



Burin Peninsula
CHAMBER OF COMMERCE

Policy & Procedures Manual

Revised November 2019

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1.0 ROLE OF THE BURIN PENINSULA CHAMBER OF COMMERCE

1.1 Mission Statement

- To stimulate investment and growth in the Burin Peninsula.
- To diversify employment in all industry and natural resource sectors.
- To nurture and empower individuals, businesses and community organizations.
- To ensure that WE have the choice of working and residing HERE.

1.2 Vision Statement

The Burin Peninsula Chamber of Commerce will foster a positive economic climate on the Burin Peninsula founded on:

- Greater regional cohesion.
- The development of new opportunities and an entrepreneurial culture.
- Enhanced national and international activity.
- An advanced educational system.
- The preservation and celebration of our heritage and culture.
- Maintaining the quality of life desired by residents of the region.

The Chamber will achieve these objectives through partnerships and by seeking industry and employment opportunities that build on our strengths. Together we shall see that the Burin Peninsula enters the next century with a vibrant, youthful and highly skilled workforce.

1.3 Mandate

The Burin Peninsula Chamber of Commerce has five main functions:

- Develop and coordinate the implementation of a Strategic Economic Plan (SEP) supported by an Integrated Business Plan (IBP) for Zone 16.
- Develop a strong partnership with municipalities and local service districts that incorporates the strategies and priorities of municipalities and local service districts in the economic planning process in Zone 16.
- Develop partnerships in planning and implementation with Chambers of Commerce, Rural Development Associations, Industry Associations, Labour Organizations, Post Secondary Institutions, CBDC's and other zones that advance and support the economic and entrepreneurial environment of the Zone.
- Undertake capacity building and provide support to stakeholders to strengthen the economic environment of the Zone

Coordinate and facilitate linkages with international and interprovincial economic development initiatives and federal/provincial/municipal government departments and agencies in support of the strategic economic plan.

1.4 Roles & Responsibilities

The roles and responsibilities of the Burin Peninsula Chamber of Commerce are to:

- a) Develop and implement/facilitate a Strategic Economic Plan and a (3) Three-year Integrated Business Plan for the Burin Peninsula Chamber of Commerce.
- b) Target industries to generate new wealth and employment.
- c) Provide focus and leadership.
- d) Demonstrate commitment to human resource development, entrepreneurial development, public participation, and community education.
- e) Develop a strong partnership with municipalities and local service districts that incorporates the strategies and priorities of municipalities and local service districts in the economic planning process in Zone 16.
- f) Aim to improve dialogue between community groups in the development and implementation of the strategic economic plan, promoting importance of regional participation.
- g) Create regional benefits and economic opportunities.
- h) Foster lifelong skills building.
- i) Relate education and training to economic development.
- j) Enhance entrepreneurial awareness.
- k) Establish effective inter/intra links with business, government, and educational institutions.

2.0 MANAGEMENT AND ADMINISTRATION

2.1 Authority of the Board

The Board would have the authority to act, or to initiate action, on all matters falling within the mandate and responsibilities of the Burin Peninsula Chamber of Commerce, as defined in Section 1.

2.2 Power of Board of Directors

- a) The Board of Directors may appoint ad-hoc or standing committees to carry out any of the activities of the Chamber. Any committee so established shall operate under a terms of reference approved by the board, and shall be subject to the direction of the board at all times.
- b) The Board of Directors may appoint a person with specific expertise to serve on a Committee. Any person so appointed shall enjoy all the rights and privileges of any other committee member with the exception of those rights and privileges exercised as a Director of the Board.
- c) The Board of Directors shall have the authority to hire staff, consultants, or enter into any other contractual arrangements necessary to achieve the objectives of the Chamber.
- d) The Board of Directors shall have the authority to dismiss any staff person for just and sufficient cause as per sections 10.12 and 10.13 of this manual.
- e) All staff appointments, hiring of consultants and major purchases and contracts shall come into effect only after the Board of Directors employs generally accepted practices for conducting such business, including public competitions, tender calls, interviews, and qualifications analysis and evaluations.
- f) The Board of Directors shall develop, approve and be guided by conflict of interest and hiring remuneration guidelines.
- g) Federal or Provincial Government Officials, representatives from St Pierre et Miquelon, non-government agencies and representatives of groups/organizations deemed to be beneficial to the board may be invited to become ex-officio members of

the Board of Directors.

2.3 Accountability

- a) The directors shall convene an Annual General Meeting of members for the purpose of:
 - i. Providing a progress report to the members.
 - ii. Providing an audited financial statement for member consideration.
 - iii. Installing directors elected at sub-zonal stakeholder group meetings.
 - iv. Presenting a budget and workplan.
 - v. All members shall be notified within a minimum of (30) thirty days of the date of the AGM.
- b) Business shall not be conducted at the AGM unless a quorum of (20) twenty percent of the General Membership is present.
- c) The AGM shall be held during the month of September-October.
- d) At the written request of any five directors the Board of Directors shall convene, within (15) fifteen days, an Extraordinary General Meeting to deal with specific requisitioned concerns.
- e) Candidates for Directors will only be considered from those eligible groups/organizations that have active membership in the Chamber.
- f) Under the direction of the Burin Peninsula Chamber of Commerce, the election of Directors shall be by each group of members having responsibilities for electing such directors.
- g) A quorum of Directors is attained by (50) fifty percent plus (1) one of the number of board seats currently filled.
- h) Board Directors must become active participants in at least one committee within the board. The group/organization representative on the Board of Directors must be (18) eighteen years of age or older.

2.4 Executive Committee

The Board of Directors may:

- a) Establish an Executive Committee consisting only of the Officers of the Chamber.
- b) Act only under the Terms of Reference defined by the Board.
- c) Make recommendations and reports for Board decision-making.

The Executive shall be elected annually by the Board of Directors from the Board of Directors. It shall be comprised of the following and shall manage day to day operations of the Board:

- Chairperson
- Vice Chair-person
- Secretary
- Treasurer
- Communications and Membership Services Officer

2.4.1 Chairperson

The Chairperson shall;

- Preside at all general meetings of the Chamber of the Directors and of the Executive Committee at which he/she is present and sign the minutes of those meetings.
- Be an ex-officio member of all committees appointed by the Chamber.
- Submit an annual report of the Directors to the Annual General Meeting and he/she shall regularly report to the Directors all matters within his/her knowledge, which affect the interests of the Chamber.
- Enforce the rules and orders of the assembly without debate or delay.

- It is the duty of the Chairperson to call the meeting to order at the appointed time, to announce the business of the Chamber in its proper order, to state and put all questions properly brought before the Chamber and to preserve order and decorum.

2.4.2 Vice-Chairperson

The Vice-Chairperson shall:

- Perform the duties of the Chairperson in his/her absence.
- Assume the Chairpersons' role for the remainder of the term should the Chairperson position become vacant.
- Render assistance to any Director of the Board as directed by the Chairperson.

2.4.3 Secretary

The Secretary shall:

- Keep or cause to be kept full and accurate records of all proceedings at Board meetings.
- Preside over all meetings in the absence of both Chairperson and Vice-Chairperson.
- Conduct or cause to be conducted correspondence on behalf of the Chamber.
- Preserve or cause to be preserved the Corporate Seal and records of all proceedings of the Chamber, Directors and the Executive Committee.
- Keep or cause to be kept a membership register listing the name, address, contact & effective date of membership to the Chamber.

2.4.4 Treasurer

The Treasurer shall:

- Be responsible for the safe custody of all money that the Chamber receives.

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- Keep or cause to be kept in books belonging to the Chamber full and accurate record of receipts and disbursements of the Chamber.
- Provide monthly financial statements to the Directors.
- Present an audited financial statement at the Annual General Meeting.
- Make a full financial report to meetings to the Board as requested.
- Be a signing officer on cheques except those made payable to the Treasurer.
- Deposit or cause to be deposited all funds of the Chamber with the Chambers banker or otherwise deal with those funds as the Directors may direct.
- Disburse or cause to be disbursed the Chambers funds as the Directors may direct.
- Take or cause to be taken proper vouchers for disbursements of the Chamber's funds.
- In the absence of the Treasurer or if he/she is unable for any reason to perform his/her duties the Directors may designate another director who shall have the power to perform the duties of the Treasurer during his/her absence or while he/she is unable to perform regular duties.

2.4.5 Communications and Membership Services

The Communications and Membership Service Committee of the Burin Peninsula Chamber of Commerce shall:

- Oversee the development and implementation of a Communications and Membership Services Strategy for the Chamber that have zone specific applications and implications to ensure better information flow to stakeholders.
- Oversee the development and implementation of a succession planning process to assist in recruiting board members and succession planning.
- Conduct advertising campaign-identify corporate & municipal partners.
- Act as the registrar person for promotional and related activities.

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- Develop a public relations strategy for the Burin Peninsula Chamber of Commerce to promote its mandate and (3) Three-year business plan.
- Prepare presentation materials for other staff regarding the three-year business plan.
- Organize public and private meetings with groups and individuals regarding the promotion of the (3) Three-year business plan.

