

**Pincher Creek & District  
Chamber of Commerce**

**New Board of Directors Information Package**

**Updated: March 15, 2023**





## **Pincher Creek and District Chamber of Commerce (PCDCC) Code of Conduct**

The Board of Directors of the Pincher Creek and District Chamber of Commerce (PCDCC) is committed to ensuring that it maintains the highest standards of public trust and integrity in all of its activities in general, and in compliance with The Alberta Societies Act in particular. In this regard, the PCDCC Board of Directors (the “Board”) has adopted this Code of Conduct that applies jointly and severally to the members of the Board (“Board Members”) in the establishment of Duties and Standards of Care and Fiduciary Responsibility in their dealings with, and on behalf of PCDCC, its Membership and with one another.

### **1. Prohibiting Private Benefit and Procedures for Managing Conflicts of Interest**

No Board Member shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a member of the Board. As such, Board Members shall, at all times, conduct their personal and professional affairs in a manner as to avoid any possible conflict of interest with their respective duties and responsibilities as a Board Member. Nevertheless, conflicts may arise from time to time and will be dealt with in accordance with the following guidelines:

a. When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of the PCDCC and the Board Member’s personal or business interests, the said Board Member has a duty to immediately disclose the conflict of interest to the Board to enable the other Board Members to determine the appropriate course of action to deal with the matter in accordance with this Code of Conduct.

b. It is every Board Member’s Duty of Care obligation, in accordance with this Code of Conduct policy, to ensure that decisions made by the Board are undertaken with the highest standard of Fiduciary Responsibility. Consequently, in the event that a Board Member receives compensation from PCDCC for services rendered in the normal course of business such compensation will be determined by, and subsequently approved by the Board in advance, during a formal Board Meeting and duly recorded as such in the Minutes of the Meeting.

c. Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter for Board action, and by way of an annual procedure for all Board Members to disclose conflicts of interest.

d. Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for dealing with the matter in a formal Board Meeting.

e. All conflicts disclosed to the Board will be made a matter of record in the Minutes of the Meeting in which the disclosure was made, which shall also note that the Board Member with a conflict of interest abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for that specific vote during the Meeting.

f. Any new Board Member will be advised of this policy during orientation and all Board Members will be reminded of the Code of Conduct policy and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, but at least once a year in accordance with para. 1.c above.

g. This policy shall also apply to any person acting on behalf of the Board Member.

## 2. Prohibiting Discrimination and Harassment

PCDCC strives to maintain an environment that is free from discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment, as defined by the Supreme Court of Canada, is specifically prohibited.

## 3. Confidentiality

Board Members are reminded that confidential financial, personnel and other matters concerning the organization, sponsors, staff or Members may be included in Board documents or discussed from time to time. Board Members shall not disclose such confidential information to any third party and shall respect confidentiality obligations and privacy policies regarding personal/non-public information for all such contacts.

## 4. Active Participation

Board Members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

a) Making attendance at all meetings of the Board a high priority and to guarantee a quorum (5) is present for every Meeting

b) Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topic at hand.

c) Cooperating with and respecting the opinions of fellow Board Members, and leaving personal prejudices out of all Board discussions, as well as supporting actions of the Board even when the Board Member personally did not support the action taken.

- d) Putting the interests of the organization above personal interests.
- e) Representing the organization in a positive and supportive manner at all times and in all places.
- f) Showing respect and courteous conduct in all PCDCC meetings.
- g) Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with PCDCC policy established by the Board from time to time.
- h) Observing established lines of communication and directing requests for information or assistance to the President or other Board Member or staff member.
- i) Conduct all business transactions in a fair and open manner.
- j) Maintain a non-partisan approach when acting on behalf of PCDCC.
- k) Protect the assets (information, office equipment, supplies, facilities and services) of PCDCC.

## 5. Board Solidarity

Board Members acknowledge that duly authorized actions of the Board must be supported by all Board Members and that the Board speaks with one voice. Those Board Members who have abstained from voting or voted against a motion must adhere to and support the decision of a majority of the Board Members.

