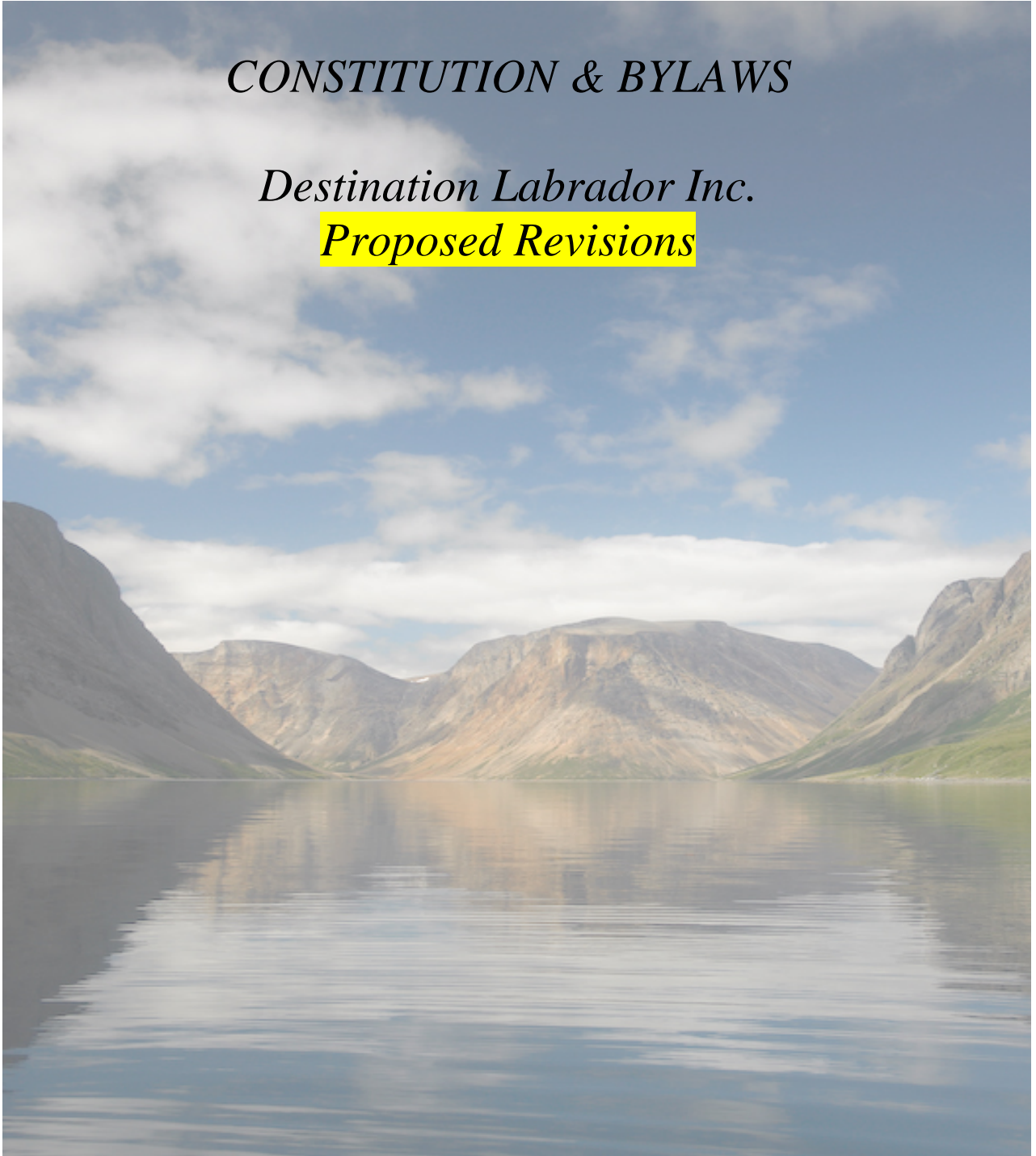




CONSTITUTION & BYLAWS

Destination Labrador Inc.
Proposed Revisions



Revised Jan 13, 2016

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1. NAME

1.1 The name of the Company is "*Destination Labrador Inc.*"

2. MISSION AND STATEMENT OF OBJECTIVES

2.1 (a) The mission of Destination Labrador Inc. (the "Company") is to increase economic development through tourism in Labrador by being the voice of industry representing all tourism stakeholders to help inform provincial tourism strategies in support of one common vision for the province - Uncommon Potential.

