

BOARD OF DIRECTORS ORIENTATION GUIDE 2022

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Corporate Overview

Incorporation

The NWT Chamber of Commerce (NWTCC) was incorporated in 1973 and is a registered society in the NWT. As an incorporated society, the NWTCC is a separate and distinct legal entity. The society may own and control assets, enter into contracts, incur debts, sue and be sued and is bound by its Constitution and By-Laws and by the requirements of the *Societies Act*. The NWTCC Constitution and By-Laws are appended.

Purpose

The purpose of NWTCC is:

- **Member Service & Marketing:**
- **Policy Positions and Advocacy Services**
- **Administration and Governance**

Mandate

Through our Strategic Plan 2022-2025, the NWTCC has identified the following as our working mandate to our membership and Community Chambers:

1. To foster business development as the basis of economic and social progress in the NT;
2. To work together with the Community Chambers, Territorial/Provincial chambers and the Canadian Chamber of Commerce to propose & develop policy and advocate for legislative changes of benefit to the NWT business community;
3. To serve as an avenue for professional business relations between our members; the business sector and all levels of government;
4. To offer business input to government legislative and policy formation;
5. To create an NWT business climate of competitiveness, innovation and profitability for member businesses of all sizes and sectors.

Guiding Principles

The NWT Chamber of Commerce conducts its affairs in a manner that:

- Benefit the Chamber membership;
- Support open and timely communication;
- Is fiscally responsible and promote sustainable, environmentally responsible northern development that have followed through with meaningful & purposeful consultation;
- Collaborate, advocate and discuss relevant issues with our Community Chambers;
- Acts honestly in all dealings, complying with the laws and regulations relating to the affairs of the Chamber network to maintain an ethical work environment

Core Focus:

The NWT Chamber has identified 3 core objectives for which we provide our services to our membership. Through each objective we have identified actionable and attainable strategic goals.

- **Member Service & Marketing:** *The NWT Chamber will provide services that attract, retain and benefit its membership and will undertake activities designed to promote the organization and increase its visibility and reputation as the voice of the NWT business community:*
 - **Membership**
 - **Member Support & Services**
- **Policy Positions and Advocacy Services:** *The NWT Chamber will develop, communicate and lobby in order affect change that will be of benefit to the NWT business community at large:*
 - **Policy/Advocacy**
- **Administration and Governance:** *The NWT Chamber will develop and implement procedures and policies to provide effective human resources, financial and structural management of the organization and guide the Board of its duties:*
 - **Communications and Member Engagement**
 - **Governance**

The Organization

The NWTCC is the largest and most broadly - based business organization North of 60, with representation from every region of the NT. Working in association with the network of community chambers in Inuvik; Norman Wells; Fort Simpson, Hay River, Thebacha and Yellowknife, the NWT Chamber represents the interests of members across the NT. For over 45 years we have been the only pan-territorial voice of businesses across all sectors of the northern economy.

Chamber Membership, Revenues & Investments

In any given year, the NWT Chamber of Commerce has 80-100 members and total revenue of \$50,000 to \$100,000. Chamber Memberships can account for 50% of revenue in any given year.

The Chamber has three classifications of members. Each pays a different annual fee and receives services commensurate with their classification:

- Regular Members: \$500
- Information Members: \$500 - \$1,000
- Associate Members: \$200 - \$2,000

Other revenue is generated through events, special projects, and funding agreements with the territorial and federal government.

The Board of Directors

The NWTCC Board is comprised of five (5) Executive Members, including the Past President, an appointed director from each of the Chamber Members, and up to ten (10) elected Directors at Large including the members of the Executive Committee. The Canadian Chamber of Commerce representative for the NWT is an ex-officio member of the Board.

Committees of the Board

As per December 2019 board meeting:

Sub-Committees

VP Kellett: as per Canadian Chamber of Commerce dissolving sub committees and have separate meetings for items like membership, events etc

Motion 2020-BM08-03 - dissolve all sub committees allowing the responsibility of Advocacy; membership; Events and By-Laws/Governance to be the responsibility of the Board as a whole Moved: Kellett; 2nd Wright, all in favor

Meetings

Due to the remoteness and vast distances between communities in the NWT, the Executive Committee and the Board of Directors both meet monthly, primarily face-to-face as well with an option to join via video-conferencing. The Board holds face-to-face meetings once each year at the AGM. These face-to-face meetings are funded by the NWT Chamber.

Advocacy: The Power to Shape Policy

The NWT Chamber will develop and implement procedures and policies to provide effective human resources, financial and structural management of the organization and guide the Board of its duties.

We have committed to meet quarterly with ITI and ECE as well as all other potential partnering NGO's and semi-annually with Premier & annually with MLA's, MP and Mayors. Working progress to updated annually to ensure business interests are understood. As a result of our broad business perspective, our views are sought by government, business leaders and the media. Through our membership in the Canadian Chamber of Commerce, we drive NWT business and economic interests to the national agenda.

