

**METRO VANCOUVER CONVENTION AND VISITORS BUREAU
CONSOLIDATED BYLAWS**

Effective Date: February 4, 2014

ARTICLE 1 – INTERPRETATION

- 1.1 In these Bylaws, unless the context otherwise requires:
- (a) "Bureau" shall mean the Metro Vancouver Convention and Visitors Bureau;
 - (b) "business address of the Bureau" shall mean the main business office of the Bureau;
 - (c) "director" shall mean an individual who is elected or appointed as a director of the Bureau in accordance with these Bylaws;
 - (d) "member" shall mean those individuals, partnerships, governmental authorities, corporations or associations whom or which become and remain Active Members, Associate Members or Honourary Life Members in accordance with these Bylaws;
 - (e) "President, CEO" shall mean the salaried chief executive operating officer of the Bureau as provided in Article 5;
 - (f) "Record Date" shall mean the date which is sixty (60) days prior to the date of a particular annual general meeting, extraordinary general meeting or voting deadline established by the Board of Directors under paragraphs 4.26 or 4.27, as the case may be;
 - (g) "Society Act" shall mean the Society Act, R.S.B.C. 1996, Ch 433 and amendments thereto;
 - (h) "Standing Committee" shall mean any one of the "Marketing Committee", "Governance and Nominating Committee", "Audit and Investment Committee" and "Human Resources Committee" as described in Article 6 of these Bylaws, and "Standing Committees" shall mean all of such committees.
- 1.2 The definitions in the Society Act, as amended from time to time, shall apply to these Bylaws.
- 1.3 Words importing the singular or plural, a person or corporation, or the masculine, feminine or neuter gender shall include the other or others of them respectively as the context requires.

ARTICLE 2 – MEMBERSHIP

- 2.1 The members of the Bureau shall be those persons who are currently members and those persons who subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members.

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Categories of Membership

- 2.2 The categories of membership shall be:
- (a) active members ("Active Members");
 - (b) associate members ("Associate Members"); and
 - (c) honorary members ("Honourary Members").
- 2.3 Active Members shall be those individuals, partnerships or corporations:
- (a) who have an active place of business located within Metro Vancouver; and
 - (b) who are admitted as Active Members and maintain conditions of membership as prescribed by the Bylaws,
- but does not include governmental authorities or associations.
- 2.4 Associate Members shall be those individuals, partnerships, governmental authorities, corporations or associations:
- (a) who are not admitted as Active Members (because of not having an active place of business located within Metro Vancouver or for other reasons); and
 - (b) who are admitted as Associate Members and maintain conditions of membership as prescribed by the Bylaws.
- 2.5 Honourary Life Members shall be:
- (a) those individuals who have served as Chair of the Bureau (or previously served in the equivalent office of the Bureau); and
 - (b) those individuals, partnerships, governmental authorities, corporations or associations who, in the opinion of the Board, have rendered valuable service to the Bureau in execution of the Bureau's mandate and have been designated as Honourary Life Members by the Board.
- 2.6 Active Members shall be voting members and have full rights of membership except as may be otherwise specifically provided under these Bylaws.
- 2.7 Honourary Life Members and Associate Members shall not be voting members and shall be entitled to limited privileges and benefits only as shall be prescribed, varied or terminated from time to time by the Board for each such category of membership or within each such category of membership.
- 2.8 A person may be an Active Member and Honourary Member or an Associate Member and Honourary Member.

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Application for Active or Associate Membership

2.9 Any individual, partnership, governmental authority, corporation or association who subscribes to the objects of the Bureau may apply to become an Active Member or Associate Member and upon:

- (a) acceptance of the application by the President, CEO; and
- (b) payment of applicable Membership Fees

that individual, partnership, governmental authority, corporation or association shall become an Active Member or Associate Member, as the case may be.

Industry Classifications

2.10 A new Active Member or Associate Member shall be assigned to one (1) of the following industry classifications:

- (a) Transportation;
- (b) Visitor Attractions & Sightseeing;
- (c) Tourism Industry Services;
- (d) Visitor Activities & Retail;
- (e) Tour Operators;
- (f) Meeting Incentives & Group Services;
- (g) Restaurant / Nightlife;
- (h) Arts, Cultural, Festivals & Events;
- (i) Vancouver Convention Hotels;
- (j) Vancouver & Area Accommodation

(individually, the "Industry Classification" and collectively, the "Industry Classifications"). The assignment shall be based on the primary business focus of the Active Member or Associate Member.

2.11 If an Active Member or an Associate Member alters its primary business focus then the Active Member or Associate Member may be re-assigned to a more appropriate Industry Classification.

2.12 If the Active Member or the Associate Member disagrees with the appropriate Industry Classification assignment, then the decision of the Board, or such committee as may be designated by the Board, shall prevail.

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- 2.13 The fees for membership ("Membership Fees") shall be as follows:
- (a) Active Members shall, at the time of joining the Bureau and annually thereafter, pay such Membership Fees as are prescribed from time to time by the Board. Membership Fees for Active Members may be different for each Industry Classification and for members within a particular Industry Classification.
 - (b) Associate Members shall, at the time of joining the Bureau and annually thereafter, pay such Membership Fees as are prescribed from time to time by the Board. Membership Fees for Associate Members may be different for each Industry Classification and for members within a particular Industry Classification.
 - (c) Honourary Life Members shall be exempt from Membership Fees.

