

RULES AND REGULATIONS

Of the Barbados Chamber of Commerce and Industry

Functions and Objects

1. The objects for which the Chamber is established are-
 - (a) to promote measures calculated to benefit and protect the trading interests of its members and the general trade of Barbados.
 - (b) to undertake by arbitration or otherwise the settlement of disputes arising out of trade, commerce and industry.
 - (c) to promote the encourage the development in Barbados of manufacturing operations suitable to the community and capable of making contributions to the economic welfare and development of the country.
 - (d) to encourage and assist manufacturers in Barbados in the use of efficient and modern methods of manufacture and maintenance and proper standards of safety, labour relations, employee welfare, public relations and advertising.

(e) to promote and encourage adherence by manufacturers in Barbados to proper standards and grade of quality in all manufactured products.

(f) To promote and encourage the use by consumers, by advertising trade fairs, or howsoever, of products manufactured in Barbados.

(g) To assist in securing markets for both raw materials and finished products.

(h) To consult together as to problems affecting local manufacturing industry and to take such action as it thinks fit.

(i) To collect and disseminate statistical or other information relating to trade and industry, imports and exports, manufacturing processes and developments, wages and labour conditions, and any other matters that may be in the interest of the Chamber.

(j) To promote, support or lawfully oppose any measures affecting the interest of the Chamber.

(k) To borrow money either with or without security for any of the purposes of the Chamber.

(l) To subscribe to any local or other charities and to grant donations for any public purpose

(m) To establish, support and to aid in the establishment and support of any other associations formed for all or any of the objects of the Chamber.

(n) To amalgamate with companies, institutions, associations or societies as it thinks fit.

(o) To form associations with other Chambers of Commerce and other bodies for the advancement of trade and manufacture and the protection of traders and manufacturers.

(p) To do such other things as may be conducive or incidental to the attainment of any of the purposes of the Chamber in the exercise of its functions.

Management of the Chamber

2. The Management of the Chamber shall be vested in body to be designated “The Council of the Barbados Chamber of Commerce and Industry” and to consist of the following officers who will comprise the Executive Committee of the Chamber -

- (i) President
- (ii) Senior Vice President
- (iii) Vice President - Finance
- (iv) Vice President
- (v) Immediate Past President – Ex Officio
- (vi) Executive Director – Ex Officio

and twelve other members or members' representatives of the Chamber who shall be drawn from the main sectors of the Barbados economy which the Chamber represents and other supporting sectors of the economy, as follows:

- (i) three from the commerce sector (retail, distribution, wholesale, agencies and others)
- (ii) two from the manufacturing sector
- (iii) one from the international business sector
- (iv) one from the tourism sector
- (v) one from the insurance sector
- (vi) one from the banking sector
- (vii) one from the information technology sector
- (viii) one from the energy sector
- (ix) one from the other sectors of the economy

The Executive Council and the twelve elected members of Council representing the sectors listed above shall be elected by the General Body at the Annual General Meeting.

Membership and Qualifications

3. The number of members of the Chamber shall not be limited, and members shall be divided into three classes as follows-
 - (i) Ordinary members - Any individual, company, firm, partnership, association, organization or other entity engaged in trade, commerce, industry or the provision of a service in Barbados and subscribing to

the objects of the Chamber shall, subject as is hereinafter provided, be eligible for membership.

(ii) Associate members - Any individual, or entity which does not qualify for ordinary membership may apply for membership and if so approved by Council shall become an associate member of the Council.

Associate members shall be bound by the Rules and Regulations of the Chamber, and have the rights and obligations and of Ordinary members except that:-

- (a) Their representative will not be eligible for election to office,
- (b) Their representative may participate, but will not be eligible to vote at general meetings.

(iii) Honorary members – Such members shall be appointed or reappointed by the Council for a period not exceeding the term of office of the Council so appointing them. Such members shall have the right to make use of the facilities provided by the Chamber and to take part in the proceeding at General Meetings, but shall have no right to vote at such meetings or to be elected Members of the Council of the Chamber.

Members' Representatives

- 4. (a) A member other than an Individual shall be entitled to nominate as its representatives such number of persons as the General Body shall from time to time decide.

(b) Persons nominated may be accepted or not accepted by the Council as representatives of the Member so nominating them, and in relation to such acceptance or non-acceptance by the Council the rules set out in Rule 5(b) of these Rules and Regulations shall apply (*mutatis mutandis*) thereto.

