

SUNSHINE COAST TOURISM CONSTITUTION AND BYLAWS

CONSTITUTION

1. The name of the Society is Sunshine Coast Tourism
2. The purpose of the Society is:

To build a strong tourism economy on the Sunshine Coast consistent with the values of the residents. Sunshine Coast Tourism will:

- o Promote the Sunshine Coast to leisure and business travellers as a year-round destination in targeted markets through a strategic, research-based marketing strategy*
- o Facilitate the continuing evolution of the destination*
- o Increase awareness of the value, contribution, and importance of tourism among the government, population, and businesses on the Sunshine Coast*

BYLAWS

ARTICLE I - INTERPRETATION

- 1.1 In these Bylaws, the following definitions will hold:

"**Accommodators**" means Stakeholders offering overnight accommodation that levy the MRDT;

"**Act**" means the *Societies Act* of British Columbia from time to time in force and all amendments to it;

"**Arts, Culture & Heritage Sector**" means a stakeholder operating in the arts, cultural or heritage sector of the Sunshine Coast/qathet region, which would include (but not limited to) museums, public art galleries, relevant non-profit societies and others;

"**Board of Directors**" or "**the Board**" means the Board of Directors of Sunshine Coast Tourism;

"**Bylaws**" means these Bylaws, as amended from time to time;

"**Directors**" means the directors of the Society;

"**Executive Officer**" means the hired staff member directly accountable to the Board;

"**Municipal and Regional District Tax**" or "**MRDT**" means the additional tourism tax levied on sales of taxable accommodation within the Sunshine Coast Regional District and qathet Regional District;

"**North Region**" is defined as that area of the Sunshine Coast that is included in the qathet Regional District;

"**Officers**" means the officers of the Society and includes the President, Past-President, Vice-President, Secretary, and Treasurer;

"**Recreation Sector**" means a stakeholder operating in the recreation sector of the Sunshine Coast/qathet region, which would include (but not limited to) outfitters, recreational activity providers and others;

"**Campgrounds, RV Parks and Marinas Sector**" means establishments offering overnight accommodation that do not levy the MRDT.

"**South Region**" is defined as that area of the Sunshine Coast that is included in the Sunshine Coast Regional District.

"**Special Resolution**" is a resolution passed by a majority of not less than two thirds (2/3) of the Voting Stakeholders present and voting at a General Meeting.

"**Sunshine Coast**" means that area within and for which Sunshine Coast Tourism was established as defined in the Certificate of Registration under the Boards of Trade Act (R.S.C., 1985, C. B-6).

"**Stakeholder Contribution**" is defined as the required financial or in-kind contribution needed to be considered to be a Voting Stakeholder of the Sunshine Coast Tourism Society.

"**Non-tourism related business**" is defined as Government officials, contract suppliers, education & industry training suppliers and individuals without tourism-related business or association.

- 1.2 The definitions in the Act apply to these Bylaws. Notwithstanding the foregoing, all references in these Bylaws to the term "**Stakeholder**" shall be interpreted to mean a "**member**", as used in the Act.
- 1.3 In these Bylaws, words importing the singular number only shall include the plural and vice versa, wordings importing the masculine gender shall include the feminine and neuter genders and vice versa and words importing persons shall include individuals, partnerships, associations, trusts, unincorporated organizations and companies.

ARTICLE 2 - STAKEHOLDERS

Stakeholders

- 2.1 The Stakeholders of the Society are those businesses and organizations who were Stakeholders at the time these Bylaws become effective, and those organizations who subsequently have become Stakeholders in accordance with these Bylaws and, in either case, have not ceased to be Stakeholders.
- 2.2 Businesses, associations or government bodies within the Sunshine Coast and/or directly or indirectly engaged or interested in tourism, and/or the economic welfare of the Sunshine Coast, meeting the criteria maintained by the Society for the relevant business category, are stakeholders of the Society and eligible to apply to become Stakeholders.
- 2.3 Such eligible businesses and organizations may apply to the Board to register with the Society, and the organization becomes a Stakeholder on the Board's acceptance of such application.
- 2.4 Registration as a Stakeholder shall continue from the time of admittance until such Stakeholder has resigned in accordance with the provision of these Bylaws or has been removed from the roll of Stakeholders by action of the Board.
- 2.5 Stakeholder registration is non-transferable and new owners of registered Stakeholders must apply for registration.

