

By-laws

General

These by-laws are drawn up in accordance with the Boards of Trade Act, R.S., c. B-8, s. 1., hereafter called the “Act.” If it is of concern that any article or section of these by-laws is at variance with any part or section of the Act, the terms and conditions of the Act shall prevail.

Article 1 — Interpretation

- 1.1- Wherever the words “the Chamber” occur in these by-laws, they shall be understood to mean “The Chaleur Chamber of Commerce— La Chambre de commerce Chaleur” as a body.
- 1.2- The English and French versions of these by-laws are official by-laws of the Chamber. In case of variation between these versions, the English will prevail.
- 1.3- Wherever the words “the Board” occur in these by-laws, they shall be understood to mean “The Board of Directors of the Chaleur Chamber of Commerce— La Chambre de commerce Chaleur.”
- 1.4- Wherever the words “Chaleur region” occur in these by-laws, they shall be understood to mean the following regions: Allardville, Bathurst, Beresford, Nigadoo, Petit-Rocher, Pointe-Verte, Belledune and their respective surrounding areas.

Article 2 — Name and Objects

- 2.1- The name of the organization shall be the Chaleur Chamber of Commerce—La Chambre de commerce Chaleur.
- 2.2- The objectives of the Chamber shall be to promote and improve trade and commerce for the economic and social progress of the Chaleur region; to effectively express the views of the business community on matters of regional or national importance; to provide leadership which will give businesses a strong collective voice; to facilitate business and social contact among our members; and to communicate topical information on subjects of interest to the members.
- 2.3- The Chamber shall be non-sectarian and politically non-partisan and shall be governed by a Board of Directors as hereinafter constituted.

Article 3 — Head Office

- 3.1- The head office and usual place of meeting of the Chaleur Chamber of Commerce—Chambre de commerce Chaleur shall be at such place within the Chaleur region as the Board of Directors may determine.

Article 4 — Membership

4.1- Any person, business or organization that supports the objectives of the Chamber may apply for membership. Every member is entitled to one vote per membership.

4.2- Each association, corporation, partnership or society which is a member shall be entitled to designate a representative (in accordance with such limitations established by the board) who shall be a member of the Chamber and who may exercise all rights and privileges of such membership.

4.3- Application for membership shall be submitted to the Chamber by using a form that has been pre-approved by the Board.

4.4- Each application for membership shall be accompanied by the fees for the year as may be prescribed by the classification of membership in place at the time of registration.

4.5- Membership shall continue until a member has resigned in accordance with the provisions of these by-laws or has been removed from the roll of members by action of the board.

4.6- A member shall be considered to be a member in good standing when all dues and other liabilities on the books of the Chamber are paid in full.

4.7- Any member of the Chamber may be expelled by a two-thirds vote from the Board, provided that the Board shall have determined that such membership is prejudicial to the best interests of the Chamber and provided that the member in question shall have had an opportunity, upon thirty days' notice from the Board, to show cause why such membership should not be terminated.

Article 5 — Membership Fees and Assessments

5.1- The annual fees for membership shall be determined annually by the Board.

5.2- The membership fees shall be paid on an annual basis.

5.3- No assessment other than annual membership fees may be levied against members, unless they have been approved by a majority of the members present at a general meeting of the Chamber. The notice to call such a general meeting shall state the nature of the proposed assessment.

Article 6 — Officers and Directors

6.1- The Officers of the Chamber shall be the President, one or more Vice-Presidents and the Treasurer.

6.2- The Executive Committee of the Chamber shall consist of the Officers, the immediate past President and the Executive Director.

6.3- The Board shall be composed of the following:

- a) Ten (10) Directors (including the Officers); representing four (4) Directors from Bathurst and one Director from each of the following regions: Allardville, Beresford, Nigadoo, Petit-Rocher, Pointe-Verte and Belledune.
- b) One Executive Director (non-voting).
- c) Others at the discretion of the Board (non-voting).
- d) In any of the regions, excluding Bathurst, as described in article 7.3, the number of elected Directors will increase to two (2) members for the individual regions that will have attained one hundred (100) members within the Chamber.
- e) In the event that the positions for the ten (10) Directors mentioned in a) are not filled, there would be at-large positions created to fill any vacancies in a).

6.4- The term of office for elected members of the Board shall be two (2) years renewable.

6.5- The term of office for the Officers, member of the Executive Committee, shall be one year, renewable for a maximum of two (2) consecutive terms. After a pause of a minimum of one year, they may be appointed to the Executive Committee for a new term.

