

GEORGETOWN CHAMBER OF COMMERCE AND INDUSTRY RULES

1. INTERPRETATION

In these Rules unless the context otherwise requires -

- a) "Chamber" means the Georgetown Chamber of Commerce and Industry.
- b) "Corporation" means a company or other corporate body incorporated or registered by Statute or under the provision of the Companies Act of any statutory modification thereof or of any Statute.
- c) "Council" means the Council of the Chamber.
- d) "Firm" means an unincorporated body of persons.
- e) "Associate Member" means a member elected as such and as defined in Rule 3.
- f) "Member" means ordinary member and non-resident member as defined in Rule 3 and includes the representative of a firm or corporation.
- g) "President" includes a Vice-President acting as President or any other member of the Council acting as President.
- h) "Proper Officer" means Executive Director, or such other person as may be appointed by Council for the purposes of any Rule.
- i) "Representative" means an individual nominated by a member to act on behalf of that member at meetings of the Chamber.
- j) "Secretary" includes any person appointed to perform the duties of Secretary.
- k) Words imputing the singular shall include the plural and, vice versa words imputing the masculine gender shall include the feminine and words imputing persons shall include firms, corporations, Chambers, institutions, and other bodies of persons associated together for a common purpose.
- l) "Video Conferencing" means a type of groupware where a set of interactive telecommunication technologies allows members in two or more locations to interact via two-way video and audio transmission simultaneously. Videoconferencing uses telecommunications of audio and video to bring Members at different sites together for a Meeting.

- m) "Past President's Council" (PPC) means a volunteer group of former Presidents of the Georgetown Chamber of Commerce & Industry.

1. OBJECTS

The Chamber is established for the object set forth in the Georgetown Chamber of Commerce and Industry Act Chapter 89:03 and all discussions and debates within the Chamber shall be confined to those objects.

2. MEMBERSHIP

1. The Chamber shall comprise of Ordinary Members, Associate Members, Non-Resident Members, and Honorary Members.
2. Ordinary Members (whether Class 'A' 'B' 'C' or 'D')) shall be entitled to all privileges of membership; Non-Resident members shall be entitled to all such privileges but shall not be eligible for election to the Council and shall not be eligible to vote at meetings; Associate Members shall be entitled to all such privileges but shall not be eligible to vote at meetings, be elected to the Council and propose or second candidates for the Council and; Honorary Members shall be entitled to all such privileges but shall not be eligible to vote at meetings, be elected to the Council and propose or second candidates for the Council.
3. Ordinary members shall comprise of Large, Medium, Small and Micro Business Enterprises and individuals who are resident and carrying on business in Guyana shall be eligible for membership as Ordinary Members. Large-Sized Business Enterprises shall be Class 'A' Ordinary Members, Medium-Sized Business Enterprises shall be Class 'B' Ordinary Members; Small-Sized Business Enterprises shall be Class 'C' Ordinary Members and Micro-Sized Business Enterprises and individuals shall be Class 'D' Ordinary Members.
4. Not for profit, Business Support Organizations and other Civil Society Organizations carrying on business in Guyana shall be eligible for membership as Associate Members as determined by the Council.
5. Any corporate or unincorporated body incorporated or formed in a country other than Guyana and not carrying on a business in Guyana shall be eligible for membership as nonresident members.
6. Holders of official positions within and without Guyana and persons distinguished in in statesmanship, diplomacy, commerce, industry or finance shall be eligible for membership as Honorary Members.

3. **ADMISSION**

1. Every candidate for admission as an Ordinary Member, Associate Member, or as a NonResident Member shall submit to the Proper Officer, in such form as may be prescribed by the Council, an application bearing his signature and those of his proposer and seconder who shall both be members.
2. Every such application shall be subject to approval by the Council at a Statutory Council Meeting by a simple majority of the votes of the Council members present and voting.
3. Persons qualified to be Honorary Members may be invited by the Council to accept Honorary Membership; and on acceptance of such invitation shall be Honorary Members.
4. (a) Every member may nominate in writing a representative and an alternate and the name of each such representative shall be entered in the register of members and such nominee and no other person shall exercise on behalf of such member the rights of membership to which such member is entitled.

