



**BY-LAWS
OF
INDIGENOUS TOURISM ASSOCIATION OF CANADA**

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OF
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Here set forth, in numbered clauses, are the By-laws providing for matters related to the Indigenous Tourism Association of Canada.

PART 1

DEFINITIONS, INTERPRETATION AND APPLICATION

1.1 Definitions, Interpretations and Application

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

- (a) “**Indigenous Person**” means a person of North American Indian (status or non-status), Métis or Inuit ancestry living on or off reserve in Canada;
- (b) “**Indigenous Organization**” means an Indigenous non-profit society, association or a company or business that is majority-owned by an Indigenous Person or entity, such as an Indian Band;
- (c) “**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any relevant statute or regulation that may be substituted, or result from an amendment made from time to time;
- (d) “**Annual General Meeting**” means the meeting of the Members of the Corporation which takes place on an annual basis;
- (e) “**Auditor**” means the person appointed and authorized to examine the accounts of the Corporation and to report on the findings of such examination;
- (f) “**Board**” means the Board of Directors of the Corporation, for the time being;
- (g) “**Board Meeting**” means those meetings held by the Board from time to time;
- (h) “**By-laws**” means these by-laws and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (i) “**Corporation**” means the Indigenous Tourism Association of Canada;
- (j) “**Designated Representative**” is the representative designated by a member organization who acts on the Member’s behalf in all matters relating to their membership in the Corporation, including speaking on behalf of the Member, and in the case of Voting Members, votes or in all other respects exercises the rights of the Member that they are designated to represent in the business of the Corporation.
- (k) “**Director**” means a Director of the Corporation for the time being;
- (l) “**Entrepreneur**” means an individual who owns his or her own business, assumes the associated financial risks and who undertakes its management;
- (m) “**Executive Officers**” means the officers of the Corporation for the time being;
- (n) “**In Good Standing**” means the status of a Member, whether Voting, Non-Voting or Honorary, who has fulfilled all responsibilities and obligations, including financial (if applicable), towards the Corporation;
- (o) “**Hearing Board**” means the group responsible for reviewing those complaints about a Member’s alleged violation of the Code of Ethics as more particularly described in Section 5.2.



- (p) “**Market-Ready**” means an Indigenous tourism business that the Corporation has deemed meets the criteria, attached as Appendix A at the establishment of this Corporation or subsequently updated and approved by the Corporation from time to time, and that the Corporation has determined is ready to work with the Corporation productively.
- (q) “**Member**”, unless otherwise specified, refers to Non-Voting, Voting and Honorary Members;
- (r) “**Ordinary Resolution**” means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- (s) “**Register of Members**” means the list of Members and their addresses as recorded by the Corporation in the Membership Register;
- (t) “**Simple Majority**” means 50% plus 1 of the eligible votes;
- (u) “**Special Resolution**” means:
 - i. A resolution passed by a majority of not less than 75% of the votes of those Members of the Corporation entitled to vote at the meeting; or
 - ii. A resolution consented to in writing or electronically by every member of the Corporation who would have been entitled to vote on it in person.
- (v) “**Stakeholders**” means the active partners in a collaborative working group known as the Indigenous Tourism Marketing Circle who at the time that the Indigenous Tourism Association of Canada is incorporated are the applicants for incorporation, and who are upon incorporation of the Indigenous Tourism Association of Canada are those who become eligible for membership in the Corporation as established in these by-laws.

Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2

NAME AND PURPOSE

2.1 Name

The name of the Corporation shall be **Indigenous Tourism Association of Canada**.

2.2 Purpose

The Indigenous Tourism Association of Canada is organized exclusively for non-profit purposes.

The purposes of the Corporation are:

- i. to foster the economic advancement and professional development of Indigenous tourism operators within the 10 provinces and 3 territories of Canada;
- ii. to create a united Indigenous tourism industry in Canada recognizing the official bilingual nature in materials (where possible), respecting Indigenous languages, and provide a collective voice for Indigenous tourism operators;
- iii. to assist Members to achieve their individual and group marketing objectives;



- iv. to provide information and networking opportunities, and market Indigenous entrepreneurs and/or communities in Canada that are operating or are looking to start a tourism business;
- v. to support and promote understanding and respect of Indigenous societies' cultures and traditions and assist with the repatriation of the heritage for Indigenous communities through tourism initiatives;
- vi. to develop relationships with other groups and/or regions with similar mandates, such as other tourism industry or marketing societies, First Nations and industry representatives as a means to advance positive developments in Indigenous tourism;
- vii. to improve the socio-economic situation of Indigenous people through the provision of tourism related economic development services to Indigenous people;
- viii. to deliver and facilitate economic development initiatives for Indigenous people to grow and sustain Indigenous tourism;
- ix. to provide economic development conferences, training and workshops for Indigenous people to advance Indigenous tourism;
- x. to carry on economic activities that are incidental to the purposes of the Corporation;
- xi. donations, loans or other investments from public or private sources for the carrying out of the Corporation's purposes;
- xii. to operate and maintain a bank account for the sole benefit of the Corporation; and,
- xiii. to do all such things as are incidental and ancillary to the attainment of the Corporation's purposes.

PART 3

OFFICE, SEAL, SIGNING AUTHORITY AND RECORDS OF THE CORPORATION

3.1 Head Office

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

3.2 Corporate Seal

The Directors shall provide a common seal for the Corporation, and may provide for its use, and they shall have power from time to time to destroy the same and substitute a new seal in the place of the seal so destroyed. The common seal, shall be affixed only when authorized by a resolution of the Directors.

