

**SOCIETIES ACT
BYLAWS OF TOURISM COWICHAN
(the “Society”)**

2021-2022

PART 1 INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

- a) Board means the Board of Directors of the Society
- b) Business means any organization, individual, corporation, firm, partnership, proprietorship, company or enterprise, whose primary focus is providing goods and/or services in the Cowichan Region, as well as any municipality, post-secondary institution and Chamber of Commerce in the Cowichan Region.
- c) Cowichan Region means the municipalities and regions within the area encompassed by the Cowichan Valley Regional District;
- d) Director means any individual elected or appointed to the Board of Directors per Section 7.
- e) Ordinary Resolution means:
 - i. a resolution passed at a general meeting of the Society by a simple majority of votes;
 - ii. a resolution that has been submitted to the Stakeholders and consented to in writing by a simple majority of the Stakeholders who would have been entitled to vote on it in person at a general meeting of the Society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Society, or
 - iii. If the Society has adopted a system of indirect or delegate voting electronically or voting by mail, a resolution passed by a simple majority of votes cast by Voting Stakeholders in respect of the resolution
- f) Societies Act means the Societies Act (British Columbia) from time to time in force and all amendments thereto and any successor legislation thereto;
- g) Registered address means the Stakeholder’s address as recorded in the register of stakeholders.
- h) Special Resolution means:
 - i. a resolution passed at a general meeting of the Society by a majority of not less than 2/3 of the votes cast by Voting Stakeholders in person or by proxy;
 - ii. a resolution consented to in writing by every Voting Stakeholder who would have been entitled to vote on it in person at a general meeting of the Society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Society; or
 - iii. if the Society has adopted a system of indirect or delegate voting electronically or voting by mail, a resolution passed by at least 75% of the votes cast by Voting Stakeholders in respect of that resolution
- i) Stakeholder means any Business that has been accepted as a stakeholder in the Society in accordance with Section 2.2 and Section 2.4

- 1.2 Words importing the singular include the plural and vice versa, and words importing a male person includes a female person and a corporation.
- 1.3 Article and Section headings are not to be construed as part of these Bylaws and are included solely for the convenience of reference. They are not intended to be full or accurate descriptions of the contents of such Article or Section.
- 1.4 Any reference in these Bylaws to an Article or Section number is a reference to the correspondingly numbered Article or Section.

PART 2 STAKEHOLDERS

- 2.1 The Society will have three classes of Stakeholders: Voting Stakeholders, Non-voting Stakeholders and Honourary Stakeholders. Each class of Stakeholder has the rights and restrictions as set forth in these Bylaws.
- 2.2 A Business may apply to the Board to become a Stakeholder by completing the stakeholder application (or submitting a written request if there is no designated application) and meeting stakeholder criteria as designated by the Board from time to time. Upon approval by the Board or designate, the applicant becomes a Stakeholder.
 - a) Voting - A Business directly benefiting from tourism activities in the Cowichan region, meeting the stakeholder criteria set out by the Board of Directors, having become a Stakeholder in accordance with these bylaws, and having registered with the Society as a voting stakeholder will be considered to be a Voting Stakeholder
 - b) Non-voting – A Business meeting the stakeholder criteria set out by the Board of Directors but not directly benefiting from tourism, having become a Stakeholder in accordance with these bylaws, and having registered with the Society as a non-voting stakeholder, will be considered a Non-voting Stakeholder.
- 2.3 The Board, at its sole discretion, may grant an individual who has made significant contributions or otherwise provided assistance to the Society over a considerable period of time, as determined by the Board, Stakeholder status in the Society as an Honourary Stakeholder.
- 2.4 No Business shall be a Voting Stakeholder and a Non-voting Stakeholder at the same time. A Business that has ceased to be a Voting Stakeholder may apply to be a Stakeholder in the Society as a Non-voting Stakeholder, and a Business that has ceased to be a Non-voting Stakeholder may apply to be a stakeholder in the Society as a Voting Stakeholder.
- 2.5 A Stakeholder that is granted status as an Honourary Stakeholder will cease to be a Voting Stakeholder or Non-Voting Stakeholder, as the case may be, on the date that Stakeholder becomes an Honourary Stakeholder. A Voting Stakeholder may decline to accept Honourary Stakeholder status if they wish to remain a Voting Stakeholder.
- 2.6 Every Stakeholder will uphold the constitution of the Society and comply with these Bylaws.

