

# **By-Laws of the OMCA**

## **Article 1**            **NAME**

1.1        The title of the Association shall be the Ontario Motor Coach Association. (hereinafter in this by-law referred to as “OMCA” or “the Association”).

## **Article 2**            **HEAD OFFICE**

2.1        The Head Office of the Association shall be in the City of Toronto in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

## **Article 3**            **SEAL**

3.1        The seal, an impression whereof is stamped at the conclusion of these by-laws, shall be the corporate seal of the Association.

## **Article 4**            **MISSION STATEMENT**

4.1        To enhance the growth and viability of our members organizations, and the safety and quality of industry services through education, awareness and advocacy.

## **Article 4.2**         **VISION STATEMENT**

OMCA is a member-driven organization that is an indispensable business partner with our members.

## **Article 5**            **PURPOSE AND OBJECTS**

- 5.1        Provide a leadership role in promoting and furthering the interest of the inter-city bus, motor coach charter and packaged group and FIT travel industry;
- 5.2        Provide a leadership role in facilitating a favourable environment in which the Ontario inter-city bus, motor coach charter and packaged group and FIT travel industry can grow and prosper;
- 5.3        Provide a leadership role in developing and encouraging high standards of safety, ethical business practices and efficiency within the industry;
- 5.4        Provide the members with quality services and information about the industry;
- 5.5        Create a positive image and credibility for the inter-city bus, motor coach tour and charter industry with Government agencies, users of bus services and the public;
- 5.6        Provide access to new business opportunities not available to non-members
- 5.7        Provide a competitive advantage through membership Do all such things as are incidental or conducive to the attainment of the objects of the Association
- 5.8        Identify new markets and trends
- 5.9        Work with industry to identify and fulfil consumers needs
- 5.10      Create and sustain a marketplace free from unfair policies of any and all description
- 5.11      Purchase, lease, hold, sell or mortgage real and personal property as may be required in furthering attainment of the above objects

## **Article 6:**            **MEMBERSHIP**

6.1        Membership is subject to the payment of prescribed initiation fees and assessments and subject to the member agreeing to adhere to a code of ethics.

6.2        Members must abide by all applicable provincial/federal/state laws and regulations.

6.3        Membership in the Association shall be divided into the following classifications

6.3.1     **Bus Operating Company Member:** any individual, partnership, company or corporation lawfully engaged in the business of transporting persons for hire in motor vehicles. Said member must:

- have and maintain a carrier safety rating at a minimum rating of “satisfactory – unaudited”,
- have been in business for a minimum of one year
- provide its valid CVOR number
- provide the name of its insurance company
- provide the name of the company servicing its vehicles if it does not have it’s own facility and staff
- provide the name of the company individual responsible for maintenance
- provide the names of officers and directors of the company, and
- provide the names of persons or entities that have greater than 10% ownership in the company

Application for membership will only be approved if it is believed that the applicant will adhere to the OMCA bylaws, code of ethics and the laws of the province/state and country that it operates in.