2.5 Executive Committee Terms of Reference

The Executive Committee of the Burin Peninsula Chamber of Commerce shall manage the routine operations of the Board. This shall entail:

- Interpreting existing Board policy.
- Advising staff on urgent matters for which no Board policy has been established.
- Drawing to the attention of the Board arising issues for which Board policy must be developed.
- Assisting in the development of full Board meeting agendas.
- Preparation of Executive reports for regular Board meetings.
- Discretionary spending authority for purchases up to \$1000 and within the Board budget or in the case of an emergency.
- Other powers as may be delegated by motion of the Board from time to time.

Any major decisions (i.e. in relation to special projects or for spending outside the budget) must be referred back to the full Board.

Directors can serve four years on the Executive with a maximum of two years in any one position. Directors must take one year off before seeking re-election.

Board members may attend Executive Meetings by invitation or prior request to the Executive Committee. Three-day notice of a request must be received by the executive prior to the scheduled meeting. Minutes will be provided to all Directors prior to the regular meeting.

2.6 Policy and Procedures Committee Terms of Reference

This Committee of the Burin Peninsula Chamber of Commerce shall provide general policy direction for matters relating to the organization and operation of this Chamber. This shall entail:

- Maintaining a corporate policy and procedures manual.
- Direction of BPCC membership.
- Direction of elections.
- Direction of gender equity initiatives.
- Direction of Board training and information sessions.
- General oversight of financial and personnel-related matters for the Chamber.
- Other tasks as may be delegated by the Board.

The Committee shall have at least (3) three members, (1) one of whom should be a member of the Board Executive, preferably the Treasurer.

2.7 Annual General Meeting

An Annual General Meeting shall be held during the month of February-March.

3.0 MEMBERSHIP

3.1 Terms and Conditions

- a) Membership in the Chamber is open to all regional stakeholder groups within the zone boundaries including but not limited to:
 - i. Municipalities / Local Service Districts
 - ii. Rural Development Associations
 - iii. Chambers of Commerce / Businesses
 - iv. Educational Institutions
 - v. Organized Labour
 - vi. Priority SectorStakeholder groups will hereinafter be referred to as membership “groups”.
- b) Any eligible zonal group/organization within Zone 16, with relevance to economic development may become a member by applying in writing requesting membership and signing a Membership Form designed for that purpose.
- c) Membership with the Chamber is renewable on a yearly basis.
- d) Any member may withdraw from the Chamber in writing to the Secretary of the Chamber at least (30) thirty days prior to the intended resignation.
- e) The Chamber shall maintain a registry listing the name, address, and effective date of membership approval by the Board. Organizations will submit the names of their executive and contact person annually or as changes occur. The register shall be the custody of the Chamber and kept at the Chamber’s headquarters.
- f) Membership will be closed 30 days prior to the AGM.

3.2 Recruitment

New memberships will be recruited through public awareness initiatives such as forums, workshops and presentations.

3.3 Benefits and Services

Members of the Chamber will receive free access to information services provided by the

Chamber. Members will be kept current with Board activities by periodic correspondence and can offer input for consideration.

3.4 Forfeiture

Any group/organization representative will cease to be a member as a result of expulsion

for just and sufficient cause, provided such action is approved by (2/3) two-thirds majority vote of the Board.

4.0 ELECTION PROCEDURE

4.1 Officers

a) The Officers of the Chamber shall be:

- i. Chair
- ii. Vice-Chair
- iii. Secretary
- iv. Treasurer
- v. Communications and Membership Services

b) The Executive Committee shall be elected annually by the elected Board of Directors at the first regular board meeting following the AGM.

c) Board directors will be elected for a (3) three-year term, a director can serve up to (2)

two consecutive terms followed with a mandatory one (1) year off. An Officer of the

Board must obtain (50) fifty percent plus (1) one of the votes from those present and

eligible to vote at the election. All election procedures will be carried out by secret

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ballot. If a seat is not filled at the election the board has the right to extend a term of a

sitting director up to (1) one year.

d) New Stakeholder Rotation Schedule added to Policy and Procedures Manual. Rotation of elections will be conducted annually.

Fall 2013	Fall 2011	Fall 2012
Municipalities South (GLADA Region)	Business South	Fisheries
Municipalities Central (Region A)	Business Central	Municipalities North
Tourism	Municipalities South (Region B)	Labour
Greater Lamaline Area Development Association	Municipalities Central (Region B)	Placentia West Development Association
	Fortune Bay East Development Association	

4.2 Directors

Candidates for Directors will only be considered from those eligible groups/organizations that have active membership in the Chamber.

4.3 Standard Rules of Elections

a) Under the direction of the Burin Peninsula Chamber of Commerce, the election of Directors shall be by each group of members having responsibilities for electing such Directors.

b) Elections by member groups/organizations shall be held to ensure that fair and equal opportunity is given to all those who may be seeking election to the Board of Directors.

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c) Board directors will be elected for a (3) three-year term, a director can serve up to (2)

two consecutive terms followed with a mandatory one (1) year off. If a seat is not

filled at the election the board has the right to extend a term of a sitting director up to (1) one-year.

d) A minimum of (21) twenty-one days notice of an election must be provided to individuals and groups to ensure they can make arrangements to attend or have representation at the meeting.

e) All Directors elected shall ensure their constituents are updated on a quarterly basis through the Chamber’s quarterly newsletter.

f) Any Board Director seeking nomination for a seat on the Executive and is unable to attend the election, must do so in writing to the Board Chair.

g) Only those eligible groups/organizations with active membership in the Chamber and in attendance at any General Meeting or Group election meeting convened to elect Directors are eligible to vote.

5.0 BOARD STRUCTURE

The Board of Directors shall consist of 13 directors representing the Zone as follows:

Stakeholders	North	Central	South	Regional
Municipalities	1	2	2	
Business		1	1	
RDA’s	2		1	
Labour				1
Fisheries				1
Tourism				1
Total	3	3	4	3

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The Education Seat and the Priority Sector Seat(s) are now **Ex-officio Seats** in an advisory position.

- Post Secondary
- Priority Sector Seat(s)

Post Secondary- an ex-officio seat with representation from a Post-Secondary Institutes in Zone 16.

The representative will be elected/selected or appointed for a 1-3 year period by the Board.

Priority Sector-The priority sector seat will become ex-officio seat(s). A representative from a specific sector identified by the Board as a priority sector in Zone 16. The representative(s) will be elected/selected or appointed for a 1-3 year period by the Board.

Labour-Under the direction of the BPCC, the South Coast District Labour Council will be responsible for electing one individual for representation on the Board.

Fisheries- Under the direction of the BPCC, The Fisheries Food Allied Workers (FFAW) will be responsible for electing one individual for representation on the Board. The FFAW is encouraged to fill the seat with an individual who has been or is presently an enterprise owner and/or operator Zone 16.

Tourism - Under the direction of the BPCC, the HRTA will be responsible for electing one individual for representation on the Board. The HRTA is encouraged to fill the seat

with an individual who is or has been a business owner/operator/ manager in the tourism

industry in Zone 16.

Municipalities- Any individual who is an elected/appointed member of a Town Council or a Local Service District in Zone 16. Each municipality will be responsible for appointing a single member to represent their group during election proceedings. A group/organization representative must be (18) eighteen years of age or older. (One vote per municipality)

The elected municipal representative for ***northern municipal sub-zone*** is responsible for the following communities: Red Harbour, Rushoon, Baine Harbour, Parker's Cove, Boat Harbour, Brookside, Petite Forte, Southeast Bight, Monkstown,

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English Harbour East, Grand le Pierre, Terrenceville, Harbour Mille-Little Harbour, Little Bay East, Bay L'Argent, St. Bernard's-Jacques Fontaine.

The **central municipal sub-zone** will be further divided into two regions. The elected municipal representative for Region A will include the following communities: Jean de Baie, Rock Harbour, Spanish Room, Marystown, Beau Bois and Winterland. The elected municipal representative for Region B will include the following communities: Lewin's Cove, Fox Cove-Mortier, Port Au Bras, Burin, Epworth-Great Salmonier, Garnish and Frenchman's Cove.

The **southern municipal sub-zone** is divided into two regions. The elected municipal representative for Region A will include the following communities: Little St.Lawrence, St.Lawrence, Lawn, Lord's Cove, Point Au Gaul, Lamaline, and Point May. The elected municipal representative for Region B will include the following communities: Fortune, Grand Bank, and Grand Beach. Each sub-zonal region will have one municipal representative on the Board with that representative residing from that specific sub-zonal region.

Business Central-Under the direction of the BPC, the Marystown-Burin Area Chamber of Commerce will be responsible for electing one individual for representation on the Board.

Business South-Any business owner, operator or manager located in the southern sub zone of Zone 16. Each business will be responsible for appointing a single person to represent their group during the election proceedings. (i.e. one vote per business).

Rural Development Associations-Under the direction of the BPC, each association will be responsible for electing one individual for representation on the Board.

- a) Stakeholder groups with more than one representative will ensure, where possible, that both genders are equally represented.
- b) Where stakeholder groups have one representative, every effort will be made to ensure, where possible, that genders alternate from term to term.

- c) Any individual will cease to be a director as a result of:
- Failure to attend a minimum of 50% of all regular board meetings over any given twelve (12) month period
 - Dismissal for just and sufficient cause provided such action is approved by two-thirds (2/3) of the Board of Directors

d) Should a vacancy exist due to death, resignation, or dismissal of a director (as outlined in (iv) above) that member group under the direction of BPCC will be responsible for electing a replacement for the remainder of the term of the vacating Director.

