

ARTICLE I – NAME AND OBJECT

Section 1 – Name

1. The name of this organization shall be The Canadian Tamils' Chamber of Commerce (hereinafter referred to as "CTCC" and/or the "Chamber").

Section 2 – Object

1. CTCC shall serve as the national voice of Tamil-Canadian industry, empowering member and non-member enterprises across Canada to innovate, export, and compete globally while fostering inclusive, sustainable economic growth. It shall develop and foster entrepreneurship and community engagement by:
 - a. providing members with a forum to network, share ideas and experiences in order to promote mutual business success;
 - b. supporting emerging enterprises and entrepreneurs through seminars, workshops, and conferences;
 - c. recognizing and promoting the success and contributions of Tamil Canadians;
 - d. promoting charitableness and volunteerism in the community; and
 - e. facilitating and strengthening opportunities for members in the field of trade and commerce, locally, nationally, and globally.

Section 3 – Not for Profit, Non-Partisan, and Non-Sectarian Character

1. CTCC shall be not for profit, non-sectional and non-sectarian, and shall not lend its support to a candidate for public office, a political party and/or registered or non-registered political organization.

ARTICLE II – INTERPRETATION

Section 4 – Interpretation of Constitution

1. This constitution shall be interpreted in the best interest of the Chamber in a manner that respects and promotes openness, transparency, and democratic values.

Section 5 – Amendments

1. Further amendments to this constitution shall be effective as of the date of approval by the members pursuant to Section 67 of this constitution.

Section 6 – Definition of "The Chamber"

1. Wherever the words "the Chamber" occur in this constitution, they shall be understood to mean "The Canadian Tamils' Chamber of Commerce" as a body.

Section 7 – Definition of "The Board of Directors"

1. Wherever the words "The Board of Directors" or "Board" occur in this constitution, they shall be understood to mean "The Board of Directors of the CTCC".

Section 8 – Definition of Member in Good Standing

1. A "Member in Good Standing" shall be understood to mean a member who:
 - a. Is current in the payment of all applicable membership dues, fees, and any other financial obligations owing to CTCC by fiscal year end;
 - b. is not subject to any disciplinary action, suspension, or expulsion proceedings by the Board of Directors;
 - c. Has not engaged in any conduct, in the opinion of the Board of Directors, that is detrimental to the character, mission, or reputation of CTCC;
 - d. Is not involved in any judicial or legal dispute with the CTCC; and

- e. Is acting in good faith and in a manner that supports the objectives and values of CTCC.

ARTICLE III – MEMBERSHIP

Section 9 – Categories of Membership

1. The Chamber shall have the following categories of membership:
 - a. Individual Membership
 - b. Corporate Membership
 - c. Young Professional Membership
- a. Individual Membership - Individual Membership shall be open to any individual actively engaged in business or a profession accredited by a recognized licensing body within Canada. Individual members shall have the right to vote at general meetings and to stand for election to the Board of Directors, subject to the eligibility criteria outlined in this Constitution, by laws, and any applicable policies of the Chamber. Annual membership dues for Individual Members shall be determined by the Board of Directors.
- b. Corporate Membership - Corporate Membership shall be open to any legal entity, including but not limited to partnerships and corporations, that is engaged in business activities within Canada. Each Corporate Member shall be entitled to designate two (2) representatives, each of whom shall have one (1) vote at general meetings. Annual membership dues for Corporate Members shall be determined by the Board of Directors.
- c. Young Professional Membership - Young Professional Membership shall be open to individuals between the ages of eighteen (18) and thirty (30) who are engaged in business, entrepreneurship, or professional development within Canada. Young Professional Members shall not have voting rights and shall not be eligible to stand for election to the Board of Directors. Young Professional Membership dues shall be fifty percent (50%) of the Individual Membership annual dues.
- d. General Provisions - All memberships are subject to approval by the Board of Directors and compliance with the requirements set out in this Constitution, by-laws, and policies. All members, regardless of category, must remain in good standing as defined under Section 8.

Section 10 – Membership Application and Approval Process

1. Any person or organization eligible under Section 9 may apply for membership in the Chamber by submitting a completed application form, together with the requisite membership fees, to the Chamber's administrative office or designated membership officer.
2. The Board of Directors shall review all membership applications and approve or reject them based on the applicant's eligibility, alignment with the Chamber's objectives, and compliance with the Chamber's Constitution, by-laws, and policies.
3. The Board shall approve or reject the membership request within thirty (30) days of receipt of the complete application.
4. In the event of a rejection, the Chamber shall provide written reasons for the decision within ten (10) days of the Board meeting at which the application was considered. e) An applicant whose membership is rejected may request, in writing, reconsideration of the decision by the Board within ten (10) days of receiving notice of rejection. The Board's decision after reconsideration shall be final.
5. No person or organization shall be denied membership based on any prohibited grounds of discrimination under the Canadian Charter of Rights and Freedoms or the Ontario Human Rights Code.
6. Any type of member that has not maintained membership with the Chamber in any of the past three (3) calendar years will be considered lapsed members and will need to reapply as new members through the regular application process.

