

**BY-LAWS**

**OF**

**THE ATLANTIC PROVINCES CHAMBERS OF COMMERCE  
LES CHAMBRES DE COMMERCE DES PROVINCES DE L'ATLANTIQUE**

**AND**

**THE PROVINCIAL CHAMBERS OF COMMERCE  
LES CHAMBRES DE COMMERCE PROVINCIALES**

**Amended May 2008**

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**1.0 NAME**

- 1.0.1 The name of the voluntary federation of Chambers of Commerce and Boards of Trade in the four Atlantic Provinces shall be “The Atlantic Provinces Chambers of Commerce – Les Chambres de commerce des provinces de l’Atlantique”

**2.0 INTERPRETATION/DEFINITION**

- 2.0.1 Wherever the words “The Regional Chamber” occur in these By-Laws, they shall be understood to mean “The Atlantic Provinces Chambers of Commerce – Les Chambres de commerce des provinces de l’Atlantique”.
- 2.0.2 Wherever the words “Provincial Chamber” occur in these By-Laws, they shall be understood to mean “The Newfoundland and Labrador Chamber of Commerce (NL) – La Chambre de commerce de Terre-Neuve et Labrador (TN), and the Nova Scotia Chamber of Commerce (NS)– La Chambre de commerce de la Nouvelle-Écosse (NÉ), and the Prince Edward Island Chamber of Commerce (PEI) – La Chambre de commerce de l’Île du Prince Édouard (IPE) and the New Brunswick Chamber of Commerce (NB) – La Chambre de commerce du Nouveau Brunswick (NB)”.
- 2.0.3 Wherever the words “The Regional Board of Directors” occur in these By-Laws, they shall be understood to mean “The Board of Directors of the Atlantic Provinces Chambers of Commerce – Les Chambres de commerce des provinces de l’Atlantique”.
- 2.0.4 Wherever the words “The Provincial Board of Directors” occur in these By-Laws, they shall be understood to mean “The Board of Directors of the Chambers of Commerce of Newfoundland and Labrador, Prince Edward Island, Nova Scotia or New Brunswick”.
- 2.0.5 Wherever the words “The Regional Executive Committee or officers” occur in these By-Laws, they shall be understood to mean, “The Executive Committee of the Atlantic Provinces Chambers of Commerce”.
- 2.0.6 Wherever the words “The Provincial Executive Committee” occur in these By-Laws, they shall be understood to mean, “The Executive Committee of the Provincial Chambers of Commerce of Newfoundland and Labrador, Prince Edward Island, Nova Scotia or New Brunswick”.
- 2.0.7 Wherever the word “Regional Director” occurs in these By-Laws, it shall be understood to mean “A member of the Board of Directors of the Atlantic Provinces Chambers of Commerce – Les Chambres de commerce des provinces de l’Atlantique.”
- 2.0.8 Wherever the word “Provincial Director” occurs in these By-Laws, it shall be understood to mean “A member of the Board of Directors of the Chambers of Commerce of Newfoundland and Labrador, Prince Edward Island, New Brunswick or Nova Scotia”.
- 2.0.9 Wherever the word “Chamber Member” occurs in these By-Laws, it shall be understood to mean a “Member in good standing” who is a paying member of the Atlantic Provinces Chambers of Commerce.

- 2.0.10 Wherever the word “Regional Patron Representative” occurs in these By-Laws it shall be understood to mean a “Representative of a larger organization within the Atlantic Region who is a paying representative of the Atlantic Provinces Chambers of Commerce with an interest in regional issues that would cause them to support the voice for business on a Regional and Provincial basis.”
- 2.0.11 Wherever the word “**Chair**” occurs in these By-Laws it shall be understood to mean the “elected person from the Board of Directors to carry out the mandate of the Regional Chamber.”  
**(AMENDED MAY 2008)**
- 2.0.12
- 2.0.12 Wherever the word “Provincial President/Chair” occurs in these By-Laws it shall be understood to mean the “elected person from the Board of Directors to carry out the mandate of the Provincial Chamber.”
- 2.0.13 Wherever the word “mailing” occurs in these By-Laws it shall be understood to mean any form of mailing, including the Electronic Communication Systems.
- 2.0.14 Wherever the words “Urban Chamber Caucus” occurs in these by-laws it shall be understood to mean a committee of the organization of Chambers of Commerce/Boards of Trade with greater than 300 members.

## **MISSION STATEMENT**

To create an environment in which Chambers of Commerce and Boards of Trade in Atlantic Canada can achieve their full potential and represent the business community in a unified and effective manner.