- 6.3.2 **Tour Operator Members:** Any individual partnership, company or corporation lawfully engaged in the arrangements of motor coach tours and if said membership is, and continues to be, sponsored by a member of the association. Applicant must have been in business for a minimum of one year. Said member must charter motor coaches from Canadian licensed carriers to operate those trips originating from Canadian points. Members that are domiciled in the province of Ontario, must be registered under the Travel Industry Act of Ontario.
- 6.3.3 **Products & Services Members:** Any individual, partnership, company or corporation lawfully engaged as motor bus or coach manufacturer, tire and accessory manufacturer, body manufacturer, oil and gasoline producer, refiner, and distributor and other firms or corporations having dealings of a general nature with the Bus Operating Company members of the Association.
- 6.3.4 **Supplier Members:** Any individual, partnership, company or corporation lawfully engaged as an accommodation, attraction, food service provider, destination marketing organisation, retailer or tour service provider.
- 6.3.5 **Life Members** Member employees who are no longer associated with the industry and who have rendered valuable service to the Association shall be eligible for election to Life membership in the Association at any regular meeting of the Association, by a majority vote of the members present and voting. Individuals elected to the Hall of Fame and presented with Lifetime Achievement Award are also Life Members. Such Life members shall not be required to pay any dues. They shall be required to pay all meeting registrations and have no right to vote.
- 6.3.6 **Social Members - repealed 2006**
- 6.3.7 **Special Membership:** The person who is appointed by the Board of Directors to be President and Chief Executive Officer of the Association may be admitted to Special Membership upon the approval of the Association at any of its regular meetings. There shall be no fees for Special Membership. Such special Membership shall not have the right to vote.
- 6.4 **Membership applications:** Applications for membership shall be in the prescribed form. Each application for membership in the Association shall include an agreement that, if accepted for membership in the Association, such applicant will abide by the Code of Ethics of the Association.
- 6.5 **Membership Code of Ethics:** Each member of the Association shall use its best efforts to conduct its business in accordance with the Code of Ethics of the Association, which Code of Ethics is attached to and forms part of these By-Laws. Consistent or flagrant violations of the Code of Ethics may result in a member being expelled from the Association as provided for in these By-Laws.
- 6.6 **Membership Fees:** Annual dues shall be proposed by the Board of Directors and shall be voted upon at the Annual Meeting. The annual dues shall be payable at the commencement of the fiscal year of the Association.
- 6.7 **Resignation of Members:** Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied by the Association prior to acceptance of his/her resignation.
- 6.8 **Member in Good Standing:** A member shall be a member in good standing and entitled to the privileges of membership including the right to vote as applicable and hold office, as long as all applicable fees and other charges owed to the Association are paid within ninety (90) days of their becoming due.
- 6.9 **Expulsion of Members:** The Association, by two-thirds majority vote of its Bus Operating Company members present and voting at any regular meeting shall have the power to suspend or expel for any proper cause any member of the Association. Conduct contrary to the Code of Ethics of the Association is detrimental to the best interests of the Association if such conduct consistently or flagrantly disregards the standards of behaviour therein stated and may be proper cause for expulsion.

## **Article 7: BOARD OF DIRECTORS**

- 7.1 **Number of Quorum:** Until changed by a Special Resolution or Supplementary Letters Patent, twelve (12) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The remaining Directors may exercise all the powers of the Board of Directors as long as a quorum of the Board of Directors remains in office.
- 7.2 **Powers:** The Board of Directors shall have full power and authority to manage and control the affairs and business of the Association.
- 7.3 **Constitution of the Board of Directors:** Until changed by a Special Resolution or Supplementary Letters Patent, the number of the Board of Directors of the Association shall be twenty-two (22) comprised of: 8 bus operator members with one vote each, , 4 travel/tour member with one vote each; 2 Supplier members with one vote each; 1 Products & Services member with one vote; 5 directors-at-large with one vote each; 1 Chair of Conference Committee with no vote; and 1 President of the Association with no vote.
- 7.4 **Honourary Directors -repealed 2006**
- 7.5 **Eligibility:** Each Director other than the president, shall be employed by a company member which is in good standing with the Association at the time of his/her election or appointment and throughout his/her term of office.
- 7.6 **Election and Term of Office:** Directors shall be elected for a two-year term, provided that 50% of Directors from Bus Operating company members, 50% of Directors from the Tour Operator company members, 50% of the Directors from the Supplier members and at least 2 of the Directors-at-large are elected each year. Directors are elected at the Annual Meeting and their terms commence

on the following January 1 and continue through December 31 of the year their term expires. If otherwise eligible, a Director shall be qualified for re-election at the end of his/her term of office.