- e) A Director wishing to appeal his/her dismissal from the Board of Directors shall voice the appeal with the member group that he/she represents and not the Board of Directors.

6.0 MEETINGS

All meetings of the Board of Directors and General Meetings shall be conducted using Robert's Rules of Order.

6.1 Definitions:

Regular Meeting - All regularly scheduled meetings of the Board of Directors.

General Meeting - All regularly scheduled meetings of the entire membership.

Annual General Meeting- Annually, a general meeting is held to deal solely with reports.

Special Meeting - A meeting of all the Directors called to deal with special business over and above the regular business of the Board.

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Executive Meeting - A meeting of the elected officers to discuss the business of the Chamber and make recommendations to the Board of Directors.

Extra-Ordinary Meeting - A meeting of the general membership called to deal with special business.

Standing Committee Meeting - All meetings of Committees established by and including only members of the Board of Directors. Standing Committees will have a staff member in

attendance at each meeting. The Chairperson will be responsible for calling the meeting.

Working Groups Meeting - A meeting which may include members of the general public.

Working Group Meetings are not required to have a staff member in attendance however, a

staff member can attend at the request of the Group. The Chairperson of a Working group will be a Director of the Board. The Chairperson of the Working Group will be

elected/appointed by the Group.

Each Standing Committee and Working Group is responsible for developing a Terms of

Reference.

6.2 Number

The Board of Directors shall meet not less than (8) eight times a year and shall conduct any business necessary to accomplish the mandate and objectives of the Chamber.

6.3 Location

The General Membership must be notified by public notice at least two weeks in advance of any General Meeting of the Chamber, but the non-receipt of notice by any member shall not invalidate the proceedings at any meeting.

6.4 Quorum

- a) A simple majority of (50) fifty percent plus (1) one of the Directors shall constitute a quorum at any Regular (Board of Directors) meeting. A Quorum is attained by (50) fifty percent plus (1) one of the number of board seats currently filled.
- b) Business shall not be conducted at the AGM unless a quorum of (20) twenty percent of the General Membership is present.

6.5 Voting

- a) At General Meetings, each organizational member shall appoint one delegate to vote on its behalf; individual members shall not be eligible to vote.
- b) At Regular Meetings, each Director shall have one vote.
- c) Unless a poll is demanded by at least one member a declaration by the Chair that a resolution has been carried shall be sufficient evidence of the fact.
- d) If a poll is demanded the same shall be taken in a manner decided by the Chair and the result of such poll shall be deemed as the decision.
- e) The Chairperson, while conducting the proceedings, may participate in discussion and vote on any issue. However, should the Chairperson wish to propose a motion, he or she will pass the chairing of the meeting to the Vice Chairperson and will resume chairing only when the motion has been resolved.
- f) Proxies will not be accepted.

- g) Only those eligible groups/organizations with active membership in the Chamber and in attendance at any General Meeting or Group Election Meeting convened to elect Directors are eligible to vote.

6.6 Decorum

As expressed in the Robert's Rules of Order means "the proper way of acting in a debate, including refraining from attacking someone's motives, addressing all remarks through the Chair, avoiding use of member's names, refraining from speaking against your own motion, and refraining from disturbing the assembly".

7.0 CONFIDENTIALITY

Directors and employees shall, without exception, keep confidential all and any business deemed so by the Chairperson or the body as a whole. Any items under consideration by the Board, pending a Board decision, will be considered confidential.

A director who violates confidence shall be subject to discipline following a two-thirds (2/3) majority vote of those present a Board meeting. A second breach of confidence shall be considered just and sufficient cause for dismissal. A Notice of Motion regarding any disciplinary action under consideration must be presented at the Regular Board meeting prior to the meeting that will address the matter.

8.0 CONFLICT OF INTEREST

- a) No Director shall be liable to account to the Chamber for any profit realized from

the approval of any application for management, advisory service, or other related assistance or financing provided that the fact of his/her interest be disclosed at the meeting of the Directors at which the application is discussed therein. Any Director who finds himself in a conflict of interest position, or could acquire direct gain, financial or otherwise, must remove themselves physically from that portion of the meeting. A Director, ex-officio can realize gain or profit

as a result of his/her interest with a business that provides a service for BPCC however, he/she cannot participate in discussions prior to the awarding of that service.

- b) Interests are defined as any investment; interest in or connection with a business or person to whom/with whom the Chamber may buy, sell or provide goods or services, or through which the employee and family or Board Director and family may realize gain or profit.
- c) Failure by a Board Director to reveal a conflict of interest will, when discovered, result in automatic dismissal.

9.0 BOARD OF DIRECTORS

9.1 Orientation/Training/Reimbursement

The Chairperson of the Burin Peninsula Chamber of Commerce with the assistance of the Executive Director will conduct orientation for new Directors of the Board.

Orientation will consist of:

- Explanation & Signing of a confidentiality agreement.
- History/Purpose of BPCC.
- List of sub committees and terms of reference of sub-committees/working groups of the board.
- Policy & Procedures Manual.
- Minutes of the previous three regular board meetings.
- List of Board of Directors with contact information.
- Travel Claim.

The Burin Peninsula Chamber of Commerce encourages Directors to take advantage of

training programs that are mutually beneficial to the Director and the Board. Training may take the form of; seminars, home study, correspondence courses, off-campus university courses, business conferences, or any training or study relevant to the fulfillment of aims and objectives of the Board; the Board must approve such programs.

Reimbursement for tuition, study material, and travel cost will be based on one hundred

percent of costs; fifty percent to be paid up front with the balance being reimbursed upon successful completion of the program. Certification of attendance, successful completion, or a brief report in the case of a business meeting will be required. It should be stated that Board Directors are in no way obligated to enrol in any training program. Such initiative is encouraged but is totally voluntary.

9.2 Leave of Absence

Should a Director require a leave of absence, the request must be submitted to the Board in writing. The request must show the length of leave desired and circumstances for which the leave is necessary. The decision to approve such leave can only be granted by the Board following approval of the stakeholder group.

9.3 Vacancies

Should a vacancy exist due to death, resignation or dismissal of a director (as outlined in by-law III (iv), or due to internal election in which he/she fails to be re-elected, the entire stakeholder group under the direction of the Burin Peninsula Chamber of Commerce

and through the proper election process as outlined for the election of the permanent board, will be responsible for electing a replacement for the remainder of the term of the vacating Director.

9.4 Forfeiture

Any individual will cease to be a Director of the Board as a result of:

(a) Any individual will cease to be a director as a result of:

- Failure to attend a minimum of 50% of all regular board meetings over any given twelve (12) month period.
- Dismissal for just and sufficient cause provided such action is approved by two-thirds (2/3) of the Board of Directors.

9.5 Appeal of Forfeiture

A Director wishing to appeal his/her dismissal from the Board of Directors shall voice the appeal with the stakeholder group that he/she represents, not the Board of Directors.

9.6 Spokesperson

The only spokesperson for the Board shall be the Chairperson or appropriate designate.

9.7 Accountability

9.7.1 The Chamber must hold an Annual General Meeting for the purpose of:

- Providing an annual report.
- Providing an audited financial statement.
- Installing directors elected at membership group meetings.
- Presenting a budget and a work-plan

9.7.2 Throughout the term of office, Board Directors must be representing their constituents and reporting to their constituents on a quarterly basis through the Chamber's quarterly newsletter. Under the direction of BPCC, Directors are also responsible for ensuring that the process for electing a new representative for their stakeholder group is carried out.

9.7.3 At the written request of any five members the Board of Directors shall convene, within (15) fifteen days, an extraordinary general meeting to deal with specific requisitioned concerns.

9.7.4 Each Director must be a member of the Chamber.

9.7.5 Board members must become active participants in at least one committee within the

board. The group representative on the Board of Directors must be (18) eighteen years of age or older.

9.8 Minutes

A Synopsis of the Minutes is available for viewing at the office(s). Each Director will have a copy, upon request, of the synopsis for reporting to their groups. Formal minutes will be

available to the Board of Directors and *Ex-Officio Members* only. The quarterly report will be made available to resource people upon request.

10.0 PERSONNEL

10.1 Responsibilities

Executive Director

This is a highly responsible position, serving a large and diversified population. Subject to the direction of the Board of Directors, the Executive Director will:

- Manage the operations of the Burin Peninsula Chamber of Commerce and supervise personnel, ensuring performance to an acceptable standard; including personnel involved in programs under the auspices of the Chamber.
- Assist the Chamber in the preparation of an Annual Operating Budget and be responsible for the completion of documentation relating to Government and Development programs/proposals under the control of the Chamber.
- Prepare regular reports for the Board of Directors.
- Promote the aims and initiatives of the Chamber including referrals to Government Departments, municipalities, agencies and private sector business/industries.
- Perform evaluations of development/business needs and proposals.
- Consult with local residents/businesses.

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- Prepare development proposals, briefs and reports.
- Assist the Chamber in the development and implementation of its Three-Year Business Plan including:
 - Data collection, analysis and preparation of the Business Plan
 - Identifying and researching prospective business opportunities for the Zone
 - Identifying and promoting other programs (Government and non-Government), which will assist the Chamber to achieve its community and economic development goals
 - Evaluate/revise the Business Plan on an annual basis
 - Liaison with other groups, municipalities and agencies/departments involved with economic development in the Zone
 - Incorporate local strategic plans of all other relevant agencies/departments into the Business Plan for Economic Zone 16
- Conduct visits to various towns and communities for the purpose of meeting with people requesting information and guidance from the Board
- Consult with organizations, businesses and individuals to identify long-term development opportunities.
- Assist in the design and implementation of funding initiatives that target or trigger economic growth and development in the region.
- Promote and explain the mandate of the Burin Peninsula Chamber of Commerce.
- Prepare separate reports for each regular board meeting including recommendations for future plans for each sector under their direction.
- Any other duties as may be deemed necessary by the Board of Directors.

