



CANADIAN INBOUND TOURISM ASSOCIATION (ASIA PACIFIC)

CONSTITUTION

Passed at the Special General Meeting on December 7, 2005
(Original Edition: December, 1996)

The constitutional mandate of the Association is:

1. to promote Canada as an international tourism destination in the Asia Pacific region;
2. to promote Canada as a world class tourism destination to travel industry partners in the Asia Pacific region;
3. to engage in a leadership role in tourism advocacy issues in relation to Asia Pacific; and,
4. to encourage a unified scheme of categorization/rating for receptive tour operators.



BYLAWS

Original Edition :	December 1996
1st Amendment :	December 1998
2nd Amendment :	February 2003
3rd Amendment :	February 2004
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Article 1: INTERPRETATION

- 1.1 In these Bylaws, unless the context otherwise requires:
- 1.1.a "Active Member" shall have meaning ascribed to it in paragraph 2.5;
 - 1.1.b "ASC" means a professional travel-related industry association or society;
 - 1.1.c "Associate Member" shall have the meaning ascribed to it in paragraph 2.6;
 - 1.1.d "Association" means the Canadian Inbound Tourism Association (Asia Pacific);
 - 1.1.e "Board" means the Board of Directors;
 - 1.1.f "Bylaws" means these bylaws;
 - 1.1.g "CBCA" means the Canadian Business Corporations Act, R.S.C., 1985, as amended from time to time;
 - 1.1.h "CCA" means the Canadian Corporations Act, R.S.C. 1970, as amended from time to time;
 - 1.1.i "Committee" shall have the meaning ascribed to it in Article 8.
 - 1.1.j "CUS" means a Canadian or United States supplier, being a corporation or partnership which provides hospitality or tourism services such as transportation, accommodation, food services, retail shops or tourism attractions;
 - 1.1.k "DEP" or "Dependent Member" shall have the meaning ascribed to it in paragraph 2.7;
 - 1.1.l "Designated Representative" shall have the meaning ascribed to it in paragraph 2.12;
 - 1.1.m "Director" means an individual elected or appointed as a director of the Association in accordance with these Bylaws;
 - 1.1.n "DMO" means a Destination Marketing Organization, a corporation which is incorporated and in good standing under the CBCA or any provincial legislation in Canada and which is actively promoting Canada, or any region in Canada, as a tour destination;
 - 1.1.o "herein", "hereof" and similar expressions mean and refer to these Bylaws and not to any particular paragraph;
 - 1.1.p "HON" or "Honourary Life Member" shall have the meaning ascribed to it in paragraph 2.4;
 - 1.1.q "IND" means an individual, corporation or partnership which provides hospitality or tourism services other than those provided by CUS(s), such as a tour coach driver, tour guide, driver-guide or interpreter;
 - 1.1.r "MED" means a corporation or partnership which publishes consumer and/or trade publications, including the full range of communications media of web, facsimile, television and radio, on a regular basis;
 - 1.1.s "member" means those individuals or corporations who become and remain Active, Associate or Honourary Life Members in accordance with these Bylaws;
 - 1.1.t "Officers" means the President, Vice President(s), Secretary, Treasurer, Chief Executive Officer and Chief Operations Officer of the Association;



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- 1.1.u "OUB" means an outbound travel company, being an individual or corporation located in Asia Pacific or United States and who promotes Canada, or any region in Canada, as a tour destination within the locality of the OUB;
 - 1.1.v "Paragraph" or subparagraph of these Bylaws means and refers to the specified paragraph (and its subsequent subparagraphs) or subparagraph (and its subsequent sub-subparagraphs) of these Bylaws;
 - 1.1.w "RTA" means a Retail Travel Agency, a corporation which is incorporated and in good standing under the CBCA or any provincial legislation and whose primary business is serving the general public as a travel agency in its local area;
 - 1.1.x "RTO" means a Receptive Tour Operator, a corporation which is incorporated and in good standing under the CBCA or any provincial statute in Canada and which is actively handling inbound tours from the Asia Pacific region to Canada as the primary business of the said corporation;
- 1.2 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.

