

SUNSHINE COAST TOURISM CONSTITUTION AND BYLAWS

CONSTITUTION

1. The name of the Society is Sunshine Coast Tourism
2. The purpose of the Society is:

To build a strong tourism economy on the Sunshine Coast consistent with the values of the residents. Sunshine Coast Tourism will:

- *Promote the Sunshine Coast to leisure and business travelers as a year-round destination in targeted markets through a strategic, research-based marketing strategy*
- *Facilitate the continuing evolution of the destination*
- *Increase awareness of the value, contribution, and importance of tourism among the government, population, and businesses on the Sunshine Coast*

BYLAWS

The bylaws of the Society are consistent with those set out in Schedule B to the Society Act

ARTICLE I – INTERPRETATION

In these Bylaws, the following definitions will hold:

- 1.1 Wherever the words “Board of Directors” or “The Board” occur in these Bylaws, they shall be understood to mean “The Board of Directors of Sunshine Coast Tourism” and be inclusive of all Officers and Directors.
- 1.2 Wherever the word “Officers” occurs in these Bylaws they shall be understood to mean and be inclusive of the President, Past-President, Vice-President, Secretary and Treasurer.
- 1.3 Wherever the masculine or singular is used in these Bylaws, it shall be deemed to refer to the feminine or plural as the context may require.
- 1.4 Wherever the word “Sunshine Coast” occurs in these Bylaws, it shall mean that area, within and for which Sunshine Coast Tourism was established as defined in the Certificate of Registration under the Boards of Trade Act (R.S.,c. 18,s.1).
- 1.5 “North Region” is defined as that area of the Sunshine Coast that is included in the Powell River Regional District.

- 1.6 “South Region” is defined as that area of the Sunshine Coast that is included in the Sunshine Coast Regional District.
- 1.7 “Member” is defined as a member of Sunshine Coast Tourism in good standing.
- 1.8 “Traditional Accommodator” is defined as any establishment of 4 units or more offering overnight accommodation that levies the Municipal and Regional District Tax (MRDT).
- 1.9 “Small Accommodator” is defined as any establishment of 3 units or less offering overnight accommodation, that may or may not levy the Municipal and Regional District Tax (MRDT) either directly or through an Online Accommodation Platform
- 1.10 “Municipal and Regional District Tax”(MRDT) means the additional tourism tax of up to 3% levied within the Bylaw Area on sales of taxable accommodation within the Sunshine Coast Regional District and Powell River Regional District.
- 1.11 “Executive Officer” means the hired staff member directly accountable to the Board.

ARTICLE 2 – MEMBERS

- 2.1 Any reputable person directly or indirectly engaged or interested in tourism, and/or the economic welfare of the Sunshine Coast shall be eligible for membership with Sunshine Coast Tourism.
- 2.2 Corporations, Societies, Partnerships or Estates, directly engaged or interested in tourism, or the economic welfare of the Sunshine Coast may become members of Sunshine Coast Tourism, but the voting power of such memberships shall, in each case, be assigned to an individual.
- 2.3 At any General Meeting or Board of Directors Meeting of Sunshine Coast Tourism any member in good standing may ratify the application for membership of any eligible person or organization as a candidate for becoming a member of Sunshine Coast Tourism, providing such candidate shall undertake, if admitted, to be governed by the Bylaws of Sunshine Coast Tourism.
- 2.4 If such proposal is carried by a majority of two-thirds of the Board of Directors of Sunshine Coast Tourism then, such person or organization shall thenceforth be a member of Sunshine Coast Tourism and shall have all the rights and be subject to all obligations of the other members.

- 2.5 Membership shall continue from the time of admittance until a member has resigned in accordance with the provision of these Bylaws or has been removed from the roll of members by action of the Board.
- 2.6 Membership is non-transferable and new owners must apply for membership.
- 2.7 Members are responsible for making sure all of the information concerning their business is kept current with Sunshine Coast Tourism. The Board will use the internet and email as the primary method of communication with members. All notices of Sunshine Coast Tourism meetings will be delivered by mail or email.

