

REVISED AND RESTATED BYLAWS OF TOURISM FERNIE SOCIETY

PART 1 - DEFINITIONS AND INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Business address of the Society" shall mean the main business office of the Society;

"Board" means the Directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

"Director" shall mean an individual who is elected as a Director of the Society in accordance with these Bylaws;

"Member" shall mean those individuals, partnerships, government authorities, associations, societies, cooperatives or corporations who or which become and remain Members in accordance with these Bylaws;

"Society" shall mean the Tourism Fernie Society

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Interpretation

1.4 Words importing the singular or plural, a person or corporation, or the masculine, feminine or neuter gender shall include the other or others of them respectively as the context requires.

PART 2 - MEMBERS

Membership

2.1 Individuals, partnerships, government authorities, associations, societies, cooperatives or corporations who carries on business in the City of Fernie, or within an area located within 20 kilometers of the offices of The Corporation of the City of Fernie may apply to the Board for membership in the Society, and becomes a Member on the Board's acceptance of the application.

2.2 Each Member who is not a natural person shall, by notice in writing to the Society, appoint an owner, partner, director, officer, member or employee, as the case may be, as its representative ("Designated Voting Representative") to act on its behalf in

all matters relating to the Society, except as may otherwise be provided in these Bylaws.

Categories of Membership

2.3 The categories of membership shall be:

- (a) accommodator Members ("Accommodators");
- (b) non-accommodator Members ("Non-Accommodators")

2.4 Accommodators shall be those individuals, partnerships, associations, societies, cooperatives or corporations:

- (a) who carry on business in the City of Fernie, or within an area located within 20 kilometers of the offices of The Corporation of the City of Fernie; and
- (b) who collect and remit any appropriate Municipal and Provincial Taxes, as well as any Provincially sanctioned hotel user taxes or equivalent, to the British Columbia Government; and
- (c) who offer four or more units, which comply with paragraph 2.4 (b) above.

2.5 Non-Accommodators shall be those individuals, partnerships, government authorities, associations, societies, cooperatives or corporations who:

- (a) carry on business in the City of Fernie, or within an area located within 20 kilometers of the offices of The Corporation of the City of Fernie; and
- (b) are not Accommodators.

2.6 Except as provided for in these Bylaws, all categories of membership shall have equal standing in the Society.

Duties of Members

2.7 All Members shall:

- (a) pay membership dues when due;
- (b) pay all other monies due and payable to the Society when due;
- (c) uphold the constitution of the Society;
- (d) comply with these Bylaws; and
- (e) comply with such code of ethics as is prescribed by the Board from time to time.

Amount of membership dues

2.8 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

- 2.9 A Member is not in good standing if the Member fails to pay the Member's annual membership dues, if any, and the Member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.10 If a voting Member is not in good standing then neither the Member nor the Member's Designated Voting Representative, as the case may be, shall be entitled to:
- (a) vote at general or Board meetings;
 - (b) participate in programs offered by the Society;
 - (c) receive notices or other information sent out by the Society;
 - (d) nominate a candidate for a Director position;

No assignment

- 2.11 Membership in the Society may not be assigned or transferred.

Notification of changes

- 2.12 Each Member shall promptly notify the Society in writing of any changes to the Member's address, telephone or facsimile number(s), email and website addresses and, if it is not a natural person, the identity of its Designated Voting Representative.

Termination of membership if Member not in good standing

- 2.13 A Member of the Society may resign by delivering to the Society a written notice of resignation, such resignation to be effective as of the date of resignation was delivered or the effective date specified in the resignation, whichever is the later.
- 2.14 Membership in the Society shall terminate automatically if:
- (a) membership dues are outstanding for more than thirty (30) calendar days from the effective renewal date; or
 - (b) any other monies owing by the Member to the Society are outstanding for more than sixty (60) calendar days.
- 2.15 Membership in the Society may be terminated by the Board as follows:
- (a) the Board, on the recommendation of any committee it may designate to deal with membership matters or of its own initiative, may terminate membership in the Society if the Member has acted in a manner which, in the opinion of the Board, is detrimental to or inconsistent with the best interests of the Society.
 - (b) if the Board is of the opinion that termination is warranted, then the Member to be terminated shall be given at least fifteen (15) calendar days notice of the proposed termination. The notice shall state the reasons for termination and

shall also state that the Member has an opportunity to submit a written statement as to why the termination should not take place, which statement must be received by the Society no later than five (5) calendar days prior to the effective date of termination.