Article 2: Membership

- 2.1 The members of the Association are the applicants for the incorporation of the Association, and those persons who subsequently have become members, in accordance with these Bylaws.
- 2.2 Every member shall uphold the constitution of the Association and comply with these Bylaws.
- 2.3 The categories of membership are:
- 2.3.a Honourary Life Members;
 - 2.3.b Active Members; and
 - 2.3.c Associate Members.
- 2.4 Honourary life members ("HON" or "Honourary Life Members") are:
- 2.4.a those individuals who have served as a President of the Association;
 - 2.4.b those individuals or corporations who, in the opinion of the Board, have rendered valuable and extraordinary service to the Association and have been designated as Honourary Life Members by the Board.
- 2.5 Any corporation who is a CUS, DMO or RTO and who subscribes to the objects of the Association may apply to become an active member ("Active Member") and upon:
- 2.5.a acceptance of their application by the Board; and,
 - 2.5.b payment of applicable membership fees
- that corporation shall become an Active Member.
- 2.6 Any corporation, partnership or individual who belongs to ASC, IND, MED, OUB or RTA and who subscribes to the objects of the Association may apply to become an associate member ("Associate Member") and upon:
- 2.6.a acceptance of their application by the Board; and,
 - 2.6.b payment of applicable membership fees
- that corporation, partnership or individual shall become an Associate Member.



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- 2.7 Any CUS, DMO or RTO which is an Active Member or any ASC, IND, MED, OUB or RTA which is an Associate Member may apply to have one or more of its branch offices to become an Associate Member and upon:
- 2.7.a acceptance of their application by the Board; and,
 - 2.7.b payment of applicable membership fees
- that branch office shall become an Associate Member. For the purpose of reference, this type of Associate Member is referred as DEP or Dependant Member.
- 2.8 Active Members are voting members and have full rights of membership.
- 2.9 Honourary Life Members and Associate Members have no right to vote and shall be entitled to limited privileges only, excluding voting, as shall be prescribed from time to time by the Board.
- 2.10 An individual may be both an Active or Associate Member and an Honourary Life Member.
- 2.11 Membership fees are as follows:
- 2.11.a Honourary Life Members are exempted from membership fees
 - 2.11.b Active Members shall, at the time of joining the Association and annually thereafter, pay such non-refundable membership fees as prescribed from time to time by the Board; and,
 - 2.11.c Associate Members, shall, at the time of joining the Association and annually thereafter, pay such non-refundable membership fees as prescribed from time to time by the Board.
- 2.12 Any member who is not a natural person shall, by notice in writing to the Association, appoint an owner, partner, director, officer, member, employee or elected representative, as its designated representative ("Designated Representative") to act and vote on its behalf, as the case may be, in all matters relating to the Association.
- 2.13 All members shall, unless exempted in these Bylaws:
- 2.13.a pay membership fees when they become due;
 - 2.13.b pay all other monies due and payable to the Association when they become due;
 - 2.13.c comply with these Bylaws; and,
 - 2.13.d comply with such code of ethics ("Members Code of Ethics") as prescribed by the Board from time to time.
 - 2.13.e comply with legal standards of local regulation, law and order as well as the norm and requirements of the travel industry
- 2.14 A member who fails to comply with the conditions of membership set out in paragraph 2.13 shall be deemed to be not in good standing.
- 2.15 If a member is not in good standing then neither the member nor its Designated Representative, as the case may be, shall be entitled to:
- 2.15.a vote at annual, general, special, or committee meetings;
 - 2.15.b participate in programs offered by the Association; or,
 - 2.15.c receive notices or other information sent out by the Association.
- 2.16 Membership in the Association may not be assigned or transferred.