3.3 Signing Authority

The Board will ensure financial governance policies are in place and will authorize any two or more Directors to act as signing authorities for the Corporation in accordance with its policies.

3.4 Records



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

PART 4

MEMBERS

4.1 Eligibility

Any person or organization that has an interest in advancing Indigenous tourism in Canada may apply to the Corporation to become a Member.

4.2 Membership Categories

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

(I) Non-Voting Members

The Corporation shall, upon application, admit as a Non-Voting Member, any business or individual who in the opinion of the Corporation is:

- (i) is duly qualified to represent any Provincial, Territorial or Federal Government, Business, Municipality, City, Town, Village, District, Regional District, Chamber of Commerce, Convention or Conference Bureau and/or Visitor Information Bureau functioning within the geographical boundaries of Canada; or
- (ii) is a tourist-oriented business, organization, association (incorporated or otherwise) or a person within Canada; and,
- (iii) subscribes to the purpose of the Corporation as set forth in the by-laws.

(II) Voting Members

The Board shall, upon application, admit as Voting Member any Indigenous tourist-oriented business, organization, association (incorporated or otherwise) or Indigenous Entrepreneur functioning within the geographical boundaries of Canada that:

- (a) has already gained Non-Voting Member status;
- (b) has been deemed by the Corporation to be Market-Ready or is an organization or association that is majority managed by Indigenous directors and this organization or association represents Market-Ready Indigenous tourism businesses that are no less than 51% Indigenous owned;
- (c) subscribes to and is willing to work on behalf of the purpose of the Corporation as set forth in the by-laws;
- (d) is compliant with the quality assurance and authentication standards established by the Corporation from time to time; and,
- (e) is or represents a tourism business that is at least 51% Indigenous owned or in the case of an organization or association is represented on its Board by at least 51% Indigenous interests.



(III) **Honorary Member**

- (i) An Honorary Member is an individual (such as an elder) or an organization that has been recognized formally for significant contribution to the success of the Corporation over time.
- (ii) An individual or an organization may be nominated as an Honorary Member by the Board. Appointment of an Honorary Member is confirmed with the passing of a resolution by the Members at an Annual General Meeting of the Corporation. An Honorary Member may be appointed for one (1) year or for life. An Honorary Member has the same rights as a Non-Voting Member.

4.3 Obligations Of Members

Each Member shall uphold the Constitution and comply with the By-laws and Members' Code of Ethics for the Corporation, in force at any given time.

Each Member shall pay annual membership fees, payable on the first day of the new fiscal year of the Corporation in an amount that is determined from time to time by the Board and presented at the Annual General Meeting.

4.4 Rights of Members

Only Voting Members In Good Standing have the right to vote, vote by proxy, or to hold an elected position on the Board for the Corporation.

All Members In Good Standing shall have the right to take part in the activities of the Corporation, and to use the facilities of the Corporation, subject to any additional fees or regulations established by the Corporation from time to time.

4.5 Voting Eligibility

Voting Members maintain their eligibility to vote by maintaining their membership In Good Standing. A Voting Member In Good Standing shall be entitled to one (1) vote per Voting Member per every issue put to vote at all Board Meetings of the Corporation. The date on which eligibility is determined for voting purposes will be defined by the Corporation.

4.6 Member Designated Representative & Proxies

A Member shall, by notice in writing to the Corporation, establish a Designated Representative. The Designated Representative shall be recognized by the Corporation as the Member's Designated Representative for all purposes with respect to a Board Meeting or an Annual General Meeting. For greater certainty, a person can be a Designated Representative for one Member only and a Designated Representative may only be assigned one proxy vote.

4.7 Resignation or Removal from Membership

The membership status of a Member shall cease upon:

- (a) Delivery of the Member's resignation in writing to the Board or by email, mail, fax or courier delivery to the address of the Corporation; or
- (b) On having been a Member not In Good Standing for 12 months; or
- (c) On being suspended through a decision made by the Board, or terminated or expelled through a vote by the membership in accordance with Section 4.9 of these By-laws; or



- (d) In the case of an Indigenous Organization, its dissolution or winding up; or
- (e) In the case of a person, upon on his or her death; or
- (f) Has contravened a condition of the Market-Ready standards.

Resignation shall not relieve a Member of unpaid dues, or other accounts receivable owed to the Corporation which exist at the time of resignation or removal.

4.8 Suspension

Any Member that is found not to comply with the terms inherent with his/her Membership status, including non-payment of any outstanding dues or invoices, will be notified in writing by the Corporation of the steps the Member needs to take in order to correct the situation and to avoid suspension or termination of membership. In such cases, where the Member responds with the appropriate corrective action, no suspension or further action will be taken by the Corporation.

If a Member has been notified by the Corporation of non-compliance with its Membership requirements, and has been advised of the required corrective actions, and the Member does not initiate the corrective actions requested, or come to some agreeable arrangement for correction within thirty (30) days of being notified, the Corporation shall suspend the Member's status and privileges until such time as the Corporation receives notice that the Member has completed the required action.

If the Member does not or cannot comply with the terms inherent with his/her Membership and the corrective actions requested within a further sixty (60) days from the date the suspension, the Corporation will undertake steps necessary to terminate the Member's membership status in the Corporation and to collect any outstanding accounts, if applicable.