Duties of Stakeholders

- 2.6 Every Stakeholder shall:
- (a) uphold the constitution of the Society and must comply with these Bylaws;
 - (b) pay all monies due and payable to Sunshine Coast Tourism when due; and
 - (c) comply with such code of ethics as is prescribed by the Board from time to time.
- 2.7 The annual stakeholder minimum contribution, if any, shall be determined by the Board. Changes in such contributions are subject to the approval of the majority of the Directors.
- 2.8 Stakeholders are further responsible for making sure all of the information concerning their business is kept current with the Society. The Board will use the internet and email as the primary method of communication with Stakeholders. All notices of Sunshine Coast Tourism meetings will be delivered by mail or email.

Classes of Registered Stakeholders

- 2.9 There shall be two classes of Stakeholders, namely Voting and Non- Voting:
- (a) **Voting Stakeholder:** Registered Stakeholders having met all the the stakeholder criteria and all the bylaws here within, AND who have participated with Sunshine Coast Tourism through the Stakeholder contribution within the last 12 months since the previous AGM, will be considered a Voting Stakeholder.
 - (b) **Non-Voting Stakeholder:** Non-tourism related businesses or organizations having registered and met the Stakeholder criteria for a non-tourism related business will be considered a non-voting Stakeholder AND businesses and organizations having met the Stakeholder criteria for tourism related business, who have not participated with SCT through a Stakeholder contribution will be considered a Non-voting Stakeholder.

Stakeholders not in Good Standing

- 2.10 A Stakeholder who fails to comply with the duties set out in Article 2.6 shall be deemed to be not in good standing and shall remain not in good standing so long as such failure remains outstanding.
- 2.11 A Stakeholder who is not in good standing may not:
- (a) participate in programs offered by Sunshine Coast Tourism;
 - (b) receive notices or other information sent out by Sunshine Coast Tourism;
 - (c) nominate a candidate for a director position.
- 2.12 Further, a Voting Stakeholder who is not in good standing:
- (a) may not vote at a general meeting; and
 - (b) is deemed not to be a Voting Stakeholder for the purpose of consenting to a resolution of the Voting Stakeholders.

Accommodators

2.13 Notwithstanding anything else contained in these Bylaws, MRDT Collecting Accommodators are considered voting stakeholders of Sunshine Coast Tourism.

Termination of Registration

2.14 A Stakeholder shall cease to be a Stakeholder of the Society:

- (a) upon delivery of written notice of resignation to the Board and upon discharging any lawful liability which is standing upon the books of the Society against the Stakeholder at the time of such notice;
- (b) upon dissolution the business, organization, corporation or partnership;
- (c) upon expulsion by a two-thirds (2/3) vote of the Board, providing just cause has been found;
- (d) upon having been a Stakeholder not in good standing for six (6) consecutive months; or
- (e) upon failing to make their annual contributions, if any, or other amounts due to the Society within thirty (30) days of the date on which they fall due.

2.15 In the event that a Stakeholder's registration with the Society is terminated pursuant to Article 2.14, such Stakeholder shall not be entitled to any rebate or refund of any fees paid.

ARTICLE 3 - MEETINGS OF STAKEHOLDERS

3.1 Voting Stakeholders who are in good standing shall be the only Stakeholders entitled to vote at a general meeting of Sunshine Coast Tourism.

