

THE BANFF/LAKE LOUISE TOURISM BUREAU

BY-LAWS

(April 25, 2017)

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SCHEDULES:

Schedule "A" Tourism Improvement Fee Funding Mechanism for Town of Banff Resident
Lodging Sector Members

Schedule "B" Special Resolution of Members dated April ____ 2017

BY-LAWS OF THE BANFF/LAKE LOUISE TOURISM BUREAU

WHEREAS by Special Resolution of the Members of The Banff/Lake Louise Tourism Bureau held on the ____ day of April, 2017 the By-laws of The Banff/Lake Louise Tourism Bureau dated the **24th day of March, 2010** were repealed in their entirety and replaced by the following By-laws.

NOW THEREFORE, the By-laws of The Banff/Lake Louise Tourism Bureau are, as of the ____ day of April, 2017, the By-laws as hereinafter set forth:

1.1 Definitions

In these By-laws, unless the context otherwise requires

- (a) “**Act**” means the *Societies Act* R.S.A. 2000, c.S-18 and any statute that may be substituted therefore, as from time to time amended, and includes all regulations enacted thereunder;
- (b) “**Administrative Fees**” has the meaning ascribed to that term in Section 3.10 of these By-laws;
- (c) “**Annual Business Plan**” means the Annual Business Plan of the Bureau approved by the Board, published by whatever means the Board determines and presented to the Membership at the Annual General Meeting;
- (d) “**Associate Member**” means a person, corporation or organization who has been accepted as an Associate Member in the Bureau pursuant to the provisions of Section 2.10 of these By-laws ;
- (e) “**Board**” means the Board of Directors of The Banff/Lake Louise Tourism Bureau;
- (f) “**Bureau**” means The Banff/Lake Louise Tourism Bureau;
- (g) “**Business Category**” means any of the following: Lodging, Restaurants/Bars, Retail, Ski Areas, Transportation/Attractions/Entertainment and Service;
- (h) “**Business License**” means a business license as defined and issued by either the Town of Banff under its Business Licensing By-law or Parks Canada Agency under the National Parks of Canada Business License Regulations for a business operating in Banff National Park;
- (i) “**By-law**” means this By-law and “**By-laws**” means this and any other By-law of the Bureau hereafter passed, as amended from time to time;
- (j) “**Chairperson**” means the person elected as the Chairperson of the Board or of any committee of the Bureau as the context requires;
- (k) “**Contractual Member**” means a person, corporation or organization who has been accepted as a Full Member in the Bureau pursuant to Section 2.4 of these By-laws; and:
 - i. is a Resident Business licensed to operate its business outside the municipal boundaries of the Town of Banff but within the boundaries of Banff National Park; or,

- ii. is a person, corporation or organization resident in Banff National Park or in the Town of Banff, including charitable organizations, not for profit organizations and professionals that are exempt from having to hold a Business License;
- (l) **“Director”** means an elected or appointed member of the Board;
- (m) **“Exempt Accommodation”** means accommodation that is exempt from the Alberta Tourism Levy under the Tourism Levy Act R.S.A. 2000 c. T-5.5, as amended, revised or substituted from time to time;
- (n) **“Financial Contribution”** means the annual payment by Members to the Bureau, either paid directly by the Member to the Bureau or through the Town of Banff Schedule “B” Business License Fees as determined and paid in accordance with Article 3 of these By-laws.
- (o) **“Full Member”** means a person, corporation or organization who has been accepted as a Full Member pursuant to Section 2.4 of these By-laws, and includes Contractual Members;
- (p) **“Improvement District No. 9 Business Community”** means, collectively the Contractual Members carrying on business in Alberta Improvement District No. 9 within Banff National Park but excluding the Town of Banff and excluding those who fall within the Lake Louise Business Community;
- (q) **“Lake Louise Business Community”** means, collectively the Contractual Members carrying on business in the Lake Louise Village, Lake Louise Ski Area and access their business from Lake Louise Drive excluding those fall within the Improvement District No. 9 Business Community;
- (r) **“Lodging”** means the business of providing lodging and accommodation to tourists and visitors by a Full Member;
- (s) **“Member”** means an Associate Member and a Full Member of the Bureau and or **“Membership”** means all Members;
- (t) **“Nominee”** means a person who is an owner, shareholder, director, officer, employee or otherwise directly associated with a corporate or organizational Member;
- (u) **“Non-Exempt Accommodation”** means accommodation that obligated to pay the Tourism Levy under the Tourism Levy Act R.S.A. 2000 c. T-5.5 as amended, revised or substituted from time to time;
- (v) **“Non-Resident Business”** means a person, corporation or organization that carries on a business, but does not maintain a permanent place of business, within the boundaries of Banff National Park, including the Town of Banff, and who may hold a Business License and includes Sales Offices;
- (w) **“Objects”** and **“Objectives”** means the purposes for which the Bureau is incorporated under the Act, as set out in its Objects, as may be amended, substituted or revised from time to time;
- (x) **“Officer”** means the Chairperson, Vice-Chairperson, Secretary and Treasurer but does not include the President and Chief Executive Officer or any employee of the Bureau;

- (y) **“Ordinary Resolution”** at a Members meeting means a resolution passed by a vote of not less than a bare majority of those Members who, if entitled to do so, vote in person or by Proxy; and at a Directors meeting Ordinary Resolution means a resolution passed by a bare majority of Directors present at the meeting;
- (z) **“Proxy”** means the written authorization, in a form approved by the Board, that delegates the voting rights of a Member, including the Member’s Weighted Vote, to another Member;
- (aa) **“Related Corporations”** means 2 or more corporations which are in a parent-subsidary relationship at the time of any election of Directors, or 2 or more corporations which have common ownership at the time of any election of Directors;
- (bb) **“Resident Business”** means a person, corporation or organization that carries on a business from a permanent place of business within Banff National Park, including the Town of Banff, and holds a Business License for that Resident Business, but does not include a Non-Resident Business;
- (cc) **“Restaurants/bars”** means the sale of prepared foods and beverages to the public by a Full Member and includes restaurants, bars, pubs, lounges, coffee shops, fast food outlets and night clubs;
- (dd) **“Retail”** means the sale of retail and wholesale sales of consumer goods by a Full Member, and includes gift shops, sports stores, convenience stores, service stations, automotive repair shops and grocery stores;
- (ee) **“Sales Office”** means a person, corporation or organization that carries on business in Banff National Park or the Town of Banff, who may hold a Business License, that in the opinion of the Board is primarily selling or marketing goods and services on behalf of a business or businesses operating outside of Banff National Park;
- (ff) **“Service”** means professional services, support services and commercial services including cleaning, installation and repair of goods and equipment associated with personal, business or household use and includes the provision of other goods and services provided by any Member who is not allocated by the Board to any other Business Categories;
- (gg) **“Resident Lodging Sector Member”** has the meaning ascribed to that term in Schedule “A” attached hereto;
- (hh) **“Ski Area”** means the operation of a ski area, ski hill or ski resort by a Full Member in all seasons and includes any joint ventures or partnerships among two or more Ski Areas the primary purpose of which is to market Ski Areas;
- (ii) **“Special Resolution”** means a resolution passed at a special meeting by the vote of not less than:
 - i. 75% of those Members who, if entitled to do so, vote in person or by Proxy; and,
 - ii. 75% of the Weighted Vote;
- (jj) **“TIF Funding Mechanism”** means the Tourism Improvement Fee Funding Mechanism applicable to Resident Lodging Sector Members set out in Schedule “A” attached hereto and forming a part hereof;

- (kk) **“Town Council”** and **“Council”** means the elected Mayor and Councilors of the Town of Banff in the Province of Alberta;
- (ll) **“Town of Banff Business License Fees”** means the business license fees identified as the Schedule “B” Business License Fees in the Town of Banff’s Business License By-law, as may be amended, revised or changed from time to time;
- (mm) **“Transportation/Attraction/Entertainment”** means the provision of public or private transportation, attractions or entertainment, including tour and/or guide businesses, movie theatres, live theatres, bowling alleys, pool rooms, museums, gondola lifts, arcades, boat rentals, golf courses, photographers and reservation agents; and,
- (nn) **“Weighted-Vote”** means a vote where the number of votes that each Member may cast is determined by the Financial Contribution of that Member whereby each \$1.00 dollar of Financial Contribution equals 1 vote, except for the Lodging Business Category where the Weighted Vote of each Lodging Business Category Member shall be equal to the number of pillows in each Member’s inventory as reported to the Town of Banff or to the Bureau or as estimated by the Board, multiplied by the per pillow rate currently in effect under Section 3.5 of these By-laws, rounded to the nearest dollar.

1.2 Included Words

In these By-laws, unless the context otherwise requires or specifies, words importing gender include masculine, feminine and neuter genders.

1.3 Partial Invalidity

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

1.4 Headings

The headings inserted throughout are for convenience of reading and shall not affect the legal interpretation of these By-laws.

1.5 Schedules

Schedule “A” regarding Tourism Improvement Fee Funding Mechanism for Town of Banff Resident Lodging Sector Members attached hereto forms an integral part of these By-laws.

ARTICLE 2 **MEMBERSHIP**

2.1 Classes of Membership

Membership in the Bureau is limited to Full Members and Associate Members.

2.2 Number of Members

The number of Full Members and Associate Members of the Bureau is unlimited.

2.3 Full Membership Eligibility

Subject to these By-laws:

- (a) any person, corporation or organization that is a Resident Business shall be eligible for Full Membership in the Bureau; and,
- (b) any person, corporation or organization that is resident in Banff National Park or in the Town of Banff, including charitable organizations, not for profit organizations and professionals that are not Resident Businesses shall be eligible for Full Membership following approval by the Board in accordance with Section 2.4 of these By-laws;

and for certainty, any person, corporation or organization that is a Non-Resident Business, including Sales Offices shall not be eligible for Full Membership.

2.4 Applications for Full Membership

All applications for Full Membership shall be made as follows:

- (a) all applications for Full Membership shall be submitted to the Bureau using the form of Application for Full Membership established by the Board from time to time;
- (b) resident Businesses shall automatically be eligible for Full Membership, without further review or approval by the Board and provided the applicant pays the Membership Fee, prorated Financial Contribution and any other fee that may be applicable the Secretary shall enter the applicant's name in the register of Full Members and thereupon the applicant shall be admitted to Full Membership in the Bureau;
- (c) all other applicants for Full Membership must be approved by the Board, who may decline the application if the Board is of the opinion, in their sole discretion:
 - i. the person, corporation or organization does not meet the eligibility requirements for Full Membership; or,
 - ii. the person, corporation or organization does not subscribe to all of the interests and Objectives of the Bureau; and,

if the Board accepts the applicant for Full Membership, then provided the applicant pays the Membership Fee, prorated Financial Contribution and any other fee that may be applicable the Secretary shall enter the applicant's name in the register of Full Members and thereupon the applicant shall be admitted to Full Membership in the Bureau.

2.5 One Membership

Each Full Member is entitled to 1 Full Membership for each separate and distinct Resident Business operated by that Member. All other Full Members who do not qualify as a Resident Business, but are eligible for Full Membership, are limited to 1 Full Membership.

2.6 Full Membership Allocation into a Business Category

Each Full Member shall be allocated to a Business Category by the Board. A Full Member that is a Resident Business can be allocated into more than 1 Business Category if that Full Member operates

more than 1 Resident Business. The Board shall determine what businesses are allocated into a Business Category following the Business Category definitions in these By-laws and the goods and services provided by that Full Member. In the event of any ambiguity the Board has authority to allocate (or re-allocate) Member into a Business Category. The Board may enact policies setting out what considerations and methodologies the Board may utilize when allocating Full Members into Business Categories.

