

# THE BAFFIN REGIONAL CHAMBER OF COMMERCE

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## CONSTITUTION

1. The name of the Society is THE BAFFIN REGIONAL CHAMBER OF COMMERCE.
2. The objects of the society are;
  - a) To promote and improve trade, commerce, the development of natural resources and the civic and human welfare of the Baffin region in the territory of Nunavut, Canada.
  - b) To promote through its members, the progress and development of the communities of the Baffin region in the territory of Nunavut in order to make them better places in which to live and work.
  - c) To foster business development, in an environmentally responsible manner, as the basis of economic and social progress in the Baffin region of the territory of Nunavut.
  - d) To serve as a conduit for professional business relations between our members and the business sector in general and the Federal, Territorial and Municipal governments.
  - e) To unite the Chambers within the Baffin region of the territory of Nunavut for the promotion of matters pertaining to their common interests;
3. The operations of the society are to be chiefly carried on in the Baffin region of the Territory of Nunavut.
4. The Society shall be non-partisan, non-sectional, and non-sectarian and shall not lend its support to any candidate for public office.
5. The business of the society shall be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its objects.
6. It is an unalterable provision of this constitution that members of this society shall have no interest in the property and assets of the Society; and that, upon dissolution or winding up of the Society, any funds and assets of the society remaining after satisfaction of its debts and liabilities, shall be distributed to non-profit organizations in the area whose objects most closely accord with those of this Society, as determined by its members at the time of dissolution.

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## BY-LAWS

### Article 1 INTERPRETATION:

1. Wherever the words “The Chamber” occur in these by-laws, they shall be understood to mean “The Baffin Regional Chamber of Commerce” as a body.
2. Wherever the words “The Executive” occurs in these by-laws, they shall be understood to mean “The Executive of the Baffin Regional Chamber of Commerce” as hereinafter described.
3. Wherever the word “Meeting” occurs in these by-laws, it shall be understood to include those attending the meeting by way of teleconferencing as well as the coming together of individuals.
4. Wherever the word “district” occurs in these bylaws, it shall mean that area, within and for which this chamber was established, as defined in the *Certificate of Registration* under the *Societies Act* of Nunavut.
5. These bylaws will replace all existing bylaws and amendments currently on record with the Baffin Regional Chamber of Commerce. Terms and conditions set in these bylaws will commence from the day that these bylaws are adopted by the general membership at the annual general meeting.
6. The communities of the Baffin region includes the communities of Arctic Bay, Cape Dorset, Clyde River, Grise Fiord, Hall Beach, Igloolik, Iqaluit, Kimmirut, Pangnirtung, Pond Inlet, Qikiqtarjuaq, Resolute Bay and Sanikiluaq and is subject to change as determined by legislation by the Government of Nunavut.

### Article 2 MEMBERSHIP:

7. All businesses, professional associations and individuals who are associated with business or professional life in the Baffin Region shall be eligible for admission to membership in the Society on payment of the membership fee.
8. The above shall become a member of the Chamber when:
  - a) It has applied in writing for membership
  - b) It has agreed to comply with, and be subject to the provisions of these by-laws.
  - c) It has been accepted by a majority vote of a quorum of the Executive.
  - d) It has paid its membership fees.
9. Membership in the Chamber shall continue from the time the application is accepted until a member has resigned or has been removed from membership by Special Resolution.
10. The Executive may remove from the roll of members the name of any member who fails to pay its dues within two (2) months of the date they fall due.

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11. A member so removed may be reinstated by the Executive upon payment of its membership dues.
  12. The members may by passing a special resolution at a general meeting remove from the roll of members any member who, in the opinion of the members, commits any action through which these by-laws are contravened, or through which discredit may fall on the Chamber. The member who is the subject of the proposed Special Resolution shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.