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- 2.17 Each member shall promptly notify the Association in writing of any change to its address, telephone, facsimile number or e-mail address and, if a corporation, the identity of its Designated Representative.
- 2.18 Membership in the Association shall be terminated if:
- 2.18.a a member of the Association resigns by delivering to the Association 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 later;
- 2.18.b applicable annual membership fees or any other monies owing by the member to the Association, are outstanding for more than ninety days; or,
- 2.18.c the Board determines that a member has acted in a manner which, in the opinion of the Board, is detrimental to or inconsistent with the best interests of the Association.
- 2.19 If the Board determines that a membership is to be terminated pursuant to paragraph 2.18.c, the member to be terminated shall be given at least fifteen days written notice of the proposed termination. The notice shall state the reason for termination and shall also state that the member has an opportunity to submit a written statement indicating any reason the termination should not take place. The Association must receive the member's statement no later than five business days prior to the effective date of termination.

Article 3: Meetings

- 3.1 The Active Members of the Association in good standing are the only members entitled to vote at an annual general meeting, general meeting or special general meeting of the Association.
- 3.2 The annual general meeting of the Association shall be held once each calendar year and not later than fifteen months from the previous annual general meeting at such time and place, in accordance with the CCA, as the Board may decide.
- 3.3 At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board, President or Vice-President shall have power to call, at any time, a general meeting of the members of the Association. The Board shall call a special general meeting of members on written requisition of members carrying not less than 50% of the voting rights. 10% of all eligible voting members present in person or by proxies at a meeting will constitute a quorum. A resolution in writing, signed by all the members (excluding Directors) entitled to vote on that resolution at a meeting of the members, is as valid as if it had been passed at a meeting of members.
- 3.4 Fourteen (14) day's written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit a member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that he or she has the right to vote by proxy.



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- 3.5 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of the member, Director or officer shall be his or her last address recorded on the books of the Association. As a first resort, electronic mail will be commonly adopted as the means of communication.
- 3.6 Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. Except in the situation of the Power of Attorney, a proxy holder must be a member of the Association. A proxy shall be in writing under the hand of the appointee or the attorney of the appointee duly authorized in writing, or, if the appointee is an association or company, either under the seal of the association or company or under the hand of a duly authorized officer or attorney. There is no limit to the number of proxies that can be held and acted upon by a proxy holder. The form of proxy shall be as follows:
- We/I, (appointing member and membership number), being a member of the Canadian Inbound Tourism Association (Asia Pacific), do hereby appoint (name of appointee and its Designated Representative), as my proxy to vote for me and on my behalf at the meeting of the Association to be held on the _____ day of _____, 20____, and at any adjournment thereof.
- Signed this _____ day of _____, 20____.
- 3.7 Subject to decision of the Board, mail-in ballots may be made available to members for specific agenda item(s). Details and procedures for mail-in ballots should be clearly indicated in the notice to members for consideration of questions to be voted on. For the purpose of this Article, mail-in ballots include those physically delivered by Canada Post, couriers and in-person.
- 3.8 Subject to decision of the Board, electronic ballots may be made available to members for specific agenda item(s). Details and procedures for electronic ballots should be clearly indicated in the notice to members for consideration of questions to be voted on. For the purpose of this Article, electronic ballots include those virtually delivered by means of electronic mail (or similar) while a hard copy of such image can be printed out.
- 3.9 Proxies, mail-in ballots, electronic ballots or similar must be delivered to the Association by 12:00 noon (Pacific time) the working day prior to the meeting. In all situations, the Association will not be liable for proxy or ballot that does not reach the Association by the deadline.
- 3.10 At all meetings of members of the Association, every question shall be determined by a majority of votes present in that meeting and to be determined by a show of hands and/or voting cards unless otherwise specifically provided by statute or by these Bylaws. In the event of written ballot is required, a show of the voting card is required when submitting the ballot.



- 3.11 All members, inclusive but not limited to Associate Members, have the right to raise any question regarding to the Association after all business are carried and adjourned in any meeting of the members.