- (c) the Board shall consider the recommendations of any committee it may designate to deal with membership matters and the Member's written statement, if any, and may either confirm or set aside the proposed termination as the Board, in its absolute discretion, sees fit.

- 2.16 In the event that a Member resigns pursuant to Article 2.13, or membership is terminated pursuant to Article 2.14, then in such an event, a Member shall not be entitled to any rebate or refund of any membership dues paid. In the event that the Board terminates membership in the Society pursuant to Article 2.15, then in such an event, the Board shall refund a prorated portion of the annual membership dues to the date of termination to such Member.

PART 3 - MEETINGS OF THE MEMBERS

- 3.1 The Members of the Society who are in good standing shall be the only Members entitled to vote at a general meeting of the Society.
- 3.2 The annual general meeting of the Society shall be held once each calendar year and not later than within ninety (90) calendar days of the fiscal year end of the Society at such time and place in British Columbia, in accordance with the Act, as the Directors may decide.
- 3.3 Every general meeting, other than an annual general meeting, shall be an extraordinary general meeting.
- 3.4 General meetings may be called by the Board or upon the requisition of thirty-three (33%) percent or more of the Members in good standing in accordance with the Act, provided that if the Member is not a natural person then the requisition shall be signed by the Designated Voting Representative thereof.

Notice of General Meeting

- 3.5 Notice of a general meeting, excepting the annual general meeting, shall be given at least fourteen (14) calendar days prior to such meeting, shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business. Notice of the annual general meeting shall be given at least sixty (60) calendar days prior to such meeting.
- 3.6 Notice of a general meeting shall be given to:
 - (a) every Member who is in good standing and shown in the register of Members on the day that the notice is given, and;
 - (b) the auditors, if any.

and may be given to the facsimile number, postal address or email address on record with the Society as of the date of the giving of the notice.

- 3.7 No other person shall be entitled to receive notice of a general meeting.

- 3.8 The non-receipt of a notice or the accidental omission to give any notice to any Member or Members shall not invalidate the proceedings at any general meeting.

Voting at General Meetings

- 3.9 A quorum for the transaction of business at a general meeting shall be twenty (20%) per cent of Members, present in person, or by their Designated Voting Representative, or by proxy.
- 3.10 Each Member who is in good standing as at the date of a general meeting and who is present in person or by proxy at such general meeting shall be entitled to one (1) vote.

Methods of Voting

- 3.11 Voting shall be by show of hands or such other method including electronic voting systems as may, from time to time, be approved by the Board of Directors.
- 3.12 Voting by proxy shall be permitted, as follows:
- (a) a proxy shall be in writing under the hand of the appointer or the appointer's attorney duly authorized in writing or, if the appointer is not a natural person, either under seal or under the hand of a duly authorized officer or attorney;
 - (b) a proxy holder shall be a Member of the Society and, if the proxy holder is not a natural person, then the rights under the proxy shall be exercised at any general meeting by the Designated Voting Representative of the proxy holder;
 - (c) a proxy shall be limited to one which can be held and acted upon by the proxy holder, it being understood that the holder of a valid proxy may be the holder of any number of valid proxies for the purposes of voting or counting quorum;
 - (d) the form of proxy shall be as set by the Board;
 - (e) proxies must be delivered to the Society at least one (1) business day prior to the general meeting.

