



SWIFT CURRENT & DISTRICT
CHAMBER OF COMMERCE

BYLAWS

Approved at the 2023 Annual General Meeting

Swift Current & District Chamber of Commerce

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Article I

Name and Object

Section 1 Name

The name of the Corporation shall be the 'Swift Current & District Chamber of Commerce'.

Section 2 Object

The object of the Swift Current & District Chamber of Commerce will be:

2.1 Vision statement: "To be the local network that facilitates economic and community prosperity."

2.2 Mission statement: "We foster an environment to help businesses thrive."

2.3 Value statement: "We advocate, connect and promote with integrity for our stakeholders."

2.4 Our value statements:

Ethical – *We do business honestly, transparently and with integrity.*

Passionate – *In how we support our members and community.*

Inclusion – *In our engagement with membership and stakeholders.*

Connection – *Collaborating with members and stakeholders.*

Section 3 Meeting Place

The registered offices of the Swift Current & District Chamber of Commerce shall be maintained in the City of Swift Current in the Province of Saskatchewan.

Section 4 Candidates for Public Office

The Swift Current & District Chamber of Commerce will be non-sectional and non-sectarian and will not promote or seek to advance, nor will it adopt views or policies against any religion or ethnic group. The Chamber will not lend its support to or work against any candidate for any public office.

Article II

Interpretation

Section 5 Chamber

'The Chamber' means the 'Swift Current & District Chamber of Commerce' as a body.

Section 6 Board

'Board' means 'Board of Directors of the Swift Current & District Chamber of Commerce'.

Section 7 Term

'Term', for the purpose of these bylaws, means the period from one (1) annual meeting of The Chamber to the next annual meeting, which, in any event shall not be longer than fifteen (15) months.

Section 8 Business

'Business' can be defined as either a 'for profit' or as a 'not-for-profit' business, and can further be either publicly or privately owned entities, or any combination thereof, as the Board may so determine and approve from time to time, particularly as outlined in Article III

Article III

Membership

Section 9 Qualifications

Any reputable person, directly or indirectly, engaged or interested in trade, commerce, or the economic and social welfare of the district, and who pays the membership fee and is approved by the Board, will be eligible for membership in The Chamber, providing the candidate will agree if admitted, to be governed by the bylaws and policies of The Chamber.

Section 10 Basis

Associations, corporations, societies, partnerships, or estates directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the district, who pay the membership fee and are approved by the Board, may become members of The Chamber.

Section 11 Nomination

At any general 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 will agree if admitted, to be governed by the bylaws and policies of The Chamber.

Section 12 Acceptance

If a membership approval is carried by a majority of the members of The Chamber present at any general meeting, the person or organization will be a member of The Chamber and will have the right to attend general, annual and special meeting of The Chamber as referenced in Section 38 and be subject to all the rights and obligations of the other members.

Section 13 Continuity

Membership is for a twelve (12) month calendar year period commencing in the month of January or in the month of approval of membership

Section 14 Member's Liability

Any member of The Chamber who intends to retire or resign his membership may do so at any time upon giving to the Chief Executive Officer ten (10) days notice in writing and upon discharging any lawful liability standing upon the books of The Chamber against him/her at the time of notice. No portion of membership dues will be refunded.

Section 15 Non-payment of Fees

The Board may remove from the roll of members the name of any new member failing to pay his annual dues with thirty (30) days of his/her admission, or of any other member who fails to pay their dues within two (2) months of the date they fall due. Upon such action by the Board all privileges of membership will be forfeited, unless the Board extends time for such payments or expressly continues such rights and privileges, notwithstanding such default of payment.

Section 16 Honorary Memberships

Persons who have distinguished themselves by outstanding contributions or service to the Swift Current & District Chamber of Commerce may be elected honorary members by a majority vote of The Chamber. Majority vote equals two-thirds (2/3) majority of the Board of Directors. Such recognition will be for a term of one (1) year and may be repeated. Honorary membership will include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

Section 17 Expulsion

Any member of The Chamber may be expelled by the Board by a two-thirds (2/3) vote of the Board for nonpayment of membership fees or, after notice and an opportunity to present before the Board, conduct prejudicial to the reputation and good order and management of The Chamber.

Article IV

Dues and Assessments

Section 18 Dues

The annual membership fee shall be fixed and prescribed by the Board and shall be payable annually. Payment of annual membership fees will be due on January 15 of each year. Membership will continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of members by action of the Board.

