

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

Canadian Inbound Tourism Association (Asia Pacific)

(the "Association")

Revised at the 2018 May 13 Annual General Meeting

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BE IT ENACTED as a by-law of the Association as follows:

1. General

1.1 Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- (a) “ASC” means a professional travel-related industry association or society;
- (b) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (c) “Active Member” shall have the meaning ascribed to it in by-law 2.1(a)(i);
- (d) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, transition or revival of the Association;
- (e) “Associate Member” shall have the meaning ascribed to in by-law 2.1(a)(ii);
- (f) "board" means the board of directors of the Association and "director" means a member of the board;
- (g) "by-law" means this by-law and any other by-laws of the Association as amended and which are, from time to time, in force and effect;
- (h) “CUS-OT” means a corporation related to the hospitality and tourism industry such as transportation companies, hotels, airline companies, restaurants, retail shops, attractions or relevant tourism partners with less than 2 locations or 200 employees. “CUS-NR” means a corporation related to the hospitality and tourism industry such as transportation companies, hotels, airline companies, restaurants, retail shops, attractions or relevant tourism partners with 2 or more locations and more than 200 employees;
- (i) “DEP” or “Dependent Member” shall have the meaning ascribed to it in by-law 2.1(a)(ii)(2)(B);
- (j) “DMO-DMO” means a corporation which is incorporated and in good standing under the Canada Business Corporations Act or any provincial legislating in Canada as the case may be, ad which is actively promoting on-provincial region in Canada, as a travel destination.
“DMO-PMO” means a corporation which is incorporated and in good standing under Canada Business Corporations Act and any provincial legislation in Canada, as the case may be, and which is actively promoting any province or territory in Canada, as a travel destination”;
- (k) “Designated Representative” shall have the meaning ascribed to it in by-law 2.2;

- (l) “HON” or “Honourary Life Member” shall have the ascribed meaning ascribed to it in by-law 2.1(a)(iii);
- (m) “herein”, “hereof” and similar expressions mean and refer to these by-laws and not to any particular part;
- (n) “IND” means an individual, corporation or partnership which provides hospitality or tourism services other than those provided by CUS(s), such as a tour coach driver, tour guide, driver-guide or interpreter;
- (o) “MED” means a corporation or partnership which publishes consumer and/or trade publications, including the full range of communications media of web, facsimile, television and radio, on a regular basis;
- (p) "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (q) “member” means those individuals or corporations who became and remain Active, Associate or Honourary Life Members in accordance with these by-laws;
- (r) “OUB” means an outbound travel company, being an individual or corporation located in Asia Pacific or United States who Promotes Canada, or any region in Canada, as a tour destination within the locality of the OUB;
- (s) “Officers” means the President, Vice President(s), Immediate Past-President, Secretary, Treasurer, Chief Executive Officer and Chief Operations Officer of the Association;
- (t) "ordinary resolution" means a resolution passed by two-thirds of the votes cast on that resolution;
- (u) “RTA” means a Retail Travel Agency, a corporation which is incorporated and in good standing under the Canada Business Corporations Act or any provincial legislation in Canada and whose primary business is serving the general public as a travel agency in its local area;
- (v) “RTO” means a Receptive Tour Operator, a corporation which is incorporated and in good standing under the Canada Business Corporations Act or any provincial legislation in Canada and which is actively handling inbound tours from the Asia Pacific region to Canada as the primary business of the said corporation;
- (w) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of authorized signatories appointed

in accordance with by-law 11. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

1.3 **Financial Year End**

The financial year end of the Association shall be December 31 in each year.

