

# NEGRIL CHAMBER OF COMMERCE BY-LAWS

## **General:**

This document describes the framework to the Negril Chamber of Commerce's Structure, Operations and Management and supplements its Articles of Incorporation and Memorandum of Association; (hereinafter known as The Chamber), the primary Laws of The Chamber which were formally adopted by the Founding Members and Directors in 1992 and 1993.

The following By-Laws were adopted by the Board of Directors and the General Membership on the 12th February 2019 at an Annual General Meeting and amended at the Board of Directors Meeting held on Tuesday 8<sup>th</sup> September 2020 and will be hereinafter considered to be the "secondary laws" of The Chamber. These Laws were further amended and approved by special resolution on 5<sup>th</sup> December 2020 and at a Board of Directors Meeting on 7<sup>th</sup> November 2023 and again on the 4<sup>th</sup> February 2025 by special resolution at their Board of Directors Meeting.

The Negril Chamber of Commerce is incorporated under the Companies Act of Jamaica as a Limited Company and is known as Negril Chamber of Commerce Limited, Company No: 33468.

## **Mission:**

1. The Mission of The Chamber is to promote economic progress, general welfare and prosperity, quality of life within Negril and its environs and to foster a climate in which commerce, industry, agriculture, and the local community will flourish.
2. The Chamber of Commerce shall observe all local, parish and government of Jamaica laws which apply to a nonprofit organization.

## **Membership:**

### **Eligibility:**

1. There shall be five (5) categories of Full General Membership in The Chamber: Directors Emeritus, Individual Membership, Company Membership, Organizational Membership and Honorary Membership.
2. There shall be a further Associate Membership Category for Junior Membership.
3. Any person, firm, partnership, association, organization or corporation having an interest in the objectives of the Association and meeting the criteria may apply for general or associate membership in The Chamber.

### **Election and Fees:**

1. Applications for full general and associate/junior membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Approval of members will be by the affirmative vote of not less than 2 members of the Board of Directors at any meeting thereof. Any applicant so confirmed shall become a member upon payment of the regularly scheduled Dues and completion of all Beneficial Ownership Information as required by the Companies Act of Jamaica (Amended 2023).

2. The Board of Directors shall set the amount of General Membership Dues for members of The Chamber. Annual General Membership Dues for members shall be paid on an annual basis at the beginning of the calendar year in January.
3. Membership Dues shall be at such a rate, or rates, schedule or formula as may from time to time be prescribed by the Board of Directors, payable after confirmation of same.
4. No interest, earnings or financial return directly to members is provided as a result of the Dues.

**Representation:**

1. Any person, association, corporation, company or partnership, upon becoming a member of the Chamber, may then designate an individual of said association, corporation, company or partnership to represent the association, corporation, company or partnership in all matters concerning The Chamber.
2. One vote is allowed for each General Membership Category. The person designated to cast this vote shall be specifically entered upon the record of The Chamber at the time of joining The Chamber. This information along with all the personal and company data related to the Beneficial Ownership of their company or organization will be updated annually and held at the Chamber designated Office for no less than a period of seven (7) years and available for inspection by the Registrar of Companies; however, a General Member may change its designee, as it deems appropriate.

**Membership Applications:**

1. An application for General Membership or a nomination for Honorary Membership may be acted upon by the Board of Directors. An affirmative vote of 2 of those Directors in attendance shall be required to grant membership in The Chamber. In the event that no Directors are familiar with the applicant, a site visit to the applicant's business or individual shall be conducted by two (2) sitting Directors. Directors shall not approve applications for membership until they have checked that the Beneficial Ownership Information and proof of Identity has been provided and verified by viewing their I.D. Acceptable ID will include back and front of Driver's License, Passport, Voters ID, Certificate of registration of their company or such other proof as is available.
2. An application for Associate/Junior Membership may be acted upon by the members of the Junior Board who will make their recommendations to the Board of Directors for approval.
3. Full General Members shall be entitled to a vote, to hold office, to receive all publications of The Chamber, to utilize the facilities of The Chamber Office, to serve on standing committees or sub committees and to attend all regular and special meetings and to have the privilege of the floor at such meetings. Furthermore, they shall be allowed to participate in all referenda conducted by The Chamber and to display the emblem of the organization with the approval of the Board. A copy of the current By- Laws shall be made available and provided to all members upon request and will be available on the NCC website for the guidance of all members.

