



Thompson Okanagan  
Tourism Association

# CONSTITUTION & BYLAWS

Amended  
Special General Meeting, September 29, 2011  
Special General Meeting, November 2, 2012  
Annual General Meeting, November 1, 2017

## Table of Contents

CONSTITUTION.....	2
BYLAWS.....	3
Part 1: Definitions and Interpretation.....	3
Part 2: Members.....	3
Part 3: General Meetings of Members.....	6
Part 4: Directors.....	10
Part 5: Directors’ Meetings.....	11
Part 6: Board Positions.....	12
Part 7: Remuneration of Directors and Signing Authority.....	13
Part 8: Officers.....	14
Part 9: Committees and Task Forces.....	15
Part 10: Accounts.....	16
Part 11: Fiscal Year.....	16
Part 12: Auditor.....	16
Part 13: Bylaws.....	17
Part 14: Previously Unalterable Bylaws.....	17

## **SOCIETIES ACT** **CONSTITUTION**

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 Destination 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.

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## Bylaws of Thompson Okanagan Tourism Association (the “Society”)

### PART 1 – DEFINITIONS AND INTERPRETATION

#### Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Association**” means the Thomson Okanagan Tourism Association;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Members**” means stakeholders.

#### Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

#### Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### PART 2 – MEMBERS

#### Application for membership

2.1 Members 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 a resolution of the Board.

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

## Membership Classes

**2.2** 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.

## Voting members eligibility

**2.3** To be eligible to vote at any annual, regular or special meeting of the Association all members 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 2.3 (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.

### **Duties of members**

- 2.4** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

- 2.5** The amount of the annual membership dues, if any, must be determined by the Board.

### **Member not in good standing**

- 2.6** All voting members are in good standing except a member 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.

Any member business, Association or government body that fails to maintain compliance with any part of the member criteria or that fails to adhere to the code of conduct of the Association will be advised in writing of the discrepancy. The member 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 member's submission the Board may disqualify that business, association or government body from receiving any further benefits of the Association.

### **Member not in good standing may not vote**

- 2.7** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

- 2.8** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

- 3.1** A general meeting must be held in the Thompson Okanagan Region of the Province of British Columbia at the time the Board determines.

### **Ordinary business at general meeting**

- 3.2** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
  - (b) consideration of any financial statements of the Society presented to the meeting;
  - (c) consideration of the reports, if any, of the directors;
  - (d) election or appointment of directors;
  - (e) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

- 3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

**3.4** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

**3.7** The presence of half the members of the Board plus one (1), or a minimum of 25 voting members shall be a quorum of any meeting of members. 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.



### **If quorum ceases to be present**

**3.8** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**3.9** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.10** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

**3.11** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an Annual General Meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous Annual General Meeting,
  - (iii) elect or appoint directors, and

- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.12** A form listing the names of all duly nominated voting members for election together with election procedures for electronic voting, will be distributed to all voting members 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.

### **Method of counting votes**

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

### **Announcement of result**

**3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **First meeting of the Board**

**3.15** 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.

### **Board appointment and election of officers**

**3.16** The Board shall meet within 30 days of the Annual General Meeting to confirm Board Appointments and elect Board Officers.

### **Proxy voting not permitted**

**3.17** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.18** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

### **Matters decided by special resolution**

**3.19** A special resolution of a meeting of the Association requires the approval of at least  $\frac{3}{4}$  of the votes cast by the members of the Association entitled to vote at the meeting to succeed.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** 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 3 (three) officers: the Chair, Vice-Chair, and a Secretary-Treasurer.

### **Requirements**

**4.2** Only voting members may act as directors.

### **Terms of office**

**4.3** The term of office for directors shall be for 2 years and shall be staggered so that at each Annual General Meeting only some directors shall retire from office and their successors be elected.

### **Election or appointment of directors**

**4.4** At each Annual General Meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

### **Directors may fill casual vacancy on Board**

**4.5** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office. 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.

### **Term of appointment of director filling casual vacancy**

**4.6** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

## **PART 5 – DIRECTORS' MEETINGS**

### **Calling directors' meeting**

**5.1** A directors' meeting may be called by the president or by any 2 other directors.

### **Notice of directors' meeting**

**5.2** At least one weeks' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

**5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

**5.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

**5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

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## PART 6 – BOARD POSITIONS

### Election or appointment to Board positions

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary-treasurer.

### Directors at large

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### Role of president

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### Role of vice-president

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### Role of secretary-treasurer

**6.5** The secretary-treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act;

- (f) receiving and banking monies collected from the members or other sources;
- (g) keeping accounting records in respect of the Society's financial transactions;
- (h) preparing the Society's financial statements;
- (i) making the Society's filings respecting taxes.

### **Absence of secretary-treasurer from meeting**

- 6.6** In the absence of the secretary-treasurer from a meeting, the Board must appoint another individual to act as secretary at the meeting.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

- 7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing authority**

- 7.2** 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, Chief Executive Officer, Vice-Chair, and the Secretary-Treasurer. 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.

### **Seal**

- 7.3** 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.

## **PART 8 – OFFICERS**

### **Election of Officers**

**8.1** The Chair, Vice-Chair and Secretary-Treasurer shall be elected by the Board.

### **Appointment of Chief Executive Officer**

**8.2** 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.

### **Delegation of Duties of Officers**

**8.3** 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.

### **Chair**

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

### **Vice-Chair**

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

### **Secretary-Treasurer**

**8.6** The Secretary-Treasurer shall possess and may exercise such powers and duties as are outlined in the Governance Policies.

## **PART 9 – COMMITTEES AND TASK FORCES**

### **Standing Committees**

**9.1** 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.

### **Special Committees and Task Forces**

**9.2** 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.

### **Nominating Committee**

**9.3** 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 members 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 members at large, which are to be elected, for the ensuing year.

### **Nominations to the Board of Directors**

**9.4** Not less than seventy-five (75) days prior to the Annual General Meeting of the Members, the nominating committee shall present to the Board nominations of voting members of the Association in good standing. The names of all such nominees shall be forwarded to all voting members of the Association at least sixty (60) days prior to the Annual General Meeting of



the members. Additional nominations of voting members of the Association in good standing for the positions to be filled at the forthcoming Annual General Meeting of members may be made by instrument in writing, signed by four (4) voting members 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.

## **PART 10 – ACCOUNTS**

### **Current Operating Account**

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

### **Savings Account**

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

### **Signing Authorities**

**10.3** The signing authorities at any bank accounts shall be any two (2) of, the Chair, Vice-Chair, Secretary-Treasurer, and Chief Executive Officer.

## **PART 11 – FISCAL YEAR**

**11.1** 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.

## **PART 12 – AUDITOR**

**12.1** 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 members of the Association and may attend the Annual General Meeting.

### **PART 13 – BYLAWS**

- 13.1** All voting members are entitled to and the Association shall provide, without charge, a copy of the Constitution and Bylaws of the Association.
- 13.2** These bylaws shall not be altered or added to except by Special Resolution.

### **PART 14 – PREVIOUSLY UNALTERABLE BYLAWS**

- 14.1** The income and property of the Society, whencesoever is 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 whosoever by way of profit to the members 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 member 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 member to the Society. This provision was previously unalterable.
- 14.2** 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 was previously unalterable.