Section 11 – Member Withdrawal

1. A member may withdraw from the Chamber at any time by providing written notice of resignation to the Secretary.
2. The withdrawal shall become effective upon receipt of the written notice by the Chamber, provided that the member has discharged all lawful liabilities owed to the Chamber as of the date of notice.
3. Annual membership dues are non-refundable, and a withdrawing member remains responsible for any unpaid dues or charges incurred prior to withdrawal.

4. Upon receipt and processing of the written notice and settlement of outstanding obligations, the Chamber shall confirm the withdrawal in writing.
5. Any individual or organization that has voluntarily withdrawn from membership shall be required to reapply as a new member, regardless of the time that has elapsed since withdrawal. Such applicants shall be subject to the standard application and approval process outlined in Section 10, and a mandatory one (1) year cooling-off period from the date of withdrawal shall apply before reapplication will be considered.

Section 12 – Expulsion of Members

1. The Board of Directors may remove an individual or organization from membership or change in “good standing” status if, in the opinion of two-thirds (2/3) of the Board members present at a duly called meeting, the conduct of the member is detrimental to the character, mission, or reputation of the Chamber.
2. A removal or change in “good standing” shall not be based on any prohibited grounds of discrimination under the *Canadian Charter of Rights and Freedoms* or the *Ontario Human Rights Code*.
3. The procedure for such an expulsion or change in “good standing” shall be as follows:
 - a) Referral to Governance Committee
 1. Any complaint or concern that may result in removal or removal from “good standing” shall first be referred by the Board to the Governance Committee.
 2. The Committee shall prepare a written recommendation for the Board, which may include maintaining the member’s status, removing “good standing” status, or removal.
 - b) Board Consideration
 1. With review of the recommendation from the Governance Committee, the member shall be provided with written notice of the proposed action, including the reasons, at least fourteen (14) days prior to the Board meeting at which the matter will be considered.

2. The member shall have the right to make written submissions and/or to present in person to the Board before a decision is made.

c) Decision

1. Following review of the Governance Committee's recommendation and any submissions from the member, the Board shall make a decision by resolution.

d) Right to Appeal

1. In the case of a removal from the membership, the removed member may also seek reconsideration by submitting new or previously unavailable material evidence to the Board within fourteen (14) days of the decision. The Board may, at its discretion, review and either uphold or revoke its original decision.
2. If the decision is to remove the member from the membership or its "good standing" status, the member shall have the right to appeal the Board's decision to a General Meeting of the membership in accordance with the Constitution.

Section 13 – Non Transferability of Membership

1. Membership shall not be transferable and shall automatically cease upon the death of an individual or if an organization ceases to operate.

ARTICLE IV – DUES AND ASSESSMENTS:

Section 14 – Annual Dues

1. The annual dues payable by members of the Chamber shall be determined, from time to time, by the Board of Directors. The membership fees shall be applicable for each calendar year shall be set by the Board of Directors.

Section 15

1. A member withdrawing from the membership or is expelled from the membership shall forfeit all rights to any return of fees paid and remains liable for any outstanding fees or changes due from the time of termination.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

Section 16 – Board Composition and Election

1. The Board of Directors of the Chamber shall consist of the following elected officers and directors:
 - a. Core Officers
 - i. President
 - ii. Executive Vice President (Events and Sponsorship)
 - iii. Vice President Finance
 - iv. Vice President Internal Affairs
 - v. Vice President – Membership
 - vi. Vice President – Marketing, Communications, and Data Management
 - vii. Vice President – External Relations (Policy and Partnerships)
 - b. Directors at Large:
 - i. Four (4) Directors at Large elected from the general membership
 - c. Immediate Past President:
 - i. The Immediate Past President shall serve as a non-voting ex-officio member of the Board of Directors.
 - ii. The Immediate Past President shall chair the Governance Committee and the Advisory Committee and provide strategic advice to the President and Board.
 - iii. The Immediate Past President shall not chair the Board of Directors or preside at Board meetings.
2. No Officer or Director may serve in the same elected position for more than two (2) consecutive years. After serving two consecutive terms in the same role, the individual must observe a two (2) year cooling-off period before becoming eligible for re-election to that specific position.
3. In accordance with Section 21, no individual may serve more than nine (9) total years on the Board in any combination of Director or Officer roles, whether consecutive or non-consecutive.
4. Minimum Responsibilities of Core Officers