We also cooperate with other organizations such as our Community Chambers; the Nunavut and NWT Chamber of Mines, the NWT Association of Communities, NWT Tourism, the NWT Construction Association and the Mine Training Society on specific initiatives and/or lobby efforts.

Canadian Chamber of Commerce

The NWT Chamber and several Regular Members belong to the Canadian Chamber of Commerce and actively participate in the development of federal policies that foster a strong economic environment in the North. The Northern Caucus, at the CCC's Annual General Meeting has successfully presented a number of policy resolutions which have been ratified by the national membership

The Canadian Chamber has an interest in seeing the economy of the North succeed and has published several discussion papers identifying the opportunities and challenges to northern business and economic success.

The Canadian Chamber of Commerce is the only national organization that speaks for more than 200,000 businesses on national and international issues. Across Canada, the CCC draws on a network of more than 420 Chambers of Commerce to shape public policy on Parliament Hill. To learn more about the Canadian Chamber of Commerce visit WWW.CHAMBER.CA.

Member Benefits

In addition to the NWTCC's advocacy work, we offer a number of benefit programs to our members. As an added benefit, our Chamber Members are able to share the programs with their respective memberships. For full list of current benefit programs, please visit: <https://www.nwtchamber.com/m2m-discounts>.

- Chambers of Commerce Group Insurance Plan: designed specifically for small business;
- Aurora Coupons: a northern based company that offers one-stop solutions for mobile coupons, vouchers and Loyalty Cards. Members receive four months free subscription
- Magnet Business Portal: uses its intelligent matching technology to bring talent and relevant business growth information directly to businesses looking to hire post secondary students. They also offer a wage subsidy
- Canadian Chamber of Commerce savings programs: available to all members of the NWT Chamber

Roles, Responsibilities and Liabilities of Directors

Definition

The NWTCC is governed by the Societies Act. The Act is referenced throughout the following information. Where the “society” is specified it means the NWT Chamber of Commerce.

Legal Duties and Obligations

- A Director holds a position of trust and must act honestly and in good faith.
- A Director must not let personal interests or the interests of a third-party conflict with the interests of the Chamber.
- A Director has a duty to make corporate decisions and implement policies in the best interests of the Chamber and all of its members.

Role of the Board of Directors

The Board of Directors as a whole is accountable for the proper conduct of the Chamber's affairs. The Board:

- Approves actions to achieve the Chamber's objectives;
- Establishes policies regarding Chamber Governance, through our Constitution & By-Laws;
- Proposes amendments to the Constitution & By-Laws on behalf of the members;
- Approves an annual budget and secures the needed financial resources;
- Reports to the members.

The Board functions together as a group to make informed decisions. Decisions are made in the form of motions passed by a majority of the Directors at Board meetings. The decisions of the Board as a whole must be upheld and respected by everyone at the table.

General Duties of a Director

Directors are expected to attend all Board meeting and AGM's, be prepared for the meeting and contribute to discussions and decisions. Directors should also be aware of the Chamber's programs, policies and services.

Directors appointed to a committee are expected to attend committee meetings and assume leadership when required or requested to do so.

A Director cannot independently bind the Chamber to a commitment. Directors can only exercise authority collectively as a Board.

Duties of a Director (Regular Member)

In addition to the general duties of a director, directors representing Regular Members (representing Chambers of Commerce) are expected to provide the Board with an overview of economic issues and concerns within their community and/or region. Additionally, they are expected to provide a regular update on their Chamber's activities and advocacy efforts – including those which impact other areas and therefore may be supported by the NWT Chamber of Commerce.

Regular Members are encouraged to attend the annual face-to-face meeting coordinated and funded by the NWT Chamber and to identify areas of support required from the NWT Chamber.

Directors' Liability

As an incorporated society, the NWT Chamber of Commerce is a separate and distinct legal entity. The society may own and control assets, enter into contracts, incur debts, sue and be sued.

Unlike individuals, a society can only act through its directors and officers. The members are the owners of the society, but they cannot act for the society.

Collectively, the Board is responsible for the administration of the assets, activities and affairs of the society and must act in an honest, fair, diligent, and ethical manner. A director has a duty to make and implement corporate decisions and policies in the best interests of the members.

The basic principle of limited liability is that members and directors are not personally liable for the society's debts and obligations.

However, directors and officers can become personally liable to third parties if they breach the duties and obligations contained in our By-Laws.

There are three general areas of duties and obligations imposed on directors of societies:

- The fiduciary duty
- The duty of care
- Statutory liability

Fiduciary Duty

Fiduciary duty is a requirement to act honestly and in good faith in the best interests of the society.

A Director would be breaching fiduciary duty if he/she agreed to redirect funds donated for one purpose to another. For example, it would be a breach of fiduciary duty if the board voted to use money donated to a building fund to pay general operating expenses.

The Duty of Care

The duty of care requires that directors exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

A Chamber Director:

- Is not obligated to take all possible care, but is required to use reasonable care.
- May delegate appropriate responsibilities to committees, officers and managers and has the right to rely on auditors, lawyers and other experts.
- Must pay attention to the activities and affairs of the Chamber.

