



St. John's Board of Trade

By-Laws

January 23, 2009

Article I – Name and Object

1. The name of the organization shall be the St. John's Board of Trade.
2. The objects of the St. John's Board of Trade shall be:
 - To develop and advocate policies, on behalf of all St. John's businesses, to the Municipal, Provincial and Federal government
 - To lead in the advancement of the interests of business, now and in the future, while being objective, and non-partisan
 - To be the critical link between the Municipal and provincial governments and business
 - To provide meaningful Networking opportunities for members
 - To co-ordinate events and activities to educate members on topics relevant to the advancement of successful businesses.
 - To provide affinity programs which offer high value and positive effects on member's bottom line.
3. The usual place of meeting shall be the city of St. John's.
4. The St. John's Board of Trade shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

Article II – Interpretation

5. Wherever the words "the Board" occur in these by-laws, they shall be understood to mean "The St. John's Board of Trade" as a body corporate.
6. Wherever the words "the Board of Directors" occur in these by-laws, they shall be understood to mean "The Board of Directors of the St. John's Board of Trade".
7. Wherever the words "the Executive" occur in these by-laws, they shall be understood to mean "The Executive Committee of the St. John's Board of Trade".
8. Wherever the word "District" occurs in these by-laws, it shall mean that area, within and for which this Board was established, as defined in the Certificate of Registration under the Board of Trade Act.

Article III – Membership

9. 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 board.
10. 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 Board.
11. Any member in good standing may propose any eligible person or organization as a candidate for becoming a member of the Board, providing such candidate shall undertake, if admitted, to be governed by the laws of the Board.
12. A proposal for membership shall be considered by the Executive and/or the Board of Directors and if such proposal is carried by a majority of two-thirds of the members of the Executive and/or the Board of Directors present at a meeting and entitled to vote, such person or organization shall thenceforth be a member of the Board and shall have all the rights and be subject to all the obligations of the other members.
13. 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 membership by action of the Board of Directors.
14. Any member of the Board, who intends to retire there from or to resign his or her membership, may do so, at any time, upon giving the Chief Executive Officer ten days' notice in writing of such intention, and upon discharging any lawful liability which is standing upon the boos of the Board against him or her at the time of such notice.
15. The Board of Directors may remove from the roll of members the name of any new member failing to pay his or her 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 Board of Directors, written notice of same shall be sent to the former member within ten days of such decision.
16. Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Member by a majority vote of the Board of Directors. Such recognition shall be for a term of one year and may be repeated. Honourary membership shall include all the privileges of active membership except that of holding office, with the exemption from payment of annual dues.

17. Any member of the Board may be expelled by a two-thirds vote of the Board of Directors. Upon such action by the Board of Directors written notice of same shall be sent to the former member within ten days of such decision.
18. Any person expelled by the Board of Directors may appeal such decision at a special general meeting called for the purpose as provided for in Article VIII, Sub-section 51 of these by-laws. A two-thirds majority vote of those members present and entitled to vote shall be required for reinstatement of the expelled member.

Article VI – Dues and Assessments

19. The annual dues payable by members of the Board shall be determined annually by the Board of Directors, subject to such revision, if any, as may be directed by a resolution of a general meeting of the Board carried by a two-thirds majority of those attending and entitled to vote at such meeting. The Board of Directors may create various classifications of membership and imposes different dues for each classification.
20. Other assessments may be levied against all members, provided they are recommended by the Board of Directors and approved by a majority of the members present at a general meeting shall state the nature of the proposed assessment.

Article V – Officers and Board of Directors

21. The Board of Directors shall consist of the following persons:
 - a) The Chair
 - b) Three Vice-Chairs
 - c) Secretary/Treasurer
 - d) Immediate Past-President
 - e) Six Directors elected from the general membership
 - f) No more than two Directors to be appointed by the Chair for a one or two year term.
22. The Chief Executive Officer of the Board shall be ex-officio a member of the Board of Directors and shall be entitled to notice of meetings of the board of Directors and to attend such meetings, but shall not be entitled to vote.
23. There shall be an Executive Committee consisting of the following persons, namely:
 - a) The Chair
 - b) Three Vice-Chairs
 - c) Immediate Past-President

d) The Secretary/Treasurer.