4. A member who has been bestowed the title of Director Emeritus by the Board of Directors has full voting rights and can receive all publications, utilize the facilities, and serve on standing committees and attend all regular and special meetings and have the privilege of the floor at such meetings. They are not included in the number of persons required as a quorum at Board meetings.

5. An Honorary Member is a special status to be bestowed by the Board of Directors. Honorary members can receive all publications, utilize the facilities, and serve on standing committees and attend all regular and special meetings and have the privilege of the floor at such meetings. They are not included in the number of persons required as a quorum at Board meetings.

6. An Associate/Junior Member may be nominated by the Junior Board, up to a maximum of two members, to attend full General Meetings and meetings of the Board of Directors from time to time to represent the views of the said Board and to bring forward any items for inclusion in the Agenda for General Meetings.

7. General membership in The Chamber shall not be transferable unless with the prior approval of the Board.

**Termination:**

1. The Board of Directors, by affirmative vote of 2/3 (two thirds) of all members of the Board, may suspend or expel a member for conduct unbecoming another member or conduct deemed to be prejudicial to the aims or repute of The Chamber after due notice (2 weeks) has been given to the member in question. Such members will be notified by certified mail, return receipt requested, or by email or by personal delivery of the charges giving rise to the expulsion or suspension. Reinstatement of membership in The Chamber of an expelled member shall be made by re- application to the Chamber after 12 months.

2. When a member shall be in default on payment of Membership Dues for a period of four (4) months from the notification of said Membership Dues renewal notice, membership shall there upon be terminated. Notwithstanding the foregoing, a member shall not be considered in good standing if Membership Dues are not paid within 120 days of the receipt of a renewal notice.

3. When a member shall be in default of initially supplying, and updating annually, the beneficial ownership information required under the Companies Act, amended 2023 their membership will be terminated until the information required is supplied and verified.

4. Any member, upon written notification to the Board of Directors, may resign from membership of The Chamber.

5. The death, resignation, expulsion, dissolution or closure of a business shall terminate the member`s membership and all rights incidental thereto with the exception of a business dissolution or closure which may transfer their membership to an individual status. There shall be no refund of fees or dues.

6. Reinstatement of membership in The Chamber of a resigned member shall be made by re- application to the Chamber.

### **Annual General Meeting:**

1. The general membership of The Chamber shall hold an Annual General Meeting (AGM) usually in the month of November of each year and no later than the 31st March of the following year at a time and place to be designated by the Board of Directors. At such Annual General Meeting, the newly elected officers may be installed, reports of the officers of The Chamber may be considered and any other business may be transacted.
2. One third (1/3<sup>rd</sup>) of the voting Board of Directors shall be elected annually to serve for three (3) years or until their successors have been elected and have qualified to meet the criteria of good standing and have supplied the required Beneficial Ownership Information.
3. Nomination and Voting Requirements:
  - a. Nominations for filling positions as Director are requested no later than 24 hours before the AGM to the Office Manager.
  - b. Members are allowed to nominate individual(s) to become a director and must first confirm with the individual(s) they are nominating if he/she is willing to serve as a director and willing to provide relevant beneficial ownership information as required under the Companies Act, amended 2023.
  - c. No member shall be entitled to nominate, be nominated or vote unless all dues have been paid.
  - d. No member shall be entitled to be nominated as a Director unless they have attended at least six(6) General Meetings of the Chamber in the previous year's Term.
  - e. The general membership will then vote for the nominated people by secret ballot and every member in good standing shall have one vote.
4. Executive Officers:

Once the directors have been chosen, the newly elected board will nominate directors for the office of President. If there are multiple nominations then the general membership will vote and choose the President; if there is only one nomination, then this Director will automatically assume the position.
5. The first meeting of the new board commences immediately afterwards during a short recess of the AGM and the other posts are voted on by the new President and newly confirmed Board.

The officers elected as First Vice President, Second Vice President, Third Vice President, Treasurer, and Secretary will then be confirmed to the general membership.
6. In Special Circumstances arrangements may be organized to conduct the Annual General Meeting via "Zoom" or such other suitably recognized online or virtual facility. In such cases the normal arrangements for conducting the AGM will apply except that nominations, minutes and agenda along with all other normal

procedures will be conducted via the Internet and the eligibility of members in good standing with full voting rights will be uploaded seven days prior to the meeting.

