

Proposed New WTA Constitution and Bylaws

Constitution

1. The name of the Society is: WILDERNESS TOURISM ASSOCIATION of BRITISH COLUMBIA (WTABC)

The Society represents all stakeholders in the wilderness or nature based tourism industry.
2. The Purposes of the Society are:
 - (a) to provide wilderness tourism operators a say in the Land and Marine use decisions in the areas that the wilderness tourism operators are located;
 - (b) to secure British Columbia legislation that ensures that wilderness tourism operators become the priority decision makers with regard to the lands and waters on which they operate their tourism services. Our goal is that on those lands and waters utilized by a tourism operation, that the resource industries develop and implement their plans and operations in keeping with the existing tourism operator businesses and their development plans and business objectives;
 - (c) to assist wilderness tourism operators who are having their operations and business threatened due to conflicts with other resource industries;
 - (d) to communicate to wilderness tourism operators the conflicts with other resource industries that other operators have and what action is being taken;
 - (e) to work with government and other resource industries to attain adequate tenure access and security (i.e. tenure taking and compensation)
 - (f) to work with other tourism associations and to seek their support in realizing our objectives;
 - (g) to inform and educate DMOs (especially the gateway city DMOs like Vancouver and Victoria) and tourism regions regarding nature based tourism advocacy issues and opportunities
 - (h) to advocate and raise funds on a project by project basis to assist in the conservation of land and water for tourism values.
3. The activities and purposes of the Society shall be carried on without purpose of gain for its stakeholders, and any income, profits or other accretions to the Society shall be used in furthering the purposes of the Society. This provision is unalterable.
4. In the event of winding-up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any debts of the Society, 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 voting stakeholders of the Society at the time of the winding-up or dissolution of the society 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 voting stakeholders of the Society to be registered charities pursuant to the provisions of the Income Tax Act which have purposes similar to those of the Society. This provision is unalterable.

Bylaws

(Note: the bylaws have been re-written to reflect the proposed new WTA organization structure. In many cases the wording is the same as that used in Schedule B of the Society Act except where changes and updates were deemed necessary. The main changes are in the following sections: membership, meetings of the stakeholders, proceedings at general meetings, directors and officers, duties of directors, and officers etc.)

1. Interpretation

- 1.1. In these Bylaws, and all other bylaws of the Society, unless the context otherwise requires:
 - a) "Act" means the Societies Act of British Columbia, as amended from time to time.
 - b) "Association/Society" means (Wilderness Tourism Association of BC (WTABC).
 - c) "Board" means the board of directors of the Society from time to time.
 - d) "Chair" means the President of the Society from time to time
 - e) "Directors" means the directors of the Society duly elected or appointed for the time being.
 - f) "Past Chair" means Past President of the Society from time to time
 - g) "Registered address" of a stakeholder, means their address as recorded in the register or database of stakeholders.
 - h) "Stakeholder" means the original members of the Society and those persons who subsequently become stakeholders, in accordance with these bylaws.
 - i) "Vice-Chair" means the Vice-President of the Society from time to time.
- 1.2. Unless a defined term has another meaning assigned to it in these Bylaws, the definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.
- 1.3. The words importing the singular include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts, and any number of aggregate of persons.
- 1.4. The headings used in these bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

2. Stakeholders of the Association

- 2.1. Stakeholders of the Association will be businesses, associations, institutions, and individuals in the wilderness, adventure, and/or nature based tourism industry, which meet all aspects of any criteria, which the Board may determine from time to time.

Businesses, associations, institutions, and individuals not on the roster of stakeholders may, through written application, become a stakeholder of the Association, subject to meeting all aspects of any criteria, which the Board may determine from time to time.

- 2.2. Classes of Stakeholders. There shall be two classes of stakeholders, namely voting and non-voting.
 - a) Voting: Businesses or associations that are in good standing, and that have paid an annual fee or equivalent donation, to the Association an amount determined by the Board, in advance, will be considered a Voting Stakeholder and will be entitled to vote at any annual, regular or special meeting of the Association.
 - b) Non-Voting: All stakeholders of the Association that have not paid an annual fee or equivalent donation to the Association of an amount determined by the Board, in advance, will not be entitled to vote at any annual, regular or special meeting of the Association.