- 7.7 **Nomination for the Board of Directors:** The Executive Committee shall, itself or, through a Nominating Committee, nominate candidates for election. This list of candidates is to be forwarded to all voting members in good standing of each of Bus Operator, Tour Operator, Supplier and Products & Services category of membership. Any representative of a member in good standing can nominate a representative of another member in good standing provided that 5 other representatives of members in good standing support each nomination.
- 7.8 **Balloting and Election**
- 7.8.1 In the event that the number of the nominations is equal to or less than the number of positions available, those nominees will be acclaimed to office. Immediately following closure of nominations, ballots shall be distributed to each member in good standing who is present, or to a member present who holds a proxy from another member in good standing, subject to Article 11.6. Only representatives of members in good standing in that category of membership can vote for the individuals for the Board of Directors which are to represent that category of membership on the board. Each eligible voter shall, from the list of nominees, write the name or names of his/her choice on the ballot. If more names are written on the ballot than positions available, then the ballot will be deemed spoiled and will not be counted. Those nominees, the number of which depends on the number of positions being filled, receiving the most votes, will be elected to the Board of Directors for the ensuing year. In the event of two or more nominees receiving the same number of votes for the final seat (or two seats) to the Board, there shall be another election between the two (or more) nominees who have received the same number of votes
- 7.8.2 If for whatever reason an annual election cannot be held at a meeting of members, the Board of Directors can decide to have the election of the Board, or of that segment of membership, completed by mail or by electronic means subject to proper notification.
- 7.9 **Vacancies:** Vacancies on the Board of Directors may occur so long as a quorum of Directors remain in office, and be filled by the Directors by appointment from the qualified representatives of eligible members of the Association, if the directors, in their discretion, see fit to do so; otherwise, each vacancy shall be filled at the next membership Meeting.
- 7.10 **Meeting of Directors:** Except as otherwise required by law, the Board of Directors may hold its meeting at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings shall be formally called by the Chairman or the Vice-Chairman or by the President on direction, in writing, of two Directors. Notice of meetings shall be delivered by hand, by telephone, by post, by fax or by electronic means to each Director not less than one day before the meeting is to take place or shall be mailed to each Director not less than five days before the meeting is to take place. The statutory declaration of the President or Chairman that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in the month or months for regular meetings at an hour to be named and of such regular meeting no notice need to be sent. A Directors' meeting may also be held, without notice, immediately following the Annual Meeting of the Association. The Directors may consider or transact any business either special or general at any meeting of the Board.
- 7.11 **Errors in Notice:** No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had therein.
- 7.12 **Voting:** Resolutions at any meeting of Directors shall be decided by a majority of votes. In case of any equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by a ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible and the recording of the number of votes for or against is not required.
- 7.13 **Remuneration of Directors:** The Directors shall receive no remuneration for acting as such, but by resolution of the Board of Directors, expenses incurred by a Director in connection therewith, may be paid.
- 7.14 **Indemnity of Directors and Officers:** Every Director or Officer of the Association and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against:
- (a) all costs, charges and expenses whatsoever which such Director or Officer may sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office;
- (b) all other costs, charges and expenses which he may sustain or incur in or about or in relation to affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default
- 7.15 **Protection of Directors and Officers:** No Director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any monies, securities or effects of the Association shall be deposited, or for any loss, conversion,

misapplication or misappropriation of any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or for any loss occasioned by an error or judgement or oversight on his part or for any loss, damage or misfortune whatsoever which may happen in the execution of the duties of his office or in relation thereto unless the same shall happen by or through his wilful neglect or default. The Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from any actions based upon such statement or report. The Board of Directors of the Association is hereby authorized from time to time to cause the Association to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Association and to secure such Director or other person against loss by mortgage and charge upon the whole or any part of the real and personal property of the Association by way of insecurity. Any action from time to time taken by the Board of Directors under this paragraph shall not require approval or confirmation by the members

- 7.16 **Interest of Directors in Contracts:** Every Director of the Association who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Association, shall declare such interest to the extent, in the manner, and at the time required by the applicable provisions of the Corporation Act for the time being enforced, and shall refrain from voting in respect of the contract or arrangement if and when prohibited by the Corporation Act. Subject to the foregoing, and if not otherwise prohibited by law, no Director shall be disqualified by his office from contracting with the Association, nor shall any contract or arrangement entered into by or on behalf of the Association with any Director, or in which any Director is in any way interested, be liable to be avoided nor shall any Director so contracting or being so interested be liable to account to the Association for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.
- 7.17 **Conflict of Interest:** Directors shall support the Statement of Policy on Integrity of the Association that is attached to and forms part of these By-laws and shall be particularly guided by the policies on Laws and Regulations and Conflicts of Interest stated therein.
- 7.18 **Removal of a Director:** The members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of such members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of such term.

