REGISTERED / ENREGISTREMENT
NUNAVUT

No: SOC789

Date: 2022-01-19

Christy Conley

DEPUTY / REGISTRAR OF SOCIETIES
REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIETIES

ENACTMENT OF NEW BYLAWS

Baffin Regional Chamber of Commerce
(Name of Society)

Resolved as an extraordinary resolution that the bylaws of the above-named Society be repealed and the bylaws set forth in the attached **Schedule "A"** be substituted there for.

THE UNDERSIGNED, BEING A DIRECTOR OR AUTHORIZED OFFICER OF THE ABOVE-NAMED SOCIETY, HEREBY CERTIFIES THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF A RESOLUTION OF THE SAID SOCIETY PASSED AT THE ANNUAL GENERAL MEETING (BY EXTRAORDINARY RESOLUTION) ON Nov. 26, 2021.

Signature

Chris West
Name

Executive Director
Title

Dec 2/2021
Date

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BAFFIN REGIONAL CHAMBER OF COMMERCE

Baffin Regional Chamber of Commerce

Constitution and By-Laws

BAFFIN REGIONAL CHAMBER OF COMMERCE

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.

BY-LAWS

Article 1. INTERPRETATION:

1. Wherever the words "Chamber" occurs in these by-laws, they shall be understood to mean "The Baffin Regional Chamber of Commerce" as a body.

2. Wherever the words "Board" or "Board of Directors" occurs in these by-laws, they shall be understood to mean "The Board of Directors of the Baffin Regional Chamber of Commerce" as hereinafter described.

3. Wherever the word "Executive" occurs in these by-laws, they shall be understood to mean "The Executive Board of the Baffin Regional Chamber of Commerce" as hereinafter described.

4. Whenever the word "Chair" occurs in these by-laws, it shall be understood to mean President of The Board of Directors.

5. 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.

6. Whenever the word "General Meeting" occurs in these by-laws, it shall be understood to mean duly convened meetings of the Chamber's voting membership, including the Annual General Meeting and Special General Meetings.

7. 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.

8. 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.

9. The communities of the Baffin region include the communities of Arctic Bay, Kinngait, Clyde River, Grise Fiord, Sanirajak, 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:

1. All businesses, professional associations and individuals who are associated with business or professional life in Nunavut shall be eligible for admission to membership in the Chamber on payment of the membership fee.

    a) Government departments and agencies (municipal, territorial, and federal) will have full benefit of membership except the right to vote. In the case of Crown Corporations and other "arms length" agencies, the Board of Directors will make the final determination as to whether or not they will have a voting or non-voting membership.
    b) Every member in good standing, except those identified in 1 a), that are represented at any General Meeting or special meeting shall be entitled to one vote.

2. The above shall become a member of the Baffin Regional Chamber of Commerce 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 paid its membership fees.

3. Membership in the Chamber shall expire on March 31st of each year.

4. 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 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 vote.

5. A member may be removed from the membership roll or Board of Directors by vote of the Executive if the member, brings shame to the Chamber that would involve legal action or criminal activity against the member that would go against the Constitution of the Chamber.

Article 3. DUES AND ASSESSMENTS:

1. The annual dues payable by members of the chamber shall be determined annually by the Board of Directors, subject to approval at a General Meeting whenever a change in the original amount is involved.

2. The initial payment of dues shall accompany the application for membership.

3. Dues shall become payable on April 15th.

4. Other assessments may be levied against all members, provided they are recommended by the Board 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.

5. 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 objectives, subject to such regulations and the payment of such additional fees as the Board of Directors may from time to time prescribe for specific activities.

Article 4. MEETINGS:

1. The Chamber shall convene an annual general meeting once each year, this meeting to be know as the Annual General Meeting. Other special meetings of the membership can be called as required.

2. The Annual General Meeting shall be held within 275 days of the fiscal year end. The place of the meeting will be decided at a date accepted by the Board of Directors prior to the meeting.

3. The Executive Director shall mail, or email or otherwise send notification to each member through direct correspondence a notice of the date of the Annual General Meeting at least 15 days before the opening of the meeting.

4. 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 presentation of the financial statements (audited if available) and reception of the Executive Director's report.

