



***BY-LAWs***

***Of***

***Western NL DMO Inc.***

***(the "Organization")***

***Amended September 15, 2020***

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**I. NAME**

1.01 The legal name of the Organization is “Western NL DMO Inc.” and will be commonly referred as “Go Western Newfoundland” for the purposes of destination management for the western Newfoundland region unless otherwise amended from time to time.

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**II. AUTHORITY FOR ACTIVITIES**

2.01 The activities and affairs of the Organization shall be conducted in accordance with the laws of the Province of Newfoundland and Labrador and these By-laws, as amended from time to time.

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**III. REGISTERED OFFICE**

3.01 The registered office of the Organization shall be in the place within Western Newfoundland and Labrador specified in the Articles of the Organization and at such location therein as the Directors may from time to time determine.

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#### **IV. INTERPRETATION**

##### 4.01 Definitions

In the By-laws of the Organization, unless the context otherwise requires:

- (a) “Act” means the Corporations Act, R.S.N.L. 1990, c. C-36, or any statute that may be substituted therefore, as from time to time amended;
- (b) “Board” means the Board of Directors of the Organization;
- (c) “Articles” means Articles of Incorporation filed pursuant to the Act as from time to time amended or restated;
- (d) “By-laws” means this by-law and all other by-laws of the Organization from time to time in force and effect;
- (e) “cheque” includes a draft;
- (f) “Directors” means the Board of Directors of the Organization and “Director” means a member thereof;
- (g) “meeting of members” includes an annual meeting of members and a special meeting of members; and “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

Save as aforesaid, words and expressions defined in the Act have such meanings when used herein. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.

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**V. MISSION AND STATEMENT OF OBJECTIVES**

5.01 The mission of the Western NL DMO Inc. is to support the continued growth and sustainability of the provincial tourism industry through regional marketing, destination development and market readiness initiatives that will attract more visitors, increase length of stay and provide more experiences that are aligned with the Newfoundland and Labrador brand.

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**VI. CORPORATE SEAL**

6.01 The Organization shall have a Corporate Seal that shall be in a form approved from time to time by the Board.

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## **VII. DIRECTORS**

7.01 **Number and Quorum.** The Board of Directors shall comprise of not less than four and not more than seven (7) Directors. The quorum for the transaction of business at any meeting of Directors shall be a simple majority of the Directors in office at the time of the meeting.

- (a) Up to a total of five (5) board representatives will be determined by the geographic areas defined by the Newfoundland & Labrador Regional Economic Zones within the Western Region. Each Zone will have one (1) tourism industry representative as follows:

Economic Zone 6: Nordic Zone

Economic Zone 7: RED Ochre Zone

Economic Zone 8: Humber Economic Zone

Economic Zone 9: Long Range Zone

Economic Zone 10: Marine & Mountain Zone

- (b) There will be up to an additional two Directors considered to be “At Large”.
- (c) In the event of insufficient nominations for industry representatives for any of the geographic areas defined in 7.01(a) then any unfilled positions shall be considered “At Large” solely for the purposes of ensuring that the minimum number of Directors is met.
- (d) Funding partners/interested entities shall be invited to have representatives to attend Board meetings and Annual General Meetings as non-voting participants with observer status only. This will include but not be limited to the Province of Newfoundland and Labrador and the Atlantic Canada Opportunities Agency.
- (e) The Board may, from time to time, invite others to sit on the Board as observers or for particular projects. These observers will not have voting privileges and will not be included into numbers for the Quorum.

- 7.02 **Qualification.** Any person or organization shall be qualified to be or nominate a Director if he or she is 19 years of age or older, is part of a tourism related enterprise and is a member in good standing.
- 7.03 **Nomination.** The Chair and Executive Director shall email to every member a nomination form seeking nomination for positions on the Board of Directors at least 30 days prior to the annual meeting of the members. Persons so nominated shall confirm in writing their acceptance of such nomination.
- 7.04 **Election.** On or before the fourteenth day prior to the annual meeting of the members, the Chair and Executive Director shall cause the final list of candidates and ballots for Director to be circulated electronically to members in good standing with clear instructions that their ballot must be cast in the online election by no later than 12:00 noon on the day which is three days prior to the annual meeting of members.
- 7.05 **Term of Office.** The term of office for each Director shall be two years. Directors can be elected for a maximum of three consecutive terms.
- 7.06 **Vacation of Office.** A Director ceases to hold office if he or she dies, if removed from office by the members, ceases to be qualified for election as a Director, fails to comply with 7.18 Meeting Attendance or resigns. A written resignation of a Director becomes effective at the time it is sent to the Organization or at the time specified in the resignation, whichever is later.
- 7.07 **Removal of Directors.** The members may by ordinary resolution at a special meeting of members remove any Director or Directors from office.
- 7.08 **Vacancies.** Subject to the Act and the restrictions on Directors in these By-laws, a quorum of Directors may fill a vacancy. A Director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.
- 7.09 **Action by Directors.** The Directors shall direct the business and affairs of the Organization. The powers of the Directors may be exercised at a meeting at which a quorum is present, or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors.

