

# BY-LAWS OF TOURISM INDUSTRY ASSOCIATION OF NOVA SCOTIA

## 1 DEFINITIONS

In these by-laws, unless there be something in the subject or context inconsistent therewith:

- 1.01 "Association" means Tourism Industry Association of Nova Scotia and Nova Scotia Tourism Human Resource Council;
- 1.02 "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- 1.03 "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
- 1.04 "Director" means an individual who is elected, appointed or designated as a director of the Association in accordance with these by-laws;
- 1.05 "Member" means those individuals, organizations or groups who become and remain members in accordance with these by-laws;
- 1.06 "Board" means the Board of Directors of the Association;
- 1.07 "Executive Committee" means the executive committee of the Association as constituted pursuant to Article 7.01;
- 1.08 "NSTHRC" means the Nova Scotia Tourism Human Resources Council.

## 2 MEMBERSHIP

- 2.01 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none others, shall be members of the Association, and their names shall be entered in the Register of Members accordingly.
- 2.02 For the purposes of registration, the number of members of the Association is unlimited.
- 2.03 **Classes and Conditions of Membership:**  
The Association has the following classes of membership, the conditions of which are set out in Board policy. The Board may introduce other categories of membership and their admission criteria.

Any individual, organization or group who qualifies for membership in the Association within the various categories and who has paid the prescribed fees shall be eligible for membership.

### **Active Members: (voting)**

Organizations, entrepreneurs and groups directly engaged in the travel industry, and are directly serving the tourist.

### **Allied Members: (voting)**

Those who sell to and serve the travel industry, including food and beverage resources, printers, advertising agencies, utilities and retail organizations.

### **Affiliate Members: (non-voting)**

Employees of Active or Allied members, educators, students and individuals not directly engaged in the tourism industry, but have a special interest and wish to be involved.

**Associate Members: (non-voting)**

Regional Tourism Industry Associations members that are not currently TIANs members.

- 2.04 TIANs may enter into strategic alliances with industry partners and may recognize these partnerships through ex-officio appointments to the Board. Criteria for such arrangements will be identified in the Policy Manual.
- 2.05 Members of the Association shall be entitled to attend, vote and hold office in accordance with the privileges afforded the category of membership held by the member.
- 2.06 Membership in the Association shall not be transferable.
- 2.07 Membership in the Association shall cease upon the death of an individual member or if, by notice in writing to the Association, an individual or organization resigns membership or ceases to qualify for membership in accordance with these by-laws, but no refund of fees paid shall be allowed.
- 2.08 The Board of Directors may terminate membership in the Association for non-payment of annual membership dues, non-performance of promised services or where the member has discredited the Association through unethical or unprofessional practices or conduct.

**3 MEETINGS OF MEMBERS**

- 3.01 A general meeting of the Association shall be held twice (2) annually, one of which will be the Annual Conference.

The ordinary or Annual General Meeting shall be held within three months after the end of each fiscal year of the Association.

An extraordinary general meeting of the Association may be called by the Chairman or by the directors at any time, and shall be called by the directors if requisitioned in writing, by at least ten per cent (10%) in number of the members of the Association.

Written notice shall be given, mailed or faxed at least ten (10) business days prior to the date of the meeting, or extraordinary meeting, to each member at their address as shown in the records of the Association. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

- 3.02 At each ordinary or Annual General Meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:
  - i. Minutes of the preceding general meeting;
  - ii. Consideration of the annual report of the directors;
  - iii. Consideration of the financial statements, including the balance sheet and operating statement and the report of the auditors thereon;
  - iv. Election of Directors and Officers for the ensuing year;

The Chairman of the Association shall appoint a Nominating Committee, which shall propose persons for election to the Board of Directors of the Association. The nominating committee guidelines for make up of committee and nominating process shall be followed as outlined in the policy book.

Solicitation of proxies is not permitted and no person present at a meeting may vote for more than one member.

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business transacted at an extraordinary general meeting of the Association shall be deemed special.

**3.03 Board Meetings**

A quorum shall be a majority of the whole voting Board. Majority means 50% plus 1.

If there is no quorum when the meeting is scheduled to begin, those present may wish to proceed with the business of the meeting, operating as a committee; and when a quorum is present, the legally constituted meeting would then be asked to approve the decisions made by the committee.

In the event of a vacancy or vacancies on the Board, such vacant membership or memberships shall not be included in computing the total number of Board members required for a majority of the Board.

Written notice shall be given at least seven (7) business days prior to the date of the Board Meeting.

**3.04 The Chairman of the Association shall preside as Chairman at every general meeting of the Association.**

If there is no Chairman or if the Chairman is not present at the opening of the meeting, the Senior Vice-Chairman shall preside as Chairman.

If there is no Chairman or Senior Vice-Chairman or if at any meeting neither the Chairman nor the Senior Vice-Chairman is present at the opening of the meeting, the members present shall choose someone from their Executive to be Chairman, failing that, a member from the Board.