- 2.7 The dues structure (if applicable) for Stakeholders and the amount of dues payable by Stakeholders will be determined annually, in advance, by the Board. If the dues structure or the amount of dues is changed then the Society will provide notice to all Stakeholders.
- 2.8 Notwithstanding Section 2.7, Honourary Stakeholders will not be assessed, or have any obligation to pay, any dues (if applicable) to the Society.
- 2.9 A Stakeholder ceases to be a Stakeholder of the Society:
- a) by delivering a resignation in writing to the Secretary or designate or by e-mailing, mailing or delivering it to the address of the Society
 - b) in the case of an individual, on his or her death or, in the case of a corporation, on dissolution
 - c) on ceasing to carry on business in the Cowichan Region
 - d) on being expelled from the Society pursuant to Section 2.10
 - e) on having been a Stakeholder not in good standing for six consecutive months
 - f) if the Stakeholder is no longer compliant with stakeholder requirements
- 2.10 A Stakeholder may be expelled from the Society by Special Resolution. The notice of meeting at which the Special Resolution will be proposed must be accompanied by a brief statement of reasons why.
- 2.11 The Stakeholder who is the subject of a proposed Special Resolution for expulsion must be given the opportunity to be heard at the general meeting before it is put to a vote.
- 2.12 Any Stakeholder failing to pay a debt due and owing to the Society within three months after being billed will no longer be a Stakeholder in good standing and that Stakeholder will stand suspended.
- 2.13 In addition to a suspension under Section 2.12, the Board, at its sole discretion, may suspend a Stakeholder when:
- a) there is a breach by that Stakeholder of these Bylaws or of any policy implemented by the Board; or
 - b) any action is taken by that Stakeholder that, in the sole discretion of the Board adversely impacts the Society, or the reputation of the Society, a director or officer of the Society or any other Stakeholder.
- 2.14 The term of any suspension of a Stakeholder under Section 2.13 will be determined by the Board in its sole discretion and will be no longer than one year. Upon the completion of the term, a Stakeholder may again become subject to suspension proceedings under these Bylaws.
- 2.15 When a Stakeholder has been suspended by the Board, they will have no right to attend, speak at or vote at any general meeting of the Society. They are prohibited from participating on any committee of the Society. The Board may impose additional restrictions on a Stakeholder as it may determine in its discretion.
- 2.16 A Stakeholder who is the subject of a proposed Special Resolution for expulsion from the Society under Section 2.10 need not have first been suspended.

- 2.17 A Stakeholder suspended under Section 2.12 and that has not been terminated as Stakeholder under 2.9 will be reinstated as a Stakeholder in good standing when the debt is paid to the Society.
- 2.18 After termination, if a terminated Stakeholder wishes to be reinstated, they must apply to become a stakeholder according to the application process in effect. The terminated Stakeholder must also first pay, or repay, all unpaid debts to the Society.

PART 3 MEETINGS OF STAKEHOLDERS

- 3.1 The Society must hold an annual general meeting at least once in every calendar year.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Board may convene an extraordinary general meeting when it thinks fit.
- 3.4 A notice convening an annual general meeting or extraordinary general meeting must include the place, the day, and the time of the meeting, and details of any special business. The notice must be given to Stakeholders no less than 30 days before the meeting.
- 3.5 If a Stakeholder does not receive notice of a meeting, either by accidental omission or non-receipt, it does not invalidate the proceedings at that meeting.
- 3.6 Except as may otherwise be provided by the Societies Act, where any business at any general meeting includes considering, approving, ratifying, adopting or authorizing any document or the execution thereof or the giving of effect thereto, then the notice convening that will, with respect to such document, be sufficient if it states that a copy of that document or proposed document is or will be available for inspection by Stakeholders at the Society office, or at some other place in British Columbia identified in the notice, during usual business hours up to the date of the general meeting, or on a website maintained by the Society identified in the notice up to the date of the general meeting.

