



# **Viking Trail Tourism Association Constitution**

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## **Mission Statement**

The Viking Trail Tourism Association will strive to enhance the competitiveness and appeal of the Viking Trail tourism region through collaborative partnerships designed to stimulate sustainable economic growth at the community level and increase business revenues for the tourism operators located throughout the region.

**Officially Adopted:**

**April 11<sup>th</sup>, 2017**

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## 1.0 NAME:

Viking Trail Tourism Association, Inc. is an incorporated body under the Newfoundland & Labrador Registry of Companies and shall be known as the Viking Trail Tourism Association (VTTA).

## 2.0 INTERPRETATION

Common words throughout this Constitution:

- i. Wherever the word "Board" occurs in this constitution, it shall be understood to mean the Board of Directors of Viking Trail Tourism Association.
- ii. Wherever the word "Executive" occurs in this constitution, it shall be understood to mean the Executive Committee of the Board of Viking Trail Tourism Association.
- iii. Wherever the word "Region" occurs in this constitution, it shall be understood to mean that geographic area in the Province of Newfoundland and Labrador, via route 430, also known as the Viking Trail, from Deer Lake north to L'Anse aux Meadows, inclusive.
- iv. Wherever the word "Full Partner" occurs in this constitution, it shall be understood to mean a levy collecting partner of Viking Trail Tourism Association.
- v. Wherever the word "Associate Partner" occurs in this constitution, it shall be understood to mean a non levy collecting partner of Viking Trail Tourism Association.
- vi. Wherever the word "Director" occurs in this constitution, it shall be understood to mean a member of the Board of Viking Trail Tourism Association.
- vii. Where the word "Officer" occurs in this constitution, it shall be understood to mean a member of the Executive Committee or Management of Viking Trail Tourism Association.
- viii. Wherever the word "Association" or "VTTA" occurs in this constitution, it shall be understood to mean Viking Trail Tourism Association.

## 3.0 MISSION STATEMENT:

The Viking Trail Tourism Association will strive to enhance the competitiveness and appeal of the Viking Trail tourism region through collaborative partnerships designed to stimulate sustainable economic growth at the community level and increase business revenues for the tourism operators located throughout the region.

## 4.0 MANDATE AND OBJECTIVES:

### 4.1 Mandate:

To enhance the competitiveness and appeal of the Viking Trail tourism region through strategic partnerships aimed to stimulate sustainable economic growth at the community level and increase tourism revenues of the tourism operators located throughout the region.

## 4.2 Objectives:

It will be the responsibility of board and management to effectively oversee the operation of the Association's business activities by ensuring a sustainable business model is in place and by setting clear direction, identifying and delivering a series of prioritized business building strategies, in the context of the Association's Mandate.

The focus of the VTTA will be driven by the following objectives:

- i. Adopt a "Visitor First" philosophy to enhance the visitor's journey which will enable additional business growth in the region.
- ii. Partners shall acknowledge that visitors choose a destination based on things to see and do and decisions pertaining to resource allocation must be driven to enhance the visitor experience and promote the tourism generators found throughout the region.
- iii. Embrace "Lead with the Best" strategies recognizing the region is blessed with iconic tourism assets that have potential through cooperative and collaborative efforts to compel visitors to stay longer and spend more throughout the region if there are products and experiences that meet traveler expectations.
- iv. Enhance the activities of the organization by enhancing the marketability of the region by fostering strategic and intentional product and experience development, which will result in an enhanced appeal for communities of the region that don't have iconic tourism assets.
- v. Identify tourism market-readiness training to enhance the quality of the visitor experience with a focus on the accommodation, food & beverage and attractions sectors.
- vi. Build on partnerships with the regional DMO, municipalities, provincial and federal government departments, agencies and organizations to ensure that common objectives are aligned to influence implementation of action items for the region.

## 5.0 PARTNERSHIPS:

### 5.1 Full Partners:

A Full Partner is a levy collecting partner in good standing under a set contract with full voting rights at partner meetings.

Full Partners are those businesses, municipalities and organizations that agree to participate in the VTTA levy agreements set forth and reviewed by the board on an annual basis. These agreements include, but not limited to, room levies, municipal per capita levies and attraction entry levies.

### 5.2 Associate Partners:

Associate Partners are non-levy collecting partners within the regional the tourism industry that want to work with the VTTA on specific initiatives highlighted. This would include, but not limited to, non-levy collecting accommodations, food services, tour operators, attractions, financial

institutions, consultants, industry suppliers, outfitters and economic development groups. Associate Partners will not have voting rights but would have a say in specific initiatives they chose to invest in from time to time. There is no set fee to be an Associate Partner however, Associate Partners must register and then renew their commitment to partnership annually to be included in the activities of the association. Investment will be required by associate partners to be included in any joint VTTA activities.

