

Tourism Golden Association

Form 3 – SOCIETY ACT

CONSTITUTION

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

Vision:

To inspire target visitors to stay and explore Golden and Kicking Horse Country and to increase the economic impact of tourism in a manner that is admired by all in the Canadian tourism industry.

Mission:

We will market Golden and Kicking Horse Country as a destination of choice. We will inspire more tourists to visit Golden by delivering innovative marketing initiatives. We will provide subsidised cooperative marketing activities for stakeholder participation; by doing so we will increase revenues.

Mandate:

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

Guiding Principles:

These are the principles from which the Society will operate.

- (a) Balance resident values with visitor demand.
- (b) Work collectively with the community to develop services to meet the needs of our visitors.
- (c) Partner with existing organizations and stakeholders that contribute to tourism marketing and destination development.
- (d) Recognize the community as a blend of diverse unique resources working together to become a healthy, vibrant community in which to live and work.

- (e) Maintain a positive, respectful relationship with residents of Kicking Horse Country.
 - (f) Advocate a social, environmental and economic balance within the tourism industry and the community at large.
 - (g) Foster open and honest communication with all community stakeholders through a comprehensive communication plan.
 - (h) Leverage resources and maximize partnership potential.
 - (i) Be fiscally responsible and accountable to Members.
 - (j) Advocate on behalf of the local tourism industry.
 - (k) Be inclusive and transparent to the Members, 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 I – INTERPRETATION

In these bylaws the following definitions will hold:

- (a) "Accommodator" is defined as any establishment offering overnight accommodation that directly levies and remits the Municipal and Regional District Tax (MRDT).
- (b) "Municipal and Regional District Tax" means the additional 2% or 3% tourism tax levied on accommodation bills within Area A and the Town of Golden.
- (c) "Annual General Meeting" means a gathering open to all members of the Society 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) "Board of Directors", "Directors" or "Board" means the principal administrative body of the Society
- (f) "Chamber" means the Kicking Horse Country Chamber of Commerce
- (g) "Manager" means the hired staff directly accountable to the Board, and may also be entitled "Executive Director", "Marketing Director", or "Marketing Manager"
- (h) "Member" means any registered proprietorship, partnership, limited company, a society or governmental authority that:
 - 1. Has an office or place of business registered within Area A or the Town of Golden;
 - 2. Provides as its core business, a commercial tourism operation;
 - 3. Complies with all relevant governmental regulations and bylaws;
 - 4. Independently carries a minimum of two million dollars third party liability insurance; and
 - 5.
 - i. Participates in at least one marketing activity or other program of the Society not more than fourteen months prior to, and not less than 60 days prior to a General Meeting; or
 - ii. Pays a membership fee not more than twelve months, and not less

than 60 days, prior to the General Meeting.

- (i) “Officers” means the Officers of the Society, being a President, Vice President, Treasurer, and Secretary.
- (j) “Online Short Term Rental” is defined as a short term vacation rental offering overnight accommodation where the Municipal and Regional District Tax is levied and remitted solely by a 3rd party online accommodation platform.
- (k) “Other Accommodator” includes any business offering overnight accommodation that is not defined as “Accommodator” or “Online Short Term Rental” including, but not limited to, campgrounds.
- (l) “Tourism Operator” includes any person, business, private organization, public organization or unincorporated group that:
 - 1. Is not an Accommodator or Online Short Term Rental but may be an Other Accommodator,
 - 2. Has an office or place of business registered within Area A or the Town of Golden; and either
 - 3. Provides as its core business, a commercial tourism activity or an annual sporting event which has operated for a minimum of two years; or
 - 4. Provides infrastructure or infrastructure maintenance for a tourism activity including but not limited to whitewater rafting, biking, sky-diving, paragliding, horse riding, skiing or snowmobiling and transportation.
- (k) “Town of Golden” is defined as the geographic area within which the Corporation of the Town of Golden is granted municipal government authority.

