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BY-LAWS OF
ABORIGINAL TOURISM ASSOCIATION OF BRITISH COLUMBIA

Here set forth, in numbered clauses, are the by-laws providing for matters related to the Aboriginal Tourism Association of British Columbia.

PART 1
DEFINITIONS, INTERPRETATION AND APPLICATION

1.1 Definitions, Interpretations and Application

In these by-laws, unless the context otherwise requires:

- (a) “Aboriginal Person” means a person of North American Indian (status or non-status), Métis or Inuit ancestry living on or off reserve;
- (b) “Aboriginal Organization” means an Aboriginal non-profit society, or a company or business majority-owned by an Aboriginal person or entity, such as an Indian Band;
- (c) “At Large” means a Board member representing no particular BC Tourism Region but helping to represent all regions as a whole;
- (d) “Board” means the Board of Directors of the Society, including the Officers of the Society for the time being;
- (e) “Director” means a Director of the Society for the time being;
- (f) “Entrepreneur” means an individual who owns his or her own business, assumes the associated financial risks and who undertakes its management;
- (g) “Executive Committee” means the officers of the Society for the time being;
- (h) “In Good Standing” means the status of a Stakeholder, whether Voting, Non-Voting or Honorary, who has fulfilled all responsibilities and obligations, including financial (if applicable), towards AtBC;
- (i) “Visitor Ready” means a company that AtBC has deemed meets the criteria, attached as Appendix A, to determine if a company is ready to work productively with AtBC, including cultural experience approved by the Board;
- (j) “Market-Ready” means a company that AtBC has deemed meets the criteria, attached as Appendix A, to determine if a company is ready to work productively with AtBC, including cultural experience approved by the Board;

- (k) “Export Ready: mean a company that AtBC has deemed meets with criteria, attached as Appendix A, to determine if the company is ready to work productively with AtBC, including cultural experiences approved by the Board;
- (l) “Register of Stakeholders” means the list of Stakeholders and their addresses as recorded by the Society in the Register of Stakeholders;
- (m) “Simple Majority” means 50% plus 1 of the votes;
- (n) “Society” means the Aboriginal Tourism Association of British Columbia;
- (o) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- (p) “Special resolution” means:
 - (i) A resolution passed in a general meeting by a majority of not less than 75% of the votes of those Voting Stakeholders of the Society who, being entitled to do so, vote in person, of which 14 days notice specifying the intention to propose the resolution as a special resolution has been given, or if every member entitled to attend and vote at the general meeting so agrees, at a general meeting of which less than 14 days notice has been given; or,
 - (ii) A resolution consented to in writing by every member of the Society who would have been entitled to vote on it in person;
- (q) “Tourism Service” means any tourism business that is owned and/or governed by Aboriginal people and offers a tourism service directly to the public. It covers the full spectrum of tourism products and services, traditional or contemporary, in all sectors of the industry; adventure, attractions, events and conferences, accommodation, transportation, food and beverage, travel trade and tourism services;
- (r) Wherever reference is made to “Stakeholder”, unless otherwise specified, the term refers to Non-Voting, Voting and Honorary Stakeholders;
- (s) Wherever reference is made to “Stakeholder”, the term “marketing partner” has equal value in the affairs of the Society;
- (t) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

The definitions in the *Society Act* on the date these by-laws become effective apply to these by-laws.

PART 2

NAME AND PURPOSE

2.1 Name

The name of the Society shall be **Aboriginal Tourism Association of British Columbia** as created under the authority of the *Society Act* of the Province of British Columbia and incorporated, as a non-profit organization, under the laws of the Province of British Columbia.

2.2 Purpose

Aboriginal Tourism Association of British Columbia is organized exclusively for non-profit purposes.

The purposes of the Society are:

- (i) to foster the economic advancement and professional development of Aboriginal tourism operators within the Province of British Columbia;
- (ii) to create a united Aboriginal tourism industry and provide a collective voice for Aboriginal tourism operators;
- (iii) to assist Stakeholders to achieve their individual and group marketing objectives;
- (iv) to train, provide information and networking opportunities, and market Aboriginal entrepreneurs and communities in British Columbia who are operating or looking to start a tourism business;
- (v) to support and promote understanding and respect of Aboriginal societies' cultures and traditions and assist with the repatriation of the heritage of First Nations;
- (vi) to develop relationships with other groups and/or regions with similar mandates, such as other tourism societies, First Nations and industry representatives in establishing further positive developments;
- (vii) to improve the socio-economic situation of Aboriginal people through the provision of economic development services to Aboriginal people;
- (viii) to deliver and facilitate economic development initiatives for Aboriginal people;
- (ix) to provide economic development conferences, training and workshops for Aboriginal people;
- (x) to provide economic development advisory services to Aboriginal businesses;
- (xi) to carry on a business that is incidental to the purposes of the Society;
- (xii) to buy, lease, hold, build, operate, develop or improve any real and personal property for the purpose of carrying out the objectives of the Society;
- (xiii) to accept and solicit funds, equipment or other assets by way of gifts, donations, loans or other investments from public or private sources for the carrying out of the Society's purposes;
- (xiv) to operate and maintain a bank account for the sole benefit of the Society; and,
- (xv) to do all such things as are incidental and ancillary to the attainment of the Society's purposes.

PART 3

OFFICE, SEAL, SIGNING AUTHORITY AND RECORDS OF THE SOCIETY

3.1 Head Office

The registered head office of the Society shall be in the City of West Vancouver, in the Province of British Columbia and shall be located therein at such address as the Board of Directors may from time to time determine or in such other city, province and address as the Board of Directors may hereafter determine.

3.2 Corporate Seal

The Directors shall provide a common seal for the Society, and may provide for its use, and they shall have power from time to time to destroy the same and substitute a new seal in the place of the seal so destroyed. The common seal, an impression thereof is stamped in the margin hereof, shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the Chair and Secretary/Treasurer.

3.3 Signing Authority

The Board will authorize any two or more Directors to act as signing authorities for the Society.

3.4 Records

The Board of Directors shall keep all Society books and records at the head office of the Society or at such other place as it shall determine, and such records may be inspected by the Stakeholders between the hours of 12:00 o'clock noon and 2:00 o'clock in the afternoon, Monday to Friday.

PART 4

STAKEHOLDERS

4.1 Definition

Membership of the Society will be replaced with Stakeholder status. Stakeholder status is granted upon the Society receiving a completed Stakeholder application.

The Stakeholders of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become Stakeholders, in accordance with these by-laws, and in either case, have not ceased to be Stakeholders.

4.2 Eligibility

Any person or organization may apply to the Society to become a Stakeholder, subject to meeting all aspects of the criteria as laid out for that Stakeholder category. Upon receipt of an application, the Board of Directors of the Society will designate a representative or a Committee to evaluate the application for acceptance. If the application is accepted, the

applicant will become a Stakeholder and shall maintain the conditions of Stakeholder status as set out in these by-laws.