## **3.0 OBJECTIVES**

- 3.0.1 The Regional and Provincial Chambers will pursue the following critical success factors in implementing its goals, strategy, action plans, and responsibilities to help chamber members to work together more effectively in creating a positive business climate and a strong competitive regional economy.

### **3.0.1.1 ADVOCACY**

To position the Chamber as the most recognized and effective voice of business in Atlantic Canada.

### **3.0.1.2 LEADERSHIP**

To provide professional administrative support to the chamber, utilizing the strength of the volunteer network in an efficient and cost-effective manner.

### **3.0.1.3 ADMINISTRATION**

To create an environment which will motivate the chamber network to meet its full potential in Atlantic Canada.

#### 3.0.1.4 MARKETING

To position the Chamber as the recognized leader and most-subscribed-to business organization in Atlantic Canada – one which delivers quality programs and services to its clients.

#### 3.0.1.5 COMMUNICATIONS

To communicate – internally and externally – the value of the Chamber organization, its credibility, integrity, and progressive nature, as well as its fundamental contribution to the success of Atlantic Canada.

3.0.2 The Chamber shall be non-sectarian, and politically non-partisan.

### 4.0 MANDATE

4.0.1 The Regional Board would maintain a focus on Advocacy and member services on behalf of its owners and become involved in projects and events only when approved by two or more provinces. Regional issues or opportunities would be brought to the Regional Board to build extra provincial support for them.

4.0.2 The Provincial Chambers would develop a Provincial strategy to capitalize on opportunities presented to them and organize and manage projects and events as they saw fit, while maintaining a strong focus on Advocacy towards provincial issues. The provincial chairs would develop a joint strategy through the Regional Board.

### 5.0 HEAD OFFICE

2.0.13 The head office of the Regional Chamber shall be in the City of Moncton in the Province of New Brunswick under the charge of the President & CEO.

## **6.0 REGIONAL MEMBERSHIP**

- 6.0.1 Chamber membership on the Regional Board will consist of two members appointed by the Provincial Board of which at least one member shall be an Executive Member of their Provincial Board and one member appointed from the Urban Chamber Caucus.
- 6.0.2 Patron Membership to the Regional Board will consist of not less than four and no more than seven representatives appointed at the Regional Chamber's Annual General Meeting. These patrons will reflect a regional perspective and not necessarily represent a specific province.
- 6.0.3 The Regional Board of Directors may appoint Honorary Membership to the Board. Such members shall have the right to take part in discussions; however, Honorary Members shall not be entitled to vote. Such appointments will be for a period of one year.

## **7.0 PROVINCIAL MEMBERSHIP**

- 7.0.1 Membership on the Provincial Chamber will consist of one member from each Chamber or Board of Trade in good standing in their respective provinces.
- 7.0.2 Membership in the Provincial Chamber shall be applied for by presentation of a written application to the Provincial Chamber. Membership shall become effective upon acceptance and approval by the Provincial Chamber President/Chair and Provincial Executive.
- 7.0.3 Membership in the Provincial Chamber shall continue from the time the application is approved until a member has resigned in accordance with these By-Laws or has been removed from membership by action of the Provincial Executive.
- 7.0.4 Any member may withdraw from membership in the Provincial Chamber by submitting to the Provincial Chamber President/Chair/Executive Director a written resignation and payment of all outstanding obligations to the Regional/Provincial Chamber.
- 7.0.5 The Provincial Chamber President/Chair/Executive Director, after making reasonable attempts to obtain payment, may remove any member from the membership roll who has failed to pay their dues within five (5) months of the date on which they fall due. A member so removed from membership may be reinstated upon payment of their membership dues.
- 7.0.6 The membership of any member may be terminated by a vote of two-thirds of those cast at any meeting of the Provincial Board of Directors provided that the Provincial Board shall first find that such membership in its opinion is prejudicial to the best interest of the Provincial Chamber and provided that such member shall have had an opportunity, upon notice of thirty (30) days, to show cause why such membership should not be terminated. Upon such termination, the dues for the current year shall be refunded.

7.0.7 Provincial Patrons to the Provincial Board can consist of up to two representatives appointed at the Provincial Chamber's Annual General Meeting. These Patrons must be members of a local Chamber of Commerce or Board of Trade in their Province. These patrons will reflect a Provincial perspective and representation.

## **8.0 DUES**

8.0.1 The fees of Regional Chamber members shall be payable to the Regional Chamber of Commerce on admission to membership and thereafter annually on the first day of each calendar year.