Membership Fees shall not be refundable, in whole or in part, under any circumstances.

- 2.14 Each Active Member who is not a natural person shall, by notice in writing to the Bureau, appoint an owner, partner, director, officer, member or employee, as the case may be, as its representative ("Designated Voting Representative") to act on its behalf in all matters relating to the Bureau, except as may otherwise be provided in these Bylaws.

Conditions of Membership

- 2.15 All members shall:
- (a) pay Membership Fees when due;
 - (b) pay all other monies due and payable to the Bureau when due;
 - (c) comply with these Bylaws; and
 - (d) comply with such code of ethics ("Members' Code of Ethics") as is prescribed by the Board from time to time.
- 2.16 A member who fails to comply with the conditions of membership set out in subparagraphs 2.15 (a) or (b) shall be deemed to be not in good standing.
- 2.17 If a member is not in good standing then neither the member or the member's Designated Voting Representative, as the case may be, shall be entitled to:
- (a) vote at general, Board, committee or subcommittee meetings;
 - (b) participate in programs offered by the Bureau;
 - (c) receive notices or other information sent out by the Bureau; or
 - (d) nominate a candidate for a director position.

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If Membership Fees are outstanding for more than thirty (30) days from the effective renewal date then, without limiting the generality of the foregoing and in addition to paragraph 2.17(b), the Bureau shall be entitled to suspend such member's benefits and privileges.

- 2.18 Membership in the Bureau may not be assigned or transferred.
- 2.19 Each member shall promptly notify the Bureau in writing of any changes to the member's address, telephone or telecopier number(s), email and website addresses and, if it is not a natural person, the identity of its Designated Voting Representative.

Termination of Membership

- 2.20 A member of the Bureau may resign by delivering to the Bureau a written notice of resignation, such resignation to be effective as of the date of resignation was delivered or the effective date specified in the resignation, whichever is the later.
- 2.21 Membership in the Bureau may be terminated if a member has Membership Fees from the effective renewal date, or any other monies owing to the Bureau, outstanding for more than sixty (60) days.
- 2.22 Membership in the Bureau may be terminated by the Board as follows:
- (a) The Board, on the recommendation of any committee it may designate to deal with membership matters or on its own initiative, may terminate membership in the Bureau if the member has acted in a manner which, in the opinion of the Board, is detrimental to or inconsistent with the best interests of the Bureau.
 - (b) If the Board is of the opinion that termination is warranted, then the member to be terminated shall be given at least fifteen (15) days notice of the proposed termination. The notice shall state the reasons for termination and shall also state that the member has an opportunity to submit a written statement as to why the termination should not take place, which statement must be received by the Bureau no later than five (5) business days prior to the effective date of termination.
 - (c) The Board shall consider the recommendations of any committee it may designate to deal with membership matters and the member's written statement, if any, and may either confirm or set aside the proposed termination as the Board, in its absolute discretion, sees fit.

ARTICLE 3 – MEETINGS OF THE MEMBERS

- 3.1 The Active Members of the Bureau who are in good standing as at the Record Date shall be the only members entitled to vote at a general meeting of the Bureau.
- 3.2 The annual general meeting of the Bureau shall be held once each calendar year and not later than fifteen (15) months from the previous annual general meeting at such time

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and place in British Columbia, in accordance with the Society Act, as the directors may decide.

- 3.3 Every general meeting, other than an annual general meeting, shall be an extraordinary general meeting.
- 3.4 General meetings may be called by the Board or upon the requisition of ten (10%) percent or more of the Active Members in good standing in accordance with the Society Act, provided that if the Active Member is not a natural person then the requisition shall be signed by the Designated Voting Representative thereof.

Notice

- 3.5 Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.
- 3.6 Notice of a general meeting shall be given to:
- (a) every Active Member who is in good standing and shown in the register of members as at the Record Date, and;
 - (b) the auditors.
- 3.7 No other person shall be entitled to receive notice of a general meeting.
- 3.8 The non-receipt of a notice or the accidental omission to give any notice to any member or members shall not invalidate the proceedings at any general meeting.

Voting at General Meetings

- 3.9 A quorum for the transaction of business at a general meeting shall be twenty-five (25) Active Members in good standing as at the Record Date.
- 3.10 Each Active Member who is in good standing as at the Record Date and who is present in person or by proxy at such general meeting shall be entitled to one (1) vote.
- 3.11 Voting shall be by show of hands.
- 3.12 Voting by proxy shall be permitted, as follows:
- (a) a proxy shall be in writing under the hand of the appointer or the appointer's attorney duly authorized in writing or, if the appointer is not a natural person, either under seal or under the hand of a duly authorized officer or attorney;
 - (b) a proxy holder shall be an Active Member of the Bureau and, if the proxy holder is not a natural person, then the rights under the proxy shall be exercised at any general meeting by the Designated Voting Representative of the proxy holder;

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- (c) there shall be no limit to the number of proxies which can be held and acted upon by the proxy holder;
- (d) the form of proxy shall be as follows:

"I _____, being an Active Member of the Metro Vancouver Convention and Visitors Bureau (hereinafter the "Bureau") hereby appoint _____ as my proxy to vote for me and on my behalf at the meeting of the Bureau to be held on the _____ day of _____, (year), and at any adjournment thereof.