**3.05 The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.**

## **4 VOTES OF MEMBERS**

4.01 Every eligible member in good standing of the Association shall have one vote.

4.02 At any general meeting there must be at least 3% of the eligible voting members present.

4.03 At any general meeting, a resolution put to the meeting shall be decided by a show of hands unless, either before or on the declaration of the result of the show of hands, a poll is demanded by at least three members. A resolution must be sent to the membership 30 days prior to the meeting.

4.04 When a resolution is decided by a show of hands, a declaration by the Chairman that a resolution has been carried or not carried by a particular majority and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. Majority means 50% plus 1.

- 4.05 If a poll is demanded, it shall be taken in such manner at such time and place as the Chairman of the meeting directs. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

## **5 DIRECTORS / MEETINGS OF DIRECTORS**

- 5.01 The TIANS Board of Directors shall consist of twelve (12) elected directors from the following regions:
- Four (4) Directors from HRM
  - Two (2) Directors from Southwest Nova (Evangeline/Lighthouse Trails)
  - Two (2) Directors from Northwest Nova (Marine/Central/Glooscap/Sunrise Trails)
  - Two (2) Directors from Cape Breton
  - One (1) Director – Chair of the Nova Scotia Tourism Human Resource Council
  - One (1) Director at Large

All elected members to the Board, regardless of category, shall be eligible to vote on all matters.

- 5.02 Each voting director shall have one vote. The Chairman shall be entitled to vote as a Director and, in the case of an equality of votes, he shall have a casting vote in addition to the vote to which he is entitled as a Director.

- 5.03 The office of Director shall be automatically vacated:
- i. If at a special general meeting of members, a special resolution is passed by the members present at the meeting that he be removed from office;
  - ii. If a Director has resigned his office by a written resignation;
  - iii. On death;
  - iv. On ceasing to be a member.

- 5.04 A member of the Board of Directors who is absent from three consecutive, regularly scheduled meetings without due cause, may be advised in writing by the Executive Director that failure to attend the next regular meeting will result in their being removed as a member of the Board of Directors.

- 5.05 Any member of the Board of Directors who fails to attend at least 50% of the regularly scheduled meetings during their term shall be ineligible for re-election for a period of two (2) years.

- 5.06 The Executive Committee shall, subject to eligibility requirements, recommend to the Board of Directors names of members to fill any vacancy on the Board. By Board majority vote, Board and Officer vacancies will be filled.

Such members appointed shall be eligible to serve additional full terms, as a member of the Board, notwithstanding any partial term served.

- 5.07 Meetings of the directors shall be held as often as the business of the Association may require, not less than 4 times per year.

5.08 The election of Board Members shall be organized so that one-half of the Board shall stand for election each year.

Upon election, Directors shall serve a two (2) year term, at which time the member will be eligible for re-election.

Officers, with the exception of the Chairman, shall be elected for terms of one (1) year each.

The Chairman shall serve for not more than two (2) consecutive terms of one (1) year, in addition to any terms served as one of the other officers.

5.10 Every Member of the Association who has been a member in good standing of the Association for a minimum of one (1) year shall be eligible for election as a Director.

Directors shall be elected by the members at each ordinary or annual general meeting of the Association. Votes for Directors shall be conducted separately by membership category.

5.11 Fifty percent (50%) plus one (1) of the Directors shall constitute a quorum.

5.12 The Chairman or, in his absence, the Senior Vice-Chairman or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chairman at meetings of the Directors.

5.13 The Board shall exercise the powers of the Association except:

- Those that by law or those by-laws that are required to be exercised by resolution of the members;
- Those powers within the exclusive domain of the Executive Committee as set out in sub-paragraphs.

5.14 The Board shall, in consultation with the Executive Committee, determine the priorities, goals and objectives of the Association.

## **6 POWERS OF DIRECTORS**

6.01 The management of the activities of the Association shall be vested in the Directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by Statute expressly directed or required to be exercised or done by the Association in general meeting.

6.02 The Powers of the Board shall include the power and authority:

- To establish committees and project teams of the Association and to appoint or remove members of committees and project teams or delegate authority for appointing or removing members of committees and project teams; and
- To delegate any, but not all, of the powers of the Association to committees, project teams, officers or employees of the Association as it sees fit.

6.03 The Board of Directors shall define the policy manual and approve all changes.

## **7 OFFICERS**

- 7.01 The following Officers will be elected or appointed annually and serve as Directors and the Executive Committee of the Association.

Chairman, TIANS  
Senior Vice-Chair  
Secretary Treasurer  
Past-Chair, TIANS  
Chairman, Nova Scotia Tourism Human Resource Council

In addition, as non-voting, ex-officio members, the President and Executive Director of the Nova Scotia Tourism Human Resource Council, shall serve on the Executive Committee.

