



Thompson Okanagan
Tourism Association

CONSTITUTION & BYLAWS

(Amended September 29, 2011)



Thompson Okanagan
Tourism Association

CONSTITUTION & BYLAWS

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SOCIETIES ACT **CONSTITUTION AND BYLAWS**

1. The name of the society is the **THOMPSON OKANAGAN TOURISM ASSOCIATION**
2. The purposes of the society are:
 - To promote, foster and develop tourism within the area known as the Thompson-Okanagan tourism region as presently defined by Tourism British Columbia and as amended by the Society from time to time.
 - To provide an association which claims and receives funds for the purpose of the Society from whatever sources as may be available.
 - To ensure the ongoing presence of an organization qualified to speak for the regional tourism community and to actively ensure that tourism interests are represented.
 - To work in close cooperation with appropriate departments of the federal and BC provincial governments, having to do with the promotion of the tourism industry, with a view to furthering the purposes of the Association.
3. The income and property of the Society, whencesoever's derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Constitution; and no portion thereof shall be paid or transferred directly or indirectly, by way of a dividend, bonus or otherwise howsoever by way of profit to the stakeholders of the Society. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any stakeholder of the Society in return for any services actually rendered to the Society, nor to prevent the payment of interest on money lent or the payment of reasonable and proper rent for premises demised or let by any stakeholder to the Society. This provision shall be unalterable.
4. On a winding up or dissolution of the Society, its assets shall be distributed to some other society which in the opinion of the majority of directors most closely carries out the objects of this society. This provision is unalterable.

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SOCIETIES ACT

BYLAWS OF THE TOURISM ASSOCIATION OF THOMPSON OKANAGAN

ARTICLE 1: INTERPRETATION

- 1.1 In these bylaws, and all other bylaws of the Society, unless the context otherwise requires:
- a) “Act” means the Societies Act of British Columbia, as amended from time to time.
 - b) “Bylaw” means any bylaw of the Society as adopted and amended from time to time.
 - c) “Directors” mean the directors of the Society duly elected or appointed for the time being.
 - d) “Registered address” of a stakeholder, means their address as recorded in the register of stakeholders.
 - e) Association/Society means (Thompson Okanagan Tourism Association).
- 1.2 The words importing the singular include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.
- 1.3 The headings used in these bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 2: HEAD OFFICE AND CORPORATE SEAL

- 2.1 Head Office. The directors may from time to time by resolution fix the location of the head office of the Association within the place within Thompson Okanagan Region designated as such by the Association’s constitution or by special resolution of the Association.
- 2.2 Corporate Seal. The directors shall provide a common seal for the Association, and may provide for its use, and they shall have power from time to time to destroy the same and substitute a new seal in the place of the seal so destroyed. 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 Chair, the Vice-Chair and the Secretary-Treasurer or any two of the above.

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2.3 Records. The Board of directors (hereinafter referred to as “the Board”) shall keep all Association books and records at the head office of the Association or at such other place as it shall determine, and such records may be inspected by the voting stakeholders of the Association at any reasonable time.

ARTICLE 3: STAKEHOLDERS OF THE ASSOCIATION

3.1 Stakeholders. Stakeholders of the Association will be businesses, associations or government bodies within the Thompson Okanagan Region, which meet all aspects of the criteria, which are laid out for that business type as defined by resolution of the Board.

3.2 New Stakeholders. Businesses, associations or government bodies not on the roster of stakeholders may, through written application, become a stakeholder of the Association subject to meeting all aspects of the criteria as laid out for that business type.

3.3 Membership Classes of Stakeholders. Membership in the Society whether voting or non voting may be open to any person, incorporated municipality, regional district, chamber of commerce, board of trade, tourism association, recreation-oriented body, business firm, and any other groups or firms within the Thompson Okanagan Tourism Region in a direct tourism activity (i.e. tourists represent a substantial client base) provided always that such party shall apply to the directors for membership in the Society, whose decision shall be final and may be given without reasons, and upon acceptance by the directors, such person shall be a member.

There shall be two classes of members of the Society as follows:

- a. Voting Members – who shall be entitled to all rights and subject to all obligations of membership and shall be entitled to attend, speak and vote at any meeting of the members;
- b. Non-Voting Members – who shall be entitled to notice of and attend and speak at all meetings for members provided however that no non-voting member shall be entitled to vote at any such meeting or to be elected as a director or officer of the Society;

(who shall be referred to as “members” collectively and singularly as a “member”).