4.3 Categories of Stakeholder

There shall be three (3) categories of Stakeholders, namely Non-Voting, Voting, and Honorary:

(I) **Non-Voting Stakeholders**

The Board shall, upon application, admit as Non-Voting Stakeholder any business or individual persons who

- (a) in the opinion of the Board,
 - (i) is duly qualified to represent any Business, Municipality, City, Town, Village, District, Regional District, Chamber of Commerce and Convention and Visitor Bureau functioning within the geographical boundaries of the Province of British Columbia; or,
 - (ii) is a tourist-oriented business, organization, association (incorporated or otherwise) or person functioning within the Province of British Columbia; and,
- (b) subscribes to, and is willing to work on behalf of, the purpose of the Society as set forth in the by-laws.

(II) **Voting Stakeholders**

The Board shall, upon application, admit as Voting Stakeholder any Aboriginal tourist-oriented business, organization, association (incorporated or otherwise) or Aboriginal entrepreneur that:

- (a) has already gained Non-Voting Stakeholder status;
- (b) is Market-Ready or Export Ready
- (c) is compliant with AtBC quality assurance and authentication standards; and,
- (d) subscribes financially to at least one Marketing Initiative of the Society.

A voting stakeholder must be at least 51% Aboriginal ownership.

The Voting status is earned upon the Non-Voting Stakeholder subscribing to a Marketing Initiative of the Society for a period of twelve (12) months following the subscription. A Voting Stakeholder in good standing shall be entitled to one (1) vote per Stakeholder per every issue put to vote at all General Meetings of the Society.

(III) **Honorary Stakeholder**

- (i) An Honorary Stakeholder is an individual (such as an elder) or an organization that has contributed significantly to the pursuit of the Society's purposes.
- (ii) An individual or an organization may be nominated as an Honorary Stakeholder by the Board. A nomination of an Honorary Stakeholder must be passed by a resolution of the Stakeholders at either an Annual General Meeting or a General Meeting of the Society. An Honorary Stakeholder may be appointed for one (1) year or for life. An Honorary Stakeholder has the same rights as a Non-Voting Stakeholder.

4.4 Representation

An Aboriginal Organization shall, by notice in writing to the Society, appoint an owner, partner, director, officer, member, employee, or elected representative, as the case may be, (Designated Representative) to act on its behalf in all matters relating to the Society. The Designated Representative is entitled to speak and, in the case of Voting Stakeholders, vote, and in all other respects exercise the rights of a Stakeholder of the Society and that Designated Representative shall be reckoned as a Stakeholder for all purposes with respect to a General Meeting or an Annual General Meeting. For greater certainty, a person can be a Designated Representative for only one Stakeholder.

4.5 Resignation

The Stakeholder status of a Stakeholder shall cease upon:

- (a) Delivery of the Stakeholder's resignation in writing to the Board or by mailing, faxing or delivering it to the address of the Society;
- (b) On having been a Stakeholder not in good standing for 12 months;
- (c) On being expelled;
- (d) In the case of an Aboriginal Organization, its dissolution or winding up; or
- (e) In the case of a person, on his or her death.

Resignation shall not relieve a Stakeholder of unpaid dues, or other charges previously accrued.

4.6 Suspension

Any Stakeholder that is found not to comply with the terms inherent with his/her Stakeholder status, including non-payment of any outstanding invoices, will be notified in writing by the Board of Directors, and requested to take appropriate corrective actions. Provided that corrective action is taken, no suspension action is necessary.

If the subject Stakeholder does not initiate the corrective actions requested, or come to some agreeable arrangement for correction, and so advise the Board of Directors in writing within thirty (30) days of being notified, the Board of Directors shall suspend the Stakeholder's status until it receives notice satisfactory to it of completion of said actions. If the Stakeholder does not or cannot comply with the terms inherent with his/her Stakeholder status within a further sixty (60) days from the date the original corrective action was requested, the Board will undertake steps to terminate the Stakeholder's status.

4.7 Termination

Any Stakeholder can have his/her Stakeholder status terminated by a majority vote of the Voting Stakeholders. The termination may be effected only by special resolution of the Voting Stakeholders passed at a General Meeting or an Annual General Meeting. The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The Stakeholder who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a General Meeting or an Annual General Meeting before the special resolution is put to a vote. All instances of termination will be publicized by the Board of Directors to all Stakeholders.

4.8 Appeal

The Stakeholder who is the subject of the proposed suspension or termination of his/her Stakeholder status has the right to appeal his/her case in writing to the Board of Directors within thirty (30) days of receiving the notice advising that the Stakeholder's status is suspended and that his/her Stakeholder status may be terminated.

If an appeal is not made or corrective action satisfactory to the Board of Directors is not taken within the thirty (30) day period referred to in Point 4.6, the Board of Directors will undertake steps to terminate the Stakeholder's status.

4.9 Good Standing

All Stakeholders are in good standing when they have fulfilled the requirements inherent with their Stakeholder status. A Non-Voting Stakeholder is not in good standing if he/she has failed to complete the application form duly. A Voting Stakeholder is not in good standing if he/she failed to complete the application form duly or has failed to pay his/her annual subscription to a Marketing Initiative or debt due and which is owed by him/her to the Society. Stakeholders are not in good standing so long as the application forms are unduly completed or, in the case of Voting Stakeholders, the debt remains unpaid.

4.10 Obligations

Every Stakeholder of the Society shall uphold the Constitution and comply with these by-laws.

PART 5 VIOLATION OF ETHICS

5.1 Investigation

Any Stakeholder suspected of violating the Constitution, by-laws or Code of Ethics of the Society shall be investigated by a Hearing Board of the Society (refer to Appendix B for the Society's Code of Ethics).

5.2 Appointment of the Hearing Board

The Hearing Board which shall hear the case and present a report upon charges against an accused Stakeholder shall be chosen from among the available past Chairpersons of the Society. Each Hearing Board will be appointed by the Chairperson of the Society and will be specific to a particular case. Those Voting Stakeholders appointed to the Hearing Board will continue to serve until the case assigned to that Hearing Board has been finalized and a recommendation to the Board of Directors made.

5.3 Voting

The Board of Directors shall vote on a course of action (including termination of the Stakeholder's status within the Society and his/her expulsion from the Society) as pertains to that Stakeholder only upon the recommendation of a Hearing Board appointed to hear the accusation and the defense.

5.4 Termination of the Stakeholder Status

Any Stakeholder who has been found guilty of a charge of violating the Constitution, by-laws or Code of Ethics of the Society may be expelled by the affirmative vote of the simple majority (50% plus 1) of the Voting Stakeholders serving on the Board of Directors after being given the opportunity to be heard.

PART 6

MEETINGS OF THE STAKEHOLDERS

6.1 General Meeting

Every meeting of the Society, other than an Annual General Meeting, is a General Meeting.

General Meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Board may decide.

The Board may, whenever it thinks fit, convene a General Meeting.