2.7 Rights and Privileges of Full Members

All Full Members who are in good standing shall be entitled to:

- (a) receive notice of all meetings of the Members;
- (b) vote at meetings of the Full Members; and,
- (c) enjoy such other rights and privileges as prescribed by these By-laws, the Objectives, the Act and as otherwise offered by the Bureau from time to time.

2.8 Duties and Obligations of Full Members

Each Full Member shall:

- (a) observe and perform the duties and obligations of the Full Members as set out in this By-law, the Act and as established by the Board from time to time;
- (b) pay the annual Membership Fees;
- (c) pay the annual Financial Contribution, and any other fees levied in accordance with these By-laws; and,
- (d) comply with the terms and conditions of any agreements in place between a Full Member and the Bureau from time to time, if any.

2.9 Associate Member Eligibility

Subject to these By-laws, any person, corporation or organization that is a Non-Resident Business or is not a resident in Banff National Park (including the Town of Banff) can apply for Associate Membership in the Bureau provided the applicant:

- (a) operates, as its primary business, a business that the Board determines is within the Transportation/Attractions and Entertainment or Service Business Categories and is not operating a business within the Lodging, Restaurants/Bars, Retail or Ski Areas Business Categories (unless that applicant is carrying on the business of Lodging, Restaurants/Bars or Retail in Yoho National Park or Kootenay National Park); and,
- (b) meets the eligibility requirements as set out in the Associate Membership Policy passed by the Board from time to time.

and for clarity, applicants carrying on the business of Lodging, Restaurants/Bars or Retail in Yoho National Park or Kootenay National Park are eligible for Associate Membership.

2.10 Applications For Associate Membership

All applications for Associate Membership shall be made as follows:

- (a) all applications for Associate Membership shall be submitted to the Bureau using the form of application for Associate Membership established by the Board from time to time;
- (b) all applicants for Associate Membership must be approved by the Board, who may decline the application if the Board is of the opinion, in their sole discretion:
 - i. the person, corporation or organization is prohibited from being an Associate Member in these By-laws or the person, corporation or organization does not meet the eligibility requirements for Associate Membership as set out in the Associate Membership Policy; or,
 - ii. the Board is of the opinion that the person, corporation or organization meets the Full Membership eligibility requirements set out in these By-laws; or,
 - iii. the person, corporation or organization does not subscribe to all of the interests and Objectives of the Bureau; and,

if the Board accepts the applicant under Section 2.10(b), then provided the applicant pays the Membership Fee, prorated Financial Contribution and any other fee that may be applicable, the Secretary shall enter the applicant's name in the register of Associate Members and thereupon the applicant shall be admitted to Associate Membership in the Bureau.

2.11 Board Authority

The Board has authority to defer processing an application for Membership and to request additional information from any applicant regarding the applicant's Business License, place of residence or interest of the applicant in the Objectives of the Bureau. The decision of the Board to accept or refuse any application is binding on all parties concerned and if the applicant refused Membership that applicant shall not be permitted to re-apply for 1 year from the date of the Board resolution unless, in the opinion of the Board, the applicant arranges its affairs to qualify for Membership under these By-laws.

2.12 One Membership

Each Associate Member is entitled to 1 Associate Membership for each separate and distinct Non-Resident Business operated by that Member that qualifies the Member for Associate Membership. All other Non-Resident Associate Members are limited to 1 Associate Membership.

2.13 Sales Offices

The Board has the authority to determine, in its sole discretion, whether a person, corporation or organization carries on business as a Sales Office and is only eligible for Associate Membership, or qualifies as a Resident Business and is not a Sales Office and is eligible for Full Membership. Such determination by the Board shall be final and binding upon all persons concerned.

2.14 Exception

Non-Resident Businesses and Sales Offices that were admitted as Full Members prior to the date of these By-laws shall remain as Full Members, notwithstanding anything to the contrary in these By-laws.

2.15 Annual Review of Associate Memberships

Excepting for Associate Members carrying on the business of Lodging in Yoho National Park or Kootenay National Park that have entered into a multi-year Agreement with the Bureau to pay their Financial Contribution, Associate Membership shall only be granted for the period of time between the date of approval of the application and December 31st of the year in which the application was approved, at which time all Associate Memberships terminate. All Associate Memberships shall be reviewed by the Board or a committee of the Board, in accordance with the Associate Member Policy, to ascertain whether the Associate Member continues to meet the eligibility requirements. At the time of review, the Board shall determine whether to renew each Associate Member's membership. If the determination is made to renew the Associate Member's membership and unless the Bureau is notified in writing of resignation, the Associate Member shall be deemed to wish to renew its Membership for a subsequent year. If the determination is made not to renew the Associate Member's membership, then the membership is terminated, subject only to the review procedures set out in the Associate Member's Policy. In the event of a dispute arising under this Section or the Associate Member Policy, then the matter shall be decided by binding arbitration in accordance with Section 22 of the Act. The Bureau is not responsible for any claims, demands, losses, damages or expenses including loss of business, loss of revenues, punitive damages or costs, arising from of termination of an Associate Members Membership under this Section.

2.16 Rights and Privileges of Associate Members

All Associate Members who are in good standing shall be entitled to:

- (a) receive notice of all meetings of the Members;
- (b) vote at meetings of the Members, except as restricted in these By-laws; and,
- (c) enjoy such other rights and privileges for Associate Members as prescribed by these By-laws, the Objectives, the Act and as otherwise provided by the Bureau to Associate Members from time to time.

2.17 Duties and Obligations of Associate Members

Each Associate Member shall:

- (a) observe and perform the duties and obligations of the Associate Members as set out in these By-laws, the Act and as established by the Board from time to time;
- (b) pay the annual Membership Fees;
- (c) pay the annual Financial Contribution and any other fees levied in accordance with these By-laws; and,
- (d) comply with the terms and conditions of any agreements in place between the Associate Member and the Bureau from time to time, if any.

2.18 Associate Membership Allocation into a Business Category

Each Associate Member shall be allocated to either the Transportation Attractions and Entertainment or Service Business Categories by the Board, at the discretion of the Board (unless that Associate Member is carrying on the business of Lodging, Restaurants/Bars or Retail in Yoho National Park or Kootenay

National Park then that Associate Member shall be allocated to the appropriate Business Category as determined by the Board). An Associate Member can be allocated into more than 1 Business Category depending upon the goods and services provided by the Associate Member. The allocation or re-allocation by the Board is final and binding upon the Associate Member without any rights of objection, appeal or rights to demand a Special Resolution of the Members.

2.19 Resignation of Membership

A Full Member or Associate Member may resign its Membership by notice of resignation delivered to the Bureau which shall be effective on the 30th day after receipt by the Bureau. Resignation of Membership is resignation of the rights and privileges of the Membership in the Bureau and the Member shall not be obligated thereafter to pay its Membership Fee. However, resignation by a Member shall not be deemed to terminate any written agreement between the Bureau and the Member (including without limitation any agreement to pay ongoing Financial Contributions to the Bureau) unless otherwise agreed to by the Board and resignation shall not be deemed to release the Member from paying the Town of Banff Business Licensing Fees, if applicable.

2.20 Expulsion or Suspension of a Member

The Board may suspend or expel any Member from the Bureau on the 60th day following delivery of notice of expulsion or suspension if, in the opinion of the Board, the Member is not in good standing or the Member has been guilty of conduct detrimental to the interests and Objectives of the Bureau, provided, the Member shall be allowed, during the 60 day notice period, to make such changes or do such acts to bring itself into good standing as are required by the Board. In the event the Full Member disputes its suspension or expulsion notice within the 60 day notice period, then the suspension or expulsion shall be voted on by the Full Membership at a Special Meeting held solely for that for that purpose. Such Member shall be entitled to attend such meeting and speak to the Full Membership.

2.21 Continuing Obligations Upon Expulsion

Expulsion or suspension of a Member means the Member shall not be entitled to the rights and privileges of the Membership except for the rights that permit the Member to address and speak to or appeal the expulsion or suspension. In the event of expulsion or suspension, the Member shall not be obligated to pay its Membership Fee. However, expulsion or suspension of a Member shall not be deemed to terminate any written agreement between the Bureau and the Member including without limitation any agreement to pay ongoing Financial Contributions unless otherwise agreed to by the Board and expulsion or suspension shall not be deemed to release the Member from paying the Town of Banff Business Licensing Fees, if applicable.

2.22 Transfer of Membership

Subject to the Act, Membership is transferable following a sale, transfer or other disposition of the Member's business. In all other cases, all Membership transfers must be approved by the Board, which approval is not to be unreasonably withheld.

2.23 Employees of the Bureau

Any employee of the Bureau who is otherwise eligible for Membership in the Bureau, is not deemed ineligible by virtue of his or her employment by the Bureau, except that an employee of the Bureau shall not be eligible to serve as Director.

ARTICLE 3
MEMBERSHIP FEES & FINANCIAL CONTRIBUTION

3.1 Membership Fees

The Membership Fees for all Members shall be \$1.00 per year unless otherwise determined, from time to time, by the Board. Membership Fees shall not be included in the calculation of a Members Financial Contribution.

3.2 Financial Contribution an Obligation of all Members

In order for the Bureau to fulfill its Objectives, each Full Member and Associate Member shall be required to make an annual Financial Contribution to the Bureau in an amount to be determined by the Board from time to time in accordance with these By-laws. A primary obligation of Membership in the Bureau is payment of the annual Financial Contribution so as to enable the Bureau to fulfill its Objectives. All Members shall make their annual Financial Contribution payment directly to the Bureau in accordance with the payment schedule or invoicing of the Bureau in effect from time to time, unless the Member is exempt from making the payment as set out in these By-laws. Any person, including a Member, may pay the Financial Contribution on behalf of a Member but the payor shall not receive any additional rights or benefits from making the Financial Contribution payment as all rights and benefits remain with the Member for whom the payment is made.

3.3 Determination of Annual Financial Contribution

For all Business Categories the Board has authority to determine the annual Financial Contribution rate payable by that Business Category following the rate formulas set out in Section 3.5 of these By-laws. The annual Financial Contribution rate applicable to each Business Category shall be published in the Annual Business Plan. Where varying rate formulas apply to any Business Category the range of rate formulas only need be published.

3.4 Annual Financial Contribution – Contractual Members

The annual Financial Contribution rate for each Contractual Member, including a Contractual Member who is a resident of the Town of Banff but exempt from the Town of Banff's Business By-law, shall be the same rate formula as applied to Full Members, of the same Business Category who hold Business Licenses in the Town of Banff or as otherwise determined by the Board in accordance with Section 3.6 of these By-laws.

3.5 Annual Financial Contribution Rates

Unless amended by the Members of any Business Category in accordance with the provisions of these By-laws, the Financial Contribution payable by any Full Member, including any Contractual Member, shall be based on the following rate formulas:

Business Category	Rate Formula
Lodging Business Category	<ul style="list-style-type: none"> ▪ Exempt Accommodation: rate per pillow ▪ Non-Exempt Accommodation: percentage of Alberta Tourism Levy
Restaurants and Bars Business Category	<ul style="list-style-type: none"> ▪ rate per seat
Retail Business Category	<ul style="list-style-type: none"> ▪ rate per square foot
Transportation/Attractions & Entertainment Business Category:	<ul style="list-style-type: none"> ▪ flat rate based on the type of business, as determined by the Board
Service Business Category	<ul style="list-style-type: none"> ▪ flat rate based on the type of business as determined by the Board
Ski Area Business Category	<ul style="list-style-type: none"> ▪ 17.7% percentage of total annual Financial Contribution raised from all other Business Categories, excepting Financial Contributions based on the TIF Funding Mechanism, or, in the case of joint ventures or partnerships among the Ski Areas that market Ski Areas, a flat rate as determined by the Board

3.6 Agreements With Members

Notwithstanding anything to the contrary in these By-laws, the Board has authority to enter into multi-year agreements with any Member setting the amount of the annual Financial Contribution payable by that Member; setting out the payment schedule for the annual Financial Contribution; setting a methodology to be used for determining the annual Financial Contribution of that Member and any other terms and conditions as the Board deems appropriate.