Signed this _____ day of _____, (year)"; and
- (e) proxies must be delivered to the Bureau at least one (1) business day prior to the general meeting.

ARTICLE 4 – DIRECTORS

Board of Directors

- 4.1 The Bureau shall be governed by a Board of Directors (the "Board") consisting of fifteen (15) individuals of which twelve (12) shall be elected by the Active Members of their respective Industry Classifications and three (3) shall be elected by the Active Members as a whole, all as hereinafter provided.
- 4.2 Every director must be an Active Member, or the Designated Voting Representative of an Active Member, who is in good standing, and if a Designated Voting Representative, must be a senior decision-maker of the Active Member to which such person belongs.
- 4.3 The Active Members constituting the membership of each of the following Industry Classifications shall elect one (1) director, each of whom shall be an Active Member, or the Designated Voting Representative of an Active Member, assigned to that Industry Classification:
 - (a) Transportation;
 - (b) Visitor Attractions & Sightseeing;
 - (c) Tourism Industry Services;
 - (d) Visitor Activities & Retail;
 - (e) Tour Operators;
 - (f) Meeting Incentives & Group Services;
 - (g) Restaurant / Nightlife;
 - (h) Arts, Cultural, Festivals & Events.

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- 4.4 The Active Members constituting the membership of each of the following Industry Classifications shall elect two (2) directors, each of whom shall be an Active Member, or the Designated Voting Representative of an Active Member, assigned to that Industry Classification:
- (a) Vancouver Convention Hotels;
 - (b) Vancouver & Area Accommodation.
- 4.5 Three (3) directors (each a "Director – at – Large" and collectively, "Directors – at – Large") shall be elected by the Active Members, subject to the requirements of paragraph 4.6.
- 4.6 No person shall be elected or eligible as a Director-at-Large if to permit such person to serve would result in:
- (a) the number of directors from a particular Industry Classification exceeding by more than one (1) the number of directors assigned to such Industry Classification under paragraph 4.3; or
 - (b) the aggregate number of directors from both Industry Classifications under paragraph 4.4 being greater than five (5).
- 4.7 All directors shall act in the best interests of the Bureau at all times, and, without limiting the generality of the foregoing, shall act in accordance with the requirements of paragraph 4.44, without regard for any specific Industry Classification, including the Industry Classification to which such director belongs or, if such director is a Designated Voting Representative, then the Industry Classification to which the Active Member that such director represents, belongs, or the Industry Classification which elected such director.

Voting

- 4.8 Each of the directors elected by Industry Classification or as a Director-at-Large shall be a full voting member of the Board.

Term of Office

- 4.9 Every director shall be elected for a two (2) year term.
- 4.10 The Past Chair and the Chair shall each hold office for a one (1) year term. Notwithstanding the foregoing and Article 5, the Board, taking into consideration the recommendation of the Governance and Nominating Committee and with the consent of the Chair, shall be entitled to extend the term of the Chair from a one (1) year term to a two (2) year term and, if the term of the Chair is so extended, then the term of the Past Chair shall automatically be extended from a one (1) year term to a two (2) year term.
- 4.11 Retiring directors shall be eligible for re-election, provided that no director, except for the Chair, the Past Chair, the First Deputy Chair and the Second Deputy Chair, shall serve as

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a director for more than six (6) consecutive years (the "Maximum Term"). For the purposes of the calculation of the Maximum Term:

- (a) partial terms created as a result of a director filling a casual vacancy in a director position shall not be included; and
- (b) consecutive terms as a director moving through the succession line as an officer set out in paragraphs 5.2, 5.3 or 5.4, and extended terms as set out in paragraphs 4.10 and 4.30, shall be included.

4.12 A director who has served for the Maximum Term shall be eligible for re-election after a two (2) year period following that director's retirement, provided that a director who has served as the Chair, Past Chair, First Deputy Chair or Second Deputy Chair shall be eligible for re-election after a two (2) year period following the later of: (i) the end of such director's Maximum Term; or (ii) such director's retirement from the last office held resulting from such director moving through the succession line set out in paragraphs 5.2, 5.3 or 5.4.

Election of Directors

4.13 At least ninety (90) days prior to the annual general meeting, the Board shall appoint an independent electoral officer.

4.14 The Governance and Nominating Committee shall develop a list of nominees that it recommends for each available Industry Classification and Director-at-Large position and obtain the written consent and biographical information of each such recommended nominee.

4.15 At least sixty (60) days prior to the annual general meeting the Governance and Nominating Committee shall provide the Board with its recommendations for nominees, together with the written consents and biographical information in respect of such recommended nominees and the Board, taking into consideration the recommendations of the Governance and Nominating Committee, shall nominate candidates for the available director positions. Notwithstanding the foregoing and paragraph 4.16, if a Board nominee withdraws as a candidate after the Governance and Nominating Committee has given the Active Members the list of candidates nominated by the Board in accordance with paragraph 4.16 but prior to the mail-out of the ballots or, if at the time of giving the Active Members such list of candidates, the Board has not nominated a candidate for every available director position, then the Governance and Nominating Committee may add to the ballot as nominees a replacement candidate for such withdrawing Board nominee and a new candidate for each available director position for which the Board had not made a nomination.