The Board of Directors will be empowered to adjust, organize and decide the most appropriate method to ensure an efficient and effective process that is fully transparent.

### **Meetings of the General Membership:**

1. Meetings of the general membership shall be held at such time and place and at such intervals as the Board of Directors may designate. This will include, in special circumstances, online meetings via “Zoom” or such other internet or virtual methods available and agreed by the Board of Directors.

Notice calling Meetings should be sent to Members via Email as timeously as possible and preferably with at least seven (7) days’ notice.

2. Minutes or a record of the action points from all meetings shall be emailed to members seven (7) days after said meeting in order to progress the effective operation of The Chamber.

3. Special meetings of the general membership may be called by the President or by the written request of five (5%) of the general members in good standing with The Chamber. The notice of each General Membership meeting, stating the time and place thereof, shall be given or emailed to the members.

4. A quorum at any general meeting of the members shall consist of the President and/or the appropriate Vice President designated under these by-laws and not less than fifteen percent (15%) of the general members in good standing with The Chamber.

### **Board of Directors:**

The Board of Directors shall be composed of no more than Eleven (11) board members plus seven (7) ex-officio voting officers defined as President, Immediate Past President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer. These seven (7) Office Bearers shall serve for one year and be eligible for re-election. Other vacancies will be filled from the general membership as required or until their successors have been duly elected and have qualified to meet the criteria of good standing, provided the relevant beneficial ownership information and have attended at least six general meetings of the Chamber in the previous year. The President shall serve as Chairperson of the Board and shall have a casting vote in the event of a tie.

2. The government and policy-making responsibilities of The Chamber shall be vested in the Board of Directors, which shall control property, be responsible for raising and accepting finances and for direct affairs. A quorum at meetings will be one third of the Board Members.

3. Any designated representative from a general membership in good standing is eligible to hold the office of Director, however, no more than one Director per membership application. In

the event of multiple memberships, resulting from or due to mergers and acquisitions, each member shall be allowed to continue as a Director until the first expiring term.

4. Should a Director change employment during their term and their new employment is not a Chamber member or they are not the designated representative/liaison of that business, that Director shall have thirty (30) days to 1) resign their Board position, 2) become the designee of their new employment or, 3) purchase an individual membership.

5. In the event a Director is absent from three (3) consecutive meetings or four (4) regular meetings of the Board of Directors for the year, whichever is applicable, the Director's resignation shall be deemed to have been tendered and accepted. However, a majority vote by the Board may over ride this provision.

6. Vacancies on the Board of Directors shall be filled by nomination by the Board of Directors. In the first instance preference shall be given to those members in good standing who stood for election at the Annual General Meeting and had agreed to fulfill the position of Director but were unsuccessful in being elected. Any member appointed to fill an unexpired term of a Director shall hold the office until the expiration of the original vacating Director's term.

7. Each member of the Board of Directors shall have one (1) vote on any matter before said Board.

8. Directors and members of committees shall serve without compensation for their services. This shall not preclude any Director or member from serving the Chamber in any other capacity, as an officer, agent, employee, or otherwise and receiving compensation for that service. However paid employees may not serve as a Director of The Chamber as this may result in a conflict of interest.

9. The President shall preside at meetings of the Executive Committee, the Board of Directors and all General Membership meetings.

10. The First Vice President shall act in place of the President in the event of the President's temporary disability or absence from meetings or other activities, which the President is designated to perform by these By-Laws.

11. The Second Vice President shall act in place of the First Vice President in the event of the First Vice Presidents temporary disability or absence from the meetings or other activities which the President or First Vice President is designated to perform by these By-Laws.

12. The Third Vice President shall act in place of the Second Vice President in the event of the Second Vice Presidents temporary disability or absence from the meetings or other activities which the President, First Vice President or Second Vice President is designated to perform by these By-Laws

13. In the interests of continuity the President should do his or her best to make sure at least one additional director attends scheduled meetings or appointments on behalf of The Chamber. The Board of Directors will be informed of the date, time and place of all meetings pertaining to the work of The Chamber so that they can choose to attend said meetings.

14. Each Responsible Director shall exercise care not to disclose confidential information acquired in connection with their status as a Director nor supply information the disclosure of which might be adverse to the interests of the Chamber. Furthermore, the Responsible Director shall not disclose or use information relating to the business of the Chamber for the personal profit or advantage of the said Director or a Family Member. Such information shall be disclosed after approval by the Board of Directors or when minutes are approved by the Board.