Statutory Liabilities

There are some instances where a Director can be held directly and personally responsible for failure of the society to perform a particular obligation. A straightforward example is if the society does not pay the employees' wages, the directors and officers of the society are personally obligated to pay that amount (*Employment Standards Act*).

Under the federal *Income Tax Act*, if the society does not pay income taxes deducted from employee wages to the Canada Customs and Revenue Agency, Directors of a society are personally obligated to make up that amount.

Directors can be held criminally liable for any criminal offence they commit in the course of their duties. Societies, including the NWTCC, can be held accountable for *Criminal Code* offences, such as when directors or officers' direct employees to commit an offence, or fail to take all reasonable measures to stop an employee from committing an offence.

Insurance and Indemnities

The Chamber has insurance for Directors' liabilities except where the liability relates to a Director's failure to act honestly and in good faith with a view to the best interests of the society.

Role of the Executive Committee

The President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer are elected at the Annual General Meeting for a one-year term. The immediate Past President of the NWTCC act as an ex-officio member of the Executive Committee. The President, Vice-Presidents, Secretary and Treasurer are Officers of the Chamber.

What is the Role of Officers?

Officers are judged against the same standards of conduct as Directors.

Officers' Liability

The regulations governing the Chamber allow the Chamber to:

- Acquire rights and obligations;
- Own and control assets;
- Enter into contracts;
- Incur debts; and
- Sue and be sued.

The Chamber can only act through its directors and officers.

The basic principle of limited liability is that members, directors and officers are not liable for the defaults of the society. The Chamber itself is a separate legal entity, and is responsible for its own debts and obligations.

Officers and directors can become personally liable to third parties if they breach their legal duties and obligations.

As with the Board of Directors, there are three general areas of obligation imposed on officers:

- The fiduciary duty
- The duty of care
- Corporate criminal liability

These obligations are the same as described in the previous section for Directors.

Duties of Officers

The officers' responsibilities are broadly outlined in the Chamber's By-Laws. What follows are thumbnail lists of duties for Officers of the NWTCC.

The President's Duties

- Chairs general and special meetings of members;
- Chairs meetings of the Board and the Executive Committee;
- Consults with other officers as required on matters of strategic interest to the Chamber;
- Casts the deciding vote in the case of a tie at AGM's, Board and Executive Committee meetings;
- Manages and conducts meetings; and
- Acts as a signing officer for the Chamber.
- Acts as the official spokesperson for the Chamber and attends public events and / or meetings with external organizations / individuals.

The Vice Presidents' Duties

- Acts as chairperson when called on by the president to do so;
- Assists the president whenever possible;
- Represents the Chamber at events as required;
- Acts as a signing officer for the Chamber; and
- Ongoing development of board members.

The Secretary Duties

- Acts as Chairperson in the absence of a more senior officer;
- Acts as a signing officer for the Chamber;
- Ensures meetings are effectively organized and minuted;
- Maintaining effective records and administration;
- Upholding the legal require of governing documents, charity law, company law, etc.;
- Communication and correspondence.

Treasurer's Duties

- Provides oversight of critical records of the society, including applications, annual reports, and other filings;
- Acts as Chairperson in the absence of a more senior officer;
- Ensures the Chamber's financial statements are up to date;
- Ensures statutory reporting requirements are met;
- Submits financial statements at monthly meetings of the Board and the Executive Committee;
- Oversees the development of the Chamber's annual budget and its presentation to the Board and Executive Committee for approval;
- Monitors the budget and advises the Board and Executive Committee of problems or variances;
- Ensures that funding sources, members, governments and their agencies receive timely and accurate financial reports, as required;
- Acts as a signing officer of the Chamber.

Staff

Executive Director

Job Description:

The Administrator is the sole employee of the Board of Directors. This position may be filled by an appropriate candidate, or by an organization with a lead responsible for all contact with and reporting to the Board of Directors.

Administrative:

- Work with the Board of Directors to develop and achieve the NWT Chamber of Commerce's objectives and purposes
- Monitor and report the progress of strategic and allocation of resources on a monthly basis
- Advice, support and solicit direction from the Board of Directors through regular communication and monthly meetings
- Plan, organize and oversee daily operations of the NWT Chamber of Commerce
- Develop and maintain records of Chamber members, communications, events and activities
- Organize, attend and act as Secretary for all Board meetings, General Meetings, the Annual General Meeting and all other relevant committee meetings. Prepare and distribute notices, agendas, reports and minutes for meetings and provide monthly updates on activities
- Ensure compliance with accepted business practices, government regulations, employment standards and bylaws
- Develop partnership and sponsorship arrangements to strengthen the profile of the Chamber and to generate revenue
- Responsible for the planning, organization and oversight of all events and initiatives
- Responsible for researching business issues and presenting them to the Board of Directors for discussion

Membership:

