



**Constitution and By-laws  
of the  
Canadian Cannabis  
Tourism Alliance**

September 2022

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## **SECTION 1 – BACKGROUND**

1.01 The Alliance was incorporated as a not-for-profit by the paid membership on the date of June 28 2022 to create the Canadian Cannabis Tourism Alliance (CCTA).

1.02 The purpose of the CCTA is to:

- be a leader in advocating for Canada to emerge as a globally leading destination in socially responsible standards and internationally recognized experiences that are part of a vibrant and viable cannabis hospitality and tourism industry;
- establish working relationships with, drive awareness amongst, deliver education to, and provide resources for all levels of government;
- unlock opportunities for all participants wanting to provide responsible, safe and regulated hospitality and tourism experiences related to cannabis, while at the same time, binding federal, provincial and municipal interests;
- serve and support the building of professional and personal networks, and respectful partnerships amongst which resources and knowledge are shared around harnessing cannabis as an asset to Canada’s tourism destination portfolio;
- promote Canada both domestically and internationally as a destination for cannabis tourism.

## **SECTION 2 – BY-LAWS**

2.01 By-laws need to be confirmed by the members.

## **SECTION 3 – INTERPRETATION**

3.01 Wherever the words “the Alliance” occur in these By-laws, they shall be understood to mean “the Canadian Cannabis Tourism Alliance”.

3.02 Wherever the words “the Board of Directors” occur in these By-laws, they shall be understood to mean “the Board of Directors of the Canadian Cannabis Tourism Alliance”.

3.03 Wherever the words “the Board Members” occur in these By-laws, they shall be understood to mean “the Board Members of the Canadian Cannabis Tourism Alliance”.

3.04 Wherever the words “the Officers” occur in these By-laws, they shall be understood to mean “the Officers of the Canadian Cannabis Tourism Alliance”.

3.05 Words importing the masculine gender shall include the feminine and neutral gender and words importing the singular shall include the plural and vice versa.

3.06 “Member” shall be any society, company, corporation or individual accepted into membership by the Board of Directors that pays the membership fee set by the Board.

3.07 Wherever the words “Executive” occur in these By-laws, they shall be understood to mean “the Executive Committee of the Board of Directors of the Canadian Cannabis Tourism Alliance”.

3.08 Wherever the words “the Co-Chairs” occur in these By-laws, they shall be understood to mean “the Co-Chairs of the Canadian Cannabis Tourism Alliance”.

3.09

Wherever the words “Founder” occur in these By-Laws, they shall be understood to mean “the group of individuals that supported the creation of the Canadian Cannabis Tourism Alliance in 2022 and paid an interim founder’s fee of \$100 prior to the September 30, 2022.

## **SECTION 4 – HEAD OFFICE**

4.01 The head office of the Alliance will operate virtually with an understanding the Board may establish a physical location at some point in the future in Canada.

## **SECTION 5 – MEMBERSHIP**

### **5.01 Qualifications – Voting Members**

(a) Any society, company, corporation, association, individual or organization:

- (i) Which carries on, or is interested in the development and/or promotion of any form of travel, hospitality, wellness, and/or other tourism related activity related to cannabis in Canada;
- (ii) Which pays an annual membership fee determined by the Board; and
- (iii) Whose application is approved by the Board in accordance with the By-laws and the policies of the Alliance as set out by the Board.

can become a voting member.

(b) Founders in good standing effective September 30, 2022

## 5.02 Rights and Responsibilities

All members must:

- (a) pay their annual membership fee within 60 days of renewal notice;
- (b) respect by-laws and policies approved by the Board, particularly related to conduct, ethics and conflict-of-interest;
- (c) receive all CCTA notices;
- (d) be represented and vote at CCTA Annual or Special General Meetings;
- (e) stand for, nominate and elect the Board of Directors.

## 5.03 Withdrawal

- (a) Any member desiring to withdraw may do so by notifying the Alliance in writing, but no refund of fees paid shall be allowed.