6.2 Annual General Meeting

The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

PART 7

PROCEEDINGS AT GENERAL MEETINGS

7.1 Purpose

At any meeting of the Voting Stakeholders, subject to the provisions relating to notice set out below, and in furtherance of the purposes set out in the Constitution, resolutions may be passed directing the Board to exercise any power, duty or function that is conferred upon the Board by the Constitution or by these by-laws. Without limiting the generality of the foregoing, a meeting of the Voting Stakeholders may direct the Board respecting the creation of and the duties of any Standing Committee, Subcommittee, or Task Force, including the Voting Stakeholders to be appointed thereto.

7.2 Presiding over a Meeting

Subject to by-law 7.3, the Chairperson of the Society, the Co-Chairperson, or in the absence of both, one of the Directors present shall preside as the Chairperson of a General Meeting or an Annual General Meeting.

7.3 Electing a Chairperson for a Meeting

If at a General Meeting or an Annual General Meeting:

- (a) There is no Chairperson or Co-Chairperson or other Director present within 30 minutes after the time appointed for holding the meeting, or
- (b) The Chairperson, Co-Chairperson and all the other Directors present are unwilling to act as Chairperson,

the Voting Stakeholders present shall choose from among themselves one of the Voting Stakeholders to act as the Chairperson for that meeting.

7.4 Special Business

Special business is:

- (a) All business transacted at a General Meeting, except the adoption of rules of order, and,
- (b) All business transacted at an Annual General Meeting, except:
 - (i) The adoption of rules of order;
 - (ii) The consideration of the financial statements;
 - (iii) The report of the Board;
 - (iv) The report of the Auditor, if any;
 - (v) The election of Directors;
 - (vi) The appointment of the Auditor, if required, and,
 - (vii) Such other business as, under these by-laws, ought to be transacted at an Annual General Meeting.

7.5 Voting

All decisions to be made by the Board of Directors at a General Meeting or the Annual General Meeting will be put to vote to all Voting Stakeholders present at the meeting (whether in person or by proxy). Voting will be by show of hands or, in the case of a Voting Stakeholder not being able to attend and who informed at least one Director about his absence prior to the meeting, by proxy or by mailing in the vote or, if so determined by the Chairperson, by secret ballot.

7.6 Exclusions

No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a General Meeting or an Annual General Meeting at a time when a quorum is not present.

7.7 Quorum

A quorum is 50% of Voting Stakeholders present at the General Meeting or the Annual General Meeting (whether in person or by proxy).

7.8 Lack of a Quorum

If at any time during a General Meeting or an Annual General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

7.9 Polls

Polls shall be governed by Robert's Rules of Order.

7.10 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

7.11 Notification

Where a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

7.12 Exceptions to Notification

Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

7.13 Seconding a Resolution

A resolution proposed at a meeting shall be seconded. The Chairperson of a meeting may not move or second a resolution.

7.14 Voting on Resolutions

Each ordinary resolution proposed at a General Meeting or an Annual General Meeting shall require an affirmative vote by simple majority (50% plus 1 of the votes) of the Voting Stakeholders in order to pass.

7.15 Limitations on Voting Powers

The Chairperson shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a Voting Stakeholder and the proposed resolution shall not pass in the case of a tie vote.

7.16 Voting Privileges

A Voting Stakeholder in good standing present at a General Meeting or an Annual General Meeting is entitled to one vote.

7.17 Voting by Proxy

Voting by proxy is permitted. At least one member on the Board of Directors must be informed of the Voting Stakeholder's desire to be represented at a General Meeting or the Annual General Meeting prior to the meeting taking place.

PART 8 NOTICE TO STAKEHOLDERS

8.1 Entitlement

Notice of a General Meeting or Annual General Meeting of the Society shall be given to:

- (a) Every Stakeholder shown on the Register of Stakeholders on the day notice is given; and,
- (b) The Auditor, if “Part 21 Auditor” applies.

8.2 Exclusion

No other person is entitled to receive notice of a General Meeting or an Annual General Meeting of the Society.

8.3 Contents

Notice of a General Meeting or an Annual General Meeting shall specify the place, the day and the hour of the meeting and, in the case of special business, the notice will outline the general nature of that business.

8.4 Notification Period

The Board shall give not less than 14 days written notice of a General Meeting or Annual General Meeting of the Society to its Stakeholders but those Stakeholders may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

8.5 Method of Notification

A notice may be given to a Stakeholder either personally, via email, facsimile or by mail addressed to him/her at his/her registered address.

8.6 Confirmation of Receipt

A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email or facsimile transmission shall be deemed to be given on the day it is transmitted if the notice is transmitted before 4:00 p.m. on a weekday, or on the next day that is not a Saturday, Sunday or holiday, if the document is transmitted after 4:00 p.m. on a weekday.

8.7 Omission

The accidental omission to give notice of a General Meeting or an Annual General Meeting to, or the non-receipt of a notice by, any of the Stakeholders entitled to receive notice does not invalidate proceedings at a General Meeting or an Annual General Meeting.

PART 9

DIRECTORS AND OFFICERS

9.1 Definitions

The Chairperson, Co-Chairperson, Secretary and Treasurer are the Officers of the Society. Collectively, they form the Executive Committee.

9.2 Election

The Directors shall elect among themselves the Officers of the Society at the first Board meeting following the Annual General Meeting when they were elected.

PART 10

DUTIES OF THE OFFICERS OF THE SOCIETY

10.1 Chairperson

The Chairperson shall:

- (a) Preside at all meetings of the Society and of the Board;
- (b) Be the Chief Executive Officer of the Society in the absence of a staff member acting in the role of the Chief Executive Officer as per the Society's organizational chart or revised organization chart; and
- (c) Supervise the Secretary-Treasurer in the execution of his/her duties.

10.2 Co-Chairperson

The Co-Chairperson will assume the duties of the Chairperson in his/her absence.

10.3 Secretary

The Secretary shall or ensure that Society staff:

- (a) Conduct the correspondence of the Society;
- (b) Issue notices of meetings of the Society and Board;
- (c) Keep minutes of all meetings of the Society and Board,
- (d) Circulate minutes of all meetings of the Board at least one week prior to the next meeting of the Board;
- (e) Have custody of all records and documents of the Society;
- (f) Have custody of the common seal of the Society; and
- (g) Maintain the Register of Stakeholders.

10.4 Treasurer

The Treasurer shall or ensure staff of the Society:

- (a) Keep such financial records, including books of account, as are necessary to comply with the Society Act; and,
- (b) Render financial statements to the Directors, members and others when required.

PART 11

BOARD OF DIRECTORS

11.1 Purpose

The purpose of the Board of Directors is to manage the affairs of the Society. The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to the provisions of:

- (a) All laws affecting the Society;
- (b) These by-laws; and,
- (c) Rules, not being inconsistent with these by-laws, which are made from time to time by the Society in a general meeting.

11.2 Validity of the Board's Acts

No rule, made by the Society in a General Meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.

