

BYLAWS OF CARIBOO CHILCOTIN COAST TOURISM ASSOCIATION

PART 1 - INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires:
- a) "Association" means the Cariboo Chilcotin Coast Tourism Association.
 - b) "Board" means the Board of Directors of the Association.
 - c) "Code of Conduct and Conflict of Interest Guidelines" means the code of ethics of the Association determined in writing by the Board of Directors from time to time.
 - d) "Directors" means the directors of the Association for the time being.
 - e) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
 - f) "Registered address" of a stakeholder means his/her address as recorded in the Association files.
- 1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa and words importing a male person include a female person and a corporation.

PART 2 - STAKEHOLDERS

2.1 Stakeholders

Stakeholders of the association will be individuals, businesses, associations or government bodies, which are or were involved in tourism activities.

2.2 Classes of Stakeholders

There shall be two classes of stakeholders, namely voting and non-voting. Any stakeholder of either class may make written submissions for consideration at the next director's meeting.

- a) Voting: All stakeholders of the association that are in good standing and that have contributed financially or CCCTA approved in-kind, to the Association and/or the Association's owned entities through participation in any project of the Association will be considered Voting Stakeholders for a period of 13 months from the time of the most current financial participation and will be entitled to vote at any annual, regular or extra-ordinary meeting of the association.

- b) Non-Voting: Stakeholders of the Association that have not financially contributed to the Association through participation in at least one project of the Association and/or the Association's owned entities during the preceding 13-month period will not be entitled to vote at any annual, regular or extra-ordinary meeting of the association.

2.3 Disqualification of a Stakeholder

Any stakeholder acting against the purposes of the Association as outlined in the Association Constitution, Bylaws and Code of Conduct will be advised in writing of the discrepancy by the CEO.

- a) The stakeholder, individual, business, association or government body, will be given 20 business days from the receipt of the notice to remedy all areas of the discrepancy and provide a written submission to the CEO.
- b) After review by the board of directors of the stakeholder's submission to the CEO, they may at their discretion, disqualify that stakeholder from receiving any further benefits of the Association.

2.4 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, or who has been disqualified as per Section 2.3 of these bylaws

PART 3 - MEETINGS OF THE STAKEHOLDERS

- 3.1 General meetings of the Association shall be held at the time and place, in accordance with the Society Act, that the Directors decide.
- 3.2 The annual general meeting of the stakeholders of the Association shall be held at any place within the Cariboo Chilcotin Coast region of British Columbia or be held virtually, on such day in each year and at such time as the board may 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.
- 3.3 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.4 The Directors may, when they think fit, convene an extraordinary general meeting.

3.5 Extraordinary General Meeting

- a) The Directors of the Association, on the requisition of 10% or more of the voting stakeholders of the Association (the "requisitioners") shall convene a general meeting of the Association without delay. The requisition shall state the purpose of the general meeting, be signed by the requesters, and be delivered or sent by registered mail to the address of the Association and may consist of several documents in similar form each signed by one or more requesters.
- b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the voting stakeholders entitled to receive notice does not invalidate proceedings at that meeting.
- c) A quorum of an extraordinary general meeting shall be ten (10%) percent of the voting stakeholders.

3.6 The first annual general meeting of the Association shall be held no more than fifteen (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 not more than fifteen (15) months after the holding of the last preceding annual general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

- a) all business at an extra-ordinary general meeting except the adoption of rules of order; and
- b) all business transacted at an annual general meeting except:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the Directors;
 - iv. the report of the auditor, if any;
 - v. the election of Directors;
 - vi. the appointment of the auditor, if required;
 - vii. the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

4.2 General meetings

- a) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at the time when a quorum is not present.
- b) 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.
- c) A quorum of a general meeting shall be five (5%) percent of the voting stakeholders.