#### **Article 8**            **THE EXECUTIVE COMMITTEE**

- 8.1 There shall be an Executive Committee of the Board of Directors, to which the Board may delegate any or all of the powers granted to the Board by these By-laws that are not specifically reserved to the Board by law.
- 8.2 **Composition:** The Executive Committee shall consist of the Immediate Past-Chairman who shall be the Chairman of the Executive committee, and the current Officers of the Association and two (2) others elected by the Board from the Board of Directors.
- 8.3 **Quorum:** Four (4) shall be a quorum for the transaction of the business of all meetings of the Executive Committee.

#### **Article 9**            **THE OFFICERS OF THE ASSOCIATION AND THEIR DUTIES**

- 9.1 The Association's affairs shall be administered for and on behalf of the Board of Directors by:
- (a) The Chairman of the Board, who shall be the senior elected Officer of the Association and shall promote the interests and objects of the Association.
  - (b) The vice-chairman who, in the absence or inability of the Chairman will exercise the office of Chairman.
  - (c) The Secretary-Treasurer, who shall keep a record of all proceedings of the Association; a record of the applicants for membership and suspensions; preserve in order all papers and documents of the Association; issue notices of all regular and special meetings, notifying applicants for membership of their acceptance or rejection; receive all monies paid to the Association, give a receipt therefore, deposit them in a chartered bank or trust company approved by the Board of Directors in the name of the Ontario Motor Coach Association; keep a book in which receipts or disbursements shall be regularly entered, which books and vouchers shall be ready at all times for inspection by the Board of Directors or the auditor, shall present an audited financial statement at the Annual Meeting or when requested by the Board of Directors; shall be the Chairman of the Finance and Investment Committee and, generally, under the direction of the Board of Directors, shall perform such duties as may be conducive to the interests of the Association. The Secretary Treasurer can delegate any or all of these responsibilities to the President.
  - (d) The President, who shall be the Chief Executive Officer of the Association, shall report to the Board of Directors, shall carry out the duties assigned to him by the Board of Directors as enunciated in the job description approved by the Board of Directors, to whom the Board of Directors may delegate some or all of the duties of the Secretary-Treasurer in addition to such other duties as may be assigned to him from time to time by the Board of Directors.
- 9.2 **Election and Term of Office:** The Chairman, Vice Chairman and Secretary-Treasurer shall be elected by the Board of Directors from the bus operator and/or tour operator elected members of the Board at the first meeting of the Board after the annual election of such Board of Directors.
- 9.3 **Variation of Duties:** The Board of Directors may from time to time vary, add to and limit the powers and duties of any Officer and or Officers.

- 9.4 **Agents and Attorneys:** The Board of Directors shall have the power from time to time to appoint Agents or Attorneys for the Association in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

**Article 10**            **AUDITOR**

- 10.1 The accounts of the Association shall be audited annually by an auditor appointed at the Annual Meeting and shall be presented at the next general meeting. In the alternative, the membership can appoint a company to perform a "Review Engagement".

**Article 11**            **ANNUAL AND SPECIAL MEETINGS OF MEMBERS**

- 11.1 **Meetings, Agenda and Notice:** The annual or any other general meeting of the members shall be held at the Head Office of the Association or elsewhere as the Board of Directors may determine and on such day as the said Board of Directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors and the financial statement shall be presented. Also, a Board of Directors shall be elected and an auditor appointed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the Chairman or the Vice-Chairman shall have power to call at any time a general meeting of the members of the Association. The Chairman shall call a general meeting upon receipt by him of a written request from five voting members setting out the purpose thereof. No public notice or advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or facsimile fifteen days before the time fixed for the holding of such meeting.