If a Member's privileges have been suspended and the Member subsequently completes the corrective action requested by the Corporation, the Member may apply to have its membership reinstated and such a request will not be unreasonably denied by the Corporation.

4.9 Termination or Expulsion of Membership

Termination or Expulsion of a Member by the Corporation requires the passing of a Special Resolution by eligible Voting Members at a Board Meeting or an Annual General Meeting. Notice of a Special Resolution related to the proposed termination or expulsion of Members shall be accompanied by a brief statement that outlines the reason or reasons for the proposed termination or expulsion. Any Member that is the subject of a proposed Special Resolution for termination or expulsion shall be given an opportunity to be heard at a Board Meeting or an Annual General Meeting before the Special Resolution is put to a vote. All instances of termination or expulsion will be publicized by the Corporation to all Members.

4.10 Appeal

Any Member that is the subject of a suspension of his/her Membership status has the right to appeal his/her case in writing to the Board within thirty (30) days of receiving the notice from the Corporation that Member's membership has been suspended. The decision on an appeal rests with the Board and is the final decision.

If an appeal on a suspension is not made by the Member or the Members' corrective action required to the satisfaction of the Corporation is not taken within the thirty (30) day



period referred to in Point 4.8, the Board will undertake the steps necessary to terminate the Stakeholder's status in accordance with Section 4.9.

4.11 Good Standing

All Members are required to complete the membership application process annually and to pay the annual membership subscription fees established by the Board in accordance with Section 4.3 of these By-laws to remain In Good Standing.

All Members are In Good Standing when they have fulfilled the requirements inherent with their Membership subscription set by the Board.

Any Member who has a debt owing to the Corporation for more than sixty days is considered not to be In Good Standing.

4.12 Obligations

Every Member of the Corporation shall uphold the Constitution and comply with these by-laws.

PART 5

VIOLATION OF MEMBER'S CODE OF ETHICS

5.1 Investigation

Any Member suspected of violating the Members' Code of Ethics, in force at any given time shall be investigated by a Hearing Board of the Corporation.

5.2 Appointment of the Hearing Board

The Hearing Board shall be established by the Chairperson of the Corporation, shall be a minimum of three Members and a maximum of five Members and shall where possible include past Chairpersons or Executive Officers of the Corporation. The Hearing Board's composition will be specific to the particular case being investigated and the Hearing Board shall hear the case within thirty days of the Corporation receiving a complaint that a Member has violated or is violating the Code of Ethics. The Voting Members appointed to the Hearing Board will continue to serve until the case assigned to that Hearing Board has been considered and a formal recommendation from the Hearing Board has been submitted to the Board of Directors for final decision.

5.3 Decision Making

The Board shall review the recommendations of the Hearing Board and vote on a course of action (including termination of the Member status within the Corporation and expulsion of Membership.) Where the Board agrees that termination or expulsion is appropriate, termination shall be initiated in accordance with Section 4.9 of these By-laws.

5.4 Termination of Membership

Any Member who has been found to be in violation of the Members' Code of Ethics of the Corporation may be expelled by the affirmative vote of the Simple Majority (50% plus 1) of the Board after the Board has reviewed the recommendations of a Hearing Board and after the Member has been given the opportunity to be heard.



PART 6

MEETINGS OF THE MEMBERS

6.1 Board Meeting

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

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

The Board may, whenever it thinks fit, convene a Board Meeting, provided one day's advance written notice is given.

6.2 Annual General Meeting

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

PART 7

PROCEEDINGS AT MEETINGS

7.1 Purpose

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

7.2 Presiding over a Meeting

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

7.3 Electing a Chairperson for a Meeting

If at a Board Meeting or an Annual General Meeting:

- (a) There is no Chairperson or Vice Chairperson or other Director present within 30 minutes after the time appointed for holding the meeting, or
- (b) The Chairperson, Vice Chairperson and all the other Directors present are unwilling to act as the chairperson for the meeting, then the Voting Members present shall choose from among themselves one of the Voting Members to act as the Chairperson for that meeting.

7.4 Special Business

Special business is:



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

7.5 Voting

All decisions to be made at a Board Meeting or at the Annual General Meeting will be put to vote to all eligible Voting Members present at the meeting, or through a process established by the Corporation that enables voting by proxy. Voting will be by show of hands or, in the case of a Voting Member not being able to attend and who has established a proxy in advance with the Corporation in accordance with the Corporation's proxy policy, which may include mailing in the vote to be included in a secret ballot, or electronic voting.

7.6 Exclusions

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

7.7 Quorum

A quorum is 50% of Voting Members present at the Board Meeting or the Annual General Meeting, whether in person or by proxy. 50% of the Board must be present to constitute quorum at the Annual General Meeting.

7.8 Lack of a Quorum

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

7.9 Rules of Procedure

Meetings of the Board and/or the membership shall be governed by Robert's Rules of Order.

7.10 Adjournment

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

7.11 Notification



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

7.12 Exceptions to Notification

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

7.13 Proposing and Seconding a Resolution

A resolution proposed at a meeting shall be seconded. The Chairperson in his or her role as meeting Chairperson or a Member acting as the Chairperson of a meeting in the Chairperson's absence may not move or second a resolution.

7.14 Voting on Resolutions

Each Ordinary Resolution proposed at a Board Meeting or an Annual General Meeting shall require an affirmative vote by Simple Majority (50% plus 1 of the votes) of the eligible Voting Members in order to pass.

