

Tourism Golden

Form 3 – SOCIETY ACT

CONSTITUTION

1. The name of the Society, called the "Association" or the "Society" in this Constitution and Bylaws, is '*Tourism Golden*'.
2. The purposes of the Society are:

Vision:

Tourism Golden will be the lead destination marketing and tourism development organization that will bring the collective voice of tourism stakeholders together in Kicking Horse Country.

Mission:

Tourism Golden is a community destination marketing organization whose mission is to market KHC as a destination of choice ensuring a positive visitor experience by providing programs and services that serve both the markets and the industry.

Mandate:

Tourism Golden will lead, direct and manage destination marketing activities and support tourism development initiatives on behalf of Kicking Horse Country by maintaining a collaborative and inclusive industry driven organization, and by providing opportunities for stakeholders to increase revenues.

Guiding Principles:

These are the principles from which Tourism Golden will operate.

1. Balance resident values with visitor demand.
2. Work collectively with the community to develop services to meet the needs of our visitors.
3. Partner with existing organizations and stakeholders that contribute to tourism marketing and destination development.
4. Recognize the community as a blend of diverse unique resources working together to become a healthy, vibrant community in which to live and work.
5. Maintain a positive, respectful relationship with residents of Kicking Horse Country.

6. Advocate a social, environmental and economic balance within the tourism industry and the community at large.
 7. Foster open and honest communication with all community stakeholders through a comprehensive communication plan.
 8. Leverage resources and maximize partnership potential.
 9. Be fiscally responsible and accountable to stakeholders.
 10. Advocate on behalf of the local tourism industry.
 11. Be inclusive and transparent to the Stakeholders and the community.
3. The income and property of the Society shall be applied solely towards the promotion of the purposes of the Society. The Society may pay any officer or servant of the Society or any member of the Society for any services actually rendered to the Society, and may pay interest on money lent and rent for premises demised or let by any member to the Society. This clause is unalterable.
 4. Upon winding up or the dissolution of the Society any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to any other Society with similar objectives or shall be given or transferred to the ***Golden and District Community Foundation***. This clause is unalterable.

BYLAWS

ARTICLE 1 – INTERPRETATION

In these bylaws the following definitions will hold:

- (a) "Accommodator" is defined as any establishment offering overnight accommodation that levies the Additional Hotel Room Tax.
- (b) "Additional Hotel Room Tax" means the additional 2% tourism tax levied within the Bylaw Area on accommodation bills under Columbia Shuswap Regional District Bylaw No. 5433.
- (c) "Annual General Meeting" means a gathering open to all members of the Association and held once a year at which time elections to the Board of Directors are held and annual reports to the general membership are presented.
- (d) "Area "A" means Area "A" of the Columbia Shuswap Regional District.
- (e) "B&B" means an accommodation establishment located on private land, accessible by motor vehicle, typically packaging accommodation and breakfast within a single structure within which the owner also resides.
- (f) "Back Country Lodge" means an accommodation establishment located on Crown land that is typically accessed only by helicopter or hiking trail by its registered guests.
- (g) "Board of Directors", "Directors" or "Board" means the principal administrative body of the Association;
- (h) "Bylaw Area" means that geographical area defined by Columbia Shuswap Regional District Bylaw No. 5433, imposing an additional accommodation tax under the provisions of the *Hotel Room Tax Act*.
- (i) "Chamber" means the Kicking Horse Country Chamber of Commerce.
- (j) "Executive Committee" means a committee comprised of all Officers.
- (k) "Front Country Lodge" means an accommodation establishment located on private land within Area "A", typically accessible by motor vehicle, and offering a mix of specific accommodation options, activities, and meals.
- (l) "Manager" means the hired staff directly accountable to the Board, and may also be entitled "Executive Director", "Marketing Director", or "Marketing Manager".

- (m) “Non Voting Member” is defined as a Partner that does not operate or carry on business within the Bylaw Area or a Stakeholder who is not a Voting Member;
- (n) “Officers” means the Officers of the Association, being a President, Vice President, Treasurer, and Secretary.
- (o) “Partner” means a Stakeholder that has participated in at least one Association program not more than fourteen months prior to, and not less than 60 days prior to, the General Meeting;
- (p) “Stakeholder” means any person, business, private or public organization, governmental authority or unincorporated group registered with the Association as a Stakeholder;
- (q) “Tourism Operator” means any person, business, private or public organization that provides as its core business, a commercial tourism related activity experience.
- (r) “Tourism Kicking Horse” is defined as the business name of the destination marketing organization created to market and promote tourism opportunities specifically within the boundary of the Controlled Recreation Area administered by Kicking Horse Mountain Resort.
- (s) “Town of Golden” is defined as the geographic area within which the Corporation of the Town of Golden is granted municipal government authority.
- (t) “Voting Member” is defined as either a Stakeholder operating or carrying on business within the Bylaw Area that has paid a membership fee not more than fourteen months prior to, and not less than 60 days prior to, the General Meeting, or a Partner operating within the Bylaw Area.

