

Carman and Community Chamber of Commerce

Board of Director's Handbook

A guide to the structure and organization of our Chamber.

Welcome and thank you for volunteering your time to join our team.

This handbook is intended to brief you on the structure and organization of our Chamber, and to assist you with your position on the Board.

Should you have any questions, please do not hesitate to contact our office at 750-3050.

Last Revision: June 2018



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SECTION 1 – BASIC INFORMATION



SECTION 1 – BASIC

1. LOGO



2. LOCATION

Located in the lower level of Memorial Hall

Address: P.O. Box 249
Carman, Manitoba
R0G 0J0

3. CONTACT

Phone: (204) 750-3050
Email: ccchamber@gmail.com
Website: www.carmanchamberofcommerce.com

4. HISTORY

The Carman & Community Chamber of Commerce was incorporated on July 10th, 1969. Our Chamber is registered federally with Corporations Canada under the Boards of Trade Act.

The Carman & Community Chamber of Commerce is a not-for-profit organization.

5. OUR MISSION & OBJECTIVES

MISSION STATEMENT

To PROMOTE and improve trade and commerce and the economic, civic, and social welfare of the district through active and effective leadership.

OBJECTIVES – Update/Review as Executive

- To promote through its members, the progress and development of Carman and surrounding area, in order to make them better places in which we live, work, and play.
- To unite the local chamber members in order to pursue matters of common interest.
- To increase the efficiency of chamber members and to promote mutual cooperation between the Manitoba Chamber of Commerce and ourselves.
- To promote the agricultural, civic, commercial, industrial and other general interests of the Carman region.
- To develop and present informed views and opinions, on behalf of chamber members to any and all appropriate situations.
- To maintain and extend a vigorous and integrated chamber of commerce movement.

6. **MEMBERSHIP BENEFITS OF OUR CHAMBER**

Membership period is from January 1st to December 31st. Fees are:

Basic Membership

\$100 per year for Businesses

\$50 per year for Non-Profit Organizations

Complimentary Membership for 1 Year

A free one year membership offered to a new business in Carman and District. Membership renewal is pro-rated thereafter to merge within our membership period.

Membership fees are evaluated on a yearly basis.

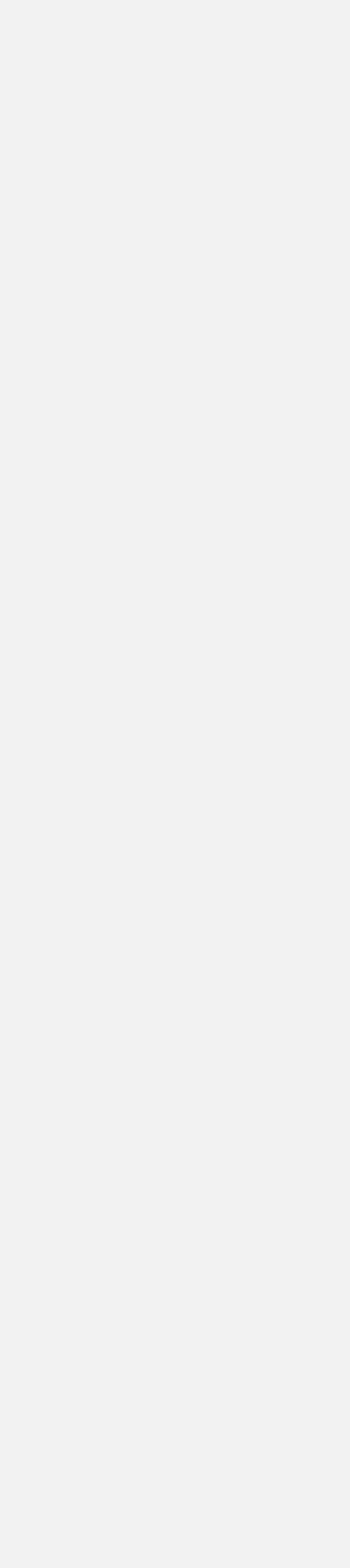
As a member of our Chamber, we offer the following benefits:

Benefits Offered Through Carman Chamber

- Chambers of Commerce Group Insurance Plan – Competitive Group and Individual Plan Benefits; customize to suit business needs. FARMERS qualify as well.
- Informational Sessions/Seminars/Open Houses at Chamber Members – keeping abreast of important business issues.
- Chamber Cash Bucks – Chamber sells Cash Buck certificates to promote local shopping and keep business in Carman and area.
- Community Events – plan and deliver Community Events that promote local shopping and business; bring Tourism to the area. Members have the opportunity to sponsor events/sponsors are recognized on all advertising mediums.
- Chamber Website – free membership listing with advanced search engines, communication tool between members and our Chamber to keep abreast of Chamber’s activities, and more features to engage public. Premium Membership offers more website capabilities. Visit our website for further information.
- Advocate for Business Issues – Bring forward business issues affecting your business.
- Free listing in the Manitoba Chamber of Commerce Provincial Directory – provincial exposure of your business.

For more information on any of these benefits, please contact our office at 750-3050.

SECTION 2 – STRUCTURE & DUTIES



Section 2 Structure & Duties

Board of Director Responsibilities

1.1 General

- It is the Board's responsibility to set the overall policy of our organization with reference to our mandate and objectives, and to provide adequate facilities and equipment.
- The Board determines our organization's goals and establishes a plan to achieve the same.
- The Board plans and approves financial matters of the Chamber.
- The Board sets Executive Director Job duties, hires, approve salary and pay increases. The Board sets policy and the Executive Director implements them.

2.2 Duties – Legal Risks – Legal Liabilities for Directors

This is an area of concern and potentially a dangerous area for Volunteer Directors who assume the responsibilities incumbent on Directors without:

- a) Fully understanding the position that Directors play in the organization, and
- b) The responsibility which lies on the shoulders of Directors.

There is a pronounced social and legal trend towards a higher standard of performance for persons in positions of responsibility and for persons holding themselves out as experts. There is also a trend towards more generous awards to plaintiffs in negligence actions.

INTRODUCTION

What are Directors?:

The term "Directors" refers to people who are "elected or appointed by the members to manage and direct the affairs of the organization" and includes the Officers, members of an Executive Committee and a person occupying any such position by whatever name called.

By accepting the position of Director you become a decision-maker who assumes responsibility for the administration of the organization, its assets, its liabilities, its contracts and its overall policies. ("Society" applies equally to "Chamber".)

Appointment of Directors:

- The Board Recruitment Committee recruits new Directors and nominate. Individual nominated as a Director must accept nomination at our Annual General Meeting. Members of the Chamber may nominate other Directors at the Annual General Meeting. Nominees are voted at the Annual General Meeting.
- Elected Directors served a 2-year term.
- Appointment of Director Positions on the Board is conducted after the Annual General Meeting.
- Appointment of Committees may be established from time to time for business activities.

- In certain organizations there is provision by statute or through the by-laws and constitution for the appointment as Ex-Offices of certain persons who hold positions in the community i.e. health sector, economic sector.
- By-Laws of our Chamber state that there shall be twelve directors. Our By-Laws are included in this handbook. Please read them.

Legal Duties of Directors

The Duties of the Directors are outlined in the Societies Act and these are extremely important and you should note them carefully. A Director of a Society **SHALL:**

- a) Act honestly and in good faith and in the best interest of the Society
- b) Exercise the care, diligence and skill of a reasonably prudent person in exercising his or her powers and performing his or her functions as a Director.

It is also important to note that duties outlined in the Act are in addition to and not in derogation of the duties established at Common Law for Directors of the Society.

The Statute includes the important criteria for establishing the duties of a Director at Common Law. Let us look at some of the definitions that the courts have given those terms at Common Law.

1. **Honesty** – in their dealings with fellow Directors, Directors must tell not only the truth but the whole truth.
2. **Duty of Care** – the duty of care requires prudence and diligence.
3. **Duty of Diligence** – diligence is making those enquiries, which a person of ordinary care in his position or in managing his own affairs would make. Directors rely on Officers, outside experts, and other Directors at their own risk.
4. **Duty of Prudence** – the duty of prudence requires Directors to use common sense. Acting prudently is acting carefully, deliberately and cautiously trying to foresee the probable consequences of the Act.
5. **Duty of Skill** – at Common Law, a Director is not required to exercise a greater degree of skill than can reasonably be expected from a person of his knowledge and experience. Directors are not liable for mere errors in judgement.