3.7 Member's Meeting to Revise Business Categories Rate Formula

Subject to any written agreements between the Bureau and its Members and between the Bureau and the Town of Banff and subject to the TIF Funding Mechanism, the Full Members of any Business Category may, by resolution of only the Full Members of that Business Category made up of a quorum of not less than 51% of the Full Members of that Business Category, upon a two-thirds vote of all Full Members of that Business Category present and upon a two-thirds Weighted Vote of all Full Members of that Business Category present, determine a revised Rate Formula to distribute that Business Category's aggregate Financial Contribution amongst the members of that Business Category. The Full Members of a Business Category cannot, by resolution, amend or change the aggregate Financial Contribution of a Business Category or the scheduled payments to the Bureau. In the event that some of the Full Members of that Business Category pay Town of Banff Business Licensing Fees, then the resolution is subject to the appropriate amendments of the Town of Banff Business Licensing Fees by the Town of Banff and

does not take effect until the Town of Banff Business Licensing Fees have been amended accordingly. Notice of any meeting a Business Category Members shall be delivered 21 days prior to the meeting by electronic newsletter or advertising the notice of the Annual General meeting in any local newspaper that circulates not less than once per week in the Town of Banff and Village of Lake Louise for 2 consecutive weeks prior to the meeting date, or both, as determined by the Board.

3.8 Town of Banff Business Licensees

In the event that the Bureau enters into a marketing and related services agreement with the Town of Banff, and provided the Town of Banff Business License Fees are collected by the Town of Banff and payments made to the Bureau, then all Members that pay the Town of Banff Business License Fees are exempt from paying the annual Financial Contribution directly to the Bureau during the term of such agreement.

3.9 Associate Member's Financial Contribution

The annual Financial Contribution payable by an Associate Member shall be determined by the Board subject to the overall principal that the annual Financial Contribution payable by an Associate Member should be equal to or similar to the amount paid by the Full Members operating similar businesses in the same Business Category.

3.10 Administration Fees

The Board has authority to charge administration fees to all Full Members, Associate Members, Business Categories, any other grouping of Members or individual Members in such amount as determined by the Board from time to time.

3.11 Pro- Rated for New Members

Any person, corporation or organization who becomes a Full Member or Associate Member shall pay a pro-rated annual Financial Contribution calculated from the first day of Membership to December 31 of the year in which they join and each year thereafter the Member shall pay its full annual Financial Contribution.

3.12 Joining and Re-Joining Fees

The Board may, in its sole discretion:

- (a) levy an additional joining fee on any person, corporation or organization who was previously eligible for Membership in the Bureau but who did not apply for Membership immediately upon becoming eligible; and,
- (b) levy a re-joining fee on any person, corporation or organization that resigned its Membership at any time and applies for a new Membership at a later date.

The amount of the joining fee or re-joining fee shall be determined by the Board in each case and the Board shall, in determining the fee, take into consideration the period of time which has elapsed, the amount of Financial Contribution paid by similar Members during that period of time and any other factors deemed relevant by the Board.

ARTICLE 4
MEETINGS OF THE MEMBERS

4.1 Annual General Meeting (Calling and Notice)

The Bureau shall hold an Annual General Meeting in each year at such time as determined by the Board having regard to the seasonality of the tourism business, to be held in the Town of Banff or elsewhere in Banff National Park. Notice to the Members of the Annual General Meeting shall be delivered 21 days prior to the Annual General Meeting by electronic newsletter or advertising the notice of the Annual General Meeting in any local newspaper that circulates not less than once per week in the Town of Banff and Village of Lake Louise for 2 consecutive weeks prior to the meeting date, or both, as determined by the Board. Business at the Annual General Meeting need not be set out in the notice of the Meeting.

4.2 Business At Annual General Meeting

At the Annual General Meeting the following business, in addition to any other business recommended by the Board or requested by the Members in writing 48 hours in advance of the meeting or accepted by the Chairperson at the meeting, shall be conducted:

- (a) **Appointment of Auditors** – The Membership shall, at the Annual General Meeting approve the appointment the auditors of the Bureau for the next year by Ordinary Resolution.
- (b) **Annual Report, Financial Statements and Annual Business Plan:** At each Annual General Meeting:
 - i. the Chairperson shall present a report describing the activities of the Board and the Bureau, and the results thereof, for the preceding year;
 - ii. the Treasurer shall submit the annual audited financial statements of the Bureau for approval by Ordinary Resolution; and,
 - iii. any Director or President and Chief Executive Officer shall present the Board approved Annual Business Plan having been approved by the Board by December 31st of the immediately preceding year.

4.3 Quorum at Annual General Meeting

At the Annual General Meeting, a quorum shall consist of 24 Full Members, including Full Members being represented by Proxy, with at least 3 Full Members from each Business Category present or fifty percent (50%) of the Full Members in each Business Category present, whichever is less. For the purpose of determining the Business Category quorums of 3 Full Members, a person representing a Full Member (that has been allocated into more than 1 Business Category) shall be considered as a Full Member for each Business Category the Full Member belongs to. In the event that a quorum is not present within 30 minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place as determined by the Chairperson.

4.4 Special Meetings (Calling and Notice)

A Special Meeting may be called at any time by the Secretary upon the instructions of the Chairperson of the Board, or upon receipt of a petition signed by not less than Fifty (50%) percent of the Full Members. Notice of a Special Meeting to the Members shall be delivered 21 days prior to the Special Meeting by electronic newsletter or advertising the notice of the Annual General Meeting in any local newspaper that

circulates not less than once per week in the Town of Banff and Village of Lake Louise for 2 consecutive weeks prior to the meeting date, or both, as determined by the Board.

4.5 Special Meeting Business

Business at the Special Meeting must be set out in the notice of Special Meeting in sufficient detail to permit the Members to form a reasoned judgment thereon and the Board shall make available to any Member who requests the text of any resolution to be submitted to such meeting provided the Notice of the Special Meeting may refer the Members to the Bureau website or other published information. No other business may be considered at the Special Meeting.

4.6 Special Resolution

All resolutions at Special Meetings are Special Resolutions and, to pass, the proposed resolution must pass as a Special Resolution.

4.7 Quorum at Special Meetings

At Special Meetings of the Members, unless otherwise specified in these By-laws, a quorum shall consist of 24 Full Members, including Full Members being represented by Proxy, with at least 3 Full Members from each Business Category present or Full Members representing fifty percent (50%) of the Full Members in each Business Category present, whichever is less. For the purpose of determining the Business Category quorum of 3 Full Members, a person representing a Full Member (that has been allocated into more than 1 Business Category) shall be considered as a Full Member for each Business Category the Full Member belongs to. In the event that a quorum is not present within 30 minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place as determined by the Chairperson.

4.8 General Meetings (Calling and Notice)

A general meeting may be called at any time by the Secretary upon the instructions of the Chairperson of the Board, or upon receipt of a petition signed by not less than Fifty (50%) percent of the Full Members. Notice of a general meeting to the Members shall be delivered 21 days prior to the general meeting by electronic newsletter or advertising the notice of the general meeting in any local newspaper that circulates not less than once per week in the Town of Banff and Village of Lake Louise for 2 consecutive weeks prior to the meeting date, or both, as determined by the Board.

4.9 General Meeting Quorums and Business

Any business may be considered at the General Meeting, except for Business requiring Special Resolutions. At General Meetings a quorum shall consist of 24 Full Members, including Full Members being represented by Proxy, with at least 3 Full Members from each Business Category present or sufficient Full Members representing fifty percent (50%) of the Full Members in each Business Category present, whichever is less. For the purpose of determining the Business Category quorums of 3 Full Members, a person representing a Full Member (that has been allocated into more than 1 Business Category) shall be considered as a Full Member for each Business Category the Full Member belongs to. In the event that a quorum is not present within 30 minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place as determined by the Chairperson.

4.10 Transaction of Business at all Meetings

The transaction of business shall not be commenced at any meeting unless the requisite quorum is present. Thereafter, if the quorum is lost, no further business may be transacted. Special Meetings can be

held concurrently with Annual General Meetings and General Meetings provided all Special Meeting notices, quorum and other requirements are complied with.

4.11 Chairperson at Meetings

The Chairperson, or in his or her absence, the Vice-Chairperson shall be entitled to take the chair at every meeting of the Bureau, or if there be no Chairperson or Vice-Chairperson, or if neither shall be present within fifteen (15) minutes after the time appointed for holding such meeting, the Members present may choose another from amongst themselves to act as Chairperson.

4.12 Voting

At any meeting of the Members of the Bureau:

- (a) all Members resolutions at all meetings shall be Ordinary Resolutions, except for Special Resolutions and except as otherwise set out in these By-laws;
- (b) any Full Member or Associate Member in good standing who has not resigned from Membership or has been suspended or expelled, shall have the right to vote at any meeting of the Members, except as otherwise provided in these By-laws;
- (c) each Full Member is entitled to 1 vote for each Full Membership held by that Member and all other Full Members who do not qualify as a Resident Business, but are entitled to 1 vote;
- (d) each Associate Member is entitled to 1 vote for each Associate Membership held by that Member. All other Non-Resident Associate Members are limited to 1 vote;
- (e) when required in these By-laws, each Full Member and Associate Member shall be entitled to its Weighted Vote as determined in these By-laws;
- (f) Weighted Votes shall be by written ballot, which shall be collected under the supervision of the Secretary and counted by a scrutineer appointed by the Chairperson. The results of the vote shall be communicated to the Chairperson, who shall declare the results and may order the ballots be destroyed; and,
- (g) all other Members votes shall be by a show of hands unless otherwise specified in these By-laws or unless any 1 Director or 3 Full Members present requests the vote proceed by written ballot, which shall be collected under the supervision of the Secretary and counted by a scrutineer appointed by the Chairperson. The results of the vote shall be communicated to the Chairperson, who shall declare the results and may order the ballots be destroyed.

4.13 Proxies and Voting Trusts

Voting at the Annual General Meeting, any general meeting, any Special Meeting or meeting of the member of a Business Category may be given by Proxy. A Proxy must be executed by the Member, presented to the Chairperson (or the meeting organizers) at the meeting and is valid only at the meeting in respect to which it is given or any adjournment of that meeting. Voting trust are not permitted and all votes made under a voting trust shall not be counted as being cast at a meeting.

4.14 Corporate and Organizational Nominees

Members that are corporations and organizations shall designate a Nominee from time to time who is authorized to represent the Member on all matters relating to the Bureau, including the right to cast votes

on behalf of the Member at any meeting of the Members. A Full Member that is a corporation or organization may appoint 1 Nominee for each separate and distinct Resident Business operated by the Member that qualifies the Member for Full Membership. An Associate Member that is corporation or organization can only appoint 1 Nominee. Nominees may be changed from time to time by the Member without notice to the Bureau. At any Member meeting, the Chairperson may require any Nominee to confirm that he or she is the duly authorized Nominee of the Member; however, neither the Chairperson nor the Board is under an obligation to make such an inquiry. In the event of a *bona fides* dispute or where the Chairperson or Board has reason to believe, on the balance of probabilities, that an individual is not duly authorized to act as Nominee of a Member, then that Member must provide written verification confirming the Nominee and until such statement is delivered, the Nominee of the Member shall not be entitled to vote at that meeting or at any other meetings.

