

By-Laws of the OMCA **(Adopted August 2019)**

Part I – The Association

Article 1 NAME

- 1.1 The name of the Association, as established in the letters patent or articles, is the Ontario Motor Coach Association, (referred to in these by-laws as “OMCA” or “the “Association”).

Article 2 REGISTERED OFFICE

- 2.1 The registered office of the Association shall be in the Province of Ontario and at such place therein as the directors of the Association may from time to time determine.

Article 3 OBJECTS

- 3.1 The objects of the Association are:
- (a) To promote the safe, reliable, economically viable and environmentally sustainable provision of transportation by motor coach carriers - taking into account both the best interests of the public and the members of the Association.
 - (b) To support the provision of travel and tour services by the group tour industry;
 - (c) To promote closer relations and mutual co-operation among the members of the Association;
 - (d) To co-operate with public officials in securing the proper enactment and enforcement of laws and regulations affecting motor vehicle transportation and group tours;
 - (e) To do all things tending to promote safety, convenience and betterment of the motor transportation business, and in general to do everything in its power to best serve the interests and welfare of the members of this Association and the public at large.

Article 4 MEMBERSHIP

- 4.1 In addition to other conditions set out below, admission as a member of OMCA is conditional on payment of the prescribed membership fees.
- 4.1.1 Members must also be in compliance with all applicable laws and regulations.
- 4.2 The members of the Association (each a “member”) shall fall into the following classes:
- 4.2.1 **Bus Operating Company Member**: Any individual, partnership, or corporation lawfully engaged in the business of transporting persons for hire in motor vehicles may apply to become a Bus Operating Company member. In order to be eligible to become and remain a Bus Operating Company member, the applicant or member must:
- (a) have and maintain a carrier safety rating at a minimum rating of “satisfactory unaudited”;
 - (b) have been in business for a minimum of one year; and
 - (c) provide its valid CVOR number, proof of insurance and the names of its owners and principal operating officers on request of the Association.

- 4.2.2 **Tour Operator Members:** Any individual, partnership, or corporation lawfully engaged in the arrangement of motor coach tours.
- 4.2.3 **Products & Services Members:** Any individual, partnership, or corporation lawfully engaged as motor coach or bus manufacturer, tire and accessory manufacturer, body manufacturer, oil and gasoline producer, refiner, and distributor or otherwise having dealings of a general nature with the Bus Operating Company members may apply to become a Products & Services Member.
- 4.2.4 **Supplier Members:** Any individual, partnership, or corporation lawfully engaged as an accommodation, attraction, food service provider, destination marketing organization, retailer to the bus or tourism industry or tour service provider may apply to become a Supplier Member.
- 4.3 **Membership applications:** Applications for membership shall be in the form prescribed by the Association from time to time. The application shall include an agreement that, if accepted for membership in the Association, the applicant will abide by the Code of Ethics of the Association- approved by the members from time to time. Application for membership will only be approved by the Board if it believes that the applicant will adhere to the OMCA By-laws and the Code of Ethics.
- 4.4 **Membership Fees:** The Board shall have the power to determine the annual dues payable by the members. Dues shall be payable within 30 days of the date the invoice is issued for such dues.
- 4.5 **Resignation of Members:** Members may resign by resignation in writing which shall be effective upon receipt by the Corporation or the date specified in the resignation, whichever is later. 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.
- 4.6 **Member in Good Standing:** A member shall be a member in good standing and entitled to the privileges of membership including, if applicable, the right to vote as long as all applicable dues, fees and other charges owed to the Association are paid within ninety (90) days of the issuance of the invoice therefor, after which date the member shall be considered in default. The Association may terminate the membership of a member who is in default, provided the member has been given at least 15 days' notice of the proposed termination. If the member pays all outstanding amounts before the date of proposed termination, the member shall be reinstated to good standing. If a member pays all outstanding amounts after the date of termination, the Association may, in its discretion, readmit and reinstate the member to good standing.
- 4.7 **Expulsion of Members:** The Association, by a resolution approved by two-thirds majority vote of the members present and entitled to vote at a meeting of members for which notice of the resolution was duly given, shall have the power to suspend or expel any member for any proper cause. A decision to expel a member must be made in good faith. A member must be given at least 15 days' notice of a proposed suspension or expulsion and must be given an opportunity to be heard by the members, orally or in writing, no less than 5 days before the suspension or expulsion is to become effective.