Conditions of Membership

- 2.8 All members shall:
 - (a) Pay Membership Dues when due with the exception of Traditional or Small Accommodators
 - (b) Pay all other monies due and payable to Sunshine Coast Tourism when due
 - (c) Comply with these Bylaws
 - (d) Comply with such code of ethics as is prescribed by the Board from time to time
- 2.9 A member who fails to comply with the conditions of membership set out in 2.8 shall be deemed to be not in good standing.
- 2.10 If a member is not in good standing then neither the member or the member's Designated Voting Representative, as the case may be, shall be entitled to:
 - (a) Vote at general, Board, committee or task force meetings
 - (b) Participate in programs offered by Sunshine Coast Tourism
 - (c) Receive notices or other information sent out by Sunshine Coast Tourism
 - (d) Nominate a candidate for a director position

Membership Dues

- 2.11 Members shall, at the time of joining Sunshine Coast Tourism and annually thereafter, pay such Membership Dues as are prescribed by The Board. Changes in dues are subject to the approval of the majority of the Directors.

- 2.12 Other assessments may be levied against all members, provided that they are recommended by the Board and approved by a majority of the Directors.
- 2.13 All those accommodators collecting MRDT on the Sunshine Coast will be considered members of Sunshine Coast Tourism upon registration and will not pay membership dues.

Resignation

- 2.14 Any member of Sunshine Coast Tourism who intends to retire from or resign his membership, may do so, at any time, upon giving the Board of Directors notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of Sunshine Coast Tourism against him at the time of such notice.

Termination of Membership

- 2.15 Any member of Sunshine Coast Tourism may be expelled by a two-thirds (2/3) vote of The Board, providing just cause has been found.
- 2.16 The Board may remove from the roll of members the name of any newly enrolled member failing to pay his annual dues within Thirty (30) days of his admission, or of any other member who fails to pay such dues within Thirty (30) days of the date on which they fall due. Upon such action by The Board, all privileges of membership shall be forfeited.
- 2.17 In the event that a member resigns pursuant to Article 2.14, or membership is terminated pursuant to Article 2.16 then in such an event, a member shall not be entitled to any rebate or refund of any membership fees paid. In the event that the Board terminates membership in Sunshine Coast Tourism, pursuant to Article 2.15, then in such an “event”, The Board shall refund a prorated portion of the annual membership fees to the date of termination to such a member.

ARTICLE 3 – MEETINGS OF MEMBERS

- 3.1 The Members of Sunshine Coast Tourism who are in good standing shall be the only members entitled to vote at a general meeting of Sunshine Coast Tourism.
- 3.2 The Annual General Meeting of Sunshine Coast Tourism shall be held once in each and every year and no later than 18 months after the last preceding Annual General Meeting, on a day to be fixed by the Board. It shall:

- a) Receive the report for the last year as to the position of funds, Property, and progress of Sunshine Coast Tourism and the Annual Accounts and Balance Sheet
 - b) Elect the Board of Directors from the membership
- 3.3 General Meetings of Sunshine Coast Tourism shall be held at times and places designated by the Board.
- 3.4 The Secretary, or his assignee, shall keep the minutes of all General Meetings and have them duly signed by the person who presided at the meeting and then entered into the minute book once approved.
- 3.5 All books of Sunshine Coast Tourism shall be open at reasonable hours to any member of Sunshine Coast tourism, free of charge, upon request to the President.

Notice

- 3.6 Notice of General Meeting, naming a time and place of assembly, shall be given. A circular letter, public notice, telephone call, fax or email to each member shall constitute sufficient notice. At least 14 days notice of such meetings shall be given.

Voting

- 3.7 Every member in good standing represented at any General Meeting shall be entitled to one Vote providing that the vote of the Sunshine Coast Tourism, Corporation, Society, Partnership, or Estate Member shall in each case be assigned to individuals.
- 3.8 Voting shall normally be by a show of hands, or if requested by the President, by a standing vote.
- 3.9 A quorum for the transaction of business at a general meeting shall be 10% of the Members present in person and no proxy shall be allowed.
- 3.10 Motions or amendments shall be carried at any General Meeting by a majority vote unless otherwise provided in these Bylaws.
- 3.11 Proxy voting at any General Meeting is permitted for members who are:
- a) Members in good standing
 - b) Able to submit in writing (by email or letter) the name of the proxy member 2 weeks prior to the General Meeting
 - c) Able to arrange a proxy member to be present at the General Meeting
- No member may be allowed to serve as proxy for more than one member at any one time.