ARTICLE II –MEMBER BUSINESS MODEL

1 Duration of Member Status:

- (a) Status shall be determined and may be altered or revoked by the Board from time to time. Status shall be determined on any basis as the Board may decide.
- (b) Member status shall cease upon;
 - (i) Non-participation in at least one marketing activity or other program of the Society not more than fourteen months prior to, and not less than 60 days prior to the General Meeting; or
 - (ii) Submission of a written resignation to the Secretary or the mailing address of the Society; or
 - (iii) Death of the Member; or
 - (iv) Member status being revoked by the Board as provided in these bylaws; or
 - (v) Organisation being dissolved or struck from its incorporating Registry
- (c) The Board may rescind the designation of a Member under this subsection without notice or explanation to the Member.

2 Voting Privileges:

- (a) Members are entitled to attend and vote at meetings of the Society, and occupy positions of office.
- (b) Members elect all unappointed Directors.
- (c) Even though a Member may own or control more than one business that may qualify it as a Member, a Member only has one vote.

3 Fees:

Membership fees of the Society shall be fixed and may be altered by the Board on any basis and payable at such times as the Board may decide.

4 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 Society; or
- (b) Failure of the Member as a Director to attend the requisite number of meetings as stated in the Bylaws; or

- (c) Conduct unbecoming of a Member; or
- (d) Failure to pay any of the required membership fees or any other Society charge levied upon that Member for a period of six months from the time that fee or charge was due.

5 Resignation:

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

6 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.

7 Discipline and Appeals:

Any decision relating to revocation of Membership or hardship affecting a Member may be appealed to the Appeal Committee. The decision of the Appeal Committee shall constitute a final decision and shall be binding upon the offending Member and the Society.

ARTICLE III – BOARD OF DIRECTORS

- 1) The Board of Directors shall govern the affairs of the Society. The signatories to the Society's application under the *Society Act* shall serve as the initial Board of Directors and serve until the Society's first Annual General Meeting.
- 2) The Board of Directors will be composed of:
 - (a) Seven directors elected as follows from Members who are Accommodators:
 - (i) Three representing Accommodators operating within the Town of Golden (known as "Town Accommodator Directors");
 - (ii) Three representing Accommodators operating within Area A (known as "Area A Accommodator Directors") and
 - (iii) One representing Accommodators either from within the Town of Golden, or from Area A (known as "the General Accommodator");
 - (b) Three directors elected from Members who are Tourism Operators (known as "Tourism Operator Directors"); and,
 - (c) One appointed director chosen by the Chamber representing the Chamber of Commerce.
- 3) The following rules shall apply to all Directors:
 - (a) Only persons representing Accommodators or Tourism Operators may be an elected Director.
 - (b) Only persons who are a Member, or who represent a Member may be an elected Director.
 - (c) Only persons who are a Member, or who represent a Member in good standing may be an elected Director.
 - (d) Each year, Directors shall be elected to replace those whose terms expire, and a Director whose term expires is eligible for re-election
 - (e) Except as to the first election of Directors held after this rule takes effect or where an election is held to fill the unexpired portion of a term, Directors shall be elected to hold office for 2 years.
 - (f) 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.
 - (g) 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 Society.
 - (h) 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.
- (i) Directors missing three consecutive meetings of the Board will automatically cease to be Directors.
 - (j) 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.
 - (k) The term for the General Accommodator Director shall be one (1) year beginning after the Association's 2015 Annual General Meeting, and two (2) years after that.
- 4) The Board shall meet at least eight times annually on days to be specified by the President.
 - 5) The Officers may call special meetings of the Board, when, in their opinion, it is necessary to hold such a meeting.
 - 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.
 - 7) Five Directors shall constitute a quorum for the Board of Directors meetings.
 - 8) The accidental omission to give notice of a meeting to, or the receipt of a notice by, and of the Directors entitled to receive notice does not invalidate proceedings at that meeting.
 - 9) The Board shall have complete control and charge of the management of the Society and the administration of its affairs and the prosecution of its purposes. The Board shall have the power to delegate to the Officers all its powers and duties excepting such as by law or by these bylaws and are specifically required to be performed by the Board.
 - 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 Society in such manner as they may think fit for the purpose of carrying out the objectives of the Society, provided, however, that debentures may not be issued without the authority of a special resolution of the Members.
 - 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.
 - 12) The Board is empowered to hire a Manager to assist the Society in the attainment of its purposes.