There is absolutely nothing that can be contained in a contract or in the constitution or By-laws which relieves a Director from these duties.

You may be interested in noting the difference between the duties of a Director in a corporation as compared to the duties of a Director of a non-profit organization. It is fair to say that the general view is that on a Board of a non-profit organization you assume additional, rather than different, responsibilities to those of a Director of a profit oriented enterprise.

The legal responsibilities are the same for both types of organizations. The nature of most non-profit organizations, however, complicates the responsibilities and liabilities of the Director.

Opinions have been expressed that “the market pressure and profit measures disappear when you enter into the world of non-profit organizations.” The measure of achievement therefore depends upon the nature of the organization but generally relates to subjective values on opinion oriented matters such as “the achievement of artistic excellence”, “the provision of quality education”, “service to the community”, etc. You can appreciate the difficulty in comparing a measurement of simple profit of monies as compared to these more subjective valuations.

Legal Risks and Responsibilities:

The Following constitute the 10 main areas of “legal risk”:

1. **FUNDS** – the administration of monies, the approval of expenditures, budgeting, and preventing fraud – a Director should not become involved in the detail but must satisfy them self that an adequate system exists for the control of funds. You must rely on your auditors.
2. **EMPLOYEES’ WAGES** – there is a statute called the Payment of Wages Act, under which Directors are personally liable for up to two months’ wages of unpaid employees in the event that the Society becomes insolvent. Other Provinces have similar controls.
3. **NEGLIGENCE OF EMPLOYEE** – this is known as “tort” liability. Common examples are:
 - a) Accidents caused by the negligent operation of a motor vehicle, or
 - b) The negligence maintenance of the organization’s premises.

These are items where the Director should be made aware and confident that there is adequate insurance.

4. **CONTRACTS** – who can commit the organization or its members to expenditures and obligations under contracts? This should be clearly defined in the by-laws and procedures of the Society.
 - a) Basically, if the organization is incorporated there is a “legal entity” for a plaintiff to sue. If the organization is unincorporated the plaintiff is more likely to sue the individuals involved in the contract as well as the Directors of the organization.
 - b) Incorporation consists of filing a Constitution and By-laws under the Societies Act, with the Registrar of Companies, who will issue a certificate creating the legal entity. This entity exists independently of its members and can sue and be sued, can enter into contracts and has an indefinite life span. This applies equally to the Companies Act and the Board of Trade Act.
 - c) An unincorporated organization such as a club may be highly organized with a detailed Constitution and By-laws or may be totally unorganized.
 - d) The Executive of a club has no authority to pledge the credit of the members of the club by entering into a contract unless such authority is expressly or impliedly granted through the By-laws or some other way.

In particular, consider leases of premises, leases of office equipment and other common commercial contracts. Again, the Director must satisfy himself that there is a system whereby the contracts are analyzed and approved before being signed.

5. **DISCLOSURE OF INTEREST** – a Director of a Society has a duty to disclose any interest, whether direct or indirect, in a proposed contract or transaction with the Society.
6. **THE ASSETS OF THE ORGANIZATION** – building and equipment – these assets are subject to damage or loss and the Director should be satisfied and aware that the assets are properly insured.
7. **STARTING UP A SOCIETY** – where a Society has less than three members for more than six months, each Director is personally liable for the payment of every debt of the Society incurred after the expiration of six months and for so long as the number of members continues to be less than three.
8. A Director may delegate his authority to paid staff members but **CANNOT DELEGATE HIS RESPONSIBILITY**. If the staffs create the liability the Directors or the organization must answer. For example, a Director who signs a cheque cannot say he did so as an administrative act or rely on his co-signer. He accepts full responsibility.
9. **NON-COMPLIANCE REGARDING FILINGS, TAXES OR OTHER GOVERNMENT REQUIREMENTS** – A Director potentially liable to members, third parties such as contractors or victims of negligent acts and the various levels of Governments for non-compliance by the organization with the filings, taxes or other Governmental requirements.
10. **POTENTIAL PLAINTIFFS SUING DIRECTORS** – the potential parties who could bring legal actions against Directors would include members of the charity, creditors of the charity, beneficiaries of the charity, the Crown and the Charity itself.