3.4 Disqualification of Stakeholder. Any stakeholder business, Association or government body that fails to maintain compliance with any part of the stakeholder criteria or that fails to adhere to the code of conduct of the Association will be advised in writing of the discrepancy. The stakeholder business, association or government body will be given 30 business days from the receipt of the notice to remedy all areas of the discrepancy. After review of the

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stakeholder's submission the Board may disqualify that business, association or government body from receiving any further benefits of the Association.

3.5 Voting Members Eligibility. To be eligible to vote at any annual, regular or special meeting of the Association all stakeholders that are in good standing and that have either:

- a. participated in a marketing program administered or approved by the Society within the previous 12 months of the exact date of the call for nominations for the election of the Board of Directors, which may change from year to year; or
- b. provided in-kind value by way of goods or services to the Society within the previous 12 months of the exact date of the call for nominations for the election of the Board of Directors which may change from year to year and such in-kind contribution has been accepted by the Society in which case the Society shall set a value on such in-kind contribution.

A Member shall meet the qualification set out in this bylaw 3.5 (a) as above if they have directly paid for such marketing programs and they are specifically mentioned in the actual advertisement or if they have made payment to another party who has paid for such programs and they are specifically mentioned. In the event that more than one party is part of such advertisement, for the purposes of calculating any amount, then only the actual amount paid by the Member shall be considered.

The minimum value of any payment or in-kind contribution as set out in subparagraphs (a) and (b) above must be \$100.00. Such amount may be combined in one or more installments but the combined value must have been contributed within the aforesaid 12 month time period.

3.6 Stakeholders in Good Standing. All voting stakeholders are in good standing except a stakeholder who has failed to pay any subscription or debt due and owed by them to the Association beyond the terms of all contracts with the Association.

3.7 Stakeholder Voluntary Resignation. Voluntary resignation will be accepted from any stakeholder submitting either mail, fax, or email written by notice of resignation. Resignation will take effect immediately upon receipt of such notice.

ARTICLE 4: MEETINGS OF THE STAKEHOLDERS

4.1 All meetings shall be governed by Roberts Rules of Order.

4.2 General Meetings. General meetings of the Association shall be held at such time and place, in accordance with the Act, as the Board shall decide.

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4.3 Annual General Meeting. The Annual General Meeting of the stakeholders of the Association shall be held at any place within the Thompson Okanagan Region of the Province of British Columbia, on such day in the months of October or November in each year and at such time as the Board may by resolution determine. At Annual General Meetings there shall be presented a report to the stakeholders of the affairs of the Association, the auditor's report, any financial statements as shall be required by the Act, and other such information or reports relating to the Association's affairs as the Board may determine. If for any reason the Annual General Meeting of the stakeholders is not held during the months of October or November in any year, such meeting may be held at such other time as may be determined by the Board, provided that such meeting shall take place at least once every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

4.4 Special General Meeting. Every general meeting, other than an Annual General Meeting, is a special general meeting. A special general meeting of the voting stakeholders of the Association may be called at any time by the Board or on a written requisition pursuant to the Act, of 10% (ten per cent) of the voting stakeholders of the Association. In the event of a requisition, the procedures and time limits as set forth in the Act shall be followed.

4.5 Directions to the Board. At any meeting of the voting stakeholders, subject to the provisions relating to notice set out below, and in furtherance of the purposes set out in the Constitution, resolutions may be passed directing the Board to exercise any power, duty or function that is by the Constitution or by these bylaws conferred upon the Board. Without limiting the generality of the foregoing, a meeting of the voting stakeholders may direct the Board respecting the creation of and the duties of any Standing Committee, Subcommittee, or Task Force, including the voting stakeholders to be appointed thereto.

4.6 Notice. Notice stating the day, hour and place of a meeting of the Stakeholders and the general nature of the business to be transacted shall be given to each voting stakeholder and the auditor of the Association at least ten (10) business days before the date of every meeting, provided always that a meeting of stakeholders may be held for any purpose at any date and time and at any place within Thompson Okanagan Region without notice if all the voting stakeholders are present in person at the meeting or if all the absent voting stakeholders entitled to vote at such meeting being held, assent, and such assent may be validly given either before or after the meeting to which such assent relates.

4.7 Omission of Notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any voting stakeholder(s) by the Secretary-Treasurer of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of stakeholders.