The Executive Committee has the authority to represent the Board and make decisions in the absence of the Board of Directors. The Term of an Executive Member is one year, with the exception of the Secretary/Treasurer, where the term shall be for two years.

The Executive Committee roles and responsibilities include all of those listed for Director as well as the following additional responsibilities:

- a. Report actions/decisions back to the Board of Directors at first Board meeting after action/decision taken. The Board of Directors may then approve or reverse Committee's decision except where circumstances make this impossible.
- b. Ensure policy decisions are implemented appropriately by staff through monitoring and reporting mechanisms
- c. Ensure there is an annual strategic plan in place for the upcoming year
- d. Ensure a long-term strategic plan is in place
- e. Assess the implementation of established policies and goals at least semi-annually, or as deemed necessary.
- f. Form a Nominating Committee to a maximum of four members. Specifically the two most immediate past presidents will represent the Governance committee on the nominating committee and the Incoming President and incoming Senior Vice President will represent the executive on the nominating committee
- g. Vice Chairs must serve on a variety of committees as they progress through the ranks of the executive to ensure that they are exposed to all facets of the organization including advocacy and policy development before serving as Chair.

Individually, additional responsibilities include:

Chair:

- a. Acts as the chief spokesperson for the organization
- b. Chair Board of Directors and Executive meetings
- c. Granted signing authority and bank signatory
- d. Review performance of the Chief Executive Officer under the direction of the Governance and Executive Committees
- e. Calls all Executive Committee meetings
- f. Delivers Board of Directors report to the membership at the annual meeting
- g. Ex-officio member of all Board operating and policy committees

Senior Vice-Chair:

- a. Acts as a back-up for the Chair when he/she is unable to act personally
- b. Incoming Chair
- c. Responsible for Chairing and serving on Board Committees
- d. Chair of Business Outlook and Annual General Meeting

First Vice-Chair:

- a. Incoming Senior Vice-Chair
- b. Acts as back-up to the Senior Vice-Chair
- c. Responsible for chairing and serving on Board committees

Second Vice-Chair:

- a. Incoming First Vice-Chair
- b. Acts as back-up to the First Vice-Chair
- c. Responsible for chairing and serving on Board committees

Secretary/Treasurer:

- a) Oversee the finances of the St. John's Board of Trade
- b) Call, preside at and chair meetings of the Treasurer's Team
- c) Ensure Treasurer's Team meetings called on a monthly basis (except July and August)
- d) Be a member of the Executive Committee
- e) Attend meetings of the Board of Directors, the Annual General Meeting and special general meetings of the Board
- f) In collaboration with the Chief Executive Officer, assist in the development of a budget for presentation to the Board of Directors for approval
- g) Inform Directors of the St. John's Board of Trade and the Executive of the St. John's Board of Trade's financial status on a quarterly basis
- h) Present the membership of the St. John's Board of Trade with the financial statements and Auditor's Report at the Annual General Meeting
- i) Assist in the development of financial policies and procedures in collaboration with the Chief Executive Officer
- j) Help the St. John's Board of Trade ensure that adequate resources are available to fund programs
- k) Act as a signing officer of the Board to certify all documents and make declarations required by law (with one other officer to be designated by the Board of Directors)Recommend the appointment of auditors at

the Annual General Meeting, and establish the scope of the audit and audit fee

- l) Preparation and distribution of the minutes of Board of Directors meetings and the minutes of annual
- m) meetings on a timely basis
- n) Maintenance of all corporate records of the Board, including minute books, registers of members and other registers
- o) Attending to regular and necessary filings with appropriate authorities;
- p) Preparation and distribution of notices and assembly of all briefing materials to be sent to directors prior to Board of Directors meetings and annual meetings
- q) Oversight of legal and financial compliance requirements as may be directed by the Board of Directors from time to time
- r) Oversight of internal controls, quality standards and management information systems as may be directed by the Board of Directors from time to time.