- Responsible for membership recruitment and retention
- Track membership payments
- Issue membership certificates and put together membership mail-outs
- Responsible for distributing welcome emails and membership benefits packages
- Responsible for maintaining an accurate membership database and ensuring that information is correct
- Perform annual membership renewal invoicing

Financial:

- Manage the budget as approved by the Board of Director
- Responsible for bookkeeping, maintaining accurate financial information and monitoring monthly cash flow

Communication:

- Responsible for all marketing, communication and public relations, this includes but not limited to:
 - No less than weekly monitoring and updates to all major social media platforms as may be identified from time to time
 - No less than quarterly general email updates to all members
 - Update website content as needed subject to Chamber activities or events and news developments relevant to the NWT business community but no less than monthly
 - Respond to all inquiries and concerns in a timely manner
 - Create or oversee graphic design content including newspaper advertisements, signage and other materials as required

Current Board

Past President - Trevor Wever

President – Yanik D’Aigle

1st Vice President – Sean Crowell

2nd Vice President – Vacant

Secretary – Lee Cawson

Treasurer – Newton Grey

Directors at Large -

Mark Brajer

John Henderson

Myrna Pokiak

Mike Scott

Wally Schumann

Canadian Chamber of Commerce Representative - Bill Kellett

Committees:

As above

Meeting Schedule

Monthly Regular Board meetings will be held on the third Wednesday of every month.

June 15, 2022

July 20, 2022

August 17, 2022

September 21, 2022

October 20, 2022

November 16, 2022

December 21, 2022

January 18, 2023

February 15, 2023

March 15, 2023

April 19, 2023

2022 AGM: May 31, 2023

Reporting and Filing Requirements

Introduction

The Board of Directors must ensure the NWTCC meets the reporting and filing requirements required by *The Societies Act* (the Act.)

Reporting to Members

The financial statements for the past fiscal year must be presented to the members at every AGM. The financial statements must include a balance sheet (statement of assets and liabilities) and a statement of receipts and disbursements. They must also meet the standards of generally accepted accounting principles.

Reporting to Corporate Registries

A *Notice of Directors* and *Financial Statements* must be filed with Corporate Registries within 14 days after the AGM.

Reporting changes to Corporate Registries

A society must report any change of its registered office and any changes to its Board as they occur.

Changes to the Society's Constitution

NWT Chamber members may approve a change to the constitution. Changes could include: the name of the organization; our objectives; or the community in which the society generally operates. Changes to the Constitution are typically approved at an Annual General Meeting but may also be approved through an extraordinary resolution. Given advance notice of the resolution, 75% of the members present at the AGM or special general meeting and entitled to vote (including those voting by proxy where proxies are allowed by the By-laws) must approve the changes. Changes are not effective until they have been filed and approved by Corporate Registries.

Changes to the Chamber's By-Laws

Chamber members may approve changes to the By-Laws at each AGM or special general meeting. A simple majority of votes is sufficient to carry By-Law amendments. Changes are not effective until they have been filed and approved by Corporate Registries.

APPENDIX A: The NWTCC Constitution and By-laws

The Northwest Territories Chamber of Commerce Constitution and By-laws May 2022

PART 1 - CONSTITUTION

- A.** The name of the Society is "The Northwest Territories Chamber of Commerce." Herein, "the Chamber" refers to The Northwest Territories Chamber of Commerce.
- B.** Its objects are:
1. To foster business development, in an environmentally responsible manner, as the basis of economic and social progress in the Northwest Territories.
 2. To serve as a conduit for professional business relations among our members, the larger business community and the Federal and Territorial governments.
 3. To offer a business input to the Federal and Territorial governments with regards to legislative and policy formulation.
- C.** The operations of the Chamber are to be carried on throughout the Northwest Territories, but chiefly at the City of Yellowknife as the center for the Territorial government and such other place or places as the Chamber may from time to time determine.

PART 2 – BY-LAWS

A. Membership

1. Any person, association, or business holding a valid business license or registration under the NWT Societies Act shall be eligible for membership in the Chamber.
2. All members of the Chamber shall have the right to take part in all activities and to use all facilities established by the Chamber for the promotion of its objects, subject to such regulations and payment of such additional fees as the Board of Directors may from time to time prescribe for specific activities.
3. There shall be three categories of membership:
 - a) Regional Chamber Members: these shall be local or regional Chambers of Commerce or Boards of Trade located in the Northwest Territories.
 - b) Regular Members: These shall be corporations and businesses wishing to have full membership privileges, benefits and voting rights.
 - c) Information Members: These shall be individuals, governments, business, trade and professional organizations with no voting privileges, no membership privileges and no ability to stand for elected office within the Chamber.
4. Applications for membership shall be submitted to the Secretary or Executive Director of the Chamber. Acceptance of membership shall constitute agreement with adherence to terms of the Constitution and By-Laws.
5. Each member shall pay an annual membership fee at such time and in such amount as is determined by the Board of Directors, with any changes only being applicable to the subsequent fiscal year.