- a. Each Core Officer of the Chamber shall be responsible for the following core functions. These responsibilities represent the minimum constitutional expectations for each position.
- b. Further duties and expectations shall be defined in the CTCC Board of Directors – Roles and Responsibilities By-law or related policy documents.
- c. President:
 - i. Serves as the Chief Spokesperson and Chair of the Board. Provides strategic leadership and overall direction to the Chamber.
 - ii. Presides over meetings and represents the Chamber in official matters. Oversees governance processes.
- d. Executive Vice President (Events and Sponsorship)
 - i. Assists the President with strategic initiatives and organizational leadership.
 - ii. Oversees event planning, sponsorship engagement, and relationship management.
- e. Vice President - Finance
 - i. Manages the Chamber's financial affairs, including budgeting, financial reporting, and oversight of accounting practices.
- f. Vice President - Internal Affairs
 - i. Oversees record-keeping, compliance, and meeting documentation. Ensures proper notice and documentation for meetings and elections.
- g. Vice President – Membership
 - i. Leads member recruitment, onboarding, engagement, and retention. Maintains membership records and supports membership-related programs.
- h. Vice President – Marketing, Communications, and Data Management

- i. Oversees the Chamber's brand identity, media relations, communications strategy, and CRM/data systems.
- i. Vice President – External Relations (Policy and Partnerships)
 - i. Leads the Chamber's government relations, public policy initiatives, chapter initiatives, and external partnerships.
 - ii. Represents the Chamber in advocacy and external forums.

Section 17 – Nomination Committee

1. A Nomination Committee shall be appointed by the members during the quarterly meeting immediately preceding the Annual General Meeting.
2. The Nomination Committee shall consist of:
 - a. One (1) Past President;
 - b. One (1) member of the Advisory Committee; and
 - c. Three (3) members in good standing of the Chamber.
3. No person shall be eligible to serve on the Nomination Committee if they are contesting in the current election or are currently serving as a member of the Board of Directors.

Section 17A – Independence and Mandate

1. The Nomination Committee shall operate independently and shall be responsible for:
 - a. Administering the nomination process for all elected Board positions;
 - b. Verifying that all nominees meet the eligibility requirements under the Constitution, by-laws, and applicable policies;
 - c. Ensuring the nomination and election process is conducted fairly, transparently, and democratically;
 - d. Vetting candidates impartially, without interference from the Board or external parties.

2. The Nomination Committee's decisions regarding candidate eligibility and acceptance are final, subject only to procedural compliance review by the Board.

Section 17B – Board Oversight

1. The Board of Directors shall have no authority to interfere in the substantive decisions of the Nomination Committee regarding candidate eligibility, acceptance, or nominations.
2. The Board retains responsibility solely to ensure that the nomination and election processes are conducted in accordance with the Constitution, by-laws, election policies, and applicable laws.
3. The Nomination Committee shall submit a written Compliance Report to the Board no later than seven (7) days after the Annual General Meeting, confirming that the nomination and election processes were conducted properly.

Section 17C – Deleted Entirely.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

Section 18 – Eligibility for Nomination to the Board of Directors

1. A nominee for election to the Board of Directors must meet all of the following conditions:
 - a. Be a member in good standing of the Chamber, as defined under Section 8;
 - b. Be a voting member of the Chamber;
 - c. Be engaged in business and/or a profession accredited by a recognized licensing body within Canada;
 - d. Have attended at least fifty percent (50%) of the Chamber's general meetings held during the preceding fiscal year;
 - e. Not hold public elected office at the municipal, provincial, federal level, or as an elected trustee;
 - f. Not be contesting or announcing candidacy for any public office, political party, or registered or non-registered political organization;
 - g. Not be an undischarged bankrupt;
 - h. Not have been convicted of an indictable offense involving fraud, dishonesty financial misconduct, or moral turpitude, unless a pardon has been received;
 - i. Not be of unsound mind as determined by a medical professional or court of competent jurisdiction;
 - j. Not currently serve as the Immediate Past President of the Chamber;
 - k. Not be a current member of the Advisory Panel or have served on the Advisory Panel within the two (2) years preceding the election.

Section 19 – Eligibility for Nomination as President

1. A nominee for the position of President must meet all of the following conditions:
 - a. Have served as a member of the Board of Directors of the Chamber;
 - b. Completed at least two (2) full years of service on the Board;
 - c. Meet all other eligibility criteria applicable to Board nominees under Section 18 of this Constitution.