7.15 Limitations on Voting Powers

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

7.16 Voting Privileges

A Voting Member In Good Standing present at a Board Meeting or an Annual General Meeting is entitled to one vote and may hold a maximum of one proxy for another Voting Member In Good Standing.

7.17 Voting by Proxy

Voting by proxy is permitted as long as the Member In Good Standing has appointed his or her proxy in writing at least one (1) day in advance of the meeting and the appointed Proxy Member is a Voting Member In Good Standing.

PART 8

NOTICE TO MEMBERS

8.1 Entitlement

Notice of an Annual General Meeting of the Corporation shall be given to all Members shown on the Register of Members on the day the notice is given and to the Auditor.

8.2 Exclusion

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

8.3 Contents

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

8.4 Notification Period



The Board shall give not less than thirty (30) days written notice of an Annual General Meeting of the Corporation to its Members, but those Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. The Board shall give not less than one (1) day of written notice of a Board Meeting.

8.5 Method of Notification

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

8.6 Confirmation of Receipt

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

8.7 Omission

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

PART 9

DIRECTORS AND OFFICERS

9.1 Definitions

The Chairperson, Vice Chairperson, Secretary and Treasurer are the Officers of the Corporation. Collectively, they form the Executive Committee.

9.2 Interim Board of Directors

The Stakeholders have appointed an interim Board for the Corporation which is made up of the representatives noted in Appendix E. This interim Board will remain in place from the date of incorporation under the Act until the first Annual General Meeting of the membership at which a new Board will be elected in accordance with these By-laws. The first Annual General Meeting shall take place no later than fifteen months after the Corporation is incorporated or July 31, 2016 at the latest.

9.3 Election

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

PART 10

DUTIES OF THE OFFICERS OF THE CORPORATION

10.1 Chairperson



In the absence of a staff member acting in the role of Chief Executive Officer, the Chairperson shall be the Chief Executive Officer of the Corporation and shall exercise supervision and control, subject to the direction of the Board, over business and affairs of the Corporation, its officers, agents and employees. In this capacity, the Chairperson shall:

- (a) Preside at all meetings of the Corporation and its Board; and
- (b) Supervise any staff of the Corporation;

10.2 Vice Chairperson

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

10.3 Secretary

The Secretary shall ensure the following:

- (a) Records and correspondence of the Corporation are appropriately maintained;
- (b) notices of meetings of the Corporation and Board are issued timely;
- (c) Minutes of all meetings of the Corporation and Board are recorded and maintained,
- (d) Minutes of all meetings of the Board are circulated at least one week prior to the next meeting of the Board;
- (e) Proper custody and storage of all records and documents of the Corporation;
- (f) Proper custody of the common seal of the Corporation; and
- (g) An accurate Register of Members is kept current.

10.4 Treasurer

The Treasurer shall or ensure:

- (a) Financial records, including books of account, are maintained as required to comply with the Act and any other applicable legislation, and,
- (b) Quarterly financial statements are provided to the Board of Directors, Members and others when required.

10.5 CEO

The Chief Executive Officer shall, at the direction of the Board, run the day-to-day affairs of the Corporation in the manner described in the employment contract entered into between the Chief Executive Officer and the Corporation.

PART 11

BOARD OF DIRECTORS

11.1 Purpose

The purpose of the Board is to manage the affairs of the Corporation. The Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do, which are not precluded by:

- (a) All laws affecting the Corporation;
- (b) These by-laws; and,



- (c) Rules, not being inconsistent with these by-laws, which are made from time to time by the Corporation in a Board Meeting.

11.2 Validity of the Board's Actions

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

11.3 Indemnification of Directors, Executive Officers and Chief Executive Officer

Each Director, Officer or the Chief Executive Officer or former Director, former Officer or former Chief Executive Officer of the Corporation shall be indemnified and saved harmless against all liabilities, costs, charges and expenses whatsoever, including an amount paid to settle an action or to satisfy a judgment, reasonably incurred by him or her in any civil, criminal, or administrative action or proceeding to which he or she is made a party by reason of having been a Director or Officer of the Corporation, save and except the liabilities, costs, charges and expenses incurred by the person's own willful default or neglect.

PART 12

DUTIES OF THE BOARD OF DIRECTORS

12.1 Professional Duties

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

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

12.2 Professional Commitment

The Voting Members elected to the Board will:

- (a) Conduct themselves in a responsible and courteous manner in all affairs where they are representing the Corporation;
- (b) Endeavor to attend and participate in all Board Meetings;
- (c) Endeavor to work with the Board in all of the Corporations affairs; and
- (d) Conduct themselves in a professional and ethical manner and in legal compliance.

12.3 Attendance

The Directors are reasonably required to attend all Board meetings. A Director may be absent from Board Meetings if notice is given to the Board in advance of the meeting and



arrangements are made to ensure that the Director is informed of transactions of the Board. A Director shall not be absent for more than three consecutive meetings of the Board without reasonable excuse or unless authorized by the Board. Failure to meet all his/her obligations will result in that Director being asked to resign.

PART 13

NOMINATION AND ELECTION TO THE BOARD OF DIRECTORS

13.1 Number of Directors

The number of Directors shall be thirteen (13), one from each of the Ten (10) Provinces and Three (3) Territories, or such greater number as may be determined from time to time by the Voting Members at an Annual General Meeting..

13.2 Eligibility

Only Members in good standing and Designated Representatives shall be eligible for nomination as directors.