Economic Development Officer

Duties:

This is a highly responsible position, serving a large and diversified population. Subject to the direction of the Board of Directors, the Economic Development Officer shall:

- Assist local entrepreneurs with business plan development and funding proposals (research, financials, etc.) in all sectors, start-up and expansion.
- Assist local communities, community based organizations and development associations in preparation of project funding proposals.
- Development of Trade and Export Sector (workshop/conference development, B-to-B partnership development, etc.).
- Act as a liaison and referral point to government support agencies (i.e. ACOC, ITRD, CBDC, SC, etc.).

Benefits:

- Continue to help local entrepreneurs and business owners leading to direct and indirect employment and growth of the local economy.
- Business development support via business plans, workshops/conferences.
- Diversification of local economy through development of export sector.
- Support for communities and facilitate opportunities for growth in local communities.
- Complementary series to those offered by ACOA, ITRD, SC, CBDC, etc.
- Maintain the relationship (Currently very strong) between various stakeholders/partners in Zone 16.

Office Administrator

This position is multi-disciplinary and will be responsible for assisting in the day-to-day general office administration of the Chamber headquarters including financial and clerical duties. Under the supervision of the Executive Director the Administrator will:

- Act as Confidential Secretary to the Board of Directors; record and prepare Board

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meeting Minutes.

- Set up and maintain a filing and accounting system prescribed by the Executive Director and Board of Directors.
- The accounting system will involve:
 - Responsibility for proper recording of all financial transactions of the Chamber and Programs under the auspices of the Chamber; disbursement of all payments in a timely manner according to good bookkeeping practice; monthly reconciliation of all bank statements; and record keeping.
 - Prepare payroll.
 - Ensure all invoices are approved by the Chairperson, Treasurer or Executive Director.
 - Maintain “Paid Invoice” file for all financial reviews by the Department of Industry Trade & Rural Development.
 - Preparation for documentation, including processing of Program Applications and required government documents.
 - Maintain all financial records in a computerized environment, including accounts payable, accounts receivable, payroll and all receipt and disbursements.
 - Maintain all project files including disbursements and payment claims.
 - Prepare outgoing correspondence.
 - Maintain filing system.
 - Schedule and coordinate meetings of the Board of Directors (including the recording and distribution of meeting minutes).
 - Assist in the coordination of Board activities.
 - Maintain membership register.
 - Maintain office supplies and equipment.
 - General office support.

Sector Personnel/Officer

- The duties of the Sector Personnel/Officers will be as outlined in their contract and subject to the Chambers Terms of Employment.

10.2 LEAVE

a. Unpaid Leave Categories

Leave of Absence:

Should the Executive Director desire and requests an extraordinary Leave of Absence; the request must be submitted to the Board in writing. The request must show the length of leave desired, and the reason or circumstance for which the leave is necessary. The decision to approve such a request can only be granted by the Board. For employees other than the Executive Director, the Executive Director will follow Board policy in approving Leave of Absence.

Maternity/Paternity Leave:

It shall be the policy of the Chamber to grant maternity or paternity leave to employees applying for the same pursuant to Federal government regulations.

b. Paid Leave Categories

Sick Leave:

Each employee shall earn sick leave at the rate of one day per month of service. Sick benefits may be accumulated up to a total of (24) twenty-four days (two years service) with no cashing out. A doctor's certificate must be produced for the third and following days of sickness. Under extenuating circumstances, employees may apply to the Board for additional sick benefits. Additional days may be granted under extenuating circumstances.

Bereavement Leave:

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Employees shall be granted bereavement leave as follows:

- a) Immediate Family (parent, spouse, child, sibling, grandparents, grandchildren) four days

- b) Extended Family (in-laws) two days

Additional days may be granted under extenuating circumstances

Family Responsibility Leave:

Up to (5) five days per year may be granted to an employee to care for family members in need. This is not intended for the purposes of regular babysitting needs. ***Additional days may be granted under extenuating circumstances.***

c. Leave Requests

Staff - All approval for staff leave (vacation, sick, bereavement, time off in lieu, etc.) will be the responsibility of the Executive Director. Staff are required to complete the leave request form, which must then be signed by the Executive Director if approved.

Executive Director - All approval for leave for the Executive Director (vacation, sick, bereavement, time off in lieu, etc.) will be approved by the Chairperson or designate. The Executive Director is required to complete the leave request form which must then be signed by the Chairperson, or designate, if approved.

Leave Tracking - All approved leave will be recorded by the Office Administrator on an electronic spreadsheet and all signed/approved leave request forms will be appropriately filed with BPCC records.

10.3 Remuneration

It shall be the policy of the Chamber to reimburse Directors for travel, accommodations, incidentals and meals incurred as a direct result of their performance of authorized duties. Board members and staff will be reimbursed at a combined rate for mileage and at the provincial government rate for meals and accommodations. Travel expenses will be reimbursed at a combined rate. No Director shall receive any salary, stipend, honorarium, or pay of any kind for the performance of their duties.

**Employee salaries will be reviewed annually prior to the end of the fiscal year. Following a positive employee performance review, within the budgetary ability of the Board and subject to Board approval, a salary increase will be awarded equal to the annual rate of inflation. The salary increase will be effective on the anniversary date of employment for each employee. The Board reserves the right to award salary increases that are more than the annual rate of inflation.

10.4 Employee Benefits

Vacation

Employees with less than one year of service to five years of service shall be entitled to 1.25 days of annual leave per month up to a maximum of 15 working days per year, employees with six to ten years of service shall be entitled to 1.67 days per month up to a maximum of 20 working days per year and employees with more than ten years of service shall be entitled to 2.1 days per month up to a maximum of 25 working days per year. A request for annual leave, with pay, must be submitted to the Executive Director, in the case of staff, or to the Board in the case of the Executive Director, six weeks prior to the date of request.

0-5 years	1.25 days per month	3 weeks
6-10 years	1.67 days per month	4 weeks
10 years	2.1 days per month	5 weeks

Annual leave may be transferred to the following year, however, not more than one week may be carried forward at any one time. Years of service shall be accumulated with the Chamber.

Insurance

While conducting work of the Chamber, employees will be covered by a \$1,000,000 Commercial General Liability and \$250,000 Travel Accident Policy.

Compensation for Overtime

It will be the policy of the Board to allow employees time and a half off in lieu of overtime pay. Overtime will be accumulated based on time worked beyond the standard working hours outlined in section 12.2 (Standard Hours of Work). The maximum amount of overtime hours to be accumulated at any one time will be 37.5 hours. There will be no monetary reimbursement for accumulated overtime.

All overtime will require prior approval of the Executive Director in writing, or in his/her absence the Chairperson or appropriate designate. A record of all overtime will be maintained in the office. Approval of overtime for the Executive Director will be the responsibility of the Chairperson or appropriate designate.

10.5 Level of Authority

- a) Overtime for the Executive Director will be approved by the Chair or designate.
- b) Overtime for Sector Development Officers and other staff will be approved by the Executive Director. Pre-approval of overtime should occur whenever possible.

10.6 Hiring

All full-time and part-time employment positions should be publicly advertised. Duration of advertising and media used will be determined at the discretion of the Executive Director.

People are to be hired on the basis of merit. All employees will sign a Conflict of Interest and Confidentiality Agreement. The selection of hiring or interview committees will be

undertaken at the discretion of the Executive Director in consultation with the Executive Committee.

10.7 Personnel Files, Records, and Reports

A personnel file will be established for each employee. The file will contain a personal resume, correspondence pertaining to that employee, employment forms such as TD1's, absence records, T4's, income tax records, and medical certificates where necessary. The files will be maintained at the head office of the Chamber.

10.8 Probation

Persons hired will serve an initial probationary period of twelve months starting from the date of employment. During this period, the Executive Director will observe the competency of the Administrator and the Economic Development Officer.

The Executive Director will be observed by the Executive Committee of the Board of Directors at the sixth month, ninth month, and at the end of the period the overall performance will be reviewed based on their demonstrated ability to meet the job requirements. A recommendation of whether to retain the individual(s) or not after his/her probationary period will be made by the Board of Directors.

The Board has the right to dismiss an employee at any time during his/her probationary period. An employee so dismissed is entitled to any of the benefits normally granted upon termination of services.

10.9 Performance Evaluation

The Chamber shall have a performance appraisal conducted as deemed necessary. Appraisals will be held upon completion of the probationary period and annually thereafter. These appraisals shall be used as the basis for promotion. There shall be a system of appeal should an employee not agree with the appraisal.

10.10 Severance

The following guidelines are the maximum acceptable level of severance packages for core staff (non-core staff is not eligible). For the purposes of planning the Chamber may consider establishing a severance account.