ARTICLE II – STAKEHOLDER BUSINESS MODEL

Section 1. Stakeholder Criteria:

Stakeholder status is conferred upon registration with the Association and upon proof satisfactory to the Association of the following minimum criteria:

- (a) Compliance with all relevant governmental regulations and bylaws;
- (b) Carrying a minimum of two million dollars third party liability insurance; and,
- (c) For Accommodators, be a Tourism BC Approved Accommodation, AAA rated and approved, or Canada Select rated and approved.

Section 2. Duration of Stakeholder and Partner Status:

- (a) Upon registration with the Association, status shall be determined and may be altered or revoked by the Board from time to time. Status shall be determined on any basis and fees payable in amounts and at times as the Board may decide. Status shall cease if a Stakeholder dies, submits a written resignation, has their status revoked by the Board as provided in these Bylaws, or is dissolved or struck from its incorporating Registry.
- (b) The Board may designate a Stakeholder as a Partner to assist the Association to achieve its purposes. The Board may rescind the designation of Stakeholder as a Partner under this subsection without notice or explanation to the Stakeholder.

Section 3. Voting Privileges:

- (a) Stakeholders who are not Voting Members are entitled to attend meetings of the Association but may not vote at any such meetings or occupy positions of office.
- (b) Partners are entitled to attend and vote at meetings of the Association, and occupy positions of office.

Section 4. Fees and Termination of Membership:

Membership fees of the Association shall be fixed and may be altered by the Board on any basis and payable at such times as the Board may decide. A Stakeholder ceases to be a member if that Stakeholder dies, submits a written resignation, has their membership revoked by the Board as provided in these Bylaws, or is dissolved or struck from its incorporating Registry.

Section 5. Revocation of Membership:

The Board may revoke membership on the following grounds:

- (a) Failure of the member as a Director to disclose a conflict of interest with the Association
- (b) Failure of the member as a Director to attend the requisite number of meetings as stated in the Bylaws.
- (c) Conduct unbecoming of a member.

Section 6. Resignation:

Any member may resign from membership by giving notice in writing to the Board, but such resignation shall not relieve such members from any liability for fees or obligations incurred.

Section 7. A member shall cease to be a member:

- (a) By delivering a resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association;
- (b) Upon death or upon an incorporated organization being dissolved or struck from its incorporating registry;
- (c) On being expelled from the membership; or
- (d) For failure to pay any of the required membership fees or any other Association charge levied upon that member for a period of six months from the time that fee or charge was due.

Section 8. Expulsion

- (a) In addition to any other provisions of these Bylaws, a member may be expelled by a special resolution of the members passed at a general meeting.
- (b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (c) The member subject to the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

ARTICLE III – BOARD OF DIRECTORS

Section 1. The Board of Directors shall govern the affairs of the Association. The signatories to the Association's application under the *Society Act* shall serve as the initial Board of Directors and serve until the Association's first Annual General Meeting.

Section 2. The Board of Directors will be composed of:

1. Six directors elected as follows from members who are Accommodators:
 - (a) One representing franchised or chain hotels or motels operating within the boundaries of the Town of Golden (known as the "Chain Accommodator Director");
 - (b) Two representing hotels or motels operating within the boundaries of the Town of Golden that are not franchised or part of a chain (known as the "Independent Accommodator Directors");
 - (c) One representing a Back Country Lodge within the Bylaw Area of Area "A" (known as the "Backcountry Director");
 - (d) One representing a Front Country Lodge or B&B within the Bylaw Area of Area "A" (known as the "Front Country Director" or the "B&B Director");
 - (e) One representing any Accommodator operating within the Bylaw Area (known as the "Floating Director");
2. Two directors elected from members who are Tourism Operators operating within the Bylaw Area, (known as "Tourism Operator Directors"); and,
3. Three directors permanently appointed as follows (known as the "Independent Directors"):
 - (a) One director representing the Chamber chosen by the Chamber;
 - (b) One director representing the Golden and Area Community Economic Development Society chosen by the Golden and Area Community Economic Development Society; and,
 - (c) One director representing Tourism Kicking Horse chosen by Tourism Kicking Horse.