- 4.3 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of voting stakeholders, 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 thirty (30) minutes from the time appointed for the meeting, the voting stakeholders present constitute a quorum.
- 4.4 The Chair of the Association, the Vice-Chair, or in the absence of both, one of the other Directors present, shall preside as chairperson of the general meeting.
- 4.5 If at a general meeting:
- a) there is no Chair, Vice-Chair, or other director present with fifteen (15) minutes after the time appointed for holding the meeting; or
 - b) the Chair and all the other Directors present are unwilling to act as chairperson; the voting stakeholders present shall choose one of the voting stakeholders to be chairperson.
- 4.6 General meeting adjournment
- a) 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.
 - b) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - c) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.7 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a stakeholder and the proposed resolution shall not pass.
- 4.8 General meeting vote
- a) A voting stakeholder in good standing present at a meeting of stakeholders is entitled to one vote.
 - b) Voting shall be by show of hands except in the case of the election of the Directors which shall be conducted by secret ballot.
 - c) Any other matter shall also be dealt with by secret ballot if three (3) or more voting stakeholders present so request.
- 4.9 Proxy
- a) A person voting as proxy of a voting stakeholder shall, prior to voting such proxy, deliver to the Chairperson the written proxy of the voting stakeholder represented.
 - b) Proxy forms shall state name and location of issuer, be dated not more than 60 days prior to affected meeting, name the proxy voter and specify whether it is general or limited to specified items. Sample format:

CCCTA Proxy Form for General Meetings

To be held on _____

I, _____, of _____ a Voting Member in good standing hereby appoint _____, to exercise my right to vote on the following items, All or list specific items:

Signature _____

Date _____

PART 5 - NOTICE OF GENERAL MEETINGS

- 5.1 Not less than sixteen (16) days written notice of a general meeting shall be given to all voting stakeholders.
- 5.2 A notice may be given to a voting stakeholder, either personally, by email, or by mail to him/her at his/her address.
- 5.3 Notice of a general meeting shall be given to every voting stakeholder.

PART 6 - ADMINISTRATION (DIRECTORS)

- 6.1
 - a) The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to:
 - i. all laws affecting the Association;
 - ii. these bylaws; and
 - iii. rules, not being inconsistent with these Bylaws, which are made from time to time by the Association in general meeting.
 - b) No rule made by the Association in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 6.2
 - a) The Association shall be administered by a board to be known as, "the Board of Directors" consisting of not less than four (4) and not more than nine (9) elected directors, which shall include the Chair, Vice-Chair, and Secretary/Treasurer.
 - b) Of the nine (9) elected directors: one (1) director shall be nominated and elected by those voting stakeholders residing in the Cariboo Sub-Region; one (1) by those voting stakeholders residing in the Chilcotin Sub-Region and one (1) by those voting stakeholders residing in the Coast Sub-Region.

- i. To be eligible as an elected director for the Cariboo Sub-Region, a nominee must reside in the Cariboo Sub-Region; to be eligible as a director for the Chilcotin Sub-Region, a nominee must reside in the Chilcotin Sub-Region and to be eligible as a director for the Coast Sub-Region, a nominee must reside in the Coast Sub-Region.
 - c) The remaining elected members of the Board of Directors shall be elected by the voting stakeholders.
 - d) An election may be by acclamation; otherwise, it shall be by secret ballot; in the event of a tie, the board as one body shall cast the deciding vote.
 - e) Directors shall be elected for a two (2) year term.
- 6.3
- a) The Directors shall retire from office at the end of their respective terms when their successors shall be elected.
- 6.4
- a) The Directors may at any time and from time to time appoint a stakeholder as a director to fill a vacancy on the Board of Directors.
 - b) A Director so appointed holds office until the next AGM.
- 6.5
- The voting stakeholders may by special resolution remove a director before the expiration of his term of office and may elect a successor to complete the term of office.
- 6.6
- Except where otherwise provided in these Bylaws:
- a) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - b) The Chair shall be chair of all meetings of the Directors, but if at a meeting the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, a Vice-Chair shall act as chair, but if neither is present the Directors present may choose one of their number to be chair at that meeting.
 - c) Any two Directors may at any time, demand in writing that a meeting of the Board of Directors be held stating the purposes of the meeting in which case the Chair, if available, or the Vice-Chair shall convene a meeting of the Board of Directors within seven (7) clear days from the date of such a demand provided that no two Directors shall demand such a meeting unless they have important and urgent reasons for doing so.
- 6.7
- Any Director who is absent from three (3) Directors' meetings in any fiscal year without prior notice to the Chair stating a reason acceptable to the Chair will automatically cease to be a director.
- 6.8
- The Board of Directors shall meet at least four (4) times per year on a day to be specified in the Board's annual calendar. Conference calls and virtual video meetings qualify as board meetings but at least two shall be in person, except in unusual circumstances.