- a) Layoff - Two (2) weeks pay for the first complete year of continuous employment and one (1) weeks' pay for each additional year of continuous employment.
- b) Resignation - On resignation and with five (5) or more years of continuous employment, one half (1/2) weeks' pay for each complete year of continuous employment up to a maximum of twenty-six (26) years with a maximum benefit of thirteen (13) weeks pay.
- c) Retirement - On retirement, a severance payment in respect of the employees complete period of continuous employment, comprised of one (1) weeks pay for each complete year of continuous employment and, in the case of a partial year of continuous employment, one (1) weeks' pay multiplied by the number of days of continuous employment divided by 365, to a maximum of thirty (30) weeks pay.
- d) Release for Incapacity or Incompetence - When an employee has completed more than one (1) year of continuous employment and ceases to be employed by reason of release for incapacity or incompetence, one (1) weeks' pay for each complete year of continuous employment with a maximum benefit of twenty-five (25) weeks.
- e) Death - If an employee dies, there shall be paid to the employee's estate a severance payment in respect of the employee's complete period of continuous employment and, in the case of a partial year of continuous employment, one (1) weeks pay multiplied by the number of days of continuous employment divided by 365, to a maximum of twenty (20) weeks pay.

10.11 Termination of Employment (General)

Any employee who is deemed by the Board to be contributing below his/her potential during the probationary period or subsequent employment shall be advised in writing and cautioned by the Executive Director or, in the case of the Executive Director, by the Chairman of the Board. Should the Board deem that no improvement has taken place following three such written warnings and then the employee services shall be terminated.

10.12 Termination of Employment (Other)

Termination of employment due to redundancy, shortage of work, or any condition deemed normal layoff situations according to the Labour Act are subject to the normal notices to the employee based on conditions of employment in that Province.

11.0 WORKING GROUPS

The Board of Directors may establish working groups, as it deems necessary to address specific requirements or expertise the Chamber may require to complete its task.

Groups will be defined as consisting only of Directors of the Board of Directors. Working Groups will include Directors of the Board of Directors as well as individuals from outside of the Chamber; the chairperson of a working group will be a director of the Board.

11.1 Membership

A designated working group may invite members from the public at large to assist in performing the task assigned.

11.2 Procedure

Robert's Rules of Order will be Parliamentary procedure that shall be followed for all meetings.

11.3 Conflict of Interest

Working groups are subject to the same conflict of interest policy as outlined in Section 8.0 of Policy and Procedures manual.

12.0 OFFICE PROCEDURES

12.1 Spokesperson

The Chairperson will designate a spokesperson for the office.

12.2 Standard Hours of Work

Recognizing the nature of the work of the Board and the irregular hours required by staff to effectively perform their duties, staff will not be required to adhere to standard office hours. However, the staff will be expected to work a minimum number of hours equal to the standard office hours.

Standard office hours will be from 8:30am to 4:30pm, Monday to Friday for a (40) forty-hour workweek. All employees will receive half an hour (1/2) off for lunch and (2) two breaks per day, (15) fifteen minutes in the am and in the pm. Office hours will be 8:30am to 4:00pm, Monday to Friday commencing the Monday following Victoria Day and ending the Friday prior to the Labour Day Weekend.

12.3 Pay Days

The Board will pay its employees every two weeks.

12.4 Statutory Holidays

The Board will observe these holidays as published by the Government of Newfoundland and Labrador. They are as follows:

- New Year's Day
- St. Patrick's Day
- Good Friday
- St. George's Day
- The Queen's Birthday

- Discovery Day
- Canada Day
- Orangeman's Day
- Labour Day
- Thanksgiving Day
- Remembrance Day
- Christmas Day
- Boxing Day
- Municipal Day

12.5 Accounting and Bookkeeping

Financial Records will be kept in accordance with **Generally Accepted Accounting Principles**. The financial status of the Chamber will be reported at each Ordinary meeting of the Board of Directors, and financial statements will be presented quarterly.

12.6 Signing Authority

All cheques must be signed by two of the appointed signing authorities.

12.7 Petty Cash Fund

A petty cash fund of not more than (\$200) two hundred dollars will be set up. Upon review of receipts by the Executive Director the fund will be replenished when it goes below (\$50) fifty dollars.

12.8 Power to Use Funds

- a) In addition to providing an annual audited statement, the Treasurer shall provide the Board with a financial statement at least each quarter.
- b) Any monies that accrue to the Chamber shall be used to further the objectives of the Chamber, and no member or Director shall receive any monies except for services rendered to the Chamber. The Board of Directors shall purchase Directors Insurance for all Directors of the Chamber.
- c) The Executive and any staff that might be handling money on behalf of the Chamber

shall be insured against any losses.

d) The operations year for the Chamber shall end on April 30, in each year.

12.9 Miscellaneous Administrative Policies

The Chamber's management will be responsible for the implementation of good office procedures and practices, thus maintaining a well-run, efficient office. All BPCC related mail shall be directed to the main office address. The incoming office mail will be date stamped and circulated on a daily basis. All correspondence will be typed in duplicate of which one copy will be filed in its appropriate file and the additional copy filed in a monthly correspondence file.

13.0 ADMINISTRATIVE EXPENSES

13.1 Travel Claim

a) The purpose of each trip must be shown on the travel expense claim, which should be

submitted within one month of incurring the expense. All staff travel outside of the region will be pre-approved by the Executive Director (with the exception of out of province travel, which must be approved by the executive). Where possible, sharing of vehicles will be encouraged.

b) Entertainment expenses associated with Board business shall be pre-approved by the Executive Committee or Treasurer and receipted

c) Upon request, travel by Board Members and staff will be advanced 75% of the cost of that travel and upon presentation of receipts, the remainder 25% will be reimbursed

13.2 Travel Guidelines

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- a) Travel within the year by any board member for more than (3) days outside the zone requires special approval from the Board.
- b) The most reasonable and cost effective mode of transportation shall be used when traveling on Board business. Should a Board Member or staff choose to travel by means other than that deemed most cost effective, they will only be reimbursed at the most reasonable and economical rate.
- c) Board members are expected to take advantage of reduced airfares when available. In all instances, economy airfare is the standard. Trip cancellation insurance is advisable when reduced airfares are in place and a penalty would otherwise be in order. In the case of airline tickets charged to the Chamber through a travel agency, the cost of the tickets are to be shown on the expense claim and deducted from the “balance due” to the individual.
- d) Board members are generally expected to incur travel expenses from personal resources and to submit claims for reimbursement thereafter.
- e) When necessary, trip advances may be obtained with the prior authorization of the Treasurer. However, each advance must be paid back or accounted for before additional advances are requested or claims reimbursed.
- f) The Board does not assume financial responsibilities for parking or speeding tickets while traveling on Board business.
- g) Supporting vouchers are required for travel claims.
- h) Rental of vehicles may be authorized when it is the most economical and practical means of transportation
- i) RED Board representatives who incur lost wages while attending meetings or special functions of the Board may be eligible for compensation for such lost wages within the budgetary ability of the Board and approval of the Executive. The Board member must provide documentation from his/her employer. In the case of self-employed persons, they should sign a notarized attestation documenting the loss of wages.
- i)
- j) With prior approval of the Executive, Board directors may reasonably claim for care of a dependent if it could be demonstrated that the individual

could not attend the meeting otherwise. Similar consideration for staff will be negotiated as part of their employment contract.

j)

k) When on travel status, Board directors representing multiple organizations, cannot submit a travel claim to the BPC if a claim is submitted to one of the other organizations.

13.3 Travel Rates

a) Travel, meals and accommodation costs will be reimbursed at rates as outline below:

- Board members will be reimbursed at the federal government rates for mileage, meals and accommodations.
- Staff will be reimbursed for mileage at the federal rates, meals and accommodations will be reimbursed at provincial government rates.

b) Claims for breakfast and dinner are reimbursable where, in a case of a claim breakfast, an employee is required to proceed on Board business at least two hours before the regular scheduled workday, and in case of a claim for dinner, an employee is unable to return to headquarters or place of residence within two hours after the regular scheduled workday.

c) When core staff and directors are traveling on Board business, a per diem of \$11.50 is available for miscellaneous expenses such as telephone calls, parking and laundry.

d) When contract staff are traveling on business, they will be reimbursed the provincial government incidental rate.

e) Subject to the availability of funding; Dependent Care Allowance will be paid to a

maximum of \$20 per diem upon proof of receipt.

f) Board and staff members providing their own accommodations while on Board business, the compensation will be a daily rate of \$25.00.

g) When out of the district on Board business and travel time would mean that the individual would arrive at headquarters beyond the regularly scheduled work day, that individual may be able to stay an extra night. Individual must produce receipts in

order to be reimbursed for this expense.

13.4 Levels of Authority

The Executive Director and Directors' travel expense claims will be approved for payment by any signing authority. All other employees who incur travel expenses on behalf of the Chamber will have their travel expense claim approved for payment by the Executive Director.

When an authorized employee recommends expenditure for payment, he/she is certifying that:

- a) The expenditure has been incurred for Chamber purposes.
- b) Goods and services have been received or performed and value has been received.

13.5 Donations

As a regional organization serving a vast and diverse public, the Burin Peninsula Chamber of Commerce will not provide donations to any entity.

14.0 PROMOTION & DEVELOPMENT

The main vehicles of promotion and development for the Chamber are as follows:

14.1 Community Relations

Where the demand for service warrants, visits will be made to the outlying communities to assist those wishing to learn about and/or participate in the Chamber.