4.16 At least fifty (50) days prior to the annual general meeting, the Governance and Nominating Committee shall cause to be given to the Active Members in each Industry Classification in good standing as at the Record Date such excerpts from these Bylaws as may be considered by the Governance and Nominating Committee sufficient to acquaint the members with the nominating procedure together with the list of candidates nominated by the Board for the available director positions.

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- 4.17 In addition to the nominations made by Board, nominations may be made by:
- (a) any five (5) or more Active Members of a particular Industry Classification for a director position in that Industry Classification to be filled; or
 - (b) any five (5) or more Active Members for a Director-at-Large position to be filled, provided however that:
 - (c) the five (5) or more Active Members referred to in paragraphs 4.17(a) and (b) must have been Active Members in good standing as at the Record Date;
 - (d) if the Active Member making the nomination is not a natural person then the nomination must be signed by the Designated Voting Representative of such nominator; and
 - (e) the written consent and biographical information as required by the Governance and Nominating Committee of the person so nominated and the notice of such nomination shall be delivered to the chair of the Governance and Nominating Committee at least forty (40) days prior to the annual general meeting.
- 4.18 At least thirty (30) days prior to the annual general meeting, the Governance and Nominating Committee shall cause to be mailed to each Active Member in good standing as at the Record Date a list of all persons so nominated for any available director position in that member's Industry Classification and a list of all persons so nominated for any available Director-at-Large position, together with each nominee's biographical information. For informational purposes, Active Members shall also receive a list of all persons nominated for any available director positions in the other Industry Classifications (except in the case of an election to fill a casual vacancy). Where the number of nominations equals the number of available director positions, the nominees shall be deemed to be elected by acclamation. If any nominee withdraws as a candidate subsequent to the mail-out of ballots, then the election procedures in respect of that withdrawing candidate shall terminate and shall recommence as set out in these Bylaws as if filling a casual vacancy.
- 4.19 Unless the election of a director is by acclamation, the Governance and Nominating Committee shall also include with the mailing referred to in paragraph 4.18 a ballot to be completed by each Active Member listing all nominees for any available director position in that member's Industry Classification and for any available Director-at-Large position.
- 4.20 Only completed ballots returned to the independent electoral officer appointed by the Board at least seven (7) days prior to the annual general meeting shall be counted.
- 4.21 The independent electoral officer shall determine the validity of ballots, whose decision shall be final, and shall then tabulate the ballots for the director positions. In the event of a tie in the election of any director, the tie shall be decided by the toss of a coin between the persons who are tied, such toss to be supervised by the independent electoral officer. The chair of the Governance and Nominating Committee or,

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alternatively, the Board Chair shall announce the results of the elections of directors at the annual general meeting, at which time the terms of such directors shall commence, whether such directors were elected by acclamation or actual vote.

Termination of Directorship

- 4.22 A director may be removed from office by special resolution of the members and another director, subject to the Industry Classification limits set out in paragraph 4.6, may be elected by ordinary resolution of the members to serve during the balance of the term.
- 4.23 A director may resign by delivering to the Chair a written notice of resignation, such resignation to be effective as of the date the resignation was delivered or the effective date specified in the resignation, whichever is later.
- 4.24 Directors shall be required to attend all meetings of the Board, either in person or by teleconference, subject to the teleconference limitation set out in paragraph 4.38. If a director, without reasonable cause, fails to attend two (2) consecutive Board meetings, such director may be terminated as a director by the remaining members of the Board. The Board in the absence of the director in question, shall determine whether the director's absences were reasonable.
- 4.25 In addition to paragraphs 4.22, 4.23 and 4.24, a director shall cease to be a director:
- (a) if the director is no longer an Active Member or the Designated Voting Representative of an Active Member, or is no longer a senior decision-maker of the Active Member to which such director belongs;
 - (b) if the Active Member to which the director belonged at the date of being elected is no longer an Active Member; or
 - (c) if the Active Member to which the director belonged at the date of being elected is no longer assigned to the same Industry Classification.

Notwithstanding paragraph 4.25(a) or any other provision of these Bylaws, at the option of the Chair, based upon the recommendation of the Governance and Nominating Committee, such director may continue to serve as a director:

- (d) for a period terminating on the earlier of: (i) a date not exceeding six (6) months as determined by the Chair; or (ii) the date that the Governance and Nominating Committee provides its list of recommended nominees to the Board under paragraph 4.15 pursuant to an election contemplated under paragraphs 4.26 or 4.27, which election shall proceed as though a casual vacancy had occurred;
- (e) for the balance of such director's term as though the circumstance described in paragraph 4.25(a) had not occurred, if, within the period referred to under paragraph 4.25(d), such director becomes the Designated Voting Representative and a senior decision-maker of an Active Member in the same Industry

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Classification as the Industry Classification of the Active Member to which such director belonged at the date of being elected.

