

Canadian Slovenian Chamber of Commerce

By-Law #1

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-August 2022-

Article 1. Name and Object

Section 1.01 The name of this organization shall be “**Canadian Slovenian Chamber of Commerce.**”

Section 1.02 **The Object of the Canadian Slovenian Chamber of Commerce shall be:**

- (i) To serve as a voice of the Canadian Slovenian business community;
- (ii) To foster and promote trade, commerce, industry and investment among business people, firms and corporations in general, with specific emphasis on Canadian Slovenian business people, firms and corporations;
- (iii) To study and analyze trends and developments affecting the Canadian Slovenian business community;
- (iv) To conduct group seminars and discussions on trade and commerce and issues of interest to Canadian Slovenian business persons and firms and corporations;
- (v) To provide a forum for the Canadian Slovenian business community to develop options and programs which contribute to the social, economic and physical quality of life in Canada;
- (vi) To facilitate business and social contacts among its members;
- (vii) To foster and promote trade, commerce, industry and investment among business people, firms and corporations from Slovenia and Canada, and to develop and improve economic, commercial and industrial relations between Slovenia and Canada.

Section 1.03 The usual place of meeting shall be in the **City of Toronto.**

Section 1.04 The Canadian Slovenian Chamber of Commerce shall be nonsectarian and shall not lend its support to a candidate for public office representing a specific political party.

Article 2. Interpretation

Section 2.01 Wherever the words “the Chamber” occur in these By-Laws, they shall be understood to mean the Canadian Slovenian Chamber of Commerce as a body.

Section 2.02 Wherever the words the “Board of Directors” or “Directors” occur in these By-Laws, they shall be understood to mean the Board of Directors of the Canadian Slovenian Chamber of Commerce.

Article 3. Membership

Section 3.01 Any reputable person directly or indirectly engaged in trade, commerce, or the economic and social welfare of the Canadian Slovenian community, shall be eligible for membership in the Chamber.

Section 3.02 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.

Section 3.03 Any Board of Directors meeting of the Chamber, any member in good standing may propose any eligible person or organization as a candidate for becoming a member of the Chamber, providing such candidate shall undertake, if admitted, to be governed by the By-Laws of the Chamber.

Section 3.04 The Board of Directors shall review and consider all applications for membership in the Chamber and if the majority of the Directors, then present approve the application, then such person or organization shall thenceforth be a member of the Chamber and shall have all the rights and be subject to all the obligations of the other members.

Section 3.05 Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these By-Laws or has been removed from the roll of members by action of the Board of Directors.

Section 3.06 Any member of the Chamber who intends to retire therefrom or to resign their membership may do so, at any time, upon giving to the Secretary ten days’ notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against the member at the time of such notice.

Section 3.07 The Board of Directors may remove from the roll of members the name of any new member failing to pay his/her annual dues within thirty days of their admission, or of any other member who fails to pay such dues within three months of the date they fall due. Upon such action by the Board of Directors, all privileges of membership shall be forfeited.

Section 3.08 Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Members by a majority vote of the Chamber. Such recognition shall be for a term of one year and may be repeated. Honourary membership shall include all the privileges of active membership, except that of holding office, with the exception from the payment of annual dues.

Section 3.09 Any member of the Chamber may be expelled by a two-thirds vote of the Board of Directors.

Article 4. Dues and Assessments

Section 4.01 The annual dues payable by members of the Chamber shall be determined annually by the Board of Directors.

Section 4.02 Other assessments may be levied against all members providing the Board of Directors recommends them, and approved by a majority of the members present at an Annual or General Meeting of the Chamber. The notice calling such Annual or General Meeting shall state the nature of the proposed assessment.

Article 5. Officers and Board of Directors

Section 5.01 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;
- (iii) Provided that where a person's term as a Director has expired, that person may be re-elected for a following two-year term but no person may serve as a member of the Board of Directors for more than four consecutive years.
- (iv) Where a president retires or is elected out of office and is in good standing with the Chamber and Board of Directors, he/she may be asked to serve the Board of Directors as ex-officio for one year. As ex-officio they may only advise the Board of Directors. The ex-officio will not have any powers in a vote of the Board of Directors.
- (v) Any designation of a Chairperson is herein defined as the person designated to chair any Annual, General or Board Meeting. The President is designated as the Chairperson. Where the President is absent, the Board of Directors present shall unanimously designate a Chairperson.

Section 5.02 A President, Vice-President, Secretary and Treasurer shall be elected from the Board of Directors at the first meeting of the Board of Directors following the Annual Meeting.

Section 5.03 Where a member of the Board of Directors dies, resigns office, or is absent from three consecutive meetings of the Board of Directors, the Board of Directors may, at any meeting thereof, elect a member to be a member of the Board of Directors in the place of the

member who had died, resigned, or is absent, for the duration of the term of the Director being replaced.

Section 5.04 Any Officer or Board member may be suspended from office or have their tenure or office terminated if, in the opinion of the Board of Directors, such person is grossly negligent in the performance of their duties providing, however, that any Officer or Board member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board of Directors directly to the Membership at the next Annual or General Meeting.

Section 5.05 The Board of Directors shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province of Ontario, or others as it may determine, or as may be required by vote of a majority of members present at any Annual or General Meeting.

Section 5.06 The Board of Directors shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any By-Law of the Chamber.

Section 5.07 Any five (5) or more members of the Board lawfully met, shall be a quorum, and a majority of such quorum may do all things within the powers of the Board.

