

**THE PAS AND DISTRICT CHAMBER OF COMMERCE**

**CONSTITUTION**

**1986**

**BY-LAWS  
OF  
THE PAS & DISTRICT CHAMBER OF COMMERCE**

**REVISED: October 1986**

**ARTICLE 1 - NAME & OBJECT**

- SECTION 1. The name of this organization shall be The Pas & District Chamber of Commerce.
- SECTION 2. The object of The Pas & District Chamber of Commerce shall be to promote the Commercial, Industrial, Agricultural and Civic Welfare of The Pas and surrounding district.
- SECTION 3. The usual place of meeting shall be in the Town of The Pas.
- SECTION 4. The Pas & District Chamber of Commerce shall be non-partisan, non-sectional and non-sectarian and shall not lend its support to any candidate for Public Office

**ARTICLE II - INTERPRETATION**

- SECTION 5. Wherever the words "The Chamber" occur in these by-laws, they shall be understood to mean "The Pas & District Chamber of Commerce" as a body.
- SECTION 6. Wherever the words "The Council" occur in these By-laws, they shall be understood to mean "The Executive Council of The Pas & District 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., 124 s.1)

**ARTICLE III - 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 may become members of the "The Chamber", but the voting power of such memberships shall, in each case, be assigned to one individual.

SECTION 10. At any meeting of "The Council" any member in good standing may propose any eligible person or organization as a candidate for becoming a member of "The Chamber", providing such candidate shall undertake, if admitted, to be governed by the By-laws of "The Chamber".

SECTION 11. If such proposal is carried by a majority of two-thirds of the members of "The Council" then present, such person or organization shall thenceforth be a member of "The Chamber" and shall have all the rights and be subject to all the obligations of the other members.

SECTION 12. 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 13. Any member of "The Chamber" who intends to retire therefrom or to resign their membership, may do so, at any time, upon giving 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 the member at the time of such notice.

SECTION 14. "The Council" may remove from the roll of members the name of any new member failing to pay their annual dues within thirty days of their 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 15. Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Member by a majority vote of "The Council" and be exempt from the payment of annual dues. Such recognition may be for a period of one year and may be repeated or may be for the life-time of the person so honoured. Honorary memberships shall include all the privileges of active membership, except that of holding office.

Free Membership - "The Council" may give free membership for the first year, to new businesses.

SECTION 16. Any member of "The Council" may be expelled by a two-thirds vote of "The Council".

#### **ARTICLE IV - DUES AND ASSESSMENTS**

SECTION 17. The annual dues payable by members of "The Chamber" shall be determined by "The Council".

SECTION 18. 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 general meeting shall state the nature of the proposed assessment.

#### **ARTICLE V - OFFICERS AND COUNCIL**

SECTION 19. The Executive Council shall consist of a:  
President  
Vice-President  
Secretary  
Treasurer - (or Secretary/Treasurer)  
-10- Directors

The ten Directors shall be elected at the Annual General Meeting, as hereafter provided.

The President and Vice-President shall be elected annually and may be re-elected provided that they shall not hold the same office for more than two years in succession.

Five Directors shall be elected for a two-year term.

Five Directors shall be elected for a one-year term.

The retiring President shall be a member of "The Council" with full voting privileges.

The Secretary and Treasurer (or Secretary/Treasurer) shall be appointed annually by "The Council", and may or may not be selected from the elected Directors.

SECTION 20. If any member of "The Council" becomes deceased, or resigns, or is absent for three meetings, continuously from the meetings of "The Council" without special permission, "The Council" may declare the office vacant and shall by a two-thirds majority vote of those present elect from among the membership of "The Chamber" a successor to fill the vacancy.

SECTION 21. "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 or legislative of the Province,

or others, as it may determine, or as may be required by vote of the majority of members present at any General meeting.

SECTION 22. "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 Board of Trade Act.

SECTION 23. Any five 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 24. "The Council" shall frame such by-laws, rules and regulations, as appear to it best 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 25. "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 to take such action as "The Council" may request.

SECTION 26. The President and Vice-president shall, before entering upon their office, take and subscribe before a Commissioner of Oaths, an oath in the form following, that is to say;

"I swear that I will faithfully and truly perform my duty as ..... of The Pas & District Chamber of Commerce, and that I will, in all matters connected with the discharge of such duties do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Chamber was constituted, according to the true intent and meaning of the same. So Help Me God."

SECTION 27. The Meetings of "The Council" shall be opened to all members of The Chamber, who may attend, but may not take part in any of the proceedings, unless requested to do so by the Chairperson.

SECTION 28. No public pronouncement 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 29.

**PRESIDENT**

- (A) The President shall perform the following duties:
1. Preside at all meetings of "The Council and The Chamber".
  2. Regulate the order of business at such meetings.
  3. Receive and put lawful motions and communicate to the meeting what the President may think may concerns The Chamber.
  4. Shall vote only in the case of a tie. Upon an appeal being made from a decision of the Presiding Officer, the vote of the majority shall decide.
  5. The President shall, with the Secretary, sign all papers and documents requiring signature on behalf of The Chamber - excepting that all cheques for the payment of funds must have the signature of the Treasurer.
  6. It shall be the duty of the President to present a General Report of the activities of the year, at the Annual Meeting.