8.0.2 The fees of all Regional Patron Representatives shall be payable to the Regional Chamber of Commerce on admission to representation and thereafter annually on such a day in each calendar year.

8.0.3 The fees of Regional Chamber members shall be determined by the Regional Board of Directors.

8.0.4 The fees of Regional Patron Representatives shall be determined by the Regional Board of Directors.

8.0.5 The Provincial Chamber may at its discretion, charge supplemental membership fees or provincial Patrons fees. All such fees must be approved at their Annual General or Special Meeting. All such fees shall be made payable to the Provincial Chamber.

## **9.0 MEETINGS**

9.0.1.1 The Regional and Provincial Chambers shall convene in general meeting at least once a year, this meeting to be known as the Annual General Meeting.

9.0.1.2 The Annual Meeting date and place shall be determined by the Regional and Provincial Board of Directors.

9.0.1.3 **Each member shall receive** notice of the Annual Meeting at least forty-five (45) days in advance thereof under the name of the **Chair or the Provincial Chamber President/Chair.**  
**(AMENDED MAY 2008)**

9.0.2.1 Special Regional General Meetings may be called either by the Regional Board of Directors or upon the written request of fifteen (15) member Chambers and/or Boards, the offices of which are located in at least two (2) provinces.

9.0.2.2 Special Provincial general meetings may be called by the Provincial Board of Directors or upon the written request of five (5) member Chambers in good standing.

- 9.0.2.3 The notice of Special Meetings shall be sent to each member at least fifteen (15) days in advance thereof, for a special Regional meeting over the name of the Chair of the Board, or for a special Provincial meeting under the name of the Provincial Chamber President/Chair, and shall state clearly the matter or matters to be discussed and no other matters shall be discussed at such a meeting.
- 9.0.3.1 The Regional and Provincial Boards shall meet at least four (4) times during its term of office at a time and place to be determined the **Chair or the Provincial Chamber President/Chair**. Any necessary action and liaison during the interval between such meetings shall be provided by the Executive Committee, which shall meet at the call of the President/Chair. **(AMENDED MAY 2008)**
- 9.0.3.2 Special Meetings of the Regional or Provincial Board shall be called by their Chair upon the request of not less than 50% of their Board.
- 9.0.4.1 Committees shall meet at the call of their Chair as frequently as its necessary for the effective performance of the duties assigned to them.

## **10.0 REPRESENTATION AND VOTING POWER**

- 10.0.1 Every Chamber, Board of Trade, and Provincial Board member in good standing may be represented at any general meeting by as many of its members as it may appoint for the purpose. Such delegates shall have the right to take part in discussions. However, only accredited delegates shall be entitled to vote.
- 10.0.2 Every member Chamber or Provincial Board member in good standing represented at a general meeting shall be entitled to one vote, which must be cast by its accredited delegate. That representative may be either one of its members or another individual accredited as its proxy delegate. Proxies must be signed by a member of the Chamber who has signing authority for the proxy's chamber. No delegate shall be accredited to represent more than two votes.
- 10.0.3 No member Chamber shall be entitled to vote on subjects at the Annual Meeting unless their current year's membership dues have been paid.
- 10.0.4 Voting at all general meetings shall normally be by show of hands, but on the request of three or more accredited voting delegates it shall be by roll call.
- 10.0.5 Unless otherwise provided in these By-Laws, no motion or amendment shall be carried at any general meeting unless it received a majority of votes cast.

## **11.0 QUORUM**

- 11.0.1 Accredited delegates from at least fifteen (15) Chamber Members representing two (2) or more provinces shall constitute a quorum at all Special or Regional general meetings.
- 11.0.2 Five (5) Directors shall constitute a quorum at meetings of the Regional Board of Directors.
- 11.0.3 A quorum of the Regional Executive Committee consists of three (3).
- 11.0.4 Accredited delegates from at least 50% of Provincial Chamber members in good standing shall constitute a quorum at all Provincial General Meetings or special meetings.
- 11.0.5 A quorum of the Provincial Board of Directors shall be not less than 50%.
- 11.0.6 A quorum of the Provincial Executive Committee consists of three (3).
- 11.0.7 A quorum of acceptance of Provincial Policies or Referendum shall be 66% of accredited delegates in attendance at the Policy session or responding to such documentation.