## 6. Board Spokesperson

The Chair, or designate, may speak on behalf of the Board. No Board Member shall speak or make representations on behalf of the Board unless authorized to do so by the Chair. When so authorized, the Board Member's representations must be consistent with accepted positions and policies of the Board.

Accordingly, I/we undertake to:

1. Conduct all business and professional activities in a reputable manner so as to reflect honourably upon the Community of Pincher Creek and area business community and fellow chamber members.
2. Respect the good reputation, profile and status of the Community of Pincher Creek and represent it accordingly.
3. Understand, support and promote the chamber along with its mission and objects to the business community.

4. Conform to all laws established by municipal, provincial and federal governments for the conduct of business.
5. Whenever reasonably possible, participate in events and activities of the chamber and lend my/our business/professional expertise.
6. Play a role in the promotion, development and enhancement of business growth and activities in the Community of Pincher Creek.

#### Agreement

I, \_\_\_\_\_, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of Pincher Creek and District Chamber of Commerce, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board Member and abide by this Code of Conduct.

\_\_\_\_\_  
Signature

Date: \_\_\_\_\_

Supporting Documents

Societies Act

<http://www.qp.alberta.ca/documents/Acts/S14.pdf>

**Pincher Creek & District  
Chamber of Commerce**

**Bylaws**

**Updated: March 16, 2022**



## **Chamber Bylaws**

- Section 1 - The name of this organization shall be the Pincher Creek & District Chamber of Commerce.
- Section 2 - The Object of the Pincher Creek & District Chamber of Commerce shall be to promote, facilitate and strengthen the commerce and economic climate of the district.
- Section 3 - The usual place of meeting shall be in the Town of Pincher Creek in the Province of Alberta or online when meetings are unable to be held in person.
- Section 4 - The Pincher Creek & District Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

### Article II – Interpretation

- Section 5 - Wherever the words “The Chamber” occur in these by-laws, they shall be understood to mean the Pincher Creek & District Chamber of Commerce as a body.
- Section 6 - Wherever the words “The Council” occur in these by-laws, they shall be understood to mean “The Council of the Pincher Creek & District Chamber of Commerce.”
- Section 7 - Wherever the word “District” occurs in these by-laws, it shall mean that area within and for which this chamber was established, as defined in the Certificate of Registration under the Boards of Trade Act (R.S., c.124, s.1).
- The following words, when used in the bylaws, shall mean as stated hereunder:
    - a) ‘EXECUTIVE’ means the President, Vice President and Treasurer of the Chamber.
    - b) ‘OFFICER’ means a member of the Executive.
    - c) ‘DIRECTOR’ means a member of the Board of Directors of the Chamber.
    - d) ‘BOARD’ means the Board of Directors of the Chamber.
    - e) ‘COUNCIL’ means the members of the Executive and Board of Directors of the Chamber.
    - f) ‘MEMBER’ means a member of the Chamber in good standing as defined in the membership rules.
    - g) ‘ANNUAL GENERAL MEETING’ means a meeting of the members of the Chamber held once per year and designated by the President as the Annual General Meeting.
    - h) ‘BY-LAWS’ mean these by-laws.
    - i) ‘PAST PRESIDENT’ means the person who last held the role of President in the immediate preceding year.

### Article III – Membership

- Section 8 - Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District shall be eligible for membership in the chamber.

- Section 9 - Associations, Corporations, Societies, Partnerships, or Estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District may become a member of the chamber.
- Section 10 - Any person or organization included in Section 9 may become a member by payment of the dues prescribed pursuant to article IV providing such candidate shall undertake, if admitted, to be governed by the by-laws of the chamber.
- Section 11 - Upon the payment of dues prescribed pursuant to Article IV, such person or organizations shall henceforth be a member of the Chamber and shall have all the rights and be subject to all the obligations of the other members.
- Section 12 - Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these by-laws or has been removed from the roll of members by action of the Council.
- Section 13 - Any member of the Chamber, who intends to retire there from or to resign their membership, may do so at any time, upon giving to the Secretary/Administrator ten days' notice in the writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him at the time of such notice.
- Section 14 - The Council may remove, from the roll of members, the name of any new member failing to pay their annual fees within thirty days of his admission, or of any other member who fails to pay such dues within the three months of the date they fall due. Upon such action by the Council, all privileges of membership shall be forfeited.
- Section 15 - Persons who have distinguished themselves by some meritorious or public services may be elected Honorary Members by a majority vote of the Chamber. Such recognition shall be for a term of life. Honorary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.
- Section 16 - Any member of the chamber may be expelled by a two-thirds vote of the council.