Exception shall be given to the Treasurer, who may hold the same office for more than two (2) consecutive years in succession, but for no more than four (4) years, subject to approval by the board annually.

6.6- The Board shall govern and have the general power of administration of the Chamber on behalf of its members. The Board may adopt such regulations deemed necessary as long as they are consistent with the provision of these by-laws.

The Board shall have the authority to do all such things on behalf of the Chamber, which are consistent with the objectives of the Chamber.

No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person or group of persons to whom the Board has designated authority.

6.7- Any six or more Directors lawfully met shall constitute quorum at meetings of the Board and a majority of such quorum may do all things within the power of the Board.

6.8- If any member of the Board is absent for three (3) consecutive meetings of the Board without permission of the Board, another member may be appointed in replacement of the member who is absent.

6.9- The Board may delegate any of its powers (except such as specified to be exercised by the Board throughout these by-laws) to the Executive Committee and revoke such delegation.

6.10- The Executive Committee shall generally carry the business of the Chamber between meetings of the Board and shall report its activities to the Board. It shall be responsible for the supervision of the activities of the Chamber, control of the Chamber's finances within budget limitations, the organization and functioning of Chamber committees and such responsibilities as may be delegated.

6.11- Any three (3) or more voting members of the Executive Committee shall constitute quorum at meetings of the Executive Committee.

Article 7 — Nominations

7.1- The annual election of Directors shall be done during the Annual General Meeting.

7.2- The Board shall appoint a Nomination Committee consisting of the President, the Executive Director, one board member and at least two (2) members of the general membership at least ninety (90) days prior to the Annual General Meeting. The Chair of the Committee shall also appoint a scrutineer for the election.

The Nomination Committee will validate nominations based on the following:

- By giving due consideration to fair representation of the membership.
- Nominees must adhere to the principles of the Chamber and be prepared to function within the parameter of the by-laws and code of conduct.
- Nomination forms must be signed by three (3) nominators (3 different members) in good standing and the nominee. Email signatures are accepted in exceptional circumstances.

7.3- No less than forty-five (45) days prior to the Annual General Meeting, an invitation shall be circulated electronically, by fax or email, to all members in good standing to submit nominations.

7.4- The Nomination Committee shall submit a report to the Board at least fifteen (15) days prior to the Annual General Meeting. The name of the candidates asking for a nomination shall be distributed to the members by email or fax, ten (10) days prior to the Annual General Meeting.

7.5- Any nomination form submitted to nominate a candidate willing to allow their name to stand for election will be accepted. Nomination forms shall also be signed by three (3) members in good standing. The nominee must consent to this nomination in writing.

7.6- All nomination forms shall be received at the Chamber three weeks (21 days) prior to the Annual General Meeting.

Article 8 — Election of Directors

8.1- Where there is only one nominee for any position on the Board or only such number of nominees as there are positions available on the Board of Directors, such position shall be filled by acclamation at the Annual General Meeting.

8.2- In the event that there are no further nominations of candidates willing to allow their name to stand for election as a member of the Board within the time allotted, the nominees shall be declared duly elected members of the Board.

8.3- In the event that any member of the Board vacates their office, the Board shall have the power to fill such vacancy by appointing in their place another member of the Chamber to serve the rest of the board member's term. The vacancy shall be filled by a nomination made by a Director and will be voted on by a secret ballot by the members of the Board of Directors. A majority vote will be necessary for the candidate to be named a Director.

8.4- Any member of the Board, including the Executive Director, who is a candidate in a municipal, provincial or federal election, excluding positions on boards, must take a leave of absence from the Board for the duration of that election. If the member is subsequently elected, they must resign from the Board upon election.

8.5- Elected representatives to or individuals directly employed by the Federal Parliament, the Provincial Legislature or any Regional or Municipal Council are not eligible to be elected to the Board of Directors.

Article 9 — Election and Duties of Officers

9.1- Immediately after adjournment of the Annual General Meeting, the Board of Directors shall appoint the Officers for the upcoming year from the members of the Board.

9.2- In the event that any Officer vacates their office, the Board shall have the power to fill such vacancy by appointing in their place another member of the Board of Directors to serve the rest of the Officer's term.

9.3- The President shall preside over all meetings of the Chamber, the Board and the Executive Committee. The President shall exercise such authority and perform such duties as the Board shall prescribe and shall serve as the main spokesperson for the Chamber.

9.4- The Vice-Presidents shall generally assist the President and in the absence of the President, one of them shall preside at the meeting and otherwise perform the duties of the President.

9.5- The Treasurer shall take charge of the Chamber's records and funds and will supervise the keeping of records of the Chamber's revenue and expenditures. The Treasurer shall report

annually to the Chamber on its financial standing and perform such other duties as may be directed by the Board.