Section 3. The following rules shall apply to all directors:

- (a) Only persons representing Accommodators that collect the Additional Hotel Room Tax or Tourism Operators conducting business within the Bylaw Area may be an elected director.
- (b) Only persons representing a Partner operating within the boundaries of the Bylaw Area may be an elected director.
- (c) Only persons representing members in good standing may be an elected director.
- (f) The terms for the Floating Director, the Front Country Director, the B&B Director, and the Chain Director shall be two (2) years beginning after the Association's first Annual General Meeting.
- (g) The terms for the Independent Directors and the Tourism Operator Directors shall be one (1) year beginning after the Association's first Annual General Meeting, and two (2) years thereafter.
- (h) Any casual vacancy of an elected director occurring in the Board may be filled by the Board with a person who qualifies to be a director.
- (i) If a director is unable to attend a Board meeting, he is authorized to appoint an alternate, provided that the alternate represents a member qualified to fill that position as director and has the prior written approval of the President of the Association.
- (j) A director may participate in a meeting of the Board by conference telephone by means of which all directors in the meeting can hear each other. A director participating in a meeting in accordance with this provision shall be deemed to be present at that meeting, shall be counted in the quorum, thereof, and shall be entitled to speak and vote.
- (k) Directors missing three consecutive meetings without prior notice to the President will automatically cease to be directors.
- (l) If a director ceases to be a representative of a member, he must inform the Board of that fact immediately and resign from the Board unless he becomes the representative of another member qualified to fill that position as director.

Section 4. The Board shall meet at least eight times annually on days to be specified by the President.

Section 5. The Executive Committee may call special meetings of the Board, when, in its opinion, it is necessary to hold such a meeting.

- Section 6.** The requisite notice for a meeting of the Board shall be at least three (3) clear days, and may be given by electronic post or facsimile and notice shall be deemed to have been effected on the date of transmission and non-receipt of notice to any member shall in no way invalidate any such meeting so called, or any business transacted at such meeting.
- Section 7.** Six directors shall constitute a quorum for the Board of Directors meetings.
- Section 8.** The accidental omission to give notice of a meeting to, or the receipt of a notice by, and of the members entitled to receive notice does not invalidate proceedings at that meeting.
- Section 9.** The Board shall have complete control and charge of the management of the Association and the administration of its affairs and the prosecution of its purposes. The Board shall have the power to delegate to the Executive Committee all its powers and duties excepting such as by law or by these bylaws and are specifically required to be performed by the Board.
- Section 10.** The directors shall have power at any time and from time to time to borrow, raise or secure the payment of money, and to invest or spend the moneys of the Association in such manner as they may think fit for the purpose of carrying out the objectives of the Association, provided, however, that debentures may not be issued without the authority of a special resolution of the members.
- Section 11.** No director or Officer appointed by the Board shall be entitled to any remuneration, other than such expenses as may be approved by the Board. The Board shall fix the remuneration of any Account Executives.
- Section 12.** The Board is empowered to hire a Manager to assist the Association in the attainment of its purposes.
- Section 13.** The members 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.

ARTICLE IV – OFFICERS

- Section 1.** Each Board, immediately following the Annual General Meeting at which it is elected, shall convene inter alia for the purpose of electing the Officers of the Association for the ensuing year.
- Section 2.** The Officers of the Association shall be a President, Vice President, a Treasurer, a Secretary and the Past President.

Section 3. The Board may appoint from time to time from the membership Account Executives who shall hold office until the next Annual General Meeting or until their appointment is rescinded. Account Executives are responsible for those duties assigned to them by the Board or Executive Committee.

Section 4. The duties of Officers shall be as follows:
President – chair all meetings of the Association;
Vice-President – chair meetings in the absence of the President;
Treasurer- report to the membership at the Annual General Meeting on the financial accounts of the Association at the time of circulation of the financial statements;
Secretary – keep the minutes or proceedings of all meetings of the Association and all records of the Association;
Past President – provide advice on Association matters to the President at the request of the President.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be charged with the conduct of all business during the intervals between meetings of the Board, including any duties delegated by the Board.

Section 2. Meetings of the Executive Committee shall be called at such time and place and in such manner, as the President shall direct.

Section 3. A resolution in writing signed by all members of the Executive Committee shall be equally binding as if passed at an Executive Committee Meeting regularly called and attended. A majority of the members of the Executive Committee shall constitute a quorum of the Executive Committee.

Section 4. The Executive Committee shall have no power to borrow money on behalf of the Association. This prerogative rests with the Board of Directors and by permission of the Membership.

Section 5. The Board shall fill any casual vacancy on the Executive Committee.

Section 6. The President of the Board of Directors or in his/her absence, the most senior Officer in attendance shall chair all meetings.