### **5.3 Partnership Investment:**

The VTTA will offer investment opportunities that both Full and Associate partners in good standing can participate in. This will give all stakeholders within the regional tourism industry to be actively involved in specific industry led initiatives identified by partners.

## **6.0 STRUCTURE:**

**6.1 Board of Directors:** Board directors are selected among the Full Partners to be the managing partners of the VTTA

The Board will be comprised of not less than four and not more than seven Directors, including officers. All Full Partners will have voting rights at meetings but only the selected board directors will constitute a quorum of the board and can make motions to be passed by the majority of a quorum of the board and any voting partners present.

### **6.2 Term**

The Directors shall have a term of office not exceeding three years. Directors may be appointed to the Board to serve an additional consecutive term. Former Directors may be appointed to serve additional terms if they have vacated their seat for a period of one year.

### **6.3 Composition**

Directors will comprise a senior representative of Full Partners for a minimum of 4 directors to a maximum of seven with equal voting rights to all Full Partners present. Ex-officio directors may be invited by full partners to represent other partner organizations within the tourism industry. Senior staff of the VTTA will also attend all meetings in an ex-officio capacity.

### **6.4 Executive Committee**

The President and Vice-President shall be elected from the Directors by the Board annually.

The positions of Secretary and Treasurer shall be elected from the Directors. The positions may be combined.

### **6.5 Sub-Committees**

Subcommittees may be established by the Board of Directors that are in line with the Associations Mandate and Objectives. The subcommittee's mandate will be determined by the Board of Directors. Sub-committee members may comprise of Full and Associate Partners, as well as, any industry representative relevant to the committee's mandate.

## 7.0 Meetings

Parliamentary procedure that shall be followed at all Board, Executive, and committee's meetings will be Robert's Rules of Order. All resolutions and decisions, except matters affecting this Constitution, forfeiture of Directorship, or dissolution shall be binding if passed by a simple majority of the lawful meeting.

Meetings of the Association will include:

### 7.1 Annual General Meeting

Annually, the Full Partners shall meet at an Annual General Meeting to:

- i. review the operational performance of the Association;
- ii. consider policy and constitutional changes;
- iii. accept the Annual Report, including audited financial statements;

### 7.2 Board of Directors & Full Partners

The Board & Partners shall meet (in person and/or via conference call/online technology) at least four times per year, or as necessary to review policy and procedures, to receive and review reports, to appoint sub-committees, to review and establish direction consistent with the Association's Mandate and Objectives and other business determine by the Executive Committee.

### 7.3 Executive Committee

The Executive Committee will meet (in person and/or via conference call/other technology) at least 4 times per year to oversee the management of the organizations and provide recommendations to the Board of Directors and Full Partners.

### 7.4 Sub-Committees

Any sub-committees formed will meet as required and provide written reports and/or minutes to the Board of Directors.

### 7.5 Notice of Meetings

Notice of meetings shall be provided as follows:

- i. Full Partners shall be given at least fifteen days' notice naming the time and place of the Annual General Meeting.
- ii. Directors shall be given at least seven days' notice naming the time and place of Board of Director meetings.
- iii. Executive Committee members shall be given at least three days' notice naming the time and place of Executive meetings.

- iv. Special meetings may be called at the request of Full Partners to the Executive Committee. Full Partners shall be given 5 days' notice naming the time and place of the meeting.

### **7.6 Quorum**

A quorum of a meeting shall be constituted as follows:

- i. Annual General Meeting shall require a minimum of one-quarter plus one of the Full Partners in good standing for the previous year.
- ii. At Board and Executive meetings, an attendance equal to, 50% plus one of the total directors for such meeting shall be a quorum.
- iii. At Sub-Committee meetings, an attendance equal to, 50% plus one of the total committee members for such meeting shall be a quorum.

### **7.7 Power of Directors**

The Directors shall have the power to:

- i. Determine who shall be entitled to sign, seal and execute on the Board's behalf, debentures, bonds, mortgages and all other securities and negotiable instruments;
- ii. Draft and approve any regulations or resolutions as deemed necessary for the proper management of the Board, within the scope of the Board policy;
- iii. Approve or disapprove, by majority vote, any request/application on behalf of a person, firm, or corporation for any services rendered by the Board;
- iv. Make application for funds, both repayable and non-repayable, as needed to fulfill the mandate and objectives of the Association.
- v. Delegate any of their powers to one of their body as they think fit provided that any director or officer so empowered, or committee so formed, in the exercise of the power so delegated, conforms to the regulations and, such procedure that may be imposed upon them by the directors.

### **7.8 Forfeiture of Directorship**

Any individual will cease to be a Director of the Association due to:

- i. Failure to attend three (3) consecutive or less than 50% of meetings annually.
- ii. Irregular attendance such as to cause the Board difficulty in establishing and maintaining a quorum.
- iii. Expulsion for cause, provided such action is approved by a 3/4 majority vote of the entire Board.
- iv. The individual being deceased.
- v. The individual being no longer in business represented
- vi. The individual being bankrupt.