#### Article IV – Dues and assessments

- Section 17 - The annual dues payable by members of the chamber shall be determined annually by the Council.
- Section 18 - Other assessments may be levied against all members, provided they are recommended by the Council and approved by a majority of the members present at a general meeting of The Chamber. The notice calling such a general meeting shall state the nature of the proposed assessment.



## Article V – Officers and Council

- Section 19 - A President, Vice President and Treasurer who together form the Executive shall be elected from amongst the Board members only, immediately following the Annual General Meeting. In addition, a maximum of seven (7) Directors shall be appointed by the Executive and shall act as Directors for the current year. Such appointed members shall remain in office for two (2) years or until their successor has been appointed. The immediate Past President shall be ex-officio, a member of the Council, with voting privileges.
- Section 20 - Where a member of the council dies, resigns their office or is absent from three (3) consecutive meetings of the Council, the Council may, at any meeting thereof, elect a substitute in the place of the member who died or resigned or is absent.
- Section 21 - Any officer or Council member may be suspended from their office or have their tenure of office terminated, if in the opinion of the Council they are grossly negligent in the performance of their duties, providing, however, that any officer or Council member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Council directly with the Membership at the next general meeting.
- Section 22 - The Council shall have the general power of administration. It may take or authorize petitions or representations to the Government of the Parliament of Canada, the Government of the Legislature of the Province, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.
- Section 23 - The Council shall, in addition to the power hereby expressly conferred on it, have such powers as are assigned to it by any by-laws of the Chamber provided, however, that such powers are not inconsistent with the Boards of Trade Act.
- Section 24 - Any five (5) or more members of the Council, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the council.
- Section 25 - The Council shall frame such by-laws, rules and regulations to appear to be best adapted to promote the welfare of The Chamber and shall submit them for adoption, at a general meeting of The Chamber, called for that purpose.
- Section 26 - No Director or Officer shall enter into any business arrangement in which they have a direct or indirect conflict of interest with the Chamber and having declared any interest therein, they shall refrain from voting thereon but may participate in discussion. A competitive basis must be obtained for purchases of more than \$500 where a member of Council has declared a conflict.
- Section 27 - The Council, or, at its request, the President, may appoint committees or designate members of the Council or of The Chamber or others, to examine, consider and report upon any matter or take such action as the Council may request.
- Section 28 - The Council may suspend any chairman from the office or have their office terminated for just cause. Any committee may be terminated by the Council.

Section 29 - No paid employee of the Chamber shall be a member of the Council of Executive committee. Officers of The Chamber shall receive no remuneration for services rendered, but the Council may grant any of these said officers reasonable expense monies.

Section 30 - The meetings of the Council shall be open to all members of The Chamber, who may attend but may not take part in any proceedings.

Section 31 - No public pronouncement in the name of The Chamber may be made unless authorized by the Council or by some person to whom the Council has delegated this authority.

Section 32 - (a) The President shall preside at all meetings of The Chamber and Council. They shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what they may think concerns The Chamber. The President shall, with the Treasurer, sign all papers and documents requiring signature on behalf of The Chamber, unless someone else is designated by the Council. It shall be the duty of the President to present a general report of the activities of the year at the Annual Meeting.

(b) The Vice President shall act in the absence of the President and in the absence of both these officers, the Treasurer shall act.

