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**Tourism Industry Association of New Brunswick, Inc. /  
L'Association de l'Industrie touristique  
du Nouveau-Brunswick, Inc.**

**(the "Association")**

**2017**

**Revision of the Association's Bylaws**

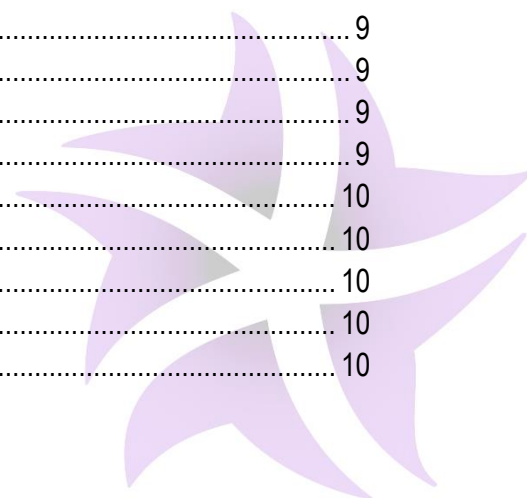
**Prepared by**  
Governance Committee



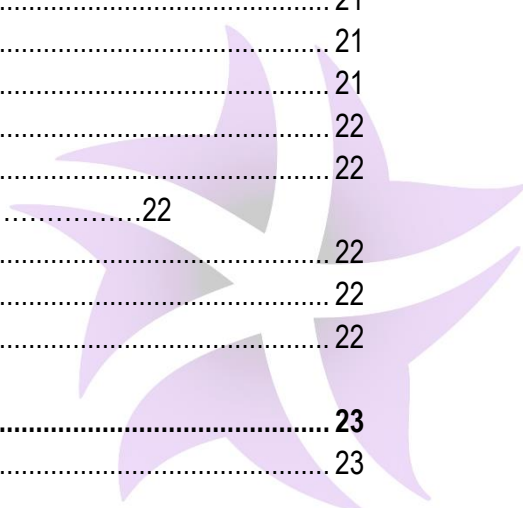
May 24, 2017

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## **Introduction**

The Tourism Industry Association of New Brunswick Inc. / L'Association de l'industrie touristique du Nouveau-Brunswick Inc. (the "Association")

### **Vision**

The Association is committed to be a representative, industry-driven organization which provides leadership and direction, making tourism and hospitality the leading and most viably sustainable industry in New Brunswick.

From this vision emerges the Mission...

### **Mission**

The Association is the provincial tourism and hospitality organization which exists to fulfill the needs of its Members, in cooperation with private and public sector partners.

To be fulfilled, the mission assumes adherence to following six (6) principles.

### **Principles/Mandate**

The Association will accomplish its mission by:

- being an organization driven by and for its Members;
- providing proactive and consultative leadership;
- being representative of all geographic areas, tourism sectors and the province's two (2) official languages;
- enhancing cooperation with partners;
- offering products and services of value to its Members; and
- servicing as a change agent within the tourism industry.



**BE IT ENACTED** by the Members of the Tourism Industry Association of New Brunswick Inc./L'Association de l'industrie touristique du Nouveau-Brunswick Inc. that the previous Bylaws of the Tourism Industry Association of New Brunswick Inc./L'Association de l'industrie touristique du Nouveau-Brunswick Inc. are repealed, and the following substituted thereof:

**DEFINITIONS, NAME OF ORGANIZATION, HEAD OFFICE LOCATION,  
CORPORATE SEAL AND PURPOSE**

**ARTICLE 1.1 DEFINITIONS**

In this Bylaw and all other Bylaws of the Association, unless context otherwise requires:

**“Act”** means the *Companies Act* (RSNB 1973, c C-13) including the Regulations made pursuant to the Act, and any statute or Regulation that may be substituted, as amended from time to time;

**“Ad Hoc Committee”** means a temporary committee established by the Board of Directors to address a specific issue/problem/task, which will be dissolved once the objectives of the committee are met;

**“Tourism Leadership Council”** means a group of highly-respected and competent tourism industry leaders from across the province who advise the Board in terms of strategy, industry trends, best practices, advocacy, organizational performance outcomes and other issues identified by the Board;

**“Toursim Leadership Council Member”** means a member of the Tourism Leadership Council;

**“Application, Registration, Resignation, Suspension and Obligations of Members”** means the rules and processes which govern membership eligibility, registration, resignation, suspension, re-application and related obligations of the Association Members;

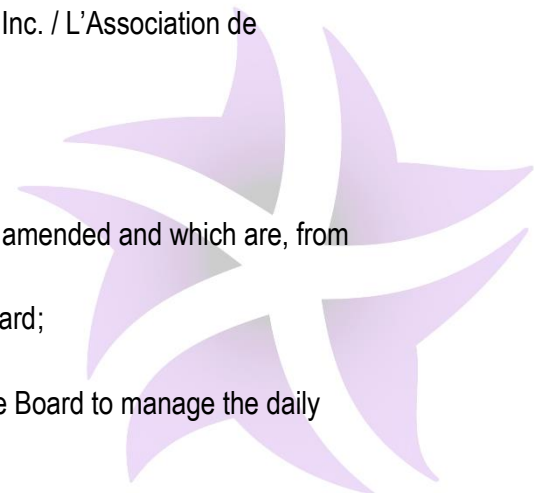
**“Association”** means the Tourism Industry Association of New Brunswick, Inc. / L'Association de l'industrie touristique du Nouveau-Brunswick, Inc.;

**“Board”** means the Board of Directors of the Association;

**“Bylaws”** means these Bylaws and any other Bylaws of the Association as amended and which are, from time to time, in force and effect;

**“Chair”** means the person elected by the Board to serve as Chair of the Board;

**“President & Chief Executive Officer”** means the person appointed by the Board to manage the daily business of the Association;



**“Director”** means an elected or appointed member of the Board;

**“ex officio”** means an individual appointed to serve on a committee by virtue of holding another office; ex-officio members have exactly the same rights and privileges as do all other members of the committee, including the right to vote;

**“In Attendance”** means Board or committee members attending a meeting by being physically present or by participating via telephone or other communication media;

**“In Person”** means Board or committee members physically present at the location of the meeting;

**“Member(s)”** means tourism-related industry organizations, businesses and stakeholders who have satisfied the requirements for admission; have paid their annual dues in the amount defined for their membership category for the current year; and who are in good standing with the Association;

**“Member in Good Standing”** means a member whose dues are paid in full for the current year and who is not otherwise suspended by the Association;

**“Membership Category and Conditions”** means the categories of Members and the conditions of membership in each category as established by the Board; examples of categories include Industry Members; Associate Members; and Supporting Members.