Section 19 Other Assessments

Other assessments or initiation fees may be levied against all members, providing they are recommended by the Board and approved by the Board.

Article V

Officers and Council

Section 20 Governance Structure

The governance for The Chamber shall be vested in the Board of Directors of:

- Twelve (12) elected by the members; and
- The Past Chairperson, who shall serve ex-officio without vote;
- The Liaison Representative(s), who shall serve ex-officio without vote;
- The Chief Executive Officer who shall serve as Secretary, ex-officio without vote.

Section 21 Elections

Each member with multiple representatives shall designate who to vote on its behalf.

Directors at the time of election must be, and continue to be, members in good standing or representatives of members in good standing.

Directors shall be elected for a term of three (3) years and are eligible for re-election to a subsequent term of one (1) to three (3) years.

The Nominating and Governance Committee shall annually prepare a list of nominees with an emphasis on ensuring broad industry representation across our membership base to be approved by the Board, for the office of Director to fill all vacancies on the Board of Directors. Such a list of nominees shall serve as a primary ballot and shall be mailed or sent electronically (e.g., facsimile or electronic mail) to each member entitled to vote not less than thirty (30) calendar days prior to the election date.

Independent nomination of a Director may be made by submission to the Secretary in writing of the name of the nominee who must be a member in good standing of The Chamber, the nominee's agreement to stand for election, and the signatures of two (2) Board Directors or members in good standing of The Chamber, not less than thirty (30) calendar days prior to election.

For information, the ballot will also include the names of those Directors who will continue to serve the balance of their term and the names of the past Chairperson and the Chief Executive Officer, who serve as members of the Board ex-officio.

A simple majority of the ballots received by mail, electronically or in person by secret ballot received by the date prescribed by the Board shall determine the election results. The Board may adopt additional rules and regulations to set out voting procedures.

Any ballots recording votes for more in number than the number of directors required to be elected shall be declared void.

In the event of equality of votes cast in the final election lot, the current Board of Directors will make selection via secret ballot at the Board meeting preceding the AGM, barring any conflict of interest. Following the annual election and prior to the AGM, the Directors shall meet to elect the following officers who shall serve until the next annual election:

- a) Chairperson
- b) 1st Vice Chairperson
- c) 2nd Vice Chairperson
- d) Treasurer

1st Vice Chairperson will succeed to the Chairperson in the next to serve as the current year's Chairperson, and shall be a Director and Officer.

At the expiration of the Chairperson's term, they shall serve as Past Chairperson and shall be Officer and Director ex-officio with vote.

The Chief Executive Officer of the Chamber shall serve as Secretary and shall be Officer and Director ex-officio without vote.

The duties of the officers shall be established by the policy of the Board, in addition to any statutory obligations imposed on them by these Bylaws and the **Board of Trade Act (R.S.C. 1985, c. B-6)**

Section 22 Vacancies

Vacancies on the Board through resignation or otherwise may be filled by the Board, but any person so appointed to fill the vacancy shall serve only until the next general election of Directors.

Section 23 Consecutive Terms

No Director shall be eligible to be elected to serve for more than two consecutive full terms, not including any partial time filled. If and Director shall, during the last year of the second consecutive term, fill the office of Chairperson, 1st Vice Chairperson or 2nd Vice Chairperson the Director may continue as a Director for a period of one (1) to three (3) years, subject to the approval of the Board without re-election by the members.

Section 24 Suspension & Termination

Any officer or Board member may be suspended from office or have his tenure of office terminated, if in the opinion of two-thirds (2/3) vote of the board of Directors he or she is grossly negligent in the performance of any of his or her duties or for just cause. The Officer or Board member so suspended or whose tenure of office has been terminated will be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.

Absence of a Director from three consecutive regular meetings of the Board without an excuse deemed valid by the Board and so recorded by the Board and is recorded by the Board shall be construed as resignation from the Board

Section 25 Administration

The board will have the general power of administration and will manage the affairs of The Chamber. In addition to the powers and authorities of these Bylaws, the Board may exercise all powers of The Chamber and do all lawful acts and things not by statute in these Bylaws directed or required to be exercised or done by the members of The Chamber at a general meeting.

Section 26 Board Power

The Board will, in addition to the powers hereby expressed, have such powers as assigned to them in any Bylaw of The Chamber.