1.4 **Borrowing Powers**

- (a) If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the Association may from time to time:
 - (i) borrow money on the credit of the Association;
 - (ii) limit or increase amount to be borrowed;
 - (iii) issue, reissue, sell, pledge or hypothecate debt obligations of the Association; and
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.
- (b) Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Association to such extent and in such manner as may be set out in the by-law.
- (c) Nothing herein limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

2. **Membership**

2.1 **Membership Conditions**

- (a) Subject to the articles, there shall be three classes of members in the Association, namely, Active Members, Associate Members and Honourary Life Members. The board of directors of the Association may, by resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the board by resolution. Upon admission every member shall uphold the purpose of the Association and comply with these by-laws. The following conditions of membership shall apply:
 - (i) Active Members

- (1) Any corporation who is a ASC, CUS (OT and NR), DMO (DMO and PMO) or RTO and who subscribes to the purposes of the Association may apply to become an Active Member and upon:
 - (A) Acceptance of their application by the board;
 - (B) Payment of applicable membership fees,that corporation shall become an Active Member.
- (2) The term of membership of an Active Member shall be annual, subject to renewal in accordance with the policies of the Association.
- (3) As set out in the articles, each Active Member is entitled to receive notice of, attend and vote at all meetings of members and each such Active Member shall be entitled to one (1) vote at such meetings.

(ii) Associate Members

- (1) Any corporation, partnership or individual who belongs to IND, MED, OUB or RTA and who subscribes to the purposes of the Association may apply to become an Associate Member and upon:
 - (A) Acceptance of their application by the board;
 - (B) Payment of applicable membership fees,that corporation shall become an Associate Member.
- (2) Any ASC, CUS (NR and OT), DMO (DMO and PMO) or RTO which is an Active Member or any IND, MED, OUB or RTA which is an Associate Member may apply to have one or more of its branch offices to become an Associate Member and upon:
 - (A) Acceptance of their application by the board;
 - (B) Payment of applicable membership fees,that branch office shall become an Associate Member. For the purpose of reference this type of Associate Member is referred to as DEP or Dependent Member.
- (3) The term of membership of an Associate Member shall be annual, subject to renewal in accordance with the policies of the Association.
- (4) Subject to the Act and the articles, an Associate Member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Association.

- (iii) Honourary Life Members
 - (1) Those individuals who have served as a Past President of the Association;
 - (2) Those individuals or corporations who, in the opinion of the board, have rendered valuable and extraordinary service to the Association and have been designated as Honourary Life Members by the board;
 - (3) Subject to the Act and the articles, an Honourary Member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Association.
- (b) An Honourary Life Member may be an Active Member or Associate Member
- (c) Members shall, unless exempted by these by-laws:
 - (i) pay membership fees when they become due;
 - (ii) pay all other monies due and payable to the Association when they become due;
 - (iii) Comply with these by-laws;
 - (iv) Comply with such code of ethics (“Members Code of Ethics”) as prescribed by the board from time to time; and
 - (v) Comply with legal standards of local regulation, law and order as well as the norm and requirements of the travel industry.
- (d) A member who fails to comply with the conditions of membership set out in by-law 2.1(c) shall be deemed to be not in good standing.
- (e) If a member is not in good standing then neither the member nor its Designated Representative, as the case may be, shall be entitled to:
 - (i) Vote at annual, general, special, or committee meetings;
 - (ii) Participate in programs offered by the Association; or
 - (iii) Receive notices or other information sent out by the Association.
- (f) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.2 Corporation is a Member

Any member who is not a natural person shall, by notice in writing to the Association, appoint an owner, partner, director, officer, member, employee or elected representative, as its designated representative (“Designated Representative”) to act and vote on its behalf, as the case may be, in all matters relating to the Association.

2.3 Membership Transferability

Membership in the Association may not be assigned or transferred

3. MEMBERSHIP DUES AND TERMINATION

3.1 Membership Dues

Membership dues are as follows:

- (a) Active Members shall, at the time of joining the Association and annually thereafter, pay such non-refundable membership dues as prescribed from time to time by the board;
- (b) Associate Members, shall, at the time of joining the Association, and annually thereafter, pay such non-refundable membership dues as prescribed from time to time by the board; and
- (c) Honourary Life Members are exempted from membership dues.