Membership categories, conditions, rights, obligations and annual fees shall be reviewed annually by the Board;

**“Officers”** are Directors of the Board elected by the Board to serve in positions of Chair, Vice-Chair, Secretary and Treasurer;

**“Obligations of Members”** means Members must pay the annual fees defined for their membership category by the date defined by the Board in order to remain Members in Good Standing;

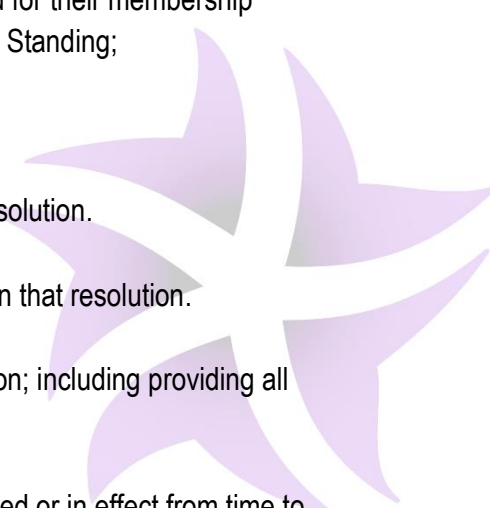
#### **Resolution:**

**“Resolution”** means a resolution passed by a majority of votes cast on that resolution.

**“Special Resolution”** means a resolution passed by a majority of votes cast on that resolution.

**“Registrar”** means the individual assigned to manage all aspects of Registration; including providing all Members with a certificate of membership;

**“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;





**“Rights of Members”** means any Member in Good Standing entitled to receive notice of Member meetings, speak at Member meetings, and exercise other rights and privileges associated with their category of membership;

**“Secretary”** means the person elected by the Board to serve as the Secretary of the Board;

**“Standing Board Committee”** means a committee of the Board that has a continued existence and focuses on areas of particular importance to the Board’s accountabilities; examples include Advocacy, Finance, Governance and Nominating;

**“Treasurer”** means the person elected by the Board to serve as the Treasurer of the Board; and

**“Vice-Chair”** means the person elected by the Board to serve as the Vice-Chair of the Board.

#### **ARTICLE 1.2 NAME**

The name of the organization is “Tourism Industry Association of New Brunswick Inc. / L’Association de l’industrie touristique du Nouveau-Brunswick Inc.; hereinafter referred to in these Bylaws as the “Association”.

#### **ARTICLE 1.3 LOCATION OF HEAD OFFICE**

The head office of the Association shall be within the City of Fredericton in the province of New Brunswick or as the Board determines by policy.

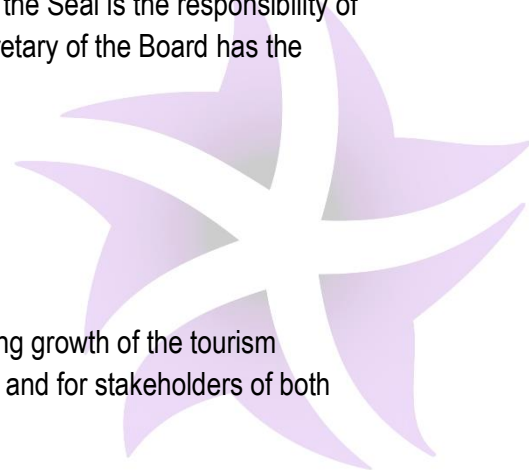
#### **ARTICLE 1.4 CORPORATE SEAL**

The seal that bears the name, The Tourism Industry Association of New Brunswick Inc., is the Corporate Seal of the Association. The Seal will be kept at the Head Office; custody of the Seal is the responsibility of the Secretary. The Chair, or in his/her absence the Vice-Chair, and the Secretary of the Board has the authority to affix the corporate seal to any document requiring the same.

#### **ARTICLE 1.5 PURPOSE AND OBJECTS**

The purpose and objects of the Association shall be as follows:

- a) strategically plan and undertake activities with the intent of stimulating growth of the tourism industry for all regions of New Brunswick, across all tourism sectors and for stakeholders of both official languages;
- b) serve as a catalyst for change and a connector for New Brunswick’s tourism sector by:
  - sharing ideas, resources and innovative approaches with the Members and key stakeholders; and



- facilitating and engaging in collaborative, relevant partnerships that will benefit the industry, the Association and the province;
- c) in partnership with the CEO, advocate with key stakeholders, including all levels of government, regarding issues critical to the industry's advancement; and
- d) support Members by providing information, resources, employee training and networking opportunities to help them gain a competitive advantage in the marketplace.

#### **ARTICLE 1.6 TERRITORY**

The activities of the Association shall be carried on primarily in the province of New Brunswick. The Association may work in conjunction with other partner organizations and stakeholders from other jurisdictions as defined by the Board.

#### **ARTICLE 1.7 FINANCIAL PARTICIPATION**

The Members will fund the Association's budget by the payment of annual membership fees. The amount of these fees will be related to membership categories, and will be established each year by the Board.

Requests for financial participation of federal, provincial and regional governments and/or other sources of funding will be consistent with the purpose and objects of the Association, the strategic directions and plans approved by the Board.

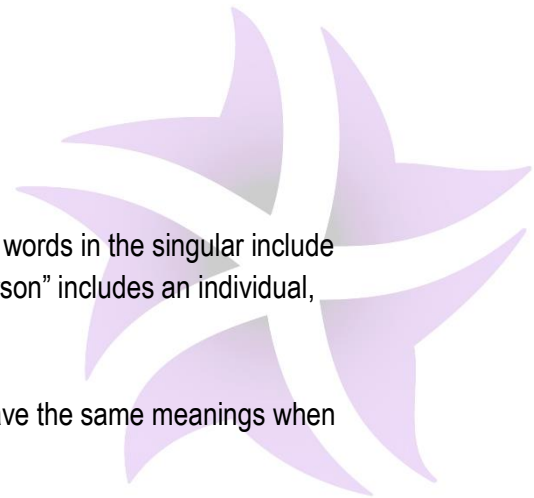
#### **ARTICLE 1.8 INTERPRETATION**

In the interpretation of these Bylaws, unless the context otherwise requires, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in the English and French version of these Bylaws.

The division of these Bylaws into sections and paragraphs and the insertion of headings and indexes are for convenience and reference only and do not affect the interpretation of the Bylaws.

At all annual general, general, or special meetings, and board meetings procedural matters not specifically addressed here shall be governed by Robert's Rules of Order.



## **DISSOLUTION**

### **ARTICLE 2.1 DISSOLUTION**

The decision to dissolve the Association requires the approval by a majority of the votes cast by the Members in Good Standing at a duly-called General Meeting.

Upon the dissolution of the Association and after payment of all debts and liabilities, its remaining funds and property shall be distributed or disposed of to another organization with a similar mandate; charitable organizations; or to municipal, provincial and/or federal government, as the Members determine by resolution. No part of any funds or property of the Association shall be available to the Directors or the Members upon dissolution. Anybody that is to receive funds and/or property, as set out herein, must qualify as a tax exempt body as defined in the Canadian *Income Tax Act*, R.S.C. 1985, c.1 at the time of such dissolution.

Dissolution is not meant to include mergers, partnerships, alliance or other arrangements where the Objects of the Association are pursued for the benefit of the Members by a new or changed legal entity. In such cases, and after the approval by a majority of the votes cast by Members in Attendance at a duly called General Meeting, the assets of the Association shall be used in the future as directed by resolution meeting of the Members.

## **THE ASSOCIATION'S TOURISM LEADERSHIP COUNCIL**

### **ARTICLE 3.1 TOURISM LEADERSHIP COUNCIL**

The role of the Tourism Leadership Council shall be to advise the Board of Directors regarding vision, strategic issues, advocacy, stakeholder relations, industry trends, and other issues identified by the Board.