B. Membership Termination

6. Any member of the Chamber may withdraw by giving written notice of withdrawal to the Secretary or the Executive Director.
7. No member more than one (1) month in arrears in payment of dues shall be entitled to the rights and privileges of membership until payment of all arrears has been made.
8. No member shall be expelled from the Chamber except by 2/3 majority vote by the Board of Directors.
9. No person, association, or business who/that has been expelled from membership in the Chamber shall be eligible for membership thereafter except through a motion by the Board of Directors.

C. Meetings

10. **General meetings** of the Chamber shall be called by the Board of Directors or upon the written request of five (5) members of the Society. Such meetings shall be called at such time and place as the Board of Directors may decide, provided that the annual general meeting of the Society be held within 120 days after the date of the fiscal year end. Notice is to be issued via email, posting on the homepage of the Chamber's website, and/or posted to the Chamber's social media outlets.
11. **Special meetings** of the Chamber shall be held at any time when summoned by the President, or requested in writing by any three members of the Board, or upon written request of ten percent (10%) of the Chamber membership. Notice of such meetings shall be given to the membership at least ten (10) days in advance. Notice of special businesses shall contain enough information to allow the membership to make a reasoned decision. Notice is to be issued via email, posting on the homepage of the Chamber's website, and/or posted to the Chamber's social media outlets.
12. Six (6) members of the Chamber, two (2) of whom must be Officers, shall constitute a quorum at any Board, general, special or annual general meeting.
13. Not less than twenty eight (28) days notice shall be given to members of any general or annual general meeting of the Chamber.
14. The business to be transacted at an annual general meeting of the Chamber shall include the consideration of minutes of the previous annual general meeting, the election of directors including officers, the appointment of auditors if required, reception of the President's report, Treasurer's report and any matters as have received the prescribed notice pursuant to the within bylaws.
15. Except by unanimous consent of the members present, no business shall be conducted at any general or annual general meeting of the Chamber unless at least fourteen (14) days notice has been given to the members specifying the nature of such business.
16. Each person, business, or association who/that is a Regional Chamber or Regular member of the Chamber is entitled to vote at general, special or annual meetings. In the case of businesses and associations, the organization shall be permitted one accredited voting delegate.
17. Members may appoint an alternate voting delegate who may act in the absence of the accredited voting delegate. No individual delegate may carry more than two such proxy votes.
18. None other than an accredited voting delegate (or alternate) shall be entitled to vote or introduce or second motions.
19. In the event of a tie, the matter shall be decided in the negative.

20. Unless a poll is demanded by at least one (1) member entitled to vote, the chairperson at any meeting of the Chamber may declare that a resolution has been carried or defeated and an entry in the minute book of the Chamber to that effect shall be deemed conclusive evidence thereof without proof of the number or proportion of votes recorded in favor or against the resolution; but if a poll is demanded, then the chairperson may direct the manner in which it shall be taken in accordance with the wishes of the members present.

D. Directors

21. The Board of Directors shall govern the affairs of the Chamber in accordance with the By-Laws of the Chamber.
22. The Board shall consist of a representative from each Regional Chamber member and five (5) persons from among the Regular members, in addition to the members of the Executive Committee of the NWT Chamber of Commerce, who must also be drawn from Regular Members.
23. If any Regional Chamber Member Director is unable to attend a meeting, that individual may appoint an alternate member of their organization to attend on their behalf.
24. The Board of Directors shall be elected annually at the annual general meeting of the Chamber, with the exception of the representatives of the Regional Chamber members who shall be designated by their own organization.
25. Only Regular members in good standing shall be eligible to stand for election as a Director or Officer of the Chamber.
26. Duties and Obligations of a Board member shall be as listed:
 - a. a Director holds a position of trust and must act honestly and in good faith;
 - b. a Director must not let personal interests or the interests of a third-party conflict with the interests of the Chamber; and
 - c. a Director has a duty to make corporate decisions and implement policies in the best interests of the Chamber and all of its members.
27. The roles of the Board of Directors as a whole is to be accountable for the proper conduct of the Chamber's affairs including:
 - a. approves actions to achieve the Chamber's objectives;
 - b. establishes policies regarding Chamber Governance, through our Constitution & By-Laws;
 - c. proposes amendments to the Constitution & By-Laws on behalf of members;
 - d. approves an annual budget and secures the needed financial resources; and
 - e. reports to all members
28. Directors shall be elected for two (2) year terms but may stand for election to the Executive within that term and, if elected to the Executive, complete the remainder of his or her two-year term in that role.
29. No individual shall serve more than a maximum of eight (8) consecutive years on the Board of Directors whether as a Director, Executive member or a combination of both.
30. In order to expedite and facilitate Chamber business in a timely fashion as required, the Executive and Board may approve actions and initiatives by way of electronic resolution using an e-mail message sent by the President or Executive Director.
 - a. It shall be the responsibility of each Director and Officer to provide the Chamber with the address of their preferred e-mail account.
 - b. It shall be the responsibility of each Director and Officer to check their designated e-mail account regularly.

