



RESOLUTION

WHEREAS the Corporation has approved the following proposed amendments;

AND WHEREAS the Corporation wishes to change the Board Composition to reduce the number of Directors appointed by the Canadian Institute of Travel Counsellors and to increase the number of Directors elected by the Registrant Members;

AND WHEREAS the Corporation wishes to remove gender-specific pronouns and make the document gender-neutral;

AND WHEREAS the Corporation wants to update references to the Act, Administrative Agreement and Ministry in the definitions;

THEREFORE be it resolved that By-Law No. One of the Corporation is amended as follows:

CURRENT

- 3.21 The Chairperson, or in his absence the Vice-Chairperson, or in his absence such other individual as is identified by the Members, shall serve as chairperson of meetings of Members.
- 3.25 The Chairperson shall be entitled, with consent of the meeting or upon his own motion, to adjourn any meeting of Members to a fixed time and place. No further notice of such adjourned meeting shall be required unless the new date is more than thirty (30) days thereafter. For all purposes, the adjourned meeting shall be treated as if it were the original meeting.
- 5.03 As at the date set by the Board of Directors in its sole and unfettered discretion, the Board of Directors shall thereafter consist of fifteen (15) individuals, being appointed as follows:
 - a) three (3) named by the Association of Canadian Travel Agencies, each of whom shall be associated with a Registrant, or with a Marketing Group of Registrants, or with the Association of Canadian Travel Agencies itself,

- b) three (3) named by the Canadian Association of Tour Operators, each of whom shall be associated with a travel wholesale Registrant, or with a Marketing Group of travel wholesale Registrants, or with the Canadian Association of Tour Operators itself,
- c) one (1) named by the Canadian Institute of Travel Counsellors, who shall be associated with a retail travel agency Registrant, or with a Marketing Group of retail Registrants, or with the Canadian Institute of Travel Counsellors itself,
- d) one (1) named by the Ontario Motor Coach Association, who shall be associated with a Registrant, or a Marketing Group of Registrants, or with the Ontario Motor Coach Association itself,
- e) two (2) elected pursuant to the provisions of Article Seven by the Registrant Members,
- f) up to five (5) appointed at pleasure by the Minister, who may include representatives of consumer groups, business, government organizations, or such other interest as the Minister determines, and who may not constitute a majority of the Board.

5.08 The Chairperson shall act as chairperson of meetings of the Board of Directors. In his absence, the Vice-Chairperson shall so serve. The chairperson of a meeting shall not be entitled to vote on any question submitted unless the vote on any question results in a tie, in which case the chairperson of the meeting shall cast the deciding ballot.

5.12 Notwithstanding anything herein to the contrary, each Person responsible for naming one (1) or more director shall be entitled to name its director(s) in such manner as it sees fit, provided only that each such director must:

- a) satisfy the conditions set forth by these by-laws;
- b) be a resident of Ontario;
- c) be at least nineteen (19) years of age;
- d) be someone other than an individual who has himself been, insolvent or bankrupt within the three (3) years immediately preceding the appointment, or associated with a Person that has become insolvent or bankrupt within the three (3) years immediately preceding the appointment; and

- e) be someone other than an undischarged bankrupt and other than a person of unsound mind.
- 5.16 Any director, other than a director appointed by the Minister, can be removed and replaced, following a reasonable hearing, by the body that selected him.
- 7.05 Subject to Article 7.10, each Elected Director elected after September 24, 2009, other than a director appointed by the Minister, shall hold office for a term of two (2) years calculated from the date of the annual meeting at which he assumes office, or until his successor has been selected, and shall retire in rotation, except that in the case of the first election of directors referred to in Article 5.03(e) the candidate drawing the greatest number of votes shall serve for a term of three (3) years, the candidate drawing the second greatest number of votes shall serve for a term of two (2) years, and the candidate drawing the third greatest number of votes shall serve for a term of one (1) year.
- 7.10 The office of a Director shall be automatically vacated:
- a) if the Director, other than a director appointed by the Minister, does not continue to satisfy the requirements of Article 5.12 or 7.06, as the case may be,
 - b) if the Director, other than a director appointed by the Minister, submits his written resignation to the Chairperson and the Chief Executive Officer,
 - c) if the Person responsible for naming an Appointed Director, other than a director appointed by the Minister, provides to the Chairperson and the Chief Executive Officer written notice of the removal of such director, provided such notice also identifies a qualified replacement therefor, who shall serve the balance of the term of the director so removed,
 - d) if the Registrant Members by Special Resolution vote to terminate the term of an Elected Director, other than a director appointed by the Minister, in which case the Registrant Members shall be entitled to select as they see fit a replacement therefor, who shall serve the balance of the term of the director so removed,
 - e) if the Director dies, or
 - f) upon the expiration of his term of office, other than a director appointed by the Minister.