## **12.0 POLICY**

- 12.0.1 All regional subjects considered or acted upon by the Chamber shall have direct bearing on two or more of the four Atlantic Provinces, and shall be timely in importance and general in application to both the economic and public welfare.
- 12.0.2 A Regional Policy Development Committee shall be established as a Standing Committee by the Regional Board of Directors, which shall advise the Regional Board on all issues, policy statements and/or submissions in accordance with these By-Laws.
- 12.0.3 All provincial subjects considered or acted upon by the Provincial Chamber shall be deemed to be a concern to the province as a whole and have the consensus of a majority of members in good standings.
- 12.0.4 A Provincial Policy Development Committee shall be established as a Standing Committee by the Provincial Board of Directors, which shall advise the Provincial Board on all issues, policy statements, and/or submissions in accordance with these By-Laws.
- 12.0.5 The Regional Policy Development Committee shall consist of no less than five (5) and no more than ten (10) members drawn from the membership of the Regional and Provincial Chamber, with at least one member representing each of the four Atlantic provinces. Ideally that representative should be the provincial policy chair, the committee Chair shall be a member of the Regional Board of Directors, and shall be appointed by the Regional Board for a period of at least one (1) year, subject to reappointment for a second year.

12.0.6 The Provincial Policy Development Committee shall consist of no less than three (3) and no more than seven (7) members drawn from different Provincial and Local Chamber members. The Committee Chair shall be a Provincial Board member and the members shall be representatives of Chambers in good standing.

12.0.7 Policy Statements and/or resolutions may be submitted to the Policy Development Committee for consideration and adoption at any time, and originate with:

12.0.7.1 any person or company holding a Membership in the Provincial Chamber

12.0.7.2 member Organizations of the Chamber

12.0.7.3 the Regional Board of Directors

12.0.7.4 the Regional Executive Committee

12.0.7.5 the Provincial Board of Directors

12.0.7.6 the Provincial Executive Committee

12.0.7.7 any committee or task force of the Chamber

12.0.8 Any member submitting policy statements for consideration should do so in writing to the Regional or Provincial Policy Chair at least thirty (30) days prior to the meeting of the Board of Directors in which the issue is expected to be discussed and adopted. These statements will then be reviewed by the Policy Development Committee to determine their eligibility as set forth in Section 12.1, 12.3 and 12.7. All such policy matters should then be distributed by the Policy Chair to the Members, Boards of Directors and Chambers to be received, at least fifteen days (15) prior to the meeting. Policy material received by the Policy Chair after the thirty-day (30) deadline shall be accepted for consideration by the Board of Directors upon the special recommendation of the Policy Committee.

12.0.9 Policy Resolutions adopted by the Regional or Provincial Board of Directors shall become policy until the Annual Meeting following adoption or amendment. At each Annual Meeting, the Chair of the Policy Development Committee and the Regional or Provincial Chair shall arrange a Policy Accountability Session during which all current policy resolutions adopted and maintained during the previous twelve (12) months (including those resolutions adopted or amended during the Annual Meeting prior) shall be reviewed, discussed, or deleted according to the wishes of those people there assembled. Following the Accountability Session, those resolutions that have not been amended or deleted shall be adopted.

12.0.10 Acceptance and handling of Amendments to be accepted for discussion, all amendments must be relevant to the subject matter under discussion. No amendment will be entertained which would have the effect of nullifying the main motion.

Only three types of amendments will be accepted for debate, they being proposals for:

- The addition of certain words
- The deletion of certain words
- The deletion of certain words and their replacement by others.

12.0.11 Sequence of discussion for each resolution.

As each resolution comes forward for consideration, the sequence of events will be as follows:

- The Chair will name the item and read the recommendation to the assembly.

- The Chair will entertain a motion, duly seconded, to accept the resolution for discussion
- For existing resolutions, the Chair will name the item, and report on the actions taken/recommended by the Board of Directors.

**IF THE RESOLUTION IS NOT DULY MOVED AND SECONDED BY ACCREDITED DELEGATES, THE RESOLUTION WILL AUTOMATICALLY BE DEFEATED.**

- All delegates will be invited to speak to the resolution
- Any resulting amendments, moved and seconded, will be received and debated.

**If the amendment is approved, then such approval carries the main motion.**

**If the amendment is defeated, the Chair will entertain further amendments.**

**If there are no further amendments, the Chair will call for a vote on the main motion.**

- The Chair will declare the outcome.

#### 12.0.12 Disposition of Policy

If the resolution is adopted (with or without amendments), it will become the official policy of the Chamber and will be conveyed to the body to which its recommendations are addressed.