3.2 The Annual General Meeting of Sunshine Coast Tourism shall be held once each year and shall be no later than eighteen (18) months after the last preceding Annual General Meeting, on a day to be fixed by the Board. It shall:

- (a) receive the report for the last year as to the position of funds, property, and progress of Sunshine Coast Tourism and the Annual Accounts and Balance Sheet; and
- (b) elect the Board of Directors from the registered Stakeholders.

3.3 General Meetings of Sunshine Coast Tourism shall be held at times and places designated by the Board.

3.4 The Secretary, or their assignee, shall keep the minutes of all General Meetings and have them duly signed by the person who presided at the meeting and then entered into the minute book once approved

3.5 All books of Sunshine Coast Tourism shall be open at reasonable hours to any Stakeholder of Sunshine Coast Tourism, free of charge, upon request to the President.

Notice

3.6 Notice of General Meeting, naming a time and place of assembly, shall be given to all Stakeholders. A circular letter, public notice, telephone call, fax or email to each Stakeholder shall constitute sufficient notice. At least fourteen (14) days' notice of such meetings shall be given.

Voting

- 3.7 Every Voting Stakeholder in good standing represented at any General Meeting shall be entitled to one vote by its authorized representative.
- 3.8 Voting shall normally be by a show of hands, ballot, or electronic poll, or if requested by the President, by a standing vote.
- 3.9 A quorum for the transaction of business at a General Meeting shall be the greater of ten (10) of the registered Voting Shareholders.
- 3.10 Motions or amendments shall be carried at any General Meeting by a majority vote unless otherwise provided in these Bylaws.
- 3.11 Proxy voting at any General Meeting is permitted for Voting Stakeholders who are:
 - (a) Voting Stakeholders in good standing;
 - (b) able to submit in writing (by email or letter) the name of the proxy Stakeholder at least two (2) weeks prior to the General Meeting; and
 - (c) able to arrange the proxy Stakeholder to be present at the General Meeting.

No Stakeholder may be allowed to serve as proxy for more than one Stakeholder at any one time.

ARTICLE 4 - BOARD OF DIRECTORS

- 4.1 Sunshine Coast Tourism shall be governed by a Board of Directors consisting of eleven (11) directors elected by the Stakeholders and such other directors as provided in these Bylaws.
- 4.2 Every Director must be a Stakeholder, or the authorized representative of a Stakeholder, who is in good standing.
- 4.3 The Board of Directors shall be composed of the following elected members:
 - (a) two (2) Directors representing Accommodators located in the North Region (4+ units);
 - (b) two (2) Directors representing Accommodators located in the South Region (4+ units);
 - (c) one (1) Director representing the Small Accommodations (3 units or less) RV Parks, Marinas and Campgrounds Sector;
 - (d) one (1) Director representing the Recreation Sector;
 - (e) one (1) Director representing the Arts, Culture & Heritage Sector; and
 - (f) two (2) Directors At Large representing the North Region;
 - (g) two (2) Directors At Large representing the South Region;
- 4.4 The Directors provided for in Articles 4.3(a) and 4.3(b) shall be elected only by Voting Stakeholders who are Accommodators.

- 4.5 The Director provided for in Article 4.3(c) shall be elected only by Voting Stakeholders who operate in the Small Accommodations (3 units less) RV Parks, Marinas and Campgrounds Sector.
- 4.6 The Directors provided for in Articles 4.3(d) to 4.3(g) shall be elected by a general vote of the Voting Stakeholders.
- 4.7 The Board may also include:
- (a) the immediate Past President as a voting member of the Board for the ensuing term.
 - (b) local government funding partners may appoint a representative to serve as a non-voting ex-officio participant at the meetings of the Board, unless otherwise determined by a majority vote of the Board.
- 4.8 Not more than one (1) representative of any Stakeholder shall hold office on the Board.

Term of Office

- 4.9 Elected Directors shall hold such office for a two (2) year term or until such time as they are removed from office or vacate under these Bylaws.
- 4.10 Director terms of office shall be staggered such that only one half of the Director terms conclude in any one year.
- 4.11 Directors can stand for re-election without limitation.

