

Notice of 2017 AGM

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the *Tourism Industry Association of BC* will be held at the following date and location:

When: **Thursday October 12, 2017**
9am to 10am

Where: **Westin Wall Centre, Vancouver Airport Hotel**
3099 Corvette Way, Richmond, BC V6X 4K3

The meeting is called for the purposes of:

- To receive the financial statements of the Association for the fiscal year ended Dec 31, 2016
- To approve the minutes of the May 25, 2016 Annual General Meeting
- To approve and consider six amendments of the TIABC Bylaws (see pages 2-7 for details)
- To elect six (6) Directors

Voting Authorization:

One individual at the AGM, who will have been granted authority to be the voting representative by the relevant member, will represent each TIABC member business, sector association or Destination Marketing Organization (DMO). We request AGM registration from the business/association/DMO.

Online AGM registration can be found at: www.tiabc.ca/tiabc-agm-summit (available in August)

AGM packages, including Board nominees, will be available at the AGM.

Sincerely,



Jim Humphrey
Chair, Tourism Industry Association of BC

Annual General Meeting
October 12, 2016, Richmond BC

NOTICE OF MOTIONS

Special Resolution 2016-01

Provide clarity to the wording of the Directors and Officers

Moved by:

Christine Willow, Past Chair TIABC and Chair Governance Committee

WHEREAS the Board of TIABC has reviewed the wording in Bylaw 6.6 Directors and Officers
And

WHEREAS the Board have agreed that there is a need to clarify and be inclusive of all sector
members; therefore

BE IT RESOLVED to change Bylaw 6.6

From:

6.6

The Vice Chair will be an Active Business Member and, in the case where such Member is not an individual, will be an owner or senior officer of an Active Business Member, subject to Section 17.2, will be appointed by the Board for a term of one year and is eligible for re-appointment for a second one year term. Subject to Section 17.2, the individual appointed by the Board as Vice Chair in the second year of the Chair's term will thereafter move by progression to the role of Chair.

To:

6.6

The Vice Chair will be an Active Business Member and, in the case where such Member is not an individual, will be an owner or senior officer of an Active Business Member, ***or if representing a tourism sector, be an owner or senior officer of a business***, subject to section 17.2, will be appointed by the board for a term of one year and is eligible for re-appointment for a second one year term. Subject to section 17.2, the individual appointed by the Board as Vice Chair in the second year of the chair's term will thereafter move by progression to the role of Chair.

Special Resolution 2016-02

Provide clarity to the wording of the Directors and Officers

Moved by:

Christine Willow, Past Chair TIABC and Chair Governance Committee

WHEREAS the Board of TIABC has reviewed the wording in Bylaw 6.7 Directors and Officers
And

WHEREAS the Board have agreed that there is a need to enable the board to extend a Chair's term
should circumstances change for the Vice Chair and they are unable to take on the Chair role;
therefore

BE IT RESOLVED to change Bylaw 6.7

From:

6.7

Subject to Section 17.2, the Chair will serve a two-year term as Chair and will thereafter move by
progression to the role of Past Chair.

To:

6.7

Subject to Section 17.2, the Chair will serve a two-year term as Chair and will thereafter move by
progression to the role of Past Chair. ***The Board has the option to extend the Chair's term to a
maximum of two, one-year terms in the event the Vice Chair is unable to assume the Chair's
role due to unforeseen circumstances.***

Special Resolution 2016-03

Provide clarity to the wording of the Directors and Officers

Moved by:

Christine Willow, Past Chair TIABC and Chair Governance Committee

WHEREAS the Board of TIABC has reviewed the wording in Bylaw 6.9 Directors and Officers

And

WHEREAS the Board have agreed that there is a need to remove references to remuneration as is covered in section 6.17; therefore

BE IT RESOLVED to change Bylaw 6.9

From:

6.9

All appointments of officers will be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission or otherwise) that the Board thinks fit.

To:

6.9

All appointments of officers will be made on the terms and conditions that the Board thinks fit.
(text, referring to remuneration, removed)

Special Resolution 2016-04

Provide clarity to the wording of the Duties of Officers

Moved by:

Christine Willow, Past Chair TIABC and Chair Governance Committee

WHEREAS the Board of TIABC has reviewed the wording in Bylaw 9.3 Duties of Officers

And

WHEREAS the Board have agreed that there is a need to clarify that functions outlined in the current Bylaws for the Secretary are currently performed under the direction of the CEO; therefore

BE IT RESOLVED to change Bylaw 9.3

From:

9.3

The Secretary will:

- a) Conduct the correspondence of the Society;
- b) Issue notices of meetings of the Society and the directors;
- c) Keep minutes of all meetings of the Society and the directors;
- d) Have custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- e) Have custody of the common seal of the Society; and
- f) Maintain the register of members.

To:

9.3

Remove all references to "Secretary" throughout the Bylaws.

Note: This will mean the renumbering of the current Bylaws.

Special Resolution 2016-05

Provide clarity to the wording of the Proceedings of Directors

Moved by:

Christine Willow, Past Chair TIABC and Chair Governance Committee

WHEREAS the Board of TIABC has reviewed the wording in Bylaw 8.13 Proceedings of Directors

And

WHEREAS the Board have agreed that there is a need to clarify that motions need to be seconded as required by Robert's Rules, which is the framework for operations of the board, to get a motion to the floor for vote; therefore

BE IT RESOLVED to change Bylaw 8.13

From:

8.13

A resolution proposed at a meeting of the board or a committee of the board need not be seconded, and the chair of the meeting may move or propose a resolution.

To:

8.13

A resolution proposed at a meeting of the board or a committee of the board **must** be seconded and the chair of the meeting may move or proposed a resolution.

Special Resolution 2016-06

Provide an addition to the wording of the Directors and Officers

Moved by:

Christine Willow, Past Chair TIABC and Chair Governance Committee

WHEREAS the Board of TIABC has reviewed the wording in Bylaw section 6 Directors and Officers
And

WHEREAS the Board have agreed that there is a need to ensure commitment of the Directors to the board that they are obligated to serve. This allows the Board the option to terminate a director, should they choose, to ensure an engaged and informed board to deal with the issues at hand; therefore

BE IT RESOLVED to add 6.18

Add:

6.18

Directors shall be required to attend all meetings either by person or teleconference. If a Director, without reasonable cause, fails to attend two (2) consecutive Board meetings, or fewer than two-thirds of the board meetings scheduled during the year, such Director may be terminated as director by the remaining directors on the board. The board, in the absence of the director in question, shall determine if the absences were reasonable.

Note: as Bylaws are currently numbered, the numbering will be changed due to previous amendments.