- a) The use their best efforts at all time to promote and further the objects of The Chamber and to exercise all their duties in the best interest of The Chamber;
- b) To provide direct liaison with business and members to bring to the attention of the Board concerns of members
- c) To undertake such additional duties as may be determined by the members;
- d) To fulfill the statutory obligations including those imposed on it by the Boards of Trade Act (R.S.C. 1985, c. B-6)
- e) To promote The Chamber to the Swift Current and the Southwest community
- f) To advise the executive on matters of policy which arise during the course of the year provided that such are not inconsistent with policies arrived at by the Annual General Meeting;
- g) To provide advice and counsel to the Chairperson and the Chief Executive Officer regarding such matters as public positions that should be taken by The Chamber, Chamber operations, strategy, and future directions;
- h) Exercise oversight of management operation of The Chamber and its resources and property of The Chamber;
- i) To attend regular meetings as and when called;
- j) No member of the Board will enter into any business arrangement in which he/she has a direct or indirect interest with The Chamber except on a competitive basis and having any interest he/she will refrain from voting; and
- k) Will treat all discussions and information learned through their positions as confidential until a position has been ratified by the Board

The Directors are hereby authorized from time to time, by resolution duly passed by the Board to:

- l) Appoint any banks, banking institutions or trust companies in Canada as bankers to the Chamber.
- m) Purchase, hold, sell, lease, or mortgage real estate.
- n) Borrow money and give notes of the Chamber therefore signed by two or more persons duly authorizes by the Board.
- o) Enter into contracts of any kind furthering the objects of the Board.
- p) Sue or defend any lawsuit brought against The Chamber, its officers, directors, or employees.
- q) Secure such insurance surety bonds, in such amounts as deemed necessary the Board.

Section 27 Rules, Regulation & Policies

Without limiting the generality of the following, the Board shall make and approve rules, regulations, and policies, consistent with these Bylaws, pertaining to:

- a) Mission, vision and values of The Chamber

- b) Governance of The Chamber
- c) Procedures for election of Directors
- d) Publicity and public communications on behalf of The Chamber
- e) Terms of reference for committees
- f) Human Resources policies
- g) Position descriptions for the officers and the Chief Executive Officer
- h) Signing officers of The Chamber
- i) Conflict of Interest
- j) Such other matters deemed necessary for the proper conduct of The Chamber's business and operation

Section 28 Approval by General Membership

The Board will develop bylaws, rules and regulations in the best interests of The Chamber and will submit them for consideration, at a general meeting of The Chamber, called for that purpose.

Section 29 Appointments by Board

Where a member of the Board dies or resigns or is absent from three consecutive meetings of the Board, the Board may at any meeting after, elect a member of the organization to be a member of the Board, in place of the member who had died or resigned or is absent.

Section 30 Remuneration

No paid employee of The Chamber will be a member of the Board or Executive committee. Board members of The Chamber will receive no remuneration for services rendered, but the board may grant any Board member reasonable expense monies by majority vote. 0

Section 31 Oath of Office

The Chairperson, 1st Vice Chairperson, 2nd Vice Chairperson and Treasurer before taking office, will sign the following oath;

"I declare that I will faithfully and truly perform my duty as (Chairperson, 1st Vice Chairperson, 2nd Vice Chairperson, Treasurer) of the Swift Current & District 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 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. I do affirm and declare."

Section 32 Meetings Open

The meetings of the Board are open to all members of The Chamber, however said members may not take part in any of the proceedings. (Note: if an in camera session is required, it shall be held at the end of the meeting with only elected Directors present.)

Section 33 Public Pronouncements

No public pronouncement in the name of The Chamber may be made unless authorized by the Board.

Section 34 Duties of Officers

- a) The Chairperson will preside, as neutral Chairperson, at all meetings of The Chamber and Board. They will regulate the order of business at meetings, receive and allow lawful motions and communicate to the meeting what they may think concern The Chamber. The Chairperson will with the Secretary, sign all papers and documents requiring signature on behalf of The Chamber, unless someone else is designated by the Board. It will be the duty of the Chairperson to present a general report of the activities of the year at the annual general meeting.
- b) The 1st Vice Chairperson or 2nd Vice Chairperson will act in the absence of the Chairperson and in the absence of all these officers; the meeting will appoint a Chairperson to act temporarily.
- c) The Chief Executive Officer will have charge of all funds of The Chamber and will deposit, or cause to be deposited in a chartered bank, selected by the Board. Out of such funds they will pay amounts approved by the Board and will keep regular account of the income and expenditure of The Chamber and submit an official review statement for presentation to the annual general meeting and at any other time required by the Board. They will make such investment of the funds of The Chamber as the Board may direct. They, with the Chairperson and other designated Board Directors, authorize all transfers, payments, notes, drafts, and cheques. All Chamber staff must be bondable. The Chief Executive Officer will be responsible to the Board for the general control and management of business and affairs. They will be responsible for keeping the books of The Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and will perform such other duties as properly pertained to their office. They will, with the Chairperson, sign when necessary, seal with the seal of The Chamber, of which they will have custody, all papers and documents requiring signature or execution on its behalf. They will maintain an accurate record of the proceedings of The Chamber and of the Board.