ARTICLE 4 – BOARD OF DIRECTORS

- 4.1 Sunshine Coast Tourism shall be governed by a Board of Directors (The Board) consisting of eleven (11) members elected by the Members.
- 4.2 Every director must be a Member, or the Designated Voting Representative of a Member, who is in good standing.
- 4.3 The Board of Directors will be composed of:
 - (a) Two Directors representing Traditional Accommodators located in the north region
 - (b) Two Directors representing Traditional Accommodators located in the south region
 - (c) One Director representing Small Accommodations and Campgrounds
 - (d) Two Directors at Large representing the north region
 - (e) Two Directors at Large representing the south region
 - (f) One Director representing the Recreation Sector
 - (g) One Director representing the Arts, Culture & Heritage Sector
- 4.4 Traditional Accommodator Directors shall be elected by Members of that sector.
- 4.5 The Director representative of Small Accommodations and Campgrounds shall be elected by the members of that sector.
- 4.6 All other Directors are elected by the general Sunshine Coast Tourism membership.

Term of Office

- 4.7 Members of the Board shall hold office for a Two (2) Year Term or until such time as they are removed from office or vacate under the Provisions of the Bylaws of Sunshine Coast Tourism.
- 4.8 The Two (2) Year Terms shall be staggered such that only one half of the Director terms conclude in any one year.
- 4.9 Directors can stand for re-election without limitation.

Election of Directors

- 4.10 The Nominating/Governance Committee shall be a Standing Committee of the Board made up of the Vice President and at least two members of the Board. The Nominating/Governance Committee shall be chaired by the Vice President.

- 4.11 The Nominating/Governance Committee shall solicit nominations from the membership and develop a slate of nominees prior to the Annual General Meeting that it recommends for each available position on the Board. All proceedings for a fair and proper nomination and election will be charged to this Committee.
- 4.12 At least thirty (30) days prior to the Annual General Meeting the Nominating/Governance Committee shall provide the Board with its recommendations for nominees, and the Board, taking into consideration the recommendations of the Nominating/Governance Committee, shall nominate candidates for the available director positions.
- 4.13 At least twenty (20) days prior to the Annual General Meeting, the Nominating/Governance Committee shall mail to the Members such excerpts from these Bylaws as may be considered by the Nominating/Governance Committee sufficient to acquaint the members with the nominating procedure together with the list of candidates nominated by the Board for the available director positions.
- 4.14 In the case of the Traditional Accommodators' director positions on the Board, only members of that sector may vote for those positions.
- 4.15 In the case of the Small Accommodations and Campgrounds director position on the Board, only the members of that sector may vote for those positions.
- 4.16 For all other director positions, the membership at large may vote for those positions.
- 4.17 At the Annual General Meeting elections shall be by secret ballot.
- 4.18 The Chair shall appoint tellers to distribute, collect and count ballots, naming one person so appointed as chief teller.
- 4.19 When balloting is complete, the Chair shall declare the poll closed and direct the tellers to collect and record the ballots.
- 4.20 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.
- 4.21 Not more than 1 officer or employee of any one corporation, firm, or Sunshine Coast Tourism member shall hold office on the Board.
- 4.22 The immediate Past President shall automatically be a voting member of the Board and the Executive for the ensuing year once elected.

- 4.23 The Officers shall be elected from the Board within 48 hours of the Annual General Meeting. Responsibility for the election shall remain with the Past President. In the absence of a Past President, the responsibility will remain with the spokesperson for the Nominating/Governance Committee.

Vacancies

- 4.24 Vacancies shall be filled from the membership by a majority vote of the remaining members of the Board of Directors and serve until the next Annual General Meeting.
- 4.25 When the position of President becomes vacant the Vice-President shall automatically become President.

Absence

- 4.26 Each Board member is expected to communicate with the President in advance of all Board meetings stating whether or not he/she is able to attend or participate by conference telephone or other agreed-upon means of communication.
- 4.27 Any Board member who is absent from three (3) successive Board meetings shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

Resignation of a Director

- 4.28 A director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Removal of Directors

- 4.29 A director may be removed by a two thirds (2/3) majority vote of the Board of Directors at any regularly scheduled or special meeting of the Board whenever, in its judgment, the best interests of Sunshine Coast Tourism would be served thereby.

Proceedings of The Directors

- 4.30 The Board of Sunshine Coast Tourism shall meet at such places and times as may be agreed upon and/or at the call of the President.
- 4.31 A Special Board Meeting of Sunshine Coast Tourism may be held at any time when summoned by the President, or requested in writing by any

three members of the Board. At least one day's notice of such meeting shall be given.