- 2.4. The rights, benefits and restrictions for stakeholders and the amount of annual fees or equivalent donations payable by Voting Stakeholders will be determined annually, in advance, by the Board. If the rights, benefits and restrictions, and the amount of annual fees or equivalent donations is changed then the Society will provide notice of such changes to all stakeholders.
- 2.5. Every voting stakeholder will uphold the constitution of the Society and comply with these Bylaws.
- 2.6. All voting stakeholders are in good standing except a stakeholder who has failed to pay a financial contribution to the Association in the past 12 months an amount determined by the Board, in advance, or any other subscription or debt due and owing by the stakeholder to the Association, and the stakeholder is not in good standing so long as the debt remains unpaid. To be in good standing a stakeholder must also adhere to the constitution of the Society, and comply with its bylaws and the code of conduct of the Association.
- 2.7. Disqualification of Stakeholder. Any stakeholder business, association, institution, or individuals that fails to maintain compliance with any part of the stakeholder criteria or that fails to adhere to the code of conduct of the Association will be advised in writing of the discrepancy. The stakeholder business, association, institution or individual will be given 30 business days from the receipt of the notice to remedy all areas of the discrepancy. After review of the stakeholder's submission, the Board, at their discretion, may disqualify that business, association, institution or individual from receiving any further rights or benefits of the Association.
- 2.8. Voluntary resignation will be accepted from any stakeholder submitting, in writing, notice of resignation. Resignation will take effect immediately upon receipt of such notice.

3. **Meetings of the Stakeholders**

- 3.1 General meetings of the Association shall be held at such time and place, in accordance with the Act, as the Board shall decide.
- 3.2 The Annual General Meeting of the stakeholders of the Association shall be held at any place within the province of British Columbia, on such day in each year and at such time as the Board may by resolution determine provided that such meeting shall take place at least once every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting. At Annual General Meetings there shall be presented a report to the stakeholders of the affairs of the Association, the report of the auditor, if any, any financial statements as shall be required by the Act, the appointment of the auditor, if required, the election of directors, and other such information or reports related to the Association's affairs as the Board may determine.
- 3.3 Every general meeting, other than an Annual General Meeting, is a special general meeting. A special general meeting of the voting stakeholders of the Association may be called at any time by the Board or on written requisition pursuant to the Act, of 10% (ten per cent) of the voting stakeholders of the Association. In the event of a requisition, the procedures and time limits as set forth in the Act shall be followed.
- 3.4 Notice. Notice stating the day, hour and place of a meeting of the Stakeholders and the general nature of the business to be transacted shall be given to each voting stakeholder and the auditor of the Association, if required, at least fourteen (14) business days before the date of every meeting, provided always that a meeting of stakeholders may be held for any purpose at any date and time and at any place in British Columbia without notice if all the voting stakeholders are present in person or represented by proxy at the meeting or if all the absent voting stakeholders entitled to vote at such meeting being held, assent, and such assent may be validly given either before or after the meeting to which such assent relates.

The accidental omission to give notice of any meeting or the non-receipt of any notice by any voting stakeholder(s) by the Secretary of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of the stakeholders.

- 3.5 A voting stakeholder may participate in a general meeting in person, or by telephone or other communications medium and deemed to be present at the meeting if all voting stakeholders participating in the meeting are able to communicate with each other.

4. Proceedings at General meetings

- 4.1 At any meeting of the voting stakeholders, subject to the provisions related to notice set out above, and in furtherance of the purposes set out in the Constitution, resolutions may be passed directing the Board to exercise any power, duty or function that is by the Constitution or by these bylaws conferred upon the Board. Without limiting the generality of the foregoing, a meeting of the voting stakeholders may direct the Board respecting the creation of and the duties of any special committee, subcommittee, or Task Force, including the voting stakeholders to be appointed thereto.

- 4.2 Voting. Voting shall be governed by Roberts Rules of order. At any meeting of voting stakeholders, each voting stakeholder shall be entitled to one vote provided such right to vote may be exercised only by the official representative or alternate of the stakeholder, or, on the absence of both, by a proxy for such voting stakeholder duly appointed in writing, but who may not carry more than one such proxy under any circumstances. Every question submitted to any meeting of the voting stakeholders shall be decided in the first instance by a majority of votes given on a show of hands, unless a poll was demanded by a voting stakeholder attending thereat. The Chairperson shall declare the outcome.

Polls shall be governed by Roberts Rules of Order.