Election of Directors

- 4.12 The Nominating/Governance Committee shall be a Standing Committee of the Board made up of the Vice President and at least two members of the Board. The Nominating/Governance Committee shall be chaired by the Vice President.
- 4.13 The Nominating/Governance Committee shall solicit nominations from the Stakeholders and develop a slate of nominees prior to the Annual General Meeting that it recommends for each available position on the Board. All proceedings for a fair and proper nomination and election will be charged to this Committee.
- 4.14 At least thirty (30) days prior to the Annual General Meeting the Nominating/Governance Committee shall provide the Board with its recommendations for nominees, and the Board, taking into consideration the recommendations of the Nominating/Governance Committee, shall nominate candidates for the available Director positions.
- 4.15 At least twenty (20) days prior to the Annual General Meeting, the Nominating/Governance Committee shall mail to the Stakeholders such excerpts from these Bylaws as may be considered by the Nominating/Governance Committee sufficient to acquaint the Stakeholders with the nominating procedure together with the list of candidates nominated by the Board for the available director positions.
- 4.16 Director elections shall be held by secret ballot.
- 4.17 The Chair shall appoint tellers to distribute, collect and count ballots, naming one person so appointed as chief teller.
- 4.18 When balloting is complete, the Chair shall declare the poll closed and direct the tellers to collect and

record the ballots.

- 4.19 In the event the number of candidates within each category is equal to the number of available positions, there shall be no balloting and the nominees will be declared elected by acclamation.
- 4.20 The Officers shall be elected from the Board within forty-eight (48) hours of the Annual General Meeting. Responsibility for this election shall remain with the Past President. In the absence of a Past President, the responsibility will remain with the spokesperson for the Nominating/Governance Committee.

Vacancies

- 4.21 Vacancies on the Board shall be filled from the registered Stakeholders by a majority vote of the remaining members of the Board of Directors and they shall serve until the next Annual General Meeting.
- 4.22 When the position of President becomes vacant, the Vice-President shall automatically become President.

Absence

- 4.23 Each Board member is expected to communicate with the President in advance of all Board meetings stating whether or not they are able to attend or participate by conference telephone or other agreed-upon means of communication.
- 4.24 Any Board member who is absent from three (3) successive Board meetings shall be deemed to have resigned due to non-participation, and their position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

Resignation of a Director

- 4.25 A Director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Removal of Directors

- 4.26 **Employing the authority delegated to the board by the Stakeholders a director may be removed by a two thirds (2/3) majority vote of the Board of Directors at any regularly scheduled or special meeting of the Board whenever, in its judgment, the best interests of Sunshine Coast Tourism would be served thereby.**

Proceedings of The Directors

- 4.27 The Board of Sunshine Coast Tourism shall meet at such places and times as may be agreed upon and/or at the call of the President.
- 4.28 A Special Board Meeting of Sunshine Coast Tourism may be held at any time when summoned by the President, or requested in writing by any three members of the Board. At least one day's notice of such meeting shall be given.
- 4.29 Unless otherwise restricted by these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Directors consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents by the Directors shall be filed with the minutes of the proceedings of the Board.

- 4.30 Any or all Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.
- 4.31 Between meetings of the Board, on-going oversight of the affairs of Sunshine Coast Tourism may be conducted by an Executive Committee, the membership of which shall include the Officers of the Board.
- 4.32 No unauthorized Stakeholder or person may attend a Directors meeting without prior approval from the Board.
- 4.33 Except as may otherwise be determined by the Board, the Executive Officer shall receive notice of Board meetings, attend and participate in the discussion at Board meetings, but shall not be considered a Director including for the purposes of any quorum or vote of the Board.
- 4.34 Each Director shall have one vote. All voting at board meetings shall be done personally and no proxy shall be allowed.
- 4.35 A simple majority of Directors of the Board, lawfully met, shall be a quorum and such a quorum may do all things, which they deem necessary to realize the objectives of Sunshine Coast Tourism.