- 6.9 The requisite notice for a meeting of the Board shall be at least three (3) clear days and may be given by email, post, fax, telephone, or word of mouth, and notice shall be deemed to have been effected on the date of such emailing, telephoning, faxing, or verbal advice, or on the day following such posting, and non-receipt of notice to any board member shall in no way invalidate any such meetings so called, or any business transacted at such meeting.
- 6.10 A quorum for a Directors' meeting shall consist of four (4) directors when the board consists of more than six (6) directors and quorum shall consist of three (3) directors when the board consists of six (6) or fewer directors.
- 6.11 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 for attending Board Meetings as per travel policy.
- 6.12
- a) All Directors of the Association shall perform their duties in compliance with the Society Act and the laws of British Columbia. Such duties include, among other stipulations, the duty to act in the best interests of the Association; to disclose and be accountable to the Board if directly or indirectly interested in a proposed contract or transaction with the Association; and to abstain from voting and discussion of such proposed contract or transaction.
 - b) The Directors shall have the duty to act in the best interests of the Association and shall be responsible for disclosing any potential conflict of interest and shall decline to vote and participate in discussions where such conflict of interest arises.
 - c) A Director shall, amongst other things, disclose a conflict of interest where the Director is directly or indirectly interested in a proposed contract or transaction of the Association.
 - d) All Directors shall adhere to and sign a copy of the Code of Conduct and Conflict of Interest Guidelines of the Association for Board members as established and amended from time to time.
 - e) Any Director who has or whose business has a contract with the Association for an amount of \$5,000.00 or more shall immediately resign from the Board of Directors.
- 6.13 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of stakeholders, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
- 6.14 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, fax, telex, or email, 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 Association, of which notice has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
- 6.15
- a) Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.
 - b) In case of an equality of votes the chairman does not have a second or casting vote and the resolution does not pass.
- 6.16 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.
- 6.17 Terms of Reference for Directors will be defined in the Association's Board of Governance Manual.
- 6.18 The members of the Board of Directors may, by special resolution, remove a director prior to the expiration of that Director's term of office for breach of Bylaws, polices described in the Policy Manual, or the Code of Conduct, or for a conflict of Interest, and another Director may be elected, or by ordinary resolution appointed, to serve until the next AGM.

A special resolution to remove a director requires two thirds of the Directors to vote in favour of a Motion to consider removal of the Director. A Director so nominated for removal has the right to a Hearing and to provide additional information for consideration by the Board. The Board of Directors will conduct the Hearing within 30 days of the date of the Motion to consider the circumstances of the proposed removal. Two thirds of the Directors are required to be present for the Hearing.

Following the Hearing and within (30) days of the Hearing, the Directors will vote on a Motion for Removal of the Director. Only those Directors who attended the Hearing are eligible to vote on the removal motion and two thirds of those eligible Directors must vote in favour of removal for the Director to be removed.

PART 7 - OFFICERS

- 7.1 Each Board of Directors, immediately following the general meeting at which it is elected, shall forthwith appoint the officers of the Association for the ensuing year.
- 7.2 The officers of the Association shall be a Chair, Vice-Chair, and a Secretary/Treasurer.
- 7.3 The Secretary/Treasurer shall ensure that the minutes of all meetings of the Board, including conference calls, are kept. In the absence of the Secretary/Treasurer from any meeting, the Chairperson shall be responsible for making provisions for taking such minutes.