- c. Electronic resolutions are to provide a minimum of 48 hours for Directors to vote.
 - d. An electronic resolution shall be considered carried or rejected at any point after more than 50 per cent of Directors or Officers have voted for such action. If less than 50% of Directors or Officers have voted within the deadline, the motion shall be considered to be withdrawn. The Results of the vote shall be communicated to Directors and Officers within 48 hours of the voting deadline.
 - e. *None response within 48 hours will be considered a Yay vote*
 - f. Electronic resolutions will be considered to have been suitably recorded by the Directors', Officers' and Executive Director's e-mail accounts and require no further minute taking.
- 31. The Northwest Territories representative with the Canadian Chamber of Commerce shall be invited to sit as an ex-officio member of the Board of the Chamber.
 - 32. The Board may, from time to time, appoint or form standing or special committees as it deems appropriate and may determine the quorum thereof. Except where the terms of reference of such committees have been defined by the members, such terms of reference shall be defined by the Board.
 - a. The Board shall be entitled to appoint to the Board, any individual in an ex-officio capacity, on such occasions as the Board shall deem appropriate, for specific tasks or portfolios as maybe required for a term not to exceed the life of the current Board.
 - 33. The President, in consultation with the Board of Directors, shall appoint a nominating committee, consisting of not less than two (2) Directors or Regular members, not less than sixty (60) days before any annual general meeting of the Chamber, to prepare a recommendation of candidates to fill the Officer and Director positions on the Board.
 - 34. Committees shall meet at the call of the committee chairperson as frequently as is necessary for the effective conduct of business assigned to them.
 - 35. Remuneration, if any, for Directors shall be as set from time to time by members of the Chamber at the annual general meeting.
 - 36. If a vacancy arises among the Directors for any reason, the Board may appoint a replacement to fill the vacancy until the next general or annual general meeting of the Chamber.
 - 37. Any Director may be expelled after reasonable notice of the fact of a scheduled vote by a 2/3 majority vote of Directors present for proven dishonesty, gross misconduct, or for failing or refusing to carry out his duties as a Director as provided in these By-laws.
 - 38. The Board may employ, dismiss and otherwise manage such staff as may be required within the financial and other resources of the Chamber. The staff shall conform to all lawful duties as directed by the Board.
 - 39. Directors with an absenteeism record of 50% will be notified by the Executive to ensure they are aware of their record. A Director will be subject to expulsion from the Board if more than 50% of Board meetings year-to-date are missed without reasonable excuse.

E. Executive

- 40. The Executive shall consist of a President, two Vice-Presidents, a Secretary and a Treasurer. In the case of meetings of the Executive, three (3) members shall constitute a quorum.
- 41. The immediate Past President shall remain an ex officio member of the Executive for two (2) year following his or her term.
- 42. The Executive shall be elected annually at the annual general meeting of the Chamber.

43. The President shall be the Chief Executive Officer of the Chamber. The President, or designate, shall preside at all meetings of the Chamber, sign all instruments, serve as the Chamber spokesperson, otherwise perform all duties incident to the term of office and any other powers as may from time to time be assigned by the Board.
44. The Vice-Presidents shall be vested with all the powers and responsibilities and shall perform all the duties of the President in the absence of the President. In addition, the Vice-Presidents shall fulfill such other powers and duties as the Board from time to time may assign.
45. The Secretary shall ensure notices of all general, annual general, Board and Executive meetings are sent. The Secretary shall ensure a full set of minutes of all such meetings are kept.
46. The Treasurer shall ensure full and accurate accounts of all receipts and disbursements of the Chamber are kept.

F. Borrowing Powers

47. A 2/3 majority vote of members present at a general or annual general meeting of the Chamber, may authorize the borrowing or otherwise raising of money for any purposes of the Chamber of the securing of payment of any indebtedness created in the name and on behalf of the Chamber by the sale, mortgage, pledge or other disposal of any property or assets of the Chamber, and may likewise authorize such Directors as may be designated for the purpose to sign any required documents or papers in connection therewith in the name and on behalf of the Chamber.

G. Accounts

48. The Chamber may not enter into any contribution agreements with outside funding agencies without approval by Board motion or electronic resolution which can only be voted on after Directors have been made aware of the funding parameters and reporting requirements attached to the agreement.
49. The accounts of the Chamber shall be reviewed annually by a firm or person accredited to perform such work, such firm or person is to be appointed at the annual general meeting or subsequent general meeting. The Chamber will seek audits only when required by funding agencies.
50. All monies received by or on behalf of the Chamber shall be deposited in the Chamber's bank account, which shall be with one of the chartered banks of Canada, in trust for the Chamber.
51. Funds of the Chamber shall be paid out only by cheque drawn in the name of the Chamber or by electronic authorization and signed or authorized by any two (2) Executive and/or staff who have the prior authority of the Board to provide such signatures or authorization.

H. Seal

52. The Seal of the Chamber shall be in the form set out in the margin. The seal shall be kept in the custody of the President or one of the Vice Presidents and shall not be affixed to any instrument or document except by authority of the President upon direction of the Board.