The Burin Peninsula Chamber of Commerce should be represented on community organizations.

The Executive Director will seek out and take advantage of opportunities to speak to business associations, service clubs, etc., with a view to informing the business community and general public about the aims and objectives of the Burin Peninsula Chamber of Commerce.

14.2 Seminars

The Chamber will from time to time sponsor seminars for local residents and business people. These seminars may be designed for economic development or business in general or on occasion, cover a specific field or business, serving as training sessions for those in attendance. Arrangements will be made with knowledgeable people to speak on the topic that is determined to be of greatest interest to local residents and/or business.

In this connection the Board draws upon the resource staff of the government agencies, and

from its own staff. A notice, together with a registration form, will be sent well in advance of the meeting date to interested people. The date, time and place will be announced in the notice.

14.3 Advertising

The Board will plan in advance for advertising. These advertisements will be designed to bring the name of the Burin Peninsula Chamber of Commerce to the attention of the Business community and the general public. On occasion advertisements may be placed for special event.

15.0 PREMISES & EQUIPMENT

The Chamber shall maintain an inventory of all office equipment and furnishings, which will include the model name, serial number and cost. Photographic supporting documentation will also be compiled. Items with a capital cost of less than \$25 will be excluded. When an item is discarded, it must be deleted on the master file with reason for its disposition. Any change in inventory must be approved by the Executive Director. A file of the above items will be kept in a safe within the office including a list of names of persons who have possession of keys to the premises.

16.0 TENDERING/PURCHASING/LEASING

All staff appointments, hiring consultants, major purchases and contracts shall come into effect only after the Board of Directors employs generally accepted practices for conducting such business, including public competitions, tender calls, interviews, qualification analysis and evaluations.

- a) The real need and life term (e.g. replacement cycle of the item) should be established and analyzed before a purchasing action is initiated. The financial implications (e.g. purchase verses lease) should also be a consideration.
- b) Any purchase by the Board for goods or services that exceeds \$500.00 per item should require the submission of three written quotes from potential suppliers of the goods or services.
- c) Expenditures in excess of \$7,500 are to be publicly tendered in accordance with the Public Tendering Act.
- d) Purchases should always be supported by an invoice or receipt for payment for entry into the accounting process.
- e) Upon delivery, goods should be immediately checked against specifications for defects or damage.
- f) When leasing office space, the following factors should be considered:
 - Proximity to existing development organizations
 - The possibility of co-location
 - Cost per square foot
 - Suitability (e.g. computer networking)

It is important to remember that the placement of a purchase order in any form constitutes a contract between the buyer and the seller. As such, appropriate care should be taken to ensure that there is a clear understanding of the specifications of the goods and services being acquired and the terms and conditions that apply. Similar care should be taken with the implications any letter of intent conveys. Verbal commitments should be avoided.

17.0 DISPUTE RESOLUTION

This relates to disputes between the REDB and CEDA Management Committee. The process of resolving these disputes will be as follows:

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- a) The parties in dispute must engage in informal investigation and discussion within a period of 10 days of first notification of the dispute. It is often helpful if spokespersons are appointed for each side that were not directly involved in the original dispute.
- b) Once an impasse is reached and further action is desired, the dispute must be documented by both parties and one side must take the initiative to notify the other party of the intention to commence formal mediation.
- c) A neutral mediator will be appointed by the REDB and CEDA Management to facilitate discussion and sort through the facts associated with the dispute. If these discussions are fruitless, the mediator will be called upon to appoint two other mediators, forming a tripartite panel to further arbitrate the dispute and make recommendations for resolution.
- d) If no resolution is reached after the previous three steps, the decision on the dispute will be referred to the appropriate federal and / or provincial ministers for a final and binding decision based on the recommendations of the arbitration panel.
- e) All parties involved in any dispute will have the right to appeal an arbitrator's decision only if relevant information was not considered or was unavailable in the original decision making process.

18.0 GENDER EQUITY

The Burin Peninsula Chamber of Commerce for Zone 16 is committed to the economic

development of the region for all residents. The Board is democratic, inclusive and equitable, striving to create a cooperative structure that promotes the equalizing of power in decision-making. Where possible, the membership of the Board will reflect the diversity of the population of our region, and every effort will be made to obtain a gender balance in the Board membership, committees, and working groups.

The Board is accountable to the people of the region. The potential contribution of all residents in the region to economic and social development will be recognized. Widespread participation will be promoted and the Board will work to eliminate barriers to the involvement of women. Women's

different life experiences and unique perspective is valued as an important dimension in the economic development process.

Board activities to promote and develop a self-reliant and environmentally sustainable regional economy will take women's employment, family responsibilities, and education and training needs into account.

19.0 AMENDMENT OF BY-LAWS & POLICY MANUAL

These by-laws may be amended at any General Meeting by special resolution passed by 2/3 of the voting members present. All members shall be notified (30) thirty days in advance of proposed by-law changes.

All issues not addressed in the by-laws will be decided in the first instance by the Chambers Act and secondly by a resolution voted on by the members in general meetings. Any changes to the Policy Manual must be approved by a majority vote of 50% + 1 of the Board of Directors, and all policies and procedures must be consistent with corresponding by-laws.

By-laws for the Burin Peninsula Chamber of Commerce are illustrated in Appendix A.

20.0 WINDING UP/DISSOLUTION

The Chamber shall be wound up voluntarily whenever an extraordinary resolution as defined by the Chambers Act is passed.

21.0 Internal Controls

21.1 Cash Receipts:

- The Administrator receives all incoming mail. All receipts/checks received shall be immediately stamped “for deposit to the account of (account number)” and recorded in the financial accounting system at the time of receipt. The administrator shall then prepare a deposit slip and deposit the funds into the bank account the same day where practical.
- Any funds not deposited at the bank shall be locked in the safe. No funds shall remain not deposited for more than one business day. Where possible, funds shall not remain on the premises on weekends and statutory holidays.
- The Executive Director shall, on a random basis, collect the mail from the post office and open the mail. The Administrator shall keep a file record of these dates.
- Any refunds, credit notes or return of grants and contributions must be approved in writing by both the Executive Director and any one of the board executive.
- Sequentially printed numbered receipts must be used for miscellaneous receipts and for collections in the field.
- Receipts are to be written for all money received and receipts match each deposit

21.2 Purchasing & Invoice/Payment Processing:

- All purchases of goods and services (in excess of \$100.00) shall be initialed on a pre-numbered purchase order form. The completed PO requires the signature/authorization of the Executive Director. No purchase shall be made without a PO being issued.
- All supplier invoices shall be matched with the PO and signed evidence that the

goods/services were received before approval for payment.

- Supplier invoice calculations and pricing must be verified before approval for payment. The actual invoice quantities received, unit pricing and invoice extensions must be verified and indicated on the invoice.
- Invoices being presented for check signing must be marked 'paid' to prevent duplicate payment.
- The expense or asset account to be charged must be indicated on the invoice before the check is signed.
- All invoices shall be paid in a timely manner and any discounts should be taken.
- Reconcile vendor statements on a regular monthly basis.
- All checks require manual signature, and not machine generated signature.
- Under no circumstances will blank checks be signed.
- Drawing checks payable to 'cash' is strictly prohibited.
- Signed checks are to be mailed as soon as possible after signing.
- Claims for short-shipped or goods damaged in shipment must be filed promptly.
- Blank checks must be kept in a locked safe with access only by the Administrator and the Executive Director.
- Signed cancelled checks together with the bank statement that are returned from the bank shall be kept in a secure and preferably locked location.

21.3 Bank Accounts:

- All bank accounts and authorized signers are to be approved by the board of directors by the way of board resolution.
 - Authorized signing officers are prohibited from delegating check signing authority to others.
 - The bank shall be notified immediately in writing when there is a change in the signing officers when an authorized check signer leaves and notification shall be signed by two remaining signing officers.

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- Bank reconciliations are to be performed monthly on all accounts, regardless of the volume of monthly activity.
- Bank reconciliations shall be prepared by the Administrator and reviewed by the Executive Director.
- Spoiled or voided checks must be retained and the signature blocks on the checks voided out.

21.4 Bank Reconciliations:

- The reconciliation shall be prepared promptly upon receipt of the bank statements, and in any case not later than ten days after receipt of the monthly bank statement.
- The following shall be included when reconciling the bank account:
 - A comparison of dates and amounts of daily deposits as shown on the bank statement with the cash receipts journal.
 - A comparison of cancelled checks with the cash disbursements journal as to check number, payee and amount.
 - An accounting for the numerical sequence of checks both from month to month and within a month.
 - An examination of cancelled checks for authorized signatures, irregular endorsements, and alterations.
 - Investigate and issue stop payment on checks which have been outstanding for more than six months.
 - The completed bank reconciliation shall be reviewed by the Executive Director and initialed and dated.
 - The Administrator will prepare and the Executive Director will approve all journal entries as part of the Bank Reconciliation process.
 - The Treasurer shall periodically review the completed reconciliation statements.

21.5 Payroll:

- The Administrator is responsible for maintaining personnel files on all staff persons.
- Each personnel file must contain the following information, at a minimum:
 - Employment application and /or resume
 - Date of employment
 - Position
 - Pay rate and any changes
 - TD1 form
 - Termination information, where applicable
- All personnel records are to be kept in a locked filed cabinet.