Directors shall be nominated for a four (4) year term. On expiry of the first term, a director shall be eligible for election to a further four (4) year term. Following the close of a director's second term, such director shall be eligible for a further one (1) year term.

Retiring Directors are eligible to be re-elected for a further term only until they have served three terms consecutively, after which they are not eligible for re-election.

Directors who have served three consecutive terms will become eligible to serve on the Board of Directors again two years after the date of their last term's expiry.

13.3 Required Credentials

All candidates for the Board shall possess the following credentials:

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

13.4 Nominating Committee

The Chairperson shall establish a Nominating Committee made up of a minimum of two Board members and two Members at least one (1) month in advance of an Annual General Meeting. The Nominating Committee shall meet and prepare a slate of eligible nominees for the ensuing year. The slate of nominees may include only Voting Members



of the Corporation that are In Good Standing . In preparing the said slate, the Nominating Committee shall be subject to the provision of this by-law and the direction of the Board as to the number of Directors which are to be elected for the ensuing year.

13.5 Nominations for the Board of Directors

Not less than thirty (30) days prior to the Annual General Meeting of the Members, the Nominating Committee shall present the list of nominees to the Board. The names of all such nominees shall be forwarded to all Voting Members of the Corporation at least fourteen (14) days prior to the Annual General Meeting of the Members.

13.6 Election Criteria

The Directors will be elected by the eligible Voting Members of the Corporation, only within their respective territory or province, in accordance with Appendix C of the Corporation's By-laws on the following basis:

- (a) Thirteen (13) Directors will represent each of the Ten (10) Provinces and (3) Territories (refer to Appendix D for an illustration);
 - i. British Columbia
 - ii. Alberta
 - iii. Saskatchewan
 - iv. Manitoba
 - v. Ontario
 - vi. Quebec
 - vii. New Brunswick
 - viii. Nova Scotia
 - ix. Prince Edward Island
 - x. Newfoundland & Labrador
 - xi. Yukon
 - xii. Northwest Territories
 - xiii. Nunavut

- (b) The Board may also appoint the former Board Chairperson as an "ex-officio Board Member for up to a two-year term and such term will be subject to the terms and conditions of appointment established by the Board, provided that the ex-officio Board Member shall not be able to vote; and

- (c) The Board may also appoint Non-Voting ex-officio Member to provide professional support for the future development of the Corporation.

13.7 Term of Office

At the first election following the approval of this by-law, seven (7) of the thirteen (13) Directors shall be elected for a two (2) year term, and the other six (6) Directors shall be elected for a one (1) year term. At the first election, the Chairperson will, in consultation with the elected Directors, decide on the breakdown of who will serve the first two (2) year terms and who will serve the first one (1) year terms. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for a two (2) year term.

13.8 End of Term



At the end of their terms, Directors shall retire from office at the Annual General Meeting and their successors shall be elected.

13.9 Filling a Board Vacancy

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

13.10 Removal of a Director

Voting Members may, by ordinary resolution, remove a Director from within their respective province or territory before the expiration of such Director's term of office and may appoint a successor.

PART 14

MEETINGS OF DIRECTORS

14.1 Frequency of Meetings

The Board shall meet at least quarterly on a regularly scheduled date to conduct business.

14.2 Place of Meetings

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

14.3 Calling a Meeting

The Chairperson or Secretary may at any time convene a meeting of the Board on one (1) day's advance notice in writing, including an agenda, of a Directors meeting, unless the Directors unanimously agree to waive the notice period.

14.4 Quorum

One half of the Board constitutes quorum. If within 30 minutes from the time appointed for the meeting of the Board, a quorum is not present, the Board Meeting shall stand adjourned to the same day of the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Board members present constitute a quorum, provided there are at least 4 Board members present.

14.5 Appointment of the Chairperson

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

14.6 Appointment of the Secretary

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

14.7 Notification



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

14.8 Delegation of Power

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

14.9 Committee's Responsibilities

A committee formed to exercise delegated powers of the Board shall be issued a terms of reference approved by the Board and the committee shall conform to the terms of reference established by the Board. Such committees shall report every act or thing done in exercise of those powers at the earliest meeting of the Board held next after the committees work or report has been completed.

14.10 Electing the Chairperson of a Committee

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

14.11 Frequency of Committees' Meetings

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

14.12 Decisions

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

14.13 Seconding a Resolution

A resolution proposed at a meeting of the Board or Committee shall be seconded and the Chairperson of a meeting may not move or second a resolution.

14.14 Validity of Resolutions

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

PART 15

COMMITTEES AND TASK FORCES

15.1 Standing Committees

The Board may establish the following six committees of the Corporation as required from time to time:



- (a) Governance Committee
- (b) Marketing Committee
- (c) Member development and Special Projects Committee
- (d) Finance Committee
- (e) Audit Committee
- (f) Hearing Board Committee

15.2 Terms of Reference

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

15.3 Special Committees or Task Forces

The Board may also, from time to time, appoint a Special Committee or Task force, as the Board deems appropriate. No policies shall be initiated and no action shall be taken by any Committee and/or Task Force without the prior approval of the Board, who may delegate any, but not all of its powers to such Committee and/or Task Force. All special committees and/or Task Forces so formed shall consist of at least one (1) Board Member, shall be issued a clear terms of reference for the work of the committee that is approved by the Board and shall report every act or thing done in exercising its powers to the earliest meeting of the Board after its work has been completed.