### **ARTICLE 3.2 MEMBERSHIP OF THE TOURISM LEADERSHIP COUNCIL**

The Tourism Leadership Council shall be comprised of six (6) to eight (8) individuals who have significant experience, competencies and demonstrated success related to the tourism industry in New Brunswick.

The Tourism Leadership Council will be supported by the Chief Executive Officer & President.

Except for the ex-officio members, other Tourism Leadership Council Members shall be recommended by the Board and appointed from time to time, by resolution at the Annual General Meeting. All persons who



are or who may become members of the Tourism Leadership Council shall, ipso facto, cease to be a member upon their removal from the Council.

### **ARTICLE 3.3 TERMS OF OFFICE**

Except as herein otherwise provided, each member, of the Tourism Leadership Council so appointed shall hold office for a term of two (2) years. No member shall serve more than three (3) consecutive terms of two (2) years. After one (1) year has lapsed, any former member is eligible to be re-nominated for the Tourism Leadership Council.

### **ARTICLE 3.4 RESIGNATION AND REMOVAL OF MEMBERS OF THE TOURISM LEADERSHIP COUNCIL**

Any Tourism Leadership Council Member may resign or withdraw from the Council by a notice in writing to the Chair of the Tourism Leadership Council. With the exception of the ex-officio members, any Tourism Leadership Council Member may be removed from the Council by the approval of a Special Resolution by a majority of more than sixty-five percent (65%) of the votes cast by the Tourism Leadership Council Members at a Special Meeting called for that purpose.

### **ARTICLE 3.5 CHAIR OF THE TOURISM LEADERSHIP COUNCIL**

The Chair of TIANB is the Chair of the Tourism Leadership Council.

### **ARTICLE 3.6 MEETINGS, QUORUM, VOTING AND ADJOURNMENTS**

The Tourism Leadership Council will hold a minimum of three (3) meetings each year. A majority of the Tourism Leadership Council Members present at any meeting shall constitute a quorum.

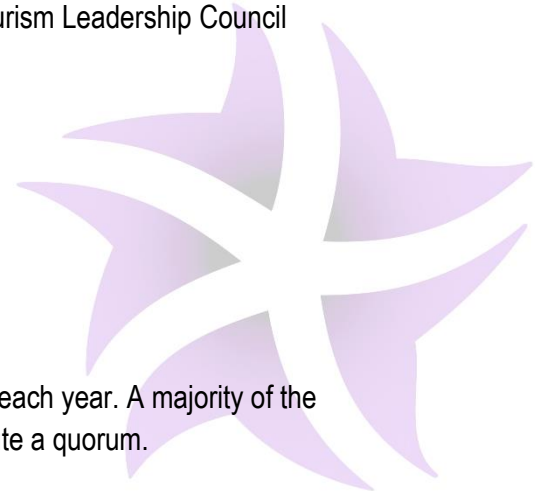
Resolutions arising at any meeting of the Tourism Leadership Council shall be decided by a majority of the votes cast by Council members in attendance. Each member of the Tourism Leadership Council will have one vote on each resolution.

All meetings of the Tourism Leadership Council will be formally adjourned and the time of the adjournment will be recorded in the minutes of the meeting.

## **ASSOCIATION MEMBERS**

### **ARTICLE 4.1 MEMBERS OF THE ASSOCIATION**

The Association shall have the following categories of Members. Additions, modifications and removal of categories and admission criteria can be made by resolution at the Annual General Meeting.



**a) Industry Members**

Include all sectorial, municipal and regional tourism organizations and businesses in New Brunswick that are directly and indirectly involved in the tourism/hospitality industry. These organizations shall have satisfied the requirements for admission and have paid all dues established by the Association. An Industry Member in Good Standing is entitled to one (1) vote on all matters at Member meetings and is eligible to serve as a member of the Board, Standing Board Committees and Ad Hoc Committees.

**b) Associate Members**

Includes any person, corporation or business organization that has satisfied the requirements for admission as Associate Members, but do not meet the eligibility criteria for Industry Members, and has paid the dues for Associate Members as established by the Association. An Associate Member is not eligible to vote at Member meetings or serve as a Board Member, a Standing Board Committee or an Ad Hoc Committee. An Associate Member is entitled to all other rights, privileges and services that are available to Industry Members.

**c) Supporting Members**

Includes provincial or federal government departments, agencies and Crown Corporations as well as educational institutions and other Associations that have satisfied the requirements for admission and have paid the dues established by the Association. A Supporting Member is not eligible to serve as a Board Member, a Standing Board Committee, an Ad Hoc Committee or vote at Member meetings. A Supporting Member is entitled to all other rights, privileges and services that are available to the Association's Members.

**ARTICLE 4.2 APPLICATIONS FOR ASSOCIATION MEMBERSHIP**

The Board will establish rules and processes to guide the handling of applications for membership. Every application for membership shall be submitted in the form prescribed by the Board. The Registrar shall review all applications for membership and determine the appropriate membership category. Membership is granted after completion and receipt of a membership application and annual dues.

**ARTICLE 4.3 REGISTER OF MEMBERS**

A register of Members for each membership classification will be kept at the Association's head office; shall be reviewed by the designated Registrar each year to ensure the information is accurate and current; and, shall be made available for the reference of Members at the Annual General Meeting.

**ARTICLE 4.4 REGISTRAR**

The Member Services Coordinator is the designated Registrar to assist the CEO to manage all aspects of Member Registration. The responsibilities of the Registrar, including ensuring all Members receive a certificate of membership, will be defined by the CEO and approved by the Board.

#### **ARTICLES 4.5 RIGHTS OF MEMBERS**

Any Member in good standing is entitled to receive notice of Member meetings, attend Member meetings, speak at Member meetings, and exercise other rights and privileges associated with his/her class of membership.

#### **ARTICLE 4.6 OBLIGATIONS OF MEMBERS**

To remain in good standing, all Members must pay the annual registration fees defined for their membership category, in the amount specified, and within the defined timeframe.

#### **ARTICLE 4.7 ANNUAL AND OTHER MEMBERSHIP FEES**

Members shall pay annual membership fees applicable to their membership category and other membership fees approved by the Board. Voluntary or involuntary withdrawal of membership does not entitle a Member to a refund of paid membership fees.

#### **ARTICLE 4.8 TRANSFERABILITY OF MEMBERSHIP**

Membership is not transferable and terminates on death of the Member, expiry, resignation, cancellation, or otherwise in accordance with the Bylaws. A Member in Good Standing may designate another person as his/her organization's representative.

#### **ARTICLE 4.9 RESIGNATION OF MEMBERS**

Members may resign from the Association by providing written notice.

#### **ARTICLE 4.10 SUSPENSION OR CANCELLATION OF MEMBERSHIP**

Where membership fees are not paid within a time established by the Board and where notice has been sent to the Member, the membership will be cancelled in accordance with the Bylaws and subject to the Board Membership Policy. A cancelled Member may not apply for reinstatement until all fees are paid and all conditions set in the Membership policy are fulfilled.



## **ARTICLE 4.11 CONTINUING OBLIGATIONS OF MEMBERS**

The termination of membership by cancellation, suspension, resignation or otherwise does not excuse any debts or obligations to the Association that existed prior to the termination.