4.15 Waiver of Notice

A Member may, in any manner, waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall be deemed to be a waiver of notice of the meeting, except where the Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

4.16 Declarations

A Declaration by the Chairperson of a meeting that a resolution has been carried, or carried by a particular majority, or lost, shall be conclusive, and an entry to that effect in the corporate records of the Bureau shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favor of and against such resolution, provided, however, that any Member may, before the question is voted on, request a recorded vote, in which case the number of votes in favor of and against such resolution shall be recorded in the minutes.

4.17 Rules and Regulations

The Board may, from time to time and subject to the provision of these By-laws, adopt rules and regulations for conducting its meetings, and in the absence of such rules and regulations; the rules shall be Robert's Rules of Order. In the event of a conflict, the provisions of these By-laws prevail.

ARTICLE 5 **BOARD OF DIRECTORS**

5.1 Directors' Control and Management

The Board has the power to manage and control the Bureau and its property, revenue, business and affairs including approval of the Annual Business Plan.

5.2 Delegation

The Board may delegate to any person or committee any of the powers, duties and functions conferred on them by these By-laws, including the power of delegation.

5.3 Borrowing Powers

The Board, may, for the purposes of carrying out the Objectives of the Bureau, borrow, raise or secure the payment of money in such manner as it thinks fit, provided however, that all such borrowing must be approved in advance by Special Resolution of the Members.

5.4 Elected Membership of Board

The Board shall consist of:

- (a) a minimum of 10 and a maximum of 12 elected Directors as hereinafter defined.
- (b) 10 Directors shall be elected by and from the Full Members of each of the following Business Categories:

<u>Business Categories</u>	<u>Elected Directors</u>
Lodging	3 Directors
Restaurants & Bars	2 Directors
Retail	2 Directors
Transportation/Attractions & Entertainment	1 Director
Service	1 Director
Ski Areas	1 Director

- (c) 2 Directors shall be elected by and from the Full Members of each of the following business communities:

Lake Louise Business Community	1 Director
Improvement District No. 9 Business Community	1 Director

5.5 Qualifications of Elected Directors

The qualification of elected Directors are as follows:

- (a) an elected Director must:
 - (i) be a Full Member himself/herself or the Nominee of a Full Member (and the Chairperson may request written verification thereof from the Full Member); and,
 - (ii) that Full Member must be a member of the Business Category for which a Board vacancy exists;
- (b) an Associate Member shall not qualify as a Director;
- (c) no person shall be elected or appointed as a Director if he or she has not attained the age of 18 years, if he or she is an un-discharged bankrupt or has been declared a mentally incompetent person or incapable of managing his or her affairs by a court of competent jurisdiction;
- (d) if a Nominee of a Full Member is elected as a Director and during that Directors term he or she ceases to be the nominee of the Full Member due to sale of the Members business, termination of employment, retirement or other similar event, then that person shall cease to qualify as a Director;
- (e) if a Full Member is suspended or expelled from Membership under these By-laws, the Nominee of that Full Member shall cease, as of the effective date of the suspension or expulsion, to qualify as a director; and,

- (f) all Directors who are elected prior to the coming into force of these By-laws shall, notwithstanding any provision to the contrary herein regarding his or her eligibility, shall continue to be eligible as a Director for the remained of his/her current term. At the end of his/her current term, to continue as a Director he/she must qualify under these By-laws.

5.6 Limited Eligibility

Any number of Nominees of a Full Member may be placed in nomination, however, no Full Member or body corporate that is a Related Corporation to a Full Member (even if that Related Corporation is a Full Member) may have more than 1 Nominee elected to the Board at any one time, regardless of the number of Memberships, separate Business Licenses that Full Member or that Related Corporation may hold and regardless of the number of separate Business Categories/Business Communities that Full Member or that Related Corporation may belong to. In the event that 2 or more Nominees of a Full Member or body corporate that is a Related Corporation to a Full Member are nominated as Directors all but the Nominee who received the greatest number of votes shall be declared ineligible to be elected.

5.7 Appointed Director – Town of Banff Mayor

The Mayor of the Town of Banff shall be appointed as a Director. The Town Councilors shall appoint or elect from among themselves 1 Town Councilor who shall act as the alternate to the Mayor. The Town of Banff shall notify the Board in writing of the appointed or elected alternate. No other Town Councilors may attend Board meetings in the capacity as an appointed Director without the consent of the Chairperson of the Board. The alternate to the Mayor may be changed no more than once per year without the consent of the Chairperson of the Board.

5.8 Appointed Director – Superintendent of Banff National Park

The Superintendent of Banff National Park shall be appointed as a Director. The Superintendent may appoint 1 other individual to act as the alternate to the Superintendent and the Banff Field Unit Parks Canada Agency shall notify the Board in writing of the name of the alternate. No other Parks Canada representatives may attend Board meetings in the capacity as an appointed Director without the consent of the Chairperson of the Board. The alternate to the Superintendent may be changed no more than once per year without the consent of the Chairperson of the Board.

5.9 Elected Directors Terms of Office

- (a) Elected Directors shall be elected to hold office for a 3 year term. The election of directors shall be staggered with one-third of the elected Directors being elected each year. The terms of elected Directors representing Business Categories that have more than 1 director shall also be staggered.
- (b) Elected Directors may not serve more than 2 consecutive 3 year terms. Elected Directors who have served for 2 consecutive terms are eligible for re-election after a waiting period of 3 years.
- (c) Notwithstanding the foregoing, the Board may from time to time resolve that the terms of 2 or more elected Directors shall be less than 3 years solely for the purposes of staggering the terms of the elected Directors and staggering elected Directors representing the same Business Category.
- (d) In each year elections shall be held to replace those elected Directors whose term has expired.

5.10 Appointed Directors Terms of Office

The appointed Directors being the Mayor, the Mayor's alternate, the Superintendent and the Superintendent's alternate shall be appointed annually by the Board at the first meeting of the Board following each Annual General Meeting and those individuals may serve for any number of consecutive terms so long as they hold the office.

5.11 Commencement of Terms

Newly elected or appointed Directors shall commence their term of office at the conclusion of the first Annual General Meeting following their election or appointment, except for elections or appointments arising from a vacancy on the Board caused by the resignation, ineligibility or incapacity of an elected or appointed Director, in which case the elected or appointed Director shall take office immediately.

5.12 End of Term

Subject to Section 5.9(c) of these By-laws, the term of an elected Director shall end at the conclusion of the third Annual General Meeting following the commencement of the Director's term, or in the case of an election or appointment arising from a vacancy on the Board caused by the resignation, ineligibility or incapacity of an elected or appointed Director, at the end of the original elected or appointed Director's term.

5.13 Removal of Director

The Full Members may, at a Special Meeting and by Special Resolution remove any elected Director or Officer from office for any reason which the Full Members may deem reasonable. Removal of a Director shall not be deemed to be an alteration of the distribution of the elected membership of Directors in Section 5.4 of these By-laws.

5.14 Vacancies of the Board – Elected Director

In the event of a vacancy of an elected Director, the Board shall, as soon as practicable having regard for the seasonality of the tourism business, conduct a by-election to fill the vacancy, in a manner consistent with the provisions of Article 6 of these By-laws. Such new Director must be from the Business Category in which the vacancy occurred, and must meet the eligibility requirements of a Director. The initial partial term of Director elected under this provision shall not count as a term for purposes of determining the number of consecutive terms served. The Board may continue to transact business at Board meetings notwithstanding 1 or more vacancies of elected Directors, provided quorum for a Board meeting is met.

5.15 Vacancies of the Board – Appointed Directors

In the event of a vacancy of the Mayor or Superintendent, their alternate shall be the appointed Director until their replacement is in office and attends a Board meeting. The Board may continue to transact business at Board meetings notwithstanding 1 or more vacancies of appointed Directors, provided quorum for a Board meeting is met.

5.16 Resignation from the Board

An elected or appointed Director shall be deemed to have resigned if:

- (a) in the case of an elected Director, he or she no longer meets the eligibility requirements for an elected Director or is removed as a Director by the Members pursuant to these By-laws;

- (b) in the case of an appointed Director, he or she no longer meets the eligibility requirements for an appointed Director;
- (c) if he or she is absent without leave from 3 consecutive meetings of the Board without an excuse deemed valid by the Chairperson;
- (d) if he or she submits a written resignation to the Secretary; or,
- (e) if he or she is incapable of serving as a Director for any other reason.

5.17 Remuneration of Directors

Unless authorized by Special Resolution, the Directors shall serve without remuneration from the Bureau provided always the Bureau shall pay any reasonable expenses in connections with any meetings held and any reasonable out-of-pocket expenses necessarily incurred by the Directors in fulfilling their responsibilities.

5.18 Management and Control of Member's Advertising

The Board's authority to manage and control the affairs of the Bureau includes the authority to determine what advertising materials may, or may not, be displayed by Members on Bureau property including the Bureau's website and at the information centers.

ARTICLE 6 **ELECTION OF DIRECTORS**

6.01 Nomination and Election Dates

The Board shall, at least 60 days prior to an Annual General Meeting, fix the time and date by which all nominations for candidates for members of the Board must be received and the date of the election, which shall be prior to the Annual General Meeting.

6.02 Nominations

Nominations for elected Directors shall be conducted as follows:

- (a) nominations for elected Members of the Board may be made by any 5 Full Members or by fifty percent (50%) of the Full Members of any Business Category, whichever is less. Nominations must be in writing and signed by all 5 Full Members.
- (b) a Nominee cannot nominate himself/herself. A Full Member can nominate more than 1 person to be a director; and,
- (c) all nominations must be delivered to the Bureau head offices by the date stipulated and upon receipt all persons so nominated shall be placed in nomination by the Secretary.

6.03 Ballots and Notice of Election

The Secretary shall, at least 21 days prior to the election date, send notice to the Members enclosing or providing electronic links to the ballots, voting deadlines, information on how to cast votes, how votes will be counted, when the results will be announced and any other information or assistance that the Secretary deems appropriate. Voting may be done by ordinary mail or by email or other electronic voting

system, as determined by the Board prior to the election. The notice of an election shall be delivered to the Members entitled to vote by email, mail, electronic newsletter or advertising the notice of the election in any local newspaper that circulates not less than once per week in the Town of Banff and Village of Lake Louise for 2 consecutive weeks prior to the election date, or any of the foregoing in combination, as determined by the Directors.

6.04 Voting

Voting shall be on a Weighted Vote basis and each ballot, including electronic ballots, shall indicate the Full Member's Business Category and the number of votes the Full Member is entitled to. The Full Member may allocate its votes amongst any or all of the candidates placed in nomination for its Business Category, but in no event may the total of the allocated votes exceed the total Weighted Vote of the Full Member. Weighted Votes applicable to 1 Business Category may not be transferred to another Business Category.

6.05 Lost Ballots

In the event the Bureau conducts the election using paper ballots and a Member does not receive or has lost the ballot, the Member shall, upon the completion of a statutory declaration in the form determined by the Board from time to time, be issued a duplicate ballot by the Secretary.

6.06 Counting of Ballots

The counting of ballots shall be conducted by the Bureau's auditors (or in the case of electronic voting, counting of ballots may be conducted by other neutral third party appointed by the Board from time to time) and all votes shall be confidential and secret. In the event the Bureau conducts the election using paper ballots, then all ballots shall be returned directly by the Members to the auditors in an addressed, postage paid envelope provided for that purpose. The auditors or the neutral third party shall communicate the results of the vote to the Secretary within 24 hours after the poll has closed. The results of the vote and the number of the votes received by each candidate in each Business Category shall be published by the Secretary.

6.07 Plurality

The candidate that receives the most votes shall be the elected Director. A candidate does not have to receive the majority of votes to be elected. In the case of an equality of votes between two or more candidates in any Business Category, a second vote to resolve only the tied vote shall be conducted in accordance with the above procedures.

6.08 Proxy Votes

Proxies shall not be used by Full Members to vote for Directors.