Section 20 – Officer Term Limits

1. The term of any position on the Board of Directions shall be limited to a maximum of two (2) consecutive years in the same position.
2. After serving the maximum term of any of the above officer positions, the individual must observe a mandatory cooling-off period of at least two (2) years before being eligible for nomination to the same position again.

Section 21 – Term Limits for Board of Directors

1. A member may serve on the Board of Directors, in any capacity, for a maximum of nine (9) years in total, whether served consecutively or non-consecutively.
2. A Director or Officer who voluntarily resigns from the Board before completing their elected term shall be ineligible to seek nomination or election to any Board position for a period of two (2) full years. No exceptions shall apply.
3. All references to service limits are inclusive and cumulative across all Board roles.

Section 22 – Ineligibility of Advisory Panel Members for Board Election

1. Current members of the Advisory Panel are ineligible for nomination or election to the Board of Directors.
2. A member of the Advisory Panel shall not be eligible for election to the Board until at least two (2) full years have passed from the end of their term on the Advisory Panel.

Section 23 – Duties and Responsibilities of the Board of Directors

1. The Board of Directors shall:
 - a. Manage and operate the Chamber in accordance with the Constitution, by-laws, policies, and applicable laws and regulations;
 - b. Act honestly, in good faith, and in the best interests of the Chamber at all times;
 - c. Exercise due care, diligence, and skill of a reasonably prudent person when carrying out their duties;
 - d. Contribute constructively to discussions of the Board and support all Board decisions once made, regardless of personal views;

- e. Maintain confidentiality over all Board discussions, documents, and sensitive matters;
- f. Actively participate in at least one (1) project, committee, or initiative of the Chamber during each fiscal year.

Section 24A – Vacancy on the Board

1. In the event that a member of the Board:
 - a. Dies;
 - b. Resigns office; or
 - c. Is absent from three (3) consecutive Board meetings without satisfactory explanation,
2. Then, the Board of Directors may:
 - a. Appoint an interim Board member to fill the vacancy until the next general meeting; and
 - b. The appointment shall be ratified by a simple majority vote of members present at the next general meeting

Section 24B – Loss of Board Majority

1. In the event that the Board of Directors loses quorum or a majority of its members due to vacancies, resignations, disqualifications, or removals, the following process shall govern the appointment of an Interim Board:
 - a. A Special General Meeting of the Chamber shall be convened in accordance with Section 36 of this Constitution, within 30 days of the Event.
 - b. At the meeting, members shall elect an Interim Board of Directors, which shall serve until the next regular election or Annual General Meeting, whichever occurs first. The election process shall follow the procedures set out in the Chamber's Constitution, By laws or Policies and Procedures regarding nominations, eligibility, and voting.
 - c. The Interim Board shall immediately assume all fiduciary, administrative, and operational responsibilities of the Chamber. The Interim Board may not propose or adopt any amendments to the Constitution or By-laws except in accordance with the standard amendment provisions set out in this Constitution.

Section 25 – Suspension or Removal of Board Members

1. A Director or Officer may be suspended from office or have their term of office terminated if:
 - a. They are grossly negligent in the performance of their duties; or
 - b. The suspension or removal is approved by a two-thirds (2/3) majority vote of the Board members present at a duly called meeting.
2. Appeals:
 - a. Any Director or Officer suspended or removed shall have the right to appeal the decision directly to the membership at the next general meeting.
 - b. Notice of intent to appeal must be provided to the Board in writing no later than ten (10) days before the general meeting.
 - c. The appeal shall be decided by a simple majority vote of the members present at the general meeting.
3. 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 of the Board present at any Board meeting.

Section 26 – Advocacy and Representations

1. The Board of Directors may:
 - a. Make or authorize petitions, submissions, or representations to the Government of Canada, the Government of Ontario, or any other legislative or regulatory body;
 - b. Engage in advocacy activities consistent with the mission and purposes of the Chamber;
 - c. Such actions must be authorized by a majority vote of Board members present at the meeting.

Section 27 – Additional Powers of the Board

1. The Board of Directors shall:

- a. Possess all powers specifically assigned to it under this Constitution and any by laws enacted by the Chamber;
- b. Ensure that any material delegation of powers through by-laws shall require approval by a majority of the members present at a general meeting.

Section 28 – Quorum for Board Meetings

1. Any seven (7) or more members of the Board, including 3 office bearers, lawfully met, shall be a quorum, and a majority of such quorum may do all things within the powers of the Board.

