appointment of auditors, annual report of the President, the consideration of the financial statements and auditor's report, and the treasurer's report, the notice of meeting shall include enough information on that business so that Members may make a reasoned decision in respect of such business.

25. Place of Meeting of Members

Meetings of the Members shall be held at any place within the District.

26. Persons entitled to be present at Meetings of Members

The only persons entitled to be present at a Meeting of Members shall be: the Members; the Directors, which include the President, Vice-president(s) and Secretary-Treasurer; the other Officers; the auditor; and such other persons who are entitled or required under any provision of the By-Laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by an Ordinary Resolution of the Members.

27. Chair of the Meetings of Members

The President shall chair all Meetings of the Members or, in the absence of the President, the Vice-president(s). In the event that the President and Vice-

president(s) of the Board are absent, any other Director chosen by the Board may preside.

28. Quorum at Meeting of Members

A quorum at any meeting of the Members shall be eleven (11) of the Members. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

29. Voting at Meeting of Members

Each Member shall be entitled to exercise one (1) vote at all Meetings of the Members. Where a Member is an organization, such Member shall designate, in the form required by the Chamber, an individual to exercise the vote on its behalf.

At any Meeting of the Members, a majority of the Members present are competent to do and perform all acts that either under the By-Laws are or shall be directed to be done at a Meeting of the Members. At any Meeting of Members every question shall be determined by an Ordinary Resolution, unless otherwise provided by the By-Laws.

30. In case of an equality of votes

In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

31. Participation by electronic means at Meeting of Members

If the Chamber chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. 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 provision who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Chamber has made available for that purpose.

ARTICLE V
BOARD OF THE CHAMBER

32. Number of Directors

The Chamber shall be managed by the Board, which shall consist of:

- a President, Vice-president(s) and Secretary-Treasurer, all of whom shall be elected from amongst the Directors at the first meeting held by it after the annual meeting of the company; unless elected at that annual meeting; and
- at least six-eight (6-8) other Directors, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year.

For further certainty, the President, Vice-president(s) and Secretary-Treasurer are Directors within the meaning of this By-Law.

33. Qualifications of Directors

Directors of the Chamber must be individuals and members of the Chamber. No employee of the Chamber shall be eligible to serve as a Director during his or her period of employment.

34. Term of office of Directors

The Directors shall be elected to hold office for a term of two (2) years, expiring not later than the close of the Annual General Meeting in the year following their election, or until they are removed from office or vacate it as specified under these By-laws.

35. Number of terms of Office of Directors

Each Director may only be re-elected to hold a maximum of 3 terms, in which case they shall not be eligible for election as a Director until a period of at least two years has lapsed.

36. Failure to elect Directors

In the event that Directors are not elected at the Annual General Meeting in a calendar year:

(a) the Directors may be elected at any next board meeting of the Chamber; and
(b) the Directors then in office shall remain in office until their successors are elected.

37. Automatic termination of director's term in office

The term of office of a Director shall be automatically terminated:

(a) if a Director, which includes the President, Vice-president(s) or Secretary-Treasurer, resigns by delivering a written resignation to the Executive Director of the Chamber;

(b) if at a Meeting of Members an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;
(c) on death of the Director; or
(d) if a Director is absent from meetings of the Board continuously for a period of six (6) months.

If the Director who is terminated under this provision is also the President, Vice-president(s) and/or Secretary-Treasurer of the Chamber, such Director's term of office as the President, Vice-president(s) or Secretary-Treasurer as the case may be, shall likewise be automatically terminated.

38. Removal of Directors by the Board

The Board may suspend or remove any Director, which includes the President, Vice-president(s) or Secretary-Treasurer, from office if such Director violates any provision of the Certificate of Formation, By-Laws, or written policies of the Chamber, is negligent in the performance of their duties, or carries out any conduct which may be detrimental to the Chamber as determined by the Board in its sole discretion. A Director so suspended or removed may appeal such suspension to the Members at the next Meeting of Members, at which time the Members may confirm the decision of the Board or reinstate such Director for the duration of their term of office.

39. Calling of meetings of the Board

Meetings of the Board may be ordered by the President or any two (2) Directors at any time and, if so ordered, shall be convened by the Executive Director.

40. Location of meetings of the Board

Meetings of the Board may be held at any time and place within the District as determined by the Board.

41. Members at Board meetings

Members may attend Board Meetings only on the invitation of the President of the Board or by an Ordinary Resolution of the Directors in attendance at the meeting. However, Members in attendance may not take part in the proceedings at any such meeting.

42. Participation in Board meetings by electronic means

If a majority of the Directors consent, a director may participate in a meeting of the Board or a committee of the Board by means of such telephonic, electronic or other communications facilities as to permit all persons participating in the meeting to

communicate adequately with each other. A Director participating in a meeting by such means shall be deemed to be present at the meeting.

43. Board meetings held entirely by electronic means

If the Directors call a meeting of the Board, those Directors may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

44. Notice of meeting of the Board

Notice of the time, date and place for the holding of a meeting of the Board shall be given in the manner provided in this By-Law to every Director of the Chamber during a period of five (5) to ten (10) days before the day on which the meeting is to be held if sent by mail and not less than forty eight (48) hours before the day on which the meeting is to be held if sent by telephonic, electronic or other communication facilities.

Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

45. First meeting of a new Board

Despite the section governing notice of meeting of the Board, provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

46. Regular meetings of the Board

Meetings of the Board shall be held as deemed necessary and no less than quarterly. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour as determined. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting

47. Quorum at meetings of the Board

Fifty percent (50%) of the Directors in office shall constitute a quorum at any meeting of the Board. A majority of such quorum may do all things within the powers of the Board. If quorum is not present at any meeting of the Board, the only business that can be conducted at that meeting is the setting of a new date.

