

## **Terms of Reference**

### **OMCA Tour Operator Council – Accepted November 3, 2019**

#### **Authority**

The Tour Operator Council is established per section 8.1 of the OMCA by-laws:

- 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.

#### **Mandate**

The Tour Operator Council's mandate is to provide advice to the Board and staff on any issues affecting the Tour Operator Members of OMCA.

#### **Composition and Structure**

The Council shall be composed of up to eleven OMCA Tour Operator members in good standing, 10 of whom are voting and one (the TICO representative) is non-voting. Nine of the members shall be elected by the Tour Operator members of the association for two-year terms. One member of the Council shall be the immediate past Chair who does not require election. No member of the Council shall serve more than five consecutive terms and after that they are not eligible for re-election until at least two years after their term expires. (Unless Chair or Vice Chair).

In the event the TICO Representative is not already a member of the Council, they shall be invited to sit as the 11<sup>th</sup>, non-voting, member of the Council.

Any member of the council who is absent for two or more consecutive Council meetings may be removed from the Council and their position declared vacant by a 2/3 vote of the Council.

Any vacancies on the Council may be filled by the Council by majority vote.

The council members shall elect a Chair and Vice Chair from among the members of the Council for a two-year term.

#### **Nomination of TICO Representative**

The Tour Operator Council is empowered by the OMCA Board to nominate the OMCA representative to the TICO Board. Such nomination is subject to ratification by the OMCA Board. The TICO position does not have to be a member of the current Tour Operator Council, but they could be.

## **Elections**

Nominations and Elections\* shall be conducted by an electronic vote of all Tour Operator members prior to the OMCA Annual General Meeting. Nominations are open, there will be no nominating committee. Any tour operator member may nominate another operator (or themselves) and no seconder is required. All nominations must be members in good standing. Once all nominations have been received by the cut-off date established by the Council, an election will be held (if necessary) in which each tour operator Member Company is entitled to one vote by electronic ballot. OMCA staff will be responsible for conducting the election and tabulating results.

In the event of a tie vote, there will be a "run off" vote. 72 hours will be allotted to vote. A 48-hour reminder will be sent and a final 24-hour reminder, last call to vote.

TRANSITION: \*This process will take effect in spring 2021. Any members elected to the Council in 2020 will have only a one-year term before the entire Council is up for election in spring 2021.

## **Tour Operator Directors on the OMCA Board of Directors**

The Chair and Vice Chair are ex-officio two of the four Tour Operator representatives on the OMCA Board of Directors.

The other two Directors shall be elected by all tour operator members in good standing from among the members of the Council in a second separate electronic nomination/election following the election of the Council and the release of those results. Candidates must be members of the Council to qualify.