(b) Whenever it shall be desired to revoke or alter the nomination of the representative particulars of such change, revocation or alternation shall be notified in writing to the Proper officer.
5. All persons who are partners, directors, or representatives of a member shall be entitled to attend and participate in the meetings of the Chamber but only the person nominated as the representative and alternate of such member or in default of nomination, the partner or director of such member whose name stands first in the statement delivered to the Proper Officer in accordance with paragraph (1) of this Rule shall be allowed to vote provided always that such member is eligible to vote.

4. **SUBSCRIPTIONS**

1. (a) The annual subscription of all categories of members shall be determined from time to time by the Chamber in a General Meeting.

(b) The annual subscription for the categories of ordinary members shall be:

<u>Category</u>	<u>Qualification</u>	<u>Subscription</u>
A. Large Business Enterprises	Annual turnover greater than \$500M	\$100,000

B. Medium Business Enterprises	Annual turnover greater than \$50M but less \$500M	\$50,000
C. Small Business Enterprises	Annual turnover greater than \$5M but less than \$50M	\$25,000
D. Micro Business Enterprises	Annual turnover of not more than \$5M	\$12,000

(c) The annual subscription for the category of associate members shall be \$50,000.

(d) The annual subscription for the category of non-resident members shall be \$100,000.

2. Any member admitted after the 30th June in any one year shall pay half of the annual subscription for the year.
3. The first subscription of a member shall be due and payable immediately after admission and until paid the admission shall not take effect. Should such subscription remain unpaid for a period of two months such admission shall be null and void.
4. All subscriptions after the first year of membership shall become due and payable on the first day of January and must be paid before the last day of February.
5. A member whose subscription has not been paid as required by Para. 4 of this Rule shall not be entitled to vote nor shall be entitled to nominate candidates to sit on the Council. When such subscription is four months overdue all privileges of members shall be forfeited until his subscription has been paid.
6. Subscriptions in arrears shall be treated as a debt due to and recoverable by the Chamber.
7. Honorary Members shall pay no subscription.

5. RESIGNATION EXPULSION AND SUSPENSION

1. (a) A member may resign membership by written notice to the Proper Officer. Such notice shall be tendered not later than the 31st Day of October otherwise the member shall be liable for the subscription for the following year.

(b) No member shall be re-admitted unless all outstanding subscriptions have been paid.
2. The Council shall have the power to expel any member who becomes:

- (a) Bankrupt or insolvent or suspends payments or enters into any competition or arrangement with his creditors;
 - (b) Is convicted by a competent tribunal of any offence involving moral turpitude;
 - (c) Is found by the Council after due enquiry to be guilty of any act or conduct discreditable as a member of or derogatory to the Chamber; or
 - (d) Has not paid his subscription within eight months of its due date, and upon such expulsion shall forfeit his subscription and all claims upon the Chamber.
- 3. Provided that the Council may, in lieu of expelling such Member, first give him an opportunity to resign or may censure him or suspend him from the privileges of membership for a period not exceeding one year.
 - 4. A Member expelled from the Chamber may be re-admitted to membership by the Council by submitting an application and subject to majority votes and conditions as the Council deems fit.

6. MEETINGS OF THE CHAMBER THROUGH VIDEO CONFERENCING

a) **Authenticity of Meetings of the Chamber by Electronic Means:**

Meetings wherein facility to the members to attend meetings through video conferencing are as good as the meeting wherein physical presence of members were required. Video conferencing is just an additional facility given to the members to attend the Meeting wherein the Member must be physically present in front of the screen. The output screen size must be a minimum of 42 inches in diameter to ensure clear visibility of the Member.

b) **Permissible Electronic Modes of holding Meeting of the Chamber:**

Video conferencing facility only, i.e., audio-visual electronic communication facility is allowed for conducting Meetings. The display should be a television or projector screen of a minimum of 40" in diameter or larger. The sound output from the video conferencing system should be enough to fill the room. Tele Conferencing or Audio Conferencing or participation through Telephone/Mobile is not included herein.

c) **Notice of Meetings:**

The notice of the meeting must inform Members regarding availability of participation through video conference, and also seek confirmation from the member as to whether he/she will attend the meeting physically or through electronic mode and in the absence of any confirmation from the Member, it will be presumed that he/she will physically attend the meeting.

d) Quorum of Meetings:

Participation through video conferencing would also be counted for the purpose of quorum.

e) At the Meeting:

The Chairperson will confirm at the outset and at any reconvening of the meeting that he can see and hear all participating Members. Any Member participating by remote link must also confirm at the outset and at any reconvening of the meeting that he can see and hear the proceedings at the main venue and at all other remote links.

