

CONSTITUTION

1. The name of the Society is the COUNCIL OF TOURISM ASSOCIATIONS
2. The primary purpose of the Society is to advocate the interests of associations whose members are engaged primarily in tourism-related services through education and representation to provincial and federal government, the business community and associated media in order to inform them of the opportunities and concerns of this sector. The secondary purpose of the Society is to promote tourism into and within the Province of British Columbia.
3. The Society shall be non-partisan, non-sectarian, non-sectional and non-profit. This provision shall be unalterable.
4. Upon dissolution of this Society, all the Society's profits and assets after payment of all debts, liabilities, etc., shall be distributed equally to those associations who are Members in good standing at the date of dissolution. This provision is unalterable.

BYLAWS

The Bylaws of the Society are those set out in
Bylaws Of Council of Tourism Associations
attached hereto.

**BYLAWS OF
COUNCIL OF TOURISM ASSOCIATIONS**

PART 1: Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
 - (a) "Directors" refers to the members of the Board of Directors.
 - (b) "Society Act" means the Society Act of the province of British Columbia from time to time in force and all amendments to it.
 - (c) "Registered address" of a Member means address as recorded in the register of Members.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and corporation.

PART 2: Membership

3. The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become Members, in accordance with these bylaws and, in either case, have not ceased to be Members.
4. (1) Membership in the Society includes the following categories: Association Members and Business Members.
 - (2) Association Members may include regional tourism associations, tourism sector associations and other not-for-profit associations that promote tourism into and within the province of British Columbia.
 - (3) Business Members may include proprietorships, partnerships or corporations whose primary focus is providing goods or services to the tourists in BC.
 - (4) All memberships are subject to the approval of the Board of Directors.
5. Each Member shall be represented by its President or his designate who shall have the authority to vote. In their absence the Manager of that Member may cast the vote.
6. Each Member shall have one vote at meetings of the Society.
7. Each Member shall uphold the Constitution and comply with these Bylaws.
8. Membership fees will be determined by the Board of Directors.
9. A Member shall cease to be a Member of the Society:
 - (a) by delivering its resignation in writing to the secretary or by mailing or delivering it to the address of the Society;
 - (b) on being expelled;
 - (c) on having been a Member not in good standing for 12 consecutive months; or
 - (d) if it ceases to carry on business.

10. (1) A Member may be expelled by a special resolution of the Members passed by not less than 3/4 of those Members present at a general meeting.
 - (2) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason for the proposed expulsion.
 - (3) The Member who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at the general meeting before the special resolution is put to a vote.
11. All Members are in good standing except a Member who has failed to pay his current annual Membership fee or any other of debt due and owing by him to the Society and he is not in good standing as long as the debt remains unpaid.

PART 3: Meetings of Members

12. General meetings of the Society shall be held at the time and place, in accordance with the Societies Act, as the Directors may decide.
13. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at the meeting.
14. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and no more than 15 months after the holding of the last proceeding annual general meeting.
15. General meetings shall normally be held every 3 months but may be called by the President or the Board from time to time as required.
16. Notice for meetings of the Society shall be sent by mail or fax to the Office of the Member and to the home address of each association President if so requested by that President.

PART 4: Proceedings at General Meetings

17. (1) No business other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum is one more Member greater than 50% of the total number of Members or a number that the Members may determine at a general meeting, but never less than three Members.
18. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.
19. The President of the Society, the Vice-President or in the absence of both, one of the other Directors present shall preside as chairman of a general meeting.

20. If at a general meeting there is no President or Vice-President within 30 minutes after the time appointed for the meeting, the Members present shall choose one of their Members to be chairman.
21. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
22. In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member and the proposed resolution shall not pass.
23. (1) A Member in good standing present at a meeting of Members is entitled to one vote.
 - (2) Voting is by show of hands.
 - (3) Voting by proxy is not permitted.

PART 5: *Directors and Officers*

24. (1) The affairs of the Society shall be mandated by the Society's voting Membership.
 - (2) A Chief Executive Officer (CEO) shall be engaged by the Society to be responsible for the day-to-day affairs of the Association, including but not limited to advocacy program management and administration.
 - (3) The CEO shall be responsible on a day-to-day basis to the President, but shall ultimately be responsible to the Board of Directors.
 - (4) The CEO shall be an ex-officio Member of the Board of Directors as well as a Member of any Committees formed by the Board to which he or she may be so appointed.
25. (1) The Board of Directors shall consist of nine (9) directors, eight (8) of whom shall be elected by the Members and one of whom shall be the Past President.
 - (2) The officers of the Society shall consist of the President, the first Vice-President, an additional five (5) Vice-Presidents, the Treasurer and the past President. With the exception of the Past President, the officers shall be appointed by the Directors from amongst themselves. The Past President shall be the person who held the office of President immediately preceding the appointment of the new President.
 - (3) Representatives of Business Members elected to the Board of Directors shall not exceed two (2) of the total nine (9) Directors. Representatives of Business Members are not eligible to become President.
26. The Past President shall remain a voting member of the Society.

27. In the case of an equality of votes the chairman does not have a second or casting vote and the resolution shall not pass.

28. (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required by be exercised or done by the Society in a general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.

(2) No rule, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

(3) The Society shall purchase and maintain insurance for the benefit of all Directors and Officers against personal liability incurred by him as a Director or Officer in faithfully discharging his duties.