2.1 (a) Revised to: To support the continued growth and sustainability of the provincial tourism industry through regional marketing, product development and market readiness initiatives that will attract more visitors, increase length of stay and provide more experiences that are aligned with the Newfoundland and Labrador brand.

2.1 (b) The goals of the Company are:

- (i) To represent Labrador's presence within the provincial tourism brand;
- (ii) To assist Hospitality Newfoundland and Labrador's advocacy of the tourism industry in building public awareness of economic development generated by the industry;
- (iii) To coordinate the available tourism services and resources from public and private sectors in order to maximize impact through partnership-based initiatives;
- (iv) To be a key point of contact in providing information to, meeting planners, tour operators, travel agencies, travel media and transportation companies; and,
- (v) To assist all tourism stakeholders in Labrador engaged in marketing and destination development initiatives.

3. AUTHORITY FOR ACTIVITIES

3.1 The activities and affairs of the Company shall be conducted in accordance with the laws of the Province of Newfoundland and Labrador and these by-laws, as amended from time to time.

4. REGISTERED OFFICE

The registered office of the Company shall be in the place within Newfoundland and Labrador specified in the Articles of the Company and at such location therein as the directors may from time to time determine.

5. DEFINITIONS

In the by-laws of the Company, unless the context otherwise requires:

- (a) "Act" means the Corporations Act, R.S.N.L. 1990, c. C-36, or any statute that may be substituted therefore, as from time to time amended;
- (b) "Board" means the Board of Directors of the Company;
- (c) "articles" means Articles of Incorporation filed pursuant to the Act as from time to time amended or restated;
- (d) "by-laws" means this by-law and all other by-laws of the Company from time to time in force and effect;
- (e) "directors" means the board of directors of the Company and "director" means a member thereof;
- (f) "partner" means a Tourism Assurance Plan (TAP) approved Labrador tourism stakeholder listed in the provincial Tourism Destination Management System (TDMS) in the province of Newfoundland and Labrador, that invested in at least one Company partnership program in the past 12 months and being entitled to vote at the Annual General Meeting of the Company
- (g) "stakeholder" means government agencies, businesses, organizations, members and partners operating in Labrador with a vested interest in the Mission and Goals of the Company.
- (h) "member" means a Tourism Assurance Plan (TAP) approved Labrador tourism stakeholder listed in the provincial Tourism Destination Management System (TDMS) in the province of Newfoundland and Labrador
- (i) "meeting of members" includes an annual meeting of Labrador tourism stakeholders and a special meeting of stakeholders; and "special meeting of members" includes a meeting of any stakeholders.
- (j) "region" means one of the following geographical regions of Labrador; North Coast (Rigolet to Nain), Labrador Coastal Drive (Cartwright to L'Anse au Clair), Central Labrador (Upper Lake Melville communities), and Labrador West (Churchill Falls, Wabush and Labrador City).

Save as aforesaid, words and expressions defined in the Act have such meanings when used herein. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate,

and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.

6. CORPORATE SEAL

The Company shall have a Corporate Seal that shall be in a form approved from time to time by the Board.

7. DIRECTORS

Number and Quorum. The number of directors shall be determined by the directors, but shall not be less than 4 or exceed 10, excluding observers. The quorum for the transaction of business at any meeting of directors shall be 50 percent (50%) plus one (1) of the directors in office.

7.1 (a) All partners, members and regional tourism associations (which original tourism associations shall be in Labrador and whose eligibility to appoint a director shall be determined by the Board), shall have the right to nominate directors to the Board provided the directors recognize and deem the partners, members and regional tourism association to be validly constituted. Each region will be represented by a minimum of two directors.