Part II - Governance

Article 5 BOARD

- 5.1 **Number of Quorum**: Twelve (12) Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If a vacancy arises on the Board, the remaining Directors may exercise all the powers of the Board as long as a quorum of the Board remains in office.
- 5.2 **Powers**: The Board shall have full power and authority to manage and control the affairs and business of the Association.
- 5.3 **Constitution of the Board**: Until changed by a special resolution, the number of Directors shall be twenty-two (22) comprised of:
- (a) 13 Directors, each of whom is affiliated with a Bus Operating Company member;
 - (b) 4 Directors, each of whom is affiliated with a Tour Operator member;
 - (c) 2 Directors, each of whom is affiliated with a Supplier member;
 - (d) 1 Director who is affiliated with a Products & Services member;
 - (e) the individual who is the Chair of Conference Committee (non-voting); and
 - (f) the President of the Association (non-voting).
- 5.4 **Eligibility**: Each Director, other than the President, shall be an individual affiliated with a member that is in good standing with the Association at the time of their nomination, election and/or appointment and throughout their term of office. For the purposes of this by-law, an individual is “affiliated” with a member if such individual is an employee, director, officer or owner of that member. In addition, the following individuals are ineligible to serve as Directors:
- (a) an individual who is under 18 years of age;
 - (b) an individual who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property, or who has been found to be incapable by any court in Canada or elsewhere;
 - (c) an individual who has the status of bankrupt;
- 5.5 **Election and Term of Office**: The members shall elect Directors the Annual General Meeting (AGM), as per the rules for each type of member established under section 5.6. A directors Term begins immediately at the adjournment of the AGM and lasts until the second AGM after the Director is elected (2-year term). To maintain a staggered Board, 50% of Directors affiliated with Bus Operating Company members, 50% of Directors affiliated with Tour Operator members, and 50% of Directors affiliated with Supplier members shall be elected each year.
- 5.6 **Nominations/Elections**: The members of each class shall determine amongst themselves a process for nominating and electing the Directors that are affiliated with their respective class. Only members in good standing of a class shall be entitled to vote to confirm the election of

Directors to seats that are affiliated with a specific class of membership (e.g. only Tour Operator members who are in good standing can vote for the Director positions that are required to be affiliated with a Tour Operator member). The members of each class shall appoint a class representative who shall inform the Association of the names of their Directors prior to the AGM.

- 5.7 **Vacancies**: If a mid-year vacancy arises on the Board, the Board may fill the vacancy if a quorum of Directors remains in office, and other otherwise, the vacancy shall be filled at the next meeting of members; provided, however, that if a vacancy arises in a Board seat that is affiliated with a specific class of membership, the Board shall be required to fill the vacancy with an individual who is affiliated with a member of that class.
- 5.8 **Board Meetings**: Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. Board meetings may be called by the Chair or the Vice-Chair or by the President on direction, in writing, of two Directors.
- 5.9 **Notice of Board Meetings**: No formal notice of a Board 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. After the date of proclamation of the *Not-for-Profit Corporations Act, 2010* (Ontario), if any of the following matters are to be considered at a meeting of the Board, the notice of meeting must specify that matter:
- (i) submitting to the members any question or matter requiring the approval of members;
 - (ii) filling a vacancy among the Directors or in the office of the auditor or appointing additional Directors (if permitted);
 - (iii) issuing debt obligations, except as previously authorized by the Directors;
 - (iv) approving the annual financial statements of the Association;
 - (v) adopting, amending or repealing any By-laws;
 - or (vi) establishing contributions to made, or dues to be paid, by members. In case of any other business, the notice of a meeting of the Board need not specify the purpose of or the business to be transacted at a Board meeting.
- Notice of meetings shall be delivered by hand, by telephone, by courier, 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 Chair 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 date for regular meetings at an hour to be named and, except to the extent the meeting will consider one of the matters noted above for which notice is required, no further notice need to be sent for a regular meeting. A Directors' meeting may also be held, without notice, immediately following the AGM of the Association. The Directors may consider or transact any business at any meeting of the Board provided that proper notice, if required, has been given of such business.
- 5.10 **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.

