



21 Simcoe St. S., Suite 101, Oshawa, ON L1H 4G1 905 728-1683

Greater Oshawa Chamber of Commerce  
www.oshawachamber.com

**2024 BOARD OF DIRECTORS ELECTIONS**  
Close of Nominations – Friday, October 27, 2023  
**Election Day – Monday, November 20, 2023**

**- NOMINATION FORM -**

**Note:** To be eligible to vote or to nominate a member for election to the Board of Directors the member or the member’s representative must be in good standing in accordance with The Chamber By-laws.

\_\_\_\_\_  
Name of Candidate (PLEASE PRINT)

\_\_\_\_\_  
Company

\_\_\_\_\_  
Title

\_\_\_\_\_  
Telephone

**NOMINATOR:**

I, \_\_\_\_\_ as the member or the members registered representative  
Print Name,

in good standing of \_\_\_\_\_ (company Name)

nominate the above as a candidate for election to the Greater Oshawa Chamber of Commerce Board of Directors.

\_\_\_\_\_  
Signature of Nominator

\_\_\_\_\_  
Telephone

**CONSENT OF NOMINEE**

I, the above noted nominee, do hereby accept this nomination and declare; in accordance with the Greater Oshawa Chamber of Commerce By-laws that;

- a) I am the member or the member’s registered representative
- b) I/we are a member in good standing
- c) I have read and agree to support the By-laws and Constitution of the Chamber
- d) I have read and agree to support the Mission Statement, Vision and Objectives of the Chamber.

**Note:** To be accepted a biography (maximum of 125 words) of the candidate **MUST accompany** the Nomination Form.

\_\_\_\_\_  
Signature of Candidate

\_\_\_\_\_  
Date

**CONSENT OF MEMBER** (Required if Candidate is member representative)

I, \_\_\_\_\_ the member in good standing am aware of the nomination  
Print Name,  
of the above as a candidate for election to the Greater Oshawa Chamber of Commerce Board of Directors.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Telephone

**Nomination Forms must be returned by 5:00 p.m. on Friday October 27, 2023 to:**

Greater Oshawa Chamber of Commerce  
21 Simcoe St. S., Suite 100 Oshawa, ON L1H 4G1 905 728-1683

## **GREATER OSHAWA CHAMBER OF COMMERCE BOARD ELECTIONS - 2023**

### **Nominations for 7 Directors**

Nominations may be filed at the Greater Oshawa Chamber of Commerce, 21 Simcoe St. S., Suite 100 Oshawa, ON L1H 4G1 commencing from October 11th, 2023 to October 27th, 2022 between the hours of 9:00 a.m. and 5:00 p.m. Monday thru Friday. Directors will be elected for a three-year term, beginning January 1, 2024 ending December 31, 2027. All active members or a registered Chamber representative of a Chamber member in good standing are eligible to elected office.

Nomination papers and a Candidate's Guide are available from the C.E.O. of the Greater Oshawa Chamber of Commerce. A signed consent to the nomination and a declaration of qualification by the candidate are required. (Nomination Form)

A Director is a part of the policy making and governing body of the Chamber. Directors must make a reasonable effort to attend all meetings of the Board, (**approximately 10 per year**) and to actively contribute to it. In addition, a Director may also be asked to act as a liaison to a committee's activity.

Service as a Director carries with it the obligation to render informed judgment on the activities and methods of the Chamber and to contribute to determining its future course. The future growth, dimensions and directions of the Chamber rest in the hands of today's Directors.

For additional information on running as a Director, please contact Jason King, CEO at (905) 728-1683 or [ceo@oshawachamber.com](mailto:ceo@oshawachamber.com)

## **ARTICLE 5 – NOMINATIONS AND ELECTIONS**

### **5.1 NOMINATION PROCESS**

5.1.1 At least (180) one hundred and eighty days prior to the end of the fiscal year, the President shall establish a Nominating Committee, which he will chair, consisting of a minimum of (5) five Directors. The Committee, in accordance with these By-laws, shall be responsible for selecting, confirming and verifying nominees to stand for election to all the elected vacancies that will occur in the Board at the conclusion of the fiscal year.