Remuneration

- 4.36 No paid employee of Sunshine Coast Tourism shall be a member of the Board. Officers and Directors of Sunshine Coast Tourism shall receive no remuneration for services rendered, but the Board may grant any of the Officers or Directors expense money while engaged in Society matters. Notwithstanding the above, any Stakeholder elected as a Director at an Annual General Meeting will be deemed to have met the **Voting** Stakeholder Criteria during their Term(s) as an elected Director and while they hold office.

Powers of the Board

- 4.37 The Board of Directors shall be responsible for the strategic directions, budget approval, program priorities setting, government relations and selected direct program delivery activities.

ARTICLE 5 - OFFICERS

- 5.1 The Officers shall be a President, Past President, Vice-President, Secretary and Treasurer.
- 5.2 Two offices may be held by the same person, except that the President may not hold another office.

Duties of Elected Officers

- 5.3 The President shall:
- (a) Preside at the Annual General Meetings of Sunshine Coast Tourism and at meetings of the Board of Directors;
 - (b) Appoint such ad hoc committees as may be needed from time to time;
 - (c) Serve as an ex-officio member of all committees and Task Forces and that when acting as an ex-officio member, the President 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 Sunshine Coast Tourism;

- (f) Represent Sunshine Coast Tourism or delegate others to represent the organization on appropriate occasions; and
- (g) Along with the Executive Officer be an official spokesperson for Sunshine Coast Tourism

5.4 The Vice President shall:

- (a) Carry out the duties of the President in their absence; and
- (b) Chair the Nominating/Governance Committee for Sunshine Coast Tourism.

5.5 The Secretary Shall:

- (a) Issue notices of meetings of Sunshine Coast Tourism and the Board of Directors;
- (b) Keep and distribute minutes of all General and Board of Directors meetings of Sunshine Coast Tourism;
- (c) Ensure that all recording requirements of the Act are complied with;
- (d) Ensure that records and documents of Sunshine Coast Tourism, save those required to be kept by the Treasurer, are kept in safe custody.

5.6 The Treasurer shall:

- (a) Receive and maintain all documents and records of a financial nature. They also shall maintain record of all monies paid and deposited in such banking institutions as may be designated by the Directors and report to Sunshine Coast Tourism at each Board and General Meeting;
- (b) Be a signing officer for Sunshine Coast Tourism;
- (c) Serve as Chair of the Finance Committee.

5.7 The Past President shall:

- (a) Act in an advisory capacity as a voting member of the Board;
- (b) Assume such duties as required by the President and/or the Board; and
- (c) Assume responsibility for the nomination of the Executive Officers as required following the Annual General Meeting, from the newly elected Board of Directors

Executive Officer (“E.O.”)

5.8 The E.O. shall be the chief executive and operating officer of Sunshine Coast Tourism and shall:

- (a) Oversee all day to day management functions of Sunshine Coast Tourism;
- (b) Manage and direct all activities of Sunshine Coast Tourism in accordance with policies established by the Board;
- (c) Employ and discharge all members of the staff necessary to carry out the work of Sunshine Coast Tourism;
- (d) Fix individual staff compensation within a pre-approved budget;

- (e) Define the duties of staff, supervise their performance, and establish their titles;
- (f) Delegate those responsibilities of management as shall, at the E.O.'s discretion, be in the best interest of Sunshine Coast Tourism;
- (g) Serve as an ex-officio member of all committees and Task Forces and that when acting as an ex-officio member, the E.O. shall not be included in the quorum or have a vote;
- (h) Follow the direction of the Board as a whole and report to the President;
- (i) Assist the Treasurer with preparation of all budgets; and
- (j) Perform such other duties as assigned by the Board.