Section 29 – Appointment of Committees

1. The Board of Directors, or the President at the request of the Board, may appoint committees consisting of:
 - a. Board members;
 - b. Chamber members; or
 - c. External persons with relevant expertise.
2. Committees shall operate under the authority and supervision of the Board of Directors and shall report directly to the Board.
3. Committees shall have no authority to bind the Chamber unless expressly authorized by a resolution of the Board of Directors.
4. The Nomination Committee and the Building Committee shall be appointed exclusively by the membership in accordance with the Constitution and shall not be appointed by the Board.

Section 30 – Suspension or Termination of Committee Chairs and Committees

1. The Board of Directors may suspend or remove any Chairperson of a committee or dissolve any committee, except the Nomination Committee and Building Committee.
2. Suspension or termination shall require approval by a majority vote of the Board members present at a duly called meeting.

Section 31 – Board Member Compensation and Expenses

1. No paid employee of the Chamber shall be a member of the Board of Directors. • Directors and Officers shall serve without remuneration for their services to the Chamber.
2. Directors may be reimbursed for actual and reasonable expenses incurred in the performance of their duties, provided that such expenses have received prior approval from the Board of Directors.

Section 32 – Public Pronouncements

1. No public pronouncements in the name of the Chamber may be made unless authorized by the Board of Directors.

Section 33 – Roles and Responsibilities of the Board and Officers

1. The following outlines the minimum core roles and responsibilities of the Officers and Board of Directors of the Chamber.
2. Additional duties and detailed responsibilities may be developed and assigned by the Board of Directors from time to time and shall be maintained in by-laws, or policies and procedures.
3. Every Officer (President, Executive Vice President, and Vice Presidents) responsible for a strategic plan, program, or initiative shall:
 - a. Submit their proposed plan to the Board of Directors within fifteen (15) days of assuming office; and
 - b. Obtain Board approval, amendment, or rejection of the plan no later than forty five (45) days after assuming office.

ARTICLE VI – MEETING

Section 34 – Annual General Meeting

1. The Chamber shall hold an Annual General Meeting (AGM) within 6 months of the end of the fiscal year end, at a time and place determined by the Board of Directors.
2. At least twenty-one (21) days' notice of the AGM shall be provided to all members.
3. The following matters shall be presented at the AGM:
 - a. Audited financial statements for the preceding fiscal year;
 - b. Annual activity and operations report;
4. Only members in good standing may vote at the AGM.
5. The quorum for the AGM shall be as set out in Section 40 of this Constitution.

Section 35 – Regular General Meetings

1. The Chamber shall hold Regular General Meetings quarterly (once every three months) at times and places designated by the Board of Directors.
2. At least fourteen (14) days' notice of each Regular General Meeting shall be provided to all members.
3. Only members in good standing may vote at Regular General Meetings.
4. The quorum for Regular General Meetings shall be as set out in Section 40 of this Constitution.

Section 36 – Special General Meetings

1. Special General Meetings of the Chamber may be convened at any time with At least 7 days notice of such meetings shall be given.
 - a. By the President;
 - b. Upon the written request of any three (3) members of the Board of Directors; or
 - c. Upon the written request of any ten (10) members of the Chamber in good standing.

Section 37 – Meetings of the Board of Directors

1. The Board of Directors shall meet as frequently as necessary to carry on the business of the Chamber, but not less than once per calendar month. • Proxy voting is strictly prohibited at all Board meetings.
2. All Directors must be present and personally participate to vote on any matter.

Section 38 – Notice for meetings, except Special General Meetings

1. Notice of all meetings, except Special General Meetings, naming the time and place of assembly shall be given by the Secretary by email.

Section 39 – Notice By Mail

1. Notice of all meetings, except Special General Meetings, naming the time and place of assembly shall be given by the Secretary by email.

Section 40 – Quorum and Voting at General Meetings

1. A quorum for the transaction of business at any General Meeting (including Annual General Meetings, Regular General Meetings, and Special General Meetings) shall consist of twenty percent (20%) of the members in good standing who are eligible to vote.
2. The quorum shall be determined at the beginning of the meeting. If quorum is established at the start, the meeting may proceed and continue to transact business even if attendance subsequently falls below the quorum threshold.
3. Only members who have paid their annual membership dues in full prior to the meeting shall be considered members in good standing and eligible to vote, subject to terms of section 46.
4. Proxy voting shall not be permitted at any General Meeting.
5. Voting shall only be conducted by members personally present at the meeting except for those members registered under an out-of-province Chapter.