## 5.04 Cancellations or Suspensions

- (a) The interest of a member in the Alliance is not transferable and lapses and ceases to exist:
  - (i) When the member ceases to be a member by withdrawal or otherwise in accordance with the By-laws; or
  - (ii) If at a special meeting of members, a resolution is passed to remove the member by at least 2/3 of the votes cast at the special meeting provided that the member shall be granted an opportunity to be heard at such meeting; or
  - (iii) If the member has failed to pay his or her membership fees.
  - (iv) If a member:
    - (a) fails to pay its accounts within 60 days of receiving a renewal notice;
    - (b) fails to comply with the provisions of the By-laws; or
    - (c) fails to comply with the members' code of ethics approved from time to time by the membership.

Membership can be terminated in accordance with the procedures set out in section 5.04.

## 5.05 Notice of Termination of Membership

- (a) If any of the circumstances set out in paragraph 5.03 (a) (iv) arises and the Board of Directors determine that a voting member's membership should be terminated, then the Board of Directors will issue a Notice of Termination to the member advising that his/her membership is not in good standing, providing the reason for the deficiency and providing the member a period of thirty (30) days from the date of the Notice to remedy the situation.
- (b) If the member fails to respond to the Notice or to bring her membership in good standing within the Notice period, they are deemed to have withdrawn from the CCTA and are no longer in good standing.
- (c) If the member disputes membership termination, the member can within twenty (20) days of the date of the original Notice of Termination send a notice for the Board of Directors asking for a reconsideration of the termination and provide the reason thereof. The member can also request to be allowed to make representations before the Board of Directors.
- (d) After due review of the response of the member, the Board of Directors can either by a majority vote reinstate the member or confirm the termination of the membership. The decision of the Board on the membership status of the member is final.

## **SECTION 6 – MEETING OF MEMBERS**

### 6.01 Annual meeting

- (a) An Annual Meeting shall be held annually virtually and/or at a time and place in Canada designated by the Board.
- (b) The business to be transacted at the Annual Meeting shall be the reading of the auditor's report on the audited financial statement, the approval of such statement, the appointment of its auditors, the consideration of the reports of the Board, election of the Board and such other business as provided for in these By-laws.
- (c) No other business shall be considered at any Annual meetings except business:
  - (i) Specified in the notice calling the meeting;
  - (ii) Specified by at least fifteen per cent (15%) of the voting members in writing to the Board of Directors within thirty (30) days after the date on which the notice calling the meeting was mailed; and
  - (iii) In cases of emergency any business that is approved by a two thirds majority by the Board unless otherwise required by these By-laws.

## 6.02 Special Meeting

The Board of Directors must call a special meeting when so requested in writing by at least 25 per cent of the members. The business, for which the meeting was called, shall be the only item of business included in the notice sent to members and shall be the only business conducted at such Special General meeting.

## 6.03 Notices

- (a) Notice of the time and place of holding an annual or special meeting shall be sent to each member in good standing at least thirty (30) days prior to the date of the meeting.
- (b) Notice of a Meeting shall be in writing to such member's email address as it appears in the Alliance's records. Notice of each meeting of members must remind voting members of the right to vote.

## 6.04 Quorum

At all meetings of the Alliance, fifteen per cent (15%) of members who are represented at these meetings by person or by proxy shall constitute a quorum. If a quorum is not present, the presiding Officer may adjourn the meeting to a day and hour fixed by the Officer with the same effect as if held as above provided.

## 6.05 Representation

- (a) Each member in good standing shall be entitled to be represented at each meeting by an individual who has been designated in writing to the Alliance as a representative.

## 6.06 Voting

- (a) Each voting member shall be entitled to one vote at any general or special meeting of the Alliance.
- (b) Each voting member shall designate an individual to represent the member at any meeting of the Alliance. Notice of such designation must be filed with the Alliance in writing prior to the meeting at which the vote is to be cast.

## 6.07 Proxy Votes



No proxy votes are allowed. Digital platforms facilitate member participation when absent from meetings.

## 6.08 Majority

- (a) At all meetings of members of the Alliance, every question shall be determined by a majority of votes by the members entitled to vote thereat unless otherwise specifically provided by statute or in these By-laws.