Section 35 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, end estate and effects, respectively, shall 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 Directors, Officer or other person sustains or incurs in or about any section, 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.
- b) All costs, charges, and expenses which a director, officer, or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by such director's, officer's, or other person's own willful neglect or default.
- c) The Chamber shall maintain sufficient liability insurance for this purpose.

Article VI

Meetings

Section 36 Annual General Meeting

Unless otherwise determined by the Board of Directors, the annual general meeting of The Chamber shall be held in Swift Current during the first three (3) months of each calendar year. At least fifteen (15) days notice of the annual general meeting will be given by mail, email, fax or telephone. Business at each annual meeting shall include:

- a) Approval of Minutes of last Annual General Meeting and any Special Meetings;
- b) Annual Report of the Chairperson;
- c) Annual Report of the Chief Executive Officer;
- d) Approval of Financial Statement;
- e) Appointment of Auditor;
- f) Election of Directors;
- g) Approval of Bylaws or Amendments thereto;
- h) Any other matter authorized by the Board to be brought before the meetings and specified in the notice of meeting; and
- i) Adjournment.

Section 37 Regular General Meetings

'General Meeting' means any meeting of the members and consists of the 'Annual Meeting' as prescribed by these bylaws and any 'Special Meeting' called to discuss a specific matter(s).

Section 38 Special General Meetings

Special general meetings of the of The Chamber may be held at any time when summoned by the Chairperson, or requested in writing by any three (3) members of the Board, or any ten (10) members of The Chamber. At least seven (7) days notice of meetings will be given in writing by mail and/or electronically. The business transacted at such meeting shall be limited to the items outlined in the notice of meeting.

Section 39 Board Meetings

The Board of Directors will meet monthly as may be necessary to carry on the business of The Chamber.

Section 40 Notice of Meetings

Notice of the Annual General Meeting or any Special Meeting, naming the time and place of assembly, shall be given in writing, by mail and/or electronically, not less than fifteen (15) calendar days preceding the date of the meeting and shall be held at such a time and location within the City of Swift Current as determined by the Board. The notice of the meeting shall specify the business to be transacted at the meeting and only that business shall be transacted at the meeting.

Section 41 Meeting Quorum

Fifty (50) percent plus one (1) or more members of the Board, lawfully met, will be quorum and a majority of such quorum may do all the things within the powers of the Board.

- 41.1 At any annual, general, or special meeting, fifty (50) percent plus one (1) or more members of the Board will be a quorum, and, unless otherwise specifically provided, a majority of members present will be competent to do and perform all acts which are directed to be done at any meeting.
- 41.2 At committee meetings, a majority of members present shall constitute a quorum except where the committee consists of more than nine (9) members; five (5) shall constitute a quorum.

Section 42 Minutes

Minutes of the proceedings of all annual, general, special and Board meetings will be recorded and kept by the Secretary and/or Chief Executive Officer.

Section 43 Signing of Minutes

The entry of minutes will be signed by the person who presides at the meetings at which they were adopted.

Section 44 Accessibility of Books

Minutes and financial records of The Chamber may be inspected by any member of The Chamber at any time upon giving reasonable written notice to the Board and arranging a time satisfactory to the Executive. Board members will have access to books and records at all reasonable times.

Article VII

Voting Rights

Section 45 Votes

Every member in good standing represented at any annual, general, or special meeting will be entitled to one vote providing that the vote of an association, corporation, society, partnership, or an estate member will, in each case be assigned to individuals. Voting can only be done in person with no right of voting by proxy.

Section 46 Roll Call

Voting at annual, general, special or Board meetings will normally be by show of hands, or if requested by the Chairperson by standing vote. A roll call vote will be taken if requested by five (5) members providing the request received the approval of two-thirds (2/3) if the members assembled.

Section 47 Ties

The presiding Chairperson will vote only in the case of a tie.

Section 48 Method

Motion or amendments will be carried at any annual, general, special, or Board meeting by a majority vote unless otherwise provided by these Bylaws.

