

**AMENDED**

**MEMORANDUM**

**PROPOSED CHANGES TO THE ORGANIZATIONAL BY-LAW OF THE  
CANADIAN SLOVENIAN CHAMBER OF COMMERCE**

1. **Section 1.03 states:** “The usual place of meeting shall be in the City of Toronto.”

Proposed amendment: “THE USUAL PLACE OF MEETING SHALL BE IN THE CITY OF TORONTO OR SUCH OTHER LOCATIONS AS SELECTED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.”

2. **Section 3.02 states:** “Associations, corporations, societies, partnerships, or estates directly or indirectly engaged in trade, commerce, or the economic and social welfare of the Canadian Slovenian community may become members of the Chamber.”

Proposed amendment: “ASSOCIATIONS, CORPORATIONS, PARTNERSHIPS, DIRECTLY OR INDIRECTLY ENGAGED IN TRADE, COMMERCE, OR THE ECONOMIC AND SOCIAL WELFARE OF THE CANADIAN SLOVENIAN COMMUNITY MAY BECOME MEMBERS OF THE CHAMBER.”

3. **Section 5.01 states:** “A Board of Directors composed of nine persons shall be elected by ballot from among the members present at the Annual Meeting as follows:

- (i) For the first election, five persons shall be elected for two year terms and four persons shall be elected for one year terms;
- (ii) Thereafter, each year, Directors shall be elected for two year terms to fill the vacant positions on the Board of Directors.”

Proposed amendment: “A BOARD OF DIRECTORS COMPOSED OF BETWEEN FIVE (5) AND FIFTEEN (15) DIRECTORS, THE NUMBER OF WHICH SHALL BE ESTABLISHED FROM TIME TO TIME BY THE BOARD OF DIRECTORS SHALL BE ELECTED OR APPOINTED BY THE MEMBERS PRESENT AT EACH ANNUAL MEETING AS FOLLOWS:

- (i) FOR THE FIRST ELECTION AFTER THE ADOPTION OF THIS AMENDMENT, BOARD POSITIONS SHALL BE ELECTED FOR THREE (3) YEAR TERMS, ONE THIRD (1/3<sup>RD</sup>) OF THE BOARD POSITIONS SHALL BE ELECTED FOR TWO (2) YEAR TERMS AND ONE THIRD (1/3<sup>RD</sup>) OF THE BOARD POSITIONS SHALL BE ELECTED FOR ONE (1) YEAR TERMS.
- (ii) THEREAFTER, EACH YEAR, DIRECTORS SHALL BE ELECTED FOR THREE (3) YEAR TERMS TO FILL THE VACANT POSITIONS ON THE BOARD OF DIRECTORS.”

4. **Section 5.15 (iv) states:** “The Secretary shall be the Executive Officer of the Chamber, and shall be responsible to the Board of Directors for the general control and management of business and affairs. The Secretary shall be responsible for keeping the records of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents, and shall perform all such other duties as properly appertain to the office. The Secretary shall, with the President, sign and, when necessary, seal with the seal of the Chamber of which they shall have custody, all papers and documents requiring signature or execution on its behalf. The Secretary shall maintain an accurate record of the proceedings of the Chamber and of the Board of Directors. At the expiration of their term of office, the Secretary shall deliver to the Chamber all books, papers, and other property of the Chamber.”

Proposed amendment: “THE SECRETARY SHALL BE RESPONSIBLE FOR KEEPING RECORDS OF THE CHAMBER, CONDUCTING ITS CORRESPONDENCE, RETAINING COPIES OF ALL OFFICIAL LETTERS, PRESERVING ALL OFFICIAL DOCUMENTS, AND SHALL PERFORM ALL SUCH OTHER DUTIES AS PROPERTY APPERTAIN TO THE OFFICE. THE SECRETARY SHALL, WITH THE PRESIDENT, SIGN AND, WHEN NECESSARY, SEAL WITH THE SEAL OF THE CHAMBER OF WHICH THEY SHALL HAVE CUSTODY, ALL PAPERS AND DOCUMENTS REQUIRING SIGNATURE OR EXECUTION ON ITS BEHALF. THE SECRETARY SHALL MAINTAIN AN ACCURATE RECORD OF THE PROCEEDINGS OF THE CHAMBER AND OF THE BOARD OF DIRECTORS. AT THE EXPIRATION OF THEIR TERM OF OFFICE, THE SECRETARY SHALL DELIVER TO THE CHAMBER ALL BOOKS, PAPERS, AND OTHER PROPERTY OF THE CHAMBER.”

“**Section 5.15 (v)** THERE SHALL BE AN EXECUTIVE OFFICER OF THE CHAMBER WHO SHALL TAKE INSTRUCTION FROM AND REPORT TO THE BOARD ON THE IMPLEMENTATION OF THE BOARD OF DIRECTORS DECISIONS AND THE OPERATIONS OF THE CHAMBER. THE EXECUTIVE OFFICER SHALL BE IN CHARGE FOR THE IMPLEMENTATION OF CHAMBER ACTIVITIES INCLUDING RECEIPT AND RESPONSE TO COMMUNICATIONS, MANAGEMENT OF CHAMBER ACTIVITIES AND EVENTS, PROMOTION AND ANY OTHER ACTIVITIES WHICH THE BOARD ASSIGNS TO THE EXECUTIVE DIRECTOR. THE EXECUTIVE DIRECTOR SHALL ATTEND BOARD MEETINGS AND GIVE REPORTS TO THE BOARD OF HIS ACTIVITIES AND RECEIVE DIRECTION FROM THE BOARD AT LEAST ON A MONTHLY BASIS OR AS THE BOARD MAY DECIDE.”

5. **Article 11. Auditors** states:  
“Section 11.01 Auditors shall be appointed by the members present at the Annual Meeting, and they shall audit the books and accounts of the Chamber at least once in each year.  
Section 11.02 An audited financial statement shall be presented by the Treasurer at each annual Meeting and at any other time required by the Board of Directors.”

Proposed amendment: DELETE

6. **Article 12. Procedure** states: “Section 12.01 Parliamentary procedure shall be followed at all Annual, General or Board Meetings in accordance with “Roberts Rules of Order.”

Proposed amendment: DELETE