



ARTICLES OF ASSOCIATION

Recommended Changes to Articles

As we strive to uphold the principles and standards that govern our association, we are dedicated to maintaining transparent and effective bylaws that reflect the evolving needs and aspirations of our members. In our ongoing commitment to continuous improvement, we have carefully reviewed our existing articles and identified areas where updates and enhancements are necessary.

The purpose of this document is to present to you, our valued members, the proposed changes to our bylaws and to encourage your thoughtful review and consideration. Your engagement in this process is crucial, as these adjustments will shape the foundation of our association for the years to come. We invite each of you to familiarize yourselves with the recommended modifications and come prepared to support or reject these changes at the upcoming Annual General Meeting (AGM), where together, we will collectively shape the future trajectory of our association.

Article	Existing	Recommended Change
14	a. iv. One (1) representative from the Association's Restaurant sector membership as set forth herein.	a. iv. One (1) representative from the Association's Food & Beverage sector membership as set forth herein.
14	b. Eligible candidates seeking election to the Association's Board to hold Hotel/Motel, Bed & Breakfast, and Restaurant sector representative seats (ii, iii or iv above) must be from the associated Industry Member category and will be determined by a vote of the	b. Eligible candidates seeking election to the Association's Board to hold Hotel/Motel, Bed & Breakfast, and Food & Beverage sector representative seats (ii, iii or iv above) must be from the associated Industry Member category and will be determined by a vote of the Association's members identified only under

	Association's members identified only under the same Industry Member category as that of the eligible candidate.	the same Industry Member category as that of the eligible candidate.
15	To be eligible as members of the Board of Directors, members shall be from the industry and associate categories as defined in 2(a) and 2(b).	To be eligible as members of the Board of Directors, members shall be from the industry category as defined in 2(a).
18	All elected members of the Board shall be eligible to vote on all matters.	All elected and appointed members of the Board shall be eligible to vote on all matters.
23	The Chief Executive Officer or Secretary/Treasurer shall be responsible for giving notice of all meetings of the Association to the Board of Directors and the various committees of the Association. Notice shall be given by prepaid post, telephone, email, facsimile machine or messenger. Notice of meetings of the Board of Directors and other committees of the Association shall be given not less than one week prior to such meetings.	The Chief Executive Officer or Secretary/Treasurer shall be responsible for giving notice of all meetings of the Association to the Board of Directors and the various committees of the Association. Change to notice shall be given by telephone, email or any other electronic means. Notice of meetings of the Board of Directors and other committees of the Association shall be given not less than one week prior to such meetings.
24	Notice of emergency meetings of the Association, the Board of Directors and the various committees shall be deemed sufficient if the Chief Executive Officer or Committee Chair give notice by telephone, email or messenger either in person to the member or by message left with some responsible	Notice of emergency meetings of the Association, the Board of Directors and the various committees shall be deemed sufficient if the Chief Executive Officer or Committee Chair give notice by any electronic means, the day previous to the date of such emergency meeting.

	person at the home or normal place of business of such member, the day previous to the date of such emergency meeting.	
25	Meetings of directors or committees may be held by such means as telephone, electronic or other communications facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at that meeting. Directors are permitted to attend three meetings per calendar year by such means. Directors are permitted to attend additional meetings by such means only if permission is obtained from members of the Board of Directors.	Meetings of directors or committees may be held by such means as telephone, electronic or other communications facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at that meeting.
32	In the event a position becomes vacant on the Board of Directors, a quorum of directors may appoint an eligible individual to fill the vacancy (See Article 15). A director appointed to fill a vacancy shall fill the position for the unexpired term of his or her predecessor.	In the event a position becomes vacant on the Board of Directors, a quorum of directors may appoint an eligible individual to fill the vacancy (See Article 15). A director appointed to fill a vacancy shall fill the position for the unexpired term of their predecessor.
50	50. The Governance committee shall mail, email or fax to every member a nomination form seeking	50. (a) The Governance committee shall distribute by any electronic means to every member a nomination form

	<p>nominations for positions on the Board of Directors at least 60 days prior to the Annual General Meeting.</p>	<p>seeking nominations for positions on the Board of Directors at least 60 days prior to the Annual General Meeting.</p>
50	N/A	<p>50. (b) Election Process for by-elections.</p> <ul style="list-style-type: none"> i. By-elections should be conducted within a 30 – 40 day time frame ii. Submission of nominations to cease 14 days from the notice of by-election iii. Following the deadline for filing of nominations, the Governance Committee shall follow the process for approval of nominations as prescribed in Article 51 of the Articles of Association iv. By-election shall open 14 days prior to the closing date of the by-election v. Closing date of the by-election shall be 30 days and no more than 40 days after the date of the notice of by-election. vi. Counting of ballots to be as prescribed in Article 55 of the Articles of Association vii. Following the counting of the ballots, notice shall be sent in writing to both successful and unsuccessful candidates. viii. Notification of the successful candidate shall be announced to the general membership through electronic means after the successful candidate has accepted the position

67	Every active and associate member in good standing shall be a voting member.	Every active member in good standing from articles 2(a) 2(b) and 2(c) shall be a voting member.
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