- 5.11 **Voting**: Resolutions at any meeting of Directors shall be decided by a majority of votes cast. In case of any equality of votes, the motion shall be deemed defeated and the Chair shall not have a second or casting vote. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible evidence as prima facie proof of the number or proportion of the votes recorded in favor of or against such resolution.
- 5.12 **Remuneration of Directors**: The Directors shall receive no remuneration for acting as such, but by resolution of the Board, reasonable expenses incurred by a Director in connection therewith, may be paid.
- 5.13 **Indemnity of Directors and Officers**: Subject to any limitations in the Act or otherwise imposed by law, every Director or Officer of the Association (each an “Officer”) 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 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 them, 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; (or in a similar capacity for another entity at the request of the Association) provided that;
- (a) the individual to be indemnified acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which the individual acted as director and/or officer or in a similar capacity at the Association’s request; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual’s conduct was lawful.
- 5.14 **Protection of Directors and Officers**: Every Director and Officer in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

No Director or Officer 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 tortuous 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 judgment 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 willful neglect or default.

The Directors may rely upon the accuracy of a 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 if it was relied on in good faith.

The Board 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 security.

Any action from time to time taken by the Board under this section shall not require approval or confirmation by the members.

- 5.15 **Interest of Directors and Officers in Contracts:** Every Director or Officer 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 Corporations Act (or, when it comes into force, the Not-for-Profit Corporations Act, 2010), and shall refrain from voting in respect of the contract or arrangement if and when prohibited by the Corporations Act (or Not-for-Profit Corporations Act, 2010, if applicable).

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 only by reason of such Director holding that office or of the fiduciary relationship thereby established. If all requirements for addressing the interest, as set out in the Corporations Act (or, if applicable, Not-for-Profit Corporations Act, 2010), have been complied with.

- 5.16 **Conflict of Interest:** Directors shall support the Statement of Policy on Integrity of the Association adopted by the members and shall be particularly guided by the policies on Laws and Regulations and Conflicts of Interest stated therein.
- 5.17 **Removal of a Director:** The members eligible to vote may, by ordinary resolution at a meeting for which notice specifying the intention to pass such resolution has been given, remove a Director before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of such term.

In the case of a Director who was elected by a specific class of members (or appointed to the Board to fill a vacancy created by such a Director), the members of that class shall have the exclusive right to vote on a resolution to remove the Director (e.g. only Coach Operator members who are in good standing can vote to remove a Director elected by class vote of the Coach Operator members or appointed to the Board to fill a vacancy created by such a Director).

Article 6 THE EXECUTIVE COMMITTEE

- 6.1 **Executive Committee:** There shall be an Executive Committee to which the Board may delegate any or all the powers granted to the Directors by these By-laws that are not specifically reserved to the Board by law.
- 6.2 **Composition:** The Executive Committee shall consist of the Immediate Past-Chair who shall be the chair of the Executive Committee (provided they are at that time a Director), the current Officers and two (2) others elected by the Board from among the Directors.; one of whom is affiliated with a Tour Operator member and one of whom is affiliated with a Supplier member.
- 6.3 **Quorum:** Four (4) committee members shall be a quorum for the transaction of the business of all meetings of the Executive Committee.

Article 7 THE OFFICERS OF THE ASSOCIATION AND THEIR DUTIES

- 7.1 The Board shall appoint the following Officers to assist it in administering the affairs of the Association:
- a) The Chair, who shall be the senior elected Officer and shall promote the interests and objects of the Association. The Chair shall when present, preside at all meetings of the members and the Board and shall perform such other duties as may from time to time be determined by the Board.
 - b) The Vice-Chair who, in the absence or inability of the Chair will exercise the office of Chair.
 - c) The Secretary-Treasurer, who shall be responsible ensuring a record of all proceedings of the Association is kept; shall present an audited financial statement at the AGM or when requested by the Board; and, generally, under the direction of the Board, 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, shall report to the Board, shall carry out the duties assigned to him by the Board, and to whom the Board may delegate and assign duties or responsibilities conducive to the interests of the Association.
 - e) The Board may appoint from time to time, such other Officers as the Directors may determine, including one or more assistants to any of the Officers so appointed.
- 7.2 **Election and Term of Office:** The Chair, Vice-Chair and Secretary-Treasurer shall be elected by the Board at the first meeting of the Board after the annual election of such Board for a one (1) year term.
- 7.3 **Variation of Duties:** The Board may from time to time vary, add to and limit the powers and duties of any Officer and or Officers.
- 7.4 **Agents and Attorneys:** The Board 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 8 COUNCILS and COMITTEES