5. The approval of the previous year's audit and the appointment of auditors for the current fiscal year will occur at the same general meeting of the membership. This can be done at either the Annual General Meeting or another Special General Meeting to occur no later than 275 days after the fiscal year end of the Chamber.

6. Minutes of the proceedings of all Meetings shall be recorded and kept for that purpose by the Executive Director or the Executive Director's designate. The minutes will be signed by the person presiding over the meeting and the Executive Director shall make copies of the minutes available to any voting members upon request.

7. 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. 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.

8. Special General Meetings may be called by the Executive or when requested in writing by at least two (2) members of the Executive. At least one week's notice of such meeting shall be given to each member.

9. The Board of Directors shall meet on a quarterly basis during its term in office. Quorum required would be 50% of the Directors.

10. 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.

11. Every member in good standing represented at any General Meeting shall be entitled to one vote, if so, entitled as per by-law article 2 -1 a, provided that the vote of an association, corporation, society, partnership, or an estate member shall in each case be assigned to individuals.

Article 5. Roles and Responsibilities

1. Role of the Chair

    a) Chair all meetings of the Chamber and regulate the order of business.

    b) Enforce the by-laws of the Chamber.

    c) Approve all meeting minutes with the secretary.

    d) present a general report of the Chamber's activities at the Annual General Meeting.

2. Role of the Vice Chair

    a) The Vice Chair, in their respective order, shall act in the absence of the Chair.

3. Role of the Secretary

a) The Secretary shall be responsible for providing notice of meetings, maintaining membership records, keeping suitable records of the decisions made at all meetings and performing such other duties as may be prescribed by the Act or these bylaws.

b) All of the administrative duties of the Secretary may be delegated to the Executive Director by the Board, but the Secretary shall remain responsible for ensuring the delegated duties are properly performed.

4. Role of the Treasurer

    a) The Treasurer shall also oversee the finances of the Chamber and report monthly on the Chamber's financial standing to the Board and annually to the Chamber Membership.

5. Role of the Past Chair

    a) The Past Chair is responsible for promoting the continuity and development of leadership in the Chamber. Only the person who served as the Chair of the immediately preceding Board shall be eligible to be nominated, elected or serve as Past Chair. If the outgoing President is unable or unwilling to fulfill that role, the position shall remain vacant, but an additional Director may be elected to the Board instead.

6. Duties of Directors

    a) The duties of Directors shall be such as may be required by-law, as indicated in any written policies of the Board, and as assigned to them by the Board from time to time.

7. Role of the Executive Director

    a) The Board shall appoint an Executive Director, who shall be accountable to the Board for the general day-to-day operation and management of the Chamber's administrative affairs, shall have custody of the corporate seal, and whose duties shall be set by the Board.

8. Role of the Executive Committee

    a) The Executive Committee shall be responsible for ensuring directions of the Board are carried out and for providing direction as and when required to management on matters that cannot wait until the next Board meeting.

Article 6. REPRESENTATION AND VOTING RIGHTS:

1. 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.

2. 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.

3. 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.

4. The presiding officer shall vote only in case of a tie.

5. 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.

6. Unless a role call is requested in accordance with Article 6 3, 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 7. DIRECTORS, OFFICERS AND COMMITTIES:

1. The Board of Directors shall consist of:

    a) President - Chair
    b) Vice President -Vice Chair
    c) Secretary
    d) Treasurer
    e) Four Directors

2. Until changed in accordance with the by-laws, the Board shall consist of no more than eight (8) Directors.

    a) In addition to the Board of Directors composition described above, the Board of Directors may appoint Ex Officio Directors. The Government of Nunavut-Department of Economic Development and Transportation, the Nunavut Chamber of Commerce and/or representatives of municipal governments as Ex Officio Directors. The Ex-Officio Board Directors will have no voting rights. The Board of Directors reserves the right to accept that nomination or request a replacement be named.

b) Ideally the Board would consist of no more than four (4) of the Directors shall ordinally reside or conduct business within the North Baffin Region and no more than four (4) of the Directors shall ordinally reside or conduct business within the South Baffin Region, with no more than two (2) Directors ordinally reside within any, one (1) community.

c) 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.

d) "North Baffin Community" shall mean the communities of Grise Fiord, Resolute Bay, Sanirajak, Igloolik, Arctic Bay, Pond Inlet, and Qikiqtarjuaq.

e) "South Baffin Community" shall mean the communities of Pangnirtung, Iqaluit, Kimmirut, Kinngait, and Sanikiluaq.