**VICE-PRESIDENT**

- (B) The Vice-President shall perform the following duties:
1. The Vice-President shall, in the absence, disability or refusal to act as the President, perform the duties and exercise the powers of the President, and shall aid the President in the performance of his/her duties in such manner and to such extent as the President may request. In the absence of both these officers, the meeting shall appoint a Chairperson to act temporarily.

**TREASURER**

- (C) The Treasurer shall perform the following duties:
1. The Treasurer shall have charge of all funds of The Chamber and shall deposit, or cause to be deposited, the same in any recognized financial institution, selected by "The Council".
  2. From these funds deposited, The Treasurer shall pay amounts approved by "The Council" and keep a regular account of the income and expenditures 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".
  3. The Treasurer shall make such investment of the funds of The Chamber as "The Council" may direct, and shall, with the President, or Secretary, sign all notes, drafts and cheques.

**SECRETARY**

- D) The duties of the Secretary are:
1. Shall attend and act as Secretary of all meetings of The Chamber and The Council.
  2. 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 as properly pertaining to this office.
  3. The Secretary, with the President shall sign and when necessary seal, with the seal of The Chamber of which the Secretary shall have custody, all papers and documents requiring signature of execution on its behalf and may, with the Treasurer, sign all notes, drafts, and cheques.
  4. Shall maintain an accurate record of the proceedings of The Chamber and The Council.
  5. At the expiration of the Secretaries term of office, the Secretary shall deliver to The Chamber, all books, papers and other property of The Chamber.

#### **ARTICLE VI - MEETINGS**

- SECTION 30. The Annual Meeting of The Chamber shall be held in the month of October in each year, at the time and place determined by The Council. At least two weeks notice of the Annual Meeting shall be given.
- SECTION 31. At least one General Meeting exclusive of the Annual General Meeting shall be held in each year, preferable in the Spring season, and two weeks notice of such meeting shall be given.
- SECTION 32. 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 week's notice of such meeting shall be given.
- SECTION 33. 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 34. Notice of all meetings, naming the time and place of assembly, shall be given by the Secretary. A notice given personally or inserted in the newspaper published within the district, or a circular letter signed by the Secretary and mailed to the last known address of each member, shall constitute sufficient notice.

SECTION 35. At any Annual or General Meeting, 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 any such meeting.

SECTION 36. 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 37. The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

SECTION 38. All books of The Chamber shall be opened at all reasonable hours to any member of The Chamber, free of any charge.

### **ARTICLE VII - BY-LAWS**

SECTION 39. 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 by one member and seconded by another member at a previous General Meeting and duly entered in the minutes of The Chamber.

SECTION 40. Such By-laws shall be binding on all members of The Chamber, its officers and all other persons lawfully under its control.

### **ARTICLE VIII - COMMITTEES**

SECTION 41. The following Standing Committees shall be appointed each year by The Council, and members shall hold office until the next Annual Meeting or until their successors have been appointed.

- 1) By-law, Property and Legal
- 2) Trade & Industry
- 3) Mines, Agricultural and Natural Resources
- 4) Membership
- 5) Publicity and Tourist
- 6) National, Provincial and Civic Affairs
- 7) Receptions, Conventions and Excursions.

The said Committees may be changed or varied, and Special Committees may be appointed by the Council, from time to time, but all such committees shall automatically be discharged at the end of the year, unless previously discharged by Council.

## **ARTICLE IX - AFFILIATION**

SECTION 42. The Chamber, at the discretion of The Council, shall have power to affiliate with the Canadian Chamber of Commerce, and with any Provincial or Regional Chamber, and any other organization in which membership may be in the interest of The Chamber.

## **ARTICLE X - FISCAL YEAR**

SECTION 43. The fiscal year of The Chamber shall be from October 1st, to September 30th.

## **ARTICLE XI - AUDITORS**

SECTION 44. Auditors shall be appointed by The Council and they shall audit the books and accounts of The Chamber at least once in each year. An audited financial statement shall be presented by the Treasurer at each Annual Meeting and at any other time required by The Council.

## **ARTICLE XII - PROCEDURE**

SECTION 45. Parliamentary procedure shall be followed at all General Meetings and Council meetings in accordance with the "Rules of Order" by Bourinot, and the following shall be the order of business governing the conduct of meetings and proceedings of The Board.

### **(A) Annual Meeting**

- 1) Reading of minutes of last meeting, Annual or General.
- 2) Business arising out of the minutes
- 3) Submission of Annual Report
- 4) Election of Officers
- 5) Presentation of Petitions and Communications
- 6) Unfinished Business
- 7) New Business
- 8) Adjournment

### **(B) General Meetings**

- 1) Reading of the minutes of last meeting
- 2) Business arising out of the minutes
- 3) Presentation of Petitions and Communications
- 4) Reports of Standing Committees
- 5) Reports of Special Committees
- 6) New Business

- 7) Unfinished Business
- 8) Adjournment

**(C) Executive Meetings**

- 1) Reading of the minutes of the past meeting
- 2) Business arising out of the minutes
- 3) Presentation of Petitions and Communications
- 4) Reports of Standing Committees
- 5) Reports of Special Committees
- 6) New Business
- 7) Unfinished Business
- 8) Adjournment

But the said order of business may be varied from time to time by The Council, in such manner as it may deem advisable.