3.2 Termination of Membership

- (a) A membership in the Association is terminated when:
 - (i) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
 - (ii) applicable annual membership fees or any other monies owed by the member to the Association are outstanding for more than 90 days;
 - (iii) the member resigns by delivering a written resignation to the chair of the board of the Association in which case such resignation shall be effective on the date specified in the resignation;
 - (iv) the member is expelled in accordance with by-law 3.2(b) below or is otherwise terminated in accordance with the articles or by-laws;
 - (v) the board determines that a member has acted in a manner which, in the opinion of the board, is detrimental to or inconsistent with the best interests of the Association; or
 - (vi) the Association is liquidated or dissolved under the Act.

- (b) If the board determines that a membership is to be terminated pursuant to by-law 3.2(a)(v), the member to be terminated shall be given at least 15 days written notice of the proposed termination. The notice shall state the reason for termination and shall also state that the member has an opportunity to submit a written statement indicating the any reason the termination should not take place. The Association must receive the member's statement no later than 5 business days prior to the effective date of termination.
- (c) Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

4. MEETINGS OF MEMBERS

4.1 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- (c) pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

4.2 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, namely, the Active Members of the Association who are in good standing, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.3 Annual General Meeting

The annual general meeting of the Association shall be held once each calendar year and no later than 15 months from the previous annual general meeting at such time and place, in accordance with the Act, as the board may decide.

4.4 Voting Members

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. Except in the situation of the Power of Attorney, a proxy holder must be a member of the Association. A proxy shall be in the writing under the hand of the appointee or the attorney of the appointee duly authorized in writing, or, if the appointee is an association or company, either under the seal of the association or company or under the hand of a duly authorized officer or attorney. There is no limit to the number of proxies that can be held and acted upon by a proxy holder. The form of the proxy shall be as follows:

We/I, (appointing member and membership number), being a member of the Canadian Inbound Tourism Association (Asia Pacific), do hereby appoint (name of appointee and its Designated Representative), as my proxy to vote for me and on my behalf at the meeting of the Association to be held on the _____ day of _____, 20____, and at any adjournment thereof.

Signed this _____ day of _____, 20____.

4.5 Mail-in Ballots

Subject to the decision of the board, mail-in ballots may be made available to members for specific agenda item(s). Details and procedures for mail-in ballots should be clearly indicated in the notice to members for consideration of questions to be voted on. For the purpose of this by-law 4.5, mail-in ballots include those physically delivered by Canada Post, couriers and in-person.

4.6 Electronic Ballots

Subject to the decision of the board, electronic ballots may be made available to members for specific agenda item(s). Details and procedures for electronic ballots should be clearly indicated in the notice to members for consideration of questions to be voted on. For the purpose of this Article, electronic ballots include those virtually delivered by means of electronic mail (or similar) which a hard copy of such image can be printed out.

4.7 Deadline for Ballots

Proxies, mail-in ballots, electronic ballots or similar must be delivered to the Association by 12:00 noon (Pacific Time) the working day prior to the meeting. In all situations, the Association will not be liable for proxy or ballot that does not reach the Association by the deadline.

4.8 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.9 Votes to Govern

At all meeting of members of the Association, every question shall be determined by a majority of votes present in that meeting and to be determined by a show of hands and/or voting cards unless otherwise specifically provided by statute or by these Bylaws. In the event of written ballot, a show of the voting card is required when submitting the ballot.

4.10 Right to Raise Questions

All members entitled to attend meetings of members shall have the right to raise any questions regarding the Association following the completion of business at any meeting of the members.

5. DIRECTORS

5.1 Duties of the Directors

Every director shall:

- (a) act honestly and in good faith and in the best interest of the Association;
- (b) exercise the care, diligence and skill of a reasonably prudent person;
- (c) not communicate confidential information to anyone not entitled to receive the same;
- (d) not use information, confidential or otherwise, that is gained in the execution of his or her office and is not available to the members of the Association generally, to further or seek to further the Director's private pecuniary or other interest;
- (e) not use his or her position as a director to secure special privileges, favours or exemptions for himself personally or any other person;
- (f) not place himself or herself in a situation where he or she may be under obligation to someone who has business dealings with the Association and who would benefit from special consideration or treatment;
- (g) not use his or her position to influence a decision to be made by another person to further the director's private pecuniary or other interest;
- (h) avoid any situations that could cause any person to believe that he or she may have brought bias or partiality to a question before the board; and
- (i) not receive preferential treatment by way of priority access to leads, special rates or presence at trade shows or in programs.