Section 41 – Recording of Meeting Minutes

1. The Secretary shall record accurate minutes of the proceedings of all General Meetings, Special General Meetings, Annual General Meetings, and Board of Directors meetings.
2. Minutes shall capture, at minimum, the meeting date and time, attendees, motions made and seconded, votes taken, resolutions passed, and key discussion summaries relevant to decision-making.

Section 42 – Circulation and Member Approval of Meeting Minutes

1. Minutes of General Meetings, Special General Meetings, and Annual General Meetings should be circulated to the members in good standing prior to the next General Meeting.
2. Only approved minutes shall constitute the official record of the Chamber's proceedings.

Section 43 – Authentication of Meeting Minutes

1. The presiding officer at the meeting where the minutes are approved shall sign the finalized minutes as a record of authentication.
2. The signed minutes shall be preserved by the Secretary in the official records of the Chamber.

Section 44 – Access to Books and Records

1. The following records of the Chamber shall be open for inspection by any member in good standing, during reasonable hours as determined by the Board of Directors:
 - a. The Chamber's Constitution and by-laws;
 - b. Minutes of General Meetings and Board of Directors meetings (excluding confidential matters held in-camera);
 - c. Approved policies and procedures of the Chamber;
 - d. Audited financial statements and approved budgets
2. Members shall have access to records relating to the three (3) most recently completed fiscal years.

3. Access to records older than three (3) fiscal years shall only be permitted:
 - a. By a majority vote of the Board of Directors; or
 - b. By a resolution passed by the members at a General Meeting.
4. Access to confidential information, including but not limited to personnel records, donor records, legal matters, and membership applications, shall be restricted unless disclosure is required by law.
5. Members wishing to inspect records must submit a written request to the Board of Directors specifying the documents requested.
6. Access shall be granted within a reasonable time frame and shall be supervised by a representative designated by the Board.
7. No copying, duplication, or removal of records shall be permitted without the express approval of the Board of Directors.

ARTICLE VII – VOTING RIGHTS

Section 45 – Voting Rights at General Meetings

1. Each Individual Member in good standing shall be entitled to one (1) vote at any General Meeting, provided they are physically present at the meeting.
2. Each Corporate Member in good standing shall be entitled to two (2) votes at any General Meeting.
3. Corporate Members must designate two (2) individuals as their authorized voting representatives at the time of application subject to section 18.
 - a. Only the designated individuals may exercise the Corporate Member's votes.
 - b. No substitution of designated representatives is permitted. If a designated individual is absent, the corresponding vote shall be forfeited for that meeting.
4. Young Professional Members shall not have voting rights at any General Meeting.
5. To be eligible to vote at the Annual General Meeting or any Special General Meeting held after September 1 and between the next Annual General Meeting, a member must be in good standing as of August 31 of that calendar year. Members who renew their membership after August 31 shall not be eligible to vote at such meetings.
6. Proxy voting is not permitted, in accordance with Section 40 of this Constitution.

Section 46 – Voting Procedures

1. Voting at meetings of the Board of Directors shall be conducted by roll call or secret ballot.
2. Voting at General Meetings, Special General Meetings, and Annual General Meetings shall normally be conducted by a show of hands, unless otherwise determined by the presiding officer.
3. Voting for elections of Directors and Officers shall be conducted by secret ballot.

4. Proxy voting is strictly prohibited at all meetings of the Board of Directors and all General Meetings.

Section 47 – Presiding Officer Voting Rights

1. The Presiding Officer at any meeting shall vote only in the event of a tie.

Section 48 – Passage of Motions

1. Except where otherwise specifically required by this Constitution, motions at Board meetings, General Meetings, Special General Meetings, and Annual General Meetings shall pass by a simple majority of the eligible members present and voting.
2. Where a greater threshold is required (such as constitutional amendments or property restrictions), the applicable special majority shall prevail as set out in the respective sections of this Constitution.

ARTICLE VIII – BY-LAW, POLICIES AND PROCEDURES

Section 49

1. By-Law:

- a. The Board may propose new By-Law's to the members at the next general meeting, which must be approved with a simple majority of the members present.
- b. No by-law may conflict with or override any provision of this Constitution.

2. Policies and Procedures:

- a. The Board may invoke policies and procedures as required from time to time with a simple majority of the Board members present. Such policies and procedures as passed shall be binding on the organization, until it is either amended or revoked by the Board. For greater certainty, this section does not give any power to the Board of Directors to amend this constitution for which reference shall be made to the Article XX.
- b. No policy or procedure may conflict with or override any provision of this Constitution or any approved By-Law.

ARTICLE IX – AFFILIATION

Section 50

1. The Chamber, at the discretion of the Board of Directors, shall have power to affiliate or revoke its membership with The Ontario Chamber of Commerce, The Canadian Chamber of Commerce, and any other organization, whose mandate is similar to the CTCC, in which membership may be in the interest of the Chamber.