WHAT DIRECTORS CAN DO TO MINIMIZE RISK OF PERSONAL LIABILITY

1. **Know the people involved** in the organization and on the Board of Directors. Investigate. You rely on other Directors at your own risk. Anyone who accepts an appointment as a “figurehead” Director must be aware of that.
2. **Know the Constitution and By-laws** – the contract between members. It is the source of authority and responsibility of Directors. Is your organization incorporated or unincorporated?
3. **Have a working knowledge of what is going on in the organization.** By definition, you as a Director are responsible.
 - a) Staff reports – make these regular, meaningful and efficient.
 - b) A new Director must visit the operations of the Society – observe and make common sense enquiries.
 - c) There must be systems in place regarding employment, contracts and management of funds.
 - d) Financial Statements are required at least annually and usually much more frequently. A Director must generally understand the Financial Statements. Try to see the overall picture which the Financial Statements paint. Be aware of the significant items of assets and liabilities and of income and expense.
4. **The Directors should use the Society’s auditors.** Many Societies have a formal audit which involves a Chartered Accounting firm examining the financial records of the Society and testing the various procedures and controls. An employee of the Chartered Accounting firm generally attends in the offices of the Society for a period of days. The auditor then prepares the Financial Statements and gives the letter stating his opinion on the fairness of such statements. It is recommended that the auditor attend a Directors’ meeting and deliver his Financial Statements and report in person. The auditor often sees problems that are outside the financial area.

5. **Use your common sense and intuition** –if something feels unsavory or unsafe, challenge it or investigate it – if you don't act, who will? You have a duty to understand the overall operation of the Society – do not get bogged down in detail and do not let the Board of Directors get bogged down in detail. Do not be afraid to ask fundamental questions regarding the policies and operations of the Society and the systems for control.
6. **Liability Insurance for Directors** – there is insurance available to indemnify Directors against personal liability incurred by their own negligent act or omission or the acts or omissions of employees of the Society. Similar insurance is in effect and is sold in respect of limited companies in the business community. There have been few, if any cases in Canada against Directors of Societies based on the failure of such Directors to exercise the proper standard of care.

Insurance coverage for Directors extends to personal liabilities of Directors and Officers for wrongful acts and expenses incurred in defending actions. No coverage is available for fines or penalties. A “wrongful act” is defined in the policies as “a breach of duty, neglect, error, misstatement, omission or any other wrongful act”.

It should be noted that the insurance policies regarding Directors' liability exclude the following:

- a) Libel and slander
- b) Personal gain found to be illegal
- c) Improper reimbursement
- d) Breaches of legislation affecting societies to the advantage of the individual
- e) Failure to maintain insurance on assets of the Society
- f) Dishonesty of Directors or Officers

These policies usually provide for insurance against 95% of the amount of the claim. Insurance coverage can range from \$1 million in the aggregate. The cost of such insurance depends on the Society or company involved. To date there seems to be no record of any major claims under Directors' liabilities in Canada.

The Societies Act provides that a Society may purchase and maintain insurance for the benefit of a Director against personal liability incurred by him as a Director.

THE CARMAN & COMMUNITY CHAMBER OF COMMERCE HAS DIRECTOR LIABILITY INSURANCE IN PLACE.

GUIDELINES FOR BOARD MEMBERS TO REDUCE THE POSSIBILITY OF OR TO PREVENT LAW SUITS

If you are a Board volunteer:

1. Attend Board and Committee meetings regularly.
2. Be familiar with the minutes of Board meetings and the minutes of your committee assignments.
3. Be familiar with your organization's publications.
4. Treat the affairs of your organization as you would your own.
5. Be certain your organization's records are audited by a reputable firm. (CA, CMA, CGA)
6. Be familiar with your organization's goals, objectives and programs.
7. Insist that all committee meetings are reported at Board meetings either oral or written form.
8. Know your organization's budget, budget process and financial situation.
9. Know who is authorized to sign cheques and in what amount.
10. Avoid self-serving policies.
11. Enquire if there is something you do not understand or if something comes to your attention, which causes you to question a policy or a practice.
12. Insist that there is a well-established personnel program with a competent staff chief executive.
13. Avoid the substance or appearance of conflict of interest.
14. Be certain your organization is fulfilling all aspects of its not-for-profit and tax exempt status.
15. Insist on a written, and acted upon, Board membership and nominating committee procedure.
16. Monitor the community and professional image of your organization.
17. Be certain that "policies" are clearly identified and the Board acts on them as a whole rather than action by a small group of individuals.
18. Know your organization: Board of Directors, financial condition, programs and staff before you accept membership.
19. Require that your organization has proper legal counsel.
20. Monitor the activity of your executive committee to ensure it does not overstep its authority.
21. Insist on the Board having a policy relative to Board volunteer liability.

There is a possibility that certain types of Directors' Insurance can be added as a rider to certain general liability policies held by the organization but it is better to obtain a specific policy covering Errors and Omissions and Directors' and Administrators' liability.

WHAT DIRECTORS CANNOT DO TO MINIMIZE RISK OF PERSONAL LIABILITY

1. **Inaction is no excuse** even if a Director is willfully blind or careless and has no knowledge of a wrongful act he may be liable even if he did not participate or have any intention of doing wrong.
2. **Seeing no evil** – a Director who acquires knowledge of an illegal act on the part of his co-Directors whether by way of reading the minutes of previous meetings or in any other manner must honour his duty to the organization and do whatever is necessary under the circumstances to correct the wrong or bring it to the attention of members.
3. **Resigning** – you cannot resign as a Director to avoid responsibility during your term served as a Director. However, if resignation is required prior to your term expiration, a written statement requesting of such is required.

2.3 Board of Director Positions / Responsibilities

PRESIDENT

Bylaws State “The President shall preside at all meetings of the Chamber and Council. He/She shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what he/she may think concerns the Chamber. The President shall, with the Secretary, sign all papers and documents requiring signature on behalf of the Chamber, unless the Council designates someone else. It shall be the duty of the President to present a general report of the activities of the year at the Annual Meeting”

The duties of a president require a lot of daytime interaction; the president must be in a flexible position with current employment:

- Yearly review of past year activities with previous president
- Compile Agenda for Monthly Meetings
- Attend and Chair All Monthly Meetings
- Have frequent access to email and respond to all emails as soon as possible
- Review and approve Executive Director Invoices
- Sign all financial documents with Treasurer
- Sign all letters and requests for grants
- Directly advise Executive Director in all tasks
- Directly communicate Chamber issues with Town of Carman/RM/EDO
- Attend Healthy Communities Meetings
- Attend Stakeholders Meetings?
- Attend All Managers meetings held by the Manitoba Chamber
- Attend Manitoba Chamber AGM
- Speak at AGM - Yearly Report and MC
- Personally welcome new businesses in town with Vice President
- Maintain close contact with EDO
- Proof read all meeting minutes and public documents
- Address Manitoba Chamber with concerns of Carman local businesses
- Support the tasks and undertakings of your Chamber at all times
- Become Ex-Officio at term end, guide new president when requested to do so
- Carry forth and add to by vote of quorum the 3 year Strategic Plan

Vice President

Bylaws State “The Vice-President shall act in the absence of the President and in the absence of both these officers; the meeting shall appoint a chairman to act temporarily”

Vice President Job Description

- Assist president with decisions
- Attend all Monthly meetings
- Daily Access to email/internet
- Support the tasks and undertakings of Your Chamber at all times
- Proof read all meeting minutes, and public documents
- Attend All Managers Meeting held by the Manitoba Chamber – really?
- Personally welcome new businesses in town with the President

Treasurer

Bylaws State “as Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a bank, selected by the Council. Out of such funds he/she shall pay amounts approved by the Council and shall keep a regular account of the income and expenditure of the Chamber and submit an audited statement thereof for presentation to the annual general meeting and at any other time required by the Council. He/She shall make such investment of the funds of the Chamber as the Council may direct. Any two of the Treasurer, President, Secretary, or Vice-President shall sign all notes, drafts and cheques.”