Immediate Past-President:

- a. Chair of the Governance Committee
- b. Provides support and advice to Chair
- c. Nominations and election under the Governance Committee
- d. Board of Directors discipline under the Governance Committee
- e. Nominations and elections under the Governance Committee

- 24. The Chief Executive Officer of the Board shall be an ex-officio member of the Executive Committee and shall be entitled to notice of all meetings and to attend such meetings, but shall not be entitled to vote.
- 25. The business of the Board shall be managed by the Board of Directors who may exercise all powers ascribed to the Board by these or other by-laws, by the Board of Trade Act and otherwise, provided nevertheless that such powers are not inconsistent with the provisions of the Board of Trade Act.
- 26. The Executive Committee shall exercise such powers and authority as might be ordinarily assumed by such Committee or delegated to it by the Board of Directors.
- 27. Any seven (7) or more members of the Board of Directors, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board of Directors. Any three (3) or more members of the Executive

Committee, lawfully met, shall be a quorum and a majority of a quorum may do all things within the power or the Executive Committee.

28. The Board of Directors shall frame such by-laws, rules and regulations as appear to it best be adapted to promote the welfare of the Board and shall submit them for adoption a general meeting of the Board, called for that purpose.
29. The Board of Directors shall be empowered to:
 - a) to borrow money and to make and issue promissory notes, bills of exchange, bonds, debentures and evidence of indebtedness of all kinds, whether secured by mortgages pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise;
 - b) to purchase, take on lease, exchange, hire or otherwise acquire, and to hold, own, sell, let, convey, and deal in any real or personal property or any rights or privileges which the Board of Directors may think necessary or convenient with reference to any of the objects as set out in Article I of these by-laws.
 - c) to invest the monies of the Board not immediately required in the business of the Board in such manner as may from time to time be determined by the Board of Directors.
 - d) To do all such other acts or things as are incidental or conducive to the attainment of the Objects of the Board in accordance with the Governance Model.
30. The Board of Directors or the Executive Committee or, at the request of either, the Chair , may appoint Committees or designate members of the Board of Directors or of the Board or others to examine, consider and report upon any matter or take such action as the Board of Directors may request.
31. The Board of Directors may suspend any Chair from office or have his or her office terminated for cause. Any Committee may be terminated by the Board of Directors.
32. No paid employee of the Board shall be a member of the Board of Directors or Executive Committee, except the Chief Executive Officer, if any, who shall be an ex-officio member of the Board of Directors and the Executive Committee as hereinbefore provided. Members of the Board of Directors of the Board shall receive no remuneration for services rendered, but the Board of Directors may grant any of these said members reasonable expense monies.
33. The Chair , before taking office, shall take and subscribe before the Mayor or before any Justice of the Peace, an oath in the following form:

“I swear that I will faithfully and truly perform my duty as Chair of the Board of the St. John’s Board of Trade, 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 said Board was constituted according to the true intent and meaning of the same. So help me God.”

34. The meetings of the Board of Directors shall be open to all members of the Board, who may attend but may not take part in any of the proceedings, unless requested by the Chair to do so.
35. No public pronouncement in the name of the Board may be made unless authorized by the Board of Directors or by some person to whom the Board of Directors has delegated this authority.
36. a) The Chair at or in his or her absence, one of the Vice Chair s shall preside at all meetings of the Board and Board of Directors. He or she shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what he or she may think concerns the Board. It shall be the duty of the Chair or his or her designee to present a general report of the activities in the year at the Annual Meeting
b) In the absence of the Chair and the Vice-Chairs the meeting shall appoint Chair to act temporarily.

Article VI – Election of Board of Directors

37. a) The Nominating Committee will be a standing committee of the Board and will consist of no fewer than four members shall be struck by the Board of Directors and shall include the Immediate Past-Chair “President,” and three preceding other Past Chairs (formerly “Past - Presidents.” The Chair of such committee shall be the Immediate Past-Chair (formerly Past -President”) of the Board.

The Committee is established as a Standing Committee of the Board to:

- 1: Provide a list of members who are willing to stand for election and who are qualified for election to the Board under the By-laws of the Chamber
- 2: All nominations shall be made on a nomination form approved by the Board of Directors, which shall contain:
 - i) the name of the person being nominated and the position or office to which they are being nominated;

- ii) confirmation by the person nominated of their willingness to serve; if elected:
- iii) the endorsement of not less than five members; in good standing, of the Board.