3. The "Executive Officers" (President, Vice – President, Secretary and Treasurer shall be appointed by and from the Board of Directors at a meeting of the Directors immediately following the Annual General Meeting. Executive Officers will be appointed for a period of one (1) Term. Term is defined as a period of time from Annual General Meeting to Annual General Meeting. The President shall serve at the pleasure of the Executive Board.

   a) During the nomination process the Executive Director will act as Chair (without voting rights) until the selection of the President for the coming year is finalized. At that time the President will assume the role of Chair.

   b) An Executive Officer may not hold more than one Executive Officer Position.

   c) No paid employee of the Chamber shall be a member of the Board.

   d) Directors of the Chamber shall receive no remuneration for services rendered, but the Executive may grant any of these said officers reasonable expense monies while preforming Chamber duties or representation.

4. To be eligible to hold a position on the Board, Directors must be a member in good standing who:

   a) Has not been charge with or found guilty of an indictable offence for which they have not been acquitted or pardoned. It is the responsibility of the said Director to bring forward such information to the Executive Officers.

   b) Has not declared bankruptcy within the past six (6) years.

c) Not a political representative nor an employee of a government or political organization.

5. All officers and Executive members of the Chamber before taking office, shall take and subscribe before the Mayor of a Nunavut municipality or before any Justice of the Peace, an oath in the following form:

   a) "I swear (or affirm) that I will faithfully and truly perform my duties as _____ of the Baffin Regional Chamber of Commerce and that I will in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the Baffin Regional Chamber of Commerce was constituted according to the true intent and meaning of the same. I so swear (or affirm)."

6. All elected or appointed Director's will be appointed for a period of a two-year (2) term, 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. Term is defined as AGM to AGM. This will be determined by the directors in order to obtain staggered end dates of directors.

7. Where there is a death, suspension, or resignation from the Executive, the Executive position shall be filled in an acting capacity from within the Board through a Board resolution until the next Annual General Meeting.

   a) Should, at any point between Annual General Meetings, through resignations or suspensions, half or more of the total Board positions are vacant, a General Meeting of the membership will be held to elect new directors for those vacant positions.

8. Any Director or Executive Officer may be suspended from office or have their tenure of office terminated if, in the opinion of the Board, the Director or Executive Officer is grossly negligent in the performance of their duties, providing, however that any Director or Executive Officer so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the Membership at the next General Meeting.

9. The Board 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.

10. The Executive shall appoint a Finance Committee, which is to consist of the Executive Director, the Treasurer, and the President. It shall be the duty of this committee to attend to the financial administration of the Chamber.

11. The Chair shall, with the Executive Director, sign all papers and documents on behalf of the Chamber.

12. With the exception of signing on notes, drafts and cheques as otherwise provided for below this clause, the Vice-Chair shall act in the absence of the Chair, and in the absence of these officers, the Secretary or Treasurer shall act.

13. The position of Executive Director shall be filled by appointment of the Board. The Executive Director shall serve at the pleasure of the Board.

14. The authority of the Executive Director comes from the will of a majority of the Board.

15. The Executive Director 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 Executive and shall keep a regular account of the income and expenditures of the Chamber and submit a financial statement thereof for presentation to the Annual General Meeting and at any other time requested by the Executive. Any two consisting of the Chair, Treasurer, Vice-Chair, Executive Director, or Office Manager shall sign all notes, drafts, and cheques.

16. The Executive Director shall be responsible to the Executive for the general control and management of business and affairs. The Executive Director shall be responsible for keeping the books of the Chamber, conducting its correspondence, preserving all official documents, preparing, and keeping custody of minutes of all meetings.

17. Standing committees may be struck by the voting membership at a General Meeting, or under the authority of the Board or Executive (the "Appointing Authority"), to examine, consider, and report upon any matter or take such action as the Appointing Authority may request. Where the chairmanship of any such committee is not held by a member of the Board, a member of the Board shall be appointed as an ex-officio member of such committee.