In the case of a number of requests being received for the establishment of multiple remote links for the same meeting, such requests will be considered in chronological order of receipt until the maximum number that the equipment can support has been reached, subject to priority being given to voting members of the relevant Meeting.

In the event of link failure, the remote Member(s) will be deemed to have left the meeting at the point of failure of the equipment and if the link cannot be re-established before the end of the meeting then the presumption will be that the meeting should continue to deal with the item. If the link is successfully re-established then the remote Member(s) will deem to have returned at the point of re-establishment.

f) Minutes of the Meeting:

Minutes of the meeting shall include, but need not be limited to: i) the date, time and place of the meeting; ii) the members who were either present or absent from the meeting and whether those members in attendance were physically present or present by video conference; iii) a summary of discussion on all matters proposed, deliberated, or decided; and iv) a record of any votes taken.

7. GENERAL MEETINGS

1. The Annual General Meeting of the Chamber shall be held not later than the 31st day of March and if necessary may be adjourned from time to time.
2. (a) Notice of the Annual General Meeting and all relevant documents of all Adjourned Annual General Meetings shall be given at least twenty-one and three days respectively previously by circular to all members of the Chamber but the accidental omission to give any such notice shall not invalidate the proceedings at any such meeting.
 - (b) No notice shall be required to any of the adjourned meeting if the meeting is held within seven days.
 - (c) Five days before the date set for the General Meeting, the Register of Members shall be closed and the membership list extracted. Only persons whose names appear on the list shall be eligible to vote at the meeting.

3. The business to be transacted at the Annual General Meeting of the Chamber shall ordinarily be as follows: -
 - (a) Reading of the Notice convening the Meeting.
 - (b) Report and Accounts of the Council for the preceding year.
 - (c) Election of members of the Council.
 - (d) Appointment of an auditor and determine his remuneration, if any.
 - (e) Consideration of any business or motion of which due notice shall have been given.

4. No business or motion shall be brought forward by a Member at any Annual General Meeting (except the matters specified in section 12 of the Georgetown Chamber of Commerce Ordinance and the making of rules and by-laws) unless notice in writing thereof shall have been given to the Proper Officer not less than twenty eight (28) days before such meeting.

5. (a) A Special General Meeting may be called by: i) the President or in his absence; ii) two Vice Presidents; iii) seven members of the Council; or iv) ten percent or fifteen members whichever is the highest by notice in writing to the Secretary.
 - (b) The Secretary shall within two working days of receipt of the requisition give seven days' notice of the meeting.
 - (c) The notice in writing to the Secretary shall specify the purpose of the meeting and only the matter so specified shall be considered at the meeting.

6. The quorum for general meetings of the Chamber shall be twenty (20) members (present in person or by their duly authorized representatives or present via teleconference of whom at least eleven (11) shall not be members of the Council. This position shall not apply to requisition meetings.

7. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within half an hour, the members present shall then be deemed to constitute a quorum provided that in the case of a requisition meeting, if no quorum is present the meeting shall be aborted.

8. (a) The President or in his absence, one of the Vice-Presidents or in their absence a person chosen by the meeting shall preside as Chairman either on a show of hands or on a ballot. The Chairman of any meeting shall in addition to his vote as a member be entitled to a casting vote in an even of a tie.
 - (b) A Special Resolution, that is, the resolution requiring the vote of not less than 2/3rds of the persons eligible and voting shall be required in the following cases:

- (i) a proposal to sell or otherwise dispose of significant portion of the assets of the Chamber.
- (ii) to join a body whose objects are dissimilar to those of the Chamber.
- (iii) to alter the objects of the Chamber.

9. There shall be an Executive Director of the Chamber who will be responsible for the day to day administration of the Chamber among other duties. This post is to be remunerated as agreed by the Council. The duties of the incumbent are listed in Appendix 1.
10. At any time during the period of Office of the incumbent officer, the Council may vote to replace the incumbent officer by a vote of two thirds of the Councilors present provided that such decision shall not restrict such rights and entitlements to which the person is entitled under their employment contract and the Laws of Guyana.
11. The Executive Officer shall be the proper officer as designated in Section 1 (h) of the Rules.
12. Questions and motions at all general meetings of the Chamber shall be determined by a majority of the votes of the members present and voting. Voting shall be by a show of hands unless a ballot is (before or after the show of hands) demanded by any Member. If a ballot is demanded it shall be taken either immediately or after an adjournment not exceeding seven days and in such manner and at such place as the Chairman of the meeting may direct.