Article 4: Directors

- 4.1 The Association shall be governed by a Board of a minimum of eight directors to a maximum of fifteen directors (excluding any Honourary Director as listed in paragraph 4.4). Directors must be individuals, 18 years of age or over, with power under law to contract.
- 4.2 The Directors of the Association shall be elected as follows:
- 4.2.a Active Members shall elect two DMO Directors provided that the DMO Directors shall not be promoting the same province or territory. In the event of nationwide DMO, the whole nation is considered as one and no two nationwide DMO shall serve as Director at the same time.
- 4.2.b Active Members shall elect four Directors from those CUS which provide or operate:
- 4.2.b.1 transportation services;
- 4.2.b.2 accommodation services;
- 4.2.b.3 tourism attractions; or,
- 4.2.b.4 retail shops and/or food services;
- provided that no more than two Directors may be elected from those CUS which provide or operate the same type of service or business;
- 4.2.c Active Members shall elect nine RTO Directors based on the followings:
- 4.2.c.1 Any RTO Director elected must represent at least one of these regions as indicated:
- 4.2.c.1.1 Region J – Japan: Japan;
- 4.2.c.1.2 Region A – Australasia: Australia, New Zealand, Papua New Guinea and/or the Australasia Pacific Isles (Fiji, Solomon Islands and/or Western Samoa, etc);
- 4.2.c.1.3 Region C – Sino-China: China (including Hong Kong and Macau) and/or Taiwan;
- 4.2.c.1.4 Region K – Korea: South Korea and/or North Korea;
- 4.2.c.1.5 Region I – Indian Subcontinent: Bangladesh, India, Nepal, Pakistan and/or Sri Lanka, etc; and,
- 4.2.c.1.6 Region S – Southeast Asia: Brunei, Burma (Myanmar), Cambodia, Indonesia, Laos, Malaysia, Philippines, Singapore, Thailand and/or Vietnam;
- 4.2.c.2 The full group of RTO Directors elected must represent a minimum of three regions as listed in this sub-paragraph 4.2.c.1 and no more than three RTO Directors within the same region shall be elected; and,
- 4.2.d Any Director elected must be a senior staff member, officer, director or manager of a CUS, RTO or DMO.
- 4.3 Active Members shall be provided with a list of suggested individuals to be elected at least thirty days prior to the annual general meeting provided that the persons so named in the list have given their consent. The Association shall solicit the names of suggested persons from the Active Members.



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- 4.4 The Board may appoint advisors to the Board. Advisors should be the Designated Representative of any Active Member, Associate Member and/or Honourary Life Member. These advisors are referred as ("Honourary Directors") and have no voting rights within the Board. The term for the appointed Honourary Director is one year.
- 4.5 The applicants for incorporation are the first Directors of the Association.
- 4.6 Each elected Director shall hold office for a term of two years.
- 4.7 Retired Directors are eligible for re-election or re-appointment as the case may be.
- 4.8 The office of Director shall be automatically vacated:
 - 4.8.a if a Director has resigned his office by delivering a written resignation to the secretary of the Association;
 - 4.8.b if a Director is found by a court or two medical doctors to be of unsound mind;
 - 4.8.c if a Director becomes bankrupt or suspends payment or compounds with his creditors;
 - 4.8.d if at a special general meeting of members, a resolution is passed by seventy five percent (75%) of the members present at the meeting that he be removed from office;
 - 4.8.e on death;
 - 4.8.f if a Director, without reasonable cause and/or advice, fails to attend 1/3 or more of the Board of Directors Meetings (other than Extraordinary Board Meetings as listed in section 4.15). The board, in the absence of the Director in question, shall determine whether the absence of such Director is reasonable;
 - 4.8.g if a Director fails to attend three or more of the Board of Director Meetings (other than Extraordinary Board Meetings as listed in section 4.15 or due to sickness).
 - 4.8.h if the Director ceases to be a senior staff member, officer, director or manager of a CUS, DMO or RTO; or,
 - 4.8.i if the CUS, DMO or RTO of which a Director is a staff member, officer, director or manager ceases to be an Active Member.
- 4.9 A Director should consider the courtesy towards the Association, all members and fellow Directors by resigning from such office if such Director or the related member is aware of any action, suit or proceedings brought, commenced or prosecuted against the said Director and/or the related member.
- 4.10 If any vacancy shall occur for any reason, the Board by majority vote, may, by appointment, fill the vacancy with another senior staff member, officer, director or manager of member of the Association, which provides similar service to the original member that the vacated Director belongs to.
- 4.11 The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by these By-laws or otherwise authorized to exercise and do.
- 4.12 The Board of Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the