10.01 The Chairperson must meet the requirements in Article 9.04, and shall preside at all meetings of Members, the Board of Directors and the Executive Committee. The Chairperson shall be responsible for ensuring that the objects of the Corporation are fulfilled, and that policies, priorities and goals, as laid down by Members and by the Board of Directors, are attended to in accordance with the by-laws of the Corporation. The Chairperson shall be the officer to whom the Chief Executive Officer reports on matters arising between meetings of the Board of Directors, and who shall provide to the Chief Executive Officer such direction as may be required at such times, provided that such direction is consistent with the policies and practices as established by the Board of Directors. The Chairperson shall sign, under corporate seal or otherwise, all instruments that require his signature on behalf of the Corporation, and shall attend to such duties and responsibilities as may be assigned to him by the Board of Directors from time to time.

10.03 (a) The Secretary shall:

- (i) report to and be responsible to the Board of Directors;
- (ii) give or cause to be given all notices required to be given to Members, directors and members of committees; and shall attend all meetings of the Board of Directors, the Executive Committee and the Members;
- (iii) cause to be entered or enter in books kept for that purpose, minutes of all proceedings of such meetings;
- (iv) be the custodian of the standard mechanical device generally used for the affixing of the corporate seal to instruments belonging to the Corporation;
- (v) perform such other duties as may from time to time be prescribed to him; and
- (vi) attend to all filing obligations imposed on the Corporation by law.

(b) The Treasurer shall:

- (i) have the care and custody of all the funds and securities of the Corporation, and shall deposit same in its name in such bank or banks or with such depository or depositories as the Board of Directors may direct;

- (ii) at all times exhibit his books of accounts to any member of the Board of Directors, upon application, at the office of the Corporation during normal business hours;
- (iii) sign or countersign such instruments as require his signature and shall perform all duties incidental to his office or that are properly required of him by the Board of Directors;
- (iv) assist the Board of Directors in nominating a company of auditors, subject to the approval of the Members, to ensure the annual audit of the Corporation's financial records;
- (v) ensure that all accounting and financial matters are attended to with efficiency and dispatch and that all required government reports are completed and fully lodged; and
- (vi) invoice all members for their fees in accordance with the tariff of dues agreed upon by the Board of Directors, and advise it of any defaulting Registrant Member, in accordance with these by-laws.

10.04 The Board of Directors shall appoint a Chief Executive Officer who shall act as, and have the powers of, President of the Corporation. He shall be a salaried employee of the Corporation, and an advisor to the Board of Directors, but shall not be entitled to be an Elected or Appointed Director. As an advisor, the Chief Executive Officer shall be entitled to receive notice of, receive materials, attend and participate at all meetings of Directors and meetings of Members of the Corporation. The President shall report and be responsible to the Board of Directors and, when it is not in session, to the Chairperson. He shall have full power to manage and direct the day-to-day affairs of the Corporation, and to employ and discharge employees of the Corporation. Among other responsibilities he shall be responsible for the timely preparation and submission of the Annual Report.

10.05 Each Vice-President (if any) or Deputy C.E.O. (if any) shall perform such duties and exercise such powers as are from time to time assigned by the President or delegated by the Board of Directors to him.

12.04 The Chief Executive Officer shall report to, and take direction from, the Board of Directors. When the Board of Directors is not in session, he shall report to, and take direction from, the Chairperson, acting consistently with the policies and practices of the Board of Directors.

14.06 Notwithstanding Article 14.05, the President shall be paid according to his contract with the Corporation and any other officer may be paid an honorarium (which shall be deemed to accrue from day to day, pro rata) in an annual amount to be determined from time to time by the Board of Directors.

14.11 Every director or officer of the Corporation, and any other person who has undertaken or is about to undertake any liability on behalf of it, together with each's heirs, estates, executors and administrators, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever, which such person sustains or incurs in or about any action, suit or proceedings, which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;
- (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

The Corporation shall purchase such insurance as it deems appropriate in order to cover such risks.

18.05 Where appropriate in the circumstances, this By-law may be read with changes of gender or number presumed, unless such presumption patently changes the intended meaning of the By-law.