5.2 Number of Directors

The Association shall be governed by a board of a minimum of 8 directors to a maximum of 18 directors (excluding any Honourary Director as listed in by-law 5.6), with an exception to include additional RTO Directors may be considered and acted upon by the board as it sees it. Directors must be individuals, 18 years of age or over, with power under law to contract.

5.3 Election of Directors

The directors of the Association shall be elected as follows:

- (a) Active Members shall elect 3 DMO (DMO and PMO) directors provided that the DMO directors shall not be promoting the same province or territory. In the event of nationwide DMO, the whole nation is considered as one and no 2 nationwide DMO shall serve as director at the same time;
- (b) Active Members shall elect up to a total of 6 directors from the CUS membership (OT and NR), provided that no more than 2 directors are elected from any one sector of CUS
- (c) Active Members shall elect RTO directors based on the following:

- (i) Any RTO director elected must represent at least 1 of these regions as indicated:

| | | |
|----------|---------------------|---|
| Region J | Japan | Japan |
| Region A | Australasia | Australia, New Zealand, Papua New Guinea and/or the Australasia Pacific Isles (Fiji, Solomon Islands and/or Western Samoa, etc) |
| Region C | Sino-China | China (including Hong Kong and Macau) and/or Taiwan |
| Region K | Korea | South Korea and/or North Korea |
| Region I | Indian Subcontinent | Bangladesh, India, Nepal, Pakistan and/or Sri Lanka |
| Region S | Southeast Asia | Burmi, Burma (Myanmar), Cambodia, Indonesia, Laos, Malaysia, Philipines, Singapore, Thailand and/or Viteman |

the full group of RTO directors elected must represent a minimum of 3 regions as listed in this by-law5.3(c)(i) and no more than 3 RTO directors within the same region shall be elected; and

- (d) Any director elected must be a senior staff member, officer, director or manager of a CUS (OT and NR), RTO or DMO (DMO and PMO).
- (e) Active Members shall be provided with a list of suggested individuals to be elected at least thirty days prior to the annual general meeting provided that the persons so name in the list have given their consent. The Association shall solicit the names of suggested persons from the Active Members.

5.4 Term of Directors

- (a) Each elected director shall hold office for a term of 2 years, maximum of 3 terms (6 years).
- (b) The office of director shall be automatically vacated:
 - (i) If a director has resigned his office by delivering a written resignation to the secretary of the Association;
 - (ii) If a director is found by a court or 2 medical doctors to be of unsound mind;
 - (iii) If a director becomes bankrupt or insolvent;
 - (iv) If at a special general meeting of members, a resolution is passed by 75% of the members present at the meeting that he be removed from office;
 - (v) On death;
 - (vi) If a director, without reasonable cause and/or advice, fails to attend 1/3 or more of the board of Directors meetings (other than extraordinary board meetings as listed in by-law 6.1). The board, in the absence of the director in question, shall determine whether the absence of such director is reasonable;
 - (vii) If a director fails to attend 3 or more board of Director meetings (other than extraordinary board meetings listed in by-law 6.1) due to sickness.
 - (viii) If the director ceases to be a senior staff member, officer, director or manager of CUS (OT and NR), DMO (DMO and PMO) or RTO; or
 - (ix) If the CUS (OT and NR), DMO (DMO and PMO) or RTO of which a director is a staff member, officer, director or manager ceases to be an Active Member.
 - (x) A retired director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.
 - (xi) A director should consider the courtesy towards the Association, all members and fellow directors by resigning from such office if such director or the related member is aware of any action, suit or proceedings brought, commenced or prosecuted against the said director and/or the related member.
- (c) Retired directors are eligible for re-election or re-appointment as the case may be, after 1 year retirement.