Vacancies

4.26 Where a director was elected pursuant to paragraphs 4.3 or 4.4, any casual vacancy occurring in such director position resulting from:

- (a) the early retirement or the resignation of such director; or
- (b) such person ceasing to be a director in accordance with paragraphs 4.24 or paragraph 4.25,

shall be filled by majority vote of the Active Members of the Industry Classification which originally elected such director, which election shall be carried out in accordance with the election procedures set out in paragraphs 4.13 through 4.19 and 4.21, with the changes required by necessary implication, and on the basis that the Board shall establish a voting deadline date, which date shall be used in lieu of the annual general meeting date for the purposes of the timing set out in paragraphs 4.13 through 4.19 and 4.21 and, notwithstanding paragraph 4.20, used as the date by which the completed ballots must be returned to the independent electoral officer to be counted. Any person so elected shall hold office for the remainder of the term of the director whose place that person has been elected to fill, and the term of any person so elected shall commence on the date upon which the results are announced by the chair of the Governance and Nominating Committee or, alternatively, the Board Chair as contemplated in paragraph 4.21 or, if there is only one nominee to fill the casual vacancy, then on the date following the last date by which Active Members were entitled to submit nominations as contemplated under paragraph 4.17 notwithstanding paragraph 4.21. Notwithstanding the foregoing:

- (c) if the casual vacancy occurs more than two (2) months and less than six (6) months prior to the next annual general meeting and the remainder of the term of such director exceeds six (6) months, then such casual vacancy shall be filled by a majority vote of the Active Members of the Industry Classification which originally elected such director in conjunction with the voting otherwise taking place in respect of the next annual general meeting, provided however that such casual vacancy may be temporarily filled by the Board until the election by the Active Members as aforesaid; and
- (d) if the casual vacancy occurs within six (6) months prior to the next annual general meeting and the remainder of the term of such director is six (6) months or less, then such casual vacancy may be filled by the Board from the Industry Classification which originally elected such director but otherwise shall remain unfilled.

4.27 Where a director was elected pursuant to paragraph 4.5, any casual vacancy occurring in such elected director position resulting from:

- (a) the early retirement or the resignation of such elected director; or

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- (b) such person ceasing to be an elected director in accordance with paragraph 4.24 or paragraph 4.25,

shall be filled by majority vote of the Active Members, which election shall be carried out in accordance with the election procedures set out in paragraphs 4.13 through 4.19 and 4.21, with the changes required by necessary implication, and on the basis that the Board shall establish the voting deadline date, which date shall be used in lieu of the annual general meeting date for the purposes of the timing set out in paragraphs 4.13 through 4.19 and 4.21 and, notwithstanding paragraph 4.20, used as the date by which the completed ballots must be returned to the independent electoral officer to be counted. Any person so elected shall hold office for the remainder of the term of the director whose place that person has been elected to fill, and the term of any person so elected shall commence on the date upon which the results are announced by the chair of the Governance and Nominating Committee or, alternatively, the Board Chair as contemplated in paragraph 4.21 or, if there is only one nominee to fill the casual vacancy, then on the date following the last date by which Active Members were entitled to submit nominations as contemplated under paragraph 4.17 notwithstanding paragraph 4.21. Notwithstanding the foregoing:

- (c) if the casual vacancy occurs more than two (2) months and less than six (6) months prior to the next annual general meeting and the remainder of the term of such director exceeds six (6) months, then such casual vacancy shall be filled by a majority vote of the Active Members in conjunction with the voting otherwise taking place in respect of the next annual general meeting, provided however that such casual vacancy may be temporarily filled by the Board until the election by the Active Members as aforesaid; and
- (d) if the casual vacancy occurs within six (6) months prior to the next annual general meeting and the remainder of the term of such director is six (6) months or less, then such casual vacancy may be filled by the Board but otherwise shall remain unfilled.
- 4.28 If there is more than one (1) casual vacancy in director positions that, in accordance with Bylaws 4.26 and 4.27, are to be filled by way of elections prior to the next annual general meeting then there shall be an individual election held for each position, provided that the Board shall determine whether such elections shall be held concurrently or separately.
- 4.29 If a person fills a casual vacancy in a director position, the term or part thereof served by such person as a director shall not be included as part of the Maximum Term allowed for such person as a director.
- 4.30 If the position of Chair becomes vacant for any reason then the First Deputy Chair shall become the Chair for the balance of the term and the Second Deputy Chair shall become the First Deputy Chair for the balance of the term. If the position of the First Deputy Chair becomes vacant for any reason then the Second Deputy Chair shall become the First Deputy Chair for the balance of the term. If the position of Second Deputy Chair becomes vacant for any reason then the Board shall elect a new Second Deputy Chair from among its members for the balance of the term. Notwithstanding the

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foregoing and paragraph 4.10 and Article 5, if a vacancy in the position of Chair occurs within six (6) months prior to the next annual general meeting then the terms of the advancing new Chair, the advancing new First Deputy Chair, and the new Second Deputy Chair elected by the Board, shall each be extended for an additional twelve (12) months following the next annual general meeting.

Powers and Responsibilities of the Board

- 4.31 The Board shall exercise the powers of the Bureau except those which by law or these Bylaws are required to be exercised by resolution of the members.
- 4.32 The Board shall be responsible for the stewardship of the Bureau and shall adopt a strategic planning process and approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities available to and risks affecting the Bureau.
- 4.33 The powers of the Board shall include the power and authority to:
- (a) establish committees of the Bureau and to appoint or remove members of committees and subcommittees or delegate authority for appointing or removing members of committees and subcommittees; and
 - (b) delegate any, but not all, of the powers of the Board to committees, officers or employees of the Bureau as it sees fit.
- 4.34 No resolution passed by the members in a general meeting shall invalidate prior acts of the Board that would have been valid if that resolution had not been passed.
- 4.35 The Board shall hire a salaried chief executive operating officer who will be called the "President, CEO", and shall deal with all employment issues, including salary, employment reviews and termination, with respect to the President, CEO, taking into consideration the recommendations of the Human Resources Committee.