- 4.3 In the absence of the Chair or Vice-Chair, the voting stakeholders shall choose another member of the Board as Chairperson and if no members of the Board are present or if all the members of the Board present decline to act as Chairperson, the voting stakeholders present shall choose one of the voting stakeholders present to be Chairperson.
- 4.4 Adjournments shall be governed by Roberts Rules of Order. The Chairperson may with the consent of any meeting adjourn the same from time to time to a fixed time and place and no notice to the time and place for the holding of the adjourned meeting need be given to the voting stakeholders. Any business may be brought before or dealt with at any adjourned meeting, which may have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 4.5 Quorum. The presence of half the members of the Board plus one (1), or a minimum of ten (10) percent of the voting stakeholders shall be a quorum of any meeting of stakeholders. No business shall be transacted at any meeting unless the requisite quorum shall be present. If, within one half hour of the time the meeting has been called, a quorum of the members has not attended such meeting, the Chairperson may designate another time and place for such meeting to be held or hold the meeting providing no action is taken without first having received approval of recommendations from the meeting by a sufficient number of directors to establish a quorum.
- 4.6 The Secretary shall cause to be kept minutes of all meetings of the Association. In the absence of the Secretary from the meeting, the Chairperson shall be responsible to make provisions for the taking of such minutes.
- 4.7 Whereby the Act, or by these bylaws, a special resolution of a meeting of the voting stakeholders or the Association is required, unless otherwise provided herein, or unless otherwise provided in the Act, such

special resolution shall require a three-quarters' majority of the voting stakeholders present or voting by written proxy at a special general meeting called for the purposes of passing such special resolution.

- 4.8 A person voting as proxy of a voting stakeholder shall, prior to voting such proxy, deliver to the Chairperson the written proxy of the voting stakeholder represented.

5. Directors and Officers

- 5.1. The Affairs of the Association shall be managed by the Board of Directors (hereinafter referred to as the "directors") which exercises all such powers and do all such acts as deemed necessary to carry on the business of the Association as per the Constitution and Bylaws. No rule made by the Association in a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

- 5.2. The Board shall consist of elected and appointed directors plus the immediate Past President. The Board of Directors shall not exceed eleven (11) members and shall have a minimum 5 members.

Without exceeding a total of eleven (11) members, the directors have the authority to appoint up to two (2) directors whom are selected for specific skill sets that are complementary to the needs of the directors.

- 5.3 Election of Directors. An election may be by acclamation, otherwise it must be by ballot.

The directors to be elected at each Annual General Meeting will be elected from amongst the voting stakeholders present either physically, by telephone or by proxy..

- 5.4 The newly elected directors shall meet immediately upon the adjournment of the Annual General Meeting to:

- a) From amongst themselves, elect four (4) officers: President, Vice-President, Secretary, and a Treasurer.
- b) Conduct any other business the Board so chooses

- 5.5 Director Appointments of up to two (2) directors will be made each year at the directors meeting immediately after the Annual General Meeting, or at any time the Board has not exceeded 11 and a director with specific skills is needed.

- 5.6 Every person elected or appointed to the Board may vote at the meetings of the Board.

- 5.7 Term of Office. Each elected director will serve for a two (2) year term unless there is a vacancy on a 2 year term with one year to go. In that case the director replacing the early leave director shall only be elected for a one year term Each appointed director will be appointed for a one (1) or two (2) year term at the discretion of the Board. The immediate Past Chair will serve until succeeded If the Board so chooses to have a maximum number of years a board member can serve it can do so provided the majority of members at the AGM or special meeting approve.

- 5.8 If, by resignation or otherwise, the Board does not have a full complement of voting stakeholders the Board may at any time and from time to time appoint a voting stakeholder as a director to fill such vacancy in the Board. The director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Association, but is eligible for re-election at the meeting.

- 5.9 The members of the Board shall serve without remuneration and no member of the Board shall directly or indirectly receive any profit from their position as such. A member of the Board may be reimbursed for all expenses necessary and reasonably incurred and approved by the Board.