If the resolution is defeated, it will be deleted from the policy book and receive no further action.

### **13.0 BOARD OF DIRECTORS**

13.0.1 The Regional Board of Directors shall consist of:

13.0.1.1 The Regional Board of Directors shall consist of two members of each Provincial Board, of which *at least* one member shall be a Provincial Board Executive, appointed by the Provincial Board of Directors.

13.0.1.2 The Executive of the Regional Executive Committee shall be the Chair of the Board, Chair-Elect, Past-Chair, Secretary and/or Treasurer.

13.0.1.3 The Regional Board shall also consist of up to seven patrons representatives from the Atlantic Provinces appointed by the Regional Board of Directors at the Annual General Meeting.

13.0.2

13.0.2.1 The Regional Board of Directors shall immediately upon their appointment confirm the appointment of the Chair-Elect and Secretary and/or Treasurer from the Directors.

13.0.3

13.0.3.1 The Chair-Elect who shall automatically assume the office of Chair upon the expiration of the term of the current Chair. Should the Chair resign or, for some reason other than this, not be able to complete his term, the Chair-Elect shall complete the unexpired term of the Chair and, in such circumstances, may retain the office of the Chair-Elect.

13.0.3.2 Should the Chair-Elect resign, or for some reason other than this, not be able to complete his/her term, the Regional Board of Directors shall elect an individual member from their Board to assume the role as Chair-Elect.

13.0.3.3 The duties and responsibilities of the Secretary and/or Treasurer shall be as set forth as outlined in section 18.4 and 18.5.

### **14.0 PRESIDENT & CEO**

14.0.1 The President & CEO shall, upon the recommendation of the Regional Executive Committee, be appointed on contract term at the pleasure of Regional Board of Directors.

14.0.2 The Provincial Executive Director shall, upon the recommendation of the Provincial Executive Committee, be appointed at on contract term at the pleasure of the Provincial Board of Directors.

14.0.3 The President & CEO and the Provincial Executive Directors should work towards implementing the goals of their Board, in co-operation with one another, based on Advocacy, Leadership, Marketing, Communication and Administration as reflected in these by-laws.

**15.0 TERM OF OFFICE**

- 15.0.1 The term of office for the Provincial Board members to the Regional Board shall be for a two (2) year period.
- 15.0.2 The term of office for the Patron representative to the Regional Board shall be for a two-year period.
- 15.0.3 No Regional or Provincial Board member can offer themselves for any more than two consecutive terms of office.
- 15.0.4 The term of the Regional Directors shall begin with their appointment at the upcoming Regional Annual General Meeting and continue until their successors have been duly appointed.
- 15.0.5 Vacancies on the Regional of a Provincial Board member shall be filled by the Board from which the vacancy occurs for the unexpired portion of the term.
- 15.0.6 Vacancies of the Regional Executive Committee shall be filled by the Regional Board for the unexpired portion of the term.
- 15.0.7 If a member of the Regional Board is absent from three consecutive regular meetings of the Board without permission of the Regional Board, their seat may become vacant, and the Regional Board may proceed to fill such vacancy in the manner prescribed in Section 15.6 and 15.7.
- 15.0.8 The term of office of the Provincial Board of Directors shall be for a minimum of one year.
- 15.0.9 The term of office of the Provincial Executive Committee with the exception of Provincial Chamber President/Chair-Elect shall be for a minimum of one year.
- 15.0.10 The Provincial representatives (2) to the Regional Board shall be appointed by the Provincial Board of Directors at their Annual General Meeting.
- 15.0.11 Vacancies on the Provincial Board of Directors or Executive Members shall be filled by the Board of Directors for the unexpired portion of the term.

## **16.0 PROVINCIAL CHAMBER NOMINATING COMMITTEE**

- 16.0.1 The nominating Committee shall consist of the Provincial Chamber President/Chair and Provincial Chamber Past President/Chair, plus one other Board Member.
- 16.0.2 Any Chamber of Commerce or Board of Trade that is a member in good standing of the Provincial Chamber of Commerce may nominate a Provincial Director for its province.
- 16.0.3 At least sixty (60) days prior to the Annual Meeting of the Provincial Chamber, the Nominating Committee shall invite nominations for the election of officers and Board members.
- 16.0.4 Nominations, endorsed by at least two organization members in good standing, shall be in the hands of the Chair of the Nominating Committee twenty five (25) days before the date set for the Annual Meeting and shall be consented to by the nominee.
- 16.0.5 The Nominating Chair shall, upon the close of nominations, prepare a ballot upon which shall be listed in alphabetical order all candidates nominated by member organizations in that province, and have them available for their Annual General Meeting.
- 16.0.6 At the Provincial Annual General Meeting, the voting delegates shall vote for Provincial Chamber President/Chair-Elect, Secretary and/or Treasurer and at least 5 Board of Directors.