29. (1) Each Director shall be elected for a term of two years.

(2) The President shall not be entitled to serve consecutive two year terms as President.

(3) For the purposes of these Bylaws, the word "consecutive" or any similar word shall be construed such that:

- (a) To the extent that a Director is President, that will not be considered as one of his or her consecutive terms as a Director holding any other office.
- (b) To the extent that a Director is Past President, that will not be considered as one of his or her consecutive terms as a Director holding any other office.
- (c) A person shall be required to cease to be a Director for a period of twenty-four full consecutive months, prior to being eligible for re-election to the Board.
- (d) The term of a replacement Director appointed pursuant to Bylaw 31 shall not be considered as part of his or her consecutive terms as a Director.

(4) Subject to the other restrictions set out in these Bylaws, no person may serve on the Board for a period which exceeds six (6) consecutive years.

30. If a Director resigns as a Director or officer or otherwise ceases to be a Director or officer before the expiry of his or her term, the remaining Directors shall appoint a replacement to take the place of the former Director (including in his or her capacity as an officer), and such replacement Director shall be a Director and shall hold office until the expiry of the term of the former Director.

31. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

32. The Members may by special resolution remove an Officer before the expiration of his term of office, and may elect a successor to complete the term of office.

33. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

PART 6: Proceedings of Board of Directors

34. (1) The Board of Directors may meet together at the place they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

(2) The Board of Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Officers in office.

(3) The President shall be chairman of all meetings of the Board of Directors.

35. (1) The Board of Directors may by ordinary resolution delegate any, but not all, of their powers to a Committee.

(2) A Committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board of Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board of Directors to be held next after it has been done.

36. A Committee shall elect a Chairman of its meetings who must be a Member's Designate.

37. The Members of a committee may meet and adjourn as they think proper.

38. (1) A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

(a) no notice of meeting of Directors shall be sent to that Director; and

(b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

39. Questions arising at a meeting of the Directors and the committees shall be decided by a majority of votes.

40. No resolution proposed at a meeting of Members or Directors need be seconded and the chairman may move or propose a resolution.

41. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

24.1 PART 7: Duties of Officers

42. The President shall preside at all meetings of the society and of the Directors.

43. The 1st Vice- President shall carry out the duties of the President during his absence.

44. (1) The Board of Directors shall designate a person, company, Member or association to carry on the following duties:

(a) conduct the correspondence of the Society;

- (b) issue notices of all meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) have custody of the common seal of the Society; and
- (f) maintain the register of Members.

45. (1) The Treasurer shall:

- (a) monitor the financial records, including books of account, necessary to comply with the Societies Act; and
- (b) render financial statements to the Directors, Members and others when required.

46. Two signing officers must be used on all expenditures and will be decided upon by the Board of Directors.

PART 8: Seal

47. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

48. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and secretary or President and secretary-treasurer.

PART 9: Borrowing

49. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, borrow money in the manner they decide, provided that the outstanding principal amount of any such borrowings shall not exceed the sum of CDN\$10,000 for a period of 60 days.

PART 10: Auditor

50. This part applies only where the Society is required or has resolved to have an auditor.

51. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

52. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next general meeting.

53. An auditor may be removed by ordinary resolution.

54. An auditor shall be promptly informed in writing of appointment or removal.

55. No Director and no employee of the Society shall be auditor.

56. The auditor may attend general meetings.

24.2 PART 11: Notice to Members

57. A notice sent by mail or fax shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

58. (1) Notice of a general meeting shall be given to:

- (a) every Member shown on the register of Members on the day notice is given; and
- (b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of general meeting.

PART 12: Bylaws

59. On being admitted to Membership, each Member is entitled to and the Society shall give him, without charge a copy of the Constitution and Bylaws of the Society.

60. These Bylaws may be amended at a general meeting by special resolution in accordance with the Societies Act.

PART 13: Rules of Order

61. Unless specified in these bylaws all meetings shall be governed by Robert's Rules of Order.

62. These bylaws shall not be altered or added to except by special resolution.

PART 14: Transitional Bylaws

63. Notwithstanding any other provision in these Bylaws or the resolutions electing or appointing him, the Director who held the office of President of the Society at the effective date upon which these amended Bylaws are accepted by the B.C. Registrar of Companies (the "Filing Date"), or his replacement, if any, pursuant to paragraph 31 of these Bylaws, shall continue to serve as a Director and President of the Society until the second AGM after the Filing Date.

64. Notwithstanding any other provision in these Bylaws, the Director who held the office of Past President on the Filing Date shall continue to serve as a Director and Past President of the Society until the second AGM after the Filing Date.

65. Notwithstanding any other provision in these Bylaws, at the second AGM after the Filing Date:

- (a) one Director shall be selected for a one-year term, which Director shall be the President; and
- (b) the outgoing President at the second AGM after the Filing Date shall serve as the past President for a term of one year commencing at such AGM.

66. All existing Members of the Society shall continue to be the voting Members of the Society provided that they continue to qualify as voting Members pursuant to the Bylaws.

67. Notwithstanding any other provision in these Bylaws, the term, or part thereof, served by any Director prior to June 20, 2000 shall not be included as part of the maximum consecutive term(s) allowed for such Director under these Bylaws.