5.5 Vacancy on Board of Directors

If any vacancy shall occur for any reason, the board by majority vote, may, by appointment, fill the vacancy with another senior staff member, officer, director or manager of member of the Association, which provides similar service to the original member that the vacated director belongs to.

5.6 Honourary Directors

The Board may appoint advisors to the Board. Advisors should be the Designated Representative of any Active Member, an Associate Member or Honourary Life Member. The advisors are referred to as Honourary Directors and they may attend board meetings but shall have no voting rights at such meetings. The term of office for an Honourary Director is one year.

5.7 Powers of Directors

- (a) The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.
- (b) The directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the board of directors may prescribe.
- (c) The board of directors shall take such steps as it may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

6. MEETINGS OF DIRECTORS

6.1 Calling of Meetings

There shall be a minimum of 4 and a maximum of 6 meetings of the board of directors per year. The newly elected board shall meet for their 1st board of directors meeting at the end of the Annual General Meeting. The dates of the rest of the board meetings shall be confirmed during the first board meeting. Any extra board meetings thereafter scheduled will be considered as extraordinary board meetings.

6.2 Extraordinary Board Meetings

Extraordinary board meetings may be held at any time and place to be determined by the Directors or Officers provided that 48 hours written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least 14 days prior to the meeting.

6.3 Attendance at Meetings by Conference Telephone

If all the directors of the Association consent thereto generally or with respect to a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities that permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

6.4 Chair of Directors Meetings

The President shall chair all meetings of the board but if, at a meeting, the Chair is not present at the time appointed for holding the meeting, the President shall act as Chair; if neither is present, the directors present may choose one of them to chair the meeting as the situation may require.

6.5 Votes to Govern

- (a) At all meetings of the board, each director is authorized to exercise 1 vote. Honourary Directors are not eligible to vote in the board. In case of an equality of votes, the chair of the meeting may consult with any Honourary Director present for advice, and in addition to an original vote shall have a second or casting vote.
- (b) Proxy or pre-recorded votes are not allowed.

6.6 Quorum

A quorum for transacting business of the board must be a majority of directors.

6.7 Consent Resolution

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

6.8 Remuneration

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such. A director may however be reimbursed for reasonable expenses incurred by him in the performance of his duties provided that such expenses have been previously approved by the board. Nothing herein contained shall be construed to preclude any director from serving the Association as an officer or in any other capacity and receiving compensation therefor.

6.9 Committees

- (a) The board may from time to time as it sees fit, appoint committees (temporarily or permanently) whose members will hold their offices at the will of the board. The

board shall determine the duties and tasks of such committees and may fix any remuneration to be paid to members of such committees.

- (b) Members of the committees can be appointed or recruited at the discretion of the board, providing that committee members are represented from members of the Association.
- (c) Unless otherwise specified in these Bylaws, committees shall consist of at least one Director, Honourary Director or Officer.
- (d) The board of directors shall appoint from among the board, to be the Chair and Vice-Chair of each committee.
- (e) The Chair shall chair all meetings of the committee but if, at a meeting, the Chair is not present at the time appointed for holding the meeting, the Vice-Chair shall act as chair; if neither is present, the members present may choose one of them to chair the meeting as the situation may require.
- (f) Proxy or pre-recorded votes are not allowed.
- (g) The board, in its sole discretion, may remove any person from a committee.
- (h) Meetings of a committee may be held at any time and place to be determined by the Chair of the committee provided that 48 hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. No error or omission in giving notice of any meeting or make void any proceedings taken thereat and any member of a committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (i) If all the members of a committee consent thereto generally or with respect to a particular meeting, members of a committee may participate in a meeting of such conference by means of telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a member of a committee participating in such a meeting by such means is deemed to be present at the meeting.
- (j) A quorum for transaction of business at committee meetings shall be a simple majority of the members of the committee who are present.
- (k) Each committee member is eligible for one vote during a committee meeting.
- (l) In the situation where there is a tie for casting votes during any committee meetings, the Chair may consult with any Honourary Director, director or officer present in the meeting for advice. The Chair may exercise a last and decisive vote.