Section 49 Referendum

The Board, or on request of ten (10) percent of the members, may submit a question(s) in writing for a referendum vote to the members, by mail and/or electronically to the members. Briefs stating both sides of the questions shall accompany any such referendum question(s). Properly completed ballots received by the Secretary within twenty-one (21) calendar days of the issuance of the ballot shall be counted at valid.

Article VIII

Committees

Section 50 Executive Committee

The Board shall establish an Executive Committee consisting of the Officers of The Chamber plus one additional Director, chosen by the Board, to act on behalf of the Board between meetings of the Board and to undertake such other duties as the Board may prescribe in terms of reference. The Board at its regular meetings of the Board shall approve any actions of the Executive Committee. The Chairperson of The Chamber shall Chair the Executive Committee.

Section 51 Nominating & Governance Committee

The Board shall establish a Nominating and Governance Committee, chaired by the past Chairperson and any two other members, to undertake responsibilities related to the election governance policies and processes by the Board. The Board shall establish Terms of Reference for the Nominating and Governance Committee in accordance with these bylaws.

Section 52 Other Committees

The Board shall authorize the establishment of such other committees, as it deems necessary to accomplish the work and further objects of The Chamber. The Board, at its discretion, may disband any committee. The Board shall prescribe terms of reference for all committees it establishes.

Section 53 Appointment to Committees

The Chair shall, with the approval of the Board, make all appointments to committees.

The Board, or, at its request, the Chairperson, may appoint committees or designate members of the board or of The Chamber or others, to examine, consider and report upon any matter or take action as the Board may request.

Section 54 Binding Action or Resolution

No resolution or action by the committee, except the Executive Committee, shall be binding, or expressive or, Chamber policy without approval of the Board.

Section 55 Suspension & Termination

The Board may suspend any Chairperson of a committee from office or have his office terminated for just cause. The Board may terminate any committee.

Article IX

Bylaws

Section 56 Bylaw Changes

Bylaws may be made, repealed or amended by a majority of the members of The Chamber, present at any general meeting by special resolution, provided notice of the proposal has been given in writing, motioned by one member and seconded by another at a previous general meeting and duly entered as a minute of The Chamber.

Section 57 Binding

The bylaws will be binding on all members of The Chamber, its Officers, Directors and all other persons lawfully under its control.

Section 58 Amendments

Proposals to amend these bylaws shall originate from the Board.

At least fifteen (15) days notice of the proposed amendment(s) or addition(s) shall be given to all members in writing, either by mail or electronically (e.g., facsimile or electronic mail) in advance of the meeting of members at which they are to be considered.

Proposals to amend these bylaws may be adopted by a majority vote of the members in good standing present at the annual or special meeting properly called and constituted.

Article X

Fiscal Year

Section 59 Fiscal Year

The fiscal year of The Chamber will commence on the 1st day of January in each year.

Article XI

Auditors

Section 60 Auditors

Auditors will be appointed by the members present at the annual general meeting and they will review the books and accounts of The Chamber at least once in each year. A financial statement which has been reviewed will be presented by the Treasurer at each annual general meeting.

Section 61 General Borrowing Provision

The Board of The Chamber may, when deemed expedient;

- 61.1 For the purpose of carrying out its objects, The Chamber may borrow or raise or secure the payments of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power will be exercised only under the authority of The Chamber, and in no case will debentures be issued without sanction of a special resolution of the members;
- 61.2 Issue bonds or other titles of indebtedness or securities, and sell, purchase, mortgage or pledge the same;
- 61.3 Hypothecate or mortgage its immoveable property, or pledge or otherwise affect the moveable property, or give all guarantees, to secure payment of its loans or the carrying out of its obligations.

Article XII

Seal

Section 62 Keeping & Using

The seal of The Chamber shall remain in the custody of the Chief Executive Officer and shall be affixed to all documents, the execution whereof by The Chamber is duly authorized or required.

Article XIII

Procedure

Section 63 Parliamentary

Parliamentary procedure will be followed at all annual, general, special and Board meetings, in accordance with 'Roberts Rules of Order Newly Revised'.

Article XIV

Errors or Omissions

Section 64 Meeting Notice

No error or omission in giving notice of any meeting of the members or Board or committee meeting, or any adjourned meeting shall invalidate such meeting or make void any proceedings thereat and any member or director may at any time waive notice of such meeting and may ratify, approve, and confirm any and all proceedings taken or had thereafter.