38. The Nominating Committee shall:

- a) Mail, email or fax to every member a nomination form seeking nominations for candidates for the offices of Director and Second Vice-Chair.
- b) Ensure a member in good standing with a professional accounting designation, when possible, is recruited as a candidate for appointment to the position of Secretary/Treasurer

at least 60 days prior to the Annual General Meeting.

- b) Following the deadline for filing nominations, meet to exercise best efforts to ensure a list of candidates as follows:
 - i) a number of candidates for the office of director which number shall not be fewer than three more than the number of vacancies to be filled;
 - ii) no fewer than two candidates for the office of Second Vice-Chair

Should these efforts result in deviation from the above bylaws, Board approval will be required.

39. At least 45 days prior to the Annual General Meeting, the Chair shall cause the list of candidates for Director assembled by the Nominating Committee to be circulated to all members of the Board of Trade together with a nomination form for the nomination of additional candidates.

40. At any time following the date upon which the list of candidates for Director has been circulated to the members, but in no event later than 12:00 Noon on the day which is 30 days prior to the Annual General Meeting, any additional nomination may be made by filing in the office of the Board a properly completed nomination form.

41. On or before the fourteenth day prior to the annual General Meeting, the Chair shall cause the final list of candidates for Director to be mailed to all of the members and returned to the Board office by no later than the day before the Annual General Meeting.

42. The ballots shall be counted by a scrutineer from the Nominating Committee assisted by the Chief Executive Officer and the results communicated to the Chair. The Chair shall announce the results of the vote at the Annual Meeting.

43. The election for 2nd Vice-Chair shall be carried out in a secret ballot of the current Board of Directors. The Nominating Committee will submit a list of candidates at least 45 days prior to the Annual General Meeting. For this election:
 - a) Sitting members of the Board of Directors running for the office of 2nd Vice-Chair are not eligible to vote and will be asked to abstain.
 - b) 90% of Directors not abstaining and available to vote is required for a valid election.
 - c) 50% + 1 of eligible votes is required to declare a winning candidate.
 - d) After each ballot, the candidate with the lowest number of votes will drop off the ballot. Multiple ballots may be required to declare a winner.
 - e) The ballots shall be counted by a scrutineer from the Nominating Committee, assisted by the Chief Executive Officer, and the results communicated to the Chair. The Chair shall announce the results of the vote at the Annual General Meeting.
44. The election of the 2nd Vice-Chair shall constitute his or her election as the 1st Vice-Chair in the year next following, his or her election as the Senior Vice-Chair in the year thereafter and his or her election as Chair in the year following that, and he or she shall succeed to those offices accordingly.
45. The Board of Directors may appoint any member of the Board to fill a vacancy which occurs on the Board of Directors between the annual meetings.
46. The Chair shall not hold the same office for more than two years in succession. The Vice-Chair shall not hold that office for more than three years in succession. Any other member of the Board of Directors shall not hold the same office for more than two years in succession, but any member disqualified under this article shall become re-eligible after the expiration of one year.
47. A member not in good standing shall not be eligible as a candidate for any position on the Board of Directors and, if elected, shall not be eligible to remain on the Board of Directors.
48. Appointments to the Board of Directors must be members in good standing. Current or past directors or executive members are ineligible for appointment for a period of two years after their term of director or executive member ends.
49. The Secretary/Treasurer shall be appointed by the Board of Directors for a two-year term. Where possible, the Secretary/Treasurer should hold a professional accounting designation.