PART 4 - DIRECTORS

Board of Directors

- 4.1 The Society shall be governed by a Board of Directors (the "Board") consisting of no fewer than Three (3) and no more than Nine (9) individuals elected by the Members.
- 4.2 Every Director must be a Member, or the Designated Voting Representative of a Member, who is in good standing.
- 4.3 The Board shall consist of both Accommodators and Non-Accommodators.
- 4.4 The Accommodators shall elect up to 4 Directors, each of whom shall be an Accommodator, or the Designated Voting Representative of an Accommodator.
- 4.5 The Non-Accommodators shall elect up to 5 Directors, 4 of whom shall be Non-

Accommodators or the Designated Voting Representative of a Non-Accommodator, and one of who shall be an Accommodator, or the Designated Voting Representative of an Accommodator.

Term of Office

- 4.6 The term of the slate of Director shall be staggered, to ensure continuity on the Board. The following protocol shall guide the Directors in establishing the staggering of terms:
- (a) At the first meeting of the Board of Directors following the Annual General Meeting for 2018, the new Directors shall select 2 (two) Directors from the 5 Directors representing the Accommodator Directors and 2 (two) Directors from the 4 Directors representing the non-Accommodator Directors, who will agree to serve for a term of 1 (one) year.
 - (b) All Directors other than those selected to serve for a term of 1 (one) year from the 2018 Annual General Meeting election of Directors shall serve for a term of 2 (two) years.
 - (c) In all subsequent years following the 2018 Annual General Meeting, all Directors elected at the Annual General Meeting for that year will serve for a 2 (two) year term.
- 4.7 Directors shall be eligible for re-election, provided that no Director shall serve as a Director for more than eight (8) consecutive years (the 'Maximum Term'). For the purposes of the calculation of the Maximum Term, partial terms created as a result of a Director filling a casual vacancy in a Director position shall not be included.
- 4.8 A Director who has served for the Maximum Term shall be eligible for re-election after a two (2) year period following that Director's retirement.

Election of Directors

- 4.9 At least sixty (60) calendar days prior to the annual general meeting, the Board shall appoint an independent electoral officer and a Nominating Committee. The independent electoral officer shall be the appointed by the Board and shall be the final authority in matters relating to the certification of the results of the election of Directors. The Nominating Committee shall only consist of Directors whose term of office does not expire at the annual general meeting for which the Nominating committee was constituted.
- 4.10 The Nominating Committee shall develop a list of nominees that it recommends for each available Director position.
- 4.11 At least thirty (30) calendar days prior to the annual general meeting the Nominating Committee shall provide the Board with its recommendations for nominees, together with the written consents in respect of such recommended nominees and the Board, taking into consideration the recommendations of the Nominating Committee, shall nominate candidates for the available Director positions.
- 4.12 At least twenty (20) calendar days prior to the annual general meeting, the Nominating Committee shall cause to be mailed to the address of record of the Members such excerpts from these Bylaws as may be considered by the Nominating

Committee sufficient to acquaint the Members with the nominating procedure together with the list of candidates nominated for the available Director positions

- 4.13 In addition to the nominations made by the Board, nominations may be made by any Member for a Director position. If the Member making the nomination is not a natural person then the nomination must be signed by the Designated Voting Representative of such nominator. The written consent of the person so nominated and the notice of such nomination shall be delivered to the chair of the Nominating Committee at least ten (10) days calendar prior to the annual general meeting.
- 4.14 The independent electoral officer shall determine the validity of all matters relating to voting, whose decision shall be final, and shall then tabulate and report results for the Director positions.
- 4.15 In the event of a tie in the election of any Director, the tie shall be decided by a run-off vote between the persons who are tied, such run-off vote to be supervised by the independent electoral officer. The independent electoral officer shall announce the results of the elections of Directors at the annual general meeting, at which time the terms of such Directors shall commence.