The terms of reference for each of the above special committees and/or task forces shall be defined by the Board and attached to the Board's minutes and when a special committee or Task Force has completed its work, the Committee or Task Force will cease to exist.

PART 16

DIRECTOR'S CONDUCT

16.1 Professional Commitment

Every Director shall:

- (a) Act in the best interest of the Members of the Corporation;
- (b) Not communicate confidential information to anyone that is not entitled to receive confidential information;
- (c) Not use information, confidential or otherwise, that is gained in the execution of his or her office and that is not available to the Members of the Corporation generally, to further or seek to further a Director's private pecuniary or other interest;



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

16.2 Professional Duties

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

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

PART 17

DISPUTE RESOLUTION

17.1 Should a Board Member violate any provisions in these By-laws, the Code of Ethics, the Operations Manual, or otherwise act in a way in which the remaining Board deems



inappropriate or unprofessional, (“**Inappropriate Behaviour**”) the following steps shall be taken:

- (a) The individual or group who is reporting the Inappropriate Behaviour (the “**Concerned Party**”) shall present to a conduct report (the “**Report**”) outlining the Inappropriate Behaviour to the President and Chief Executive Officer, who shall have seven (7) days to present the Report to the Executive Committee, which is constituted by the Chairperson, Co-Chairperson, Treasurer, and Secretary of the Corporation.
- (b) The Executive Committee shall present a copy of the Report to the Board Member who is the subject of the Report. Upon review of the Report, the Executive Committee may:
 1. Dismiss the allegations contained in the Report;
 2. Render a decision with respect to the allegations contained in the Report;
 3. If the Executive Committee are unable to reach a final decision, or otherwise deem it necessary, a Hearing shall be scheduled.
- (c) Both the Concerned Party and the Board Member who is the subject of the Report (the “**Parties to the Hearing**”) shall be invited to attend and present their individual positions with evidence in support, to the Executive Committee. The Parties to the Hearing may be represented at the Hearing by an advocate, which may include legal counsel.
- (d) After providing the Parties to the Hearing an opportunity to present their submissions and evidence, the Executive Committee shall render a decision within seven (7) days of the date of the Hearing. If the allegations contained in the Report are found to be invalid, the matter shall be dismissed and no reference shall be made to the Report in the Board Member's file.
- (e) In the event the allegations contained in the Report are substantiated, the Executive Committee shall render a decision in which the Executive Committee must consider the principle of progressive discipline and which may include the following:
 1. Referral to the Board of Directors for review and determination;
 2. Disciplinary letter to remain on the offending Board Member's file with the Corporation;
 3. Removal or reduction of duties or functions relating to that Board Member's responsibilities;
 4. Suspension for a defined period;
 5. Removal from the Board; or,
 6. Such other disciplinary action which may be deemed appropriate.



- (f) In the event the Board member who is the subject of the Conduct Report is a member of the Executive Committee, that member shall excuse him/herself from sitting as a Board member in review or for determination of the Conduct Report.
- (g) Any decision rendered by the Executive Committee or Board of Directors shall be final.

PART 18

CONTRACTS

18.1 Execution of Contracts

Contracts, documents or instruments in writing approved by the Board and requiring the signature of the Corporation may be signed by any two of the following: the Chairperson, the Vice-Chairperson, and Treasurer or by Board approval, a staff member in accordance with financial policies of the Corporation which will establish signing authorities. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without further authorization or formality, unless the Board otherwise directs. No such contracts, documents or instruments in writing shall be signed by any Officer of the Corporation unless approved by the Board.

18.2 Seal

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

PART 19

FINANCE

19.1 Current Operating Account

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

19.2 Savings Account

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

19.3 Signing Authority

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

19.4 Borrowing

In order to carry out the purposes of the Corporation, the Board may, on behalf of and in the name of the Corporation and subject to the provisions of the Act, raise or secure the



payment or repayment of money in such manner as the Board decides and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

19.5 Issue of Debentures

No debenture shall be issued without the sanction of a Special Resolution.

19.6 Borrowing Powers

The Voting Members may, by Special Resolution, restrict the borrowing powers of the Board and in doing so must clarify the period of time for which the restriction is to be in effect or the terms in which the restriction may cease to exist.

19.7 Limit on Borrowings

- a) The Board, by majority vote, may borrow funds for capital or current operations of the Corporation. Such borrowing powers shall be limited to:
 - i) \$10,000.00 unless approved by 2/3 majority of the Board; or
 - ii) \$50,000.00 unless approved by the majority of eligible Voting Members at a Special or Annual General Meeting;
- b) In order not to restrict future Boards, the total amount of loans each year must not exceed the income of the Corporation for that fiscal year.

19.8 Financial Records

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

19.9 Presentation to Members

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

19.10 Distribution of Assets

- a.) The Corporation shall not distribute any part of its income to any of its Members. This does not preclude the payment of salaries, benefits or expenses outlined in the Corporations policies.
- b.) Upon dissolution, Corporation assets may be lawfully distributed after all payments of all liabilities of a Director or authorized representative of the Corporation.

PART 20

FISCAL YEAR

20.1 Period

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



PART 21

AUDITOR

21.1 Applicability

Once in every year the accounts of the Corporation shall be examined and the correctness of the accounts and the balance sheets ascertained by one or more auditors, and made available for the inspection of the Members.

21.2 Appointment of the First Auditor

The first Auditor shall be appointed by the interim Board appointed by the Stakeholders at the time of incorporation.