ARTICLE X – FISCAL YEAR

Section 51

1. The Fiscal Year of the Chamber shall commence on the first day of September 1 to August 31st of each year.

ARTICLE XI – AUDITORS

Section 52

1. A Licensed Public Accountant in the Province of Ontario shall be appointed as auditors by the members present at the Annual General Meeting, and they shall audit the books and accounts of the Chamber at least once in each year.

Section 53

1. The audited financial statement shall be presented by the Vice President - Finance at each Annual General Meeting, and at any other time required by the Board of Directors.

Section 54

1. The Board of Director shall invite the Auditors to the Annual General Meeting where approval of the audited financial statements is sought from the members.

ARTICLE XII – PROCEDURE

Section 55

1. Parliamentary procedure shall be followed at all general and Board meetings in accordance with “Robert’s Rules of Order”.

ARTICLE XIII – INDEMNITY

Section 56 – Indemnity of Directors and Officers

1. The Chamber shall indemnify and hold harmless each Director and Officer, and their heirs, executors, and administrators, from and against all actions, costs, charges, losses, damages, and expenses which they may incur or sustain by reason of the performance of their duties as a Director or Officer, provided that the individual:
 - a. Acted honestly and in good faith with a view to the best interests of the Chamber; and
 - b. In the case of any criminal or administrative proceeding, had reasonable grounds for believing that their conduct was lawful.
2. No indemnification shall be provided in cases where the Director or Officer has failed to act honestly and in good faith with a view to the best interests of the Chamber.
3. This indemnity is supplemental to, and does not replace, any Directors' and Officers' liability insurance maintained by the Chamber pursuant to Section 57 of this Constitution.

ARTICLE XIV – INSURANCE FOR DIRECTORS AND OFFICERS

Section 57 – E&O Insurance

1. The Chamber shall purchase and maintain errors and omissions insurance for the benefit of a Director or Officer of the Chamber.

ARTICLE XV – ADVISORY PANEL

Section 58

1. The Board of Directors shall initiate the appointment process for the Advisory Panel promptly after assuming office and shall appoint between five (5) and seven (7) individuals within forty-five (45) days of the Board's appointment.
2. Advisory Panel members must:
 - a. Be individuals who have demonstrated outstanding leadership, service, or contribution to the community or business sectors relevant to the Chamber's mission;
 - b. Appointment to the Advisory Panel requires approval by a majority vote of the Board of Directors.
 - c. The Board of Directors shall have the authority to remove a member from the Advisory Panel with just cause and a simple majority vote at the meeting of the Board of Directors.
 - d. Advisory Panel members shall serve a non-renewable term of up to two (2) consecutive years.
 - e. No reappointment to the Advisory Panel shall be permitted after the completion of a term.

Section 59

1. Members of the Advisory Panel may attend Board meetings as non-voting observers.
2. Advisory Panel members may provide input or commentary at Board meetings only when specifically invited to do so by the Chair of the meeting.
3. Advisory Panel members shall:
 - a. Respect the authority, confidentiality, and independence of the Board; o Act at all times in the best interests of the Chamber; and
 - b. Maintain confidentiality regarding all discussions, documents, and proceedings of the Board, whether or not explicitly stated.

Section 60

1. Members of the Advisory Panel shall not have voting rights at General Meetings solely by virtue of their appointment to the Advisory Panel.
2. Members of the Advisory Panel who are also members of the Chamber in good standing shall have voting rights at General Meetings in their capacity as regular members.

Section 61

1. Advisory Panel should meet with the Board of Directors at least twice a year.

Section 62

1. The Advisory Panel shall:
 - a. Provide non-binding, strategic advice to the Board of Directors, to assist in advancing the Chamber's mission and vision;
 - b. Support the review and development of policies, programs, and initiatives when specifically consulted by the Board;
 - c. Act as ambassadors of the Chamber by promoting its reputation, values, and community presence externally;
 - d. Uphold and advocate for the Chamber's values, mission, and best interests at all times in their public and private conduct;
 - e. Maintain strict confidentiality with respect to all internal information, discussions, and documentation shared with the Advisory Panel; and
 - f. Recognize that the Advisory Panel's role is consultative only, and that it holds no governance, supervisory, oversight, or decision-making authority over the Board or the Chamber.
2. Where an Advisory Panel member is not also a member of the Chamber, they shall nonetheless be entitled to receive copies of meeting minutes, governance records, and other official Chamber documents necessary to fulfill their advisory responsibilities.