Proceedings of the Directors

- 4.36 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it sees fit. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chair of the meeting shall have a second or casting vote. Meetings of the Board held at regular intervals may be held at such place, at such time and upon such notice (if any) as the Board may by resolution from time to time determine, provided that no notice of the meeting following the annual general meeting shall be necessary. A resolution consented to in writing, or by facsimile transmission, electronic mail, or any method of transmitting legibly recorded messages, by all of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted. Such resolution may be in two or more counterparts each signed by one or more directors and the signed resolution or counterparts shall be deemed to constitute one resolution in writing and shall be filed with the minutes of the proceedings of the directors.

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- 4.37 The Chair, the First Deputy Chair or the President, CEO on the direction of any two (2) directors may call meetings of the Board.
- 4.38 A director may attend a maximum of three (3) Board meetings between successive annual general meetings by teleconference, and must attend all remaining Board meetings during such period in person.
- 4.39 The quorum for transacting the business of the Board shall be nine (9) directors provided that a maximum of three (3) directors, in aggregate, from the Vancouver Convention Hotels and the Vancouver & Area Accommodation Industry Classifications (inclusive of any Directors-at-Large from such Industry Classifications) shall be included in determining whether there is a quorum. Subject to the foregoing, a director with a conflict of interest as contemplated under paragraphs 4.48 or 4.49 shall be included in determining whether there is a quorum.
- 4.40 The Chair shall chair all meetings of the Board but if, at a meeting, the Chair is not present at the time appointed for holding the meeting, the First Deputy Chair shall act as chair, failing which the Second Deputy Chair shall act as chair, failing which the directors present may choose one of their number to chair the meeting.
- 4.41 Proxy or pre-recorded votes shall not be allowed.
- 4.42 Except as may otherwise be determined by the Board, the President, CEO shall receive notice of Board meetings, attend and participate in the discussion at Board meetings, but shall not be considered a director including for the purposes of any quorum or vote of the Board.

Remuneration

- 4.43 No director shall be remunerated for being or acting as a director but the director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Bureau as approved in advance by the Board.

Responsibilities of a Director

- 4.44 Every director shall:
- (a) act honestly and in good faith and in the best interests of the Bureau, without regard for any specific Industry Classification including the Industry Classification to which such director belongs or, if such director is a Designated Voting Representative then the Industry Classification to which the Active Member that such director represents belongs, or the Industry Classification which elected such director;
 - (b) exercise the care, diligence and skill of a reasonably prudent person;
 - (c) not communicate confidential information to anyone not entitled to receive the same;

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- (d) not use information, confidential or otherwise, that is gained in the execution of his or her office and is not available to the members of the Bureau generally, to further or seek to further the director's private pecuniary or other interest;
 - (e) not use the position as director to secure special privileges, favours or exemptions for himself or herself personally or any other person;
 - (f) not be placed in a situation where the director may be under obligation to someone who has business dealings with the Bureau and who would benefit from a special consideration or treatment;
 - (g) not use the position as director to influence a decision to be made by another person to further the director's private pecuniary or other interest;
 - (h) avoid any situations that could cause any person to believe that the director may have brought bias or partiality to a question before the Board.
- 4.45 No director shall receive preferential treatment by way of priority access to leads, special rates or presence at trade shows or in programs.
- 4.46 For the purposes of these Bylaws, a director shall be considered to be in a conflict of interest with respect to any matter brought before the director, where the director has or appears to have a pecuniary or other interest in a matter which is at variance with the interests of the members of the Bureau generally.
- 4.47 For the purposes of these Bylaws, "pecuniary interest" shall mean an interest consisting of money, measure in money or related to money (including a financial gain or an avoidance of financial loss) and shall include the following:
- (a) a "direct pecuniary interest", which shall be considered to exist where the pecuniary interest is directly under the control of the director;
 - (b) an "indirect pecuniary interest", which shall be considered to exist where the director:
 - (i) is a shareholder in, or director or senior officer of, a corporation or agency that has a pecuniary interest in the matter;
 - (ii) is a member of a body that has a pecuniary interest in the matter;
 - (iii) is a partner or agent of a person who has a pecuniary interest in the matter; or
 - (iv) is in the employment of a person or body that has a pecuniary interest in the matter;
 - (c) a "deemed pecuniary interest", which shall be considered to exist where the pecuniary interest of:

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- (i) the director's close relatives;
 - (ii) other boards on which the director serves;
 - (iii) community organizations in which the director participates; or
 - (iv) the director's employer;
- is known to the director.

4.48 With respect to any motion brought before the Board to recommend or approve the Bureau's participation in a specific contract, transaction or market development program, where any director has a conflict of interest, as declared by such director or as determined by the majority vote of the other directors at the meeting, such director shall:

- (a) immediately inform the other Board members that the conflict of interest exists and the nature of the conflict of interest;
- (b) be absent from the room while the motion is under discussion;
- (c) refrain from voting upon the motion ;
- (d) be absent from the room during the vote upon the motion; and
- (e) not attempt in any way, whether before, during or after the meeting, to influence the voting on any question or issue in respect of the motion.