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- right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board may prescribe.
- 4.13 The Board shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.
- 4.14 In accordance with s. 65 of the CCA, the Directors may when authorized by law and by this Bylaws, with the approval of at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the bylaw:
- 4.14.a borrow money upon the credit of the Association;
 - 4.14.b limit or increase the amount to be borrowed;
 - 4.14.c issue debentures or other securities of the Association;
 - 4.14.d pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and,
 - 4.14.e secure any such debentures, or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association. Any such bylaw may provide for the delegation of such powers by the Director as to such officers or Directors of the Association to such extent and in such manner as may be set out in the Bylaws.
- 4.15 There shall be a minimum of four (4) and a maximum of six (6) Board of Directors Meetings per year. The newly elected Board shall meet for their 1st Board of Directors Meeting at the end of Annual General Meeting. The dates of the rest of the Board Meetings shall be confirmed during the first Board meeting. Any extra Board meetings thereafter scheduled will be considered as Extraordinary Board Meeting. Extraordinary Board Meeting may be held at any time and place to be determined by the Directors or Officers provided that 48 hours written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least 14 days prior to the meeting.
- 4.16 The last Extraordinary Board Meeting shall be carried among the current Board during the morning and on the day of Annual General Meeting. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 4.17 Each Director is authorized to exercise one (1) vote. Honourary Directors are not eligible to vote in the Board.
- 4.18 In the situation where there is a tie for casting votes during any Board meetings, the Chair may consult with any Honourary Director present in the meeting for advice. The Chair may exercise a last and decisive vote.



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- 4.19 If all the Directors of the Association consent thereto generally or with respect to a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities that permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.
- 4.20 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.
- 4.21 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such. A Director may however be reimbursed for reasonable expenses incurred by him in the performance of his duties provided that such expenses have been previously approved by the Board. Nothing herein contained shall be construed to preclude any Director from serving the Association as an officer or in any other capacity and receiving compensation therefor.
- 4.22 A retired Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.
- 4.23 The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- 4.24 A quorum for transacting business of the Board is eight (8) Directors.
- 4.25 The President 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; if neither is present, the Directors present may choose one of them to chair the meeting as the situation may require.
- 4.26 Proxy or pre-recorded votes are not allowed.
- 4.27 Every Director shall:
- 4.27.a act honestly and in good faith and in the best interests of the Association;
 - 4.27.b exercise the care, diligence and skill of a reasonably prudent person;
 - 4.27.c not communicate confidential information to anyone not entitled to receive the same;
 - 4.27.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 Association generally, to further or seek to further the Director's private pecuniary or other interest;
 - 4.27.e not use his or her position as a Director to secure special privileges, favours or exemptions for himself or herself personally or any other person;
 - 4.27.f not place himself or herself in a situation where he or she may be under obligation to someone who has business dealings with the Association and who would benefit from special consideration or treatment;
 - 4.27.g not use his or her position to influence a decision to be made by another person to further the Director's private pecuniary or other interest;
 - 4.27.h avoid any situations that could cause any person to believe that he or she may have brought bias or partiality to a question before the Board; and,



- 4.27.i not receive preferential treatment by way of priority access to leads, special rates or presence at trade shows or in programs.
- 4.28 For the purposes of these Bylaws, a Director has a conflict of interest with respect to any matter brought before him or her, while sitting as a member of the Board or otherwise, where the Director has or appears to have a pecuniary interest, as that term is defined in paragraph 4.29 or other interest in a matter which is at variance with the interests of the members of the Association generally.
- 4.29 For the purposes of these Bylaws, "pecuniary interest" means an interest consisting of money, measured in money or related to money (including a financial gain or an avoidance of financial loss) and includes the followings:
- 4.29.a a "direct pecuniary interest" which exists where the pecuniary interest is directly under the control of the Director;
- 4.29.b an "indirect pecuniary interest" which exists where the Director:
- 4.29.b.1 is a shareholder in, or director or senior officer of, a corporation or agency that has a pecuniary interest in the matter;
- 4.29.b.2 is a member of a body that has a pecuniary interest in the matter;
- 4.29.b.3 is a partner or agent of a person who has a pecuniary interest in the matter; or,
- 4.29.b.4 is in the employment of a person or body that has a pecuniary interest in the matter; and,
- 4.29.c a "deemed pecuniary interest" exists where any of the following parties has a pecuniary interest and such pecuniary interest is known to a Director:
- 4.29.c.1 a Director;
- 4.29.c.2 the Director's immediate relatives;
- 4.29.c.3 other boards of directors on which the Director serves;
- 4.29.c.4 community organizations in which the Director participates; or,
- 4.29.c.5 the Director's employer.
- 4.30 When a Director has a conflict of interest with respect to any issue brought before the Board for its consideration, the Director shall:
- 4.30.a immediately inform the other Board members of the conflict of interest and the nature of the conflict of interest;
- 4.30.b absent himself or herself from the room while the issue is under discussion;
- 4.30.c refrain from voting on that issue; and,
- 4.30.d not attempt in any way, whether before, during or after the Board meeting, to influence the voting on any question with respect to the matter.

