

***The Northwest Territories Chamber of Commerce
Constitution and By-laws
April 2013***

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 centre 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) Regular Members
These shall be local or regional Chambers of Commerce or Boards of Trade located in the Northwest Territories.
 - b) Associate Members
These shall be corporations and businesses wishing to have full membership privileges, benefits and voting rights. And.
 - 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/Treasurer 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/Treasurer 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 extraordinary resolution at a general or annual general meeting.
- .9 The notice sent to the member whose expulsion is proposed shall include the statement "you are entitled to attend at the meeting and to make a statement, either written or oral or both, in person or by an advocate or both, in explanation and defense of your conduct."
- .10 No motion to expel a member from the Chamber shall be considered unless notice thereof in writing has been mailed by prepaid first class post to all members of the Society not less than four (4) weeks before the motion is to be considered, stating the date, time and place of the meeting, identifying the member whose expulsion is proposed and stating the grounds for the proposed expulsion.
- .11 No person, association, or business who/that has been expelled from membership in the Chamber shall be eligible for membership thereafter except by extraordinary resolution at a general or annual general meeting.

C. Meetings

- .12 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, subject to the provisions of Sections 13 and provided always that the annual general meeting of the Society be held within 120 days after the date of the fiscal year end."
- .13 Six (6) members of the Chamber, two (2) of whom must be Officers, shall constitute a quorum at any Board or annual general meeting.
- .14 Not less than twenty eight (28) days notice shall be given to members of any general or annual general meeting of the Chamber.
- .15 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, Secretary/Treasurer's report and such matters as have received the prescribed notice pursuant to Section C. 16.
- .16 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.
- .17 Each person, business, or association who/that is a Regular or Associate member of the Chamber is entitled to vote at general or annual meetings. In the case of businesses and associations, the organization shall notify the Chamber in writing of the identity of their accredited voting delegate.
- .18 Members may appoint an alternate voting delegate who may act in the absence of the accredited voting delegate. No delegate may carry more than two votes.
- .19 None other than the accredited voting delegate (or alternate) shall be entitled to vote or introduce or second motions.
- .20 In the event of a tie, the matter shall be decided in the negative.
- .21 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

- .22 The Board of Directors shall govern the affairs of the Chamber in accordance with the By-Laws of the Chamber.
- .23 The Board shall consist of a representative from each Regular member and five (5) persons from among the Associate members, in addition to the members of the Executive Committee of the NWT Chamber of Commerce, who must also be Associate Members.
- .24. If any Regular Member Director is unable to attend a meeting, that individual may appoint an alternate member of their organization to attend on their behalf.
- .25 The Board of Directors shall be elected annually at the annual general meeting of the Chamber, with the exception of the representatives of the Regular members who shall be designated by their own organization, and shall serve for a term of one (1) year.
- .26 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. And
 - 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. 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.
- .27 Only Associate members in good standing shall be eligible to stand for election as a Director or Officer of the Chamber.
- .28 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.
- .29 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 may be required for a term not to exceed the life of the current Board.
- .30 The President, in consultation with the Board of Directors, shall appoint a nominating committee, consisting of not less than two (2) Directors or Associate 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.

- .31 Committees shall meet at the call of the committee chairperson as frequently as is necessary for the effective conduct of business assigned to them.
- .32 Remuneration, if any, for Directors shall be as set from time to time by members of the Chamber at the annual general meeting.
- .33 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.
- .34 Any Director may be expelled 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.
- .35 The notice sent to the Director whose expulsion's proposed shall include the statement "you are entitled to attend at the meeting and to make a statement, either written or oral or both, in person or by an advocate or both, in explanation and defense of your conduct"
- .36 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.
- .37 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 terminated from the NWTCC Board if more than 50%of Board meetings year-to-date are missed.

E. Executive

- .38 The Executive shall consist of a President, two Vice-Presidents, a Secretary/Treasurer and the Immediate Past President. In the case of meetings of the Executive, three (3) members shall constitute a quorum.
- .39 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.
- .40 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.
- .41 The Secretary/Treasurer shall ensure notices of all general, annual general, Board and Executive meetings are sent. The Secretary/Treasurer shall ensure a full set of minutes of all such meetings are kept.
- .42 The Secretary/Treasurer shall ensure full and accurate accounts of all receipts and disbursements of the Chamber are kept.

F. Borrowing Powers

- .43 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

- .44 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.
- .45 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.
- .46 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.
- .47 Funds of the Chamber shall be paid out only by cheque drawn in the name of the Chamber and signed by any two (2) Directors or staff as determined by the Board.

H. Seal

- .48 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 Secretary/Treasurer or the Executive Director and shall not be affixed to any instrument or document except by authority of the President, Board or its custodian.

I. Making, Altering and Rescinding By-laws

- .49 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

- .50 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.
- .51 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.
- .52 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

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

L. Interpretation

- .54 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.