## **ARTICLE 4.12 READMISSION OF MEMBERS**

A former Member may apply for readmission to the Association by submitting a request in the form described in the Board Membership Policy. All fees payable at the time of cancellation and any new fees assessed must be paid in full and any other conditions imposed must be fulfilled prior to readmission being granted.

## **BYLAW FIVE MEETINGS OF THE ASSOCIATION**

### **ARTICLE 5.1 ANNUAL GENERAL MEETINGS**

The Annual General Meetings shall be held no later than three (3) months after the end of the fiscal year at a location in New Brunswick determined by the Board; and

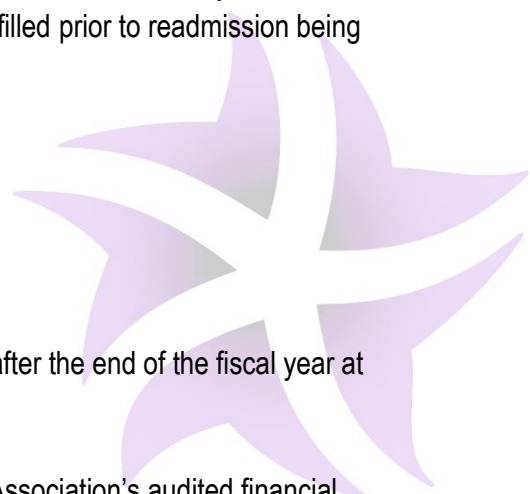
The purpose of the Annual General Meeting is to receive and approve the Association's audited financial statements and annual report. The Members shall elect the Directors of the Association, appoint financial auditors for the next fiscal year, review outcomes for the preceding year, and other issues the Board determines require the approval of the Members.

### **ARTICLE 5.2 SPECIAL MEETINGS**

Special Meetings of the Members may be called at any time by order of the Chair or shall be called whenever more than twenty percent (20%) of Industry Members in Good Standing, request such a meeting in writing. Any such resolution or request shall specify the object for which the meeting is being called;

A Special Meeting shall be held within twenty (20) business days of the Chair's decision or the request being received from the Members to hold such a meeting. The notice of a Special Meeting shall state in general terms the purpose(s) of such meeting;

Such Special Meetings shall be held at the head office of the Association, another location selected by the Chair or at such place within New Brunswick as may be fixed by the resolution; and



Discussion at a Special Meeting is limited to the initially-stated purpose of the meeting as stated in the notice of the meeting, unless more than fifty percent (50%) of those voting on the resolution agree to introduce one (1) or more agenda items.

### **ARTICLE 5.3 NOTICE OF ANNUAL, GENERAL AND SPECIAL MEETINGS**

Notice specifying the place, date and hour and the proposed business to be conducted of each Annual General Meeting and each Special Meeting shall be sent to Members not less than twenty (20) business days before the date fixed for the meeting. Such notice shall be served personally, sent by ordinary mail, or other electronic means. A notice sent by mail will be considered to have been sent when deposited in the public letterbox. A notice sent by e-mail will be considered sent when it is transmitted.

Notice shall be sent to the address of the Member as it appears in the records of the Association. If no address appears in the records of the Association, such notice may be sent to such address as the person sending the notice considers to be the most likely to result in the such notice promptly reaching the Member.

Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken. Irregularities in the notice or in the giving thereof as well as the accidental omissions to give notice of any meeting to or the non-receipt of any notice by any Member or Members shall not alone invalidate any action taken by or at any meeting.

### **ARTICLE 5.4 WRITTEN RESOLUTIONS OUTSIDE OF MEETINGS**

In extraordinary situations and infrequently, there may be a reason to resolve an issue within a limited length of time and when there are significant challenges to convening a meeting of the appropriate group, the general membership, Board or Standing Board Committee. In this situation, if approval of a resolution by more than fifty percent (50%) of those casting votes agree to and sign a resolution or a Special Resolution, it will be as valid as one passed at a meeting.

It is not necessary to give notice in this situation. The date on the resolution is considered the date upon which the resolution is passed. A written resolution is considered approved without a meeting if approved by a more than fifty percent (50%) of the Members who voted by mail.

In other circumstances, meetings can also be called with proper notice by identifying the decision required and inviting the Members to vote by mail, facsimile or e-mail. In this situation, the meeting date will be considered the final day to vote and the date upon which the resolution is decided.

Minutes of a written resolution(s) will be created, approved and archived in the same way as all other minutes of the Association and will be approved at the next regular meeting of the appropriate group (general membership, Board or Standing Board Committee).



## ARTICLE 5.5 VOTING, QUORUM, PROXY VOTING AND ADJOURNMENTS

### a) Voting

Unless the Act or these Bylaws, otherwise provide, the act of the majority of the voting Members present at any meeting of Members shall be the act of the Members as required or directed by the laws of New Brunswick, the Letters Patent incorporating the Association, any Letters Patent supplementary thereto or the Bylaws of the Association;

Unless the Act or these Bylaws otherwise provide, the vote of more than fifty percent (50%) of the Members at any General, Annual General or Special Meeting shall be sufficient for the valid ratification of any previous action of the Board and of the Officers;

### b) Quorum

A quorum for the transactions of business at any General, Annual General or Special Meeting shall be a minimum of fifty (50) Members or ten percent (10%) of Members in Good Standing, whichever is less;

If the number of Members at any General, Annual General or Special Meeting does not meet quorum requirements within thirty (30) minutes of the time the meeting was to commence, the meeting will be adjourned;

If the number of Members present at any General, Annual General or Special Meeting falls below that required for a quorum during the meeting, no further transactions of business can be completed and the meeting will be adjourned until a quorum is again established;

In circumstances described above, the date and location of the next meeting will be determined before adjournment. If the next meeting is scheduled within the next seven (7) business days, no formal notice of the re-scheduled meeting is required, other than by announcement at the meeting being adjourned;

### c) Proxy Voting:

Proxy voting is not permitted.

### d) Adjournment:

All meetings of the Association will be formally adjourned and the time of adjournment will be recorded in the minutes of the meeting;

Immediately after the Annual General Meeting of the Members, a meeting of such of the newly elected Board as are then present shall be held, provided that they shall constitute a quorum, without notice, for the election and/or appointment of Officers and the transaction of other business.



## **BOARD OF DIRECTORS**

### **ARTICLE 6.1 BOARD OF DIRECTORS MEMBERSHIP**

The Board shall consist of not less than seven (7) Directors and no more than ten (10). The number of Directors shall be determined from time to time by a majority of the Directors at a Board Meeting and sanctioned by an affirmative vote of the Members at the next Annual General Meeting. The agenda for this meeting will clearly identify the need to consider and approve the number of Directors to serve on the Board.

The Board shall include:

To the maximum extent possible, the Board shall be comprised of individuals representing New Brunswick's two officially recognized linguistic groups.

Board members shall be nominated and elected exclusively from TIANB membership. The Board shall be comprised of no fewer than seven (7) and no more than (10) members. Board membership selection shall be based upon the following criteria: priority leadership skill sets, representation from the five (5) New Brunswick provincial regions, and any tourism industry sector.