- 5.1.2 No less than (90) ninety days prior to the end of the fiscal year, an invitation shall be circulated to all members in good standing to submit nominations. The nominations must be in writing and with proof of consent of the nominee. Nominations will be accepted up until (60) sixty days prior to the end of the fiscal year, at which point nominations shall close. For a nomination to be accepted by the Nominating Committee all nominees and nominators must be members in good standing, in accordance with these By-laws.
- 5.1.3 Those members thereby nominated, in accordance with these By-laws, shall have their names placed on a ballot which shall be mailed to every member of the Chamber at least (10) ten days prior to the general election.
- 5.1.4 An annual election shall be held at least (40) forty days before the end of the fiscal year, by a process authorized from time to time by resolution of the Board of Directors.
- 5.1.5 In each year at the annual election, candidates receiving the highest number of votes to the number of vacancies to be filled shall be declared elected.
- 5.1.6 The Board shall appoint an independent election auditor or scrutineer to supervise and conduct the annual general election in accordance with the rules and guidelines set out by the Board.
- 5.1.7 The members shall vote by mail or in person by secret ballot in conformity with such rules and regulations as the Board may from time to time adopt.
- 5.1.8 In the case of a tie in the last place, the selection shall be made by lot under direction of the scrutineers in charge of the annual election.
- 5.1.9 The annual election for the Board shall be held at the Headquarters of the Chamber of Commerce and shall be conducted by secret written ballot.
- 5.2 QUALIFICATION OF VOTERS
- 5.2.1 To be eligible to vote or to nominate a member for election the member or the member's representative must be in good standing in accordance with these By-laws.
- 5.2.2 Voting shall be by individuals only and no person shall cast more than one vote.
- 5.3 TERMS OF OFFICE
- 5.3.1 All elected Directors shall serve (3) three-year terms of office that will be staggered so that one-third of the seats shall become vacant each year and the appointed Directors shall serve (1) one-year term of office.
- 5.4 TERM LIMITS
- 5.4.1 All Directors shall be eligible for re-election to a maximum of (3) three additional terms (a total of (9) nine years), but must then retire from the Board for a minimum of (1) one year before becoming eligible for re-election to that position.

## **THE GREATER OSHAWA CHAMBER OF COMMERCE BASIC INFORMATION FOR NEW DIRECTORS**

### **THE CHAMBER'S OFFICIAL STATUS**

The Greater Oshawa Chamber of Commerce is a local non-for-profit corporation that was founded in 1928 and incorporated under the Board of Trade Act.

The Chamber's geographic area in accordance with the Boards of Trade Act is Lake Ontario to the south, Port Perry town line to the North, Whitby town line to the west and Hwy 35/115 on the east.

### **LEGAL AUTHORITY AND GOVERNANCE STRUCTURE**

By by-law, the ultimate authority rests with the membership which are the sole voting shareholders of the Greater Oshawa Chamber. The membership meets annually for a General Meeting and can, if necessary, be convened for Special Meeting or consulted by referendum.

The strength of the Chamber lies in the size and diversity of its grass-roots membership, which is unmatched by any other business group in Durham Region. The members speak and act through representatives to whom they delegate their authority. These representatives collectively constitute the Board of Directors.

### **PURPOSE**

The Chamber is a politically non-partisan, non-sectarian association of businesses, groups and individuals who believe in promoting good business, effective and efficient government, and a healthy and growing community.

### **MISSION STATEMENT, VISION AND OBJECTIVES**

The Mission Statement of the Chamber shall be "to be the Voice of Business for Greater Oshawa, by providing positive leadership in support of its members, business".

The Vision of the Chamber shall be The Greater Oshawa Chamber of Commerce will continue to be the leader in providing services, promotion of business opportunities and co-operation between its members and all businesses within the community. (amended April 2012),

The Objectives of the Chamber shall be to:

- Provide services and opportunities for all businesses.
- Increase the membership and the resources available to serve members.
- Promote an environment that will advance existing business and attract new businesses.
- Constructively influence governments in support of our members and business.

### **MANDATE OF THE BOARD**

The Board of Directors is the Chamber's governing body between Annual Meetings. It is mandated to conduct the business of the Chamber and to oversee its financial transactions. (standard fiduciary responsibility), and is responsible for the implementation, interpretation and promotion of policies approved by the membership.