## **SECTION 7 – BOARD OF DIRECTORS**

### 7.01 Composition

- (a) The Board of Directors shall be comprised of a minimum of four (4) and no more than eleven (11) Directors, as follows:
  - (i) a maximum of 7 Directors will be elected by the general membership;
  - (ii) a maximum of 3 Directors will be appointed by the elected Board to support strategic objectives agreed to by the Board;
  - (iii) a maximum of one Director will be elected by the CCTA Founders.

### 7.02 Eligibility

- (a) The members shall elect the CCTA's Directors from the nominations received and presented by a Nominating Committee appointed by the Board. Any individual so nominated must be a representative of a voting member of the Alliance.
- (b) Directors of the Alliance cannot be less than nineteen (19) years of age, must be individuals, and must have the capacity under law to contract.
- (c) Members eligible to vote and participate at an AGM or special members meeting must be in good standing thirty (30) days prior to the meeting.

### 7.03 Nominating Procedure

- (a) The Board will appoint a standing Membership and Nominations Committee to oversee the AGM and nominating procedure. Nominating Committee will submit in writing to all voting members in good standing a request for nominations to the Board at least 45 days prior to

the Annual Meeting. A voting member prior to the closing of nominations shall second each nomination to the Board. The seconder must be a member in good standing. There shall be no limit to the number of nominations. The list of Board nominations will be sent to all voting members not fewer than fourteen (14) days prior to the meeting called for that purpose.

- (b) No member of the Nominating Committee shall himself or herself be put forward as a nominee for the Board, for at least thirty (30) days from the date of his or her removal or resignation from the Nomination Committee.
- (c) There will be no nominations accepted less than fifteen (15) days before the Annual Meeting or Special meeting called for that purpose.

#### 7.04 Election

- (a) A complete list of nominations for Directors shall be presented at the Annual Meeting or Special meeting when an election is to be held.
- (b) All voting members shall elect the Directors at the time of the Annual General Meeting via a digital online voting system.
- (c) Should the total number of nominations for each seat be greater than one (1), an election shall be held by secret ballot unless otherwise agreed to by a two-thirds majority vote of the voting representatives at such meeting. The Board in accordance with all legal requirements of the Alliance shall determine the voting procedures with the Nominations Committee.

#### 7.05 Removal of Director

A Director may be removed from the Board by a resolution passed by a two-thirds majority vote of all Voting Members provided that notice of such proposed resolution is given with the notice calling any such meeting.

#### 7.06 Vacancy

A vacancy in the Board shall be filled as follows:

- (a) If the vacancy occurs as a result of the removal of any Director by the Members in accordance with Article 7.05, it may be filled upon the vote of a majority of the Members and any Director elected to fill the removed Director's place shall hold office for the remainder of the removed Director's term;

- (b) Any other vacancy on the Board may be filled by the remainder of the term by the Directors in office, provided there is a quorum. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy and, in default or there are no Directors then in office, the meeting may be called by any Member; or
- (c) Otherwise such vacancy shall be filled at the next Annual Meeting of the Members at which directors for the ensuing year are elected.

## 7.07 Powers

- (a) The supervision of the Board of Directors and the control of the affairs, funds and property of the Alliance shall be vested in the Board, which shall have the right to delegate, in whole or in part, to Committee(s), such of its powers as may be deemed advisable. The Board may rescind such delegated powers at any time.
- (b) Five standing committees will be established by the Board:
  - Nominations and Membership
  - Executive
  - Advisory
  - Finance
  - Inclusion, Equity, Diversity, and Ethics.

The Board may appoint and dissolve any additional Committees and/or task forces as may be deemed advisable and set their terms of reference.

- (c) The Board of Directors may appoint CCTA members in good standing to serve on established Committees.
- (d) CCTA Committees will have no decision-making powers, unless delegated by the Board through a motion approved by two-thirds of Directors

## 7.08 Terms of Office

- (a) Directors elected at the CCTA's founding 2022 AGM will serve a one-year term. Commencing with the 2023 AGM, in odd-numbered years, Directors will be elected to a two-year term.
- (b) Directors may not serve more than two (2) consecutive terms.