7. **CONFLICT OF INTEREST**

7.1 **Conflict of Interest**

- (a) For the purpose of these by-laws, a director has a conflict of interest with respect to any matter brought before him, while sitting as a member of the board or otherwise, where the director has or appears to have a pecuniary interest, as that term is defined in by-law 7.2 or other interest in a matter which is at variance with the interests of the members of the Association generally.
- (b) When a director has a conflict of interest with respect to any issue brought before the board for its consideration, the director shall:
 - (i) immediately inform the other board members of the conflict of interest and the nature of the conflict of interest;
 - (ii) absent himself from the room while the issue is under discussion;
 - (iii) refrain from voting on that issue; and
 - (iv) not in any way, whether before, during or after the board meeting, to influence the voting on any question with respect to the matter.

7.2 Definitions

In this by-law:

- (a) “pecuniary interest” means an interest consisting of money, measured in money or related to money (including a financial gain or an avoidance of financial loss) and includes the following:
 - (i) A “direct pecuniary interest” which exists where the pecuniary interest is directly under the control of the director;
 - (ii) An “indirect pecuniary interest” which exists where the director:
 - (iii) Is a shareholder in, or director or senior officer of, a corporation or agency that has a pecuniary interest in the matter;
 - (iv) Is a member of a body that has a pecuniary interest in the matter;
 - (v) Is a partner or agent of a person who has a pecuniary interest in the matter;
or
 - (vi) Is in the employment of a person or body that has a pecuniary interest in the matter; and
- (b) A “deemed pecuniary interest” exists where any of the following parties has a pecuniary interest and such pecuniary interest is known to a director:
 - (i) A director;
 - (ii) The director’s immediate relatives;
 - (iii) Other boards of directors on which the director serves;

- (iv) Community organizations in which the director participates; or
- (v) The director's employer.

8. OFFICERS

8.1 Officers

The officers of the Association shall be the President, Vice-President(s), Immediate Past President, Secretary and Treasurer. The Board may from time to time appoint or hire Chief Executive Officer (CEO), Chief Operations Officer (COO) and any such other officers as the Board feels suitable.

8.2 Officers must be Directors

Officers, with the exception of the Treasurer, CEO and COO, must be directors.

8.3 Duties of Officers

- (a) The President shall:
 - (i) Wherever possible, preside at all general meetings of the Association and at all meetings of the board;
 - (ii) Exercise general supervision and control over directors and committees of the Association;
 - (iii) Serve as ex-officio member of all committees and sub-committees;
 - (iv) Approve the agenda and minutes for all meetings of the board;
 - (v) Be a signing officer of the Association;
 - (vi) Represent the Association or delegate others to represent the Association on appropriate occasions; and
 - (vii) Perform such other duties as may be assigned from time to time by the board.
- (b) The Vice-President shall:
 - (i) in the absence or disability of the president perform the duties and exercise the powers of the president;
 - (ii) Be a signing officer of the Association; and
 - (iii) Perform such other duties as may be assigned from time to time by the president or the board.

- (c) Immediate Past President shall:
 - (i) Provide advice to the board of directors regarding past practice and other matters to assist the board in governing the association.
 - (ii) Support the President and Vice-President on the subjects as needed.
 - (iii) Be a signing officer of the association.