(b) The Board may invite appointed stakeholders from Hospitality Newfoundland and Labrador, Atlantic Canada Opportunities Agency, Innovation Trade and Rural Development, Tourism Culture and Recreation, Labrador and Aboriginal Affairs, and Parks Canada to the Board as ex-officio Board members and/or committee members of the Board.

7.2 *Increasing the Number of Directors*

(a) A quorum of directors may appoint additional directors at its discretion if the existing directors deem it necessary to fulfill the objectives of the Company. The Board of Directors may not exceed ten (10) voting directors in any event.

(b) Prior to any increase in the size of the Board as authorized by these By-laws, the existing directors must designate the organizations or constituencies represented by the additional director or directors. Those additional directors are subject to all requirements as outlined in the By-Laws, or other criteria as the directors deem appropriate.

7.3 *Qualification*

No stakeholder or organization shall be qualified to be or nominate a stakeholder as a director if he or she, as the case may be, is less than nineteen years of age; if he or she is of unsound mind and has been so found by a court in Canada or elsewhere; if he or she is not an individual; or if he or she has the status of a bankrupt. A

director must be a stakeholder of an organization or business in good standing with TDMS.

7.4 *Election and Term of Office*

The directors shall be appointed at the Annual Meeting of members of the Company. The term of office for each director shall be two years. Retiring directors are eligible for reappointment or re-election.

7.5 Election and Term of Office. The directors shall be appointed at the Annual Meeting of stakeholders of the Company. The term of office for each director shall be two years. Retiring directors are eligible for reappointment or re-election. Each region will have a minimum of two representatives (one of which must be a private-sector member) from that region to the Board of Directors.

7.6 *Vacation of Office*

A director ceases to hold office if he or she dies, is removed from office by the members, ceases to be qualified appointment as a director or resigns by a written resignation received by the Company. A written resignation of a director becomes effective at the time it is sent to the Company, or at the time specified in the resignation, whichever is later.

7.7 *Removal of Directors*

The members may by ordinary resolution at a board meeting, remove any director or directors from office. A vacancy created by the removal of a director may be filled at the meeting of the members at which the director is removed, subject to these By-laws, failing which it may be filled by the directors.

7.8 *Vacancies*

Subject to the Act and the restrictions on directors in these By-laws, a quorum of directors may fill a vacancy among the directors. A director appointed to fill a vacancy holds office for the unexpired term of his or her predecessor. The directors may also appoint additional directors, subject to any limitation of these By-Laws.

7.9 *Action by Directors*

The directors shall manage the business and affairs of the Company. The powers of the directors may be exercised at a meeting at which a quorum is present, or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the directors. Where there is a vacancy in the board of directors the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

7.10 *Meeting by Telephone*

If all the directors of the Company present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by means of such telephone, electronic or other communications facilities as 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.

7.11 *Place of Meetings*

Meetings of directors may be held at any place within or outside Canada.

7.12 *Calling of Meetings*

Meetings of the directors shall be held at such time and place as the directors may determine.

7.13 *Notice of Meeting*

Notice of the time and place of each meeting of directors shall be given at least one week before the time of the meeting except where required by the Act, need not specify the purpose of or the business to be transacted at the meeting. Meetings of the directors may be held at any time without notice if all the directors have waived or are deemed to have waived notice.

7.14 *First Meeting of New Board*

No notice shall be necessary for the first meeting of newly appointed directors held immediately following their appointment at a meeting of members.

7.15 *Regular Meetings*

The directors may appoint a day or days in any month or months for regular meetings and shall designate the place and time at which such meetings are to be held.

7.16 *Chairperson*

The Chairperson of the Board, or in his or her absence, the Vice-Chairperson, shall be the Chairperson of any meeting of directors. If both are absent, then a member of the Executive Committee in attendance will chair the meeting. If all members of the Executive Committee are absent, and the meeting has a quorum, then a director chosen by the directors at the meeting shall be the Chairperson.

7.17 *Voting at Meetings*

Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of an equality of votes, the chairperson of the meeting, in addition to his or her original vote, shall have a second or casting vote.