Article VII – Chief Executive Officer

50. The Board of Directors may appoint a Chief Executive Officer who shall perform such duties as may from time to time be ascribed to him or her by the Board of Directors, including without limiting the generality of the foregoing, the duties normally or from time to time ascribed to the Secretary/Secretary/Treasurer. The Board of Directors may also authorize the hiring of such other staff as may be deemed appropriate.
51. The annual meeting of the Board shall be held in the month of January each year at the time and place determined by the Board of Directors. At least two weeks notice of the General Meeting shall be given.
52. Regular general meetings of the Board shall be held at least quarterly at the time and place designated by the Board of Directors. At least one week's notice of such meetings shall be given.
53. Special general meetings of the Board may be held at any time when summoned by the Chair or requested in writing by any three members of the Board of Directors, or any ten members of the Board. At least one day's notice of such meetings shall be given.
54. The Board of Directors shall meet from time to time (at least once a month) as may be necessary to carry on the business of the Board.
55. The Board of Directors may, at its discretion, confer upon the Executive Committee, all the powers are normally held by it for the months of July and August in each year.
56. Notice of all general meetings, naming the time and place of assembly, shall be given by the Board of Directors. A notice inserted in one or more of the newspapers published within the District or in the Board's official monthly publication or a circular letter signed by any member of the Board of Directors on its behalf and mailed to the last known address of each member shall constitute sufficient notice.
57. At any annual or general meeting, twenty members or one-third of the Board's membership, whichever shall be less, shall be a quorum and unless otherwise specifically provided by these or other by-laws or by the Board of Trade Act, a motion or resolution shall be declared carried having the support of a majority of those present.
58. Minutes of the proceedings of all general and Board of Directors meeting shall be entered in books to be kept for that purpose, by the Chief Executive Officer or his or her designee as approved by the Board of Directors.

59. The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
60. All books of the Board shall be opened at all reasonable hours to any member of the Board, free of charge.

Article IX – Voting Rights

61. 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.
62. Voting at the Board of Directors or general meetings shall be by show of hands or at the direction of the Chair either by standing vote or roll call vote. At general meetings proxy votes shall be permitted provided the document creating the proxy is filed with the Board of Directors prior to the commencement of the meeting at which the vote is to be taken.
63. The Chair shall vote only in case of a tie. Upon an appeal being made from a decision of the Chair, the vote of the majority shall decide.

Article X – By-Laws

64. These by-laws may be amended or repealed in whole or in part and other by-laws may be made by a majority of the members of the Board present at any general meeting and entitled to vote. Notice of motion to repeal or amend these by-laws in whole or in part or for new by-laws shall be given with the notice of the meeting at which the motion is to be made.
65. Such by-laws shall be binding on all members of the Board, 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 of Canada.

Article XI -Affiliations

66. The Board, at the discretion of the Board of Directors, shall have power to affiliate with the Canadian Chamber of Commerce, the Atlantic Provinces Chamber of Commerce, and any other organization in which membership may be in the interests of the Board.

Article XII – Fiscal Year

67. The fiscal year of the Board shall commence on the 1st day of January in each year.

Article XIII - Auditors

68. Auditors shall be appointed by the members present at the Annual Meeting and they shall audit the books and accounts of the Board at least once a year. An audited financial statement shall be presented by the Secretary/Treasurer or Chief Executive Officer at each Annual Meeting and at any other time required by the Board of Directors.

Article XIV – Procedure

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

Article XV – Execution of Documents

70. The Board of Directors shall maintain a Common Seal for the Board and shall provide for the safe custody thereof. The seal shall remain in the custody of the Chief Executive Officer. The Seal shall never be affixed to any document except by the express authority of a resolution of the Board of Directors, or of a Committee of the Board of Directors empowered thereto, and in the presence of two members of the Board of Directors who shall sign every instrument to which the Seal of the Board is so affixed in their presence, provided nevertheless that the Seal of the Board under the signature of such officer for the purpose of the certification of documents.

71. Documents not required to be executed under the Seal of the Board shall be sufficiently executed if signed by any two of the Chief Executive Officer or either of the Chair, Secretary/Treasurer or one of the three (3) Vice-Chairs.

Article XVI – Indemnification

72. Every director or officer of the Board or any other person who has undertaken or is about to undertake any liability on behalf of the Board and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Board, from and against,

(a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action,

suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office ; and

(b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

The St. John's Board of Trade shall maintain sufficient liability insurance for this purpose.

Article XVI I – Governance

73. Will ensure the Governance Model of the St. John's Board continues to be implemented and adhered with, including Board