I. Making, Altering and Rescinding By-laws

53. The By-laws of the Chamber may be rescinded, altered or added to at the annual general meeting or by extraordinary resolution at a general meeting of the Chamber and not otherwise, but no such revision, alteration or addition has any effect until it has been registered by the registrar.

J. Official Records

54. Minutes shall be kept of all general, annual general, Executive and Board meetings in a manner to be determined by the Executive. Minutes and records shall be kept in the office of the Chamber or with the Chamber's designated contractors.
55. The books and records of the Chamber shall be open to inspection by members of the Chamber at each annual general meeting, or at the office of the Chamber, upon written request to the Secretary/Treasurer or otherwise as the Board may determine and direct.
56. At each annual general meeting an annual financial statement containing:
 - a. The assets and liabilities of the Chamber in the form of a balance sheet, and
 - b. The receipts and disbursements of the Chamber for the fiscal year and signed by the auditor, or by two (2) Directors if there is no auditor, shall be presented for inspection of the members.

K. Fiscal Year

57. The fiscal year of the Chamber shall be from January 1 to December 31.

L. Interpretation

58. The Board may determine the interpretation of these By-laws and any resolution passed there under, and the decision of the Board upon any question of interpretation or upon any matter affecting the Chamber not provided for in these By-laws or in any resolution made thereunder, shall be final and binding upon all members of the Chamber.

M. Chamber Dissolution

59. The Board may determine the dissolution of the Chamber through an extraordinary resolution which then must be approved by the Registrar. The Registrar must be provided 90 days notice. The chamber will cease to exist on the date shown in a certificate of dissolution issued under subsection (4)S.N.W.T.2003,C.5,Sch.Is.10

N. Parliamentary Procedure

60. Parliamentary procedure shall be followed at all meetings in accordance with "Robert's Rule of Order"

APPENDIX B: Policies

Financial Policy

Financial Policy: The following policies will be put forth to the Board of Directors in February 2019, if passed these will be the guiding policies in regards to all financial items listed below and replace any other policies or practices that have been in place or practiced prior to February 2019

1. Budgeting

- 1.1. The budget is the primary mechanism enabling the board and staff to keep track of, and measure financial performance. The Executive Director is responsible for:
 - a. The preparation and presentation of a draft annual budget for board approval at least one month prior to the beginning of each fiscal year,
 - b. Ensuring the budget is developed with sufficient information to judge the accuracy of the projections of revenues and expenses,
 - c. Ensuring that the basis of the budget in any one year is consistent with previous years,
 - d. Identifying within the budget, revenue and expenditures for different projects,
 - e. Updating the board regularly at each Board Meeting on the performance of the organization in relation to the budget,
 - f. Preparing and presenting changes to the Budget for amendment by the Board.

2. Signing Authorities on Behalf of the NWT Chamber

- 2.1. Payments on behalf of the NWT Chamber may be authorized by any two (2) of the following individuals:
 - a. President;
 - b. 1st Vice President
 - c. 2nd Vice President;
 - d. Secretary;
 - e. Treasurer; and/or;
 - f. Past President
 - g. Executive Director.

2.2. No person may sign a cheque where they are a beneficiary.

3. Authorization to Make Financial Commitments on Behalf of the NWT Chamber

- 3.1. Financial commitments up to five thousand (\$5,000.00) dollars may be authorized and made by the Executive Director, upon presentation of appropriate invoices and/or receipts as incurred

- 3.2. The Executive Director is authorised to make financial commitments up to fifty thousand (\$50,000.00) with Executive approval so long as these are within the budget previously presented and approved to the Board.
 - 3.3. Financial commitments exceeding fifty thousand (\$50,000.00) dollars must be approved by the Board via a motion, which will be attached to the commitment for proof when approving payment.
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4. **Authorization to Make Credit Card Purchases and Payments on Behalf of the NWT Chamber**
 - 4.1. The NWT Chamber VISA must be used exclusively for purchases made on behalf of the Chamber.
 - 4.2. Payments on behalf of the Chamber or Board shall be authorized by approved signing authorities.
 - 4.3. Original receipts must always be obtained and retained to justify charges that relate to purchases.
 - 4.4. The Executive Director shall verify all transactions and charges on the monthly expense report statements. One of the signing officers listed above, preferably the Treasurer, shall confirm the charges are justified and appropriate by signing and dating the monthly expense report statements.
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5. **Contracts and Loans**
 - 5.1. No financial and/or borrowing institution contract or loan agreement may be entered into by any representative of the Chamber without Board approval by motion at a regular meeting of the Board.
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6. **Purchasing and Protection of Assets**
 - 6.1. Where the Chamber is making significant purchase(s) for goods over fifty thousand (\$50,000.00) dollars, the Executive Director is responsible for providing an assessment of the quality and price offered by different vendors for the Boards decision.
 - 6.2. The Executive Director is responsible for;
 - a. Maintaining adequate fire, theft, liability and Directors liability insurance in effect,
 - b. Operating with effective procedures for the safekeeping of key legal and contractual documents,
 - c. Operating with procedures for back-up and off site safekeeping of financial and other key computer records.
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7. **Investment of excess Chamber Funds**
 - 7.1. The Treasurer, acting on the direction of the Board and with an approved motion, shall invest surplus monies of the NWT Chamber in the same manner as a prudent investor.