5.9 The Executive Officer, together with the President, shall be an official spokesperson for Sunshine Coast Tourism.

ARTICLE 6 - COMMITTEES

- 6.1 The Board shall establish the Standing Committees and Ad Hoc Committees/Task Forces of Sunshine Coast Tourism.
- 6.2 The Board shall approve the Chair of each Committee or Task Force and its composition. It shall be the duty of each Committee or Task Force to take charge of all business referred to the committee by the Board, and to report thereon.
- 6.3 A record of each committee proceeding shall constitute a part of the transactions of Sunshine Coast Tourism and shall be kept on file.
- 6.4 No action or resolution of any committee of Sunshine Coast Tourism shall be binding upon or expressive of the opinions or authority of Sunshine Coast Tourism unless and until such action or resolution shall have been approved by the Board.
- 6.5 No Committee of Sunshine Coast Tourism or any member thereof shall contract any debt on its behalf, which in any manner or to any extent renders Sunshine Coast Tourism liable to the payment of any sums, unless the Board shall have approved the sum

ARTICLE 7 – AFFILIATION

- 7.1 Sunshine Coast Tourism shall not participate in activity that involves direct or indirect support of, or opposition to, a political party or candidate for public office. Political activity shall be limited to non-partisan activities that help accomplish the purposes of Sunshine Coast Tourism and shall be incidental in scope.
- 7.2 Sunshine Coast Tourism may, however, hold public forums involving candidates for public office as long as there is fair and impartial treatment of candidates, and no preference for a particular candidate or party is expressed.
- 7.3 Sunshine Coast Tourism, at the discretion of the Board, shall have power to affiliate with organizations in which membership may be in the interest of Sunshine Coast Tourism

ARTICLE 8 - FINANCES

Financial Institution

8.1 The Board shall designate, by resolution, the financial institution where the account(s) of Sunshine Coast Tourism will be held.

Fiscal Year

8.2 The fiscal year of Sunshine Coast Tourism shall commence on the 1st day of January in each year.

Signing Officers

8.3 The signing officers of Sunshine Coast Tourism shall be the Treasurer, the President and two directors.

8.4 The signing officers shall be appointed by resolution of the Board.

8.5 All cheques, legal documents and contracts signed on behalf of Sunshine Coast Tourism shall require the signature of at least two signing officers.

8.6 The Board shall designate the level of authorization required for budgeted and unbudgeted expenditures.

Borrowing

8.7 In order to carry out the purposes of Sunshine Coast Tourism, the Directors may on behalf of and in the name of Sunshine Coast Tourism, raise or secure the payment or repayment or money in the manner they decide, and, in particular but without limiting the forgoing, by the issue of debentures.

8.8 No debenture shall be issued without sanction of a special resolution.

8.9 The Stakeholders may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next Annual General Meeting.

Auditors

8.10 The accounts of Sunshine Coast Tourism shall, within a reasonable time after the end of each fiscal year, be examined and their correctness ascertained and certified by one (1) or more accountants to be selected and appointed annually by the Board. Stakeholders may obtain the report by request via mail or by circulation at the Annual General Meetings.

ARTICLE 9 - INDEMNITY

9.1 In accordance with the Act, Directors of Sunshine Coast Tourism shall not be liable for unauthorized representations made on its behalf by any Director or Stakeholder.

9.2 Each Director shall be indemnified against expenses necessarily incurred in connection with the defense of any action, suit or proceeding in which he/she is involved by reason of being a director of Sunshine Coast Tourism.

9.3 Each Stakeholder shall release from liability Sunshine Coast Tourism and other Stakeholders thereof for actions duly taken by Sunshine Coast Tourism.

9.4 Sunshine Coast Tourism shall hold Directors and Officers Liability Insurance.

ARTICLE 10 - CHANGES TO BYLAWS

10.1 Sunshine Coast Tourism may amend its Constitution and Bylaws by special resolution of the Stakeholders. Not less than fourteen (14) days' notice stating the general nature, the time and the place of the meeting shall be given.

11 - PROCEDURE

11.1 Parliamentary procedure shall be followed at all General and Regular Director Meeting in accordance with Robert's "Rules of Order".

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