18. The Chairperson of any standing committee shall ensure the development of a Terms of Reference, which must be approved by the Appointing Authority prior to the committee engaging in its duties.

19. Ad hoc committees may be struck under the authority of the Board or Executive (the "Appointing Authority"), to examine, consider, and report upon any urgent matter or take such action as the Appointing Authority may request.

20. The Board may terminate any committee. Committees shall automatically be discharged at the end of one calendar year unless otherwise extended through resolution by the Appointing Authority, or unless a committee Terms of Reference contain provisions for a longer term. The Board of Directors shall govern the affairs of the Chamber in accordance with the By-Laws of the Chamber.

21. Each Director shall be a member of an organization with voting rights who is in good standing with the Baffin Regional Chamber of Commerce and will hold their position as long as they hold the voting rights to such an organization.

22. Directors are elected in the following manner at the Annual General Meeting:

    a) The Executive Director shall act as Chair during Board of Directors elections.

    b) Nominations can be submitted in advance or during the Annual General Meeting and must include both a nominator and a seconder, both of which must be a member in good standing of the chamber at the time the nomination is submitted.

    c) During the nomination process at the Annual General Meeting, any member can call for a motion to close nominations. Once the motion is made, seconded and passed by the membership, nominations will be closed, and the voting process will commence.

    d) Any nominees that are acclaimed to the Board, will be announced to the general membership immediately following the closing of nominations. If the remaining number of nominees are equal to, or less than, the number of remaining seats, they to will be acclaimed to the board. If there are more nominees than board positions, the Chair will call for a vote of those nominated.

    e) A list of all the remaining nominated individuals will be made and distributed to each voting member. They will then vote from that list a number of individuals that corresponds to the number of remaining vacant seats.

    f) The ballots will be submitted to a person(s) appointed by the Chair to count the votes and report the results to the Chair. The individuals with the highest number of votes will be appointed to the board, as announce by the Chair.

    g) The ballots may only be destroyed after a motion from the floor to do so has been made and passed according to the bylaws of the chamber.

Article 8. BORROWING:

1. For the purpose of carrying out the objects of the society, the Board of Directors 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 9. BY-LAWS:

1. 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.

2. By-laws may be made, repealed, or amended by Special Resolution at any General Meeting, or at the Annual General Meeting with notice of such proposal having been given to all members prior to the Annual General Meeting in writing by way of email, but no such revision, alteration or addition has any effect until it has been registered by the registrar.

3. The Executive shall draft such by-laws, rules and regulation as appear to it best to promote the welfare of the Chamber and shall submit them for adoption at an annual general meeting of the chamber or by extraordinary resolution of the society.By-Laws may be amended by extra-ordinary resolution during a annual general meeting.

4. Such by-laws shall be binding on all members of the Chamber, its officers, and all other persons lawfully under its control.

Article 10. AFFILIATION:

1. 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 11. FISCAL YEAR:

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

Article 12. PROCEDURE:

1. Parliamentary procedure shall be followed at all general and Executive meetings, in accordance with Robert's "Rules of Order".

Article 13. PROFESSIONAL ACCOUNTANT AND AUDITOR:

1. Auditors shall, unless otherwise waived by the members, pursuant to the Act, be appointed by the members present at the annual general meeting or any such meeting where the auditor is to be appointed. The auditor 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 auditor or Treasurer at each annual meeting and at any other time required by the Executive.

2. The Chamber shall appoint a professional accountant at the Annual General Meeting or at a time when a request for quotations for services could be issued.

3. The Executive may appoint a professional accountant to fill a vacancy occurring in that office between one Annual General Meeting to the next.

4. A professional accountant may be removed by ordinary resolution of the Members.

5. No Director and no employee of the Chamber shall act as the professional accountant for the Chamber.

Article 14. DISTRIBUTION OF ASSETS:

1. The Chamber 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.

2. Upon dissolution or winding up of the Chamber, 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 Chamber, as determined by its members at the time of dissolution.

Article 15 OTHER:

1. Any member may examine the records of the Chamber.

   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.

2. 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.

3. 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.

4. 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 Chamber 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.

Amendments dated at the City of Iqaluit, in the Nunavut Territory this 26th day of November 2021

Clarence Synard – President

Graham Hastie – Treasurer