- 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

- 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 Society for the ensuing year.
- 2) The Officers of the Society shall be a President, Vice President, a Treasurer, and a Secretary.
- 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.
- 4) The duties of Officers shall be as determined by the Board from time to time
- 5) The Officers shall be charged with the conduct of all business during the intervals between meetings of the Board, including any duties delegated by the Board.
- 6) Meetings of the Officers shall be called at such time and place and in such manner, as the President shall direct.
- 7) A resolution in writing signed by all the Officers shall be equally binding as if passed at an Officers Meeting regularly called and attended. A majority of the Officers shall constitute a quorum of the Officers.
- 8) The Officers shall have no power to borrow money on behalf of the Society. This prerogative rests with the Board of Directors and by permission of the Members.
- 9) The Board shall fill any casual vacancy in the Officers of the Society.
- 10) The President of the Board of Directors, or in his or her absence, the most senior Officer in attendance, shall chair all meetings.

ARTICLE V – NOMINATIONS AND ELECTIONS OF DIRECTORS

- 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.
- 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.
- 3) At such time prior to the Annual General Meeting as the Board shall decide the Board shall seek nominations for election of Directors
- 4) At least 24 hours prior to the Annual General Meeting the Board shall mail or send by facsimile or electronic notification to each Member a list of the names, occupations and positions of all persons so nominated.
- 5) At the Annual General Meeting elections shall be by secret ballot.
- 6) 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.
- 7) The Chair shall appoint tellers to distribute, collect and count the ballots, naming one person so appointed as chief teller.
- 8) When balloting is complete, the Chair shall declare the poll closed and direct the tellers to collect and record the ballots.
- 9) 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 VI – MEETINGS

- 1) The Board, on the requisition of a minimum of ten percent (10%) or more of the Members, in this section called the requisitionists, shall convene a general meeting of the Society without delay.
 - a) 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 Society and may consist of several documents in similar form each signed by one or more requisitionists.
 - b) 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.
 - c) A general meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as those convened by the Directors.
- 2) A number present in person aggregating at least fifteen percent (15%) of Members shall constitute a quorum of any General Meeting, including the Annual General Meeting.
- 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.
- 4) A Member may be represented at any special or general meeting by any other Member 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 within 48 hours of the meeting at which voting power is to be exercised. Proxy votes do not contribute to the number required to constitute a quorum.
- 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 Society and shall record or cause to be recorded therein the minutes of proceedings of all the meetings of Members and Directors.

ARTICLE VII – SPECIAL RESOLUTION

A Special Resolution is a resolution passed by a majority of not less than seventy-five percent (75%) of the Members present at Special General Meetings or an Annual General

Meeting of the Society of which not less than fourteen (14) days written notice has been given stating the resolution to be presented.

ARTICLE VIII – COMMITTEES

The Board shall, from time to time, appoint such standing and special committees from among the membership of the Society 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 IX – 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 X – AUDITORS

The accounts of the Society 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 may obtain the report by request via mail or by circulation at the Annual General Meetings.

ARTICLE XI– INSPECTION

- 1) All books, accounts and records of the Society shall be open for inspection by the Officers and the Directors at all reasonable times and for inspection by the Members 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 Society and all records of the Society shall be kept or caused to be kept by such Officer as the Board may appoint.
- 2) Each November, the Society 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 XII – GENERAL

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

ARTICLE XIII – AMENDMENT

These bylaws may be amended by Special Resolution only.