Termination of Directorship

- 4.16 A Director may be removed from office by special resolution (see paragraph 10.1) of the Members and another Director may be elected by ordinary resolution (see paragraph 10.2) of the Members to serve during the balance of the term.
- 4.17 A Director may resign by delivering to the Chair a written notice of resignation, such resignation to be effective as of the date the resignation was delivered or the effective date specified in the resignation, whichever is later.
- 4.18 Directors shall be required to attend all regular meetings of the Board, either in person or by teleconference. If a Director, fails to attend three (3) regular Board meetings, such Director may be terminated as a Director by the remaining Members of the Board at a regular Board meeting.
- 4.19 In addition to paragraphs 4.16, 4.17 and 4.18, a Director shall cease to be a Director:
 - (a) if the Director is no longer a Member or the Designated Voting Representative of a Member;
 - (b) if the Member to which the Director belonged at the date of being elected is no longer a Member;

Vacancies

- 4.20 Where a Director was elected pursuant to paragraph 4.4 or 4.5, any casual vacancy occurring in such Director position resulting from:
 - (a) the early retirement or the resignation of such Director; or
 - (b) such person ceasing to be a Director in accordance with paragraphs 4.16 to 4.18, shall be filled by majority vote of the Members, at a duly convened general meeting. Any person so elected shall hold office for the remainder of the term of the Director whose place that person has been elected to fill.

Notwithstanding the foregoing:

- (c) if the casual vacancy occurs less than six (6) months prior to the next annual general meeting then such casual vacancy may be filled by the Board.
- 4.21 If a person fills a casual vacancy in a Director position, the term or part thereof served by such person as a Director shall not be included as part of the Maximum Term allowed for such person as a Director.
- 4.22 If the position of Chair becomes vacant for any reason then the Vice-Chair shall become the Chair for the balance of the term.

Powers and Responsibilities of the Board

- 4.23 The Board shall exercise the powers of the Society except those which by law or these Bylaws are required to be exercised by resolution of the Members.
- 4.24 The Board shall be responsible for the stewardship of the Society and shall adopt a strategic planning process and approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities available to and risks affecting the Society.
- 4.25 The powers of the Board shall include the power and authority to:
 - (a) establish committees of the Society and to appoint or remove Members of committees and subcommittees or delegate authority for appointing or removing Members of committees and subcommittees; and
 - (b) delegate any, but not all, of the powers of the Board to committees, officers or employees of the Society as it sees fit.
- 4.26 No resolution passed by the Members in a general meeting shall invalidate prior acts of the Board that would have been valid if that resolution had not been passed.
- 4.27 The Board shall hire a salaried executive and operating officer (the "E.O.") whose job description is set forth in paragraph 5.6 herein.

Proceedings of the Directors

- 4.28 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it sees fit, provided that the Board shall meet not less than four (4) times per calendar year. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chair of the meeting shall have a second or casting vote. Meetings of the Board held at regular intervals may be held at such place, at such time and upon such notice (if any) as the Board may by resolution from time to time determine, provided that no notice of the meeting following the annual general meeting shall be necessary.
- 4.29 The Chair and the Vice-Chair or any two Directors may call meetings of the Board.
- 4.30 A quorum for transacting business of the Board shall be 50% of the number of Directors, excluding vacant seats, plus 1.
- 4.31 The Chair shall chair all meetings of the Board but if, at a meeting, the Chair is not

present at the time appointed for holding the meeting, the Vice-Chair shall act as chair failing which the Directors present may choose one of their number to chair the meeting.

- 4.32 Proxy or pre-recorded votes shall not be allowed at meetings of the Board.
- 4.33 Except as may otherwise be determined by the Board, the Executive Officer ("E.O.") shall receive notice of Board meetings, and shall attend and participate in the discussion at Board meetings at the pleasure of the Board, but shall not be considered a Director including for the purposes of any quorum or vote of the Board.

Remuneration

- 4.34 No Director shall be remunerated for being or acting as a Director but the Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society as approved in advance by the Board.