### **COMPOSITION OF THE BOARD**

The composition of the Board is set out in detail in the Chamber's bylaws. The Board of Directors must have a minimum of 14 members and it can have, in any given year, up to a maximum of 20, if the

Board decides to exercise their full latitude to appoint additional directors to one-year terms of office. At the core of the Board are the Directors-at-large that are elected by the membership and serve staggered three-year terms of office. The by-laws provide that no person may serve more than 9 consecutive years as a director-at-large without leaving the Board for a minimum of one year.

### **QUALIFICATIONS OF DIRECTORS**

A candidate for election or appointment as a Director shall be a registered Chamber representative of a Chamber member in good standing. He/she shall not be an elected member, nor seeking election, to the federal parliament, the provincial legislature, municipal or regional council, or a school trustee and shall not be a direct, full-time employee of any public institution.

### **NOTICE OF MEETINGS**

Notice of Board meetings must be provided to Directors at least 30 days in advance. In practice, confirmed meeting dates and locations for each term of office are determined in advance of the fiscal year and are announced to all Directors no later than the first meeting of each new mandate.

### **QUORUM REQUIREMENTS**

At all meetings of the Boards, (7) seven Directors shall constitute a quorum.

### **ATTENDANCE AT BOARD MEETINGS BY DIRECTORS**

Directors must make a reasonable effort to attend all meeting of the Board, and to actively contribute to its work. The Board shall meet at least (10) ten times per year. Absence by a Director from (3) three consecutive meetings without an excuse deemed valid and so recorded by the Board shall be construed as a resignation.

### **THE EXECUTIVE COMMITTEE**

The President, (2) Vice President, one Executive-at-large, the Immediate Past President, Treasurer and the Chief Executive Officer/General Manager, shall comprise the Executive Committee, the duties of which shall be to deal with urgent business arising between meetings of the Board. All such business dealt with by the Executive Committee shall be subject to ratification by the Board.

### **THE ORGANIZATIONS EXPECTATIONS OF A DIRECTOR**

A Director of the Greater Oshawa Chamber of Commerce occupies a prestigious position of trust to be exercised on behalf of a broad membership. He/she is a partner with other Board members in the work of a major business organization with a reputation for integrity, and must be prepared to subordinate his/her personal, corporate and political interests to those of the organization and, where necessary, to declare conflicts of interest.

Given the breadth of the Chamber's membership, the Directors have a special responsibility to their "constituents" and must make a reasonable effort to keep informed on the pulse of thinking and the attitudes at the grassroots level and throughout the business community at large.

To effectively contribute to the work of the Board and the Chamber as a whole, a Director must be both active and informed. Among his/her most important attributes will be the ability to consider objectively the common interests of businesses large and small, and to weld diverse viewpoints so

that constructive policies and programs will result. Directors should also act as a sounding board for membership opinion and as a source of information for member on Chamber activities, policies and programs.

Service as a Director carries with it the obligation to render informed judgement on the activities and methods of the Chamber and to contribute to determining its future course. The future growth, dimensions and directions of the Chamber rest in the hands of today's Directors. The position of Director can be as meaningful and comprehensive as each member of the Board wishes it to be.

### **THE DIRECTOR & THE PUBLIC**

The Director is a representative of the membership. As such, he or she is not authorized to speak, officially, for the Chamber except on those items upon which the Board has formulated and approved a policy. He/she should defend the organization from unjust criticism, or bring to the attention of the Board such criticisms as are judged to be justified. If approach by the news media for a statement on behalf of the Chamber, he/she should refer them to the Chambers spokespersons the C.E.O. or President.

### **THE DIRECTOR & THE CORPORATE MEMBERSHIP**

The bulk of the revenue of the Greater Oshawa Chamber of Commerce is derived from the membership investments made by businesses of all sizes. Therefore, Directors must take a keen interest in maintaining and expanding the Chamber's membership base. The Membership Committee and staff look to the Directors for support and guidance in securing the revenue necessary to carry out the Chamber's work, and Board members are expected to take an active part in efforts to recruit and retain members.

### **THE DIRECTOR & STAFF**

Directors should welcome an approach from a member of the staff requesting assistance, advice or guidance concerning Chamber activities, policies or programs. However, questions relating to the organization or administration of the Chamber should be referred to the C.E.O. Role clarity and accountability is critical when Directors are acting on committees or as consultants/advisors to management.