6. Meetings of the Directors

- 6.1. The directors may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- 6.2. The chair may at any time, and the secretary, on the request of two directors, must, call a meeting of the directors. Notice is sufficient if properly addressed to every director, and sent by ordinary mail or e-mail. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least seven days before the meeting.
- 6.3. When a meeting of the directors is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 6.4. A director may waive in writing notice of any meeting or meetings of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
 - a) no notice of meetings of the directors need be sent to that director, and
 - b) all meetings of the directors, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 6.5. A director may participate in and vote at a meeting of directors or of a committee of directors in person, or by telephone or other communications medium if all directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other. A director who participates in this manner is deemed for all purposes to be present at the meeting.

7. Proceedings at Director Meetings

- 7.1. Subject to the Act and these bylaws, the directors may adopt rules of order, but if it does not do so then Robert's Rules of Order must be used.
- 7.2. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum at a meeting of the Board is a majority of directors then in office.
- 7.3. The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president must act as chair, but if neither is present the directors present may choose one of their number to be the chair of that meeting.
- 7.4. Except where otherwise required, questions arising at meetings of the directors and committees must be decided by a majority of votes. In the case of an equality of votes at a meeting of the directors, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member. In such case, a second vote must be held, by ballot. If there is then still an equality of votes, the matter must be determined by toss of coin or other random means.
- 7.5. A resolution proposed at a meeting of the directors or a committee must be seconded, and the chair of such a meeting may move or propose a resolution.
- 7.6. A resolution in writing, signed by a majority of directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of the directors.
- 7.7. The Secretary shall keep minutes of all meetings of the directors, including conference calls. In the absence of the Secretary from any meeting, the chairperson shall be responsible to make provisions for the taking of such minutes.

- 7.8 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after it has been done. A person who is not a member of the Society may be a member of a committee. The members of a committee may meet and adjourn as they think proper.

8. Duties of Directors and Conflicts

- 8.1. A director must
- a) act honestly and in good faith and in the best interests of the Society, and
 - b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.
- 8.2. Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from
- a) the duty to act in accordance with the Act and the regulations, or
 - b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.
- 8.3. A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors.
- 8.4. A director referred to in bylaw 8.3 must account to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction
- a) unless
 - i) the director discloses the interest as required by bylaw 8.3,
 - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
 - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
 - b) unless
 - i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
 - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

A director referred to in bylaw 8.4 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

- 8.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in bylaw 8.3 (a) or (b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:
- a) prohibit the Society from entering into the proposed contract or transaction,
 - b) set aside the contract or transaction, or
 - c) make any order that it considers appropriate.

9. Officers

- 9.1. As provided in bylaw 5.4 the President, Vice-President, Treasurer and Secretary shall be elected by the directors.
- 9.2. The directors may, for each officer:

- a) determine the functions and duties of the officer;
- b) entrust to and confer on the officer any of the powers exercisable by the Boards 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.

9.3. The Board may appoint an executive director, and such other employees as it deems necessary, and set the remuneration and terms and conditions of employment of those persons. The executive director may also be titled the chief executive officer or general manager, and is an ex officio non-voting director.

10. Finance (Borrowing and Investment)

10.1. In order to carry out the purposes of the Society the directors may on behalf of the 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 foregoing, by the issue of debentures.

10.2. No debenture can be issued unless it has been approved by a special resolution.

10.3. The voting stakeholders may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next Annual General Meeting.

11. Seal

11.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

11.2 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary.

12. Auditor

12.1. This Part applies only if the Society has resolved to have an auditor

12.2. At each Annual General Meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.

12.3. An auditor may be removed by ordinary resolution.

12.4. An auditor must be promptly informed in writing of appointment or removal.

12.5. No director and no employee of the Society can be auditor.

12.6. The auditor may attend general meetings.

13. Notice to Stakeholders

13.1. A notice may be given to a stakeholder, either personally or by mail to the stakeholder at the stakeholder's registered address, or by electronic mail to the electronic mail address provided to the Society by the stakeholder.

13.2. 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.

- 13.3. Notice of a general meeting must be given to
- a) every voting stakeholder shown on the register of voting stakeholder on the day notice is given, and
 - b) the auditor, if Bylaw 12 applies.

No other person is entitled to receive a notice of a general meeting.

14. Bylaws

- 14.1 On becoming a voting stakeholder, each voting stakeholder is entitled to, and the Society will give the voting stakeholder without charge, a copy of the constitution and Bylaws of the Society.
- 14.2. These Bylaws may be altered or added to by Special Resolution.
- 14.3. With the adoption of these Bylaws, all former Bylaws of the Society are hereby repealed.