6.09 Acclamation

In the event of an uncontested election, which shall be determined and declared by the Secretary upon the close of nominations, then the sole candidate shall be deemed at that time to have been elected by acclamation and ballots relating to that candidate's election do not need to be delivered to Members of that Business Category.

6.10 Destruction of Ballots

The ballots may be destroyed 21 days after an election has been held.

ARTICLE 7
OFFICERS OF THE BUREAU

7.1 Officers of The Bureau

Officers of the Bureau shall consist of a Chairperson, a Vice-Chairperson, Secretary and Treasurer who shall be elected from amongst the elected Directors by the elected Directors on an annual basis, and may hold office for a renewable period of 1 or more years to a maximum of their elected term or terms as a Director. Appointed Directors are not eligible to be Officers of the Bureau. The Chairperson, a Vice-Chairperson, Secretary and Treasurer may be from any Business Category.

7.2 Nomination and Election of Officers

Officers shall be elected at the first meeting of the Board following each Annual General Meeting. Candidates for office may be placed in nomination by any single Director without a need for a second to the nomination. Voting shall be by show of hands or by secret ballot, as directed by the Chairperson, and a plurality of votes shall constitute an election. In the event of an uncontested election of the Chairperson, Vice-Chairperson, Secretary or Treasurer, acclimation is not automatic and the Directors shall still hold a vote. The newly elected Officers shall take office immediately upon their election.

7.3 Chairperson of the Board

The Chairperson shall:

- (a) preside at all meetings of the Board and all Annual General Meetings, General Meetings or Special Meetings;
- (b) be empowered to cause business of any meeting to proceed in an expedient manner, including by limiting discussion or debate and calling for motions to be put forward to be voted upon;
- (c) decide points of order or practice and give his or her decision and state the rule appropriate to the case which, when so stated, shall be acted upon at that meeting without further debate;
- (d) make other declarations at meetings as set out in these By-laws and to regulate the proceedings at meetings;
- (e) have the authority to intervene on the planning, timing of delivery of information and organization of all meetings of the Bureau, including meetings of committees;
- (f) evaluate the Board's effectiveness and implementation for improvements; and,
- (g) perform such other duties of the Chairperson as set out in these By-laws or as the Board may, from time to time, determine.

7.4 Duties of Vice-Chairperson,

The Vice-Chairperson shall act for the Chairperson in his or her absence, and perform such other duties as set out in these By-laws or as the Board may, from time to time, require.

7.5 Duties of Secretary

The Secretary shall:

- (a) issue or cause to be issued certified extracts of minutes of Board and Bureau meetings;
- (b) keep or cause to be kept minutes of meetings of the Board and the Bureau;
- (c) give or cause to be given, as and when instructed, all notices required to be given to Members, Directors, auditors and members of committees;
- (d) be the custodian of the corporate seal of the Bureau;
- (e) be the custodian of all books, papers, records, documents and other instruments belonging to the Bureau;
- (f) be responsible for the up-to-date and accurate addressing, including e-mail addresses, of each Director;
- (g) be responsible for delivery of organizational information to Members when requested; and,
- (h) perform such other duties of the Secretary as set out in these By-laws or as the Board may, from time to time, determine.

7.6 Duties of the Treasurer

The Treasurer shall present a full and detailed account of receipts and disbursements to the Board whenever requested, cause to be prepared for submission to the Annual General Meeting audited financial statements for the preceding year and submitting copies of such statements to the Secretary for the records of the Bureau, and perform such other duties of the Treasurer as set out in these By-laws or as the Board, may, from time to time, determine.

7.7 President and Chief Executive Officer

The Board may retain a President and Chief Executive Officer as an employee of the Bureau who, subject to the authority of the Board and the supervision of the Chairperson, shall carry out the general management and direction of the Bureau's affairs with the power to hire all employees of the Bureau. The President and Chief Executive Officer shall have a voice but no vote at Board meetings, although he or she shall be an *ex officio* Member of the Board without voting rights.

7.8 Delegation

In the absence of or under the direction of any Officer, including the Chairperson, any assisting Officer shall be empowered to act in the performance of the duties of the Officer to whom he or she acts as assistant unless otherwise specified by the Board.

7.9 Temporary Substitutes

In the event of a vacancy, the Board may either hold a by-election or appoint a temporary substitute for any of the Officers, and each substitute shall be deemed to be the Officer whom the substitute is replacing.

7.10 Removal of an Officer

The Board may remove any Officer of the Bureau other than the Chairperson if the majority of Board Members are of the opinion the Officer is not fulfilling his or her duties.

7.11 Remuneration of Officers

Unless authorized by Special Resolution, the Officers shall serve without remuneration from the Bureau provided always that the Board shall have the authority to pay any reasonable expenses in connections with any meeting held and any reasonable out-of-pocket expenses necessarily incurred by the Officers in fulfilling their responsibilities.

ARTICLE 8 MEETINGS OF THE BOARD

8.1 Frequency of Meetings

Meetings of the Board shall be held as often as may be required, but at least once every 3 months. The Chairperson may at any time, and the Secretary shall upon requests in writing of 2 or more Directors stating the business to be brought before the meeting, convene a meeting of the Board.

8.2 Notice

Notice of meetings of the Board shall be called on not less than 5 days' notice to each Director either by personal delivery (which includes scheduled meetings) or in writing by email, fax, mailed or by other electronic delivery method as determined by the Board from time to time.

8.3 Quorum

Any 6 elected Directors representing at least 3 of the Business Categories shall constitute a quorum at a Directors Meeting. The appointed Directors, the Mayor and Superintendent or their alternates, shall not be counted as part of the quorum.

8.4 Waiver of Notice

A Director may, in any manner, waive notice of a meeting of the Board and attendance of any such person at a meeting of Board shall be deemed to be a waiver of notice of the meeting, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.5 Transaction of Business

The transaction of business shall not be commenced at any meeting of the Directors unless the quorum requisite is present. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board under these By-laws, the Objectives or the Act.. If the quorum is lost during the meeting, no further business may be transacted.

8.6 Chairperson of Meetings

The Chairperson or, in his or her absence, the Vice-Chairperson, shall be entitled to take the chair at every meeting of the Board, or if there be no Chairperson or Vice-Chairperson, or if neither shall be present

within 15 minutes after the time appointed for holding such meeting, the Directors present may choose another from amongst themselves to act as Chairperson.

8.7 Adjournment of Meetings

The Chairperson of a meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place.

8.8 Voting

Each Director, including the Chairperson of the meeting, shall be entitled to 1 vote at a meeting of the Board. Appointed Directors, the Mayor and Superintendent, are entitled to 1 vote at a meeting of the Board except where appointed Directors are prohibited from voting under these By-laws. All Board resolutions and questions arising at any meeting of the Board shall be determined by Ordinary Resolution. All voting at Board meetings shall be by show of hands unless otherwise specified in these By-laws or unless any 1 Director requests the vote proceed by secret ballot. In the case of an equality of votes, the resolution shall fail as the Chairperson of the meeting shall not have a second or casting vote. Directors may not vote by Proxy at Board meetings and may not delegate his or her right to vote to another person.

8.9 Declarations

A declaration by the Chairperson of a meeting that a resolution has been carried, or carried by a particular majority, or lost, shall be conclusive and an entry to that effect in the corporate records of the Board shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favor of and against such resolution, provided however, that any Director may, before the question is voted on, request a recorded vote, in which case the number of votes in favor of and against such resolution shall be recorded in the minutes. Any Director may also request, at the conclusion of the vote, that his or her vote in favor of or against the resolution be recorded and his or her vote shall be so recorded in the minutes.

8.10 Rules and Regulations

Subject to the authority of the Chairperson to cause business of Board meetings to proceed with in an expedient manner, the Board may, from time to time and subject to the provisions of these By-laws, adopt rules and regulations for conducting its meetings, and in the absence of such rules and regulations; the rules shall be Robert's Rules of Order. In the event of a conflict with Robert's Rules of Order, these By-laws shall prevail.

8.11 Member Participation in Meetings

Any Member of the Bureau in good standing may attend regular meetings of the Board and may, with the permission of the Chairperson, participate in the discussion, but shall have no vote on any question before the Board. Members may not attend or participate in any duly constituted In Camera meetings or portions of meetings of the Board unless invited to do so by the Chairperson.

8.12 Electronic Voting

In extraordinary circumstances the Board may vote on a resolution via e-mail or other electronic method without holding a meeting, provided the Board ratifies the resolution at the next Board meeting. The Chairperson shall determine, from time to time, when extraordinary circumstances exist that warrant e-mail or other electronic voting on Board resolutions.

8.13 Electronic Voting Policy

The Board must enact a Board resolution approving an E-mail or electronic voting policy to vote on Board resolutions using E-mail.

8.14 In Camera Meetings

The Board may, on motion by 1 Director, resolve to discuss specific business In Camera. In Camera sessions are to discuss matters that are confidential in nature to the business and affairs of the Bureau including but not limited to employee matters, pending litigation or potential litigation affecting the Bureau, the receiving of advice that is subject to solicitor-client privilege and acquisitions of property or dispositions of Bureau property.

8.15 In Camera Meeting Procedures

In Camera Board meeting procedures are as follows:

- (a) the majority of Directors must resolve to move the Board meeting into an In Camera session. The resolution to go In Camera must disclose the subject matter of the discussion in sufficient detail to allow any Director to form a reasoned opinion as to whether a conflict of interest would arise. The resolution must be recorded in the minutes of the regular meeting;
- (b) the Chairperson has the authority to suspend the motion if the subject matter is not adequately disclosed, the subject matter of the resolution is not proper to discuss In Camera or if the Chairperson has knowledge of a procedural reason not to permit the In Camera meeting to continue. The Chairperson may refer the matter to the Governance and Nominations Committee or to legal counsel and in such case the In Camera meeting shall remain suspended until re-enacted by the Chairperson. Any suspension by the Chairperson and the reasons therefore are to be recorded in the minutes of the regular meeting;
- (c) all persons present at the Board's meeting that are not Directors must leave the room unless invited to remain by the Chairperson and join the In Camera meeting;
- (d) no business shall be conducted or discussed that was not disclosed in the resolution to move the meeting to the In Camera session. The Chairperson has authority to cut off and prohibit any discussion on any matter that was not disclosed in the initial resolution;
- (e) voting during In Camera sessions is restricted to procedural matters or giving of instructions to Officers, employees or agents of the Board or a committee;
- (f) the Chairperson shall decide whether In Camera minutes are to be taken which, if taken shall remain confidential in the possession of the Secretary. Approval of the In Camera minutes shall be at the next Board meeting, and shall be approved at the next In Camera session. In Camera minutes are confidential and not available for the Members or the public, unless the Director's resolve, by Ordinary Resolution, to disclose the In Camera minutes;
- (g) each Director is responsible to keep all information and background reports received In Camera strictly confidential. The Chairperson has the authority to require each Director return the confidential information to the Secretary while In Camera. In Camera background reports and information are not available for the Members or the public;

- (h) the Chairperson shall declare when the In Camera meeting is completed and immediately thereafter the Directors shall return to regular meeting;
- (i) all business that is transacted, by resolution of the Board, shall be done after the In Camera meeting is ended and shall be recorded in the minutes of the regular meeting; and,
- (j) the Board may implement additional policies and procedures for In Camera meetings provided the policies and procedures do not conflict with these By-laws.

ARTICLE 9

COMMITTEES

9.1 Standing Committees

The Board shall appoint the following standing Committees, all of whom report to the Board as a whole:

- (a) Executive Committee;
- (b) Audit and Finance Committee; and,
- (c) Governance and Nominations Committee.

