



Current Article	Draft Amendments
<p>14. a. The Board of Directors shall consist of:</p> <p>i. Seven (7) directors at large;</p> <p>ii. One (1) representative from the Association's Hotel/Motel sector membership as set forth herein;</p> <p>iii. One (1) representative from the Association's Bed & Breakfast sector membership as set forth herein;</p> <p>iv. One (1) representative from the Association's Food & Beverage sector membership as set forth herein.</p> <p>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 the same Industry Member category as that of the eligible candidate.</p>	<p>ii. One (1) representative from the Association's Large Accommodations (more than 20 rooms) sector membership as set forth herein;</p> <p>iii. One (1) representative from the Association's Small Accommodations (20 rooms or less) sector membership as set forth herein;</p> <p>b. Eligible candidates seeking election to the Association's Board to hold Large Accommodations, Small Accommodations Operators, 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 the same Industry Member category as that of the eligible candidate.</p>
<p>23. 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.</p>	<p>23. 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, at least 24 hours previous to the date of such emergency meeting.</p>

<p>33. At its first meeting of the members of the Board of Directors of the Association after the Annual General Meeting, the incoming Board of Directors shall elect from eligible Board directors the Vice-Chair and Secretary/Treasurer. The Vice-Chair will move into the Chair role upon its vacancy and occupy an appointee’s position on the Board of Directors without having to stand for re-election and upon ratification by the Board in its first meeting after the AGM. In the event that the Vice- Chair is unable to fulfil their duties as Chair, the Board of Directors shall elect a Chair from eligible Board directors.</p>	<p>33. At its first meeting of the members of the Board of Directors of the Association after the Annual General Meeting, the incoming Board of Directors shall elect from eligible Board directors the Vice-Chair and Secretary/Treasurer. Upon ratification by the Board of Directors, the Vice-Chair will move into the Chair role upon its vacancy and occupy an appointee’s position on the Board of Directors without having to stand for re-election. In the event that the Vice- Chair is unable to fulfil their duties as Chair, the Board of Directors shall elect a Chair from eligible Board directors</p>
<p>36. To be eligible for the Office of Chair, individuals must have served on the Board of Directors in one of the last three operating years prior to the said annual general meeting. The Chair may hold elected office for a maximum of two years subject to being elected by the Board on an annual basis. The said individual may offer themselves for re-election after one year’s absence from the board.</p>	<p>36. To be eligible for the Office of Chair, individuals must have served on the Board of Directors in one of the last three operating years prior to the said annual general meeting. Upon ratification by the Board of Directors the Chair may hold elected office for a maximum of two years subject to being elected by the Board on an annual basis. The said individual may offer themselves for re-election to the Board of Directors after one year’s absence from the board.</p>
<p>49. (a) The Governance committee shall distribute by any electronic means to every member a nomination form seeking nominations for positions on the Board of Directors at least 60 days prior to the Annual General Meeting.</p> <p>(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 	<p>49. (a) The Governance committee shall distribute by any electronic means to every eligible member defined in Article 2.a, a nomination form seeking nominations for positions on the Board of Directors at least 60 days prior to the Annual General Meeting in the instance of a general election.</p> <p>(b) In the instance of by-elections, elections to be conducted within a 40 day timeframe. Submissions for nominations to cease at 11:59 pm 20 days prior to election date.</p> <ul style="list-style-type: none"> i. 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. ii. Counting of ballots to be as prescribed in Article 55 of the Articles of Association

<p>closing date of the by-election</p> <p>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.</p> <p>vi. Counting of ballots to be as prescribed in Article 55 of the Articles of Association</p> <p>vii. Following the counting of the ballots, notice shall be sent in writing to both successful and unsuccessful candidates.</p> <p>viii. Notification of the successful candidate shall be announced to the general membership through electronic means after the successful candidate has accepted the position</p>	<p>iii. Following the counting of the ballots, notice shall be sent in writing to both successful and unsuccessful candidates</p> <p>iv. Notification of the successful candidate shall be announced to the general membership through electronic means after the successful candidate has accepted the position</p>
<p>51. At least 45 days prior to the Annual General Meeting, the list of candidates shall be circulated to all members of the Association together with a nomination form for the nomination of additional candidates</p>	<p>(a) In by-elections a list of candidates shall be circulated to all members of the Association together with a nomination form for the nomination of additional candidates 35 days prior to election date.</p>
<p>52. At any date following the date upon which the list of candidates for directors has been circulated to the members, but in no event later than 12:00 noon on the day which is 30 days prior to the Annual General Meeting, any additional nomination may be made by filing a completed nomination form.</p>	<p>(a) In by-elections, submissions for nominations to cease at 11:59 pm 20 days prior to election date.</p>
<p>53. On or before the fourteenth day prior to the Annual General Meeting, the Chair shall cause the final list of candidates and ballots for Director to be circulated to all of the members and with clear instructions that their ballot must be cast in the online election or returned to the Association office by no later than 12:00 noon on the day which is three days prior to the Annual General Meeting.</p>	<p>(a) For a by-election, the deadline for circulation of the final list of candidates and instructions on casting their ballots in the online elections shall be 12 noon 10 calendar days prior to the deadline for submission of votes</p>
<p>14 (d). A quorum of directors may appoint an additional two directors at its discretion for a one-year term if the existing directors deem it necessary to fulfill the objectives of the Association. Sector representatives are eligible to sit on the board for a three- year term. An individual may offer themselves for election or re-appointment for one additional term on the Board of Directors unless they fill an officer position</p>	<p>Special Resolution - Term of Office for B & B and Hotel/Motel Representatives</p> <p>WHEREAS the 2025 Board of Directors elections for the Tourism Industry Association of Newfoundland and Labrador will have been concluded prior to the 2025 Annual General Meeting;</p> <p>WHEREAS Article 14 (d) and Article 15 of the Articles of Association of the Tourism Industry Association of Newfoundland and Labrador currently sets the terms of office for Board representatives, including the Bed & Breakfast and Hotel/Motel representatives.</p>

<p>15. To be eligible as members of the Board of Directors, members shall be from the industry category as defined in 2(a). Members of the Board of Directors shall be eligible to serve only two terms of three years, if elected, unless they become an officer of the association. An individual may offer themselves for re-election after a one-year absence from the Board of Directors.</p>	<p>WHEREAS the Board of Directors has recommended a temporary adjustment to the terms of office for these representatives to align with organizational needs.</p> <p>NOW, THEREFORE, BE IT RESOLVED THAT:</p> <ol style="list-style-type: none">1. The terms of office for the current Bed & Breakfast and Hotel/Motel representatives shall be amended to a period of one year, commencing on March 11, 2025, and expiring on the date of the 2026 Annual General Meeting.2. This amendment shall be effective immediately upon approval at the 2025 Annual General Meeting.3. Upon the expiration of this adjustment at the 2026 Annual General Meeting, the terms of office for newly named positions of Small Accommodations and Large Accommodations shall revert to the provisions set forth in the existing By-Laws unless further action is taken.
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