**Article 3 DUES AND ASSESSMENTS:**

13. The annual dues payable by members of the chamber shall be determined annually by the council, subject to the approval of the general meetings whenever a change in the original amount is involved.
14. The initial payment of dues shall accompany the application for membership.
15. Memberships expire on December 31<sup>st</sup> and following the initial payment of dues, dues shall become payable on January 15<sup>th</sup>.
16. Other assessments may be levied against all members, provided they are recommended by the council and approved by a majority of the members present at a general meeting of the chamber. The notice calling such a general meeting shall state the nature of the proposed assessment.
17. All members of the Society shall have the right to take part in all activities and to use all facilities established by the Society for the promotion of its objectives, subject to such regulations and the payment of such additional fees as the directors may from time to time prescribe for specific activities.

**Article 4 MEETINGS:**

18. The Chamber shall convene a general meeting at least once in each year, this meeting to be known as the Annual General Meeting.
19. The Annual General Meeting shall be held within 90 days of the fiscal year end. The place of the meeting will be decided at the previous annual general meeting.
20. The President shall cause to be mailed to each member a notice of the date of the Annual General Meeting at least 30 days before the opening of the meeting.
21. The business to be transacted at an annual general meeting of the Chamber shall include the consideration of minutes of the previous general meeting, the election of directors including officers, the appointment of auditors and reception of the President's report
22. Any twelve (12) members of the Chamber shall constitute a quorum for the transaction of business at any meeting of the Chamber and, unless otherwise specifically provided, 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.

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23. Special General Meetings may be called by the Executive or when requested in writing by at least three (3) members. At least one weeks' notice of such meeting shall be given to each member.
  24. The Executive shall meet on a quarterly basis during its term of office.
  25. Special Meetings of the Executive shall be called by the President or upon him receiving the written request of at least two (2) members of the Executive Board.
  26. Committees shall meet at the call of the Chairman of such committees as frequently as is necessary to the effective performance of the duties assigned to them.
  27. Minutes of the proceedings of all general, committee and executive meetings shall be recorded in books to be kept for that purpose by the President. The minutes will be signed by the person presiding over the meeting and the President shall circulate copies of the minutes to all members upon request.
  28. All books of the chamber shall be opened at all reasonable hours to any member of the chamber, free of charge.
  29. Every member in good standing represented at any general meeting shall be entitled to one vote provided that the vote of an association, corporation, society, partnership, or an estate member shall in each case be assigned to individuals.

**Article 5 REPRESENTATION AND VOTING RIGHTS:**

30. Every active member shall be entitled to designate two (2) representatives as its voting delegates. Once designated each representative shall continue in that capacity at the pleasure of the active member appointing the representative.
31. All members may be represented at any general meeting by as many of its representatives in addition to its voting delegates as it may see fit to send to the meeting. These additional representatives shall be under no special limitation with regard to the proceeding at any meeting except that they shall have no vote.
32. Voting at an annual and special general meeting shall normally be by a show of hands, but if any three accredited delegates should so request, voting shall then be by roll call.
33. Proxy votes - Active members may be represented at any annual or special meeting by a representative of another member. However, no delegate at any meeting shall hold more than one proxy vote.
34. The presiding officer shall vote only in case of a tie.
35. Voting at council or general meetings shall normally be by a show of hands or, if requested by the chairman, by a standing vote. A roll call vote shall be taken, if requested by five (5) members provided such request received approval of two-thirds of the members assembled.
36. Unless otherwise provided for in these by-laws, no motion or amendment shall be carried at any annual or special general meeting unless it receives a majority of the votes cast.

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37. Unless a role call is requested in accordance with Article 5-33, the chairman 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 favour or against the resolution.