- 7.10 **Meeting by Other than in Person.** A meeting of Directors or of a committee of Directors may be held by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in such a meeting by such means is deemed to be present at that meeting.
- 7.11 **Place of Meetings.** Meetings of Directors may be held at any place within or outside of Canada.
- 7.12 **Calling of Meetings.** Notwithstanding the provisions of 7.13(a) meetings of the Directors shall be held at such time and place as the Chairperson shall determine. A majority of the Directors may formally request the calling of a meeting by the Chairperson.
- 7.13 **Notice of Meeting.** Notice of the time and place of each meeting of Directors shall be given forty eight (48) hours before the time of the meeting or by written notice not less than four days before the day of the meeting and except where required by the Act, need not specify the purpose of or the business to be transacted at the meeting. Meetings of the Directors may be held at any time without notice if all the Directors have waived or are deemed to have waived notice.
- (a) **Scheduled Meetings.** Meetings for the Board will be scheduled so that there will be a minimum of eight (8) Board meetings per annum.
  - (b) **Preparation for Meetings.** To ensure adequate preparation and to maximize time spent in meetings, all necessary correspondence will be provided to the Board members at least a week before the meeting where notice allows.
- 7.14 **First Meeting of New Board.** No notice shall be necessary for the first meeting of newly elected Directors held immediately following their election at a meeting of members.
- 7.15 **Adjourned Meeting.** Notice of an adjourned meeting of Directors is not required for those attending the original meeting if the time and place of the adjourned meeting is announced at the original meeting.

- 7.16 **Regular Meetings.** The Directors may appoint a day or days in any month or months for regular meetings and shall designate the place and time at which such meetings are to be held.
- 7.17 **Chairperson.** The Chairperson of the Board, or in his or her absence, the Vice-Chairperson, shall be the Chairperson of any meeting of Directors. If both are absent and the meeting has a quorum, then a Director chosen by the Directors at the meeting shall be the Chairperson.
- 7.18 **Voting at Meetings.** Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes, the chairperson of the meeting, in addition to his or her original vote, shall have a second or casting vote.
- 7.19 **Meeting Attendance.** A Director who is absent from three (3) consecutive meetings without reason or does not attend a minimum of six (6) Board meetings in a fiscal year without reason, as presented to and accepted by the Board will be removed as a Director at the discretion of the Board.
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## **VIII. COMMITTEES**

- 8.01 **Committees of Directors.** The Directors may appoint from among their number one or more committees of Directors and may delegate to them any of the powers of the Directors except those, which under the Act a committee of Directors has no authority to exercise.
- 8.02 **Transaction of Business.** The transaction of business shall follow that described in section 7 for a regular meeting of Directors.
- 8.03 **Advisory Bodies.** The Directors may from time to time appoint such advisory bodies as it may deem necessary.
- 8.04 **Sub-Committees.** The Directors, from time to time, may create sub-committees to deal with various subjects while utilizing outside expertise. At least one (1) Director shall be a member of each of the sub-committees established and be responsible for reporting the progress made back to the Board.
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## **IX. OFFICERS**