The immediate Past Chair is an automatic position with a one (1) year term to ensure effective transition and if willing to serve is counted among the Board member total.

The Board shall have the power to appoint ex-officio officers to sit on the Board as required.

Board candidates might not be Members of the Association at the time of nomination, but must be eligible and committed to become an Industry Member in Good Standing before being elected to the Board; and

No elected official or provincial or federal government employee shall sit as a Director of the Association.



## **ARTICLE 6.2 QUALIFICATIONS, ELECTION AND TERMS OF OFFICE**

The Board will be competency-based. The recruitment and selection of nominees for the Board will be driven by the competencies identified by the Board and the Nominating Committee. These competencies will change as the needs of the organization and the business environment change. Every year, the competencies will be considered in terms of their fit with the Association's purpose and objects and strategic goals for the next few years; the support required by the CEO and the skills required to monitor the Association's performance and advance New Brunswick's tourism and hospitality industry.

Each Director shall be elected at the Annual General Meeting by a majority of the votes cast by the Members. Except as herein otherwise provided, each Director so elected shall hold office until the second Annual General Meeting following their election.

The first term of a Director appointed between Annual General Meetings will be from the date of appointment until the next Annual General Meeting.

Directors can be re-elected. Directors shall serve no more than two (2) consecutive terms of two (2) years, except for Directors appointed between Annual General Meetings whose first part-year term will not be considered as one (1) of the two (2) terms.

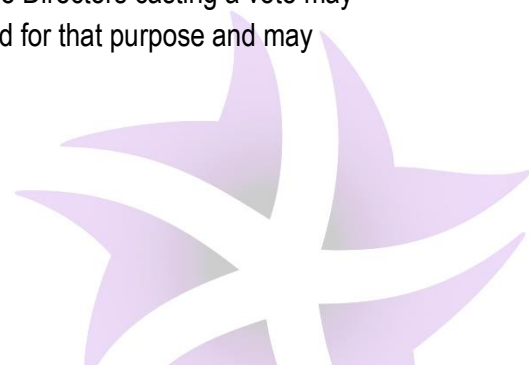
After one (1) year of not being a Board Member, any former Director is eligible to be re-nominated for the Board.

## **ARTICLE 6.3 RESIGNATIONS, REMOVAL AND REPLACEMENT OF BOARD DIRECTORS AND OFFICERS**

The office of Director shall be automatically vacated:

- if at a duly-called Special Board Meeting, more than sixty-five percent (65%) of the Directors casting a vote approve the resolution to remove a specified Director from the Board before his/her expected end of term;
- if a Director has resigned his/her office by delivering a written resignation to the Association;
- if a Director has been found by a court to be of unsound mind; or
- if a Director dies.

The Board, by an affirmative vote of more than sixty-five percent (65%) of the Directors casting a vote may remove any or all of the Officers, with or without cause, at any meeting called for that purpose and may elect or appoint others in their place or places.



Any Officer or the President and Chief Executive Officer may be discharged, with cause, by the Chair. If, however, there be no cause for such removal or discharge and there be a special contract derogating from the provisions of this Article, such removal or discharge shall be subject to the provisions of such contract.

Any vacancy or vacancies on the Board however caused may, so long as a quorum of Directors remain in office, be filled by the Directors by majority vote, if they shall see fit to do so; otherwise, such vacancy or vacancies shall be filled at the next Annual General Meeting of the Members. If there is not a quorum of Directors remaining in office, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy or vacancies by the number required to meet quorum requirements and by the number that does not result in the Board having more than 10 Directors.

#### **ARTICLE 6.4 NOMINATING COMMITTEE**

A Nominating Committee chaired by the Vice-Chair and consisting of no less than four (4) Members in good standing and who are not seeking election or re-election to the Board shall be appointed annually by the Board. A majority of the Nominating Committee present shall constitute quorum. The Board, by a majority vote, shall fill any vacancy on the Nominating Committee for the unexpired term thereof.

The Nominating Committee shall make a call for nominations to the Members at least seventy-five (75) business days prior to the Annual General Meeting and shall accept the names of candidates submitted in the form prescribed in the Board approved nominating policy by Members in Good Standing at least thirty (30) working days prior to the Annual General Meeting.

The principal functions of the Nominating Committee shall be to:

- identify and assess potential candidates in terms of competencies relevant to guiding the Association to meet its strategic goals, monitor its performance and support the CEO;
- consider geographical and gender distribution and representation of the province's two (2) official languages, when selecting nominees for the Board; and
- recommend to the Board a slate of candidates to be nominated for election at the next Annual General Meeting.

In the event of an incomplete slate of nominees, the Nominating Committee, at least twenty (20) business days prior to the Annual General Meeting, shall seek the permission of the Board to accept nominations at the Annual General Meeting of Members in Good Standing, who are in attendance at the Annual General Meeting and who agree to be nominated.

#### **ARTICLE 6.5 ELECTION OF DIRECTORS**



In the event that a full slate of candidates are presented to the Members at the Annual General Meeting, a majority of more than fifty percent (50%) of votes cast by Members in approval of the resolution is required to accept each of the nominees to serve as a Board Member.

In the event of more nominees than vacant Board positions, the Nominating Committee will plan for an election at the Annual General Meeting, including the appointment of three (3) scrutineers who are Members in Good Standing who are not candidates for election to the Board at the Annual General Meeting in question.

The Chair, if not a candidate for re-election to the Board, will preside over the election of Board Members at the Annual General Meeting. If the Board Member is seeking re-election to the Board, the Vice-Chair will oversee the election; if both the Chair and Vice-Chair are seeking re-election, another Officer of the Board who is not seeking re-election will oversee the election at the Annual General Meeting.

## **ARTICLE 6.6 GENERAL POWER AND ACCOUNTABILITES OF DIRECTORS**

The Directors shall administer the affairs of the Association in all things, and make or cause to be made for the Association in its name, any description of contract which the Association may lawfully enter into and, generally, may exercise all such other powers and do all such other acts and things as the Association is authorized to exercise and do.

Without in any way limiting the generality of the foregoing, the Directors are expressly empowered and accountable for the ongoing success and sustainability of the Association by providing strategic leadership and sound stewardship. This includes, establishing Terms of Reference for the Board and its committees and ensuring Board policies that address the following:

- periodic review and continual support of the Association's vision, purpose and values;
- framework and strategic direction in the development and final approval of the Association's strategic plan;
- monitoring of the performance of the Association against its plans and objectives;
- recruitment, selection, evaluation, development and compensation of the CEO;
- effective Board-CEO relationship which respect the distinctive roles of the Board to direct and evaluate and the CEO to manage the affairs of the Association;
- succession plans for the Board and the CEO;
- monitoring of financial results and practices on a regular basis;
- securing appropriate resources for the Association;
- quality management processes;
- risk management, including key risks mitigation/management;
- protection and enhancement of the Association's brand and reputation;
- stakeholder relations;
- compliance with all statutory reporting requirements; and,



- Board Officers and Standing Board Committees.

All acts done by any Board Meeting or by any person in good faith acting as a Director, so long as his/her successor shall not have been duly elected, shall, notwithstanding that it be afterwards discovered that there was some defect in the election of the Directors or the person acting as aforesaid or that they or any of them were disqualified, be as valid as if the Directors or such other person, as the case may be, had been duly elected and were or was qualified to be Directors or a Director.