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4.8 Voting. Voting shall be governed by Roberts Rules of Order. At any meeting of voting stakeholders, each voting stakeholder shall be entitled to one vote provided such right to vote may be exercised only by the official representative or alternate of the stakeholder. Every question submitted to any meeting of the voting stakeholders shall be decided in the first instance by a majority of votes given on a show of hands, unless a poll was demanded by a voting stakeholder attending thereat. The Chairperson shall declare the outcome.

4.9 Polls. Polls shall be governed by Roberts Rules of Order.

4.10 Chairperson. In the absence of the Chair or Vice-Chair, the voting stakeholders shall choose another member of the Board as Chairperson and if no members of the Board are present or if all the members of the Board present decline to act as Chairperson, the voting stakeholders present shall choose one of the voting stakeholders present to be Chairperson.

4.11 Adjournments. Adjournments shall be governed by Roberts Rules of Order. The Chairperson may with the consent of any meeting adjourn the same from time to time to a fixed time and place and not notice to the time and place for the holding of the adjourned meeting need be given to the voting stakeholders. Any business may be brought before or dealt with at any adjourned meeting, which may have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.12 Quorum. The presence of half the members of the Board plus one (1), or a minimum of 25 voting stakeholders shall be a quorum of any meeting of stakeholders. No business shall be transacted at any meeting unless the requisite quorum shall be present. If, within one half hour of the time the meeting has been called, a quorum of the members has not attended such meeting, the Chairperson may designate another time and place for such meeting to be held or hold the meeting providing no action is taken without first having received approval of recommendations from the meeting by a sufficient number of directors to establish a quorum.

4.13 Minutes. The Secretary-Treasurer shall cause to be kept minutes of all meetings of the Association. In the absence of the Secretary-Treasurer from a meeting, the Chairperson shall be responsible to make provisions for the taking of such minutes.

4.14 Special Resolution. Whereby the Act, or by these bylaws, a special resolution of a meeting of the voting stakeholders of the Association is required, unless otherwise provided herein, or unless otherwise provided in the Act, such special resolution shall require a three-quarters' majority of the voting stakeholders present at a special general meeting called for the purposes of passing such special resolution.

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ARTICLE 5: DIRECTORS AND OFFICERS

5.1 Powers. The affairs of the Association shall be managed by a Board of Directors (hereinafter referred to as the “Board”) which exercises all such powers and do all such acts as deemed necessary to carry on the business of the Association as per the Constitution and Bylaws. No rule made by the Association in a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

5.2 Composition of the Board. There shall be fifteen (15) directors including the immediate Past Chair or such other number that the members may determine by a special resolution at a general meeting. The newly constituted directors will, from amongst themselves, elect 4 (four) officers: the Chair, Vice-Chair, Treasurer, and Secretary.

5.3 First Meeting of the Board. The newly elected directors shall meet immediately upon the adjournment of the Annual General Meeting to:

- (a) Elect the Chair
- (b) Conduct any other business the Board so chooses.

5.4 Board Appointments and Election of Officers. The Board shall meet within 30 days of the Annual General Meeting to confirm Board appointments and elect Board Officers.

5.5 Voting at Board Meetings. Every person elected or appointed to the Board may vote at the meetings of the Board.

5.6 Term of Office. The term of office for directors shall be for 2 years and shall be staggered so that at each AGM only some directors shall retire from office and their successors be elected. Term limits for directors shall be set for three consecutive 2 year terms.

In the first year of the 2 year term and staggering, at the AGM, the 8 directors receiving the greatest number of votes and the next 2 directors receiving the greatest number of votes shall be elected for a 2 year term and all of the remaining directors shall be elected for a 1 year term however at the next AGM their successors shall be elected for a 2 year term.

5.7 Vacancies. If, by resignation or otherwise, the Board does not have a full complement of voting stakeholders the Board may at any time and from time to time appoint a voting stakeholder as a director to fill such a vacancy in the Board. The Board may also at their discretion retain as an active Board member a director who may have ceased to represent a specific organization or area. The director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Association, but is eligible for re-election at the meeting.

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5.8 Remuneration of Members of the Board. The members of the Board shall serve without remuneration and no member of the Board shall directly or indirectly receive any profit from their position as such, provided that a member of the Board shall be reimbursed for all expenses necessary and reasonably incurred and approved by the Board.