9.2 Executive Committee Members

The Executive Committee shall consist of 4 members: the Chairperson, Vice Chairperson, Treasurer and Secretary as elected by the Board. The Chairperson of the Board shall be the Chairperson of the Executive Committee.

9.3 Duties of Executive Committee

The Executive Committee shall have the following powers and duties:

- (a) to consider and make recommendations to the Board in respect of all matters referred to it by the Board relating to the affairs of the Bureau;
- (b) to assist in the creation and interpretation of Bureau policies;
- (c) to address issues and matters that arise between meetings of the Board which in the opinion of the Chairperson or the President and Chief Executive Officer require immediate consideration;
- (d) to evaluate the performance of the President and Chief Executive Officer, and to make recommendations to the Board as to his or her remuneration and expenses for the subsequent year; and,
- (e) to undertake such other task and duties as may be directed by the Board from to time.

9.4 Audit and Finance Committee Members

The Audit and Finance Committee shall consist of 3 members, 1 of whom shall be the Treasurer, 1 of whom shall be any elected Director and 1 of whom shall be either an elected Director or a Full Member at large (or Nominee of a Full Member). The Treasurer shall be the chairperson of the Audit and Finance Committee.

9.5 Duties of the Audit and Finance Committee

The Audit and Finance Committee shall be responsible to ensure financial compliance with the audit requirements of the Bureau under the Act and these By-laws which shall include:

- (a) establishing and overseeing the structure and form of financial reporting from any committee or the President and Chief Executive Officer to the Board;
- (b) reviewing and approving the financial statements and providing a report to the Members about the committees' findings following review of the financial statements of the Bureau;
- (c) reviewing and advising the Board, on an annual basis, regarding the Financial Contribution rates of each Business Category;
- (d) reviewing and advising the Board on any other financial information of the Bureau or its committees and internal controls;
- (e) retaining and working with the external auditors;
- (f) advising the Board on financial and economic forecasts and insurable risks and insurance coverage;
- (g) conducting internal audits, if instructed by the Board or if requested by a Committee; and,
- (h) performing such other audit, financial tasks and responsibilities as directed by the Board from time to time.

9.6 Governance and Nominations Committee Members

The Governance and Nominations Committee shall consist of 3 members, 1 of whom shall be the Secretary and 1 of whom shall either be an elected Director or a Full Member at large (or Nominee of a Full Member). The Secretary shall be the Chairperson of the Governance and Nominations Committee.

9.7 Duties of the Governance and Nominations Committee

The Governance and Nominations Committee shall be responsible to assist the Board in all matters regarding governance of the Bureau and oversee the nomination procedures for election of Full Members on the Board pursuant to the procedures set out in Article 6 of these By-laws. Specifically, the Governance and Nominations Committee shall:

- (a) review and advise the Board on Members eligibility and all applications by any person to become a Member, including the annual review of Associate Memberships under section 2.15 of these By-laws;
- (b) review and advise the Board on the Businesses Categories and the allocation of Members into the Business Categories; develop a process for identifying Directors skills to meet both current and future challenges of the Bureau;
- (c) create and implement policies on governance, privacy (and compliance with privacy laws), conflicts of interest and electronic notice and voting procedures;

- (d) oversee the organizational structure of the Bureau to ensure satisfactory reporting to the Directors from the Bureau's administration and satisfactory delivery of Board instructions to the President and Chief Executive Officer and other employees;
- (e) identify eligible candidates to act as Directors and introduce them to volunteering with the Board;
- (f) create and update a Code of Conduct for all Members; and,
- (g) to undertake such other tasks and duties as may be directed by the Board from time to time.

9.8 Other Committees

The Board may appoint such other committees as it deems necessary from time to time to carry out such specific tasks as the Board may determine and authorize, provided always:

- (a) the Directors may from time to time appoint Full Members, Directors or other individuals unrelated to the Bureau to be members of other committees;
- (b) the term of office of the chairs and members of other committees shall be determined prior to their appointment by resolution of the Directors;
- (c) the terms of reference of any other committee shall be determined by resolution of the Board and the Board can amend, revise or change the terms of reference at any time throughout the existence of the committee; and,
- (d) the Board may terminate and wind up any other non-standing committee at any time.

9.9 Committee Proceedings

Except as provided in these By-laws with respect to any committee and the proceedings thereof:

- (a) each member of a committee shall be entitled to 1 vote at a meeting of the committee. Questions arising at any meeting shall be determined by Ordinary Resolution. In the case of an equality of votes the chairperson of the meeting shall not have a second or casting vote. Votes shall be by hand unless any member of the committee requests the vote be held by secret ballot. A declaration by the chairperson of a meeting that a resolution has been carried or carried by a particular majority, or lost, shall be conclusive and an entry to that effect in the minutes of the meeting shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favor of and against such resolutions;
- (b) unless instructed by the Board to keep minutes, the Chairperson of each committee shall decide whether minutes shall be kept of each meeting of each committee. In the event minutes are kept, then the minutes shall be circulated to all Members of the committee as well as to the Board, if so requested;
- (c) any committee may meet for the dispatch of business, adjourn and otherwise regulate their meetings in accordance with these By-laws, at such times as they think fit, and may determine the quorum necessary for the transaction of business. Unless otherwise determined, a quorum of any committee shall be the majority of the members of the committee; and,

- (d) the Chairperson of a committee may request any Officer, employee or adviser of the Bureau or the Board to attend any committee meetings and in such event the Officer, employee or adviser is entitled to attend.

ARTICLE 10

CONFLICT OF INTEREST

10.1 Conflict of Interest

Directors owe the duty of utmost good faith to the Bureau and must not put themselves in a conflict of interest which is a situation where a Director's pecuniary interest compromises that Director's judgment in carrying out his or her duties as a Director. Any application of this Article must recognize elected Directors are nominees and representatives of the Membership that is made up of the vast majority of businesses operating in the tourism market economy within Banff National Park and the Bureau's primary Objective is to act as a destination marketing organization on behalf of the Members, which includes sponsorship and funding of events and meetings at a Member's place of businesses, or promotion of Member's goods and services.

10.2 When Conflict Arises

When a Director has a conflict of Interest in a matter before the Board the Director shall, as soon as practicable:

- (a) disclose the general nature of the conflict of interest prior to any discussion of the matter;
- (b) abstain from discussing the matter;
- (c) abstain from voting on any question relating to the matter; and,
- (d) leave the room in which the meeting is being held until the discussion and voting on the matter are concluded.

10.3 Conflict of Interest Policies

The Board and the Nomination and Governance Committee, may implement additional policies and procedures addressing Conflict of Interest and Codes of Conduct provided those policies and procedures do not conflict with these By-laws.

ARTICLE 11

CONFIDENTIAL INFORMATION

11.1 Definitions

"Confidential Information" means all or any information acquired from or made available by the Board or a committee to a Director In Camera or otherwise marked "confidential."

11.2 Use of Confidential Information

All Confidential Information received by a Director shall be kept confidential and the Directors shall not disclose publish or transfer (directly or indirectly), any of the Confidential Information to any other person in whole or in part unless the Director is carrying out the Director's duties to the Bureau and generally to further the interests of the Bureau or as the Board may direct.

ARTICLE 12
PROTECTION OF DIRECTORS AND OFFICERS

12.1 Indemnity

Every Director and Officer of the Board and his or her heirs, dependents and personal representatives, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Bureau from and against all costs, charges, losses and expense whatsoever including without limitation legal costs on a solicitor and client basis, which such Director or Officer may incur, or become liable for, by reason of any contract entered into or act or thing whatsoever made, done, permitted or omitted by such Director or Officer as such Director or Officer in the lawful and appropriate discharge of his or her duties in any way, or by reasons or as a result of such person being a Director or Officer of the Board excepting such costs, charges, losses and expenses as are occasioned by the person's own dishonesty, negligence willful neglect or willful default.

12.2 Insurance

The Bureau shall purchase and maintain directors and officers liability errors and omissions insurance for the benefit of Directors or Officers of the Bureau, the terms of which shall be established by the Board from time to time.

ARTICLE 13
NON-PARTISAN

13.1 Non-Partisan

The Bureau shall be politically non-partisan and shall not support or contribute any monies to any political party, political movement, or any candidate running for elected political Officer or any person running for a nomination to be a candidate of any political party. The Bureau shall be permitted to sponsor forums and similar events where all candidates for elected office are able to speak to the general public. Reporting to or to or from funding other not for profit associations, including the Town of Banff, shall not be deemed to be partisan actions.

13.2 Public Issues.

The Board shall be permitted to take a public position on public issues or on issues of common concern and interest to the Members, provided the Board approves the position, by Ordinary Resolution. Copies of all written petitions, briefs or submissions of the Board shall be made available to any Members upon request.

ARTICLE 14
GENERAL

14.1 Execution of Documents

The Board may, subject to these By-laws, from time to time, authorize any person or persons to execute and deliver on behalf of the Board, under the seal or otherwise, contracts, documents or instruments in writing of any kind whatsoever which have been approved by the Board, or which are required to give effect to any resolution of the Board, including without limitation, the Annual Business Plan, any marketing agreements, deed, mortgages, charges, conveyances, transfers and assignments of property of all kinds, and may authorize the execution of cheques on its behalf by any person or persons, by signature or by facsimile signature of such person or persons under seal or otherwise.

14.2 Fiscal Year and Audited Books

The fiscal year of the Bureau shall commence on the first day of January in each year. Once at least in each fiscal year of the Bureau, the auditors shall audit the books of the Bureau and prepare audited financial statements in full compliance with the requirements of the Act.

14.3 Auditors

The remuneration of the auditors shall be determined by the Board with the Board having authority to replace the auditors if the remuneration is not acceptable to the Board. The auditors shall audit the financial records of the Bureau at the end of each fiscal year and shall submit the auditor's report to the Board prior to the Annual General Meeting in each year.

14.4 Notices

Except as herein specified, any notice may be given by the Bureau, the Board or any committee in writing to any Member, Director, Officer or other person entitled thereto may be made either by personal delivery, prepaid ordinary mail, facsimile, e-mail, electronic newsletter or other electronic communication methods or systems, or any combination thereof, as determine by the Board from time to time and any of which delivery method shall be valid delivery of the notice.

14.5 Location and Custody of Books and Records

The books, accounts and records of the Bureau shall be kept at the offices of the Bureau. The Secretary shall designate from time to time the person or persons who shall be responsible for the maintenance and custody of the books and records of the Bureau.

14.6 Inspection by Members

Except as otherwise set out in this By-law or as required under the Act, the Board shall determine from time to time the conditions and regulation under which the books and records of the Bureau shall be open to the inspection of Members and no Member shall have any right of inspecting any accounts, books or records of the Bureau except as conferred by these By-laws, the Act, by laws generally or as authorized by the Board.

14.7 Minutes

The Board shall cause minutes to be made in books provided for that purpose:

- (a) of all appointments of Officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Board and of any committee of the Board; and,
- (c) of all resolutions and proceedings at all meetings of the Bureau and the Board.

14.8 Accounts

The Board shall cause true accounts to be kept:

- (a) of all sums of money received and disbursed by the Bureau and the matters in respect of which such receipt and expenditure took place;

- (b) of all sales and purchases of goods by the Bureau;
- (c) of all the assets and liabilities of the Bureau; and
- (d) of all other transactions affecting the financial position of the Bureau.

14.9 Register of Members

The Board shall maintain a register of Members, which shall include, for each Member,

- (a) their full name, address and email address; and
- (b) whether the Member is a Full Member or Associate Member and the Business Categories the Member is allocated to.

14.10 Amendments to By-laws

This By-law may be only amended by a Special Resolution of the Members of the Bureau.