7.18 *Expenses*

The directors shall be reimbursed or paid for any expenses incurred on behalf of the Company as the directors may from time to time by resolution. The directors shall

be entitled to be paid their traveling and other expenses properly incurred by them as approved by a resolution of the directors.

The Company, other than the expenses referred to herein will not pay directors any remuneration.

7.19 *Multiple Positions*

A director may occupy more than one position on the Board of the positions of Chairperson, Vice-Chairperson, Secretary and Treasurer.

7.20 *Meeting Attendance*

A director who is absent from three (3) consecutive meetings without reason or does not attend a minimum of five (5) board meetings in a fiscal year without reason, will be removed as a director at the discretion of the Board.

8. COMMITTEES

8.1 *Committees of Directors*

The directors may appoint one or more committees of directors and delegate to them any of the powers of the directors except those, which under the Act a committee of directors has no authority to exercise.

8.2 *Sub-Committees*

The directors may create sub-committees or working groups to deal with various subjects while utilizing outside expertise. Each sub-committee or working group established shall be chaired by a board director who will be responsible for reporting back to the board.

8.3 *Transaction of Business*

Subject to section 7.08 the powers of a committee appointed by the directors may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all members of the committee entitled to vote on that resolution at a meeting of the committee.

8.4 *Procedure*

Unless otherwise determined by the directors each committee shall have power to fix its quorum and to regulate its procedure.

8.5 *Advisory Bodies*

The directors may from time to time appoint such advisory bodies as it may deem necessary.

9. OFFICERS

9.1 *General*

The directors may from time to time appoint a Chairperson of the Board, one or more Vice-Chairpersons, a Secretary, a Treasurer and such other officers as the directors may determine, including one or more assistants to any of the officers so appointed. The officers so appointed must be members of the board of directors. One person may hold more than one office.

9.2 *Term of Office*

The directors may, by ordinary resolution, remove any officer at any time. Otherwise, each officer shall hold office until his or her successor is appointed or his or her earlier resignation.

9.3 *Chairperson of the Board*

The Chairperson of the Board shall, when present, be chairperson of meetings of members and directors and shall have such other powers and duties as the directors may determine. The term of the Chairperson of the Board shall be two years.

9.4 *Vice-Chairperson*

A Vice-Chairperson shall have such powers and duties as the directors or the Chairperson may determine and shall act in the place and stead of the Chairperson when the Chairperson is absent from his or her duties or unable to act. The term of the Vice-Chairperson shall be two years.

9.5 *Secretary*

The Secretary shall give, or cause to be given, all notices required to be given to members, directors, auditors and members of committees. He shall attend and be secretary of all meetings of members, directors and committees appointed by the directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; and shall have such other powers and duties as the directors or the Chairperson may determine. The term of the secretary shall be two years.

9.6 *Treasurer*

The Treasurer shall oversee the proper keeping of books of account and accounting records with respect to all financial and other transactions of the Company. He shall render to the directors when required an account of all transactions as Treasurer and of the financial position of the Company; and he shall have such other powers and duties as the directors or the Chairperson may determine. The term of the Treasurer shall be two years.

9.7 *Executive Director/General Manager*

The Executive Director/General Manager shall be responsible for the day-to-day operations of the Company and will implement the policy objectives of the Board of Directors.

9.8 *Other Officers.*

The powers and duties of all other officers shall be such as the directors or the Chairperson may determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the directors or the Chairperson otherwise direct.

9.9 *Variation of Duties.*

The directors may, from time to time, vary, add to or limit the powers and duties of any officer.

10. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.1 *Insurance*

The Company may purchase and maintain such insurance for the benefit of every director and officer of the Company to the extent permitted by the Act and as the Board may from time to time determine.

11. MEMBERSHIP

11.1 Eligibility and Privileges

Membership shall be open to Labrador tourism stakeholders operating in Labrador or a licensed tourism operator working with Labrador tourism stakeholders. There are two categories of stakeholders: voting and non-voting. Determination of qualified members is subject to any limitation of these By-Laws with respect to the definitions of stakeholders, members and partners and shall be determined at the sole discretion of the Board of Directors.