5.9 Directors in Good Standing. A director must be a voting member or a designated representative of a voting member to be eligible to be a director on the Board. If during their term of office the director or their member organization they represent subsequently lose their status as a voting member as outlined in bylaw 3.5 but remain a member in good standing, they shall continue to be a director until the next Annual General Meeting of the Association. If no longer a member in good standing and not remedied within 30 days after written notice, they cease being a director and the Board may appoint a replacement director.

ARTICLE 6: MEETING OF THE BOARD

6.1 Meetings. The board of directors shall meet in person a minimum of four (4) times annually.

6.2 Place of Meetings. Meetings of the Board may be held either at the head office of the Association or at any other place within the Thompson Okanagan Region.

6.3 Notice. A meeting of the Board may be convened at any time by the Chair or Vice-Chair or any two (2) members of the Board; and the Treasurer or Secretary, if so directed, shall convene a meeting of the Board. Notice of any meeting of the Board stating the day, hour and place of meeting shall be sent to each member of the Board at least ten (10) business days before the meeting is to take place; provided always that the meeting of the Board may be held at any time without formal notice if 60% (sixty percent) of the members of the Board are present and all reasonable effort has been made to contact each Board member.

6.4 Quorum. The quorum of the Board shall consist of eight voting directors present in person, one of who must be the Chair, Vice-Chair, Treasurer, or Secretary. The Chair shall be the Chairperson of all meetings of the directors, but if at the meeting the Chair is not present within thirty (30) minutes after the time appointed for the holding of the meeting, Vice-Chair shall act as a Chairperson, but if neither is present the directors present may choose one of their members to be Chairperson of that meeting.

6.5 Minutes. The Secretary shall be responsible to ensure that minutes of all meetings of the Board are kept, including conference calls. In the absence of the Secretary from any meeting, the Chairperson shall be responsible to make provisions for the taking of such minutes.

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6.6 Voting. Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes. The Chairperson does not vote except in the case of a tie vote.

6.7 Resolutions of the Board. A resolution in writing, signed by the majority of the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

ARTICLE 7: COMMITTEES AND TASK FORCES

7.1 Standing Committees. The two standing committees of the Association are:

- a) Governance Committee
- b) Finance & Audit Committee

The terms of reference for each of the above committees shall be defined within the Board Policy Manual.

7.2 Special Committees and Task Forces. The Board may, from time to time, appoint such special committees and/or task forces as may be deemed fit. No policies shall be initiated and no action shall be taken by any committee and/or task force without the prior approval of the Board, who may delegate any, but not all of their powers to such committee and/or task force. All committees and/or task forces so formed shall consist of a least one (1) Board member, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board after it has been done.

The terms of reference for each of the above special committees and/or task forces shall be defined by the Board and attached to the Board's minutes.

ARTICLE 8: PROCEDURE FOR NOMINATIONS AND ELECTIONS

8.1 Nominating Committee. The Nominating Committee is chaired by the Past-Chair of the Association and is made up of the Governance Committee. The committee shall meet and prepare a slate of nominations for the ensuing year. This slate may only include voting stakeholders of the Association that are in good standing. In preparing the said slate, the nominating committee shall be subject to the provision of this bylaw and the direction of the Board as to the number of voting stakeholders at large, which are to be elected, for the ensuing year.

8.2 Nominations to the Board of Directors. Not less than seventy-five (75) days prior to the Annual General Meeting of the Stakeholders, the nominating committee shall present to the

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Board nominations of voting stakeholders of the Association in good standing. The names of all such nominees shall be forwarded to all voting stakeholders of the Association at least sixty (60) days prior to the Annual General Meeting of the stakeholders. Additional nominations of voting stakeholders of the Association in good standing for the positions to be filled at the forthcoming Annual General Meeting of stakeholders may be made by instrument in writing, signed by four (4) voting stakeholders other than the nominee, and delivered to the Chair of the Nominating Committee. The nominations for elections of such positions shall be closed at least forty-five (45) calendar days prior to the Annual General Meeting.

8.3 Election to the Board of Directors. Elections shall be done electronically unless otherwise determined by a Board resolution. A form listing the names of all duly nominated voting stakeholders for election together with election procedures for electronic voting, will be distributed to all voting stakeholders of the Association at least thirty (30) calendar days prior to the Annual General Meeting. The deadline for receipt of a completed electronic vote through the Association's chosen voting electronic system is fifteen (15) calendar days after the distribution of the form.