PART 4 REPRESENTATION, PARTICIPATION AND VOTING AT MEETINGS OF STAKEHOLDERS

- 4.1 Each Voting Stakeholder is entitled to receive notice of, to attend, and to vote at all general meetings. Each Voting Stakeholder is entitled to one vote.
- 4.2 At every general meeting, a Voting Stakeholder will be entitled to designate a representative by written notice delivered prior to the meeting. The representative will be entitled to attend, speak and vote as proxy, and in all other respects exercise the rights of the Voting Stakeholder. The representative must be considered a Voting Stakeholder for all purposes with respect to a general meeting of the Society. Under no circumstances may an attendee at a general meeting carry more than one vote.

- 4.3 Neither Non-voting Stakeholders nor Honourary Stakeholders are entitled to receive notice of or to attend or vote at a general meeting. The Board may extend an invitation to Non-voting Stakeholders and Honourary Stakeholders to attend a general meeting, but no such invitation to, or attendance by, such Stakeholders will give them the right to vote at the meeting.
- 4.4 Unless otherwise provided for in these Bylaws or in the Societies Act, all resolutions at any meeting of Stakeholders will be Ordinary Resolutions.
- 4.5 Voting at any general meeting, will be by show of hands, but if any three Voting Stakeholders so request, voting will then be by roll call, poll or ballot, as the case may be. Notwithstanding the foregoing in this Section, the election of a chair of the meeting pursuant to Section 5.6, if required, must be by show of hands and the election of Directors will be by ballot.
- 4.6 A Stakeholder or their representative shall participate in a general meeting in person only, and not electronically, by phone or by other means.
- 4.7 The Chair shall declare to the meeting the decision on every matter that is the subject of a vote and the decision will be entered in the minutes of the meeting. When a resolution has been:
- a) carried
 - b) carried unanimously
 - c) carried by a particular majority, or
 - d) lost or not carried by a particular majority
- it will be declared by the Chair and entered in the minutes. This will serve as conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

PART 5 GENERAL PROCEEDING AT MEETINGS OF STAKEHOLDERS

- 5.1 The following business will be special business:
- a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - b) all business conducted at an annual general meeting, except:
 - i. the adoption of rules of order
 - ii. the consideration of the financial reports
 - iii. the report of the Board
 - iv. the report of the auditor, if required
 - v. the election of Directors
 - vi. the appointment of the auditor, if required
 - vii. the other business that, under these Bylaws, ought to be conducted at an annual general meeting or business that is brought under consideration by the report of the Board issued with the notice convening the meeting.

- 5.2 A quorum for a meeting of Stakeholders is 10 Voting Stakeholders present, or such other greater number that the Voting Stakeholders may determine by Special Resolution from time to time.
- 5.3 No business other than election of the Chair or the adjournment of the meeting will go forward at any meeting of Stakeholders unless a quorum of Voting Stakeholders is present at the beginning of the meeting. The quorum need not be present throughout the meeting.
- 5.4 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Voting Stakeholders, will be terminated. In any other case, the meeting will stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, then the Voting Stakeholders present constitute a quorum.
- 5.5 Subject to Section 5.6, the Chair of the Society, the Vice Chair or, in the absence of both, another director present will preside as chairperson of a general meeting. If at a general meeting:
- a) there is no Chair, Vice Chair or other Director present within 30 minutes after the time appointed for the meeting, or
 - b) the Chair and all other Directors present are unwilling to act as chairperson then the Voting Stakeholders present must choose one of their numbers to be chairperson.
- 5.7 A general meeting may be adjourned from time to time and from place to place, but no business will be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.8 If a meeting is adjourned for 10 days or more then notice of the adjourned meeting will be given to the Stakeholders.
- 5.9 The Chair may move or propose a resolution.
- 5.10 In the case of a tie vote, the Chair shall have a casting vote.

PART 6 DIRECTORS AND OFFICERS

- 6.1 The Board will be composed, without duplication, of not less than 9 and not more than 15 Directors. Up to 11 Directors will be elected by Stakeholders in accordance with Part 7 from each of the following Stakeholder Categories:
- a) 3 from Accommodation – More than 25 rooms
 - b) 1 from Accommodation – 25 or less rooms
 - c) 1 from Food, Beverage & Retail
 - d) 1 from Arts, Culture & Heritage
 - e) 1 from Agri-tourism
 - f) 1 from Sports, Outdoor and Marine
 - g) 3 Directors at Large, elected from any Stakeholder Category.