PART 12

DUTIES OF THE BOARD OF DIRECTORS

12.1 Professional Duties

The duties of the Voting Stakeholders elected to the Board of Directors will be to manage the affairs of the Society and, without limiting the generality of the foregoing, the Directors of the Board will:

- (a) Act honestly and in good faith and in the best interests of the Society;
- (b) Exercise the care, diligence and skill of a reasonably prudent person in exercising power and performing functions as a Director;
- (c) Develop and adopt policies and procedures governing all aspects of the Society including staff employment, management, and administration;
- (d) Advise the Members of the Society on activities of the Society and make recommendations to the members for their consideration and action; and,
- (e) Oversee the management of funds of the Society and raise funds for the Society.

12.2 Professional Commitment

The Stakeholders elected to the Board of Directors will:

- (a) Conduct themselves in a responsible and courteous manner in all affairs where they are representing the Society;
- (b) Endeavor to attend and participate in all Board meetings;
- (c) Endeavor to work with the Board in all Society affairs; and

(d) Will conduct themselves in a legal, professional and ethical manner.

12.3 Attendance

The Directors are reasonably required to attend all Board meetings. A Director may be absent from Board meetings if notice is given to the Board and arrangements are made to ensure that the Director is informed of transacted Board. A Director shall not be absent for more than three consecutive meetings of the Board without reasonable excuse or unless authorized by the Board. Failure to meet all his/her obligations will result in that Director being asked to resign.

PART 13

NOMINATION AND ELECTION TO THE BOARD OF DIRECTORS

13.1 Number of Directors

The number of Directors shall be twelve (12) or such greater number as may be determined from time to time at an annual general meeting or general meeting.

13.2 Eligibility

Persons can be nominated as Directors only if they are Voting Stakeholders of the Society in good standing.

Retiring Directors are eligible to be re-elected for a further term.

13.3 Required Credentials

All candidates for Board Membership shall possess the following credentials:

- (a) A commitment to the mission of AtBC;
- (b) Knowledge and skills in areas of Board Governance, Policy, Finance, Programs, Human Resources and Public Relations;
- (c) A commitment to attend Board Meetings, Committee Meetings and Annual General Meetings;
- (d) A commitment to attend Board Orientation, Strategic Planning and other workshops/training programs necessary for Board development as determined by the Board;
- (e) A willingness to serve on one or more Committees; and,
- (f) The capability and willingness to hold a portfolio.

13.4 Nominating Committee

The Governance Committee will act as the Nominating Committee. The Committee shall meet and prepare a slate of nominations for the ensuing year. This slate may include only Voting Stakeholders of the Society that are in good standing. In preparing the said slate, the Nominating Committee shall be subject to the provision of this by-law and the direction of the Board as to the number of Voting Stakeholders at large, which are to be elected, for the ensuing year.

13.5 Nominations for the Board of Directors

Not less than fourteen (14) days prior to the Annual General Meeting of the Stakeholders, the Nominating Committee shall present nominations of Voting Stakeholders of the Society in good standing to the Board. The names of all such nominees shall be forwarded to all Voting Stakeholders of the Society at least seven (7) days prior to the Annual General Meeting of the Stakeholders.

13.6 Election Criteria

The Directors will be elected by the Voting Stakeholders of the Society in accordance with Appendix C of the AtBC by-laws on the following basis:

- (a) Six (6) Directors will represent designated geographical tourism regions in British Columbia as determined by the Board (refer to Appendix D for an illustration of the BC Regions);
 1. Vancouver Island
 2. Vancouver, Coast and Mountains
 3. Thompson Okanagan
 4. Kootenay Rockies
 5. Cariboo, Chilcotin Coast
 6. Northern British Columbia
- (b) Six (6) Directors will be At-Large;
- (c) The Directors may also include the former Board of Director Chairperson as an “ex-officio” Stakeholder. An “ex-officio” Stakeholder will be elected by the Board of Directors for a two-year term and will be subject to the terms established by the Board of Directors. The Board of Directors will provide full voting privileges to the “ex-officio” Stakeholder; and,
- (d) The Board may also appoint a Non-Voting ex-officio Stakeholder(s) to provide professional support for the future development of the Society.

13.7 Term of Office

The term of a Director is two years.

13.8 End of Term

At the end of their term, the Directors shall retire from office at the annual general meeting and their successors shall be elected.

13.9 Filling a Vacancy

The Board may at any time and from time to time appoint a Voting Stakeholder as a Director to fill a vacancy in the Board for an interim period until a General Meeting is held to fill the Director vacancy.

13.10 Removal of a Director

The Voting Stakeholders may, by special resolution, remove a Director before the expiration of his or her term of office, and may elect a successor.

13.11 Validity of Acts and Proceedings

No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office.

PART 14

MEETINGS OF DIRECTORS

14.1 Frequency of Meetings

The Board shall attempt to meet once a month on a regularly scheduled date to conduct business but, in any event, the Board must meet at least quarterly.

14.2 Place of Meetings

The Board may meet together at such places as the Board members think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

14.3 Calling a Meeting

The Chairperson or Secretary may at any time convene a meeting of the Board. One weeks' notice, including an agenda, of a Directors meeting must be provided, unless the Directors unanimously agree to waive the notice period.

14.4 Quorum

The Board may, from time to time, fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be simple majority of the Directors then in office.

14.5 Appointment of the Chairperson

The Chairperson of the Society shall act as the Chairperson of all meetings of the Board, but if at any meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chairperson or one of the Directors present shall act as the Chairperson.

14.6 Appointment of the Secretary

In the absence of the Secretary from a meeting, the Board shall appoint another person to act as Secretary at the meeting.

14.7 Notification

For a first meeting of the Board held immediately following the election of a Director or Directors at a General Meeting or an Annual General Meeting of the Stakeholders or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to provide notice of the meeting to the newly appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Board is present.

14.8 Delegation of Power

The Board may delegate by resolution any, but not all, of the Board's powers to Committees consisting of such Director(s) and Voting Stakeholders as the Board members think fit. In special circumstances, Non-Voting Stakeholders or non-Stakeholders may be appointed by the Board to Committees.

14.9 Committee's Responsibilities

A committee formed to exercise delegated powers of the Board shall conform to any rules that may from time to time be imposed on it by the Board, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.

14.10 Electing the Chairperson of a Committee

A committee shall elect a Chairperson of its meetings; but if no Chairperson is elected, or if at any meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Committee members may choose one of their numbers to act as the Chairperson of the meeting.

14.11 Frequency of Committees' Meetings

The members of a Committee may meet and adjourn, as they think proper.

14.12 Decisions

Questions arising at any meeting of the Board and Committees shall be decided by consensus. In event consensus cannot be reached after 15 minutes of discussion, the resolution in question shall be decided by a majority of votes.

14.13 Seconding a Resolution

A resolution proposed at a meeting of the Board or Committee shall be seconded and the Chairperson of a meeting may move or propose a resolution.

14.14 Validity of Resolutions

A resolution in writing, signed by all the Directors and placed with the minutes of the Board meetings is as valid and effective as if regularly passed at a meeting of the Board.