## **ARTICLE 6.7 BOARD MEETINGS**

Regular Meetings of the Board shall be held at least four (4) times each year at a location and using whatever communications methods as the Chair designates, providing these are acceptable to a majority of the Directors.

Special Meetings of the Board may be called by the Chair or the Vice-Chair and shall be called at the written request of three (3) or more Directors and shall be held at such time and place as shall be designated in the notice calling the meeting.

Each Director is authorized to exercise one (1) vote.

If all Directors consent thereto generally or in respect of a particular meeting, Directors may participate in the Board Meeting by means of such conference telephone or other e-communications media that permit all persons participating in the meeting to hear each other. A Director participating in such a meeting by such means is deemed to be present at the meeting.

Any request to participate in a meeting by means of conference telephone and other e-communication connectivity shall be effective if given before the meeting to which it relates. With approval of a resolution by the majority of the votes cast by the Directors, the opportunity to participate in Board Meetings via teleconference or other e-communication media will be available for regular Board and committee meetings.

The Chair of any Board Meeting and Standing Board Committees held by teleconference or other e-communication media shall take roll call at the commencement of the meeting by calling out the name of each Director or member of the Standing Board Committee and make a list of all Directors or Standing Board Committee members present at any such meeting.

## **ARTICLE 6.8 NOTICES OF MEETINGS**



Notice specifying the place, day and hour of each regularly scheduled Board Meeting and Standing Board Committee for the next calendar year shall be approved by the Board and distributed to all Directors by September of the preceding year via regular mail or email, whatever is the preference of each Director. No notice of individual meetings is required.

If extra Board or Standing Board Committee meetings are required, Directors and Standing Board Committee members will be notified by regular mail/email no less than fourteen (14) business days before the date fixed for the meeting, and if other means, such as telephone, e-communication media at eight (8) working days before the date fixed for the meeting. Such notice shall be sent to the street address or the email address of the Director as it appears in the records of the Association. If no mailing address appears in the records of the Association, such notice may be sent to such address as the person sending the notice considers to be the most likely to result in such notice promptly reaching the Director.

Notwithstanding anything to the contrary herein contained, any Board Meeting may be held at any time and place and for any purpose, without notice, when all the Directors are present or when all the Directors not present shall, in writing, waive notice of the meeting.

No error or omission in giving notice of any Board Meeting or any adjourned Board Meeting shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

#### **ARTICLE 6.9 QUORUMS FOR BOARD AND COMMITTEE MEETINGS**

A quorum for the transactions of business at meetings of the Board, Standing Board Committee and Ad Hoc Committee shall be more than fifty percent (50%) of the total members of the Board or Standing Board Committee being present In Person or via tele-communications, including the Chair of the meeting;

A Board, Standing Board Committee or Ad Hoc Committee meeting can proceed to transact business without a quorum if the reason for falling below the quorum is because one (1) or more Directors declare a conflict of interest for one (1) or more particular agenda items;

If the Chair is an ex-officio member of all of the Standing Board Committees, he/she will not be included when determining quorum for Standing Board Committees and Ad Hoc Committees;

With the exception cited in 5.5 (b), if the number of Directors at a meeting falls below quorum, there can be no further transactions of business until a quorum is again present, except to set the date and location of the next meeting;

If the next meeting is scheduled within the next seven (7) business days, no formal notice of the re-scheduled meeting is required, other than by announcement at the meeting being adjourned; and

Notwithstanding anything to the contrary herein contained, any Board Meeting may be held at any time and place and for any purpose, without notice, when all the Board Members are present In Person or when all Board Members not present In Person shall, in writing, waive notice of the meeting. Any Board Member may waive notice of any meeting either before or after the meeting is held.

#### **ARTICLE 6.10 CONFLICT OF INTEREST**

The Board will develop and approve a conflict of interest policy to provide guidance to Directors.

Each Director shall faithfully discharge his/her duties and shall advise the Board of any matter that might reasonably constitute an actual or perceived conflict of interest between the duties of the Director and any other interest or obligation. A Director shall not participate in any discussions, deliberations or vote in relation to a matter with which that Director has a conflict of interest.

Each Director shall conduct himself/herself with honesty, good faith, a sense of fairness and personal integrity and shall disclose any possible conflict of interest to the Board in a timely fashion.

Following the disclosure to the Chair of a conflict of interest, the Director with the declared conflict shall not attend or be involved in any Board discussion that may give rise to the conflict and the Director with the declared conflict shall abstain from any vote of the Board on the issues.

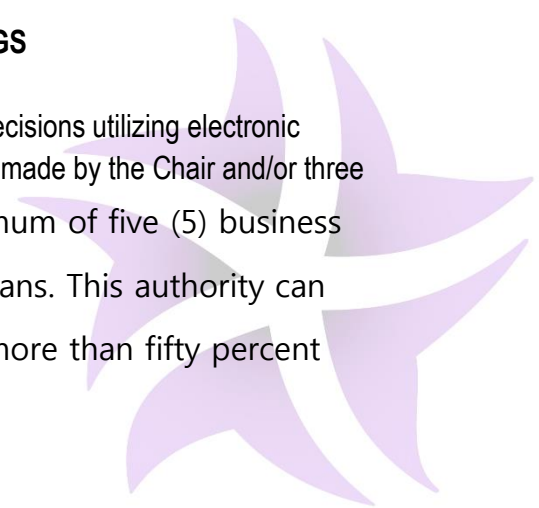
#### **ARTICLE 6.11 VOTING AT MEETINGS**

Resolutions arising at any Board Meeting, Standing Board Committee meeting and Ad Hoc Committee meeting shall be decided by a majority.

In the event of a tie, the President is required to vote in order to break the tie.

#### **ARTICLE 6.12 AUTHORITY TO MAKE DECISIONS BETWEEN MEETINGS**

In extraordinary circumstances, Directors will have the authority to make decisions utilizing electronic communication methods. A call for a decision in between meetings can be made by the Chair and/or three (3) Directors. The Directors or Committee members will be given a minimum of five (5) business days to respond to a request for decision via electronic means. This authority can only be used for decisions that require a majority vote of more than fifty percent (50%).





Circumstances requiring a majority of sixty-five percent (65%) approval disallow electronic communication methods.

All electronic decisions will be recorded in the next duly called meeting minutes.

## **OFFICERS**

### **ARTICLE 7.1 OFFICERS**

The Board shall appoint from amongst themselves a Chair, a Vice-Chair, a Secretary and a Treasurer. The term of office for the Chair and the Vice-Chair shall be for one (1) year from the date of their election and each may be re-elected for two (2) consecutive terms of one (1) year. The term of the Secretary and the Treasurer shall be for one (1) year commencing from the date of their appointment and each may be re-elected. To a maximum extent possible at least fifty percent (50%) of the Officers should be fluent in both of the province's official languages.

### **ARTICLE 7.2 CHAIR**

The Chair shall call, and if present, preside at meetings of the Board and Members; shall sign all instruments which require his/her signature; shall implement policies governing the Board after being approved by the Board; shall serve as an ex-officio member of Standing Board Committees, except the Nominating Committee; shall perform all duties incident to his/her office; and shall have such other powers and duties as may from time to time be assigned to him/her by the Board. In the absence of the Chair, his/her duties shall devolve upon the Vice-Chair.