(c) Any such representative if accepted by the Council shall, for the purpose of these Rules (and subject to the restrictions determined by the class of membership under Rule 2 and restrictions relating to the payment of subscriptions under Rule 4 of the Rules) during the period of his representation, be a member's representative of the Barbados Chamber of Commerce and Industry with full power to attend and vote at General Meetings, thereof and to be elected as member of the Council, and to make use of the facilities provided by the Chamber.

(d) Should any such person cease to represent such Member or if such Member shall cease to be a Member of the Chamber such representative(s) shall thereupon cease to be a representative of that Member.

(e) Nomination of their representative by Members shall be on a nomination or proposal form approved by the Council and shall state the full name and address of the person so nominated. Such nominations shall be valid until revocation, and

- (i) may at any time be revoked, either in whole or in part, by the respective Member making the nomination, which may from time to time nominate another or other persons as the case may be, and
- (ii) during the illness or temporary absence from the Island of any such representative, a Member may, with the approval of the Executive Committee, appoint an alternate representative to act for any period not exceeding six months in the place of the representative who is ill or temporarily absent as aforesaid, and while so acting the alternate representative shall exercise all rights and obligations afforded to representatives to the exclusion of the representative in whose place he is acting.

Subscriptions

- 5. (a) Members (other than Honorary Members) shall each pay annual subscriptions, according to the schedules of fees. The amounts of such subscriptions shall from time to time be fixed, changed, repealed or varied in accordance with Regulations to be made for the purpose by the Council and any such Regulations shall be subject to the approval and ratification of the General Body of Members called for that purpose.
- (b) All subscriptions must be paid in advance and no member or his representative(s) shall exercise any

right or privilege whilst his subscriptions shall be unpaid.

- (c) The subscriptions of a new member shall become due on his being elected and all other subscriptions shall become due on the 1st day of January in every year.
- (d) Should any member not pay his subscription within two months from the date of its become due, the Executive Director shall notify such person that in the event of his subscription not being paid within fourteen days his name shall be erased from the list of members, but the member may be re-admitted on paying his subscriptions within the same year. Should the member not pay his subscription in the year in which it is due he will have to re-apply for membership in the Chamber.

Election of Members

- 6. (a) Any person or organization desirous of becoming a member of the Chamber must be proposed by a Member and seconded by another Member. A proposal form must be obtained from the Executive Director and returned to him after being duly completed by the proposer and seconder.
- (b) Members shall be elected by the Council and the following rules shall be observed-

- (i) A ballot shall be held at the first Council Meeting following receipt by the Executive Director of the proposal form.
- (ii) Not less than 10 members of the Council must vote for the election of a new member. Council members unable to attend a meeting where a ballot is being held are permitted to extend a proxy to vote on their behalf to any other Council member.
- (iii) In order to be elected a member, a candidate must receive not less than 8 affirmative votes.
- (iv) If a candidate receives three or more negative votes he shall not be elected but may (if his proposer and seconder so desire) be balloted for again at any subsequent meeting of the Council. But should he be again rejected he shall not be eligible for election as a member of the Chamber.
- (v) On the election of every member the Executive Director shall notify him of his election and shall furnish him with a printed copy of the Rules and Regulations of the Chamber. The person so elected shall thereupon pay his entry fee and subscriptions and until this requirement is complied with he shall not be entitled to use the facilities provided by the Chamber.

Nominations

7. (a) **Committee on Nominations**

Not later than April 1 in every year the President with the approval of the Council shall appoint a Committee on Nominations consisting of three members, no more than one of whom shall be a member of the existing Council.

(b) **Nomination Procedure**

The Committee shall circularize all members requesting nominations for the Council to be elected at the forthcoming Annual General Meeting. Members making nominations shall ensure, before submitting names to the Nominating Committees, that their nominees are willing to stand for election. The Committee shall next contact each member of the Council with a view to determining whether such member desires to stand for re-election. The Committee shall then determine from amongst the nominations submitted by the members, a list of not more than twenty-five names to be placed on the ballot sheet for election as members of the Council in accordance with Rule 8(a). In determining which names shall be put on the ballot sheet the Committee shall be mindful of the sectoral representation of the Council as set out in Rule 2 and of its responsibilities under Rule 7 (d). All those persons nominated for the office of President, Senior Vice President, Vice President –

Finance or Vice President, as well as the names of the persons holding these offices who are eligible and desire to stand for re-election, shall be placed on the ballots for these offices.