8.4 Vote Count. The Association's Auditor will count the electronic votes and will report the election results to the Board. The Auditor shall determine the validity of all electronic votes. The Auditor shall destroy the electronic votes no less than seven (7) calendar days after the Annual General Meeting.

ARTICLE 9: FINANCE

9.1 Borrowing. Subject to the provisions of the Societies Act, in order to carry out the purpose of the Association the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as they decide. Provided, however, that no debenture may be issued without the sanction of a special resolution.

9.2 Restraints. In order not to restrict future boards, the total amount of loans each year must not exceed the income of the Association for that fiscal year.

9.3 Records. The finances of the Association shall be under the control of the Secretary-Treasurer who shall be responsible for the maintaining of proper accounting records and insure that all monies of the Association shall be kept on deposit in a chartered bank, credit union or trust company.

9.4 Current Operating Account. The current operating account shall be maintained in such chartered bank, credit union or trust company as designated by the directors. All current operating incomes and dues received shall be deposited in this account, out of which normal

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operating expenses shall be paid. The Secretary-Treasurer shall present a financial report at each Board meeting.

9.5 Savings Account. The Board may maintain savings accounts or invest in short term bank deposits as may be advantageous to the Association. The Board shall insure that all conditions of deposit have been adhered to.

9.6 Signing Authorities. The signing authorities at all bank accounts shall be any two (2) of: the Chair, Vice-Chair, Treasurer, Secretary or CEO.

9.7 Presentation to Stakeholders. The Treasurer shall present financial statements to stakeholders at the Annual General Meeting. The auditors appointed by the Board shall firstly approve all financial statements.

ARTICLE 10: OFFICERS

10.1 Election of Officers. As provided in clauses 5.5 and 5.6, the Chair, Vice-Chair, Treasurer and Secretary shall be elected by the Board. The Past-Chair will also be an Officer of the Association.

10.2 Appointment of CEO. The Board may appoint a Chief Executive Officer, who shall devote their full time to the affairs and operations of the Association and who shall have such authority and shall perform such duties as are outlined in the Governance Policy Manual. The Chief Executive Officer is not a member of the Board. They shall have the right to attend the meetings of the Board but shall not be entitled to vote thereat.

10.3 Delegation of Duties of Officers. In case of the Chair's, or any other Officer's absence or inability to act, the Board may delegate all or any of the powers of such Officer to any other Officer or to any member of the Board for the time being.

10.4 Chair. The Chair shall, when present, preside at all meetings of the Board and of the stakeholders of the Association. The Chair shall possess and may exercise such powers and shall perform such duties as are outlined in the Governance Policies.

10.5 Vice-Chair. The Vice-Chair shall possess and may exercise such powers and duties as are outlined in the Governance Policies.

10.6 Treasurer. The Treasurer shall possess and may exercise such powers and duties as are outlined in the Governance Policies.

10.7 Secretary. The Secretary shall possess and may exercise such powers and duties as are outlined in the Governance Policies.

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10.8 Past-Chair. The Past-Chair shall possess and may exercise such powers and duties as are outlined in the Governance Policies.

ARTICLE 11: EXECUTION OF CONTRACTS

Contracts, documents or instruments in writing approved by the Board and requiring the signature of the Association may be signed by any two of the following: the Chair, CEO, Vice-Chair, Treasurer and Secretary. All contracts, documents or instruments in writing so signed shall be binding upon the Association without further authorization or formality, unless the Board otherwise directs. No such contracts, documents or instruments in writing shall be signed by any Officer of the Association unless approved by the Board.

The seal of the Association may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid by any officer or officers, person or persons, authorized as aforesaid by resolution of the Board.

ARTICLE 12: FISCAL YEAR

The fiscal period of the Association shall terminate on the 31st day of March in each year, or on such other date as the Board may from time to time by resolution determine.

ARTICLE 13: Auditor

At each Annual General Meeting of the Association an auditor shall be appointed to hold office until they are re-elected or their successor is elected at the next Annual General Meeting. An auditor may be removed at any time, by ordinary resolution of the Association. An auditor shall be informed forthwith in writing of their appointment or removal. No directors and no employee of the Association shall be an auditor. The auditor may attend any meetings of the stakeholders of the Association and may attend the Annual General Meeting.

ARTICLE 14: BYLAWS

14.1 All voting stakeholders are entitled to and the Association shall provide, without charge, a copy of the Constitution and Bylaws of the Association.

14.2 These bylaws shall not be altered or added to except by Special Resolution.