- 7.02 Executive Committee
- i. The Board of Directors shall delegate such powers to the Executive Committee as are deemed necessary for the routine functioning of the Association;
  - ii. All actions of the Executive Committee will be routinely reported to the Board of Directors;
  - iii. The Executive Committee shall meet as required - but not less than six (6) times annually;
  - iv. At least twenty-four (24) hours notice of the time and place of meeting shall be given each member;
  - v. A majority of the Committee shall constitute a quorum.
- 7.03 For election as an Officer of the Board, a member must be a serving member of the Board.
- 7.04 The Chairman of the Association shall be an ex-officio member of all committees of the Association, and shall have the following functions and responsibilities:
- i. To preside at all meetings of the Association, the Board of Directors, and the Executive Committee;
  - ii. To represent the Association as spokesperson, or to delegate responsibility to the President or to one of the Executive Members;
  - iii. To assign tasks to all other Officers;
  - iv. To present a report on the state of the Association at the Annual General Meeting of the Tourism Industry Association of Nova Scotia.
- 7.05 The Executive Committee shall:
- i. Hire a chief executive and operating officer with Board approval, who will be called the President;
  - ii. Deal with all employment issues, including salary, employment reviews and firing, with respect to the President;
  - iii. Between Board meetings, exercise all powers of the Board pursuant to Article 5.12
  - iv. Develop and recommend long range planning objectives to the Board;
  - v. Make recommendations to the Board respecting budgetary priorities and policy matters;

## **8 NOVA SCOTIA TOURISM HUMAN RESOURCE COUNCIL**

- 8.01 The Nova Scotia Tourism Human Resource Council is the Sector Council for Human Resource development in Tourism.

- 8.02 The Nova Scotia Tourism Human Resource Council is directed by a Council of Industry leaders, representative of individuals, sector and regional Tourism groups.
- 8.03 The Nova Scotia Tourism Human Resources Council Members will set direction, objectives and provide long range planning for the NSTHRC.
- 8.04 The Executive Director of the Nova Scotia Tourism Human Resource Council is responsible for the day-to-day activities of the Council's initiatives, budgets and staff.
- 8.05 The Executive Director will be appointed as an ex-officio member of the Executive pursuant to 7.01.
- 8.06 The Chairman of the Nova Scotia Tourism Human Resource Council shall be appointed as a member of the TIANS Executive and shall have a seat on the TIANS Board. In addition, the Chairman of the NSTHRC shall be a voting member, as constituted pursuant to Article 2.03.
- 8.07 The financial resources of the Nova Scotia Tourism Human Resource Council will be recorded separately, and managed by the Tourism Human Resource Council. All resources will be dedicated to work undertaken by NSTHRC in support of its mission and mandate.
- 8.08 The Nova Scotia Tourism Human Resource Council Scholarship Account is to be placed in Trust and kept separate from the TIANS accounts and will be managed and distributed by decision of the NSTHRC.

## **9 FISCAL YEAR / AUDITS OF ACCOUNTS**

- 9.01 The fiscal year of the Association shall be the period from April 1 in any year to March 31 in the next year following.
- 9.02 An auditor shall be appointed annually.
- 9.03 The Association shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and operating account.

The auditor shall make a written report to the members upon the balance sheet and operating account. In every such report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly drawn up so as to exhibit a true and correct view of the Association's affairs. This report shall be reviewed at the annual meeting.

A copy of the balance sheet, showing the general particulars of liabilities and assets and a statement of income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.

## **10 REPEAL AND AMENDMENT OF BY-LAWS**

- 10.01 These current by-laws repeal and supersede any previous by-laws of the Association.

- 10.02 These by-laws may be repealed or amended by a special resolution of the members of the Association in the manner prescribed by law.

## **11 MISCELLANEOUS**

- 11.01 The Association shall file with the Registrar with its Annual Statement a list of its Directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of Directors, notify the Registrar of the change.
- 11.02 The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
- 11.03 The seal of the Association shall be in the custody of the Secretary, or designate, and may be affixed to any document upon resolution of the Directors.
- 11.04 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association and of the Directors shall be the responsibility of the President and the Executive Director.
- 11.05 The Board shall ensure that all books and records of the Association required by the Societies Act or by-laws are regularly and properly maintained. The following Association records may be inspected by a member who has given reasonable notice and has arranged a satisfactory time with the person having charge of them: Objects, By-laws, Minutes of Member Meetings, Register of Members at place of business, Register of Directors and Officers, Policies adopted by the Association, and Audited Financial Statements.
- 11.06 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or the Executive Director, along with the Treasurer, or otherwise as prescribed by resolution of the Board of Directors. The seal of the Association, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid.
- 11.07 The borrowing powers of the Association (beyond what is outlined in the policy document) shall be exercised by special resolution of the members.
- 11.08 In the interpretation of the by-laws of the Association, the masculine gender shall include feminine and vice versa.