## **16.5 REGIONAL NOMINATING COMMITTEE**

- 16.5.1 The Nominating Committee shall consist of the Chair, Past-Chair, Chair-Elect, plus one other Non-Executive Board Member.
- 16.5.2 Each Provincial Chamber shall nominate two directors that are members in good standing of the Provincial Board of Directors.
- 16.5.3 At least sixty days (60) prior to the Annual Meeting of the Regional Chamber, the nominating committee shall invite nominations for the Patron Directors.

## **17.0 ELECTION OF PROVINCIAL CHAMBERS**

- 17.0.1 Directors of Provincial Chambers:
- 17.0.1.1 Each member Board or Chamber, in good standing, within the applicable province shall be entitled to appoint a delegate who must also be a Director of the member Board or Chamber. The appointments will be for a one-year period.

17.0.1.1.1 The Provincial Board of Directors for the Newfoundland and Labrador Chamber of Commerce will consist of (7) regional directors who will represent the following areas of the province:

\* St. John's (St. John's Board of Trade)

\* Avalon (Argentia Area, Mount Pearl, Conception Bay Area, Irish Loop Chambers of Commerce, Baccalieu Trail Board of Trade)

\* Eastern (Arnold's Cove Area, Bonavista Area, Clarenville and Marystown Burin Area Chambers of Commerce)

\* Central (Baie Verte Area, Exploits Regional, Gander and Area, Lewisporte Area and Springdale Chambers of Commerce)

\* Western (Bay St. George, Corner Brook, Deer Lake, Pasadena and Port aux Basques Chambers of Commerce)

\* Northern/Straits (Labrador Straits, Southeastern Labrador, St. Anthony and Area, Straits/St. Barbe Chambers of Commerce)

\* Labrador (Labrador North and Labrador West Chambers of Commerce)

The regional director must be a member in good standing of a local board or chamber within that region.

AND, a minimum of two (2) Directors at Large with a maximum of five (5). Directors at Large must be members in good standing of a local board or chamber.

17.0.1.1.2 The Provincial Board of Directors for the New Brunswick Chamber of Commerce will consist of (8) regional directors who will represent the following areas of the province:

1. Central (Fredericton Area)
2. Saint John - Fundy Area
3. Moncton - Southeast Area
4. Edmundston - Northwest Area
5. Campbellton - North Shore Area
6. Miramichi Area
7. River Valley - Woodstock Area
8. Bathurst - Chaleur Area

The regional director must be a member in good standing of a local board or chamber within that region.

AND, a minimum of two (2) directors at large with a maximum of **seven (7)** directors at large. Directors at large must be members in good standing of a local board of trade or chamber of commerce. **(AMENDED MAY 2008)**

17.0.1.2 The **Chair of APCC or his/her designate** will be a full voting member of each Provincial Board of Directors. **(AMENDED MAY 2008)**

17.0.1.3 "The members of the Board of Directors will appoint the Provincial President/Chair Elect and the Secretary/Treasurer at its first meeting after the Annual General Meeting."

17.0.1.4 The Board of Directors should, at a minimum, meet four (4) times a year. Any necessary action and liaison during the intervals between Provincial Board of Directors' meetings shall be provided by the Executive Committee, which shall meet as and when required upon the call of the Provincial Chamber President/*Chair*.

17.0.1.5 The Board of Directors shall appoint a Nominating Committee, which is to consist of the Chair, Immediate Past Chair and one member to:

Submit the name of a qualified individual for the position of Chair-Elect and Secretary and/or Treasurer. Nominate Board Members for the Provincial Board.

17.0.1.6 The Executive of the Provincial Executive Committee shall consist of the Chair, the Past Chair, Chair-Elect, Secretary and/or Treasurer.

17.0.1.7 The Chair-Elect shall automatically assume the office of the Chair upon the expiration of the term of the current Chair. Should the Chair resign or, for some reason other than this, not be able to complete his term, the Chair-Elect shall complete the unexpired term of the Chair and in such circumstances, may retain the office of the Chair-Elect.