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- Overtime sheets are to be prepared by all board employees, signed by the employee, and approved in writing.
- The Executive Director shall sign/approve overtime sheets for all staff persons and project related personnel.
- The Executive Director will submit his/her time sheet to the Board Chairperson for approval. In the absence of the Board Chair, the Executive Director's time sheets shall be signed by any member of the board executive.
- For direct deposit, identification of banking information and employee signatures are required. The authorizations must be securely stored.
- Any change in pay rates, approval of bonuses and special pay requests must be approved in writing by the board.
- The Executive Director shall review all T4's and year end documentation submitted to Canada Revenue Agency.
- Signed TD1 forms shall be obtained from all employees at the beginning of each calendar year.
- Without exception, payment of wages in cash is prohibited.
- In order to support the objectives of the Chamber employees may be required to work extra hours beyond the normal workweek. In accordance with the Chamber's overtime policy, employees should be compensated based on this policy.
- When requested to work overtime to complete their work, employees must notify the Executive Director and obtain prior approval in writing, when practically possible. The authorization must be given in advance and in writing (e-mail is sufficient). In circumstances when advance authorization is not possible, the Executive Director will provide written confirmation at the earliest opportunity. Any overtime accumulated must be submitted, in writing, to the Executive Director for approval and signature on a weekly basis, where practically possible.
- In the case of the Executive Director, he/she must request prior approval in writing from the Chairperson, when practically possible. In circumstances when advance authorization is not possible, the Chairperson will provide written confirmation (fax or e-mail) at the earliest opportunity. Any overtime accumulated must be submitted, in writing, to the Chairperson or designate, for approval and signature on a weekly basis, where practically possible.

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- Overtime worked must be included on the employee's weekly time sheet.
- Employees requesting banked overtime hours to be taken as time off must provide a written request/notice. The Executive Director shall approve banked time off for all staff and the Chairperson shall approve banked time off for the Executive Director.
- Accurate record keeping of approved overtime hours worked and compensatory time taken off is mandatory.
- The Administrator should maintain a “Banked Overtime Record” from each employee of the Chamber. The form shall contain, at a minimum: Date of overtime; Reason for overtime; Authorized overtime hours worked; Year to date total banked hours earned; Number of banked hours taken off; Balance of banked hours.
- Vacation, sick leave, bereavement and family leave are permitted. In each case the Executive Director must approve employee's leave and in the case of the Executive Director his/her leave must be approved by the board Chairperson or in the Chairperson's absence by a member of the board Executive.
- The board shall require, on a quarterly basis, a statement signed by the Executive Director, stating that all statutory remittances (income taxes, CPP, EI) have been filed and paid.

21.6 Signing Authority:

- All checks must be signed by any two of the appointed signing authorities. These include any two of the following; the Executive Director, Chairperson, Vice Chairperson, Treasurer, Secretary, and Communications and Membership Services Officer.
- All checks must be completely filled in before anyone signs and checks must be verified against the corresponding supporting documentation, reviewed and initialed prior to signing the checks.

21.7 Petty Cash Fund:

- A petty cash fund of not more than (\$50) fifty dollars will be set up. The Administrator will be responsible for the fund. When it is time to replenish the petty cash fund, the Administrator shall total the expenses made and identify those expenses by general ledger account number. When the check request is submitted for payment, it should indicate the total amount needed to bring the fund back up to \$50. The check request shall breakdown the various expense accounts being

charged and the amount charged to each. Each person receiving the petty cash must sign the sheet for receipt of the funds.

- All paid receipts/slips should remain in a locked petty cash box until it is time to replenish the fund. At that time the Petty Cash Reconciliation Sheet and associated receipts should be attached to the check for review by the authorized signor.
- The petty cash box is to be locked at all times when the Administrator is not disbursing or replenishing the fund. The locked petty cash box is to be kept in a locked safe within the accounting office.
- Checks of any kind should not be cashed through petty cash and no IOUs be issued through the fund.

21.8 Accounts Receivable:

- Billings and claims shall be reviewed by the Executive Director, who shall be knowledgeable of the contract terms and/or applicable compliance requirements.
- The Executive Director shall be made aware of any communications to/from government departments concerning billing/claim problems.

21.9 Fixed Assets and Premises:

- Responsibility for the custody of fixed assets lies with the board of directors and the board is responsible for the adequacy of physical safeguards over fixed assets. Controls are required to ensure that procedures are followed in the sale or disposition of assets or in reporting the loss or theft of assets.
- For all fixed assets, three quotes shall be obtained before a purchasing decision is made. All quotes, including phone quotes, must be recorded and kept on file.
- A permanent fixed asset register shall be maintained.
- All fixed asset purchases must be approved by the board.
- The fixed asset register shall contain the following information:
 - Description and photograph of each item
 - Date of purchase (if known)
 - Cost or fair market value
 - Identification/serial number
- The board must ensure that the organization has adequate insurance coverage on

its assets.

- Any write off or disposition of a fixed asset requires the prior approval of the board and requires a capital asset disposition form to be signed by the Executive Director and the board executive.
- An annual physical inventory of property and equipment shall be taken and reconciled to the detailed fixed asset register prior to the yearend audit. The reconciliation must be approved by the Executive Director and presented to the board at the next board meeting.
- A file will be kept within the office with names of persons who have possession of keys to the premises.

21.1.0 Periodic Reporting:

- The financial records of the Chamber are the property of the organization and should be open for examination at any reasonable time by the board of directors.
- Monthly financial statements shall be available no later than the end of the 25th of the following month.
- At a minimum, the financial report shall include a balance sheet, a statement of income and expenses, a budget-to-actual report for all accounts included in the annual operating budget, the current cash position and any accounts receivable and payable.
- Budgets for contributions/grants shall be compared to actual contributions to date on a monthly basis.
- If the Chamber has more than one source of funding/project, separate statements of revenue and expenses are to be prepared for each.
- The Administrator shall prepare a set of monthly financial reports for distribution to the Executive Director and the board executive. In addition, monthly reports shall be submitted to the full board of directors for review and acceptance at its regular board meetings.
- It is the duty of the board to make sure they review and understand the financial reports provided.

21.1.1` Year End Audit:

- At fiscal year-end, and in time for the Chamber's annual general meeting, a

yearend audit shall be completed.

- The audit process shall be completed no later than ninety days after the end of the fiscal year.
- The audited report shall be reviewed by the Executive Director and the board executive prior to distribution to the board and shall be reviewed by the board prior to distribution at the annual general meeting.
- The board must review the auditor's report, including the management letter, report on internal controls and compliance with government law and regulation.
- Bids for an independent auditor to conduct this review shall be solicited at least every three years and the auditor shall be requested to present audited statements at a board meeting.

21.1.2 Computer System Backup Procedures:

- The Administrator is responsible for backing up the hard drive of the accounting system at the close of business each day.
- The back-up jump drive shall be locked up in a fire proof safe overnight.
- At month end a backup shall be made and stored off premises for safeguarding.
- Back-ups of the complete accounting data shall be stored off-site on a monthly basis. Preferably this would in a safety deposit box at the bank.
- Annual backups shall be compressed and stored in the office safe.
- Computer and program passwords are to be changed every three months (maximum).

21.1.3 Credit Card Usage:

- The Executive Director shall be the custodian of the Chamber's credit card with credit limits established and approved by the board.
- Use of credit cards for cash advances or personal use is prohibited.
- The cardholder must enter the purchase made/receipt on a credit card purchasing transaction log/summary sheet on a regular monthly basis.
- Any lost or stolen credit card must be reported immediately to the Executive

Director. In the case of the Executive Director, the Treasurer must be notified.

21.1.3 Annual Budget:

The budget is the foundation of the Chamber's operating plan for the fiscal period. The budget charts a direction for allocating and maximizing the use of resources. Ideally, it also identifies any financial problems that could arise in the coming year.

- The Board is required to prepare an annual operating budget which includes all forecasted sources and uses of funds for all aspects of the organization.
- The Executive Director has the overall responsibility for the preparation of the budget.
- The Executive Committee of the Chamber will oversee the development and preparation of the operating budget for submission to the board.
- The Board must formally authorize the annual operating budget and any revisions to the budget.
- The actual year to date revenue and expenses with a comparison to budget must be reported on a monthly basis at the time of the preparation of the monthly financial statements.

21.2 General:

- The Board shall fully utilize the integrated electronic accounting software (CA Simply Accounting) and minimize the use of manual record keeping spreadsheets, etc.
- Accounting records must be kept current and monthly financial statements produced by the 25th of the following month.
- All adjusting journal entries must be approved by the Executive Director.
- The Board must be presented with and review the monthly financial statements.
- The Board and the Executive Director must be aware of Canada Revenue Agency requirements for maintaining the Chamber's not-for-profit status and continually evaluate the organization's activities, use of funds, record keeping and reporting to CRA to assure compliance with all statutory requirements.
- Requires specific board approval:
 - Opening or closing of accounts with banks or financial institutions

- Changes in signing authority on any bank or financial account
- Signing of any lease
- Employment of any staff
- Entering into of any contract or agreement

By-Laws

Burin Peninsula Chamber Of Commerce - Zone 16

I. Name

- (i) The Name of this Zone Organization shall be the Burin Peninsula Chamber of Commerce, hereinafter referred to as the "Chamber".
- (ii) The zone boundaries shall be as outlined in the attached map.