**Article 6 DIRECTORS AND OFFICERS:**

38. The Board of Directors shall govern the affairs of the Chamber in accordance with the By-Laws of the Chamber.
39. Each Director shall be a member in good standing of Baffin Regional Chamber of Commerce.
40. The immediate past president of the chamber shall be invited to sit as an ex-officio member of the Board of the Chamber.
41. Nunavut Directors and/or Officers of the Canadian Chamber of Commerce shall be invited to sit as ex-officio members of the Board of the Chamber.
- 41.1 A director will hold their position as long as they hold the voting rights of an organization which is a member in good standing of the chamber.
42. Until changed in accordance with the bylaws, the Board shall consist of eight (8) Directors.
- a) Fifty percent (50%) of the Directors shall ordinarily reside within the North Baffin Region and fifty percent (50%) of the Directors shall ordinarily reside within the South Baffin Region, with no more than two (2) Directors who ordinarily reside within any one (1) community. If there are not enough Directors to complete the Board, additional Directors will be selected while attempting to maintain the required number of Directors from each community and region.
  - b) "North Baffin Region" shall mean the communities of Grise Fiord, Resolute, Hall Beach, Igloolik, Arctic Bay/Nanisivik, Pond Inlet, Clyde River, and Qikiqtarjuaq, and the land located in proximity to these communities.
  - c) "South Baffin Region" shall mean the communities of Pangnirtung, Iqaluit, Kimmirut, Cape Dorset, and Sanikiluaq, and the land located in proximity to these communities
43. The "Executive Officers" (A President, Vice-President Secretary/Treasurer) shall be appointed by and from the board of directors at the annual general meeting. Executive Officers will be appointed for a period of one (1) year. The President shall serve at the pleasure of the Executive Board.
44. The Board shall appoint a Finance Committee which is to include, at a minimum, the President and the Secretary/ Treasurer. It shall be the duty of this Committee to attend to the financial administration of the Chamber.
45. All elected or appointed members of the Board of Directors shall serve for two (2) years only, four (4) to be elected each year, but may be re-elected or re-appointed for subsequent terms up to a maximum of six (6) consecutive years.

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- 45.1 A director will hold their position as long as they hold the voting rights of an organization which is a member in good standing of the chamber.
  46. Where there is a death, suspension or resignation from office of an officer, the Executive may at any meeting thereof select an Officer of the Chamber in place of the member who has died, been suspended or resigned, and
    - a) Where there is a death, suspension or resignation from the Executive, the active member who designated the Executive representative who has died, been suspended or has resigned may at any time designate another representative in place of the representative who has died, been suspended or resigned.
  47. Any officer or Executive member may be suspended from his office or have his tenure of office terminated, if in the opinion of the Executive, he/she is grossly negligent in the performance of his duties, providing, however that any officer or Executive member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Executive directly to the membership at the next general meeting.
  48. The Executive shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada or the Government or Legislature of Nunavut or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.
  49. The Executive shall draft such by-laws, rules and regulation 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.
  50. The Executive, or at its request, the President, may appoint committees or designate members of the Executive or of the Chamber or others, to examine, consider, and report upon any matter or take such action as the Executive may request. Where the Chairmanship of any such committee is not held by a member of the Executive, a member of the Executive shall be appointed as an ex-officio member of such committee.
  51. The Executive may suspend any Committee Chairman from office or have his office terminated for just cause. Any committee may be terminated by the Executive, and in all other cases shall automatically be discharged at the end of the Chamber's fiscal year.
  52. No paid employee of the Chamber shall be a member of the Executive. Officers of the Chamber shall receive no remuneration for services rendered, but the Executive may grant any of these said officers reasonable expense monies.
  53. The meetings of the Board of Directors shall be open to all members of the Chamber; however, the general membership may not take part in the proceedings.
  54. The President shall preside at all meetings of the Chamber and Executive. 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 with two (2) other individuals, as designated by the board, shall have the authority to sign all papers and documents on behalf of the Chamber.

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55. No public pronouncement in the name of the Chamber may be made unless authorized by the Board of Directors, the Executive or by some person to whom the Chamber has delegated this responsibility
  56. The Vice-President shall act in the absence of the President, and in the absence of these officers, the Secretary/ Treasurer shall act.
  57. The President shall be the Chief Executive officer of the Chamber and shall be responsible to the Executive for the general control and management of business and affairs. 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 concerning the chamber. The President shall, with the Secretary or Vice President, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the council. It shall be the duty of the President to present a general report of the activities of the year at the annual meeting.
  58. The Vice President shall act in the absence of the President and, in the absence of both of these officers; the meeting shall appoint a chair to act temporarily.
  59. The Secretary/ Treasurer shall,
    - a) 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 selected by the council. Out of such funds the treasurer shall pay amounts approved by the council and shall keep a regular account of the income and expenditures of the chamber and shall submit an audited statement thereof for presentation at 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. He/she shall, with the President, sign all notes, drafts and cheques. In the interests of improved efficiency, the Executive may, at its discretion, appoint up to two (2) additional signing officers and will require two (2) of the four (4) signing authorities on all notes, drafts, and cheques Whenever possible all notes, drafts, and cheques will include (from the signing authorities) one (1) signature of an elected official and one (1) signature of an employee of the Chamber.
    - b) As secretary, he/she shall be responsible for keeping the books of the chamber, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain 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 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.
  60. The Board of Directors 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 the lawful duties as directed by the Board of Directors.
  61. The Executive may, in the interest of efficiency and security, designate an individual or organization, to store all official documents including minutes and financial records of the Chamber in a location that is accessible by any member of the Chamber, as stipulated in Article 14-75.