## 7.9 Partner Voting

- i. Each Full Partner shall have one vote and be allowed to vote at all partner meetings, if a full partner is in good standing as per their levy contract.
- ii. Where an individual represents more than one full partner, the individual shall exercise one vote per full partnership
- iii. Associate Partners shall not vote.
- iv. The President shall not vote except in the event of a tie.
- v. All votes must be given in person or verifiable conferencing connection, except
  - a) where a proxy has been signed by a Partner to permit another individual to vote on their behalf at Partner meetings only, or
  - b) where a partner provides his/her vote in writing on a set issue where all information is presented prior to voting.

## 8.0 POLICIES & PROCEDURES:

### 8.1 Confidentiality

Without exception Directors and employees shall, keep confidential all and any business so deemed by the President or the body as a whole. A Director or employee who breaks confidence shall be disciplined by the Board, indicating that the second breach of confidence will result in forfeiture of position.

### 8.2 Industry and Media Spokesperson

The association wishes to ensure that industry and media are provided with factual, accurate and positive information at all times.

The spokesperson for the VTTA shall be the President. Due to availability issues this responsibility may be delegated to other partners and/or senior management.

### 8.3 Conflict of Interest

Every VTTA partner is under a duty to act honestly and in good faith with a view to the best interest of the association. It is acknowledged that from time to time situations may arise where the interest of the individual coincides or conflicts with the interest of the association. Consequently, it is important that effective disclosure procedures are established so that conflicts may be avoided, or dealt with in an appropriate manner.

Every VTTA partner must exercise reasonable care to identify any potential conflicts and report them to the President as soon as possible after discovering such conflicts. When such a case surfaces and a conflict is identified the representative shall immediately:



- i. Declare the conflict of interest;
- ii. Exempt himself/herself from voting on the matter, and;
- iii. Refuse to participate in any discussion regarding the subject

#### **8.4 Accountability of Staff**

The Business Manager is the Board's only link to the operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Business Manager

#### **8.5 Accounting and Financial Policies**

The association will monitor its overall progress towards the financial obligations through the analysis of its current Business Plan. The Business Plan is to include all matters pertaining to the association's endeavours.

For each fiscal year, an annual budget is prepared as a tool to assist in the planning process, and in the monitoring and controlling of activities. Staff will prepare and submit an annual budget for proposed activities to the Board for approval. The approved budget represents a guide for expenditures and activities with the given fiscal year.

General accounting procedures will govern the financial management of the association.

The Business Manager or designate of the board shall acquire goods and services in accordance with approved guidelines and approval of the Board of Directors and majority of partners.

#### **8.6 Safety and Security**

Every VTTA partner and staff member is to take safeguards to protect the safety and security of VTTA partners and property. This shall include both physical and intellectual property as safeguarded under law.

#### **8.7 Human Resource Policies**

The VTTA should work to ensure all human resource policies are up to date on a continual basis which should include, but not limited to, the following:

- i. Employment definitions
- ii. Personnel Records
- iii. Employment Administration (evaluations, hours or work, overtime, holidays, hiring/termination procedures etc.)
- iv. Salary Administration Guidelines
- v. Employment Ethics / Code of Conduct
- vi. Discrimination and Harassment
- vii. Responsibility
- viii. Gift Receiving
- ix. Employee Benefits

- x. Telephone, Mail, Fax Procedures
- xi. Technology Procedures/Guidelines

## **9.0 ACCOUNTS**

### **9.1 Accounting**

True accounts shall be kept by the Board and the board shall appoint a qualified accountant to review all financial information of the Viking Trail Tourism Association Inc. at the end of every fiscal year. This review shall present financial statements to be completed annually in accordance with generally accepted accounting principles. All financial statements shall be reviewed and accepted by the board at the AGM.

### **9.2 Fiscal Year End**

The operations year of the Board shall be by fiscal year from April 1<sup>st</sup> to March 31<sup>st</sup>.

### **9.3 Profits**

The profits, if any, or other income of the Board shall be applied for promoting the objectives of the Board and no dividend or bonus shall at any time be paid to any Director of the Board.

### **9.4 Winding Up**

If after the satisfaction of its debts and liabilities there remain any assets, then Full Partners shall:

- a) identify and agree, by at least 75 per cent majority of voting partners present at a lawful meeting, that a likeminded organization, that would further the mandate and objectives of the Association, receive the assets; or
- b) if none can be identified, the assets shall be distributed among the full partners of the Association.

## **10.0 AMENDMENTS**

The constitution may be amended by a majority of 50% plus 1 of voting partners present at a partners meeting. Notice of amendments shall be given with notice of the set meeting of partners.

### **10.1 Acceptance of Amendments**

The acceptance of these articles by majority of partners causes all previously accepted articles to be repelled.

**This constitution reflects the whole of the articles of the  
Viking Trail Tourism Association, Inc.**