PART 15

COMMITTEES AND TASK FORCES

15.1 Standing Committees as Required

The AtBC Board may establish four Committees of the Society as required:

- (a) Governance Committee
- (b) Marketing Committee
- (c) Finance Committee
- (d) Audit Committee

15.2 Terms of Reference

The terms of reference for each of the above committees shall be defined within the Board Operations Manual.

15.3 Special Committees and Task Forces

The Board may, from time to time, appoint such Special Committees and/or Task Forces as may be deemed fit. No policies shall be initiated and no action shall be taken by any Committee and/or Task Force without the prior approval of the Board, who may delegate

any, but not all, of its powers to such Committee and/or Task Force. All Special Committees and/or Task Forces so formed shall consist of at least one (1) Board member, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board after it has been done.

The terms of reference for each of the above special committees and/or task forces shall be defined by the Board and attached to the Board's minutes.

PART 16

CONFLICT OF INTEREST

16.1 Professional Commitment

Every Director shall:

- (a) Act in the best interest of the Stakeholders of the Society
- (b) Not communicate confidential information to anyone not entitled to receive confidential information;
- (c) Not use information, confidential or otherwise, that is gained in the execution of his or her office and is not available to the Stakeholders of the Society generally, to further or seek to further a Director's private pecuniary or other interest;
- (d) Not use his/her position as Director to secure special privileges, favours or exemptions for himself/herself personally or for any other person;
- (e) Not place himself/herself in a situation where he/she may be under obligation to someone who has business dealings with the Society and who could benefit from special consideration or treatment;
- (f) Not use his/her position to influence a decision to be made by another person to further the Director's private pecuniary or other interest;
- (g) Avoid any situations that could cause any person to believe that he/she may have brought bias or partiality to a question before the Board.
- (h) Not participate in decisions from which he/she could benefit financially or materially;
- (i) Regard benefits accruing to immediate family as if the Director in question were to benefit;
- (j) Not use his/her position or information obtained therefrom to provide an unfair advantage to himself/herself, including cases involving grants for funding and other approvals and appointments.

16.2 Professional Duties

A Director will be deemed to be in a conflict of interest and will immediately vacate his/her position he or she votes on a proposal in which he/she is directly or indirectly involved. With respect to any issue brought before the Board or Executive Committee to recommend or approve the Society's participation in a specific contract, transaction, or market development program where any Director has a conflict of interest, the Director shall:

- (a) Immediately disclose in writing to the Chairperson of the Board or to the Executive Committee that the conflict of interest exists and indicate the nature of the conflict;

- (b) Absent himself/herself from the room while the issue is under discussion; however, if such person must remain in meetings in order to fulfill his/her administrative responsibilities, he/she shall not participate in any discussion regarding the application or other issue that has given rise to the conflict of interest;
- (c) Refrain from voting on the issue; and,
- (d) Not attempt in any way, whether before, during or after the meeting, to influence the voting on any question in respect of the matter.

PART 17

CONFLICT RESOLUTION

17.1 Professional Commitment

The Directors will work together to ensure that conflicts are avoided.

17.2 Professional Duties

In the event that a conflict arises, the Directors agree to follow the following steps:

- (a) First attempt to resolve the issue amicably;
- (b) If necessary, the Chairperson shall schedule a conference call among all of the Directors so that the issue can be discussed and a solution arrived at;
- (c) If the matter is not resolved amicably or through a Board conference call, the Directors agree to appoint a Mediator;
- (d) The Mediator will assist the Directors in reaching a mutually satisfactory outcome;
- (e) If an agreement is not reached, the Directors agree to allow the Mediator to make a final determination on the matter, based on AtBC policy, practice and the principles of fairness; and,
- (f) The Mediator or the Chairperson shall prepare a memo of the resolution of the conflict in writing to be provided to all of the Stakeholders serving on the Board of Directors and to all employees of the Society.

PART 18

CONTRACTS

18.1 Execution of Contracts

Contracts, documents or instruments in writing approved by the Board and requiring the signature of the Society may be signed by any two of the following: the Chairperson, Chief Executive Officer, the Vice-Chairperson, and Treasurer. All contracts, documents or instruments in writing so signed shall be binding upon the Society without further authorization or formality, unless the Board otherwise directs. No such contracts, documents or instruments in writing shall be signed by any Officer of the Society unless approved by the Board.

18.2 Seal

The seal of the Association may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid by any officer or officers, person or persons, authorized as aforesaid by resolution of the Board.

PART 19

FINANCE

19.1 Current Operating Account

The current operating account shall be maintained in such chartered bank, credit union or trust company as designated by the Directors. All current operating incomes and dues received shall be deposited in this account, out of which normal operating expenses shall be paid. The Secretary-Treasurer shall present a financial report at each General Meeting of the Board of Directors.

19.2 Savings Account

The Board may maintain savings accounts or invest in short term bank deposits as may be advantageous to the Association. The Board shall insure that all conditions of deposit have been adhered to.

19.3 Signing Authority

The signing authorities at all bank accounts shall be any two (2) of: the Chief Executive Officer, the Chairperson, the Vice-Chairperson, the Secretary, the Treasurer and, by Board approval, a staff member with appropriate accreditation.

19.4 Borrowing

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society and subject to the provisions of the Society Act, raise or secure the payment or repayment of money in such manner as the Board decides and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

19.5 Issue of Debentures

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

19.6 Borrowing Powers

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

19.7 Limit on Borrowings

In order not to restrict future Boards, the total amount of loans each year must not exceed the income of the Association for that fiscal year.

19.8 Financial Records

The finances of the Society shall be under the control of the Treasurer who shall be responsible for the maintaining of proper accounting records and insure that all monies of the Society shall be kept on deposit in a chartered bank, credit union or trust company.

19.9 Presentation to Stakeholders

The Treasurer of the Society shall present the financial statements of the Society to all Stakeholders at the Annual General Meeting. The Auditor(s) appointed by the Board shall first approve all financial statements.

PART 20
FISCAL YEAR

20.1 Period

The fiscal year for the Society shall be April 1 to March 31.

PART 21
AUDITOR

21.1 Applicability

This part applies only where the Society is required or has resolved to have an Auditor.

21.2 Appointment of the First Auditor

The first Auditor shall be appointed by the Board who shall also fill all vacancies occurring in the office of the Auditor.

21.3 Appointment of Subsequent Auditors

At each Annual General Meeting, the Society shall appoint an Auditor to hold office until he/she is re-elected or his successor is elected at the following Annual General Meeting.

21.4 Qualifications

An Auditor so appointed under this section must be a member of an accredited professional accounting body in good standing.

21.5 Exclusions

No Director and no employee of the Society shall be the Auditor.

21.6 Participation to General Meeting

The Auditor may attend General Meetings.

21.7 Removal of an Auditor

An Auditor may be removed by ordinary resolution.

21.8 Notification

An Auditor shall be informed forthwith in writing of his/her appointment or removal.

PART 22

BY-LAWS

22.1 Availability

On being admitted to the Society, each Stakeholder (whether Voting, Non-Voting or Honorary) is entitled to, and the Society shall give him/her, without charge, a copy of the Constitution and by-laws of the Society.