II. Membership

- (i) Membership in the Chamber is open to all regional stakeholder groups, with relevance to economic development, within the zone boundaries including but not limited to:
 - i. Municipalities/ Local Service Districts
 - ii. Rural Development Associations
 - iii. Chamber of Commerce/ Business
 - iv. Educational Institutions
 - v. Organized Labour
 - vi. Priority Sector Groups

Stakeholder groups will hereafter be referred to as membership "groups".

- (ii) Any eligible zonal group/organization within zone 16, with relevance to economic development may become a member by applying in writing requesting membership and signing a Membership Form designed for that purpose.

(iii) Board directors will be elected for a (3) three-year term; a director can serve up to (2) two consecutive terms followed with a mandatory (1) one year off. If a seat is not filled at the election the board has the right to extend a term of a sitting director up to (1) one year. The Board can appoint priority sector representatives for a (1-3) for one to three consecutive years.

(iv) The Chamber shall maintain a register listing the name, address, contact, and effective date of membership approval for the director. Organizations will also need to annually submit the names of their executive and contact person. Such a register shall be the custody of the Secretary and shall be kept at the Chamber's headquarters.

(v) Membership will be closed 30 days prior to the AGM.

III. Board of Directors

(i) The Board of Directors shall consist of 13 directors representing the Zone as follows:

Stakeholders	North	Central	South	Regional
Municipalities	1	2	2	
Business		1	1	
RDA's	2		1	
Labour				1

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Fisheries				1
Tourism				1
Total	3	3	4	3

The Education Seat and the Priority Sector Seat(s) are now *Ex-officio Seats* in an advisory position.

- Post Secondary
- Priority Sector Seat(s)

(ii) Board directors will be elected for a (3) three-year term; a director can serve up to (2) two consecutive terms followed with a mandatory (1) one year off. If a seat is not filled at the election the board has the right to extend a term of a sitting director up to (1) one year. The Board can appoint priority sector representatives for a (1-3) for one to three consecutive years.

“In the event of the dissolution of an electing body the Board may appoint a person to represent the interests that were represented by the dissolved body until the next AGM at which time the by-laws can be changed to reflect the dissolution.

- (iii) Stakeholder groups with more than one representative will ensure, where possible, that both genders are equally represented
- (iv) Where stakeholder groups have one representative, every effort will be made to ensure, where possible, that genders alternate from term to term
- (v) Any individual will cease to be a director as a result of:

(a) Failure to attend a minimum of 50% of all regular board meetings over any given twelve (12) month period.

(b) Any group/organization representative will cease to be a director as a result of expulsion for just and sufficient cause, provided such action is approved by (2/3)two-thirds majority vote of the Board.

(b)

- (vi) Should a vacancy exist due to death, resignation or dismissal of a director (as outlined in by-law III (v), or due to internal election in which he/she fails to be re-elected, the entire stakeholder group under the direction of the Burin Peninsula Chamber of Commerce and through the proper election process as outlined for the election of the permanent board, will be responsible for electing a replacement for the remainder of the term of the vacating Director.

- (vii) A Director wishing to appeal his/her dismissal from the Board of Directors shall voice the appeal. An appeals committee will be constituted at that time. It will consist of (2) two members selected by the Board (who are not Board members), (2) two members selected by the appellants group (who are not members of the appellants group) and (1) one member selected by a funding agency who will chair the committee. The constitution of the committee will be agreed upon by all parties.

The decision of the committee is final.

IV Officers

- (i) The Officers of the Chamber shall be:
 - a. President
 - b. Vice-President
 - c. Secretary
 - d. Treasurer
 - e. Communications & Membership Services

- (ii) The Officers shall be elected annually by the Board of Directors from the Board of Directors.

- (iii) The priority sector seat(s) will be appointed for a period of (1-3) one to three consecutive years.

V. Power of Directors

- (i) The Board of Directors may appoint ad-hoc or standing committees to carry out any of the activities of the Chamber. Any committee so established shall operate under a terms of reference approved by the board and shall be subject to the direction of the Board at all times.
- (ii) The Board of Directors may appoint a person with specific expertise to serve on a Committee. Any person so appointed shall enjoy all the rights and privileges of any other committee member with the exception of those rights and privileges exercised as a Director of the Board.
- (iii) The Board of Directors shall have the authority to hire staff, consultants, or enter into any other contractual arrangements necessary to achieve the objectives of the Chamber.
- (iv) The Board of Directors shall have the authority to dismiss any staff person for just and sufficient cause.
- (v) All staff appointments, hiring consultants and major purchases and contracts shall come into effect only after the Board of Directors employs generally accepted practices for conducting such business including; public competitions, tender calls, interviews, qualifications analysis and evaluations.
- (vi) The Board of Directors shall develop, approve and be guided by conflict of interest, hiring and remuneration guidelines.
- (vii) Federal or Provincial Government Officials, representatives from St Pierre et Miquelon, non-government agencies and representatives of groups deemed to be beneficial to the board may be invited to become ex-officio members of the Board of Directors.

VI. Accountability

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- (i) The directors shall convene an Annual General Meeting of members for the purpose of:
 - (a) Providing a progress report to the members;
 - (c) Providing an audited financial statement for member consideration;
 - (d) Installing directors elected at sub-zonal stakeholder group meetings;
 - (e) Presenting a budget and workplan;
 - (f) All members shall be notified within a minimum of (30) thirty days of the date of the AGM.

- (ii) Business shall not be conducted at the AGM unless a quorum of (20) twenty percent of the General Membership is present.

- (iii) The AGM shall be held during the month of February-March.

- (iv) At the written request of any five members the Board of Directors shall convene, within 15 days, an extraordinary general meeting to deal with specific requisitioned concerns.

- (v) Candidates for Directors will only be considered from those eligible groups/organizations that have active membership in the Chamber.

- (vi) Under the direction of the Burin Peninsula Chamber of Commerce, the election of Directors shall be by each group of members having responsibilities for electing such directors.

- (vii) Board Directors must become active participants in at least one committee within the board. The group/organization representative on the Board of Directors must be 18 years of age or older.

VII. Board of Directors Meetings

- (i) The Board of Directors shall meet not less than eight (8) times a year and shall conduct any business necessary to accomplish the objectives of the Chamber.

- (ii) A Quorum is attained by (50) fifty percent plus (1) one of the number of board seats currently filled.
- (iii) Each Director shall have one vote. Directors shall not vote by proxy.

VIII. Authority and Votes

- (i) All meetings of the Board of Directors and General Meetings shall be conducted using Robert's Rules of Order.
- (ii) Unless a poll is demanded by at least one director, a declaration by the Chair that a resolution has been carried shall be sufficient evidence of the fact.
- (iii) If a poll is demanded the same shall be taken in a manner decided by the Chair and the result of such poll shall be deemed as the decision.
- (iv) At General Meetings each organizational member shall appoint one delegate to vote on its behalf, individual members shall not be eligible to vote.

IX. Power to use Funds

- (i) In addition to providing an annual financial statement, the Treasurer shall provide the Board of Directors with a financial statement at regular Board meetings.
- (ii) Any monies that accrue to the Chamber shall be used to further the objectives of the Chamber, no member or Director shall receive any monies except for services rendered to the Chamber.
- (iii) The Board of Directors shall purchase Directors' Insurance for all Directors of the Chamber.

- (iv) The Executive and any staff that might be handling money on behalf of the Chamber shall be bondable.

- (v) The operations year for the Chamber shall end on the 30-April, in each year.

X. Chamber Seal

- (i) The Directors shall provide for safe custody of the Chambers Seal and the Seal shall be used only by the authority of the Board of Directors. Two members of the Executive Committee shall sign every instrument to which the Seal is attached.

XI. Amendments

- (i) These By-laws may be amended at any General Meeting by special resolution passed by (2/3) two-thirds of the voting members present. All members of the Chamber shall be notified within a minimum of (30) thirty days in advance of proposed changes to the By-Laws.

- (ii) All issues not addressed in these by-laws will be decided in the first instance by the Chamber's Act and secondly by a resolution voted on by the voting members in general meeting.

Schedule "A"

Objectives of the Burin Peninsula Chamber of Commerce

The Chamber is established for the following purposes and shall restrict itself to such activities as in its opinion directly or indirectly furthers such purposes:

- (a) To play a leadership role in the development and implementation of zonal Strategic Plans.
- (b) To coordinate small business support in the zone.
- (c) To provide support to organizations and communities within the zone.
- (d) To coordinate all economic initiatives relating to regional economic development in the zone.
- (e) To promote public participation and community education.
- (f) To promote the development of local leadership.
- (g) To enter into any contracts, agreements, options or any other form of undertaking in order to attain the general objectives of the Chamber.
- (h) To purchase, lease, exchange or sell any real property which may be deemed necessary or convenient to achieve the objectives of the Chamber.
- (i) To enter into any financial arrangements, and effect insurance against any and all risks incurred in the course of conducting business of the Chamber.

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- (j) To do all such other acts and things as are incidental or conducive to or consequential upon attaining the above objectives.

PROVIDED THAT the Chamber

- (a) Shall not undertake any activity that would result in the revocation of its registration as a public foundation for the purposes of the Income Tax Act.
- (b) Shall not permit its Directors, trustees, officers or employees to be comprised so that a majority of the same are related or do not deal at arms length.
- (c) Shall not make non-qualified investment as defined by Section 149 of the Income Tax Act.