Responsibilities of a Director

- 4.35 Every Director shall:
- (a) act honestly and in good faith and in the best interests of the Society,
 - (b) exercise the care, diligence and skill of a reasonably prudent person;
 - (c) protect all confidential information;
 - (d) not use information, confidential or otherwise, that is gained in the execution of his or her office and is not available to the Members of the Society generally, to further or seek to further the Director's private pecuniary or other interest;
 - (e) not use the position as Director to secure special privileges, favours or exemptions for himself or herself personally or any other person;
 - (f) not be placed in a situation where the Director may be under obligation to someone who has business dealings with the Society and who would benefit from a special consideration or treatment;
 - (g) not use the position as Director to influence a decision to be made by another person to further the Director's private pecuniary or other interest;
 - (h) avoid any situations that could cause any person to believe that the Director may have brought bias or partiality to a question before the Board.
- 4.36 No Director shall receive preferential treatment by way of priority access to leads, special rates or programs.
- 4.37 For the purposes of these Bylaws, a Director shall be considered to be in a conflict of interest with respect to any matter brought before the Director, where the Director has or appears to have a pecuniary or other interest in a matter which is at variance with the interests of the Members of the Society generally.

- 4.38 For the purposes of these Bylaws, “pecuniary interest” shall mean an interest consisting of money, measure in money or related to money (including a financial gain or an avoidance of financial loss) and shall include the following:
- (a) a “direct pecuniary interest”, which shall be considered to exist where the pecuniary interest is directly under the control of the Director;
 - (b) an “indirect pecuniary interest”, which shall be considered to exist where the Director:
 - (i) is a shareholder in, or Director or senior officer of, a corporation or agency that has a pecuniary interest in the matter;
 - (ii) is a Member of a body that has a pecuniary interest in the matter;
 - (iii) is a partner or agent of a person who has a pecuniary interest in the matter; or
 - (iv) is in the employment of a person or body that has a pecuniary interest in the matter;
 - (c) a ‘deemed pecuniary interest’, which shall be considered to exist where the pecuniary interest of:
 - (i) the Director’s close relatives;
 - (ii) other boards on which the Director serves;
 - (iii) community organizations in which the Director participates; or
 - (iv) the Director’s employer;is known to the Director.
- 4.39 With respect to any motion brought before the Board to recommend or approve the Society’s participation in a specific contract, transaction or program, where any Director has a conflict of interest, or if any other Director raises concern about a potential conflict of interest that they believe is applicable to any other Director, the Director shall:
- (a) immediately inform the other Board Members that the conflict of interest exists and the nature of the conflict of interest; or
 - (b) If there is a disagreement as to whether a Director has a conflict of interest or not, then the Board shall determine the matter by a vote. The Director who is the subject of the potential conflict allegation shall not be entitled to vote on the matter.
- If the Director is determined to have a potential conflict of interest, then that Director shall:
- (c) be absent from the room while the issue is under discussion;
 - (d) refrain from voting on that issue; and

- (e) not attempt in any way, whether before, during or after the meeting, to influence the voting on any question in respect of the matter.
- 4.40 With respect to any general issue brought before the Board for its consideration, other than a motion to recommend or approve the Society's participation in a specific contract, transaction or program as referred to in Bylaw 4.39, where any Director has a conflict of interest, the Director shall immediately inform the other Board Members that the conflict of interest exists and the nature of the conflict of interest. The Director need not be absent from the room while the issue is under discussion nor refrain from voting on that issue.

Code of Ethics

- 4.41 The Board shall develop, and each Director shall act in accordance with, a code of ethics (the "Directors' Code of Ethics") that promotes:
- (a) honest and ethical conduct;
 - (b) full, fair, accurate, timely and comprehensible disclosure in reports; and
 - (c) compliance with applicable government rules and regulations.

PART 5 - OFFICERS

Officer Positions

- 5.1 At the first meeting of the Board following each annual general meeting, the Board shall elect from among its Members a chair ("Chair"), a Vice-Chair ("Vice-Chair"), a secretary ("Secretary") and a treasurer ("Treasurer"). Each such officer shall serve in the respective position for a one (1) year term.