- 11.2 **Error or Omission in Notice:** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of any member, Director or Officer shall be his last address recorded on the books of the Association.

- 11.3 **Adjournment:** Any meetings of the Association or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present

- 11.4 **Quorum of Members:** A quorum for the transaction of business at any meeting of members shall consist of not less than ten (10) Bus Operating Company members present in person.

- 11.5 **Voting:** Each Bus Operating Company member of the Association shall at all meetings be entitled to one vote and may vote by a representative. Such representative, upon request, shall produce and deposit with the Secretary-Treasurer sufficient appointment in writing from the Bus Operating Company member which he represents. No Bus Operating Company Member shall be entitled either in person or by representative to vote at meetings of the Association unless such member has paid all dues or fees, if any, then payable by that member. At meetings of members, every question shall be decided by a majority of the votes of the Bus Operating Company members present, in person or by representative unless otherwise required by the by-laws of the Association, or by-law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by majority of votes given by the Bus Operating Company members present, in person or by representative, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of any equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

- 11.6 **Proxies:** Every member entitled to vote at a meeting of members may by means of a proxy appoint another member who is entitled to vote as his nominee to attend and act at the meeting, in manner, to the extent and with the power conferred by the proxy. A proxy shall be executed by the member or his attorney, authorized in writing, and ceases to be valid one year from its date. A proxy may be in any form which may be prescribed from time to time by the Board of Directors or which the Chairman of the meeting may accept as sufficient, provided that such form complies with the provisions of the Corporation Act.

The following shall be a sufficient form of proxy:

**THE ONTARIO MOTOR COACH ASSOCIATION**

I, ..... of ....., a member of the Ontario Motor Coach Association, hereby appoint ..... as my agent to vote for me and on my behalf at the meeting of the members of the Association to be held on the day of ,20 and any adjournment thereof. I hereby direct my said agent to vote for the following persons as Directors of the Association.

(here set out the names of candidates, not exceeding the number of Directors to be elected)

I hereby direct my said agent to vote with respect to the following questions:

(here set out any specific instructions)

Proxies shall be deposited with the Secretary of the meeting before any vote is cast under the authority thereof or at such earlier time and in such manner as the Board of Directors may prescribe in accordance with provisions of the Corporation Act.

**Article 12**            **BANKING**

- 12.1        The Directors may from time to time
- (a) Borrow money on the credit of the Association or
  - (b) Issue, sell or pledge securities of the Association or
  - (c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association. From time to time, the Directors may authorize any Director, Officer or employee of the Association or any other person to make arrangements with reference to monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Association as the Directors may authorize and generally to manage, transact and settle the borrowing money by the Association.
- 12.2        **Cheques, etc:** Other than payments through electronic bank transfers, all cheques over \$5,000, bills of exchange or others for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by any two of the Chairman, or the Vice Chairman, or the Secretary-Treasurer, or the President. Any two may get together endorse notes and drafts for collection on account of the Association through its bankers and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for the collection" or "for deposit" with bankers of the Association by using the Association's rubber stamp for the purpose. Any two of such Officers so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the Bank's forms or settlement of balances and release or verification slips. Other than payments through electronic bank transfers, all cheques up to and including \$5,000 can be signed by the President and one staff person. Payments through electronic bank transfers must first have the payee approved by the Board in advance and have the President and one other staff person authorise each payment if the payment is up to and including \$5,000, and have two of the officers authorise all payments in excess of \$5,000.
- 12.3        **Deposit of Securities for Safekeeping:** The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers of the Association, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
- 12.4        **Signing Officers:** Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Association may or shall be executed.

**Article 13**            **FINANCIAL YEAR**

- 13.1        Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on the 31st day of December in each year.