48. Chair of Board meetings

The President shall chair all meetings of the Board or, in the absence of the President, the Vice-president(s). In the event that the President and Vice-president(s) of the Board are absent, any other Director chosen by the Board may chair the meeting.

49. Voting at meetings of the Board

Each Director shall be entitled to exercise one (1) vote at all meetings of the Board, unless a financial, business, family or other conflict of interest is declared. 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 in addition to an original vote shall have a second or casting vote.

50. Remuneration of Directors and Officers

The Directors, Officers and Standing Committee Members of the Chamber shall not be remunerated for their services.

51. Committees of the Board

The Board may from time to time appoint any committee or other advisory body and its members as it deems necessary or appropriate for such purposes and, subject to the By-Laws, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The duties and remuneration of any such committee shall be set by the Board. Any committee may be disbanded by the Board and committee member may be removed by the Board. All committees made or appointed by the Board shall report to the Board.

ARTICLE VI
OFFICERS OF THE CHAMBER

52. Roles of Officers

Unless otherwise specified by the Board which may, modify, restrict or supplement such duties and powers, Officers of the Chamber shall have the following duties and powers associated with their positions:

- **President**. The President shall be the chief executive officer of the Chamber and shall be responsible for implementing the strategic plans and policies of the Chamber. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Chamber.

- **Vice-president(s)**. The Vice-president(s) shall, in the absence or disability of the President, perform the duties and exercise the power of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board or the President.
- **Secretary-Treasurer**. The Secretary and Treasurer roles may be held separately or combined. In the absence or disability of an Executive Director, perform the duties and exercise the power of the Executive Director and shall have such other powers and duties as the Board or the President may specify.
- **Other Officers**. The Board may appoint such other Officers as it deems appropriate. The powers and duties of all other Officers of the Chamber shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time, vary, add to or limit the powers and duties of any officer.

53. Commitment of Office

The President, Vice-president(s) and Secretary-Treasurer of the Chamber, before starting the duties of their office, shall sign an oath or affirmation in the following form:

"I swear that I will faithfully and truly perform my duty as a board member of the Sussex & District 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 adapted to promote the objects for which the board was constituted, according to the true intent and meaning of the same."

54. Executive Director of the Chamber

The Board shall employ an Executive Director. The Executive Director shall have general control and management of the Chamber's business and affairs and shall appoint and have general supervision over and the power to dismiss all employees of the Chamber. It shall be the responsibility of the Executive Director to conduct the official correspondence, preserve all books, documents and communications, keep books of account and maintain accurate minutes of the proceedings of all meetings of the Members, the Board and all committees. The Executive Director shall have charge of the secretarial services of the Board and act as a signing authority under the authorization of the Board. The Executive Director shall attend all meetings of the Board but shall not vote. The Executive Director shall have such other duties as may be assigned, from time to time, by the Board.

55. Officer vacancies

In the event the Board appoints any other Officer of the Chamber, the Board may remove, whether for cause or without cause, any Officer so appointed, other than

the President, Vice-president(s) or Secretary-Treasurer. Unless so removed, an Officer shall hold office until the earlier of:

(a) the Officer's successor being elected or appointed;
(b) the Officer's resignation; or
(c) the Officer's death.

If the office of any appointed Officer of the Chamber (other than the President, Vice-president(s) or Secretary-Treasurer) shall be or become vacant, the Directors may appoint a person to fill such vacancy.

For further certainty, this provision does not apply to the President, Vice-president(s) or Secretary-Treasurer or any other member of the Board who shall be governed by the sections on automatic termination of director's term in office and removal by the Board.

ARTICLE VII
GENERAL

56. Indemnification

Every Director or Officer of the Chamber or other person who has undertaken or is about to undertake any liability on behalf of the Chamber 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, from time to time and at all times be indemnified and saved harmless out of the funds of the Chamber 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; and

(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.

57. Method of giving notice

Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received or served) pursuant to the By-Laws or otherwise to a Member, Director, Officer or Committee Member or to the auditor shall be sufficiently given:

(a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Chamber or in the case of notice to a Director to the latest address as shown in the last Annual Summary was sent by the Chamber to Corporations Canada;
(b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
(c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as previously mentioned; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Executive Director may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or Committee Member in accordance with any information believed by the Executive Director to be reliable. The declaration by the Executive Director that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Chamber to any notice or other document to be given by the Chamber may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

58. Invalidity of any provisions of these by-laws

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

59. Omissions and errors

The accidental omission to give any notice to any Member, Director, Officer, Committee Member or auditor, or the non-receipt of any notice by any such person where the Chamber 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.

60. By-laws or by-law amendments

A new By-law or an amendment to the By-Laws requires approval of:

the Members by Ordinary Resolution at any Meeting of the Members, provided that notice of meeting is provided to the Members in accordance with this By-Law;

Notice of a proposed new By-law or an amendment to the By-Laws must be in writing and sent to all Board Members with the notice of meeting at which such proposed amendment is put forward for approval. A copy of such notice must be duly entered in the books of the Chamber as a minute of the Chamber.

61. Repeal of prior by-laws

All previous By-Laws of the Chamber are repealed as of the coming into force of this By-Law. Such repeal shall not affect the previous operation of the previous By-Laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

61. Dissolution

In the event of the dissolution or winding-up of the Company, all of the assets remaining after payment of all liabilities shall be distributed or disposed of to such corporation having objects the same or similar to the objects of the Company and which carry on their work solely in the Sussex Service area or, failing this, in Southern New Brunswick, then Canada.

Approved March 21, 2025