Duties of Elected Officers

- 5.2 The Chair shall:
- (a) wherever possible, preside at all general meetings of the Society and at all meetings of the Board;
 - (b) exercise general supervision and control over Directors, committees and subcommittees of the Board;
 - (c) serve as an ex-officio Member of all committees and subcommittees in respect of which the Chair is not otherwise stated to be a Member under these Bylaws and provided that, when acting as an ex-officio Member, the Chair shall not be included in the quorum or have a vote;
 - (d) approve the agenda for all meetings of the Board;
 - (e) be a signing officer of the Society;
 - (f) represent the Society or delegate others to represent the Society on appropriate occasions; and
 - (g) together with the E.O., be an official spokesperson for the Society.

5.3 The Vice-Chair shall:

- (a) exercise the powers of the Chair in the Chair's absence;
- (b) be a signing officer of the Society; and
- (c) perform such other duties as may be assigned from time to time by the Chair or the Board.

5.4 The Secretary shall ensure that:

- (a) correspondence of the Society is conducted;
- (b) Notices of Meetings of the Society and the Board are issued;
- (c) minutes of all meetings of the Society and the Board are kept;
- (d) records and documents of the Society, save those required to be kept by the Treasurer, are kept in safe custody;
- (e) the Register of Members is maintained;
- (f) all recording requirements of the Act are complied with.
- (g) together with the E.O. draft meeting agendas, take minutes, prepare Board Meeting materials and distribute to all Board Members.

5.5 The Treasurer shall:

- (a) serve as chair of the Finance Committee;
- (b) be a signing officer of the Society; and
- (c) ensure that:
 - (i) financial records are kept, including books of account, as are necessary to comply with the Society Act;
 - (ii) financial statements are provided to the Board and others as required; and
 - (iii) a budget is submitted as required by the Board

Executive Officer ("E.O.")

5.6 The E.O. shall be the chief executive and operating officer of the Society and shall:

- (a) oversee all day to day management functions of the Society;
- (b) Develop an annual Strategic Plan for Board approval;
- (c) manage and direct all activities of the Society in accordance with policies established by the Board;

- (d) employ and discharge all Members of the staff necessary to carry on the work of the Society;
 - (e) fix individual staff compensation within a pre-approved budget;
 - (f) define the duties of staff, supervise their performance, and establish their titles;
 - (g) delegate those responsibilities of management as shall, at the E.O.'s discretion, be in the best interest of the Society;
 - (h) serve as an ex-officio Member of all committees and subcommittees provided that, when acting as an ex-officio Member, the E.O. shall not be included in the quorum or have a vote;
 - (i) follow the direction of the Board as a whole and report to the Chair;
 - (j) assist the Treasurer with preparation of all budgets; and
 - (k) perform such other duties as assigned by the Board; and
- 5.7 The E.O., together with the Chair, shall be the only official spokespersons for the Society.

Part 6 - COMMITTEES

- 6.1 The Board may, from time to time as it sees fit, establish advisory committees and subcommittees (collectively "committees"), the purpose of which is to provide detailed oversight, review and advice to the Board on specific subject areas of interest. All decision making authority relating to the implementation of recommendations of any committee shall reside with the Board.
- 6.2 Unless otherwise specified in these Bylaws, all committees shall consist of a Director or Directors (not to exceed two Directors on any one committee), such additional Members or Designated Voting Representatives thereof appointed at the discretion of the Board, and such additional persons as may be appointed at the discretion of the Board. For further clarity it is not intended that all committee must have a Director as a member of such a committee.
- 6.3 The chair of each committee shall be appointed by the Board from among the Members of the committee.
- 6.4 The Board, in its sole discretion, may remove any person from any committee.
- 6.5 All committees shall:
- (a) comply with all directions, guidelines, terms of reference and policies that may be given or established by the Board from time to time;
 - (b) be advisory in nature; and
 - (c) be accountable to the Board and shall report, in writing, to the Board on the

proceedings and recommendations of that committee.