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**Article 7 BORROWING:**

62. For the purpose of carrying out the objects of the society, the Executive may borrow, raise, or secure the payment of money in such a manner as they think fit, and in particular by the issue of debentures, securities, agreements, notes and mortgages. Provided, however, that no debenture shall be issued, and no real property or chattels of the society shall be encumbered without a special resolution of the society.

**Article 8 BY-LAWS:**

63. By-laws may be made, repealed or amended by Special Resolution at any general meeting, notice of such proposal having been given to all members in writing by one member and seconded by another at least 30 days prior to such general meeting and not otherwise, but no such revision, alteration or addition has any effect until it has been registered by the registrar.
64. Such by-laws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control.

**Article 9 AFFILIATION:**

65. The Chamber at the discretion of the Executive shall have the power to affiliate with the Canadian Chamber of Commerce, and any other organization in which membership may be in the interests of the Chamber.

**Article 10 FISCAL YEAR:**

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

**Article 11 PROCEDURE:**

67. Parliamentary procedure shall be followed at all general and Executive meetings, in accordance with "Rules of Order" by Bourinot.

**Article 12 PROFESSIONAL ACCOUNTANT AND AUDITOR:**

68. Auditors shall, unless otherwise waived by the members, pursuant to the Act, be appointed by the members present at the annual general meeting and they may, at the direction of the Executive, audit the books and accounts of the Chamber at least once in each year. An unaudited financial statement shall be presented by the Treasurer at each annual meeting and at any other time required by the Executive.
69. At each annual general meeting, the society shall appoint a professional accountant.
70. The Executive may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.
71. A professional accountant may be removed by ordinary resolution.
72. No director and no employee of the society shall act as the professional accountant for the society.



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**Article 13 DISTRIBUTION OF ASSETS:**

73. The Society shall not distribute any part of its income to any of its members. This does not preclude the payment of reasonable salaries or employee benefits, nor does it preclude the reimbursement of reasonable out-of-pocket expenses.
74. Upon dissolution or winding up of the Society, any funds and assets of the society remaining after satisfaction of its debts and liabilities, shall be distributed to non-profit organizations in the area whose objects most closely accord with those of this Society, as determined by its members at the time of dissolution.

**Article 14 OTHER:**

75. Any member may examine the records of the society
- a) once every three months at the place where the records are normally kept, on giving the person responsible for keeping the records 7 days notice;
  - b) at any time or place agreed upon by the person having custody of the records, such agreement not to be reasonably withheld.
76. Any dispute concerning the interpretation or application of the by-laws and any dispute concerning the rights of a member or the powers of a director or officer to which no agreement can be reached shall be submitted to and decided by arbitration under the Arbitration Act of the Nunavut.
77. The seal of the Chamber shall be in the form set out in the margin. The seal shall not be affixed to any instrument or document except by authority of the President or Board of Directors.
78. The Board of Directors may determine the interpretation of these by-laws and any resolution passed thereunder, and the decision of the Board of Directors upon any question of interpretation or upon any matter affecting the Society not provided for in these by-laws or in any resolution made thereunder, shall be final and shall be binding upon all members of the Chamber.

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Dated at the City of \_\_\_\_\_, in the Nunavut Territory this \_\_\_\_ day of \_\_\_\_, 200\_\_.

Amendments filed