- (d) The Secretary shall attend:
 - (i) Oversee the Association's correspondence;
 - (ii) Ensure that notices of meetings of members and directors have been duly issued;
 - (iii) Keep minutes of all meetings of the Association;
 - (iv) Ensure that books and records of the Association (other than those kept by the Treasurer) are kept in safe custody;
 - (v) Ensure that the register of members, insurance policies and trademarks and licenses are maintained in good order;
 - (vi) Be the secretary of all meetings of the board, members and committees of the board, enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; and give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; and
 - (vii) Perform such other duties as may be assigned from time to time by the president or the board

- (e) The Treasurer shall:
 - (i) have the custody of the funds and securities of the Association;
 - (ii) keep, or have access to, full and accurate amounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association;
 - (iii) deposit, or cause to deposit, all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
 - (iv) disburse, or cause to disburse, the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an

accounting of all the transactions and a statement of the financial position, of the Association;

- (v) perform such other related duties as may from time to time be directed by the Board; and
- (vi) shall have the right to assign certain duties to someone entrusted provided that such given assignments:
 - (1) do not violate this bylaw or Act that may govern the Association; and
 - (2) are not contradictory to any applicable insurance policy of the Association.
- (f) The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

8.4 **Term of Office**

- (a) The officers of the Association except Immediate Past President shall hold office for 1 year from the date of appointment or until their successors are appointed in their stead. Maximum term is 6 years on same position. Officers shall be subject to removal by resolution of the board at any time.
- (b) Term of Immediate Past President is 1 year, up to maximum 2 years.

9. **INDEMNITIES OF DIRECTORS AND OTHERS**

9.1 Indemnities

Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against:

- (a) All costs, charges, and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;
- (b) All other costs, charges and expenses which he or she sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own or her willful neglect or default.

10. NOTICES

10.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with by-law 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

10.2 Notice to Members or Directors

In notifying a member or director pursuant to these bylaws, the Association is entitled to rely on the most recent information provided by the member or director to the Association

A notice may be given to the Association by delivering it to the business address of the Association, directed to the attention of the President.

10.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person

where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

11. FINANCES

11.1 Signing Authorities

- (a) At the first board meeting after each annual general meeting, the Board shall appoint 4 authorized signatories for the Association from amongst the officers and directors of the Association. A recommended team of signing officers may be the President, the Vice-President, the Secretary and the Treasurer.
- (b) All cheques issued by the Association require the signatures of 2 signing officers.
- (c) The board shall designate the level of authorization required for budgeted and unbudgeted expenditures.
- (d) The accounts of the Association shall be audited annually by an auditor appointed by the members at the annual general meeting.
- (e) The books and accounts of the Association shall, within reasonable time after the end of the fiscal year, be examined by and reported upon by the auditor.
- (f) At the discretion of the board, all books, accounting records and other documents of the Association may be made available for inspection by the directors, officers and members of the Association at such times and places as the board may find suitable.

12. AUDITOR

12.1 Appointment of Auditor

The members shall, at each annual general meeting, appoint an auditor to audit the accounts of the Association for report to the members at the next annual meeting. The auditors shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor.

12.2 Remuneration of Auditor

The remuneration of the auditors shall be fixed or agreed by the Board, as the case may be.

13. PROCEDURE

13.1 Procedure at Meetings

The procedure and order of business at all general, board and committee meetings shall be governed by Robert's Rules of Order except as otherwise provided by these bylaws.

14. DISPUTE RESOLUTION

14.1 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in by-law 14.2.

14.2 Dispute Resolution Mechanism

- (a) In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- (b) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (c) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (d) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (e) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

15. DISSOLUTION AND NOT-FOR-PROFIT PURPOSE

15.1 Dissolution and Wind-up

In the event of the winding up or dissolution of the Association, all the funds and assets of the Association remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Association, including the remuneration (if any) of a liquidator, and after payment to employees of the Association of any arrears of salary or wages, and after payment of any debts of the Association, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act that shall be designated by the members of the Association, and if effect cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the board to be registered charities having purposes similar to those of the Association.

15.2 Non-Profit Organization

The Association will operate only as a non-profit organization.

16. **EFFECTIVE DATE**

16.1 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when enacted by the board.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the directors of the Association by resolution on the 5th day of March, 2018 and confirmed by the members of the Association by special resolution on the 13th day of May, 2018.

Dated as of the _____ day of _____, 2018.

Name of Director/Officer

Name of Director/Officer