15. The Treasurer shall serve as the Chairperson of the Finance sub-committee and shall be responsible for the safeguarding of all funds received by The Chamber and for their proper disbursement. Such funds shall be kept on deposit in a financial institution or invested in a manner approved by the Board of Directors. Cheques are to be signed by any two of the following registered signatories, President, First Vice President, Second Vice President, Third Vice President or Treasurer.

16. The Treasurer shall cause a monthly financial report to be made to the Board.

**EXECUTIVE and SUB COMMITTEES:**

1. To expedite Chamber business an Executive Committee may be appointed to progress the work of The Chamber. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions.

2. Sub-committee's may be appointed to deal with specific aspects of The Chamber's day to day business and each sub-committee will be chaired by at least one Director together with additional members from the general membership as required and who are appointed annually by the President, but subject to the approval of the Board of Directors.

3. The President may in exceptional circumstances appoint a sub-committee Chairperson who may not be a member of the Board of Directors; that individual shall be a non-voting member of the Committee. The General Manager or other employee shall serve as Corporate Secretary and is a non-voting member of any Executive or sub Committee. The elected secretary may also serve as the corporate secretary to the Board of Directors with full voting rights.

4. No action by any member, committee, director or officer shall be binding upon or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

5. Sub-Committees shall be discharged by the Chairperson of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

**General Manager and Employees:**

1. The Board of Directors shall have the power to appoint a General Manager (GM) to conduct the day-to-day business of the Organization and any other such employees as required to support the day-to-day work of the Chamber e.g., Office Manager. No person shall have the right to vote on matters before the Board of Directors when holding the position of General Manager (GM) or Office Manager.

2. Any employees after the GM will be solely responsible to and supervised by the GM. The General Manager (GM) shall be responsible for hiring, discharging, directing and supervising all other employees in accordance with the Laws of Jamaica and the employment policies and practices of The Chamber and be responsible to the Executive Board through the elected Secretary of the Board of Directors on all personnel matters.
3. The General Manager (GM), subject to the approval of the Board of Directors, shall sign all contracts and obligations of The Chamber and shall assist in the formulation and promotion of the general activity program of The Chamber.
4. The General Manager (GM) shall be the chief administrative and executive officer. The General Manager (GM) employed shall serve as the Corporate Secretary to the Board of Directors and cause notices, agendas and minutes of the Board to be prepared.
5. The General Manager (GM) shall serve as an advisor to the President and the other Committees on program planning and shall assemble information and data and cause to be prepared special reports as indicated by the program of The Chamber.
6. The GM should collate all action points from said committees for the Board of Directors.
7. The General Manager (GM) shall be responsible for the administration of the Program of Work in accordance with the policies and procedures of the Board of Directors.
8. With the cooperation of the Treasurer and members of the Finance Committee, the General Manager (GM) shall be responsible for the preparation and operation of budgets covering all activities of The Chamber, subject to the approval of the Board of Directors. The General Manager (GM) with the cooperation of the Treasurer shall insure all expenditures within approved budget allocations. In the absence of a General Manager the Board of Directors may appoint an assistant Treasurer to support the work of the elected Treasurer.
9. The GM will undertake any other duties as prescribed by the Board of Directors to support the exigencies of the work of The Chamber.

**Finance:**

1. The fiscal operation of The Chamber shall be January 1st to December 31st.
2. All monies received by The Chamber shall be accounted for as either general or restricted funds.
3. The financial institutions designated by the Board of Directors as the depository of the Chamber shall receive all funds belonging to the Chamber from the General Manager (GM) or the Treasurer and shall deliver a receipt for same to the Chamber. Such depository shall be directed to pay out funds only upon the written order or cheque signed by the designated signatories.
4. Prior to each fiscal year, the Treasurer shall prepare a Budget of Anticipated Revenue and Expenses, with the aid of the GM and Finance Committee, which shall be submitted to the Board of Directors for approval or other action. The Treasurer and/or General Manager (GM) shall solicit input from all directors and committees prior to the finalization of the Budget.



