

# **BYLAWS OF CARIBOO CHILCOTIN COAST TOURISM MARKETING ASSOCIATION**

## **PART 1 - INTERPRETATION**

- 1.1 In these bylaws, unless the context otherwise requires:
- a) "Association" means the Cariboo Chilcotin Coast Tourism Marketing Association.
  - b) "Board" means the Board of Directors of the Cariboo Chilcotin Coast Tourism 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; and
  - 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, to the Association through participation in the Municipal Regional District Tax collection or a Cariboo Chilcotin Coast Destination Marketing Fee collection will be Voting Stakeholders for a period of 12 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 the Municipal Regional District Tax collection or a Cariboo Chilcotin Coast Destination Marketing Fee collection in the preceding 12-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 from 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) The 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 extraordinary 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 A quorum of a general meeting shall be five (5%) percent of the voting stakeholders.

- 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.

- 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 Voting
- 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 when three (3) or more voting stakeholders so request by secret ballot.
- 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:

## CCCTMA 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:

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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 The Association shall be administered by a board to be known as, "the Board of Directors" consisting of the board directors of the Cariboo Chilcotin Coast Tourism Association, in accordance with section 42 of the Act.
- 6.2 A director shall remain a director as long as they remain in good standing and remain a director of the Cariboo Chilcotin Coast Tourism Association.
- 6.3 Except where otherwise provided in these Bylaws, all meetings of directors, conduct of directors, duties and authority of directors on behalf of the Association will be as directed by the Cariboo Chilcotin Coast Tourism Bylaws.

### **PART 7 - COMMITTEES**

- 7.1 The standing committee of the Association is the MRDT Marketing Committee.
- 7.2 The purpose of the standing committee is to be responsible for advising and monitoring the development and execution of MRDT plans and programs.
- 7.3 The committee will be nominated and elected by the Voting Stakeholders.

- 7.4 Committee member terms will be three (3) years in length, on a rotating basis with a third of the committee changing annually. Committee members may serve a maximum of two (2) consecutive terms and return after a one (1) term absence.
- 7.5 A majority of committee members constitute a committee quorum.
- 7.6 The committee composition includes the Cariboo Chilcotin Coast Tourism Association CEO, a Cariboo Chilcotin Coast Tourism Association board appointed liaison and one voting stakeholder from each of the MRDT collection areas, as per the committee terms of reference.
- 7.7 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 8 - FISCAL YEAR**

- 8.1 The fiscal year of the Association shall end of 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 9 - SPECIAL RESOLUTION**

- 9.1 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 10 - BORROWING**

- 10.1 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.
- 10.2 No debentures shall be issued without the sanction of a special resolution.
- 10.3 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 11 - PROCEDURE**

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

## **PART 12 – ACCOUNTS/AUDIT**

- 12.1 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 13 - INSPECTION**

- 13.1 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 14 - BYLAWS**

- 14.1 The bylaws may be amended or added to by special resolution.
- 14.2 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.
- 14.3 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 the parent organization Cariboo Chilcotin Coast Tourism Association. This paragraph shall be and remain substantially a permanent and unalterable part of the bylaws of the Association.