**Article 14**      **EXECUTION OF DOCUMENTS**

- 14.1 Deeds, transfers, licences, contracts and engagements on behalf of the Association shall be signed by either the Chairman, Vice-Chairman or Secretary Treasurer and the President and the President shall affix the seal of the Association to such instruments as require same. Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by any two of the Chairman, the Vice-Chairman, Secretary-Treasurer and the President. Any two of the Chairman, the Vice-Chairman, Secretary-Treasurer or the President may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its own right or in any other capacity and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association, and may affix the corporate seal, to any such transfers or acceptances of transfers, and may take, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to any or accept transfers of share, bonds or other securities on the books of any company or corporation.
- 14.2 **Books and Records:** It shall be the duty of the Directors to require that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law be regularly and properly kept.

**Article 15**      **DISSOLUTION AND DISTRIBUTION OF ASSETS**

Upon dissolution of the Association and after payment of all debts and liabilities of the Association, the remaining assets of the Association shall be distributed to such charitable organization or to organizations whose objects are beneficial to the community as the Board of Directors as constituted at dissolution shall by resolution direct.

**Article 16**      **AMENDMENTS**

A by-law may be amended at any meeting of the membership by the affirmative vote of a majority of the Bus Operating Company members present and eligible to vote, provided written notice of such proposed amendment shall have been mailed or dispatched to the members fifteen (15) days in advance of the meeting.

**Article 17**      **INTERPRETATION**

- 17.1 In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.
- 17.2 **Rules of Procedure:** Roberts' "Rule of Order" shall be the parliamentary authority of the Association.

ONTARIO MOTOR COACH ASSOCIATION  
4141 YONGE ST., SUITE 306  
TORONTO, ONTARIO, M2P 2A8

This is the consolidated version of the By-laws of the Ontario Motor Coach Association and contains all amendments or alternations approved by the membership of the Association to and including those enacted on November 12, 2007.

Certified correct.

\_\_\_\_\_  
CHAIRMAN

\_\_\_\_\_  
PRESIDENT

## **OMCA CODE OF ETHICS**

(Attached to and forming part of the By-laws of the Association)

The following are the standards of the professional conduct by which members of the Ontario Motor Coach Association shall be guided in their dealings with the public, all levels of Government and each other.

1. Our business activities will be characterized by truthfulness, fairness and integrity
2. We will obey all applicable laws and regulations of the Federal, Provincial, State and Municipal authorities in respect of them
3. We will do our best to keep informed of the latest developments pertinent to the improvement of the motor coach industry
4. We will do our best to enhance the image of the motor coach industry
5. We will not seek any unfair advantage over anyone else and will not be disrespectful of the business of a fellow member
6. Where not in conflict with the Letters Patent of the Association, or where not in conflict with the provisions contained in the Code of Ethics above, we will be loyal to the Association and will pursue and support its objectives and be active in its work

Each member of the association understand and agrees that the above principles constitute the codes of Ethics of the Ontario Motor Coach Association and a breach of this Code of Ethics could result in disciplinary action by the Association against them, including withdrawal of membership rights in the Association.

## **OMCA STATEMENT OF POLICY ON THE INTEGRITY OF THE ASSOCIATION**

(Attached to and forming parts of the By-laws of the Association).

The Association values its reputation for integrity . It expects its Directors, Officers and members to exercise the utmost good faith in their business relationships. Although customs and standards of ethics may vary in different business environments, honesty and integrity must characterize business activities. Results are not to be achieved at the cost of violation of laws or regulations, or through unscrupulous dealings. The objectives of the Association are to support a high standard of industry service to the travelling public and to develop and maintain representation with Government on behalf of its members.

### **Laws and Regulations**

The Association directs its Board of Directors and Officers to strive for compliance with all applicable laws and regulations in conducting the affairs of its business. In some instances laws and regulations may be ambiguous and difficult to interpret. The management of the Association has access to legal advice and should seek such advice, as it is necessary, in complying with the observance of all laws and regulations.

### **Conflict of Interest**

Members of the Association carry on activities in competition with each other. When a potential conflict of interest may exist between the Association's interest and those of an individual officer or Director, such officer or Director should declare his conflict and take no further part in consideration of the issue in question.

No Director, Officer or member should disclose or use for his own personal advantage or profit non-public information acquired by reason of their relationship with the Association