5. Upon the approval of the budget, the General Manager (GM) along with the Treasurer shall be authorized to make disbursements on accounts of expense provided for in the budget for current expenses without approval of the Board of Directors. All disbursements shall be made by cheque signed by designated signatories.
6. Disbursement of funds from the Chamber to cover expenses not provided for in the budget shall be made only after the same has been approved and ordered by the Board of Directors. In no case shall the appropriation of money or other property of the Chamber be made for any purpose other than expenses authorized in the budget, except by action of the Board of Directors. No committee or individual member shall obligate the Chamber to pay out any funds for unbudgeted items without prior approval of the Board of Directors.
7. The Board of Directors shall be authorized to adjust or review the annual budget to conform to any limitations or expenses allowed or created by changes in the gross income due to changing conditions during the fiscal year.
8. The Board of Directors shall cause the books and accounts at the close of each year's business to be reviewed or compiled by a Certified Public Accountant or by a special designated group, which shall present a Compilation Report, or Audit, to the Board of Directors.
9. Money raising or self-funding events planned by any of the committees during the year must have prior approval of the Board of Directors. All funds collected and expended for such events must be deposited or paid to The Chamber. Committee fund balances are treated as restricted or unrestricted assets of The Chamber and are not the property of individual committees. Any excess of funds may be transferred to the chambers registered charity, Negril Trust Fund, for disbursement towards community priorities or invested in an appropriate manner to increase the funds of the Chamber.

**Seal:**

1. The Board of Directors shall adopt and cause to be used a corporate seal of suitable design, setting forth the name of the corporation, the name of the Parish and the date of incorporation.

**Referendum:**

1. Upon the request in writing of ten percent (10%) or more of the General Members in good standing, or by a majority vote of the Board of Directors, the Board of Directors shall submit any question to the Membership for a referendum vote at a General Membership Meeting called for that purpose or by email to the Membership for a referendum vote. If the ballot is emailed to the General Membership, a supporting statement for each side of the question shall accompany the ballot. When so stated in the written request, the decision arrived at by the ballot shall be final and shall be binding upon the Board of Directors.
2. In the event a special General Membership meeting is called for the purpose of a referendum vote, the same shall be called by the President within fifteen (15) days from a written request or the action of the Board of Directors. A referendum submitted to the Membership by email shall be returnable within a period of ten (10) days from the date of the email.

**Amendments:**

1. The By-Laws of The Chamber may be amended or repealed, or new By-Laws may be adopted:-

a) by the vote or written assent of the majority of the members entitled to vote.

b) by the vote of the majority of the quorum at the General Membership Meeting duly called for the purpose according to the By-Laws; or c) by two thirds (2/3) vote of the Board of Directors.

2. Copies of the proposed amendments, repeal, or new By-Laws shall have been emailed to each member of The Chamber at least seven (7) days before the date of the meeting of the Board of Directors or general Membership at which it is to be voted upon or at which time the email is due.

**Dissolution:**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized or qualified charitable, educational, environmental, scientific or philanthropic organizations to be selected by the Board of Directors as defined in the Laws of Jamaica.

**Parliamentary Procedure:**

1. The parliamentary procedures for The Chamber will follow the rules of the Companies Office of Jamaica's rules and regulations for a Limited Company and these shall govern all proceedings of The Chamber subject to such special rules as have been or may be incorporated from time to time into the By-Laws.

**Contributions:**

1. Under no circumstances shall this organization contribute general fund monies for political issues and/or candidates.

**Indemnification Clause:**

1. No member, officer or director of this Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

The aforementioned By-Laws for the Negril Chamber of Commerce were adopted by the Board of Directors at the Meeting held on Tuesday 4th February 2025.

The following are the Board of Directors Names and duly witnessed.

Elaine Allen Bradley\_\_\_\_\_

Richard Wallace\_\_\_\_\_

Damian Salmon\_\_\_\_\_

Nola Stair-----

Lady Jan Samuels\_\_\_\_\_

Simone Goffe\_\_\_\_\_

Sophie Grizzle Roumel-----

Camille Seaton- Rogers\_\_\_\_\_

Marva Hewitt\_\_\_\_\_

Karen Lannigan\_\_\_\_\_

Nestor Absera\_\_\_\_\_

Sean Greenfield\_\_\_\_\_

Duwayne Wiggan\_\_\_\_\_

Dwight Bell-----

Ludwig Samuels-----

Heather Ramirez-----

Robin McFayden-----

Rosa Young-----

IN WITNESS THEREOF \_\_\_\_\_

NAME Donald Grizzle\_\_\_\_\_

DATE-----4<sup>th</sup> February 2025-----