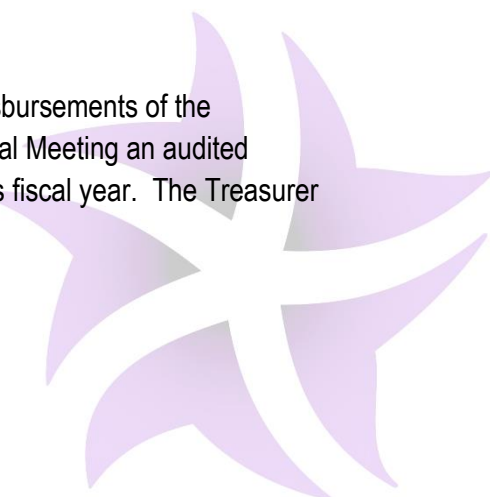
### **ARTICLE 7.3 VICE-CHAIR**

The Vice-Chair shall have such powers and duties as may be assigned to him/her by Resolution of the Board. In case of absence or disability or failure or refusal to act of the Chair, the Vice-Chair may exercise the powers and perform the duties of the Chair.

### **ARTICLE 7.4 TREASURER**

The Treasurer shall ensure that accurate and full account of all receipts and disbursements of the Association as required by the Act are kept; and present at each Annual General Meeting an audited financial report showing the financial position of the Association at the end of its fiscal year. The Treasurer shall report at each regular Board Meeting.

### **ARTICLE 7.5 SECRETARY**



It shall be the duty of the Secretary to ensure that notice of meetings is served to all Members, Directors, and auditors in a timely manner; to ensure that accurate records of all meetings of the Association and Standing Board Committees are created and archived; to conduct and act as custodian of correspondence relating the affairs of the Association; to keep in his/her possession the corporate seal; and to perform other such duties as the terms of his/her engagement call for or the Board may from time to time properly require of him/her.

#### **ARTICLE 7.6 PRESIDENT & CHIEF EXECUTIVE OFFICER**

The Board shall appoint a President & Chief Executive Officer of the Association and may delegate to him/her authority to carry out the daily business of the Association, except such matters and duties as the Bylaws provide must be transacted or performed by the Board. He/she shall act, subject to the direction of the Board.

#### **ARTICLE 7.7 VACANCIES OF OFFICERS**

The Board may fill vacancies of Officers from among its Members to serve as an Officer until the next Annual General Meeting at which the Directors are elected.

#### **ARTICLE 7.8 REMOVAL OF OFFICERS**

The Board, by an affirmative vote of the majority of the Board, may remove any or all the Board Officers, before the expiration of their term, at any meeting called for that purpose and may elect or appoint others in their place or places.

Any Director or Chief Executive Officer & President of the Association, not being an Officer of the Board, may also be discharged by an affirmative vote of the majority of the Board. If however, there be no cause for such removal or discharge and there be a special contract derogating from the provision of this Article, such removal or discharge shall be subject to the provisions of each contract.

### **GOVERNANCE FRAMEWORK AND COMMITTEES**

#### **ARTICLE 8.1 GOVERNANCE FRAMEWORK**

At least once every five (5) years, the Board will review the Board's governance framework. This review will include an assessment of the role, nature, scope and relevance of all current Standing Board Committees and Ad Hoc Committees. The Board will focus on governance changes that will enhance the effectiveness and efficiency of the Board's work and lead to better outcomes for the Association;

A Tourism Leadership Council will exist to solely advise the Board of Directors regarding vision, strategic issues, advocacy, stakeholder relations, industry trends, and other issues identified by the Board;

Permanent Standing Board Committees and temporary Ad Hoc Committees will be created to support the Board;

The Association will have four (4) Standing Board Committees: Advocacy, Finance, Governance and Nominating;

Ad Hoc Committees will be convened by the Board as required and will be dissolved when the defined work of the committee is completed; and

Standing Board Committees and Ad Hoc Committees will be chaired by a Board Member who will be appointed by the Chair. Remaining members of the committees will be chosen from Board Members and the general membership of the Association and will be appointed by the Board.

## **ARTICLE 8.2 TERMS OF REFERENCE FOR STANDING BOARD COMMITTEES**

The Board will develop Terms of Reference for each of the Standing Board Committees and review these at least once every three (3) years.

The Terms of Reference for all Standing Board Committees shall be approved by a majority of the Board voting on the resolution.

Standing Board Committees shall be comprised of Board Directors and Members in Good Standing.

A minimum of four (4) members will be appointed to each Standing Board Committee; only in extraordinary circumstances, will a Director be appointed to serve on more than one (1) Standing Board Committee.

Members of the Standing Board Committees will be appointed for one (1) year terms and have the opportunity to be re-appointed for three (3) more one (1) year terms.

The Chair of all Standing Board Committees shall be a Board Member, with consideration being given to appoint the Board's Officers, except for the Board Chair. No Officer or Director will be appointed to serve as Chair of more than one (1) Standing Board Committee. The Board Chair shall not serve as Chair of any Standing Board Committee.

Officers, who are appointed by the Board to serve as ex-officio members of Standing Board Committees, can move motions, participate in debate, and vote as full members.

## **ARTICLE 8.3 TERMS OF REFERENCE FOR AD HOC COMMITTEES**

From time to time, the Board might decide to convene an Ad Hoc Committee to oversee a specific topic or study a particular issue of importance to the Board and/or the Association.

The Board shall develop Terms of Reference for each Ad Hoc Committee to include the Committee's objectives, beginning and end dates and names of members.

The Terms of Reference for all Ad Hoc Committees shall be approved by a majority of at least fifty percent (50%) of the Board voting on the resolution.

Members of Ad Hoc Committees might include Board Members, Association Members in Good Standing and individuals external to the Association who have experience and expertise regarding the area of interest of the Ad Hoc Committee.

A minimum of four (4) members will be appointed to each Ad Hoc Committee.

The Chair of each Ad Hoc Committee shall be a Director of the Association's Board; the Association's Board Chair shall not serve as Chair of an Ad Hoc Committee.

If the work of an Ad Hoc Committee has not been completed by the date identified in the Committee's Terms of Reference, the Board shall approve by a majority of at least fifty percent (50%) of the Board voting on a resolution to extend the completion date by a specified length of time or to dissolve the Committee.

After the work of the Ad Hoc has been completed and recommendations have been formally presented to the Board of Directors, the Board shall approve by a majority of at least fifty percent (50%) of the Board voting on the resolution to dissolve the Ad Hoc Committee.