Non-Voting Stakeholder: As a non-voting member you will receive regular communications such as newsletters, invites to events, conferences, workshops and seminars, are included in the data-base of stakeholders and entitled to participate in Destination Labrador's partnership programs. Non-voting members will be entitled to attend special membership meetings and the Annual General Meeting of the Company but will not be entitled to vote.

Voting Stakeholder: A voting stakeholder is a partner that has financially invested in at least one Company partnership program in the past 12 months. Voting stakeholders will be entitled to all the benefits of a non-voting stakeholder in addition to being entitled to vote at the Annual General Meetings of the Company.

11.2 Fees

There are no membership fees for Non-Voting Stakeholders. Voting Stakeholder privileges start with minimum entry level partnership investment fee of \$250. Any future fees to the Company will be set at a rate to be determined by the Board of Directors. Fees shall be used to further the objectives of the Company.

11.3 *Resignation and Expulsion*

Membership in the Company shall be revoked if a member or partner notifies the Board of Directors of its resignation or at the sole discretion of the Board of Directors.

12. MEETINGS OF MEMBERS

12.1 *Annual Meetings*

The Annual Meeting of the members shall be held at such place in the Province of Newfoundland and Labrador (or outside Newfoundland and Labrador if all of the members entitled to vote at that meeting so agree) and at such time in each year as the directors may determine, for the purpose of receiving the reports and statements required to be placed before the members at an annual meeting, appoint directors, appointing an auditor or auditors, and for the transaction of such other business as may properly be brought before the meeting.

12.2 *Other meetings*

The directors and the Chairperson of the Board shall each have power at any time to call a special meeting of members to be held at such time and at such place as they may determine.

12.3 *Notice of Meetings*

Notice of the time and place of a meeting of members shall be given not less than twenty-one days nor more than fifty days before the meeting to each member having voting rights at the close of business on the record date for notice, to each director and to the auditor of the Company. Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon and shall include the text of any special resolution to be submitted to the meeting. All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, auditor's report, election of directors and reappointment of the incumbent auditor, shall be deemed to be special business.

12.4 *Record Date for Notice*

For the purpose of determining members entitled to receive notice of a meeting of members, the directors may fix in advance a date as the record date for such

determination of members. However, the record date shall not proceed by more than fifty days or by less than seven days the date on which the meeting is to be held. Where no record date is fixed, the record date for the determination of members entitled to receive notice of a meeting of members shall be at the close of business on the day immediately proceeding the day on which the notice is given or, if no notice is given, shall be the day on which the meeting is held. If a record date is fixed, unless notice of the record date is waived in writing by every member whose name is set out in the member's register at the close of business on the day the directors fix the record date, notice thereof shall be given, not less than seven days before the date so fixed, by advertisement in a newspaper published or distributed in the place where the Company has its registered office.

12.5 *Persons Entitled To Be Present*

The only persons entitled to be present at a meeting of members shall be those members, the directors, the auditor and other persons who are entitled or required under any provision of the Act or the articles or by-laws of the Company to attend a meeting of members of the Company. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

12.6 *Chairperson and Secretary*

The Chairperson of the Board, or in his or her absence, the Vice-Chairperson shall be the Chairperson of any meeting of members. If both are absent, then a member of the Executive Committee in attendance will chair the meeting. If all members of the Executive Committee are absent, and the meeting has a quorum, then a director chosen by the directors at the meeting shall be the Chairperson. If the Secretary of the Company is absent, the Chairperson shall appoint a person, who need not be a member, to act as Secretary of the meeting.

12.8 *Quorum*

The persons present in person and each being entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of members.

12.9 *Proxy Holders*

A partner has only one (1) vote and may not vote by proxy.

12.10 *Votes to Govern*

Unless otherwise required by the Act or the articles of the Company, at all meetings of members every question shall be decided by a show of hands.