Treasurer Job Description

- Review all accounting entries by the Executive Director
- Submit current financial report to each monthly meeting
- Sign all financial documents with the president

Secretary

Bylaws State: “As Secretary, he/she shall be the executive officer of the Chamber and shall be responsible to the Council for the general control and management of business affairs. He/She shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties appertain to his/her office. He/She shall, with the President, sign and when necessary, seal with the seal of the Chamber, of which he/she shall have custody, all papers and documents requiring signature of execution on its behalf. He/She shall maintain an accurate record of the proceedings of the Chamber and of the Council. At the expiration of his/her term of office, the secretary shall deliver to the Chamber all books, papers and other property of the Chamber”

Secretary/Treasurer Job Description

- Review meeting minutes and have complete within one week of meetings
- Support the tasks and undertakings of Your Chamber at all times

Director Job Description

- Attend monthly meetings
- Vote on chamber related matters
- Offer to direct committees in Chamber related tasks and decisions – no less than one per year
- Following election at AGM, choose a committee to join
- Support the tasks and undertakings of Your Chamber at all times

Executive Director Job Description

Events - To plan, coordinate, and deliver the major Chamber sponsored events per year. Recruit sponsorships.

- Assist with Downtown Festivities during Carman Country Fair
- Carman Parade
- Other major promotions as approved by the Board
- COMMITTEE RESPONSIBILITY and report event balance after event to be reviewed and approved by the Board or Executive.
- To organize volunteers to assist with carrying out the event.
- To investigate and pursue grant funding for events.
- To exercise opportunities for event cost recoveries.

Other Events/Tasks - To assist the Board of Directors with the following tasks as assigned and approved by the Board:

- Annual General Meeting
- Workshops or Seminars to support the members
- Maintaining the Membership List & Communications Network (by fax and email)
- Formal welcome to new businesses/welcome package
- Maintain and Update Chamber website as required

Meetings

- Attend regular monthly CCC meetings and present report on current events
- Take meeting minutes and send out to chamber directors for approval
- Attend the Annual General Meeting
- Attend other committee meetings as necessary to carry out contracted services

Bookkeeping

- Complete year end financials for final review
- Daily Accounting (payables, receivables, general ledger, account reconciliation, bank deposits)
- Prepare Monthly Statements for Board Meetings
- Complete Chamber Budget for upcoming year for Board to approve and for Town and RM yearly grant request
- Manage Chamber Cash Bucks

2.4 Committees

Further to Board of Director positions, Committees are established to assist with operations of the Chamber. They are:

1. Carman Fair Parade
2. Golf – Chamber and Pro-Am Tournament
3. Halloween Carnival
4. Breakfast with Santa
5. Membership
6. Meet and Greet
7. AGM
8. Social Media

Community Organizations

To fulfill our mandate, Directors may be elected, on a rotating basis, to attend other community organization meetings.

2.5 Business Travel – Reimbursement

A Director attending approved business meetings on behalf of the Chamber will be reimbursement \$.45 per kilometer. A detailed invoice must be submitted, noting the name of the meeting, date of the meeting, location, and # of kilometers.

SECTION 3 – CONSTITUTION / BY-LAWS



SECTION 3 CONSTITUTION / BY LAWS

ARTICLE ONE – NAME AND OBJECT

Section 1

The name of this organization shall be the Carman and Community Chamber of Commerce.

Section 2

The object of the Carman and Community Chamber of Commerce shall be to promote and improve Trade and commerce and the economic, civic and social welfare of the district.

Section 3

The usual place of meeting shall be in the town of Carman.

Section 4

The Carman and Community Chamber of Commerce shall be **non-sectional, non-sectarian** and shall not lend its support to any candidate for public office.

ARTICLE TWO – INTERPRETATION

Section 5

Wherever the words “the Chamber” occur in these by-laws, they shall be understood to mean the “Carman and Community Chamber of Commerce” as a body.

Section 6

Wherever the words “the Council or executive or board?” occur in these by-laws, they shall be understood to mean “the Council of the Carman and Community Chamber of Commerce”.