Up to four (4) Directors will be appointed as ex officio Directors. Three will be entitled to a vote as follows:

- h) The Past Chair may sit as an ex officio Director
- i) The regional Chambers of Commerce (within the boundaries of the CVRD) may appoint one (1) Director. Once every four years, each Chamber will be entitled to designate the individual to be appointed under this clause.
- j) The Board may appoint one (1) Director from the following professional sectors: Lawyer, Accountant.

One will not be entitled to a vote as follows:

- k) The Cowichan Valley Regional District may appoint one (1) Director

- 6.2 The term of office of elected Directors per 6.1 (a. – g.) shall be two (2) years, with each term expiring at the close of the second annual general meeting after his/her election or appointment.
- 6.3 The terms of office of the elected Directors per 6.1 (a. – g.) shall be staggered so that approximately one-half of the terms expire each year. Where necessary to facilitate the staggered terms of the Directors, the term may be adjusted by Ordinary Resolution.
- 6.4 The term of office of appointed Directors per 6.1 (h. – k.) shall be one year with the term expiring at the close of the annual general meeting after his or her election.
- 6.5 A director is eligible for re-election or re-appointment unless they have served as a Director for six (6) consecutive years.
- 6.6 The officers of the Society will consist of the following:
 - a) Chair
 - b) Vice Chair
 - c) Secretary/Treasurer, and
 - d) such other officers as may be appointed by the Board from time to time
- 6.7 The Board may, for each officer:
 - a) determine the functions, duties and power of the officer
 - b) entrust to and confer on the officer any of the powers exercisable by the Board on such terms and conditions and with such restrictions as the Board thinks fit, and
 - c) revoke, withdraw, alter or vary all or any of the functions, duties and powers of the officer.
- 6.8 An act or proceeding of the Board is not invalid merely because there is less than the prescribed number of directors in office.
- 6.9 The Chair and the Vice Chair will be an owner or senior officer of a Business that is a Voting Stakeholder and will be appointed by the Board for a term of two years. The office of Chair or Vice Chair shall not be held for more than two (2) consecutive terms by the same person.
- 6.10 The Past Chair will serve until the existing Chair moves to the position of Past Chair.
- 6.11 Appointments of officers will be made on the terms and conditions that the Board thinks fit.

- 6.12 The Directors will retire from office at the expiration of their term and at the general meeting when their successors are elected.
- 6.13 If a Director resigns his or her office or ceases to hold office before the expiry of his or her term, the remaining Directors may appoint a replacement to take the place of the Director (including his or her position as an officer). The appointed Director may hold office until the next annual general meeting.
- 6.14 If the individual holding the office of the Vice Chair or Chair resigns or is removed from office before the end of his or her term of office, then the individual will not move by progression to the office of Chair or Past Chair, as applicable, and instead the Board will appoint a replacement officer to hold office for the remainder of the term. The person appointed will progress to the office of Chair and/or Past Chair, as applicable, pursuant to Sections 6.9 and 6.10.
- 6.15 A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society and as directed by the Society.
- 6.16 Stakeholders are limited to having only one representative on the Board of Directors.

PART 7 ELECTION OF DIRECTORS

- 7.1 Voting Stakeholders may nominate candidates for election as Directors as follows:
- a) each candidate must be nominated to represent one of the designated Stakeholder Categories as set out in Section 6.1 by Voting Stakeholders in that category, as verified by the Directors or a committee of the Directors
 - b) a call for nominations must be distributed 60 days prior to the annual general meeting
 - c) Voting Stakeholders must submit nominations to the Secretary or designate at least 45 days before the annual general meeting;
 - d) notice of nominees in each category will be sent with the notice of the annual general meeting to those Stakeholders entitled to receive notice.
- 7.2 The Directors elected by the Voting Stakeholders will consist of candidates representing the various areas of the tourism and travel industry referred to in Section 6.1 so as to give the Board broad and balanced representation.
- 7.3 The Voting Stakeholders may vote for candidates for election as Directors before the annual general meeting. The election is to take place by submitting a completed ballot, in the form designated by the Board, to the office of the Society, Attention: Secretary or Board designate, by mail or electronically so that it is received by the Society no less than five business days before the date of the annual general meeting at which the election is to take place.
- 7.4 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the annual general meeting.

- 7.5 The Board may remove a director by a 3/4 vote of the Board of Directors. A replacement may be appointed by a majority vote of the Board. Such successor must be from the same category as the removed director represented pursuant to Section 6.1.