- 7.4 Terms of Reference for Officers of the Association shall be published in the Association's Governance and Policy Manual.
- 7.5 The Board may appoint a Chief Executive Officer who shall devote his/her full time to the affairs and operations of the Association and who shall have such authority and shall perform such duties as from time to time be prescribed by the Board. The Chief Executive Officer shall have the right to attend the meetings of the Board, except in camera meetings, but shall not be entitled to vote thereat. Terms of Reference for the Chief Executive Officer and the Executive Limitations determined for the Chief Executive Officer by the Board will be published in the Association's Board of Governance Manual. The Board of Directors shall determine the remuneration and other compensation for the Chief Executive Officer following an annual review of the Chief Executive Officer's performance.

PART 8 – NOMINATION AND ELECTION OF DIRECTORS

- 8.1 The Nominating Committee is 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.
- 8.2 No further nominations shall be accepted within 7 days of the AGM.
- 8.3 Candidates must be in attendance at the AGM for election or acclamation, unless the current Board Chair, Governance Committee Chair, and CEO (or their designate(s)) all agree that due to unusual circumstances such attendance be waived.

PART 9 - COMMITTEES

- 9.1 The three (3) standing committees of the Association are:
- a) Governance Committee
 - b) Finance Committee
 - c) Stakeholder Advocacy Committee

The terms of reference for each of the above committees shall be defined within the Board Governance Manuals.

- 9.2 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 at 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.

PART 10 - FISCAL YEAR

- 10.1 The fiscal year of the Association shall end on the 31st day of March of each year, provided that this Article may be altered or amended by a two-thirds vote of the Directors at any Board meeting.

PART 11 - SPECIAL RESOLUTION

- 11.1 A special resolution shall be a resolution passed by a majority of not less than seventy-five (75%) percent of the voting stakeholders present at an Extraordinary General Meeting or an annual general meeting of the Association of which not less than sixteen (16) clear days prior notice has been given stating that resolution to be presented.

PART 12 - BORROWING

- 12.1 In order to carry out the purposes of the Association the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayments of money in the manner they decide and in particular, but without limiting the foregoing, by the issue of debentures.
- 12.2 No debentures shall be issued without the sanction of a special resolution.
- 12.3 The voting stakeholders may, by special resolution, restrict the borrowing powers of the Directors but a restriction imposed expires at the next annual general meeting.

PART 13 - PROCEDURE

- 13.1 All procedure and order of business at all meetings shall be in accordance with the regulations provided in Roberts' Rules of Order.

PART 14 – ACCOUNTS/AUDIT

- 14.1 The Directors shall cause the books of accounts of the Association to be audited at least every year, and a report shall be available to all voting stakeholders no later than two (2) days prior to the Annual General Meeting.

PART 15 - INSPECTION

- 15.1 All books, accounts, and records of the Association shall be open for inspection by the voting stakeholders of the Association upon application to the Board at such time and place as the Board may deem fit. All minutes or proceedings of all meetings of the Association and all records of the Association shall be kept or caused to be kept by such Officer as the Board may appoint, therefore.

PART 16 - BYLAWS

- 16.1 The bylaws may be amended or added to by special resolution.
- 16.2 On becoming a voting stakeholder, each voting stakeholder is entitled to and the Association shall give him, without charge, upon request, a copy of the Constitution and Bylaws of the Association.

PART 17 – DISSOLUTION

- 17.1 Upon the winding up and dissolution of the Association, after all debts and liabilities of the Association have been paid or provisions for payment thereof have been made, all of the remaining assets and income of the Association shall be paid, transferred, and delivered to an organization or organizations within the Cariboo Chilcotin Coast region with similar objects of purposes and which qualifies or qualify for similar tax benefits and exemptions as the Association. This paragraph shall be and remain substantially a permanent and unalterable part of the bylaws of the Association.