- 6.6 A quorum for transaction of business at meetings of a committee shall be a majority of the committee members who are eligible to vote at a committee meeting.
- 6.7 A committee shall decide questions by a majority of the votes.
- 6.8 The Board will create the terms of reference for all committees at the time of their inception and modify them as reasonably required for them to perform their required functions.

Proceedings of Committees and Subcommittees

- 6.9 Except as otherwise specified in these Bylaws, committees may meet at such places and at such times, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 6.10 If, at any meeting of a committee, the chair is not present at the time appointed for holding the meeting, the members of the committee may choose one of their number to chair the meeting.

Subcommittees

- 6.11 Each committee may, at its own discretion, create and delegate responsibilities to such subcommittees as it sees fit.

Standing Committees

- 6.12 The Board shall establish from time to time by resolution, standing committees of the Board, and such standing committees will include, as a minimum, the following committees:
 - (a) Governance
 - (d) Finance
 - (c) Marketing

PART 7- FINANCE

Signing Officers

- 7.1 The signing officers for the Society shall be the Chair, the Vice-Chair, the Treasurer, the E.O. and/or such Directors and others as may be authorized by resolution of the Board.
- 7.2 All cheques issued by the Society require the signatures of two signing officers, one of which must be the E.O. or the Treasurer.
- 7.3 The Board shall designate the level of authorization required for budgeted and unbudgeted expenditures.

Borrowing Power

- 7.4 The Board may, with the approval of the Members, exercise all powers of the Society to borrow, raise or secure the payment of money, in such manner and form, and in such amounts, and upon such terms as it considers appropriate, provided that no debentures shall be issued without the approval by special resolution at a general meeting of the Members.

Audit

- 7.5 The accounts of the Society shall be audited annually in accordance with the Act by such persons as are appointed by the Members at the annual general meeting.
- 7.6 The external audited statements of the Society shall be submitted to the annual general meeting.
- 7.7 The fiscal year for all financial accounts of the Society shall be the first day of January to the last day of December of each year.
- 7.8 The books and accounts of the Society shall, within a reasonable time after the end of the fiscal year, be examined and reported upon by the Auditor.
- 7.9 Subject to the requirements of the Act, at the discretion of the Board, all books, accounting records and other documents of the Society may be made available for inspection by the Directors, officers and Members of the Society at such times and places as the Board may determine.

PART 8 - NOTICE

- 8.1 A notice may be given to a Member or Director either personally or by mail delivered to the Member or Director's address, by facsimile or by email as filed with the Society. Such notice shall be deemed to have been given on the day of personal delivery, facsimile or email or, if sent by mail, on the fifth day following the day of mailing.
- 8.2 In notifying a Member or Director, the Society shall be entitled to rely on the most recent information provided by the Member or Director to the Society.
- 8.3 A notice may be given to the Society by delivering it to the business office of the Society, directed to the attention of the E.O..

PART 9 - PARLIAMENTARY AUTHORITY

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

PART 10 - RESOLUTIONS

- 10.1 A special resolution of the Members is a resolution passed by a majority of not less than seventy-five percent (75%) of the Members present and voting at a properly convened general meeting.

- 10.2 An ordinary resolution of the Members is a resolution passed by a simple majority of the Members present and voting at a properly convened general meeting.

PART 11 – MISCELLANEOUS

- 11.1 The activities of the Society shall be carried on without purpose or intention of direct monetary gain for its Members, and any profits or other accretions shall be used solely to promote its purposes as set out in the Constitution of the Tourism Fernie Society.
- 11.2 The Members of the Society shall not have any interest in the property or assets of the Society upon the Society ceasing to exist and upon dissolution of the Society and after payment of all debts and liabilities, the remaining and residual profit and assets of the Society shall be paid and made over to a non-profit organization with similar purposes to the Society, or a governmental organization for the purposes of promoting purposes similar to the Society.

PART 12 - AMENDMENT

- 12.1 The Society may amend its constitution and Bylaws by special resolution of the Members.

END