



**The Pas OCN Chamber of Commerce  
Constitution & Bylaws**

**1986**

**REVISED: October 1986**  
**REVISED: October 2003**  
**REVISED: November 2013**  
**REVISED: January 2019**  
**REVISED: November 21, 2021**  
**REVISED: February 15, 2024**

# **THE PAS OCN CHAMBER OF COMMERCE**

## **ARTICLE I - NAME & OBJECT**

- SECTION 1. The name of this organization shall be The Pas OCN Chamber of Commerce.
- SECTION 2. The object of The Pas OCN Chamber of Commerce shall be to promote the Commercial, Industrial; Agricultural and Civic Welfare of The Pas OCN and surrounding district.
- SECTION 3. The Pas OCN 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 4. Wherever the words "The Chamber" occur in these by-laws, they shall be understood to mean The Pas OCN Chamber of Commerce as a body.
- SECTION 5. Wherever the words "The Council" occur in these by-laws, they shall be understood to mean The Executive Council of The Pas OCN Chamber of Commerce.
- SECTION 6. Privileges of Membership may include but not necessarily be limited to: the ability to vote as a Chamber Member, access to affinity or Member benefit programs as available. Attend board meetings. Represent themselves as a member of the Chamber of Commerce to the public and other offerings as made available by the Chamber of Commerce.

## **ARTICLE III: MEMBERSHIP**

- SECTION 7. Any person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the region this Chamber serves shall be eligible for membership
- SECTION 8. Associations, Corporations, Societies, Partnerships or Estates may become members of the Chamber, but the voting power of such memberships shall in each case, be assigned to one individual.
- SECTION 9. 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 10. If such proposal is carried by a majority 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 11. Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these by-laws, has been removed from the roll of members by action of The Council, or has failed to pay their membership dues. A member that acts in a manner deemed detrimental to The Pas OCN Chamber of Commerce can have their membership revoked by a vote of two-thirds of the board.

SECTION 12. Any member of The Chamber who intends to retire therefrom 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. Any member who forfeits their membership cannot lay claim the unused portion.

SECTION 13. 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 90 days of the invoice date. Upon such action by The Council, all privileges of membership shall be forfeited.

SECTION 14. Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Member by two-thirds 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 being a member of the board.

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

SECTION 15. The annual dues payable by members of The Chamber shall be determined by The Council.

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

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

SECTION 17. The Executive Council shall consist of a:  
President  
Vice-President  
Secretary  
Treasurer

## 8 Directors

The 8 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.

All directors are elected to two-year terms with four (4) directors' positions being elected each year on alternating years. A director may be elected again directly after their 2-year term has finished. There isn't a limit to the number of terms a director can hold, both collectively and consecutively.

The Secretary and Treasurer shall be appointed annually The Council and may or may not be selected from the elected Directors.

The Town of The Pas, Rural Municipality of Kelsey and Opaskwayak Cree Nation shall each be permitted to appoint one member of their respective Councils to the Executive Council with full voting privileges. These appointees shall not serve as President of the Executive Council or as Chairperson of any meeting of The Chamber. A local government which opts to make such an appointment shall be required to be a member of The Chamber in good standing.

The Office Manager shall hold ex officio status at all board meetings.

SECTION 18. Any member of The Council may be expelled by a two-thirds vote of The Council.

SECTION 19. 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 at the next board 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 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 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 Board of Trade Act.

SECTION 22. A minimum of 5 board 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 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 to take such action as The Council may request.

SECTION 25. The President and Vice-president shall, before entering upon their office, sign a written oath in front of the majority of the members of the board, 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 OCN 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."

SECTION 26. 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 27. Role Descriptions

### **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 concern 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.
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 performs the duty of the President in their absence and shall aid the President in the performance of their 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 financial statements 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. The Treasurer shall also provide a financial report to the Council at each meeting and an annual budget.

### **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 – SIGNING AUTHORITIES**

SECTION 28. The signing Authorities for the chamber shall be the executive made up of: The President, Vice President, Treasurer, Secretary and office manager. In the event any executive position is vacant the past president will become a signing authority. The council may also appoint a director(s) as signing authority.

SECTION 29. All cheques shall require two signatures.

### **ARTICLE VII= - MEETINGS**

SECTION 30. The Annual Meeting of The Chamber shall be held on or before November 30<sup>th</sup> 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. The Meetings of The Council shall be opened to all members of The Chamber and members of the public invited by The Chamber, who may attend, but may not take part in any of the proceedings, unless requested to do so by the Chairperson. A private, "In-Camera" session shall be permitted to discuss matters requiring privacy as needed, with any decisions made In-Camera to be brought back to a public board meeting to be formally accepted. In-Camera sessions are open to board members in good standing solely.

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 (ordinarily once a month) as may be necessary to carry on the business of The Chamber.

SECTION 34. Notice of all special general 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 issued by the Secretary and mailed (by hard copy, or electronically) to the last known address of each member, shall constitute sufficient notice.

SECTION 35. At any Annual or Special 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 and the Secretary.

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 VIII – BYLAWS**

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 Board Meeting and duly entered in the minutes of The Chamber. Proposed changes must be circulated to the membership and notice of the meeting given no less than 14 days prior to the meeting on which they are scheduled to be adopted.

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 IX – 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. The council shall appoint a chair for all standing committees at the first council meeting following the Annual Meeting. Three people will comprise each committee with at least one being a member of the board and the remainder to be filled from the membership or the general public, with appointments confirmed by the board. An alternate for each committee from the board must also be appointed, to attend in times when the designated board member is unable to.

- 1) Agriculture
- 2) Governance and Board Development
- 3) Tourism and Local Promotion
- 4) Economic Development and Stability
- 5) Government Relations
- 6) Community Programs
- 7) Transportation and Highways

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 annual general meeting, unless previously discharged by Council. Committees will be responsible to meet generally once a month and provide a report to The Chamber board at each meeting of the board. The Secretary will not attend committee meetings unless specified by the board and committees will appoint their own secretary for each meeting.

### **ARTICLE X – 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 XI: FISCAL YEAR AND FINANCIAL INSTITUTION**

SECTION 43. The fiscal year of the Chamber shall be from September 1<sup>st</sup> to August 31<sup>st</sup> the financial institution the Chamber operates with is located in the Town of The Pas or OCN.



## **ARTICLE XII – AUDITORS**

SECTION 44. A review engagement will be performed at least once a year with the board retaining the option to do an audit if they deem necessary. The financial statements would be presented by the Treasurer at each annual meeting and at any other time required by council.

## **ARTICLE XIII – 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.

SECTION 46. In Camera session. All board meetings may include an in-camera session open to all board members in good standing. All decisions must come out of in camera to a board meeting before action can be taken.

(A) **Annual General Meeting**

- 1) Call to Order
- 2) Adoption of the Agenda
- 3) Citizens Period
- 4) Reading of minutes of last meeting, Annual or General
- 6) Business arising out of the minutes
- 7) Submission of Annual Report
- 8) Election of Officers
- 9) Presentation of Petitions and Communications
- 10) New Business
- 11) Unfinished Business
- 12) In Camera
- 13) 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) In Camera
- 9) Adjournment

(C) **Council Meetings**

- 1) Reading of the minutes of the past meeting
- 2) Business arising out of the minutes

- 3) Members period
- 4) By-law acceptance
- 5) Presidents report
- 6) Financial report
- 7) Presentation of Petitions and Communications
- 8) Reports of Standing Committees
- 9) Reports of Special Committees
- 10) New Business
- 11) Unfinished Business
- 12) In Camera
- 13) 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.