(c) **Duties of Committee**

The Committee shall not later than April 20 in every year submit to the President and to the Executive Director its nominations for the offices of President, Senior Vice President, Vice President – Finance, Vice President and members of the Council to be elected at the Annual General Meeting. The names of those so nominated shall be contained in the notice convening the Annual General Meeting.

(d) **Representation of Sectors**

In making nominations to the Council the Committee shall take into consideration the sectors of the economy represented by the persons being nominated so that the appropriate number of Council members as set out in Rule 2 may be nominated.

Election of the Council

8. (a) At the Annual General Meeting of the Chamber the members present shall elect the Council of the Barbados Chamber of Commerce. The offices of President, Senior Vice President, Vice President – Finance (who shall be

the honorary treasurer) and Vice President will be determined by individual ballot. The other twelve members of the Council shall be elected by members indicating their preference for the requisite number of Council members from a ballot sheet containing the names of the persons nominated for election by the Committee on Nominations.

(b) The Immediate Past President shall be an ex-officio member of the Council for the period of one year.

(c) The members elected to the Council shall continue in office until the election of their successors. Any casual vacancy which may occur on the Council while it is in office may be filled by the Council by appointing a member of the Council to the vacant office, such appointment being valid until the expiration of the term of such office.

(d) If any member of Council shall absent himself from three consecutive meetings of the Council without having been excuse by Council or without send a communication to the Executive Director stating his reason, which must be acceptable to Council, for such absence, his seat shall become vacant and a casual vacancy shall be deemed to have occurred.

(e) Two of the retiring members of the Council shall not be eligible for re-election but the other retiring members may be re-elected. In the event of no retiring member having signified his or her intention of not seeking re-election, the senior or two senior members in

unbroken service shall not be eligible for re-election. If several members shall have the same seniority the question of who shall be declared ineligible shall be settled by drawing lots or in such other manner as the President may decide.

(f) A member may be elected to the office of President for two consecutive years notwithstanding that he would otherwise be ineligible for re-election to the Council by virtue of the provisions of the preceding sub-paragraph. No one may hold office of President for more than two consecutive years at any one time.

Duties and Powers of the Council

9. The duties of the Council shall be –
 - (a) To promote the objects of the Chamber
 - (b) To provide suitable rooms and offices and to furnish and maintain the same in a suitable manner.
 - (c) To appoint and pay professional and support staff required to carry on the business of the Chamber.
 - (d) To appoint standing Committees and such other special Committees as may from time to time seem desirable and to vest in such Committees such powers as may be deemed necessary. Such standing or special Committees shall automatically cease to

function when the Council which appointed them vacates office.

(e) To do all such other proper and useful things as in their judgement will promote the usefulness and carry out the objects of the Chamber.

(f) To conduct and manage the financial affairs of the Chamber and present a copy thereon the members at the Annual General Meeting.

Duties and Powers of the Executive Committee

10. (a) The Executive Committee shall be concern with policy formation within the Chamber and shall work closely with the Executive Director in carrying out the functions of the Chamber.
- (b) The Executive Director shall be an Ex–Officio member of the Executive Committee.

Annual General Meeting

11. The Annual General Meeting of members of the Chamber shall be held not later than the month of May in each year and seven days notice in writing of the meeting shall be given to all members.

The business of the Annual General Meeting shall be –

- (a) To receive from the Council their report and the accounts for the year.
- (b) To elect the Council.
- (c) To discuss matters of general interest to the Chamber of which notice shall have been given with the notice of the meeting.

Special General Meeting

12. The President may at any time call a Special General Meeting of the members of the Chamber. Any five Members may at any time serve upon the President a notice requiring him to call a Special General Meeting of the members and if he shall fail to call such a meeting within seven days of the receipt of such notice five members requiring the meeting may thereupon give notice themselves to the members and the meeting shall be deemed to have been duly convened if such notice shall have been thus given without requirement of proof of the failure of the President to give notice. The notice required for such Special General meeting shall be three days but it may be given verbally. The business of a Special General Meeting shall be to discuss the matters of which notice has been given with the notice of the meeting.