22.2 Modifications

These by-laws shall not be altered or added to except by special resolution.

Appendix A

AtBC Stakeholder Criteria

Non-Voting Stakeholders

Honorary Stakeholder

- Aboriginal Elder interested in the Aboriginal cultural tourism industry.
- Aboriginal or non-Aboriginal Business or Organization interested in support the Aboriginal cultural tourism industry.

Start Up Phase

- Aboriginal Communities or Entrepreneurs exploring Aboriginal cultural tourism as an economic development opportunity

Visitor Ready

Tourism business is operational and meets Visitor Ready criteria.

Criteria

These criteria are used to determine if a tourism supplier is ready to offer ‘visitor ready’ product to consumers.

- ✓ Maintain good standings of all applicable business licenses, insurance and legislative requirements.
- ✓ Maintain staffed business location with a set schedule of operating hours.
- ✓ Provide a telephone number or email contact year round. When close during the off season, provide automated response through voicemail or email.
- ✓ Have branded on-site location.

Voting Stakeholders

AtBC Market-Ready Criteria

AtBC strives to meet tourism industry standards nationally and internationally and will deem an Aboriginal cultural tourism business Market-Ready if the following criteria:

- Can demonstrate and provide support to substantiate 51% Aboriginal ownership (either as an individual Aboriginal entrepreneur or Aboriginal community owned enterprise)
- Has successfully completed the AtBC quality assurance and authentication program requirements that will address a number of factors including the following but not limited to:
 - ✓ Meet with Visitor Ready Standards.
 - ✓ Be in business for a least one year, with a proven track record for safety and professional operation.
 - ✓ Provide a published pricing policy.
 - ✓ Have a published consumer billing, payment and cancellation policy.
 - ✓ Have marketing material such as brochures or rack cards.
 - ✓ A full operational website that accurately reflects your business.
 - ✓ Subscribe to social media i.e. facebook, Twitter.

- ✓ Subscribe to a travel advisory site i.e. TripAdvisor.
- ✓ Have site based parking in close proximity.
- ✓ During operating season, maintain a 24 – 48 hour response time, or less, to inquiries and a 24 hour response time to reservation/booking requests.
- ✓ Be prepared to communicate and accept reservations by telephone, fax and/or e-mail and provide same day confirmation of booking arrangements.
- ✓ Have high resolution images for promotional purposes.
- ✓ Have frontline staff trained in customer service (such as FirstHost/WorldHost or equivalent customer service training programs).
- ✓ Be an active AtBC Marketing Stakeholder and eligible to become a stakeholder of your local tourism association.

AtBC Export Ready Criteria

AtBC strives to meet tourism industry standards nationally and internationally and will deem an Aboriginal cultural tourism business Export-Ready if the following criteria:

- Can demonstrate and provide support to substantiate 51% Aboriginal ownership (either as an individual Aboriginal entrepreneur or Aboriginal community owned enterprise)
- Has successfully completed the AtBC quality assurance and authentication program requirements that will address a number of factors including the following but not limited to:
 - ✓ Must meet Visitor and Market Ready Standards.
 - ✓ Demonstrate an adequate budget and marketing plan that includes international tourism operators.
 - ✓ Understand the roles played by receptive tour operators, tour operators, travel wholesalers and retail travel agents and understand rack and retail pricing, agent commissions and wholesale net rates at each level.
 - ✓ Be willing to include receptive tour operators in your marketing and sales plans and provide contracted wholesale rates to receptive tour operators.
 - ✓ Provide detailed pricing and program information to tour operators and wholesaler at least one year in advance of selling season.
 - ✓ Be prepared to set up billing arrangements with the tour operator, wholesale agency, or receptive tour operators.
 - ✓ If you plan to pursue group business, ensure you are able to accommodate and adapt to the needs of the market (i.e. bus parking, washroom facilities, maximum group size, group pricing and frontline staff that speak the language of your target markets).
 - ✓ Carry adequate insurance (ask your receptive tour operator if you can be added to their policies at a nominal cost).
 - ✓ Provide support (free or reduced rates) for international media and travel trade familiarization tours.
 - ✓ Offer currency exchange rates consistent with industry norms.

Appendix B

Aboriginal Tourism Association of British Columbia

Code of Ethics

Corporate Commitment

Aboriginal Tourism Association of British Columbia (“the Society” or “AtBC”) is committed to conducting business with the highest integrity and in accordance with applicable laws, rules and regulations. The policies outlined in this Code of Ethics are designed to ensure that the Society’s Employees, Officers, Directors and Stakeholders who act on behalf of the Society participate in, and foster, a culture of transparency, integrity and honesty in the Society. Every Director, Officer, Employee and Stakeholder who acts on behalf of the Society is required to review this Code of Ethics and be aware of the laws that are applicable to the Society’s business.

Adherence to the Code of Ethics

This Code of Ethics provides rules and procedures to help the Society’s Employees, Officers, Directors and Stakeholders who act on behalf of the Society recognize and respond to situations that present ethical issues. The Code of Ethics applies to all of Employees, Officers, Directors and Stakeholders who act on behalf of the Society, wherever they are located and whether they work for the Society on a full-time or part-time basis. Employees, Officers, Directors and Stakeholders are expected to read the policies set forth in this Code of Ethics, understand them, adhere to them and comply with them. Any individual or organization that violates the standards in this Code of Ethics will be subject to disciplinary action.

Adherence to the Laws and Regulations

The Society’s Employees, Officers, Directors and Stakeholders must, at all time, comply with all applicable laws and regulations. The Society will not condone the activities of Employees, Officers, Directors or Stakeholders who act on behalf of the Society who achieve results through violation of the law or unethical business dealings. This includes any payments for illegal acts, indirect contributions, rebates, and bribery. The Society does not permit any activity that fails to stand the closest possible public scrutiny.

Exceeding Minimum Standards

All business conduct should be well above the minimum standards required by law. Accordingly, the Society’s Employees, Officers, Directors and Stakeholders must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing the Society’s operations.

The Society’s Employees, Officers, Directors and Stakeholders uncertain about the application or interpretation of any legal requirements should refer the matter to the Chairperson or the Chief Executive Officer, who, if necessary, should seek the advice of the Board of Director.

Compliance Standards and Procedures

The Chairperson and the Chief Executive Officer of the Society are designated as Ethics Officers. The Ethics Officers are available to assist any Employee, Officer, Director and Stakeholder with questions regarding this Code of Ethics or who want to report violations of the Code of Ethics misconduct. The Ethics Officers are responsible for applying these policies to specific situations in which questions may arise and have the authority to interpret these policies in any particular situation. Any questions relating to how these policies should be interpreted or applied should be addressed to the Chairperson or to the Chief Executive Officer of the Society.

Every Employee, Officer, Director or Stakeholder who becomes aware of any existing or potential violation of laws, rules, regulations or this Code of Ethics is required to notify the Chairperson or the Chief Executive Officer of the Society promptly. Failure to do so is itself a violation of this Code. To encourage employees to report any violations, the Society will not allow retaliation for reports made in good faith.