Article 5: Indemnities to Directors and Others

- 5.1 Every Director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against;
- 5.1.a all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or



- permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- 5.1.b all other costs, charges and expenses which he or she sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own or her willful neglect or default.

Article 6: Officers

- 6.1 The officers of the Association shall be the President, Vice President(s), Secretary and Treasurer. The Board may from time to time appoint or hire Chief Executive Officer (CEO), Chief Operations Officer (COO) and any such other officers as the Board feels suitable.
- 6.2 Officers, with the exception of the Treasurer, CEO and COO, must be Directors.
- 6.3 The officers of the Association shall hold office for one year from the date of appointment or until their successors are appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time.
- 6.4 The President shall:
- 6.4.a wherever possible, preside at all general meetings of the Association and at all meetings of the Board;
 - 6.4.b exercise general supervision and control over Directors and committees of the Association;
 - 6.4.c serve as an ex-officio member of all committees and sub committees;
 - 6.4.d approve the agenda and minutes for all meetings of the Board;
 - 6.4.e be a signing officer of the Association; and,
 - 6.4.f represent the Association or delegate others to represent the Association on appropriate occasions.
- 6.5 The Vice-President shall:
- 6.5.a exercise the powers of the President in the President's absence;
 - 6.5.b be a signing officer of the Association; and,
 - 6.5.c perform such other duties as may be assigned from time to time by the President or the Board.
- 6.6 The Secretary shall ensure that:
- 6.6.a correspondence of the Association is conducted;
 - 6.6.b notices of Meetings of the Association and the Board are issued;
 - 6.6.c minutes of all meetings of the Association and the Board are kept;
 - 6.6.d records and documents of the Association, except those required to be retained by the Treasurer, are kept in safe custody;
 - 6.6.e the Register of Members, insurance policy, trademark, licensing and similar items are maintained;
 - 6.6.f all recording requirements of the CCA are complied with;
 - 6.6.g a minimum of four signing officers are derived after each annual general meeting and the Secretary can also be a signing officer of the Association; and,
 - 6.6.h the common seal of the Society is maintained in safe custody.



- 6.7 The Treasurer shall:
- 6.7.a have the custody of the funds and securities of the Association;
 - 6.7.b keep, or have access to, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association;
 - 6.7.c deposit, or cause to deposit, all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
 - 6.7.d disburse, or cause to disburse, the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association;
 - 6.7.e perform such other related duties as may from time to time be directed by the Board; and,
 - 6.7.f have the right to assign certain clerical duties to someone entrusted provided that such given assignments:
 - 6.7.f.1 do not violate this Bylaws or Act that may govern the Association; and,
 - 6.7.f.2 are not contradictory to any applicable insurance policy of the Association.

Article 7: Execution of Documents

- 7.1 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
- 7.2 The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The Directors may give the power of attorney of the Association to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

Article 8: Committees

- 8.1 The Board may from time to time as it sees fit, appoint committees (temporarily or permanently) whose members will hold their offices at the will of the Board. The Board shall determine the duties and tasks of such committees and may fix any remuneration to be paid to members of such committees.
- 8.2 Members of the committees can be appointed or recruited at the discretion of the Board, providing that committee members are representation from the members of the Association.
- 8.3 Unless otherwise specified in these Bylaws, committees shall consist of at least one Director, Honourary Director or Officer.