Section 5.08 The Board of Directors shall frame such By-Laws, rules, and regulations as appear to it best adapted to promote the welfare of the Chamber and shall submit them for adoption at an Annual or General Meeting of the Chamber, called for that purpose.

Section 5.09 The Board of Directors or, at its request, the President, may appoint Committees or designated members of the Board of Directors or of the Chamber or others, to examine, consider, and report upon any matter or take such action as the Board of Directors may request.

Section 5.10 The Board of Directors may suspend any Chairperson from office or have their office terminated for just cause. The Board of Directors may terminate any Committee.

Section 5.11 No paid employee of the Chamber shall be a member of the Board. Officers of the Chamber shall receive no remuneration for services rendered, but the Board of Directors may grant any of these said Officers reasonable expense monies.

Section 5.12 The President and Vice-President, before taking office, shall take and subscribe before the Board of Directors an oath in the following form:

“I swear that I will faithfully and truly perform my duty as _____ of the Canadian Slovenian Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Chamber was constituted according to the true intent and meaning of the same. So, help me God.”

Section 5.13 The meetings of the Board of Directors shall be open to all members of the Chamber,

who may attend but may not take part in any of the proceedings.

Section 5.14 No public pronouncement in the name of the Chamber may be made unless authorized by the Board of Directors or by some person to whom the Board of Directors has delegated this authority.

Section 5.15

- (i) The President shall preside at all meetings of the Chamber and Board of Directors. The President shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what they think may concern the Chamber. The President shall, with the Secretary, sign all papers and documents requiring signature on behalf of the Chamber unless the Board of Directors designates someone else. It shall be the duty of the President to present a general report of the activities of the year at the Annual Meeting.
- (ii) The Vice-President shall act in the absence of the President, and in the absence of both these Officers, the meeting shall appoint a Chairperson to act temporarily.
- (iii) The Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a recognized financial institution selected by the Board of Directors. Out of such funds the Treasurer shall pay amounts approved by the Board of Directors, shall keep a regular account of the income and expenditure of the Chamber and shall submit an audited statement thereof for presentation to the Annual Meeting and at any other time required by the Board of Directors. The Treasurer shall make such investment of funds of the Chamber as the Board of Directors may direct. The Treasurer shall, with the President, sign all notes, drafts, and cheques.
- (iv) 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.

Article 6. Meeting

Section 6.01 The Annual Meeting of the Chamber shall be held 120 days after year-end, at the time and place determined by the Board of Directors. At least two weeks' notice of the Annual Meeting shall be given.

Section 6.02 Regular General Meetings of the Chamber shall be held at least quarterly at the time and place designated by the Board of Directors. At least two weeks' notice of such meetings shall be given.

Section 6.03 Special General Meetings of the Chamber may be held at any time when summoned by the President or when requested in writing by any three members of the Board of Directors or any ten members of the Chamber. At least ten days' notice of such meeting shall be given.

Section 6.04 The Board of Directors shall meet from time to time at least once a month as may be necessary to carry on the business of the Chamber.

Section 6.05 Notice of all meetings naming the time and place of assembly, shall be given by the Secretary. A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the Secretary and mailed to the last known address of each member shall constitute sufficient notice.

Section 6.06 At any Annual or General meeting 20 members shall be a quorum and, unless otherwise specifically provided, a majority of members present shall be directed to be done at any such meeting.

Section 6.07 Minutes of the proceedings of all Annual, General and Board of Directors' meetings shall be entered in books to be kept for that purpose by the Secretary.

Section 6.08 The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

Section 6.09 All books of the Chamber shall be open at all reasonable hours to any member of the Chamber free of charge.

Article 7. Voting Rights

Section 7.01 Every member in good standing represented at any Annual or General Meeting shall be entitled to one vote providing that the vote of an association, corporation, society, partnership, or an estate member shall, in each such case, be assigned to individuals.

Section 7.02 Except as otherwise provided in these By-Laws, voting at Annual, General or Board Meetings shall be by show of hand, or if requested by the Chairperson, by standing vote. A roll call vote shall be taken if requested by five (5) members providing such request receives the approval of two-thirds of the members assembled.

Section 7.03 The presiding officer shall vote only in the case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.

Section 7.04 Motions or amendments shall be carried at any Annual, General or Board Meeting by a majority vote unless otherwise provided in these By-Laws.

Article 8. By-Laws

Section 8.01 By-Laws may be made, repealed, or amended by a majority of the members of the Chamber present at any Annual or General Meeting, notice of such proposal having been given in writing by one member and seconded by another at a previous Annual or General Meeting and duly entered as a minute of the Chamber.

Section 8.02 Such By-Laws shall be binding on all members of the Chamber, its Officers and all other persons lawfully under its control.

Article 9. Affiliation

Section 9.01 The Chamber, at the discretion of the Board of Directors, shall have power to affiliate with The Ontario Chamber of Commerce, The Canadian Chamber of Commerce, and any other organizations in which membership may be in the interest of the Chamber.

Article 10. Fiscal Year

Section 10.01 The Fiscal year of the Chamber shall commence on the **1st day of January in each year.**

Article 11. Auditors

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.

Article 12. Procedure

Section 12.01 Parliamentary procedure shall be followed at all Annual, General or Board Meetings in accordance with "Roberts Rules of Order."

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 members 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 (1/3RD) OF THE BOARD POSITIONS SHALL BE ELECTED FOR TWO (2) YEAR TERMS AND ONE THIRD (1/3RD) 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."

5. **Article 11. Auditors** states:

"Section 11.01 Auditors shall be appointed by 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