General Conduct

The Society expects all Employees, Officers, Directors and Stakeholders to conduct themselves in a businesslike manner. Drinking, gambling, fighting, swearing, and similar unprofessional activities are strictly prohibited while on the job. The Employees, Officers, Directors and Stakeholders must not engage in sexual harassment, or conduct themselves in a way that could be construed as such, for example, by using inappropriate language, keeping or posting inappropriate materials while on the premises of the Society, or accessing inappropriate materials on the Society's computers.

Conflicts of Interest

The Society expects that all Employees, Officers, Directors and Stakeholders will perform their duties conscientiously, honestly, and in accordance with the best interests of the Society.

Employees, Officers, Directors and Stakeholders must not use their position or the knowledge gained as a result of their position for private or personal advantage. The Society's Operations Manual codifies prohibited activities that qualify as conflict of interest. Regardless of the circumstances, if Employees, Officers, Directors or Stakeholders sense that a course of action they have pursued, are presently pursuing, or are contemplating pursuing may involve them in a conflict of interest with the Society, they should immediately communicate all the facts to Chairperson or the Chief Executive Officer. Any individual affiliated with the Society may consult the Society's Manual upon request.

Relationships with Clients and Suppliers

Employees, Officers, Directors and Stakeholders should avoid investing in or acquiring a financial interest for their own accounts in any business organization that has a contractual relationship with the Society, or that provides goods, services, or both to the Society, if such investment or interest could influence or create the impression of influencing their decisions in the performance of their duties on behalf of the Society. Specific procurement procedures are codified in the Operations Manual of the Society, available to any person associated with the Society upon request.

Gifts, Entertainment and Favours

The offer of gifts to the Employees, Officers, Directors and Stakeholders who act on behalf of the Society may be perceived as having been intended to exert influence on them for the purpose of giving preferential treatment to, or to the unfair benefit of, another party (individual or organization) or influence, or appear to influence, business decisions in favor of any person or organization with whom or with which the Society has, or is likely to have, business dealings. Similarly, Employees, Officers, Directors and Stakeholders must not accept any other preferential treatment under these circumstances because their position with the Society might be inclined to, or be perceived to, place them under obligation. Hence, the Employees, Officers, Directors and Stakeholders who act on behalf of the Society should treat gifts with utmost care and be aware of potential implications of accepting such gifts.

Gifts may include, but are not limited to, the following items: gifts, donations, free goods, free services, promotional items and discounts.

Specific procedures addressing corporate gifts are codified in the Operations Manual of the Society, available to any person associated with the Society upon request.

Kickbacks and Secret Commissions

Regarding the Society's business activities, Employees, Officers, Directors and Stakeholders who act on behalf of the Society may not receive payment or compensation of any kind, except as authorized under the Society's remuneration policies. In particular, the Society strictly prohibits the acceptance of kickbacks and secret commissions from suppliers or others. Any breach of this rule will result in immediate termination and prosecution to the fullest extent of the law. Specific policies and procedures addressing kickbacks and commissions are codified in the Operations Manual of the Society, available to any individual with an affiliation with the Society upon request.

Organization Funds and Other Assets

Employees, Officers, Directors and Stakeholders who act on behalf of the Society who have access to Society funds in any form must follow the prescribed procedures for recording, handling, and protecting money as detailed in the Society's Operations Manual or other explanatory materials, or both. The Society imposes strict standards to prevent fraud and dishonesty. If Employees, Officers, Directors and Stakeholders who act on behalf of the Society become aware of any evidence of fraud and dishonesty, they should immediately advise the Chairperson, or the Chief Executive Officer.

When the role of an Employee, Officer, Director or Stakeholder who acts on behalf of the Society position requires spending Society funds or incurring any reimbursable personal expenses, that individual must use good judgment on the Society's behalf to ensure that good value is received for every expenditure.

Society funds and all other assets of the Society are for Society purposes only and not for personal benefit. This includes the personal use of organizational assets, such as computers or photocopiers.

Organization Records and Communications

Accurate and reliable records of many kinds are necessary to meet the Society's legal and financial obligations and to manage the affairs of the Society. The Society's books and records must reflect in an accurate and timely manner all business transactions. The Employees responsible for accounting and recordkeeping must fully disclose and record all assets, liabilities, or both, and must exercise diligence in enforcing these requirements.

Employees, Officers, Directors and Stakeholders who act on behalf of the Society must not make or engage in any false record or communication of any kind, whether internal or external, including but not limited to:

- False expense, attendance, production, financial, or similar reports and statements; and,
- False advertising, deceptive marketing practices, or other misleading representations.

Dealing With Outside People and Organizations

Employees, Officers, Directors and Stakeholders who act on behalf of the Society must take care to separate their personal roles from their Society positions when communicating on matters not involving Society business.

Employees, Officers, Directors and Stakeholders who act on behalf of the Society must not use the Society's identification, stationery, supplies, and equipment for personal or political matters.

When communicating publicly on matters that involve Society business, Employees, Officers, Directors and Stakeholders who act on behalf of the Society must not presume to speak for the Society on any topic, unless they are certain that the views they express are those of the Society, and it is the Society's desire that such views be publicly disseminated.

When dealing with anyone outside the Society, including public officials, Employees, Officers, Directors and Stakeholders who act on behalf of the Society must take care not to compromise the integrity or damage the reputation of either the Society, or any outside individual, business, or government body.

Prompt Communications

In all matters relevant to customers, suppliers, government authorities, the public and others in the Society, all Employees, Officers, Directors and Stakeholders who act on behalf of the Society must make every effort to achieve complete, accurate, and timely communications—responding promptly and courteously to all proper requests for information and to all complaints.

Privacy and Confidentiality

When handling financial and personal information about any individual or organization with whom the Society has dealings, observe the following principles:

1. Collect, use, and retain only the personal information necessary for the Society's business. Whenever possible, obtain any relevant information directly from the person concerned. Use only reputable and reliable sources to supplement this information.
2. Retain information only for as long as necessary or as required by law. Protect the physical security of this information.
3. Limit internal access to personal information to those with a legitimate business reason for seeking that information. Use only personal information for the purposes for which it was originally obtained. Review the Freedom of Information Act before externally releasing any information.

Procedures

It is obviously not possible to anticipate every circumstance or situation which this Code of Ethics would apply. Accordingly, this Code of Ethics cannot, and is not intended to, provide answers to every question that might arise. Nevertheless, the basic principles set forth herein can and should serve as guidance in dealings with Stakeholders, fellow Employees, business partners, and all others with whom the Society has relationships.

Ultimately the Society must rely on each person's good sense of what is right, including a sense of when it is proper to seek guidance from others as to the appropriate course of conduct. When determining the proper course of action, every Employee, Officer, Director and Stakeholder should carefully analyze the situation and seek guidance from the Chairperson or from the Chief Executive Officer of the Society in accordance with the following four steps:

(i) **GATHER ALL THE FACTS.** Employees, Officers, Directors and Stakeholders are not to take any action that may violate the Code of Ethics until they have gathered all the facts that are required to make a well-informed decision and, if necessary, have consulted with the Chairperson or the Chief Executive Officer of the Society.