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- 8.4 The President shall appoint from among the Board a representative to be the Chair or Vice-Chair of each committee.
- 8.5 The Chair shall chair all meetings of the committee 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; if neither is present, the members present may choose one of them to chair the meeting as the situation may require.
- 8.6 Proxy or pre-recorded votes are not allowed.
- 8.7 The Board, in its sole discretion, may remove any person from a committee.
- 8.8 Meetings of a committee may be held at any time and place to be determined by the Chair of the committee provided that 48 hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. No error or omission in giving notice of any meeting of the committee or any adjourned meeting of a committee shall invalidate such meeting or make void any proceedings taken thereat and any member of a committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 8.9 If all the members of a committee consent thereto generally or with respect to a particular meeting, members of a committee may participate in a meeting of a committee means of such conference by means of telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a member of a committee participating in such a meeting by such means is deemed to be present at the meeting.
- 8.10 A quorum for transaction of business at committee meetings shall be a simple majority of the members of the committee who are present.
- 8.11 Each committee member is eligible for one vote during a committee meeting.
- 8.12 In the situation where there is a tie for casting votes during any committee meetings, the Chair may consult with any Honourary Director, Director or Officer present in the meeting for advice. The Chair may exercise a last and decisive vote.

Article 9: Finances

- 9.1 The signing authority should be any two out of four Directors and/or Officers and any such other person as may be authorized by the Board for the ensuing year. The Board should decide the signing authority during the 1st Board of Directors Meeting. A recommended team of signing officers may be the President, the Vice-President, the Secretary and the Treasurer.
- 9.2 All cheques issued by the Association require the signatures of two signing officers.
- 9.3 The Board shall designate the level of authorization required for budgeted and unbudgeted expenditures.



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- 9.4 The accounts of the Association shall be audited annually by an auditor appointed by the members at the annual general meeting.
- 9.5 The external audited statements of the Association shall be submitted to the annual general meeting.
- 9.6 The fiscal year for all financial accounts of the Association shall be the first day of January to the last day of December of each year.
- 9.7 The books and accounts of the Association shall, within a reasonable time after the end of the fiscal year, be examined and reported upon by the Auditor.
- 9.8 At the discretion of the Board, all books, accounting records and other documents of the Association may be made available for inspection by the Directors, officers and members of the Association at such times and places as the Board may find suitable.

Article 10: Auditor

- 10.1 The members shall, at each annual meeting, appoint an auditor to audit the accounts of the Association for report to the members at the next annual meeting. The auditors shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor.
- 10.2 The remuneration of the auditors shall be fixed or agreed by the Board, as the case may be.

Article 11: Notice

- 11.1 In notifying a member or Director pursuant to these Bylaws, the Association is entitled to rely on the most recent information provided by the member or Director to the Association.
- 11.2 A notice may be given to the Association by delivering it to the business address of the Association, directed to the attention of the President.

Article 12: Parliamentary Authority

- 12.1 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.

Article 13: Special Resolution

- 13.1 A special resolution of the members is a resolution passed by a majority of not less than seventy five percent of the Active Members present and voting at a general meeting of which not less than fourteen days notice stating the general nature, the time and the place of the meeting has been given.



Article 14: Amendment

- 14.1 The Bylaws of the Association not embodied in the letters patent may be repealed or amended bylaws enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the present members at a meeting duly called for the purpose of considering the said Bylaws, provided that the repeal or amendment of such Bylaws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

Article 15: Dissolution and Not-For-Profit Purpose

- 15.1 In the event of the winding up or dissolution of the Association, all the funds and assets of the Association remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Association, including the remuneration (if any) of a liquidator, and after payment to employees of the Association of any arrears of salary or wages, and after the payment of any debts of the Association, 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 members of the Association, 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 Board of the Association to be registered charities having purposes similar to those of the Association.
- 15.2 The Association will operate only as a non-profit organization.