21.3 Appointment of Subsequent Auditors

At each Annual General Meeting, the Board shall recommend the appointment of the Auditor and the duration of the appointment for approval by the Voting Members.

21.4 Qualifications

An Auditor so appointed under Section 21.2 or 21.3 must be a member of a Canadian accredited professional accounting body In Good Standing.

21.5 Exclusions

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

21.6 Participation on Board Meeting

The Auditor may attend Board Meetings.

21.7 Appointment and Removal of an Auditor

An Auditor may be appointed or removed by Ordinary Resolution.

21.8 Notification

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

PART 22

BY-LAWS

22.1 Availability

On being admitted to the Corporation, each Member is entitled to, and the Corporation shall give him/her, without charge, a copy of the Constitution and By-laws of the Corporation.

22.2 Modifications

These By-laws shall not be altered or added to by the Board except by Special Resolution.



Appendix A

Indigenous Tourism Association of Canada

Market-Ready Criteria

The following Market-Ready Criteria are in effect at the time of incorporation and are subject to change from time to time by the Corporation.

- In business for a minimum of 2 years.
- Accessible to clients 24 hours a day, 365 days a year by phone, fax or email and returns calls within 24 hours during standard business days.
- Meet all health and safety standards for their tourism sector including all applicable business licenses and liability insurance.
- Offer a quality tourism experience and product that can be assessed or qualified through industry awards and recognition or visitor, trade, media and tourism association feedback.
- Able to demonstrate that front line and management staff all have the necessary training, ability and skills to deliver a quality tourism experience.
- Have published rates established at least 6 months in advance and are able to take advance reservations.
- Accept debit and credit cards from visitors.
- Aware of the provincial/industry standards for their sector and are able to meet or exceed those expectations (for food and beverage service, accommodations, transportation, attraction etc.)



Appendix B Indigenous Tourism Association of Canada Code of Ethics

The following Code of Ethics is in effect at the time of incorporation.

Corporate Commitment

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

Adherence to the Code of Ethics

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

Adherence to the Laws and Regulations

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

Exceeding Minimum Standards

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

The Corporation’s Employees, Officers, Directors and/or Members who are uncertain about the application or interpretation of any legal requirements should refer the matter to the Chairperson, Chief Executive Officer or to the Board. Staff members, who need advice, should seek the advice of the Ethics Officers.



Compliance Standards and Procedures

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

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

General Conduct

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

Conflicts of Interest

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

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

Relationships with Clients and Suppliers

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



Gifts, Entertainment and Favors

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

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

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

Kickbacks and Secret Commissions

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

Organization Funds and Other Assets

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

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

The Corporation's funds and all other assets of the Corporation are for Corporation's purposes only and are not to be used for personal benefit. This includes the personal use of organizational assets, such as computers or photocopiers.



Organization Records and Communications

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

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

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

Dealing With Outside People and Organizations

Employees, Officers, Directors and Members who act on behalf of the Corporation must take care to separate their personal roles from their positions and responsibilities with the Corporation when communicating with others on matters that do not involve the business of the Corporation.

Employees, Officers, Directors and Members who act on behalf of the Corporation must not use the Corporation's identification, stationery, Board Meeting attendance, supplies, and equipment for personal, contracting opportunities, or political matters.

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

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

Prompt Communications

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

Privacy and Confidentiality

When handling financial and personal information about any individual or organization with which the Corporation has dealings, the following principles must be applied:



1. Collect, use, and retain only the personal information necessary for the Corporation's business. Whenever possible, obtain any relevant information directly from the person concerned. Use only reputable and reliable sources to supplement this information.
2. Retain information only for as long as necessary or as required by law. Protect the physical security of this information.
3. Limit internal access to personal information to those with a legitimate business reason for seeking that information. Use only personal information for the purposes for which it was originally obtained.
4. Before externally releasing any information, review the *Personal Information Protection and Electronic Documents Act* (PIPEDA) which sets out ground rules for how private sector organizations may collect, use or disclose personal information in the course of commercial activities.

Procedures

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

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

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

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

(iii) **DISCUSS THE PROBLEM WITH THE ETHICS OFFICERS.** It is the Ethics Officers' duty to assist every Employee, Officer, Director and Member to comply with this Code of Ethics. If the Ethics Officers have any questions, Employees, Officers, Directors and Members will suffer no retaliation for seeking such guidance.

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

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



Name

Date

Signature

Witness:



Appendix C **Indigenous Tourism Association of Canada** **Procedures for Elections of Directors to the Board**

Board of Director Qualification Criteria

Only Voting Members In Good Standing are eligible to stand as a candidate for a position on the Board..

Board of Director Nomination Requirements

The Nomination Committee will be mandated to review nomination submissions based on the following requirements:

- Confirmation the nominee is a Voting Member In Good Standing ;
- Submission of the following:
- A duly completed Board application package as required by the Corporation; and,
- Two (2) letters of support from two different organizations that is familiar with the candidate's credentials.
- Confirmation from the Nominee that they are able to commit up to six (6) hours per month to activities related to participation on the Corporation's Board.

Nomination Deadline

Nominations for Board positions must be received in writing or by fax no later than five (5) weeks prior to any elections held at an Annual General Meeting. Nominations can be submitted by courier, mail or email to the official mailing addresses identified by the Corporation to all its Members.