- 8.1 **Creation of Councils:** The Board may, from time to time, establish a Council representing a specific membership class, i.e., Coach Operator, Tour Operator, or Supplier, and delegate to it such powers and responsibilities as it deems appropriate.
- 8.2 **Terms of Reference:** Each Council so established shall have a Terms of Reference approved by the Board setting out it's structure and mandate, as well as any other matters required for the efficient operation of the Council in fulfilling its mandate.
- 8.3 **Creation of Committees:** The Board may establish committees to oversee specific activities of the association from time to time as it deems appropriate. Participation on such committees shall not be limited to Board members but may include any members of the association.
- 8.4 **Terms of Reference:** Each Committee so established shall have a Terms of Reference approved by the Board setting out its structure and mandate, as well as any other matters required for the efficient operation of the Committee in fulfilling its mandate.

Part III - Meetings

Article 9 ANNUAL AND SPECIAL MEETINGS OF MEMBERS

- 9.1 **Meetings, Agenda and Notice:** Meetings of the members shall be held at such time and place as the Board may determine.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors and the approved financial statements shall be presented. Also, a Board shall be elected, and an auditor appointed.

The members may consider and transact any business at any meeting of the members; provided that where special business will be transacted at a meeting of members, notice of the meeting must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken and shall state the text of any special resolution to be submitted at the meeting.

The Board or the Chair or the Vice-Chair shall have power to call at any time a special or general meeting of members of the Association. The Chair shall call a meeting on receiving a written request from at least 10% of members eligible to vote setting out the purpose thereof. No public notice or advertisement of members' meetings 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, facsimile, or electronic means, at least 15 days (but no more than 50 days) before the time fixed for the holding of such meeting.

- 9.2 **Error or Omission in Notice:** No error or omission in giving notice of any meeting or any adjourned meeting-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.
- 9.3 **Adjournment:** Any meetings of the members 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 if the adjournment is for less than 30 days. Such adjournment may be made notwithstanding that no quorum is present.
- 9.4 **Quorum of Members:** A quorum for the transaction of business at any meeting of members shall consist of no less than twenty-five (25) members who are eligible to vote on the business present in person., by representative or by proxy.
- 9.5 **Voting at Meetings of Members**
- (a) Each member who is entitled to vote on a matter has one vote on such matter.
 - (b) At meetings of members, every question shall be decided by a majority of the votes of the members entitled to vote on the question who are present, in person, by representative or by proxy, unless otherwise required by the by-laws of the Association, or by law.
 - (c) Subject to section 5.6 and section 5.17, the Bus Operating Company members and Tour Operator members in good standing have full voting rights to vote on all matters that come before the members. Subject to applicable law, Products & Services members and Supplier members in good standing only have the right to vote on the election of Directors to the seat(s) affiliated with their respective classes in accordance with section 5.6 and to remove such Directors pursuant to section 5.17.
 - (d) Voting shall be by show of hands unless, before or after any vote on a question, the chair of the meeting requires or a member eligible to vote on a matter demands a vote by ballot, in which case the vote by ballot shall be held in such manner as the chair of the meeting shall direct.
 - (e) Whenever a vote by show of hands is taken on a question, unless a ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.6 **Other Means of Voting, etc.**

- (a) **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 unless otherwise provided in the proxy, 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 or which the chair of the meeting may accept as sufficient, provided that such form complies with the provisions of the *Corporations Act* (or *Not-for-Profit Corporations Act*, if applicable).
- (b) **Voting by Mailed-In or Electronic Ballot:** A member may vote by means of mailed-in ballot or by means of a telephonic, electronic or other communication facility that the Association has made available for that purpose, provided that the Association has procedures in place such that:
- (i) votes can be verified as having been made by members entitled to vote; and
 - (ii) the Association is not able to identify how each member voted.
- (c) **Teleconference Meetings:** Any person who is entitled to attend a meeting of members may participate in the meeting by teleconference or electronic means (e.g. web or video conferencing) that permits all participants to communicate adequately with each other during the meeting if the Association makes such means available and provided that procedures are in place to permit members to vote by ballot or in a similar confidential manner. A meeting of members may be held entirely by such teleconference or electronic means if the Board or the Directors calling the meeting so determine.
- (d) **Written Resolution in Lieu of a Meeting:** A resolution signed by all the members is as valid as if it had been passed at a meeting of members. Resolutions in writing may be signed in counterpart. A copy of every such resolution shall be kept with the minutes of meetings of members.