9.6- The Officers authorized to sign legal documents and cheques requiring signatures on behalf of the Chamber, shall be any two (2) of the following: President, Vice-Presidents, Treasurer and Executive Director.

Article 10 — Executive Director

10.1- The Executive Director hired by the Board shall be responsible to the Board through the Executive Committee.

10.2- The Executive Director shall have responsibility for the management and administration of the Chamber and shall exercise authority over the affairs and personnel of the Chamber, subject to the direction of the Executive Committee.

The Executive Director shall be responsible for:

- program planning and research;
- the provision of staff supports to various committees;
- membership development and relations;
- planning and management of meetings, seminars, conferences and special events;
- financial planning and management;
- public and media relations; and
- such duties as may be assigned by the Board.

The Executive Director shall serve as or delegate recording Secretary to the Board and Executive Committee and shall keep minutes of the proceeding of the Chamber. Only the Executive Director shall have the care and custody of its records and attend to the publication of its reports.

When authorized, they serve as a spokesperson for the Chamber. If the Executive Director is not present during meetings, the Board shall delegate someone to act as secretary.

10.3- The Executive Director shall be a non-voting member of the Board and Executive Committee except for the Nomination Committee. The Executive Director shall be excused from the meeting in matters relating to remuneration and any contract between the Chamber and Executive Director.

10.4- Remuneration and any contract between the Chamber and the Executive Director shall be determined by the Executive Committee and subject to the approval of the Board.

10.5- The Executive Director will report to the human resources committee in matters concerning tasks, responsibility and employment contracts. The committee shall be formed of three (3) Directors, with at least one member of the Executive Committee.

Article 11 — Meetings

11.1- The Annual General Meeting of the Chamber shall be held within five (5) months after the fiscal year's end, at a time and place determined by the Board. This meeting may be held virtually in exceptional circumstances.

11.2- A Special General Meeting of the Chamber may be called by the President, the Executive Committee, the Board, or upon the written request of thirty (30) members of the Chamber. Notice of such a Special General Meeting shall contain a statement of the purpose of the meeting.

11.3- Notice of Annual or Special General Meetings, naming the time and place of assembly, shall be emailed, mailed, or faxed to the last known address of each member at least ten (10) days prior thereto or shall be published publicly on social media.

11.4- Thirty (30) members shall constitute quorum at Annual or Special General Meetings. The majority of votes is considered to be two thirds of the members present.

11.5- The Board shall meet at least six times a year to carry on the business of the Chamber. Meetings of the Board may be open to all voting members of the Chamber to speak on invitation of the President, however, only members of the Board shall be entitled to vote or introduce motions at these meetings.

11.6- Minutes of the proceeding of all Annual and Special General Meetings of the Chamber and all Board and Executive Committee meetings shall be kept and shall be signed by the person who presides the meeting at which they are adopted.

Article 12 — Committees

12.1- The Board shall have the power to appoint such standing committees as it may deem advisable, and to delegate matters to such committees with instructions and conditions as the Board may determine. Standing committees shall be: Human Resources, Finance, Strategic Planning and Marketing & Communication.

12.2- A Chairperson must be appointed to each committee. The Chairperson of such committees must be a member of the Board and shall report to the Board when necessary.

Article 13 — Review of Financial Statements

13.1- Accountants shall be appointed by the members present at the Annual General Meeting and the accountant shall review the books and accounts of the Chamber at least once a year.

The Treasurer or their representative shall present the financial statements at each Annual General Meeting or as requested by the board.

Article 14 — Procedures

14.1- Parliamentary procedure, where not at variance with these by-laws, shall be followed at all general and Board meetings in accordance with Robert's Rules of Order.

Article 15 — Borrowing and Banking Authority

15.1- The Board of the Chamber may allow the Chamber to borrow money upon credit of the Chamber by obtaining loans or advance or by way of overdraft.

15.2- The Board shall have authority to appoint any banks, banking institutions or trust companies as bankers of the Chamber.

Article 16 — By-laws

16.1- These by-laws may be amended or repealed by an affirmative of two thirds of the members present at any Annual or Special General Meeting of the Chamber provided that notice of any proposed change shall have been emailed, mailed or faxed to the last known addresses of every member of the Chamber at least ten (10) days in advance of any such meeting.

16.2- These by-laws shall be binding on members of the Chamber, its Officers and all persons lawfully under its control.

16.3- With the adoption of these by-laws all former by-laws are hereby repealed.

Date modified April 22, 2021