ARTICLE XVI – COMMITTEES

Section 63 – Deleted

Section 64 – Deleted

Section 65 – Conflict of Interest and Conduct

1. Directors, Officers, and Committee Members must disclose to the Board of Directors any actual, potential, or perceived conflict of interest as soon as it arises or becomes known.
2. A conflict of interest exists where a Directors, Officers, or Committee Members private interests, personal relationships, financial interests, or outside activities could interfere with, or be perceived to interfere with, their duty to act honestly, loyally, and in the best interests of the Chamber.
3. Disclosures must be made in writing and recorded in the minutes of the meeting at which the disclosure is made.
4. Any individual who discloses a conflict of interest must:
 - a. Fully disclose the nature and extent of the conflict;
 - b. Refrain from participating in any discussions related to the matter;
 - c. Recuse themselves from voting or influencing decisions on the matter
5. Directors, Officers, and Committee Members shall not use their position within the Chamber for any personal or financial gain, either directly or indirectly.
6. Directors, Officers, and Committee Members must act in good faith and refrain from any conduct that would discredit the Chamber or undermine its reputation.
7. Directors, Officers, and Committee Members must disclose in writing to the Board any direct or indirect business, financial, or personal relationships they or their immediate family members have with the Chamber or with parties engaging in business with the Chamber.
8. The President must inform the Board of Directors in advance when attending any public events, government meetings, or other external functions representing the Chamber. Such participation may proceed unless a majority of the Board objects.

9. In all public or media interactions, Directors, Officers, and Committee Members must protect the reputation of the Chamber.
 - a. No individual shall make unauthorized public statements on behalf of the Chamber.
 - b. The Board of Directors may appoint a designated spokesperson to represent the Chamber in official matters or media inquiries.
10. Any breach of this Section may result in disciplinary action, including removal from office or position, by a two-thirds (2/3) majority vote of the Board of Directors

ARTICLE XIX – RESTRICTED FUNDS

Section 66 – Restricted Funds

1. The Board of Directors may set aside Chamber funds for a specific purpose. Such decision of the Board requires approval by a majority of the members present at the general/annual meeting.
2. The funds so set aside shall only be used for the specific purpose approved by the members.

Section 66A – Reallocation of Restricted Funds

1. In the event that the purpose for which funds were set aside is no longer feasible or not in the best interest of the Chamber, the Board of Directors shall transfer the restricted funds to the general funds of the Chamber.
2. Such decision of the Board requires approval by a majority of the members present at the general/annual meeting.

ARTICLE XX – AMENDMENTS TO THE CONSTITUTION

Section 67 – Amendments to the Constitution

1. Any provision of this Constitution shall only be amended by a two-thirds (2/3) majority vote of the members present at a general meeting, provided that notice of such amendments was proposed and seconded at the previous members' general meeting.

ARTICLE XXI – REAL PROPERTY

Section 68– Unit 1 & 2 – 80 Travail Road

1. The CTCC shall not sell any property, for 10 years from the date of the title transfer date.
2. The CTCC cannot use the Subject Property within 10 years from the date of the title transfer as collateral, security, guarantee, pledge or in any manner to borrow any monies or credit.
3. If the CTCC sells the Subject Property, then the CTCC shall return to the sponsors their initial sponsorship contribution along with the proportionate share of the profits which shall be based on the aggregate purchase price which shall include the total cost of acquiring the subject property along with the cost of renovations.
4. Any amendment to any subsections in Section 68 requires approval from 90% of the members in good standing of the current year at a General Meeting.
5. Section 68 of the Constitution is exempt from the purview of Section 67.
6. Section 68 applies solely and exclusively to Units 1 and 2 at 80 Travail Road, Markham. It does not apply to any other property acquired by the Chamber.

Section 69 – Other Real Property

1. Any other real property, except for Units 1 & 2 – 80 Travail Road, Markham, ON, purchased by the CTCC with financing or debt instruments, shall not fall under the restrictions imposed by Section 68 or any other provision of this Constitution relating to real property.
2. The CTCC may freely manage, sell, encumber, or otherwise transact with respect to any other property without triggering any of the obligations, or restrictions requirements outlined in Section 68.
3. If the CTCC sells any other Real Property than outlined in Section 68, within 10 years of acquisition, then the CTCC shall return to the sponsors their initial sponsorship contribution along with the proportionate share of the profits, or deduct any proportionate share of the losses, which shall be based on the aggregate purchase price which shall include the total cost of acquiring the subject property along with the cost of renovations.

4. Any future constitutional provision or amendment affecting the use or disposition of real property shall expressly state whether it applies to any other real property.