#### **ARTICLE 8.4 DISBANDMENT OF COMMITTEES AND REMOVAL OF COMMITTEE PARTICIPANTS**

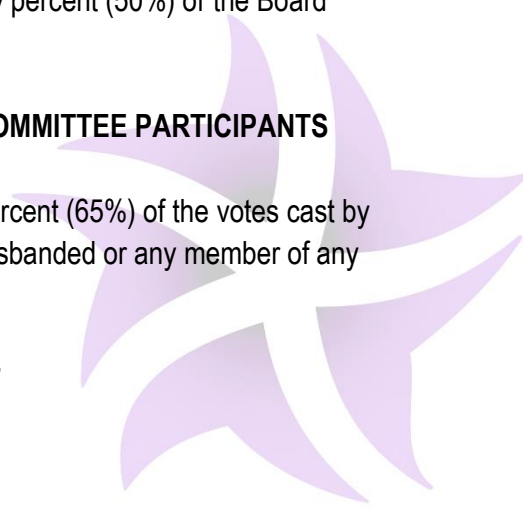
At any time, by resolution of the Board approved by more than sixty-five percent (65%) of the votes cast by Directors, any Standing Board Committee or Ad Hoc Committee may be disbanded or any member of any such committee removed.

### **FISCAL YEAR, ACCOUNTS AND AUDIT**

#### **ARTICLE 9.1 FINANCIAL YEAR**

The financial year end of the Association shall be March 31<sup>st</sup> in each year.

#### **ARTICLE 9.2 MEMBERSHIP YEAR**



The membership year for new Members begins on the day that his/her initial membership fees were processed by the Association and ends on the next March 31<sup>st</sup>. Subsequent membership years start on April 1<sup>st</sup> of each year. To maintain membership in good standing, annual membership fees must be paid before April 30<sup>th</sup> of each year.

### **ARTICLE 9.3 ACCOUNTS**

The Directors shall cause to be kept proper books of account with respect to all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place, all sales and purchases of securities and other property by the Association, the assets and liabilities of the Association and all other financial transactions affecting the financial position of the Association.

The books of accounts shall be kept at the head office of the Association or at such other place in New Brunswick as the Board may from time to time appoint, and shall at all times be open to inspection by Directors.

### **ARTICLE 9.4 AUDITS**

At least once in every financial period, the accounts of the Association shall be examined and the correctness of the income Statement, Statement of Surplus, Statement of Source and Application of Funds and the Balance Sheet shall be commented upon by the auditor or auditors. The auditor or auditors shall be appointed each year by the Members at the Annual General Meeting and such auditor or auditors shall be a Member in Good Standing of the Chartered Professional Accountants of New Brunswick or any of its successors. The Board Chair or delegate will negotiate the Auditor's fees.

## **CONTRACTS, CHEQUES, DRAFTS, BANK ACCOUNTS**

### **ARTICLE 10.1 CONTRACTS**

All deeds, documents, contracts, engagements, bonds, debentures and other instruments requiring execution by the Association shall be signed by the CEO and Chair. Any such authorization by the Board may be general or confined to specific instances. Save as aforesaid or as otherwise provided in the Bylaws of the Association, no Director, Officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit.

### **ARTICLE 10.2 CHEQUES AND DRAFTS**

All cheques, bills of exchange or other orders for the payment of money or other evidence of indebtedness issued, accepted or endorsed in the name of the Association shall be signed by the CEO and one (1) of two

(2) other duly authorized officer and in such manner as shall be determined, from time to time, by resolution of the Board.

### **ARTICLE 10.3 DEPOSITS OF FUNDS AND SECURITIES**

The funds of the Association shall be deposited, from time to time, to the credit of the Association with such bank or banks or trust company or trust companies or with such bankers as the Board may approve, from time to time, by resolution.

The securities of the Association may be deposited from time to time for safekeeping with one (1) or more bankers, trust companies or other financial institutions selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written consent of the Association signed by such Director or Directors, Officer or Officers, agent or agents of the Association and in such manner as shall be determined, from time to time by the Board, and such authority maybe general or confined to specific instances.

Any institution which may be so selected as custodian by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **ENACTMENT, REPEAL AND AMENDMENT OF THE BYLAWS**

The Board may, from time to time, enact or pass Bylaws not contrary to law or to the Letters Patent of the Association for the purposes indicated in the laws governing the Association, and may repeal, amend or re-enact Bylaws, but every such Bylaws (excepting Bylaws made respecting agents, Officers and servants of the Association) and every repeal, amendment or re-enactment thereof, unless in the meantime sanctioned at a General Meeting of the Members duly called for the purpose, shall only have force until the next General Meeting and in default of confirmation thereat shall, at and from that time, cease to have force.

### **BORROWING**

The Board is hereby authorized, from time to time to:

- borrow money and obtain advances upon the credit of the Association, from any bank, corporation, firm, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;

- limit or increase the amount to be borrowed;
- issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
- hypothecate, mortgage, charge, pledge, cede and transfer the property, undertaking and rights, real or personal, moveable or immovable or mixed, of the Association, now owned or hereafter acquired, or both to secure any bonds, debentures or other securities or any money borrowed or any other liability of the Association;
- ensure security for any discounts, overdrafts, loans, credits, advances or other indebtedness or liability of the Association, to any bank, corporation, firm or person, and interest thereon
- hypothecate, mortgage, pledge and give to any bank, corporation, firm or person any or all of the Association's property, real or personal, moveable or immovable or mixed, now owned or hereafter acquired, or both and to give security thereon as may be taken by a bank, under the provisions of the *Bank Act* (SC 1996, c 46) for an indebtedness contracted or to be contracted by the Association to any bank;
- exercise generally all or any of the rights or powers which the Association itself may exercise under its charter and the laws governing it; and
- delegate in and by resolution by Bylaws to any Officers or Directors all or any of the powers hereby conferred upon the Directors.

The powers of borrowing and giving security hereby authorized shall be deemed to be continuing powers and not to be exhausted by the first exercise thereof, but may be exercised from time to time hereafter, until the repeal of these Bylaws and notice thereof has been given in writing.

## **REMUNERATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **ARTICLE 13.1 REMUNERATION**

Officers, Directors and Members serving as volunteers will not receive remuneration for acting in any capacity on behalf of the Association.

### **ARTICLE 13.2 INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every Board Director and Officer, including former Directors and Officers, and his/her heirs, executors and administrators and estate shall be indemnified and saved harmless out of the funds of the Association, from time to time and at all times, from and against (a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or things whatsoever, heretofore or hereafter made, done or permitted by him/her in or about the execution of the duties of his/her office; and (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

No Director or Officer shall be liable for:

- acts, neglects or defaults of any other Director, Officer or employee;
- joining in any act for conformity;
- the loss, damage or expense happening to the Association through the insufficiency, or deficiency of title to any property acquired by order of the Board for, or on behalf of, the Association;
- the insufficiency or deficiency of any security in or upon which any of the money, of or belonging to the Association shall be invested;
- any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with who or which any money, securities or effects of the Association shall be lodged or deposited; and/or
- any other loss or damage whatsoever which may happen to the Association in the execution of the duties of his or her respective office or in relation thereto; unless the same shall happen by or through his/her own wilful neglect or default.

**ENACTED** by the Members on the \_\_\_ day of \_\_\_\_, 20\_\_

AS WITNESS the corporate seal of the Association.

**TOURISM INDUSTRY ASSOCIATION OF NEW BRUNSWICK INC./L'ASSOCIATION DE L'INDUSTRIE  
TOURISTIQUE DU NOUVEAU-BRUNSWICK INC.**

Per:





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**CHAIR**, Board of Directors

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**SECRETARY**, Board of Directors

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**CHAIR**, Governance Committee Chair