(c) The Treasurer shall have charge of all funds of The Chamber and shall deposit, or cause to be deposited, the same in a chartered bank, Treasury Branch or Credit Union, selected by The Council. Out of such funds they shall pay amounts approved by the council and shall keep a regular account of the income and expenditure of The Chamber and submit an audited statement thereof for presentation to the annual general meeting and at any other time required by the Council. They shall make such investment of the funds of The Chamber as the Council may direct. The President and Treasurer shall sign all notes drafts and cheques.

(d) The Secretary shall be a paid employee and **Administrator** of The Chamber and shall be responsible to the Council for the general control and management of business and affairs. They shall be responsible for keeping the books of The Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly pertain to their office. They shall, with the President, sign and when necessary seal with the seal of The Chamber, of which he shall have custody, all papers and documents requiring signature and execution on its behalf. They shall maintain an accurate record of the proceedings of the Council.

Chamber and of the Council. At the expiration of his term of office, the Secretary shall deliver to The Chamber, all books, papers, and other property of The Chamber. The Secretary as an employee shall not be entitled to vote at Council meetings.

## Article VI – Meetings

- Section 33 - The Annual Meeting of The Chamber shall be held in the month of March each year at the time and place determined by the Council. At least two weeks' notice of the Annual Meeting shall be given.
- Section 34 - Regular General Meetings of The Chamber shall be held quarterly at a time and place designated by the Council. One week's notice of such a meeting shall be given.
- Section 35 - Special General Meetings of The Chamber may be held at any time when summoned by the President, or requested in writing by any three members of the Council, or any ten members of The Chamber. At least one day's notice of such meetings shall be given.
- Section 36 - The Council shall meet a minimum of 10 months during the year or more often as may be necessary to carry on the business of The Chamber.
- Section 37 - Notice of all quarterly meetings, naming the time and place of the assembly, shall be given by the Administrator by email.
- Section 38 - At any Annual meeting, general meeting or for any proxy vote, fifteen (15) members shall be a quorum, and, unless otherwise specifically provided, a majority of members present at the meeting or a majority of members that voted shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting.
- Section 39 - Minutes of the proceeding of all general and Council meetings shall be entered in the books to be kept for that purpose, by the Administrator.
- Section 40 - The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
- Section 41 - All books of The Chamber shall be opened during chamber office hours to any member of The Chamber, free of charge.
- Section 42 - Every member in good standing represented at any general meeting shall be entitled to one vote providing that the vote of an Association, Corporation, Society, Partnership, or an Estate member shall, in each such case be assigned to individuals.
- Section 43 - Voting at Council or general meetings shall normally be by show of hand, or if requested by the Chairman, by standing vote. A roll call vote shall be taken if requested by five (5) members, providing such request receives the approval of two-thirds of the members assembled.
- Section 44 - The presiding officer shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.
- Section 45 - Motions or amendments shall be carried at any Council, or general meeting by a majority vote unless otherwise provided in these by-laws.

#### Article VIII – By-laws

- Section 46 - By-laws may be made, repealed or amended by a majority of the members of The Chamber, present at any general meeting, notice of such proposal having been given in writing by one member and seconded by another at a previous board meeting and duly entered in the minutes of The Chamber.
- Section 47 - Such by-laws shall be binding on all members of The Chamber, its officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by the Secretary of State for Canada.

#### Article IX – Affiliation

- Section 48 - The Chamber, at the discretion of the Council, shall have power to affiliate with the Canadian Chamber of Commerce, the Alberta Chambers of Commerce and any other organizations in which membership may be in the interests of The Chamber.

#### Article X – Fiscal year

- Section 49 - The fiscal year of The Chamber shall commence on the first day of **January** in each year.

#### Article XI – Auditors

- Section 50 – Auditors shall be appointed by the members present at the annual meeting and they shall audit the books and accounts of The Chamber at least once in each year. An audited financial statement shall be presented by the Treasurer or designate at each Annual Meeting and at any other time required by the Council.

#### Article XII – Procedure

- Section 51 - Parliamentary procedure shall be followed at all general and Council meetings, in accordance with “Robert’s Rules of Order”