As a consultant/advisor to management he or she is accountable to management. A Board member has no special status over and above any other Chamber member in dealings with the staff.

### **THE DIRECTOR & COMMITTEES**

Directors are encouraged to participate in the work of various Committees and Task Forces of the Chamber, and may be asked to serve in an official capacity as liaisons between such groups and the Board. When acting as a Volunteer he or she is accountable to the committee chair or staff.

### **NOMINATIONS AND ELECTIONS**

For a Nomination to be accepted by the Nomination Committee all Nominees and Nominators must be members in good standing, in accordance with these by-laws. The annual election for the Board shall be held at the Headquarters of the Chamber of Commerce and shall be conducted by secret written ballot. To be eligible to vote or to nominate a member for election the member or the members' representative must be in good standing in accordance with these By-laws.

### **Statement of Business Ethics**

***The Greater Oshawa chamber of Commerce recognizes that in order to maintain a strong unified membership; the organization must conduct its affairs in a manner which will promote the interest of its membership without preference or prejudice. In order to accomplish this goal, the Chamber adopts the following statements:***

1. It shall be the policy of the Greater Oshawa Chamber of Commerce to conduct its affairs with honesty and integrity. The Chamber shall endeavour to foster a competitive business climate among its membership and to avoid assisting any one individual member from gaining unfair advantage of a competitive member.
2. When purchasing goods and services required for the operations of the organization, Chamber members shall have priority over non-members. If more than one member provides a required and acceptable product or service, preference shall be given to the member with the most competitive price so long as it does not diminish the product or service required.
3. When requested for information about the providers of products and services, Chamber members shall have priority over non-members. If more than one member provides the requested product or service, the Chamber shall furnish information about all of the member providers without preference or prejudice.
4. The Chamber office shall keep all information it may receive about the future plans of member and non-members confidential until such time as the affected individual or business elects to make the information public. In no instance should the Chamber assist one member to profit over another member from advance or insider business knowledge.

### **Greater Oshawa Chamber of Commerce Board Representation Policy - Approved April 2008**

Any Director, Officer, Committee Volunteer or staff member will not, without prior approval of the Board of Directors, have simultaneous representation on any other Chamber of Commerce or Board of Trade Board of Directors while representing the Greater Oshawa Chamber of Commerce. Such actions may be cause for dismissal from their official capacity with the Greater Oshawa Chamber of Chamber of Commerce.

### **Greater Oshawa Chamber of Commerce - Conflict of Interest Policy Approved: October 2010**

Directors owe a duty of loyalty and accountability to the Greater Oshawa Chamber of Commerce and as such are primarily accountable to the Chamber. They represent the membership and, therefore, shall suspend their personal self interests while conducting Chamber business.

Directors shall make every effort to avoid conflict of interest between their position as a member of the board of directors or committee, their employment, and their personal and professional lives.

“Conflict of interest” includes situations:

- where a director’s private affairs or financial interests are in conflict with their duties and responsibilities or result in a perception that a conflict exists;

- where a director's actions compromise or undermine the trust which the members and public place in the board;
- which could impair or perceive to impair the director's ability to act in the Chamber's interest.

It is important to note that the "appearance of conflict of interest" is just as serious as an actual conflict of interest. The appearance of conflict of interest occurs when a reasonably well-informed person might conclude that a director is making a decision on behalf of the Chamber that promote his/her personal interests or those of a close friend, family member, business associate, corporation or partnership in which a director holds a significant interest, or a person to whom a director owes an obligation and could influence a decision and impair the director's ability. It is not necessary that influence take place.

Procedures when real or perceived conflict of interest arises:

1. A director must immediately disclose a conflict of interest as soon as the conflict is apparent.
2. The director must absent him/herself from all discussions and votes pertaining to the matters in which they are in a conflict by leaving the room.
3. The conflict and absence shall be noted in the minutes of the meeting.
4. The director shall also refrain from lobbying any member, director, committee member, or on his or her behalf.
5. If in doubt about whether a director is or may be in a conflict of interest, the Chair will make the determination.
6. If a director does not become aware of the conflict until after the transaction has been concluded, they must still make the disclosure immediately.
7. Unless otherwise directed, the board must immediately take steps to resolve the conflict of interest or remove the suspicion that a conflict exists.
8. A re-vote on the matter may be required.

These guidelines also apply to committee and task force members.