ARTICLE VI – NOMINATIONS

- Section 1.** An Annual General Meeting will be held at least once in every calendar year and not more than fifteen (15) months after the adjournment of the previous Annual General Meeting.
- Section 2.** At such time prior to the Annual General Meeting as the Board shall decide, excerpts from these bylaws as may be calculated by the Board to acquaint the members with the nominating procedure herein set out, together with a list of Officers and directors whose office is expiring, shall be mailed to the registered electronic or postal address of the active members in good standing.
- Section 3.** At such time prior to the Annual General Meeting as the Board shall decide, the President shall appoint a Nominating Committee chaired by a Past President or alternatively by another director, who is not up for re-election, of no less than three members who shall solicit nominations from the Voting Membership within each of the Accommodation and Tourism Operators sub sectors.
- Section 4.** The Nominating Committee shall collate such nominations as it may deem fit, and shall place them in the hands of an Officer to be prescribed by the Board at least three (3) days prior to the Annual General Meeting.
- Section 5.** At least seven (7) clear days prior to the Annual General Meeting the Nominations Committee shall mail or send by facsimile to each active member of the Association in good standing a list of the names, occupations and positions of all persons so nominated.
- Section 6.** At the Annual General Meeting elections shall be by secret ballot.
- Section 7.** All Accommodator nominees excepting the Floating Director shall be segregated by category, and voting shall be conducted by category for Town and Area “A” positions. Unelected nominees remaining may then stand for election within the Floating Director category.
- Section 8.** In the event the number of candidates within each category is equal to the number of available positions, there shall be no balloting and the nominees will be declared elected by acclamation.
- Section 9.** The Chair shall appoint tellers to distribute, collect and count the ballots, naming one person so appointed as chief teller.
- Section 10.** When balloting is complete, the Chair shall declare the poll closed and direct the tellers to collect and record the ballots.

Section 11. The Chair shall declare those candidates elected who have received the largest number of votes in their respective category. In the event two (2) candidates poll an equal number of votes for a vacancy, the vacancy shall be filled by a second ballot between the candidates polling an equal number of votes. If after a second ballot a tie exists, the successful candidate will be determined by lot.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Association shall end the 30th day of September, in each year.

ARTICLE VIII – MEETINGS

- Section 1.**
- (a) The Board, on the requisition of a minimum of ten percent (10%) or more of the voting members of the Association, in this section called the requisitionists, shall convene a general meeting of the Association without delay.
 - (b) The requisition shall:
 - (i) State the purpose of the general meeting;
 - (ii) Be signed by the requisitionists; and
 - (iii) 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 requisitionists.
 - (c) If, within, twenty-one (21) days after the date of delivery of the requisition, the directors do not convene a general meeting, the requisitionists or a majority of them, may themselves convene a general meeting within four (4) months after the date of the delivery of the requisition.
 - (d) A general meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as those convened by the Directors.
- Section 2.** A number aggregating at least fifteen percent (15%) of Voting Members in good standing shall constitute a quorum of any general meeting, including the Annual General Meeting.
- Section 3.** If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Section 4. A Voting Member in good standing may be represented at any special or general meeting by any other active member in good standing and shall have the right to exercise proxy power in voting provided that written authorization be secured from the member assigning his voting privileges and delivered to the President of the Board prior to the call to order for the meeting at which voting power is to be exercised.

Section 5. The Secretary or some other Officer specially charged by the Board of Directors with that duty shall maintain and have charge of the minute books of the Association and shall record or cause to be recorded therein the minutes of proceedings of all the meetings of members and directors.

ARTICLE IX – SPECIAL RESOLUTION

A Special Resolution shall be a resolution passed by a majority of not less than seventy-five (75%) of the members entitled to vote and present at Special General Meetings or an Annual General Meeting of the Association of which not less than fourteen (14) days proper notice has been given stating the resolution to be presented.

ARTICLE X – COMMITTEES

The Board shall, from time to time, appoint such standing and special committees from among the membership of the Association or otherwise, as may be deemed fit and the powers and duties of such committees shall be defined by the Board. No policy shall be initiated and no action shall be taken by any committee without the approval of the Board.

ARTICLE XI – PROCEDURE

All procedure and order of business at all meetings shall be in accordance with standard parliamentary procedure as provided in Roberts Rules of Order.

ARTICLE XII – AUDITORS

The accounts of the Association shall, within a reasonable time after the end of each fiscal year, be examined and their correctness ascertained and certified by one (1) or more accountants to be selected and appointed annually by the Board and a written report shall be mailed to the Town of Golden and the Columbia Shuswap Regional District. Members of the Association may obtain the report by request via mail or by circulation at the Annual General Meetings.

ARTICLE XIII– INSPECTION

Section 1. All books, accounts and records of the Association shall be open for inspection by the Officers and the Directors at all reasonable times and for inspection by the active members of the Association in good standing 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.

Section 2. Each November, the Association shall submit to the Town of Golden and the Columbia Shuswap Regional District an annual report showing revenue and expenditures, a description of activities undertaken using the Additional Hotel Room Tax revenues and results attributable to expenditures made under this program.

ARTICLE XIV – GENERAL

In these bylaws the masculine and the singular shall include the feminine, plural and body corporate.

ARTICLE XV – AMENDMENT

These bylaws may be amended by Special Resolution only.