- 4.32 Unless otherwise restricted by these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents by the directors shall be filed with the minutes of the proceedings of the Board.
- 4.33 Any or all directors may participate in a meeting of the Board or a committee of The Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.
- 4.34 Between meetings of the Board, on-going oversight of the affairs of Sunshine Coast Tourism may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.
- 4.35 No unauthorized member or person may attend a Directors Meeting without prior arrangements with The Board.
- 4.36 Except as may otherwise be determined by the Board, The Executive Officer shall receive notice of Board meetings, attend and participate in the discussion at Board meetings, but shall not be considered a director including for the purposes of any quorum or vote of the Board.
- 4.37 Each director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.
- 4.38 A simple majority of Directors of the Board, lawfully met, shall be a quorum and such a quorum may do all things, which they deem necessary to realize the objectives of Sunshine Coast Tourism.

Remuneration

- 4.39 No paid employee or person under a contract for services to Sunshine Coast Tourism shall be a member of The Board. Officers and Directors of Sunshine Coast Tourism shall receive no remuneration for services rendered, but The Board may grant any of the Officers or Directors expense money while engaged in Society matters.

Powers of the Board

- 4.40 The Board of Directors shall be responsible for the strategic directions, budget approval, program priorities setting, government relations and selected direct program delivery activities.

Disclosure

- 4.41 Directors must disclose material interests in proposed or existing contracts or transactions or in a matter that might put a director's interest in conflict with the director's duties to the society. Disclosures must be recorded and accessible to members.

ARTICLE 5 – OFFICERS

- 5.1 The officers shall be a President, Past President, Vice-President, Secretary and Treasurer.
- 5.2 Two offices may be held by the same person, except that the President may not hold another office.

Duties of Elected Officers

- 5.3 The President shall:
- (a) Preside at the Annual General Meetings of Sunshine Coast Tourism and at meetings of the Board of Directors
 - (b) Appoint such ad hoc committees as may be needed from time to time.
 - (c) Serve as an ex-officio member of all committees and Task Forces and that when acting as an ex-officio member, the President shall not be included in the quorum or have a vote
 - (d) Approve the agenda for all meetings of the Board
 - (e) Be a signing officer of Sunshine Coast Tourism
 - (f) Represent Sunshine Coast Tourism or delegate others to represent the organization on appropriate occasions
 - (g) Along with the Executive Officer be an official spokesperson for Sunshine Coast Tourism
- 5.4 The Vice President shall:
- (a) Carry out the duties of the President in his/her absence.
 - (b) Chair the Nominating/Governance Committee for Sunshine Coast Tourism
- 5.5 The Secretary shall:
- (a) Issue notices of meetings of Sunshine Coast Tourism and The Board of Directors
 - (b) Keep and distribute minutes of all General and Board of Directors meetings of Sunshine Coast Tourism

- (c) Ensure that all recording requirements of the Society Act are complied with
- (d) Ensure that records and documents of Sunshine Coast Tourism, save those required to be kept by the Treasurer, are kept in safe custody

5.6 The Treasurer shall:

- (a) Receive and maintain all documents and records of a financial nature. He also shall maintain record of all monies paid and deposited in such banking institutions as may be designated by the Directors and report to Sunshine Coast Tourism at each Board and General Meeting
- (b) Be a signing officer for Sunshine Coast Tourism
- (c) Serve as Chair of the Finance Committee

5.7 The Past President shall:

- (a) Act in an advisory capacity as a voting member of The Board
- (b) Assume such duties as required by the President and/or The Board
- (c) Assume responsibility for the nomination of the Executive Officers as required following the Annual General Meeting, from the newly elected Board of Directors

Executive Officer (E.O.)

5.8 The E.O. shall be the chief executive and operating officer of Sunshine Coast Tourism and shall:

- (a) Oversee all day to day management functions of Sunshine Coast Tourism
- (b) Manage and direct all activities of Sunshine Coast Tourism in accordance with policies established by the Board
- (c) Employ and discharge all members of the staff necessary to carry out the work of Sunshine Coast Tourism
- (f) Fix individual staff compensation within a pre-approved budget
- (g) Define the duties of staff, supervise their performance, and establish their titles
- (h) Delegate those responsibilities of management as shall, at the E.O.'s discretion, be in the best interest of Sunshine Coast Tourism

- (i) Serve as an ex-officio member of all committees and Task Forces and that when acting as an ex-officio member, the E.O. shall not be included in the quorum or have a vote
 - (j) Follow the direction of the Board as a whole and report to the President
 - (k) Assist the Treasurer with preparation of all budgets
 - (l) Perform such other duties as assigned by the Board
- 5.9 The Executive Officer, together with the President, shall be an official spokesperson for Sunshine Coast Tourism.