8. COUNCIL

1. Nominations for members of the Council duly nominated and seconded by a member shall be submitted by placing the nomination form in a sealed ballot box to be placed in the office of the Proper Officer no later than seven days prior to the meeting.
2. If there are more than twenty-one nominations for the election of members to the Council there shall be a ballot for their election at the meeting. The process shall be supervised by the Proper Officer.
3. Voting papers shall be prepared by the Proper Officer and shall on application be handed to each member entitled to vote, shall on signing the register place his voting paper in the locked ballot box.
4. Each member may vote for as many candidates as there are seats on the Council but he shall not cast more than one vote for any single candidate.
5. The names of those members elected according to the ballot shall be announced by the Proper Officer at the meeting.

9. OFFICERS

1. (a) The Council shall at its first meeting after the Annual General Meeting elect out of its own body an Executive Management Committee. This Council shall comprise:
 - (a) President
 - (b) Senior Vice-President
 - (c) Junior Vice-President
 - (d) Treasurer
 - (e) Secretary

- (b) The Executive Management Committee shall elect out of its own body a President that is a citizen of the Republic of Guyana. The Nominee shall not be precluded to serve as president or council on the provision of dual citizenship whereby one is Guyanese Citizenship.

- (c) Each Executive Management Committee member shall hold office until his successor is elected. The Immediate Past President may be invited to sit on the Executive Management Committee.

- (d) No Executive Committee Member shall serve more than two (2) consecutive terms in the same position.

10. POWERS OF THE COUNCIL

Without prejudice to the general powers conferred by the Ordinance the Council may:

- (a) Fill any vacancy on the Council whether arising from death, resignation or nonattendance at meetings or otherwise until the next general meeting of the Chamber; provided that a member or members of the Council who are elected as a representative of a member of the Chamber shall automatically vacate office as a member of the Council on being notified that the said Council member is no longer its representative.

- (b) Grant leave of absence from meetings to any member of the Council for any period not exceeding three months and fill during such absence the temporary vacancy so arising;

- (c) Invest in Government or Municipal Bonds or other securities surplus funds of the Chamber not immediately required;

- (d) Direct by whom and in whose presence the Seal of the Chamber, if any, is to be affixed;

- (e) Generally execute all powers and functions of the Chamber not exclusively conferred upon general meetings of the Chamber;

- (f) Acquire, hire, erect, furnish and keep in repair such offices and buildings as may be required for the purpose of transacting the business of the Chamber;
- (g) Allow reporters to be admitted to any meeting of the Chamber or the Council or to any part of such meeting and to take notes of the proceedings.

11. MEETINGS OF THE COUNCIL

1. The Minutes of the Annual General Meeting shall be approved at the first meeting of the Council.
2. The regular meeting of the Council shall be held once per month or more frequently as the Council may fix.
3. Special meetings of the Council may be convened by the President, or any Vice-President or any other three members of the Council.
4. Notice of all meetings stating the business to be transacted or the objects of the meeting shall be by circular by the Proper Officer to each member of the Council at the latest on the day previous to the meeting. Provided that no notice shall be required for a meeting of a new Council held immediately after its election at the Annual General Meeting.
5. Business of which notice has not been given may be transacted at any meeting of the Council with the permission of the President or a two-thirds majority of the members of the Council present.
6. If any member be absent without leave from all meetings of the Council for two months, the President shall, in writing, call such failure to the attention of the absent member and if a satisfactory reason for absent is not received by the Executive Management Committee within 30 days, the absent cease to be a member of Council.
7. The Council may act notwithstanding any vacancies in its membership.
8. All meetings of the Council shall be presided over by the President or in his absence by one of the Vice-Presidents, the Secretary or the Treasurer or in their absence by a member of the Council elected by the majority of the Members of the Council present at the meeting.
9. The quorum necessary for the transaction of business shall be seven members.
10. If a quorum be not present within fifteen minutes from the time appointed for the meeting the members present may adjourn the meeting.
11. All acts of the Council and all questions coming or arising before the Council shall be done and decided by a majority of Councilors present and voting thereon at the meeting.