- 7.2. The risk profile of the investment portfolio will be comprised of investments with 60% or more being secure; 20% or more being of a low risk nature, and not more than twenty (20%) percent of a medium risk nature, none being high risk in nature.

8. Maintenance and Review

- 8.1. This Code was last reviewed by the Board on September 16, 2020.

Conflict of Interest Policy

Conflict of Interest Policy: The following policies will be put forth to the Board of Directors in March 2019, if passed these will be the guiding policies in regards to declaring a conflict of interest as listed below and replace any other policies or practices that have been in place or practiced prior to March 2019

1. Directors should not let personal interests or the interests of a third party conflict with the interests of the Chamber; and a Director has a duty to make corporate decisions and implement policies in the best interests of the Chamber and all of its members.
2. A Director should not have a personal interest in any proposed contracts with the Chamber or the decisions of the Board. Personal interest includes the ability to earn money or secure some other advantage by a Board decision.

i) When to Declare a Conflict of Interest

Directors must declare a direct or indirect interest in a contract or a decision of the Board at a Board of Directors meeting.

Conflicts of interest will be recorded in the minutes to ensure that there is a record of the conflict and how it was managed.

ii) How to Declare a Conflict of Interest

A declaration of interest can take the form of a general notice to the Board or by verbal notification at a Board meeting prior to the subject being discussed. A Director who has declared a conflict should recuse themselves from the discussion of the Board. This also applies to Committees of the Board.

3. Personal Relationship

- 3.1 When a personal relationship exists on the Board (spousal; common law; sibling; parental; etc.) only one of the Directors in the relationship can hold an Executive position at any given time

4. Maintenance and Review

This Code was last reviewed by the Board on September 16, 2020.

Travel Policy

Travel Policy: The following policies will be put forth to the Board of Directors in February 2020, if passed these will be the guiding policies in regards to all travel items listed below and replace any other policies or practices that have been in place or practiced prior to February 2020

1. Approval

- 1.1. All Travel for the Executive Director and Board members must be approved by the Board, no motion is required
- 1.2. It is the Executive Directors responsibility to track approval

2. Travel Program

- 2.1. Through the NWT Chamber's approved Strategic Plan 2019 - 2022 we will be introducing a travel program. The Chamber will responsible for all costs and expenses including travel insurance and travel visa costs for the Executive Director to attend the trip as the official representative of the NWT Chamber
- 2.2. Based on negotiated contract, there will be a minimum number of packages to be sold which will then grant one free trip, the first will be granted to the Executive Director to offset the cost; the next free package will be offered to the current/incoming President, if they are unable it will be offered to the 1st VP so on and so forth
- 2.3. The Board of Directors and spouse will be offered the travel packages at cost as well as 2 packages to our Diamond Sponsor
- 2.4. It will be the Executive Director's responsibility to make sure that appropriate cell and internet packages a pre purchased as required for the Chamber's cell phone.
- 2.5. Any vaccinations (required/mandatory only) for travel under the travel program will be the expense of the NWT Chamber. If the Executive Director choses not to be vaccinated as required/ mandatory any incurring medical expenses will be the sole expense of the Executive Director

3. Booking

- 3.1. All flights for the Executive Director and any Board Member traveling for the purpose of Chamber business or representation will be booked as a premium booking, if not available the Chamber will reimburse incurred baggage fees (one bag per guest with the exception of NWT Chamber promotional items); food; etc. upon receipt. No alcoholic beverages will be reimbursed during flights
- 3.2. Only flights for direct Chamber business will be covered and additional legs will the personal financial responsibility of the passenger

- 3.3. All accommodations for the Executive Director and any Board Member traveling for the purpose of Chamber business or representation will be booked by the Executive Director. Accommodations will be booked at the venue of event or closest option.

4. **Expenses**

- 4.1. All meal expenses for the Executive Director and any Board Member traveling for the purpose of Chamber business or representation will be covered by the NWT Chamber in the per diem rate of \$115.05/daily per person
- 4.2. The NWT Chamber will incur all transportation expenses (taxi; subway; etc.) for the Executive Director and any Board Member traveling for the purpose of Chamber business or representation
- 4.3. The NWT Chamber will not cover personal hotel amenities such as if an upgrade is done after booking based on personal membership/points with the venues; spa; massages; etc.

5. **Use of Travel Points**

- 5.1. All uses of travel points are to be approved by any 2 of signing officers
- 5.2. Points can be gifted or used to purchase gift cards at the approval of the Executive

6. **Maintenance and Review**

- 6.1. This Code was last reviewed by the Board on September 16, 2020.