ARTICLE 6 – COMMITTEES

- 6.1 The Board shall establish the Standing Committees and Ad Hoc Committees/Task Forces of Sunshine Coast Tourism.
- 6.2 The Board shall approve the Chair of each Committee or Task Force and its composition. It shall be the duty of each Committee or Task Force to take charge of all business referred to the committee by the Board, and to report thereon.
- 6.3 A record of each committee proceeding shall constitute a part of the transactions of Sunshine Coast Tourism and shall be kept on file.
- 6.4 No action or resolution of any committee of Sunshine Coast Tourism shall be binding upon or expressive of, the opinions or authority of Sunshine Coast Tourism unless and until such action or resolution shall have been approved by the Board.
- 6.5 No Committee of Sunshine Coast Tourism or any member thereof shall contract any debt on its behalf, which in any manner or to any extent renders Sunshine Coast Tourism liable to the payment of any sums, unless the Board shall have approved the sum

ARTICLE 7 – AFFILIATION

- 7.1 Sunshine Coast Tourism shall not participate in partisan political activity. Political activity will be limited to non-partisan activities that help accomplish the purposes of Sunshine Coast Tourism and shall be incidental in scope.

Definition – A political activity is considered partisan if it involves direct or indirect support of, or opposition to, a political party or candidate for public office

- 7.2 Sunshine Coast Tourism may, however, hold public forums involving candidates for public office as long as there is fair and impartial treatment of candidates, and no preference for a particular candidate or party is expressed.
- 7.3 Sunshine Coast Tourism, at the discretion of the Board, shall have power to affiliate with organizations in which membership may be in the interest of Sunshine Coast Tourism

ARTICLE 8 – FINANCIAL

Financial Institution

- 8.1 The Board shall designate, by resolution, the financial institution where the account(s) of Sunshine Coast Tourism will be held.

Fiscal Year

- 8.2 The fiscal year of Sunshine Coast Tourism shall commence on the 1st day of May in each year.

Signing Officers

- 8.3 The signing officers of Sunshine Coast Tourism shall be the Treasurer, the President and two directors.
- 8.4 The signing officers shall be appointed by resolution of the Board.
- 8.5 All cheques, legal documents and contracts signed on behalf of Sunshine Coast Tourism shall require the signature of at least two signing officers.
- 8.6 The Board shall designate the level of authorization required for budgeted and unbudgeted expenditures.

Borrowing

- 8.7 In order to carry out the purposes of Sunshine Coast Tourism, the Directors may on behalf of and in the name of Sunshine Coast Tourism, raise or secure the payment or repayment or money in the manner they decide, and, in particular but without limiting the forgoing, by the issue of debentures.
- 8.8 No debenture shall be issued without sanction of a special resolution.
- 8.9 The members may, by special resolution, restrict the borrowing powers of The Board, but a restriction imposed expires at the next Annual General Meeting.

Auditors

- 8.10 The accounts of Sunshine Coast Tourism 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. Members of Sunshine Coast Tourism may obtain the report by request via mail or by circulation at the Annual General Meetings.

ARTICLE 9 – INDEMNITY

- 9.1 Directors have fiduciary duty to act in the best interests of the society and with a view to its purposes. Directors may be personally liable for unauthorized distribution of society's money or other assets. Directors may be relieved of liability if they relied on professional advice, and court may relieve the liability of a director who, in the circumstances of the case, acted honestly and reasonably.
- 9.2 Each director shall be indemnified against expenses necessarily incurred in connection with the defense of any action, suit or proceeding in which he/she is involved by reason of being a director of Sunshine Coast Tourism and not found liable.
- 9.3 Each member shall release from liability Sunshine Coast Tourism and other members thereof for actions duly taken by Sunshine Coast Tourism.
- 9.4 Sunshine Coast Tourism shall hold Directors and Officers Liability Insurance.

ARTICLE 10 – CHANGES TO BYLAWS

- 10.1 Sunshine Coast Tourism may amend its Constitution and Bylaws by special resolution of the members. A special resolution is a resolution passed by a majority of not less than two thirds (2/3) of the Members present and voting at a General Meeting. Not less than fourteen days (14) notice stating the general nature, the time and the place of the meeting shall be given.

ARTICLE 11 – PROCEDURE

- 11.1 Parliamentary procedure shall be followed at all General and Regular Director Meeting in accordance with Robert's "Rules of Order".