- 9.01 **General.** At the first meeting subsequent to the Annual General Meeting the directors shall elect a Chairperson of the Board, a Vice-Chairperson, a Treasurer and may also chose to elect a Secretary and any such other officers as the Directors may determine. The officers so appointed must be members of the Board of Directors.
- 9.02 **Removal from Office.** The Directors may, by ordinary resolution, remove any officer at any time.
- 9.03 **Chairperson of the Board.** The Chairperson of the Board shall, when present, be chairperson of meetings of members and Directors and shall have such other powers and duties as the Directors may determine. The term of the Chairperson of the Board shall be one year.
- 9.04 **Vice-Chairperson.** A Vice-Chairperson shall have such powers and duties as the Directors or the Chairperson may determine and shall act in the place and stead of the Chairperson when the Chairperson is absent from his or her duties or unable to act. The term of the Vice-Chairperson shall be one year.
- 9.05 **Secretary.** The Secretary shall give, or cause to be given, all notices required to be given to Members and Directors. He or she shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings and shall have such other powers and duties as the Directors may determine. The term of the Secretary shall be one year.
- 9.06 **Treasurer.** The Treasurer shall oversee proper books of account and accounting records with respect to all financial and other transactions of the Organization. He or she shall render or cause to render to the Directors when required the financial position of the Organization; and he or she shall have such other powers and duties as the Directors may determine. The term of the Treasurer shall be one year.

- 9.07 **Executive Director.** The Executive Director shall be responsible for the day-to-day operations of the Organization and will implement the policy objectives of the Board of Directors.
- 9.08 **Other Officers.** The powers and duties of all other officers shall be such as the Directors may determine. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Directors or the Chairperson otherwise direct.
- 9.09 **Variation of Duties.** The Directors may, from time to time, vary, add to or limit the powers and duties of any officer.
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**X. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

10.01 **Insurance.** The Organization may purchase and maintain such insurance for the benefit of every Director and officer of the Organization to the extent permitted by the Act and as the Board may from time to time determine.

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## **XI. MEMBERSHIP**

- 11.01 **Eligibility.** Individuals, organizations, or groups with an interest in the hospitality and tourism industry in the Province of Newfoundland and Labrador and, in particular, Western Newfoundland are eligible for membership. Tourism operators shall ensure that their organizations act in a responsible and professional manner including meeting any quality assurance guidelines such as the Tourism Assurance Plan (TAP) and standards as determined from time to time by such influential tourism related bodies within the Province including but not limited to the Department of ~~Tourism, Culture, Industry and Innovation~~ **Tourism, Culture, Arts and Recreation**, the Atlantic Canadian Opportunities Agency and Hospitality Newfoundland and Labrador. Determination of qualified members shall be at the sole discretion of the Board of Directors.
- 11.02 **Fees.** Members of the Organization shall pay membership fees to the Organization to be set at a rate to be determined by the Board of Directors. Membership fees shall be used to further the objectives of the Organization.
- 11.03 **Termination.** The Board of Directors may terminate a membership, at any time during the membership year, in the interests of protecting the reputation of the organization or if a member ceases to meet the eligibility requirements defined in 11.01.
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## **XII. MEETINGS OF MEMBERS**

- 12.01 **Annual Meetings.** The annual meeting of the members shall be held at such place in the Province of Newfoundland and Labrador (or outside Newfoundland and Labrador if all of the members entitled to vote at that meeting so agree) and at such time in each year as the Directors may determine, for the purpose of receiving the minutes of the previous annual general meeting, relevant activity reports and financial statements for the immediately preceding financial year, **electing announcement of incoming** Directors and for the transaction of such other business as may properly be brought before the meeting.
- 12.02 **Other meetings.** The simple majority of Directors or the Chairperson of the Board shall have power at any time to call a special meeting of members to be held at such time and at such place as they may determine.
- 12.03 **Notice of Meetings.** Notice of a meeting of members, including time and place, shall be given not less than twenty-one days nor more than fifty days before the meeting to each member having voting rights at the close of business on the record date for notice and to each Director of the Organization. Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon and shall include the text of any special resolution to be submitted to the meeting.
- 12.04 **Record Date for Notice.** The record date for the determination of members entitled to receive notice of a meeting of members shall be at the close of business on the day immediately preceding the day on which the notice is given.
- 12.05 **Persons Entitled To Be Present.** A meeting of the members shall be open to the public but only those members entitled to vote at the date of record shall vote on any matters brought before the meeting.