4.49 With respect to any general issue brought before the Board for its consideration, other than a motion to recommend or approve the Bureau's participation in a specific contract, transaction or market development program as referred to in Bylaw 4.48, where any director has a conflict of interest, as declared by such director or as determined by the majority vote of the other directors at the meeting, such director shall immediately inform the other Board members that the conflict of interest exists and the nature of the conflict of interest. Such director need not be absent from the room while the issue is under discussion nor refrain from voting on that issue.

4.50 Notwithstanding paragraph 4.49, in the event that a director has a conflict of interest, as declared by such director or as determined by the majority vote of the other directors at the meeting, the other directors at the meeting may, by majority vote, impose upon the director with the conflict of interest such additional restrictions within the scope of paragraph 4.48, as they in their discretion see fit, in order to protect the integrity of the decision making process.

Code of Ethics

4.51 The Board shall develop, and each director shall act in accordance with, a code of ethics (the "Directors' Code of Ethics") that promotes:

- (a) honest and ethical conduct;

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- (b) full, fair, accurate, timely and comprehensible disclosure in reports;
- (c) compliance with applicable government rules and regulations.

ARTICLE 5 – OFFICERS

Officer Positions

- 5.1 Subject to paragraphs 5.2, 5.3 and 5.4, at the first meeting of the Board following each annual general meeting, the Board shall elect from among its members a chair ("Chair"), a first deputy chair ("First Deputy Chair"), second deputy chair ("Second Deputy Chair") and a treasurer ("Treasurer"). Each such officer shall serve in the respective position for a one (1) year term. Notwithstanding the foregoing, if the term of the Chair is extended from a one (1) year term to a two (2) year term in accordance with paragraph 4.10 then the terms of the First Deputy Chair and the Second Deputy Chair shall automatically be extended from a one (1) term to a two (2) year term.
- 5.2 The Chair shall automatically become the Past Chair in the year immediately following the Chair's final year of serving as Chair, and shall continue to be a director while serving as Past Chair.
- 5.3 The First Deputy Chair shall automatically become the Chair in the year immediately following the First Deputy Chair's final year of serving as First Deputy Chair, and shall continue to be a director while serving as Chair.
- 5.4 The Second Deputy Chair shall automatically become the First Deputy Chair in the year immediately following the Second Deputy Chair's final year of serving as Second Deputy Chair, and shall continue to be a director while serving as First Deputy Chair.

Duties of Elected Officers

- 5.5 The Chair shall:
 - (a) wherever possible, preside at all general meetings of the Bureau and at all meetings of the Board;
 - (b) generally manage the affairs of the Board;
 - (c) serve as an ex-officio member of all committees and subcommittees in respect of which the Chair is not otherwise stated to be a member under the terms of reference for such committees and subcommittees and provided that, when acting as an ex-officio member, the Chair shall not be included in the quorum or have a vote;
 - (d) approve the agenda for all meetings of the Board;
 - (e) be a signing officer of the Bureau;

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- (f) represent the Bureau or delegate others to represent the Bureau on appropriate occasions; and
 - (g) together with the President, CEO, be an official spokesperson for the Bureau.
- 5.6 The First Deputy Chair shall:
- (a) exercise the powers of the Chair in the Chair's absence;
 - (b) be a signing officer of the Bureau; and
 - (c) perform such other duties as may be assigned from time to time by the Chair or the Board.
- 5.7 The Second Deputy Chair shall:
- (a) exercise the powers of the First Deputy Chair in the First Deputy Chair's absence; and
 - (b) perform such other duties as may be assigned to the Second Deputy Chair from time to time by the Chair or the Board.
- 5.8 The Treasurer shall:
- (a) serve as chair of the Audit and Investment Committee;
 - (b) be a signing officer of the Bureau; and
 - (c) ensure that:
 - (i) financial records are kept, including books of account, as are necessary to comply with the Society Act;
 - (ii) financial statements are provided to the Board and others as required; and
 - (iii) a budget is submitted as required by the Board.

President, CEO

- 5.9 The President, CEO shall be the chief executive operating officer of the Bureau and shall:
- (a) oversee all day to day management functions of the Bureau;
 - (b) manage and direct all activities of the Bureau in accordance with policies established by the Board;
 - (c) employ and discharge all members of the staff necessary to carry on the work of the Bureau;

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- (d) fix individual staff compensation within a pre-approved budget;
 - (e) define the duties of staff, supervise their performance, and establish their titles;
 - (f) delegate those responsibilities of management as shall, at the President, CEO's discretion, be in the best interest of the Bureau;
 - (g) support the work of the Board, and any committees and subcommittees as may be requested by the Board from time to time; and
 - (h) report to, and perform such other duties as assigned by, the Board.
- 5.10 The President, CEO, together with the Chair, shall be an official spokesperson for the Bureau.

ARTICLE 6 – COMMITTEES

- 6.1 The Board may, from time to time as it sees fit, establish committees.
- 6.2 Unless otherwise specified in these Bylaws:
- (a) Standing Committees shall consist of a director or directors, such additional Active Members or Designated Voting Representatives thereof appointed at the discretion of the Board, and such additional persons as may be appointed at the discretion of the Board, provided that a majority of the members of each Standing Committee shall be directors; and
 - (b) committees, other than Standing Committees, shall consist of a director or directors, such additional Active Members appointed at the discretion of the Board, and such additional persons as may be appointed at the discretion of the Board, provided that a majority of the members of each such committee shall be Active Members or Designated Voting Representatives thereof.
- 6.3 The chair of each committee shall be appointed by the Board from among the members of the committee.
- 6.4 The Board, in its sole discretion, may remove any person from a committee.
- 6.5 The responsibilities and duties of all committees shall be in accordance with the directions and guidelines as may be determined by the Board from time to time.