Part IV – BUSINESS OF THE ASSOCIATION

Article 10 BANKING

- 10.1 **Banking:** The banking business of the Association shall be transacted with such banks, trust companies or other firms or Associations carrying on a banking business in Canada, or elsewhere as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may, from time to time, prescribe or authorize.

- 10.2 **Borrowing:** Subject to any limitations in the letters patent or articles, the Board may, from time to time, without authorization of the members:
- (a) borrow money on the credit of the Association or;
 - (b) issue, reissue, sell or pledge debt obligations of the Association;
 - (c) give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
 - (d) mortgage, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association.

Article 11 FINANCIAL YEAR

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

Article 12 AUDITOR

- 12.1 The accounts of the Association shall be audited annually by an auditor appointed at the annual meeting and shall be presented at the next AGM. If permitted by law, the membership can appoint an auditor or other public accountant to perform a “Review Engagement”.

Article 13 DOCUMENTS

- 13.1 **Signatories:** Except for documents executed in the usual and ordinary course of the Association’s business, which may be signed by such Officers as the Board may from time to time designate by resolution, the following are the only persons authorized to sign any document on behalf of the Association:
- (a) any two Directors or any one Officer with any one Director, provided that no individual shall execute, acknowledge or verify any instrument in more than one capacity; or
 - (b) any individual or individuals appointed by resolution of the Board to sign a specific document or that type of document or generally on behalf of the Association.
- 13.2 **Facsimile Signatures:** The signatures of any person authorized to sign on behalf of the Association, may, if specifically authorized by resolution of the Board, be electronically or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.
- 13.3 **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 14 DISSOLUTION AND DISTRIBUTION OF ASSETS

- 14.1 **Dissolution:** 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 as constituted at dissolution shall by resolution direct.

Part V- BY-LAWS

Article 15 AMENDMENTS

- 15.1 **Consideration by Board:** The Board may pass or amend the by-laws from time to time. Where it is intended to pass or amend by-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director in accordance with the requirements for notice of Board meetings. Where such notice of intention is not provided, any proposed by-laws or amendments may be proposed at a meeting, and discussion and voting on the by-law or amendment deferred to the next Board meeting for which no notice of intention need be given.
- 15.2 **Ratification by Members:** A by-law or amendment passed by the Board shall be presented for confirmation at the next meeting of members. The notice of such meeting shall refer to the by-law or amendment to be presented. The members entitled to vote may confirm, amend or reject the by-law as presented, and if rejected it thereupon ceases to have effect and if amended it takes effect as amended.

A by-law or an amendment shall require the affirmative vote of at least two-thirds of the members present and eligible to vote.

In any case of rejection, amendment, or refusal to approve a by-law or part of a by-law in force and effect in accordance with any part of this section, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approve.

Article 16 INTERPRETATION

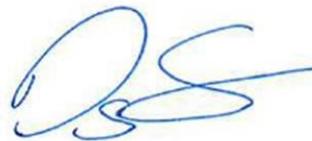
- 16.1 **Interpretation:** In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and reference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

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 April 14, 2019

Certified.

Ray Cherrey

CHAIR



PRESIDENT

OMCA CODE OF ETHICS

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.

- I. Our business activities will be characterized by truthfulness, fairness and integrity
- II. We will obey all applicable laws and regulations of the Federal, Provincial, State and Municipal authorities in respect of them
- III. We will do our best to keep informed of the latest developments pertinent to the improvement of the motor coach industry
- IV. We will do our best to enhance the image of the motor coach industry
- V. We will not seek any unfair advantage over anyone else and will not be disrespectful of the business of a fellow member
- VI. 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 understands 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

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.