- 12.06 **Chairperson and Secretary.** The Chairperson of the Board shall be the Chairperson of any meeting of members. In the absence of the Chairperson then a Director chosen by the Directors at the meeting shall be the Chairperson. If the Secretary of the Organization is absent, the Chairperson shall appoint a person, who need not be a member, to act as Secretary of the meeting.
- 12.07 **Scrutineers.** At each meeting of members one or more scrutineers, who need not be members, may be appointed by a resolution or by the Chairperson with the consent of the meeting.
- 12.08 **Quorum.** The persons present in person and each being entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of members, subject to a quorum of thirty per cent (30%) of members required for any Special Business.
- 12.09 **Right to Vote.** Members of the organization at the close of business on the day immediately preceding the meeting of members have the right to vote at the meeting.
- 12.10 **Proxy Holders.** A member has only one (1) vote and may not vote by proxy.
- 12.11 **Votes to Govern.** Unless otherwise required by the Act at all meetings of members every question shall be decided by a show of hands.
- 12.12 **Adjournment.** The Chairperson of any meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the same from time to time and from place to place. If a meeting of members is adjourned it is not necessary to give notice of the adjourned meeting other than by announcement at the meeting that is adjourned. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.
- 12.13 **Resolution in Lieu of Meeting.** A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been

passed at a meeting of members except where the Act requires the holding of a meeting in respect of the business to be conducted thereat.

12.14 ***Special Business.*** All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, election of Directors and the adoption of the previous minutes, shall be deemed to be special business.

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### **XIII. NOTICES**

- 13.01 **General.** A notice or document required by the Act, the regulations thereunder, the Articles or the By-laws of the Organization to be sent to a member, Director, officer or member of a committee of the Organization may be sent by e-mail addressed to the member, Director, officer or committee member, at his or her latest e-mail address as shown in the records of the Organization. A notice or document if e-mailed to a member or Director of the Organization shall be deemed to have been received on the 1st day after it is sent. If the Organization sends a notice or document to a member in accordance with this section and the notice or document is returned because the member's email address cannot be found or for other such reason, the Organization is not required to send any further notices or documents to the member until he or she informs the Organization in writing of his or her new e-mail address.
- 13.02 **Computation of Time.** In computing the time when a notice or document must be given or sent under any provision requiring a specified number of days' notice of any meeting or other event, the day on which the notice or documents is given or sent shall be excluded and the day on which the meeting or other event occurs shall be included.
- 13.03 **Omission and Errors.** The accidental omission to give any notice or send any document to any member, Director or other person or the non-receipt of any notice or document by any member, Director or other person or any error in any notice or document not affecting the substance hereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.
- 13.04 **Proof of Service.** A certificate of the Secretary or other duly authorized officer of the Organization, or of any agent of the Organization, as to facts in relation to the mailing or delivery or sending of any notice or document to any member or Director of the Organization or to any other person or publication of any such notice or document, shall be conclusive evidence thereof and shall be binding on every member or Director or other person as the case may be.

- 13.05 ***Signature to Notice.*** The signature to any notice is deemed to have been provided as a consequence of the electronic transmission or may be printed or otherwise electronically reproduced thereon.
- 13.06 ***Waiver of Notice.*** Notice may be waived or the time for the sending of a notice or document may be waived or abridged at any time with the consent in writing of the person entitled thereto and such waiver or abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Attendance of any Director at a meeting of the Directors or of any member at a meeting of members is a waiver of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
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#### **XIV. BUSINESS OF THE ORGANIZATION**

- 14.01 **Bank Accounts, Cheques, Drafts and Notes.** The Organization's bank accounts shall be kept in such chartered bank or banks, trust company or trust companies or other firm or corporation carrying on a banking business as the Directors may by resolution from time to time determine. Cheques on bank accounts, drafts drawn or accepted by the Organization, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer or officers, person or persons as the Directors may by resolution from time to time name for that purpose. Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of any one of the Organization's bank accounts by such officer or officers, person or persons, as the Directors may by resolution from time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the Organization's name.
- 14.02 **Execution of Instruments.** The Chairperson, the Treasurer, or any two Directors shall have authority to sign in the name and on behalf of the Organization all duly authorized instruments in writing and any instruments in writing so signed shall be binding upon the Organization. The Board of Directors shall have power from time to time by resolution to appoint any other officer or officers or any person or persons on behalf of the Organization either to sign instruments in writing in general or to sign specific instruments in writing. Any signing officer may affix the corporate seal to any instrument requiring the same. The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contracts, documents, powers of attorney, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, bonds, debentures or other securities, instruments of proxy and all paper writing.
- 14.03 **Fiscal Year.** The fiscal year of the Organization shall terminate on such day in each year as the Board of Directors may from time to time by resolution determine.

**XV. EFFECTIVE DATE**

15.01 This By-law shall come into force and take effect, subject to confirmation by the members in accordance with the Act, upon enactment by the Directors of the Organization.

**ENACTED** by the Board of Directors this 15<sup>th</sup> day of September, 2020.

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**Chairperson**

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**Vice-Chairperson**