12. The Chairman of the meeting shall, in the case of an equality of votes, have a second or casting vote.
13. All members and Associate Members of the Chamber may attend the meetings of the Council and may take part in the discussions but shall not be entitled to vote at such meetings.
14. The President may invite any person who is not a member to attend any meeting of the Chamber and any meeting of the Council.

12. COMMITTEES

1. The Council shall at its first meeting after the Annual General Meeting and may at any meeting thereafter and from time to time appoint such Committees or sub-Committees of its members to consider and deal with special matters as may be necessary and may associate with those committees or sub-committees any member or members of the Chamber who shall have full privilege to act and vote on those committees or subcommittees. Non-members of the Chamber may also be associated but without power to vote.
2. Notwithstanding the above and without prejudice to any other committees which may be formed, the following committees are mandatory:
 - (a) Finance Committee
 - (b) Membership Committee
 - (c) Security and Governance Committee
 - (d) Fund-Raising Committee
 - (e) Advocacy and Public Relations Committee
3. The President and Vice-Presidents shall be ex-officio members of all Committees.
4. The Chairman of each Committee shall be appointed by the Council. Such Chairmen must attend meetings of the Executive Management Committee when invited to do so. A minimum of one Councillor must serve on each Committee.
5. The Chairman, President and Vice-President may invite members or non-members of the Chamber to attend meetings of the Committee but without power to vote.
6. Every Committee may request the attendance of members or non-members to give evidence.
7. The President or either Vice-President may on behalf of the Council refer to any committee any communication requiring consideration.

8. The Chairman of each committee shall bring up the reports and recommendations of his committee for consideration and adoption at a meeting of the Council.

13. THE PAST PRESIDENTS' COUNCIL

- (a) The Past Presidents' Council shall be a separate body from the Committees of the Chamber and shall have one vote at all meetings of the Chamber.
- (b) The Immediate Past President of the Chamber shall preside as Chairperson and call the meetings of this Council.
- (c) Meetings of the PPC shall be scheduled quarterly but can be called at any time if necessary.

14. MINUTES

1. Minutes of the proceedings of the Chamber, the Council and every Committee shall be entered in books kept for that purpose.
2. Any such minutes approved by the next following meeting and signed by the Chairman of the meeting at which the proceedings were had, or by the Chairman of the next succeeding meeting, shall be evidence of the proceedings.
3. Where minutes have been made in accordance with the provisions of this rule then, until the contrary is proved, the meeting shall be deemed to have been duly held and convened, and all proceedings had thereat to have been duly had, and all appointments shall be deemed to be valid.
4. The books containing the minutes shall be open to inspection by the Members of the Chamber.

15. ACCOUNTS

1. The Accounts to be presented at any Annual General Meeting of the Chamber shall be duly audited.
2. All monies received by or on behalf of the Chamber shall be deposited with a bank approved by the Council.

3. All payments exceeding such amount as may be determined by the Council shall be made by cheque; and all cheques for payment of moneys shall be signed by such persons as may be authorized by the Council in that behalf.

16. COMMERCIAL ARBITRATION

1. The Chamber may undertake through its Council or a Committee appointed for the purpose the settlement of disputes arising out of commercial transactions.
2. It shall be a condition of any such arbitration that the decision of the Council or the Committee shall be final.

17. NOTICES

1. Any notice or other document may be served by the Chamber upon any member either:
 - (a) By delivering it personally to the member;
 - (b) By leaving it at the member's registered address;
 - (c) By sending it through the post in a prepaid envelope or wrapper addressed to the member at his registered address; or
 - (d) By sending it through electronic mail to the member at his designated electronic mailing address.
2. A notice or other document if sent by the post shall be deemed to have been served at the expiration of four days after the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that such envelope or wrapper was properly addressed and stamped and put in the post.

18. OFFICE HOURS

The Office of the Chamber shall be open at such times as the Council may from time to time direct.

19. REGISTER OF MEMBERS

The Proper Officer shall keep a register containing the names and addresses of the members and Associate Members of the Chamber and such register shall be open to inspection by members at any convenient time.

20. SEAL

The Seal to be used on commercial documents may be affixed by the Executive Director or Junior Executive Officer and all other documents requiring to be executed by the Chamber under Seal shall be deemed to be sufficiently executed if the Common Seal of the Chamber is affixed thereto and the document is signed by the President and the Secretary or in such other manner as the Council may determine.