REPLACEMENT BY-LAWS

These Replacement By-laws supersede and replace all prior By-laws of The Banff Lake/Louise Tourism Bureau. The Chairperson and the Secretary of The Banff/Lake Louise Tourism Bureau, as authorized by the Members pursuant to the Special Resolution dated the 25 day of April 2017 (copy attached hereto as Schedule "B") hereby execute these By-laws and apply the Corporate Seal thereby authorizing these By-laws as valid and subsisting for and on behalf of all of the Members.

SIGNED

Chairperson

Secretary

SCHEDULE "A"

Attached to and forming an integral part of the By-laws of
The Banff/Lake Louise Tourism Bureau

**TOURISM IMPROVEMENT FEE FUNDING MECHANISM FOR TOWN OF BANFF
RESIDENT LODGING SECTOR MEMBERS**

WHEREAS the Members of the Bureau have, by a series of Special Resolutions and agreements, implemented the Alternative Revenue Strategy;

AND WHEREAS the Members of the Bureau have resolved and agreed the Tourism Improvement Fee collection and funding mechanism program, which is part of Alternative Revenue Strategy, is necessary, and desirable to fulfill the Objectives of the Bureau and accordingly it is beneficial to all the Members of the Bureau;

AND WHEREAS by Special Resolution of the Members of the Bureau passed at a meeting held on the 28th day of March, 2006, the By-laws were amended so the Financial Contribution by each non-exempt Lodging Business Category Member was set to be a percentage of the Alberta Tourism Levy;

AND WHEREAS the Town of Banff Business Licensing By-law has been amended to authorize the Town of Banff to collect the Town of Banff Business Licensing Fees from the Lodging category Members who are resident in the Town of Banff, in an amount equal to a percentage of the Alberta Tourism Levy, as defined in Section 2(1) of the Tourism Levy Act, R.S.A. 2000, c. T-5.5, payable by that Lodging category Member;

AND WHEREAS the Bureau has entered into an Agreement with the Town of Banff whereby the Town of Banff has retained the Bureau to provide destination marketing services, and other similar services to the Town of Banff;

AND WHEREAS by Special Resolution of the Members of the Bureau passed at a meeting held on the 26th day of September, 2006, the By-laws were repealed in their entirety and replaced with By-laws dated the 28th day of September, 2006 which included Schedule "A" Tourism Improvement Fee Funding Mechanism For Town of Banff Resident Lodging Sector Members;

AND WHEREAS by Special Resolution of the Members of the Bureau passed at a meeting held on the 24th day of March, 2010, the By-laws (including Schedule "A") were repealed in their entirety and replaced with amended By-laws (including Schedule "A");

AND WHEREAS by Special Resolution of the Members of the Bureau passed at a meeting held on the ____ day of April, 2017 the By-laws (including Schedule "A") were repealed in their entirety and replaced with these By-laws (including Schedule "A");

NOW THEREFORE, by Special Resolution of the Members of the Bureau passed at a meeting held on the ____ day of April, 2017 the Members accept and agree this Schedule "A" is an integral part of the By-laws of the Bureau, which sets out the reporting responsibilities and Financial Contribution of

each Resident Lodging Sector Member (defined below) under the Tourism Improvement Fee collection program, which is a lawfully binding in accordance authority of the Societies Act, R.S.A. c., S-14.

ARTICLE 1
DUTIES OF THE RESIDENT LODGING SECTOR MEMBERS

1.1 Each Resident Lodging Sector Member shall:

- (a) pay to the License Inspector the Tourism Improvement Fee when due in the amounts and on the dates as set out in this Schedule; and,
- (b) observe and perform the duties and obligations of the Resident Lodging Sector Member as set out in this Schedule.

ARTICLE 2
INTERPRETATION

2.1 Definitions

Whenever used in this Schedule, the following words and terms shall mean:

- (a) “**Alberta Tourism Levy**” means the tourism levy as set out in Section 2(1) of the Tourism Levy Act R.S.A. 2000, c. T-5.5, as calculated and applicable to the Resident Lodging Sector Member pursuant to this Schedule;
- (b) “**Annual Rate**” means 50% of the Alberta Tourism Levy for the each Year unless amended by the Members of the Bureau in accordance with Article 7 of this Schedule;
- (c) “**Board**” means the Board of Directors of the Banff Lake Louise Tourism Bureau;
- (d) “**Business Licensing By-law**” means the Town of Banff Business License By-law and all schedules thereto, in effect from time to time;
- (e) “**By-laws**” mean the by-laws of the Banff Lake Louise Tourism Bureau dated the ___ day of April, 2017 , as may be amended from time to time;
- (f) “**License Inspector**” has the same meaning as ascribed in the Business License By-law;
- (g) “**Remittance Form**” means the form provided by the Bureau to be completed by the Resident Lodging Sector Member and returned to the Third Party Agent, which form shall be used to estimate the Tourism Improvement Fee for the upcoming Year and reconcile the actual Tourism Improvement Fee owing to the previously estimated Tourism Improvement Fee paid by the Resident Lodging Sector Member for the Year just ended;
- (h) “**Resident Lodging Sector Member**” means a Member resident in the municipal boundaries of the Town of Banff engaged in rental of Lodging on a short term basis;
- (i) “**Third Party Agent**” means a Chartered Accountant in good standing under the Institute of Chartered Accountants of Alberta;
- (j) “**Tourism Improvement Fee**” means an amount equal to 50% of the Alberta Tourism Levy, calculated on the same basis as the 4% Alberta Tourism Levy, unless amended in accordance with the procedure’s set out in this Schedule

(k) “Year” means the 12 month period commencing October 1 and ending September 30.

2.2 Paramountcy

All capitalized term in the Schedule not specifically defined herein shall have the respective meaning ascribed to them in the By-laws, unless the context or subject matter is inconsistent therewith. In the event of a conflict, the terms of this Schedule shall prevail.

ARTICLE 3 METHOD OF FINANCING AND DISCLOSURE

3.1 Method of Financing

The manner in which the Resident Lodging Sector Member chooses to finance the Tourism Improvement Fee is within the discretion of the Resident Lodging Sector Member. The Resident Lodging Sector Member may elect to reflect the Tourism Improvement Fee as a separate line item charge on customer invoices or may absorb the Tourism Improvement Fee as a cost. The Resident Lodging Sector Member shall not misrepresent the nature of the Tourism Improvement Fee in any communications to customers or promotional materials and, in particular, it shall not represent or create the impression that the Tourism Improvement Fee is a government tax or levy of any kind that is required by law to be charged to customers.

3.2 Accurate Disclosure

In the event the Resident Lodging Sector Member elects to reflect the Tourism Improvement Fee as a separate line item charge on customer invoices, then the Resident Lodging Sector Member is solely responsible to meet all disclosure requirements as may be required at law, including without limitation, the requirements under the Fair Trading Act R.S.A 2000, c-F-2, as amended from time to time.

ARTICLE 4 ADMINISTRATION OF PROGRAM

4.1 Remittance Form

On or before the 31st day of October of each Year the Resident Lodging Sector Member shall deliver a signed Remittance Form to the Third Party Agent.

4.2 Third Party Agent Calculations

The estimated Financial Contribution payable by the Resident Lodging Sector Member for the upcoming Year, shall be calculated as follows:

$$\begin{array}{rcl}
 \text{[Annual Rate]} & \times & \text{[Alberta Tourism Levy of Resident} \\
 & & \text{Lodging Sector Member for previous 12} \\
 & & \text{months ending September 30]} \\
 & & = \text{Estimated Tourism} \\
 & & \text{Improvement Fee}
 \end{array}$$

4.3 Quarterly Payments

The Resident Lodging Sector Member shall pay the Tourism Improvement Fee, as calculated by the Third Party Agent, in accordance with the payment schedule as set out in the Business Licensing By-law.

4.4 Reconciliation

The Third Party Agent shall use the signed Remittance Form delivered by the Member on the 31st day of October of the next Year, which shall disclose the Member's actual Alberta Tourism Levy and the actual Tourism Improvement Fee collected for the Year just ended, to calculate the actual Tourism Improvement Fee to be paid by the Member for the Year just ended, calculated as follows:

$$\text{[Annual Rate]} \quad \times \quad \text{[Alberta Tourism Levy of Resident Lodging Sector Member for Year Just Ended]} \quad = \quad \text{Actual Tourism Improvement Fee}$$

4.5 Adjustments

In the event the Resident Lodging Sector Member has overpaid, an amount equal to the overpayment shall be either refunded by the Bureau or deducted from the first installment of the Resident Lodging Sector Member's Tourism Improvement Fees for the next Year, as determined by the Board. In the event the Resident Lodging Sector Member has underpaid, the Third Party Agent shall notify the Bureau, and the Resident Lodging Sector Member shall pay the amount owing with the first installment of the Resident Lodging Sector Member's Tourism Improvement Fees for the next Year .

4.6 Authority of Third Party Agent May Demand Further Information

So as to enable the Third Party Agent to make accurate and expedient determinations under this Schedule and the Third Party Agent Retainer Agreement, the Third Party Agent shall have the authority, upon ten (10) days' notice in writing to the Resident Lodging Sector Member:

- (a) to examine the Resident Lodging Sector Member's accounting records and procedures including control features affecting the determination of the Alberta Tourism Levy during regular business hours; and,
- (b) to demand the Resident Lodging Sector Member provides further documentation and evidence so as to enable the Third Party Agent to determine the amount of the Alberta Tourism Levy for the period in question.

4.7 Third Party Report to Bureau

In the event the Third Party Agent does not receive the Remittance Form by the dates specified in this Schedule, or in the event the Third Party Agent determines that after notice to the Resident Lodging Sector Member the Third Party Agent cannot determine with reasonable accuracy the amount of the Alberta Tourism Levy collected by the Resident Lodging Sector Member for the period in question, then the Third Party Agent shall provide a written report to the Board setting out the deficiencies and the notice procedures followed by the Third Party Agent to date.

4.8 Failure of Member to Report

Upon receipt of the written report under Section 4.7 of this Schedule the Board may, in their discretion, upon ten (10) days' notice in writing to the Resident Lodging Sector Member:

- (a) estimate the Resident Lodging Sector Member's Tourism Improvement Fee to be an amount up to 150% of the estimated amount of the Tourism Improvement Fee for that Member from the previous Year (the "Prescribed Fee"); and provide written notice to the

Business License Inspector that the Member's Tourism Improvement Fee for the upcoming Year shall be the Prescribed Fee; and,

- (b) declare that the Resident Lodging Sector Member has committed an event of default and pursue such remedies as are set out in Section 9.2 of this Schedule.

4.9 No Deductions or Set-Off

All payments by the Resident Lodging Sector Member under this Schedule shall be made without deduction or set-off, except as permitted under Section 4.5 of this Schedule.

4.10 Prescribed Fee & Tourism Improvement Fee Not A Penalty

The Prescribed Fee and Tourism Improvement Fee are not penalties as defined under Section 23(1) of the *Societies Act*. All amounts owing by the Resident Lodging Sector Member under this Schedule, including the Prescribed Fees, are Financial Contributions agreed to by the Resident Lodging Sector Member to fulfill the Objectives of the Bureau, and may be recovered by the Board in an action in debt against the Resident Lodging Sector Member.

4.11 New Hotels and Substantial Renovations

Resident Lodging Sector Members constructing new properties or Resident Lodging Sector Members that close their business for more than 180 consecutive days to conduct substantial renovations, are obligated to so notify the Third Party Agent who shall estimate the Resident Lodging Sector Member's Tourism Improvement Fee for the upcoming Year. The Third Party Agent and Resident Lodging Sector Member shall work cooperatively and the Resident Lodging Sector Member is entitled to submit additional documentation to the Third Party Agent. The Third Party Agent shall make a determination regarding the Resident Lodging Sector Member's estimated Tourism Improvement Fee for the Year in which construction or substantial renovation occurs. The Resident Lodging Sector Member may, within 10 days of the date of receipt of the Third Party Agent determination, appeal the decision to the Grievance Panel.