PART 8 PROCEEDINGS OF DIRECTORS

- 8.1 The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 8.2 At any meeting of the Board, a quorum shall be a majority of the Directors then in office.
- 8.3 The Directors may establish committees as they deem necessary.
- 8.4 A committee will act in compliance with the Terms of Reference as approved by the Board of Directors.
- 8.5 A Director may participate in a meeting in person, by telephone or by other communications medium, if all Directors participating in the meeting are able to communicate with each other.
- 8.6 A committee will elect a chairperson of its meetings, but the chair must be a Director. If no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for the meeting, the Directors present who are members of the committee will choose one of their number to be the chair of this meeting.
- 8.7 The members of a committee will meet according to the Terms of Reference for the committee.
- 8.8 The Board shall be responsible for:
a) the operating budget and the finances of the Society; and
b) recommending the level of external financial review
- 8.9 Questions arising at a meeting of the Board and committees of the Board will be decided by a majority of votes. In the case of a tie vote on a motion, the chair holds the casting vote.
- 8.10 Subject to the Societies Act, a resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.
- 8.11 If during the year, any Director resigns or is unable to perform their duties, the Board may fill such position by appointment.

PART 9 DUTIES OF OFFICERS

- 9.1 The Chair presides at all meetings of the Society and of the Directors.

- 9.2 The Vice Chair will carry out the duties of the Chair during the Chair's absence.
- 9.3 The Secretary/Treasurer will
- a) provide oversight of the financial records, including books of account, necessary to comply with the Societies Act; and
 - b) render regular financial statements to the Board, Stakeholders and others when required.
- 9.4 One person may hold two or more offices, except that of the offices of the Chair, Vice Chair and Past Chair shall not be held by the same person at the same time.
- 9.5 If one person holds two or more offices, the total number of Directors must still be the number specified or determined under Section 6.1.
- 9.6 In the absence of the Secretary or designate at a meeting, the Directors must appoint another person to act as secretary at the meeting.

PART 10 BORROWING

- 10.1 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the power, by the issue of debentures.
- 10.2 No debenture will be issued without authorization by Special Resolution.
- 10.3 The Voting Stakeholders may, by Special Resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the start of the next annual general meeting.

PART 11 AUDITOR

- 11.1 This article applies only if the Society is required or has resolved to have an auditor.
- 11.2 The Board will appoint an auditor to hold office until the auditor is re-appointed or a successor is appointed. The Directors will fill all vacancies occurring in the office of auditor.
- 11.3 An auditor may be removed by resolution of the Board.
- 11.4 An auditor will be promptly informed in writing of the auditor's appointment or removal.
- 11.5 No Director and no employee of the Society will be its auditor.
- 11.6 The auditor may attend general meetings.

PART 12 NOTICE TO STAKEHOLDERS

- 12.1 A notice may be given to a Stakeholder, either personally or by mail to the Stakeholder at their registered address, or by electronic mail to the electronic mail address provided to the Society by the Stakeholder or to another electronic mail address that the Stakeholder has designated for the purpose of receiving notices from the Society.
- 12.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by electronic mail is deemed to have been given on the day that the message was sent.
- 12.3 Notice of a general meeting must be given to:
- a) every Voting Stakeholder shown on the register of stakeholders on the day notice is given
 - b) the auditor, if Article 11 applies
- 12.4 No other person is entitled to receive a notice of a general meeting.

PART 13 BYLAWS

- 13.1 A Stakeholder is entitled, upon request, to receive a copy of the bylaws.
- 13.2 These Bylaws may be altered or added to by Special Resolution.

PART 14 RULES OF ORDER

Except as otherwise provided in these Bylaws or the Societies Act, parliamentary procedure will govern at all meetings of the Society and of the Board, as set forth in the most recently published edition of "Robert's Rules of Order" at the date of the applicable meeting.

PART 15 DISSOLUTION

In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with some or all of the objects as this Society, as may be determined by the Stakeholders of the Society at the time of winding up or dissolution. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization; provided that such organization referred to in this paragraph shall be a registered not-for-profit society in the province of British Columbia.

PART 16 REPEAL OF FORMER BYLAWS

With the adoption of these Bylaws, all former Bylaws of the Society are hereby repealed.
End.