12.11 *Adjournment*

The Chairperson of any meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the same from time to time and from place to place. If a meeting of members is adjourned it is not necessary to give notice of the adjourned meeting other than by announcement at the meeting that is adjourned. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

12.12 *Resolution in Lieu of Meeting*

A resolution in writing signed by all the partners entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of members except where a written statement in respect thereof has been submitted by a director pursuant to Section 480 of the Act, or where representations in writing are submitted by the auditor of the Company pursuant to Section 273 of the Act, or where the Act requires the holding of a meeting in respect of the business to be conducted thereat.

12.13 *Meetings without Notice*

A meeting of members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or if those not present or represented waive notice of or otherwise consent to such meeting being held, and (b) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held; so long as such members, auditors or directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. At such a meeting any business may be transacted which the Company at a meeting of members may transact.

13. NOTICES

13.1 *General*

A notice or document required by the Act, the regulations thereunder, the articles or the by-laws of the company to be sent to a member, director, officer or member of a committee of the Company may be sent by prepaid mail addressed to, or may be delivered personally to, the member, director, officer or committee member, at his or her latest address as shown in the records of the Company. A notice or document if mailed to a member or director of the Company shall be deemed to have been received on the 3rd day after it is deposited in a post office or public letter box. If the Company sends a notice or document to a member in accordance with this section and the notice or document is returned because the member cannot be found, the Company is not required to send any further notices or documents to the member until he or she informs the Company in writing of his new address.

13.2 *Computation of Time*

In computing the time when a notice or document must be given or sent under any provision requiring a specified number of days' notice of any meeting or other event, the day on which the notice or documents is given or sent shall be excluded and the day on which the meeting or other event occurs shall be included.

13.3 *Omission and Errors*

The accidental omission to give any notice or send any document to any member, director or other person or the non-receipt of any notice or document by any member, director or other person or any error in any notice or document not affecting the substance hereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

13.4 *Proof of Service*

A certificate of the Secretary or other duly authorized officer of the Company, or of any agent of the Company, as to facts in relation to the mailing or delivery or sending of any notice or document to any member or director of the Company or to any other person or publication of any such notice or document, shall be conclusive evidence thereof and shall be binding on every member or director or other person as the case may be.

13.5 *Signature to Notice*

The signature to any notice or document given by the Company may be printed or otherwise mechanically reproduced thereon or partly printed or otherwise mechanically reproduced thereon.

13.6 *Waiver of Notice*

Notice may be waived or the time for the sending of a notice or document may be waived or abridged at any time with the consent in writing of the person entitled thereto and such waiver or abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Attendance of any director at a meeting of the directors or of any member at a meeting of members is a waiver of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

14. BUSINESS OF THE COMPANY

14.1 *Bank Accounts, Cheques, Drafts and Notes*

The Company's bank accounts shall be kept in such chartered bank or banks, trust company or trust companies or other firm or corporation carrying on a banking business as the directors may by resolution from time to time determine. Cheques on bank accounts, drafts drawn or accepted by the Company, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or

endorsed, as the case may be, by such officer or officers, person or persons as the directors may by resolution from time to time name for that purpose. Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of any one of the Company's bank accounts by such officer or officers, person or persons, as the directors may by resolution from time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the Company's name.

14.2 *Execution of Instruments*

The Chairperson, the Secretary, or any two directors shall have authority to sign in the name and on behalf of the Company all instruments in writing and any instruments in writing so signed shall be binding upon the Company without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any other officer or officers or any person or persons on behalf of the Company either to sign instruments in writing generally or to sign specific instruments in writing. Any signing officer may affix the corporate seal to any instrument requiring the same. The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contracts, documents, powers of attorney, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, bonds, debentures or other securities, instruments of proxy and all paper writing.

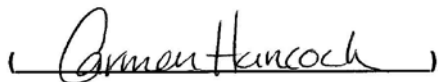
14.3 *Fiscal Year*

The fiscal year of the Company shall terminate on such day in each year as the board of directors may from time to time by resolution determine.

15. EFFECTIVE DATE

15.1 This by-law shall come into force and take effect, subject to confirmation by the members in accordance with the Act, upon enactment by the directors of the Company.

ENACTED by the Board of Directors this 13th day of January, 2016.

A handwritten signature in cursive script, reading "Arman Hancock", enclosed in a simple rectangular box.