## 18.0 DUTIES OF PROVINCIAL AND REGIONAL OFFICERS AND BOARD OF DIRECTORS

The President **of** the Regional Chamber and the Provincial Chamber President/Chair at the Provincial Chambers shall be the Chief Executive Officer of the Chamber.

**The Chair at the Regional Chamber and the Provincial Chamber President/Chair at the Provincial Chamber** shall preside at all meetings of the Chamber, the Board, and the Executive committee. They shall be a member ex-officio of all committees; and shall exercise general supervision over the entire work of the Chamber. **(AMENDED MAY 2008)**

18.0.1.1 The **Chair**-Elect shall serve as Chair of the Policy Committee.

The **Chair**-Elect and Provincial Chamber President/Chair-Elect shall generally assist the **Chair** or Provincial Chamber President/Chair in regional or provincial matters and in the absence of the President or Chair, performs their duties.

Before entering upon the duties of their offices, the incoming **Chair and the Provincial Chamber President/Chair** and the incoming **Chair-Elect and the Provincial Chamber President-Elect/Chair-Elect** shall take and prescribe an oath in the following form:

"I swear that I will faithfully and truly perform my duty as (Regional President or President-Elect or Provincial Chamber President/Chair or Provincial Chamber President/Chair-Elect) and that I will, in all matters connected with the discharges of such duty, do all things and such things only as I shall truly and conscientiously believe to be adapted to promote the objects for which the Atlantic Provinces Chambers of Commerce/**Provincial Chambers** were constituted according to the true intent and meaning of the same, so help me God." **(AMENDED MAY 2008)**

The Secretary and/or Treasurer shall keep a true and accurate record of the finances of the Board, prepare and present at the meetings of the Board of Directors a statement showing receipts and expenditures for the fiscal year-to-date, prepare and present to the Annual meeting each year a Financial Statement duly audited showing the position of the Chamber's finances at the end of the fiscal year and generally carry out and perform such other duties as would ordinarily be required of a Secretary and/or Treasurer or as may be assigned to him/her by the Board of Directors. The Secretary and/or Treasurer are to submit at the Annual General Meeting, a BALANCED BUDGET for approval by the voting delegates.

The Secretary and/or Treasurer shall submit budgets for special projects to their Board of Directors for their approval, and provide monthly reports of accountability to them no later than 25 days after receipt of their Bank Statement.

18.0.6 The responsibilities of the Directors shall include the following:

18.0.6.1 Serving as Chair and members of Committees as required by the undertakings of the chamber.

18.0.6.2 Maintaining contact with chambers/boards in their respective areas, by personal visits where possible.

18.0.6.3 Seeking to encourage the formation of new organizations or the revival of defunct organizations.

18.0.6.4 Wherever possible, accompanying the staff of the Chamber on visits to organizations and attending regional or provincial conferences, seminars, etc.

18.0.6.5 Attending all meetings of the Board of Directors as called by the Chair

18.0.6.6 Prepare and direct, with the guidance of the Executive committee, a program of work which shall be discussed and ratified by the directors outlining the priorities for the upcoming year.

Signing authorities for all financial responsibilities of the Regional Chamber shall be **any two of the** Chair, President & CEO, Past Chair, Chair-Elect, Treasurer and Secretary.

Signing authorities for all financial responsibilities of the Provincial Chamber shall be the President/Chair, Treasurer and one other person designated by the Board of Directors. Signing authorities for special projects of the Provincial Chamber shall be the Provincial Treasurer and two other persons designated by the Provincial Executive. **(AMENDED MAY 2008)**

Signing authority for special projects shall be the Provincial Treasurer and two other persons designated by the Provincial Executive, and must comply with section 18.0.5.

## **19.0 ADMINISTRATION AND MANAGEMENT**

The administration and management of the Regional Chamber shall be in the charge of the President & CEO. Subject to the Board of Directors, the President & CEO shall keep or have kept the minutes of the proceedings of the Chamber, the Board, the Executive Committee and all other committees; shall have the care and custody of its books and records, and attend to the publication of reports. The President & CEO shall be the custodian of the funds of the chamber and shall cause to be deposited with a chartered bank all monies received, and no moneys shall be withdrawn therefore without the additional signature of the Chair of the Board or regional Secretary and/or Treasurer or other person or persons designated to perform this duty by the Board of Directors and the Chamber, on administrative matters.