ARTICLE 5 **EXEMPTIONS**

5.1 Exchange Exemptions

Resident Lodging Sector Members shall not be obligated to pay the Tourism Improvement Fee on any amount that exceeds the actual monetary consideration received by the Resident Lodging Sector Member from the customer for the Lodging and for certainty, section 1.1(i)(ii) of the Tourism Levy Act R.S.A. 2000, c. T-5.5 shall not be applicable nor used by the Third Party Agent to calculate the Tourism Improvement Fee.

5.1 Other Exemptions

The Board has authority to allow other exemptions, temporary or permanent, to all Resident Lodging Sector Members provided all such other exemptions must be established by written policy of the Board

ARTICLE 6
GRIEVANCE PANEL

6.1 Grievance Panel Established

The Board shall, forthwith upon notification of any dispute by a Member regarding this Schedule A, create a Grievance Panel which shall consist of 3 persons, 1 of whom shall be the Chairperson of the Board, 1 of whom shall be a director of the Banff Lake Louise Hospitality Association, and 1 of whom shall be President of the Banff Lake Louise Hospitality Association (the "Grievance Panel"). The Grievance Panel shall continue to exist until all appeals are determined.

6.2 Purpose of Grievance Panel

The purpose of the Grievance Panel is to:

- (a) provide a final and binding decision regarding the determination by the Third Party Agent regarding the estimated Tourism Improvement Fee for newly constructed, or substantially renovated, property and, if need be, impose its own estimate for that property;
- (b) provide a written decision regarding any dispute arising from the administration of the Tourism Improvement Fee as set out in Article 4 of this Schedule, only insofar as those issues relate to the specific grievance of the Resident Lodging Sector Member; and,
- (c) communicate the decisions of the Grievance Panel to the Resident Lodging Sector Member, the Board and the Third Party Agent.

6.3 Authority of Grievance Panel

The Grievance Panel has the authority to fulfill its purposes.

6.4 Policies and Procedures

The Grievance Panel shall establish its own policies and procedures provided always the Grievance Panel:

- (a) shall apply the terms, definitions and requirements of this Schedule;
- (b) may request written or oral presentations by the Resident Lodging Sector Member, or its nominee, and the Third Party Agent;
- (c) shall not impose conditions upon the Resident Lodging Sector Member, but is entitled to impose an estimated Tourism Improvement Fee, and,
- (d) shall comply with the Act and the By-laws of the Bureau.

6.5 Ruling of Grievance Panel

The Grievance Panel's ruling on any matter is binding on the Bureau, the Board, and the Member, subject to a further appeals to arbitration.

6.6 Appeals from Grievance Panel

The Resident Lodging Sector Member or the Board may refer any decision or ruling of the Grievance Panel to binding arbitration under the Arbitration Act, RSA 2000 c A-43 pursuant to Section 9.1 below. Provided always, all disputes arising hereunder must be referred to the Grievance Panel before being referred to arbitration. Notwithstanding anything to the contrary in the *Act* or the *Arbitration Act*, the party that refers any Grievance Panel decision to arbitration shall be responsible for the full cost of the arbitration hearings.

ARTICLE 7 **ANNUAL RATE**

7.1 Board Authority to Change Annual Rate

The Board has authority, subject to the approval by the Resident Lodging Sector Members, to change the Annual Rate from time to time. Once approved, the changed Annual Rate shall become the applicable percentage of the Alberta Tourism Levy used to calculate the Resident Lodging Sector Members' Tourism Improvement Fee under this Schedule and under the Business Licensing Fee.

7.2 Annual Rate Change must be Approved By Resident Lodging Sector Members

All changes to the Annual Rate, and the effective implementation date, must be:

- (a) firstly, approved by the Resident Lodging Sector Members voting in favor of the change by a resolution passed at a Special Meeting limited to the Resident Lodging Sector Members that carries a two-thirds vote of all Resident Lodging Sector Members present and upon a two-thirds Weighted Vote of all Resident Lodging Sector Members present; and,
- (b) secondly, approved by the Town of Banff by amendment to the Business Licensing By-law.

7.3 Notice of Change and Effective Annual Rate

The provisions of Sections 4.4 through 4.6 of the By-laws regarding quorum, notice and business at Special Resolutions shall apply to the Special Meeting of the Resident Lodging Sector Members on Section 7.2 (a) of this Schedule. Provided, the quorum shall be sixty-five (65%) of the Resident Lodging Sector Members.

7.4 Annual Rate and Exemptions

The Resident Lodging Sector Member shall not be entitled to apply for (or deduct) any exemptions from the change in Annual Rates (except exemptions previously approved under this Schedule).

7.5 Continuing Annual Rates

In the event the Annual Rate is not amended, then the applicable Annual Rate shall be the prior Year's Annual Rate.

ARTICLE 8
THIRD PARTY AGENT

8.1 Third Party Agent

The Third Party Agent shall act as authorized agent for both the Board and the Licensing Inspector and shall report to the Board and the Licensing Inspector in accordance with the Third Party Agent Retainer Agreement between the Bureau and the Third Party Agent. Subject to the professional standards of the Institute of Chartered Accountants of Alberta, the Third Party Agent Retainer Agreement shall be available for review by the Resident Lodging Sector Members.

ARTICLE 9
DEFAULT

9.1 Events of Default

If and whenever:

- (a) the Board elects to declare a Resident Lodging Sector Member in default, following receipt of written notice by the Third Party Agent that the Resident Lodging Sector Member has not reported as requested under Sections 4.1 and 4.4 of this Schedule; or,
- (b) the Resident Lodging Sector Member has failed to pay the Tourism Improvement Fee as required under this Schedule; or,
- (c) the Resident Lodging Sector Member has committed any other material breach of its duties and obligations under this Schedule;

then the Board shall be entitled to exercise the remedies set out in Section 9.2 below.

9.2 Remedies

The Board may, at its option but is not obligated to, in any of the cases set out in Section 9.1:

- (a) recover the Tourism Improvement Fee and the Bureau's costs of enforcement (including legal fees on a solicitor and client basis), from the Resident Lodging Sector Member in an action in debt;
- (b) advise the Licensing Inspector, in writing, of the event of default;
- (c) commence expulsion or suspension actions against the Resident Lodging Sector Member from the Bureau in accordance with the suspension and expulsion procedures as set out in the By-laws.

9.3 Availability of Remedies

The Board may from time to time resort to any or all of the rights and remedies available to it in the event of any default by the Resident Lodging Sector Member, all of which rights and remedies are intended to be cumulative and not alternative.

ARTICLE 10
ARBITRATION

10.1 Arbitration

Subject to Section 6.6, any and all disputes and controversies arising out of or in any manner relating to:

- (a) the performance of the Resident Lodging Sector Member under this Schedule; or,
- (b) a determination by the Third Party Agent that has been referred to the Grievance Panel; or,
- (c) the interpretation of any provision of this Schedule;

which cannot be settled by good faith negotiations by the Board and the Resident Lodging Sector Member shall be settled by binding arbitration in accordance with the *Arbitration Act* of the Province of Alberta. Either the Resident Lodging Sector Member or the Board may refer a matter to arbitration by providing written notice to the other party. Upon such notice, both the Board and the Resident Lodging Sector Member shall appoint an arbitrator who shall then select a third, all within 30 days of the delivery of the notice. The arbitrators shall make a decision within 30 days of the appointment of the third arbitrator. The arbitrator or arbitrators shall have the right only to interpret and apply the terms of the By-laws and this Schedule, and may not change any such terms or deprive the Board of any right or remedy expressly or implicitly provided in this Schedule.

ARTICLE 11
CONSENT TO DISCLOSE INFORMATION

11.1 Acknowledgement and Consent

The Board has authority to disclose audited financial statements, annual business plans and annual reports to its Members, the Town of Banff, the provincial government of Alberta under the Act and to other third parties. Specifically, the amount of the Tourism Improvement Fee paid by the Resident Lodging Sector Member each Year may appear in the Board reports, Third Party Agent reports and in the Bureau financial statements and annual Business Plan which reports, plans and financial statements are not confidential and may be viewed by the public. The Resident Lodging Sector Member shall, from the date of these By-laws, be deemed to have consented to the disclosure by the Board and Third Party Agent of the amount of the Member's Tourism Improvement Fee in the reports, plans and statements and for the purposes above stated.

ARTICLE 12
ALBERTA TOURISM LEVY

12.1 Changes to Alberta Tourism Levy

In the event the 4% Alberta Tourism Levy is amended, the Tourism Improvement Fee shall continue to be calculated on the 4% Alberta Tourism Levy until the Board can arrange for either a Special Resolution of the Lodging Business Category Members to change the Annual Rate (pursuant to Section 7.2 of this Schedule A) or arrange for a Special Resolution of the Members of the Bureau to amend the By-laws.

ARTICLE 13
TERMINATION AND WIND UP

13.1 Termination and Winding Up

In the event the:

- a) Tourism Levy Act, R.S.A. 2000, c. T-5.5, is terminated; or,
- b) the Board determines that the Tourism Improvement Fee cannot continue,

then to ensure an orderly wind up of the Tourism Improvement Fee or to facilitate the turn-over to another fee collection mechanism, the Alberta Tourism Levy as set out in the Tourism Levy Act, R.S.A. 2000, c. T-5.5 and the Annual Rate (then in effect) shall remain as the basis to calculate the Tourism Improvement Fee until the Board can finalize the Reconciliations and hold Special Resolutions of the Members to amend these By-laws.

ARTICLE 14
GENERAL

14.1 Severability

The determination that any provision of this Schedule is invalid or unenforceable shall not invalidate the By-Laws or this Schedule all of said provisions being inserted conditionally on their being considered legally valid, and this Schedule shall be construed and performed in all respects as if any invalid or unenforceable provisions are omitted, provided the primary purpose of this Schedule is not thereby impeded.

14.2 References

In this Schedule, except where expressly otherwise provided or where the context otherwise requires:

- (a) words in the singular include the plural and vice versa and words importing any one of the masculine, feminine or neuter genders include the other genders;
- (b) a reference to a statute or regulation or a provision thereof means the statute or regulation or provision as amended or superseded from time to time; and,
- (c) unless otherwise provided a reference to dollars or amounts of money means lawful money of Canada.

14.3 Headings

This Schedule is provided with headings and is divided into Articles and Sections for convenience of reference only and such shall not affect its construction or interpretation.

14.4 TIF Policy

The Board may make policies and procedures for managing the Tourism Improvement Fee collection and funding mechanism program provided always those policies and procedures must be in accordance with this Schedule "A".

[END OF SCHEDULE "A"]

SCHEDULE "B"

**SPECIAL RESOLUTION OF THE MEMBERS OF
THE BANFF/LAKE LOUISE TOURISM BUREAU
DATED THE 24th DAY OF APRIL, 2017**
Societies Act R.S.A. 2000, c.S-14


Repeal and Replacement of By-laws

BE IT RESOLVED, as a Special Resolution of the Members of THE BANFF/LAKE LOUISE TOURISM BUREAU that the existing Bylaws of The Banff/Lake Louise Tourism Bureau dated the 24th day of March, 2010 are repealed in their entirety and replaced with the By-Laws dated the 25th day of April, 2017 .

The undersigned Chairperson of the Banff/Lake Louise Tourism Bureau hereby certifies the above resolution is a true and correct Special Resolution of the Members of the Bureau passed by the members of the Banff/Lake Louise Tourism Bureau at a Special Meeting held on 24th day of April, 2017 at the Moose Hotel, Banff, Alberta, which resolution is in full force and effect as at the date hereof.

DATED at Banff, Alberta this 24th day of April, 2017.





Chairperson

David Roberts