Section 7

Wherever the word “District” occurs in these by-laws, it shall mean that area, within and for which this Chamber was established, as defined in the Certificate of Registration under the Boards of Trade Act. (R.S., c. 124, s.I).



ARTICLE THREE – MEMBERSHIP

Section 8

Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District shall be eligible for membership in the Chamber.

Section 9

Associations, Corporations, Societies, Partnerships or Estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District may become members of the Chamber.

Section 10

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

Section 11

Any member of the Chamber, who intends to retire there from or to resign his membership, may do so, at any time, upon providing to the secretary ten days' notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him at the time of such notice.

Section 12

The Council may remove from the roll of members the name of any new member failing to pay his annual dues within thirty days of his admission, or of any other member who fails to pay such dues within three months of the date they fall due. Upon such action by the Council, all privileges of membership shall be forfeited.

Section 13

Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority of vote of the Chamber. Such recognition shall be for a term of one year and may be repeated. Honorary membership shall include all the privileges of active membership except that of holding office, with the exceptions from the payment of annual dues.

Section 14

Any member of the Chamber may be expelled by a two-thirds vote of the Council.

Section 15

The Council, subject to the approval of the general meetings, shall determine the annual dues payable by members of the Chamber annually, whenever a change in the original amount is involved.

Section 16

Other assessments may be levied against all members, providing the Council recommends them and approved by a majority of the members present at a general meeting of the Chamber. The notice calling such general meeting shall state the nature of the proposed assessment.

ARTICLE FIVE – OFFICERS AND COUNCIL

Section 17

The Council shall consist of twelve members, which shall be elected from among the members at the annual general meeting, by ballot. Six members shall be elected each year, and shall remain in office for a term of two years. The new Council shall elect from their members a President, Vice President, Treasurer, Secretary, or Secretary-Treasurer. The retiring President shall, if not elected as a member, be ex-officio, a member of Council.

Section 18

Where a member of the Council dies or resigns his office or is absent from three consecutive meetings of the Council, the Council may, at any meeting thereof, elect a member of the corporation to be a member of the Council, in the place of the member who had died or resigned, or is absent.

Section 19

Any officer or Council member may be suspended from his office or have his tenure of office terminated, if in the opinion of the Council he is grossly negligent in the performance of his duties, providing however, that any officer or Council member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Council directly to the Membership at the next general meeting.

Section 20

The Council shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government of Legislature of the Province, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.

Section 21

The Council shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any by-law of the Chamber provided, however, that such powers are not inconsistent with the provisions of the Boards of Trade Act.

Section 22

Any five (5) or more members of the Council, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Council.

Section 23

The Council shall frame such by-laws; rules and regulations as appear to it, best adapted to promote the welfare of the Chamber and shall submit them for adoption, at a general meeting of the Chamber, called for that purpose.

Section 24

The Council, or, at its request, the President, may appoint committees or designate members of the Council or of the Chamber or others, to examine, consider and report upon any matter or take such action as the Council may request.

Section 25

The Council may suspend any chairman from office or have his office terminated for just cause. Any committee may be terminated by the Council.

Section 26

No paid employee of the Chamber with exception of secretary-treasurer shall be a member of the Council or executive committee. Officers of the Chamber shall receive no remuneration for services rendered, but the Council may grant any of these said officers reasonable **expense** monies.

Section 27

The President and Vice-President, before taking office, shall take and subscribe before the mayor or before any justice of the peace, an oath in the following form: really?

“I swear that I will faithfully and truly perform my duty as ... of the Carman and Community Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty do all things, and such promote the objects for which the said Chamber was constituted according to the rue intent and meaning of the same. So help me God.”

Section 28

No public announcement in the name of the Chamber may be made unless authorized by the Council or by some person to whom the Council has delegated this authority.