Evaluation Criteria

The following criteria are also to be taken into consideration when Members are evaluating potential candidates for nomination for a Board :

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



Nomination Process

1. The Corporation will establish a Nominating Committee and will issue a public notice to Members identifying the Members of the Nominating Committee and calling for nominees as required in the Corporation's by-laws.
2. The Nominating Committee will engage with Members and with the Board in identifying potential candidates for the Board.
3. The Nominating Committee and the administrative staff of the Corporation will review all potential nominees to determine whether they meet the Qualification Criteria, Nomination Requirements and Evaluation Criteria prior to including them on the list of candidates at the Corporation's Annual General Meeting.
4. Those candidates who meet the minimum criteria will be invited to attend the Corporation's Annual General Meeting and will be given an opportunity to present their interest and qualifications to the Membership at the Annual General Meeting.
5. Those candidates who are determined by the Nominating Committee to not meet the minimum criteria will be sent an official communication outlining the reasons for the determination and will be given suggestions regarding the steps that these individuals should consider completing to be eligible for future nomination.

Electors

A Voting Member In Good Standing present at the Annual General Meeting is entitled to one vote and may only have one proxy vote for another eligible Voting Member who is not in attendance.

The Corporation will ensure that a list of eligible Voting Members is available for the Corporation's Annual General Meeting prior to an election for any Board positions.

Election by Acclamation

If only one candidate is nominated for any one position and this candidate meets the eligibility requirements, then that candidate shall be declared a Director on the Board by acclamation.

No Candidates Nominated

If any of the thirteen Board of Director positions is without nominated candidates or without persons elected by acclamation at the close of nominations, the Board may appoint a Voting Member for any one of the Director Positions to fill that vacancy for an interim period which shall not exceed the time until the next available Annual General Meeting is held in accordance with the Corporation's by-laws.

Voting Process

1. The Board will appoint an Elections Officer for the purposes of managing the election process.



2. Voting Members In Good Standing are eligible to vote and are entitled to vote for one Director from each of Thirteen Regions, made up of the ten (10) provinces and three (3) territories where the terms of those Directors have expired.
3. Voting will be performed by show of hands or, if so determined by the Chairperson, by secret ballot cast by all Voting Members present at the Annual General Meeting) and may where electronic voting is enabled, include votes sent by mail or through electronic means established by the Corporation.
4. Each eligible Voting Member will receive a ballot containing the names of nominated candidates.
5. Only the votes received from the eligible Voting Members during the specified timeframe provided during the Corporation's Annual General Meeting or in advance in the case of electronic voting, will be counted as votes cast. Votes not cast during the timeframe provided will be deemed spoiled by the Election Officer.
6. Ballots will list the candidates by region, name and organization.
7. The Election Officer will count votes cast immediately after the completion of an election process without delay. The Election Officer will ensure confidentiality when counting and take steps necessary to complete an accurate count of ballots.
8. Election to the Board is determined by Simple Majority (50% plus 1 of the votes) of the eligible Voting Members that have cast their ballots during the Corporations' Annual General Meeting. Electronic votes or votes received in writing that are received in advance of the Corporations' Annual General Meeting will be considered votes cast as part of the Annual General Meeting.
9. Candidates may appoint a scrutineer to participate in counting the ballots cast.
10. The Election Officer will announce the elected candidates at the Annual General Meeting in a timely manner after completion of the voting and counting of the ballots. The Election Officer will also report election results by name, region, and votes cast.
11. Ballots will be destroyed by the Election Officer at the completion of the election process.



Appendix D
Map of Canada Outlining the Thirteen National Regions





Appendix E

Interim Board of Directors Appointed by the Stakeholders at Incorporation

-
1. Keith Henry
510-580 Raven Woods Drive
North Vancouver, BC
V7G 2T2

-
2. Jeff Provost
575 John Forsyth Road
Winnipeg, MB
R2N 4L2

-
3. Robert Bernard
32 Bernard Blvd
PO Box 360
Whycomomagh, Nova Scotia
B0E 3M0

(attached)

-
4. April Richardson
2156 Micmac Road
Red Bank First Nation, NB
E9E 2P2

(attached)



5. Patricia Dunnett
2156 Micmac Road
Red Bank First Nation, NB
E9E 2P2

-
6. Robin McGinley
210 Bear Mountain Rd
Ouje Bougounon, QC
B0W 3C0

-
7. Trina Mather-Simard
903 Curling Avenue
Ottawa, Ont.
K1X 4E3

-
8. Lori Beaver
5816 Bowwater Cr. NW
Calgary, AB
T3B 2E2

-
9. Linda Sarazin
1528A Mishomis Inamo
Pikwakanacan, Ont.
K0J 1X8



-
10. Carole Bellefleur
50-220 Boulevard Baslien
Wendake, QC
G0A 4V0

-
11. Dave Laveau
1429 Noirefontaine
Quebec City, QC
G1Y 1N4

(Attached)

-
12. Dana Soonias
C/O Wanuskewin Heritage Park
RR#4, Penner Road
Saskatoon, Sask S7K3J7

-
13. Charlie Sark
26 Eagle Feather Trail, Box 180
Lennox Island First Nation, PEI
C0B 1P0

-
14. Kevin Eshkawogan
12 Wilson Street West
PO Box 733
Little Current, Ont.



INDIGENOUS
TOURISM ASSOCIATION OF CANADA

ASSOCIATION TOURISTIQUE
AUTOCHTONE
DU CANADA

POP 1K0