Voting

13. Save as is otherwise provided the voting at all General Meetings and at meeting of the Council shall be a show of hands(of those Members' representatives eligible to vote) unless a poll shall be demanded by any five members' representatives present at the meeting. If a poll shall be demanded it may be taken at the same meeting or on some subsequent day as the meeting shall decide and in such manner as may be agreed upon by the meeting. All members (other than Honorary Members) shall be entitled to vote or to demand a poll. In the case of an equality of votes whether on a show of hands or on a poll, the President or the person for the time being performing the duties of the President shall have a casting vote in addition to the vote to which he shall be entitled as a member of the Chamber or of the Council as the case may be.

Council Meeting

14. Meetings of the Council shall be held at least once every month. Additional meetings may be summoned at any time by the President and shall be summoned by him when required so to do by not less than three members of the Council who shall have been given notice of their requirement in writing. Twelve hours notice at the least shall be given of each meeting but such notice may be given verbally. The business of such meetings shall be to discuss those matters of which notice was duly given with the notice of the meeting.

Executive Committee Meetings

15. Meetings of the Executive Committee shall be held at least once every quarter. Additional meetings may be summoned at any time by the President and shall be summoned by him when so required so to do by not less than two members of the Executive Committee who shall have given notice of their requirement in writing. Twelve hours notice at the least shall be given of each meeting but such may be given verbally. The business of such meetings shall be to discuss those matters of which notice was duly given with the notice of the meeting.

Quorums at Meetings

16. The quorum at a General Meeting of the members of the Chamber shall be twenty ordinary members. The quorum at a meeting of the Council shall be five members, but for the election of a new member ten members must vote as required by Rule 6. The quorum at a meeting of the Executive Committee shall be three members.

President

17. The President shall preside at all meetings of the Chamber and of the Council and Executive Committee and he shall be an Ex-Officio member of all standing and special Committees. He shall communicate to members of the Council and of the Chamber all matters which in his opinion are likely to affect trade,

commerce or industry and make suggestions which is in his opinion will tend to promote the objects of the Chamber and he shall perform all such duties as are from time to time required of him by the Council or by the Chamber.

Vice Presidents

18. In the case of the death of the President or of his absence from the Island or of his inability to act from any other cause, the Senior Vice President shall perform the duties of the President and in the case of the death of both the President and Senior Vice President or their absence at the same time from this island or their inability to act from any other cause, then the Council shall appoint one of their number to perform the duties of President until such time as one of the persons names above shall be able to perform such duties.

Vice President Finance

19. The Vice President – Finance shall for legal purposes be designated as the Honorary Treasurer of the Chamber. He shall be responsible for the management of the funds of the Chamber.

Executive Director

20. (a) The Executive Director shall be employed by

the Council and shall be the Chief Executive and Administrative Officer of the Chamber. Under the direction of the President and of the Council he shall be in charge of operations, organization and staff.

- (b) For legal purposes the Executive Director shall function in the capacity of Corporate Secretary of the Chamber.
- (c) The Executive Director shall be an Ex-Officio member of all committees of the Chamber.

Public Attendance at Meetings

- 21. No member of the general public may be admitted to any meeting of the Chamber or of the Council or of a Committee of the Council except on the express invitation of the Chairman of such meeting or Committee.

Misconduct of Members

- 22. Any member may be (a) suspended from membership of the Chamber for such period of time not exceeding one year as the Council may deem fit or (b) expelled by a two-thirds vote of the entire Council, after notice and opportunity of hearing, for conduct unbecoming a member.

Resignation

23. Resignations will be accepted only upon written notice to the Council received not less than 30 days before the end of the membership year and after the payment of all dues and other charges which may be outstanding.

Rules and Regulations

24. All Bye-Laws adopted by the Council shall be submitted to the Annual General Meeting or a Special General Meeting of the members of the Chamber to be called for the purpose, and if confirmed by such meeting, the same shall be in force and binding on all members.

Indemnity

25. Every member of the Council and every officer or member of staff of the Chamber shall be indemnified by the Chamber against all damages, costs, losses and expenses which any such member of the Council or officer or member of staff may incur or become liable to by reason of any act or thing properly done by him as such member of the Council or officer or member of staff as aforesaid in the discharge of his duties.