## 7.09 Meetings

The Board of Directors will meet at least eight (8) times a year in addition to the annual general meeting of members. Notice of the time and agenda of any Board of Directors meeting shall be sent to each Board Member at seven (7) days prior to the date of the meeting, unless agreed to by all members.

## 7.10 Notice

Notice of a meeting shall be in writing, and delivered by email, in which the receiver may produce a printed copy upon receiving transmission and by which the sender is able to receive written confirmation that the transmission was successfully delivered.

## 7.11 Meeting by Electronic Means

A Director may participate in a meeting of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. All Directors must consent to telephone meetings.

## 7.12 Voting

Each Director shall have one vote.

## 7.13 Quorum

A majority of the Board shall constitute a quorum and a majority of votes at any meeting of the Board shall be required for passage of a motion of the Board, unless otherwise stipulated in these By-laws.

## 7.14 Designate

Any other individual may not represent a Director at a meeting.

## 7.15 Remuneration

Directors may receive reimbursement for limited out-of-pocket expenses, subject to approval by the Board.

## **SECTION 8 – EXECUTIVE COMMITTEE, OFFICERS AND BOARD VACANCIES**

### **8.01 Executive Committee**

Following the AGM, elected Directors will select Co-Chairs, Finance and Membership Committee chairs. These Directors will comprise an Executive Committee that reports to the Board.

### **8.02 Table Officers**

The Board may appoint non-voting Table Officers (treasurer and secretary) as required and establish position descriptions for each role.

### **8.03 Vacancy**

If a vacancy occurs in any Committee, the Board at its next meeting shall fill such vacancy.

### **8.04 Removal**

The Board may, by a two-thirds vote, suspend, terminate or re-instate any Officer or Committee member at any time for any cause, which in the judgment of the Board justifies such action.

## **SECTION 9 – INDEMNIFICATION AND CONFLICT OF INTEREST**

### **9.01 Indemnification**

(a) All Directors and Officers of the Alliance and their heirs, executors and administrators, and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Alliance from and against:

- (i) All costs, charges and expenses whatsoever which Directors or Officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution of the duties of their offices; and,
- (ii) All other costs, charges and expenses that they sustain or incur in or about or in relation to the issue thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

- (b) The Executive Committee will take every routine step to provide fiduciary coverage for the organization (i.e., director's insurance).
- (c) All Directors and Board Committee members must complete a non-disclosure agreement and comply with all federal and provincial privacy laws. The Board will approve and publicize a CCTA private policy to guide all activities.

## 9.02 Conflict of Interest

The Board shall establish guidelines with respect to conflict of interest rules for the Directors and Committee members.

## **SECTION 10 – FINANCE**

### 10.01 Dues

The founding Board shall approve a schedule of fees and membership categories following the CCTA's 2022 general meeting. In the interim annual \$500 membership will be established effective October 1, 2022. The Board will review and amend fees and categories on an annual basis in collaboration with the standing Membership and Nominations Committee.

### 10.02 Auditing

- (a) The members shall, at each annual meeting, appoint a Certified Professional to review the accounts and annual financial statements of the Alliance for reporting to the members at the next annual meeting.
- (b) This auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor.
- (c) The board of directors shall fix the remuneration of the auditor, if any.

### 10.03 Fiscal Year

The fiscal year of the Alliance shall terminate on the last day of August in each year.

### 10.04 Signing Officers

All cheques, promissory notes, contracts, certificates of membership and official documents shall bear the signature of any two of the persons designated by the Board to sign and countersign such papers.

#### 10.05 Books and Records

The Directors shall see that all necessary books and records of the Alliance required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

### **SECTION 11 – BY-LAW AMENDMENTS**

11.01 The By-laws of the Alliance may be repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members at a meeting duly called for the purpose of considering the said By-law provided that the repeal or amendment of such By-laws shall not be enforced or acted upon until all applicable, external regulatory approvals are secured.