(ii) **ASK WHETHER THE ACTION IS ILLEGAL OR CONTRARY TO THE CODE.** If the action is illegal or contrary to the provision of this Code, Employees, Officers, Directors and Stakeholders should not carry out the act. If they believe that the Code of Ethics has been violated by an Employee, Officer, Director or Stakeholder, they must promptly report the violation in accordance with the procedures set forth herein.

(iii) **DISCUSS THE PROBLEM WITH THE CHAIRPERSON OR THE CEO.** It is the Chairperson's or the Chief Executive Officer's duty to assist every Employee, Officer, Director and Stakeholder to comply with this Code of Ethics. Employees, Officers, Directors and Stakeholders should discuss the situation with the Chairperson or the Chief Executive Officer if they have any questions. Employees, Officers, Directors and Stakeholders will suffer no retaliation for seeking such guidance.

(iv) IF NECESSARY, SEEK ADDITIONAL RESOURCES. The Chairperson or the Chief Executive Officer is available to speak with every Employee, Officer, Director and Stakeholder about problematic situations. The Chairperson or the Chief Executive Officer are also available to assist Employees, Officers, Directors and Stakeholders in complying with those aspects of the Code of Ethics that involve more complex issues, such as conflicts of interest.

My signature on this document indicates that I have read and fully understand the prohibited activities and my responsibilities to this agency as listed in this code of ethics.

Appendix C

Procedures for Elections of Directors to the Board

AtBC Board of Director Criteria

Only Voting Stakeholders are eligible to candidate for any AtBC Board of Director Position. A Voting Stakeholder is defined in the AtBC by-laws as an Individual or an Aboriginal Organization that:

- (a) in the opinion of the Board,
 - (i) is duly qualified to represent any Aboriginal Cultural Tourism Business functioning within the geographical boundaries of the Province of British Columbia; or,
 - (ii) is an Aboriginal Cultural Tourism Business that is Market-Ready; and,
- (b) subscribes to and is willing to work on behalf of the purpose of the Society as set forth in the by-laws; and,
- (c) financially supports at least one Marketing Initiative of the Society. The Voting status is earned upon the Stakeholder subscribing to a Marketing Initiative of the Society for a period of twelve (12) months following the subscription. A Voting Stakeholder in good standing shall be entitled to one (1) vote per such Stakeholder per every issue put to vote at all General Meetings of the Society.

AtBC Board of Director Nomination Requirements

The AtBC Nominations Committee established by the AtBC Board of Directors will be mandated to review nomination submissions based on the following:

- ✓ A Voting Stakeholder in good standing;
- ✓ Submission of the following:
 1. A duly completed AtBC Board of Directors application package; and,
 2. Two (2) letters of support from an organization that is familiar with the candidate's credentials.
- ✓ Ability to commit up to 6 hours per month to activities related to participating on the AtBC Board of Directors.

Nomination Deadline

Nominations for AtBC Board of Director positions must be received in writing or fax no later than two weeks prior to any elections held at an Annual General Meeting. Nominations can be submitted by courier or mail to the official mailing address identified on the AtBC website.

Evaluation Criteria

The following criteria are also taken into consideration when evaluating candidates for any AtBC Board of Director Position:

- ✓ Aboriginal tourism industry knowledge and experience;
- ✓ General business experience;
- ✓ Proven leadership expertise;
- ✓ Strategic planning and thinking skills;
- ✓ Results-oriented;
- ✓ Strong problem-solving and decision-making skills;
- ✓ Strong ethics;
- ✓ Ability and willing to participate and commit time;
- ✓ Willingness to advance AtBC Mission, Vision and Stakeholder status; and,
- ✓ Prior non-profit or association Board experience.

AtBC Board of Director Nomination Process

1. AtBC administration will submit a public notice for candidates as required in the AtBC by-laws.
2. AtBC will engage AtBC Stakeholders and AtBC Board of Directors in identifying potential candidates.
3. Candidates are reviewed to determine whether they meet the required criteria prior to an AtBC Annual General Meeting. The review will be completed by AtBC administration and the Nominations Committee and will be determined based on Stakeholder designation of AtBC Market-Ready status, review of credentials, tourism knowledge and skills.
4. Those candidates who meet the minimum criteria are invited to attend the AtBC Annual General Meeting. Those candidates are eligible to appoint a representative to act on their behalf in all matters relating to the tourism entrepreneur or Aboriginal Organization by a notice in writing to the AtBC Chairperson prior to the convening of the AtBC Annual General Meeting.
5. Those candidates who do not meet the requirements will be sent an official communications outlining the reasons for the determination and suggesting steps that these individuals may complete for future nomination eligibility.

Electors

A Voting Stakeholder in good standing present at the AtBC Annual General Meeting is entitled to one vote per region. AtBC will ensure that a list of eligible Voting Stakeholders is available for the AtBC Annual General Meeting prior to an election for any AtBC Board of Director position.

Election by Acclamation

If only one candidate is nominated for any one position and this candidate meets the requirements, the candidate shall be declared an AtBC Board of Director by acclamation.

No Candidates Nominated

If any of the twelve AtBC Board of Director positions is without nominated candidates or without persons elected by acclamation at the close of nominations, the Board may appoint a Voting Stakeholder for any one of the Director Positions to fill any vacancy for an interim period until the next available AtBC Annual General Meeting is held in accordance with the AtBC by-laws.

Voting Process

1. The AtBC Board of Directors will appoint an Election Officer for the purposes of managing the election process.
2. Voting Stakeholders in good standing are entitled to vote for one Director from each of six (6) Tourism Regions and for the six (6) Director at large positions in which their terms have expired.
3. Voting will be performed by show of hands or, if so determined by the Chairperson, by secret ballot cast by all Voting Stakeholders present at the Annual General Meeting.
4. Each eligible elector will receive a ballot containing the names of nominated candidates.
5. Only the votes received from the electors during the specified timeframe provided during the AtBC Annual General Meeting will be counted as votes cast. Votes not cast during the timeframe provided will be deemed spoiled by the Election Officer.
6. Ballots will list the candidates by region, name and organization.
7. The Election Officer will count votes cast immediately after the completion of an election process without delay. The Election Officer will ensure confidentiality when counting and take steps necessary to complete.
8. Election for the AtBC Board of Directors is determined by simple majority (50% plus 1 of the votes) of the electors that have cast their ballots during an AtBC Annual General Meeting.
9. Candidates may appoint a scrutineer to participate in counting the ballots cast.
10. The Election Officer will announce elected candidates at the Annual General Meeting in a timely manner after completion of the counting. The Election Officer will also report election results by name, region, and votes cast.
11. Ballots will be destroyed by the Election Officer at the completion of the election process.

Appendix D

Map of British Columbia Outlining the Six (6) Tourism Regions