The Administration and Management of the Provincial Board shall be in charge of the Provincial Executive director where feasible. If not feasible, the Provincial Secretary and/or Treasurer, subject to the Board of Directors, shall keep or have kept the minutes of the proceedings of the Chamber, the board, the executive committee and all other committees; shall have the care and custody of its books and records, and attend to the publication of reports. The Provincial Executive Director or Provincial Secretary and/or Treasurer shall be the custodian of the funds of the chamber and shall cause to be deposited with a chartered bank all moneys received, and no moneys shall be withdrawn therefore without the additional signature of the Provincial Chamber President/Chair or Provincial Secretary and/or Treasurer (when feasible) or other person or persons designated to perform this duty by the Board of Directors and the Chamber, on administrative matters.

## **20.0 JURISDICTION AND POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors shall have supervision of and conduct the business of The Chamber between Annual General Meetings in accordance with these By-Laws, rules or regulations passed at any general meetings of the Chamber. The Board of Directors shall have power, subject to the aforesaid, to do all things necessary to accomplish the object of the chamber and may make or cause to be made for the chamber, any description of contract or arrangement, which may be designed to further the object of the Chamber. The Regional and Provincial Boards may make or cause to be made any representation in the name of the Chamber.

## **21.0 JURISDICTION AND POWERS OF THE REGIONAL AND PROVINCIAL EXECUTIVE COMMITTEE**

Subject to the direction of the Board of Directors, the Executive committee shall be responsible for:

21.0.1 the organization and function of the Chamber's Committees.

21.0.2 issuing of public statements.

21.0.3 control of the Chamber's finances.

21.0.4 general supervision of the Chamber's activities

21.0.5 Such specific undertakings, duties or responsibilities as may be delegated by the Board of Directors from time to time.

21.0.6 In the case of an emergency, the Executive committee may exercise all the powers of the Board of Directors, provided that any action taken shall be reported as soon as possible to the Board of Directors.

## **22.0 REFERENDUM**

The Regional Board of Directors may at its discretion submit any question by referendum to the member organizations. This shall be done by the Executive mailing to them the proposal, with pertinent information and a ballot form. If within thirty (30) days from the posting of the ballots, replies have been received from at least fifty (50) percent of the members in good standing; their offices being in at least two (2) provinces, the referendum shall be valid. If a majority of the members replying in a valid referendum vote in favour of the proposal, the proposal shall then be adopted by the Chamber and shall be effective as if passed at a general meeting.

The Provincial Board of Directors may, at its discretion submit any question by referendum to the member organizations. This shall be done by the Executive mailing to them, the proposal, with pertinent information and ballot form. If within thirty (30) days from the posting of the ballots, replies have been received from at least fifty (50) percent of member Chambers in good standing, the referendum shall be valid.

If a majority of members replying in a valid referendum vote in favour of the proposal, the proposal shall then be adopted by the Chamber and shall be effective as if passed at a general meeting.

## **23.0 FISCAL YEAR**

The fiscal year of the Regional Chamber shall terminate on the thirty-first (31) day of December each year.

The fiscal year of the Provincial Chamber of Commerce shall terminate on the thirty-first (31) day of December each year.

## **24.0 AUDITING**

An auditor or firm of auditors shall be appointed to audit the records of the Chamber. Such Auditors Report shall be presented to the succeeding Annual Meeting.

## **25.0 BONDING**

All persons who handle monies or have signing authority on behalf of the Provincial or Regional Chamber of Commerce shall be bondable.

## **26.0 AMENDMENTS**

26.0.1 The By-Laws of this Chamber may be rescinded, altered, or amended at an Annual or Special General Meeting provided that:

26.0.1.1 They are approved by two-thirds (2/3) of the voting delegates in attendance.

26.0.1.2 Notice of such proposed changes or amendments has been given in writing to each Chamber Member or each Director, as the case may be, at least thirty (30) days previous to the meeting at which they are to be voted upon.

26.0.2 Such changes as may be affected by the Board of Directors will have force, only until the next Annual General Meeting of the Chamber if not confirmed thereat, shall from that time cease to have any force, and may not be re-adopted by the Board until the following Annual General Meeting. Such By-Laws shall be binding upon the Chamber, its officers and all other person lawfully under its control.

## **27.0 RULES OF ORDER**

Parliamentary procedure shall govern at all meetings of the Chamber and of the Board as set forth in "Robert's Rules of Order.

## **28.0 MEMBERSHIP IN CANADIAN CHAMBER OF COMMERCE**

The Regional Chamber of Commerce is to maintain its position on the Board of the Canadian Chamber of Commerce.

## **29.0 REPEAL OF FORMER BY-LAWS**

With the adoption of these By-Laws, all former By-Laws are hereby repealed.