Section 30

- A) The President shall preside at all meetings of the Chamber and Council. He shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what he may think concerns the Chamber. The President shall, with the Secretary, sign all papers and documents requiring signature on behalf of the Chamber, unless the Council designates someone else. It shall be the duty of the President to present a general report of the activities of the year at the Annual Meeting.
- B) The Vice-President shall act in the absence of the President and in the absence of both these officers; the meeting shall appoint a chairman to act temporarily.
- C) The Secretary-Treasurer as Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank or Credit Union, selected by the Council. Out of such funds he/she shall pay amounts approved by the Council and shall keep a regular account of the income and expenditure of the Chamber and submit a financial statement thereof for presentation to the annual general meeting and at any other time required by the Council. He/she shall make such investment of the funds of the Chamber as the Council may direct. Any two of the Treasurer, President, Secretary or Vice-President shall sign all notes, drafts and cheques.
- D) As Secretary, he/she shall be the executive officer of the Chamber and shall be responsible to the Council for the general control and management of business and affairs. He/She shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties a properly appertain to his office. He/She shall, with the President, sign and when necessary, seal with the seal of the Chamber, of which he/she shall have custody, all papers and documents requiring signature or execution on its behalf. He/She shall maintain an accurate record of the proceedings of the Chamber and of the Council. At the expiration of his/her term of office, the secretary shall deliver to the Chamber all books, papers and other property of the Chamber.

ARTICLE SIX – MEETINGS

Section 31

The Annual Meeting of the Chamber shall be held in the month of March in each year at the time and place determined by the Council. At least two weeks' notice of the Annual Meeting shall be given to the membership.

Section 32

Regular general meetings of the Chamber shall be held monthly at the time and place designated by the Council. At least one week's notice of such meetings shall be given.

Section 33

Special general meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by any three members of the Council, or any ten members of the Chamber. At least one day's notice of such meetings shall be given.

Section 34

The Council shall meet from time to time (at least once a month) as may be necessary to carry on the business of the Chamber.

Section 35

Notice of all meetings, naming the time and place of assembly, shall be given by the secretary. A notice inserted in one or more of the newspapers published within the district or a circular letter sign by the secretary and mailed to the last known address of each member shall constitute sufficient notice.

Section 36

At any Annual or general meeting twelve members shall be a quorum and, unless otherwise specifically provide, a majority of members present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting.

Section 37

Minutes of the proceedings of all general and Council meetings shall be entered in books to be kept for that purpose, by the secretary.

Section 38

The person who presides at the meeting at which they are adopted shall sign the entry of such minutes.

Section 39

All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

ARTICLE SEVEN – VOTING RIGHTS

Section 40

Every member in good standing represented at any general meeting shall be entitled to one vote providing that the vote of an Association, Corporation, Society, Partnership, or an Estate member shall, in each such case be assigned to individuals.

Section 41

Voting at Council or general meetings shall normally be by show of hand, or if requested by the Chairman, by standing vote. A roll call vote shall be taken if requested by five (5) members providing such request receives the approval of two-thirds of the members assembled.

Section 42

The presiding officer shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.



Section 43

Motions or amendments shall be carried at any Council or general meeting by a majority vote unless otherwise provided in these by-laws.

ARTICLE EIGHT – BY-LAWS

Section 44

By-laws may be made, repealed or amended by a majority of the members of the Chamber, present at any general meeting, notice of such proposal having been given in writing by one member and seconded by another at a previous general meeting and duly entered as a minute of the Chamber.

Section 45

Such by-laws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by the Minister of Consumer and Corporate Affairs.

ARTICLE NINE – AFFILIATION

Section 46

The Chamber, at the discretion of the Council, shall have the power to affiliate with the Canadian Chamber of Commerce, the Manitoba Chamber of Commerce (provincial or regional Chambers) and any other organizations in which membership may be in the interests of the Chamber.

ARTICLE TEN – FISCAL YEAR

Section 47

The fiscal year of the Chamber shall commence on the first day of January in each year.

ARTICLE ELEVEN – AUDITORS

Section 48

A yearly review prepared by an accountant shall be presented at the Annual Meeting. The members present at the Annual Meeting shall appoint an accountant to prepare the yearly review; being a person of which is not belonging to the Council, or manages the Chamber books throughout the year. The Chamber budget must include monies to cover the cost of the yearly review.



ARTICLE TWELVE – PROCEDURE

Section 49

Parliamentary procedure shall be followed at all general and Council meetings, in accordance with “Rules of Order” by Bourinot.



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