Proceedings of Committees

- 6.6 Except as otherwise specified in these Bylaws, committees may meet at such places and at such times, adjourn and otherwise regulate their meetings and proceedings as they see fit.

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- 6.7 If, at any meeting of a committee, the chair is not present at the time appointed for holding the meeting, the members of the committee may choose one of their number to chair the meeting.

Standing Committees

- 6.8 The following Standing Committees shall be appointed annually by the Board:
- (a) Marketing Committee;
 - (b) Governance and Nominating Committee;
 - (c) Audit and Investment Committee; and
 - (d) Human Resources Committee.
- 6.9 A Standing Committee shall report to the Board on the proceedings and recommendations of that committee.

ARTICLE 7 – FINANCE

Signing Officers

- 7.1 The signing officers for the Bureau shall be the Chair, the First Deputy Chair, the Treasurer, the President, CEO and/or such directors and others as may be authorized by resolution of the Board.
- 7.2 All cheques issued by the Bureau require the signatures of two signing officers.
- 7.3 The Board shall designate the level of authorization required for budgeted and unbudgeted expenditures.

Borrowing Power

- 7.4 The Board may, with the approval of the voting Active Members, exercise all powers of the Bureau to borrow, raise or secure the payment of money, in such manner and form, and in such amounts, and upon such terms as it considers appropriate, provided that no debentures shall be issued without the approval by special resolution at a general meeting of the Active Members.

Audit

- 7.5 The accounts of the Bureau shall be audited annually in accordance with the Society Act by such persons as are appointed by the members at the annual general meeting.
- 7.6 The external audited statements of the Bureau shall be submitted to the annual general meeting.

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- 7.7 The fiscal year for all financial accounts of the Bureau shall be the first day of January to the last day of December of each year.
- 7.8 The books and accounts of the Bureau shall, within a reasonable time after the end of the fiscal year, be examined and reported upon by the Auditor.
- 7.9 Subject to the requirements of the Society Act, at the discretion of the Board, all books, accounting records and other documents of the Bureau may be made available for inspection by the directors, officers and members of the Bureau at such times and places as the Board may determine.

ARTICLE 8 – NOTICE

- 8.1 A notice or other communication may be given to a member or director or a committee or subcommittee member (a "Recipient") either personally, by mail delivered to the address of the Recipient as on file with the Bureau, by facsimile transmission, email or other electronic means of transmission, to the facsimile number or email or other electronic address as on file with the Bureau, or by directing the Recipient to obtain the particulars of the notice or other communication from a specific section of the Bureau's website, with the exception of ballots and information being sent to Active Members under Bylaws 4.18 and 4.19 which must be given either personally or by mail delivered to the Recipient's address as filed with the Bureau. Such notice or other communication shall be deemed to have been given on the day of personal delivery or, if sent by mail, facsimile transmission, email or other electronic means of transmission, on the next day following the day of mailing or transmitting by facsimile, email or other electronic means of transmission, as the case may be.
- 8.2 In notifying or otherwise communicating with a member or director, the Bureau shall be entitled to rely on the most recent information provided by the member or director to the Bureau.
- 8.3 A notice to the Bureau shall be directed to the attention of the President, CEO, and may be given personally or by registered mail delivered to the address of the Bureau as indicated on the Bureau's website, or by facsimile transmission, email or other electronic means of transmission, to the facsimile number or email or other electronic address as indicated on the Bureau's website. Such notice shall be deemed to have been given, if delivered personally then on the day of delivery, if delivered by registered mail then on the fifth business day following the day of mailing or, if sent by facsimile transmission, email or other electronic means of transmission then on the next business day following the day of transmitting by facsimile, email or other electronic means of transmission, as the case may be.

ARTICLE 9 – PARLIAMENTARY AUTHORITY

- 9.1 The procedure and order of business at all general, Board and committee meetings shall be governed by Robert's Rules of Order except as otherwise provided by these Bylaws.

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ARTICLE 10 – SPECIAL RESOLUTION

10.1 A special resolution of the members is a resolution passed by a majority of not less than seventy-five percent (75%) of the Active Members present and voting at a general meeting of which not less than fourteen days (14) notice stating the general nature, the time and the place of the meeting has been given.

ARTICLE 11 – AMENDMENT

11.1 The Bureau may amend its constitution and Bylaws by special resolution of the members.

ARTICLE 12 – DISSOLUTION AND NOT FOR PROFIT PURPOSE

12.1 In the event of the winding up or dissolution of the Bureau, all the funds and assets of the Bureau remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Bureau of any arrears of salary or wages, and after the organizations that are registered charities pursuant to the provisions of the Income Tax Act that shall be designated by the members of the Bureau, and if effect cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the Board of the Bureau to be registered charities having purposes similar to those of the Bureau.

12.2 The overall purpose of the Bureau will remain limited to a not-for-profit objective.