19.01 In these By-laws unless the context otherwise specifies or requires, the following terms shall have the following meanings:

- a) "Act" shall mean the *Travel Industry Act*, R.S.O. 1990, Chapter T.19 and the regulations passed pursuant to it, all as amended from time to time, and any statute substituted therefor.
- b) "Administrative Agreement" shall mean the written agreement dated April 29, 1997 between the Ministry and the Corporation and all amendments or successors thereto.
- c) "Annual Report" shall mean the report of the Corporation as provided for in section 5(1) and Schedule C of the Administrative Agreement.

- i) "Ministry" shall mean the Ministry of Consumer and Commercial Relations, any successor thereto, or the Ministry responsible for the Act or the SCSAA.

PROPOSED

- 3.21 The Chairperson, or in the Chairperson's absence, the Vice-Chairperson, or in the absence of both the Chairperson and the Vice-Chairperson, such other individual as is identified by the Members, shall serve as chairperson of meetings of Members.
- 3.25 The Chairperson shall be entitled, with consent of the meeting or upon the Chairperson's own motion, to adjourn any meeting of Members to a fixed time and place. No further notice of such adjourned meeting shall be required unless the new date is more than thirty (30) days thereafter. For all purposes, the adjourned meeting shall be treated as if it were the original meeting.
- 5.03 As at the date set by the Board of Directors in its sole and unfettered discretion, the Board of Directors shall thereafter consist of fifteen (15) individuals, being appointed as follows:
- a) three (3) named by the Association of Canadian Travel Agencies, each of whom shall be associated with a Registrant, or with a Marketing Group of Registrants, or with the Association of Canadian Travel Agencies itself,
 - b) three (3) named by the Canadian Association of Tour Operators, each of whom shall be associated with a travel wholesale Registrant, or with a Marketing Group of travel wholesale Registrants, or with the Canadian Association of Tour Operators itself,
 - c) one (1) named by the Ontario Motor Coach Association, who shall be associated with a Registrant, or a Marketing Group of Registrants, or with the Ontario Motor Coach Association itself,
 - d) three (3) elected pursuant to the provisions of Article Seven by the Registrant Members,
 - e) up to five (5) appointed at pleasure by the Minister, who may include representatives of consumer groups, business, government organizations, or such other interest as the Minister determines, and who may not constitute a majority of the Board.
- 5.08 The Chairperson shall act as chairperson of meetings of the Board of Directors. In the absence of the Chairperson, the Vice-Chairperson shall so serve. The

chairperson of a meeting shall not be entitled to vote on any question submitted unless the vote on any question results in a tie, in which case the chairperson of the meeting shall cast the deciding ballot.

5.12 Notwithstanding anything herein to the contrary, each Person responsible for naming one (1) or more director shall be entitled to name its director(s) in such manner as it sees fit, provided only that each such director must:

- a) satisfy the conditions set forth by these by-laws;
- b) be a resident of Ontario;
- c) be at least nineteen (19) years of age;
- d) be someone other than an individual who has personally been, insolvent or bankrupt within the three (3) years immediately preceding the appointment, or associated with a Person that has become insolvent or bankrupt within the three (3) years immediately preceding the appointment; and
- e) be someone other than an undischarged bankrupt and other than a person of unsound mind.

5.16 Any director, other than a director appointed by the Minister, can be removed and replaced, following a reasonable hearing, by the body that selected the director.

7.05 Subject to Article 7.10, each Elected Director, other than a director appointed by the Minister, shall hold office for a term of three (3) years calculated from the date of the annual meeting at which the Elected Director assumes office, or until a successor has been selected, and shall retire in rotation, except that in the case of the election of directors at the Annual General Meeting in 2015, the candidate drawing the greatest number of votes for the retail, wholesale or marketing group position shall serve for a term of three (3) years, and the candidate drawing the greatest number of votes for the retail position shall serve for a term of two (2) years.

7.10 The office of a Director shall be automatically vacated:

- a) if the Director, other than a director appointed by the Minister, does not continue to satisfy the requirements of Article 5.12 or 7.06, as the case may be,
- b) if the Director, other than a director appointed by the Minister, submits a written resignation to the Chairperson and the Chief Executive Officer,

- c) if the Person responsible for naming an Appointed Director, other than a director appointed by the Minister, provides to the Chairperson and the Chief Executive Officer written notice of the removal of such director, provided such notice also identifies a qualified replacement therefor, who shall serve the balance of the term of the director so removed,
- d) if the Registrant Members by Special Resolution vote to terminate the term of an Elected Director, other than a director appointed by the Minister, in which case the Registrant Members shall be entitled to select as they see fit a replacement therefor, who shall serve the balance of the term of the director so removed,
- e) if the Director dies, or
- f) upon the expiration of the director's term of office, other than a director appointed by the Minister.

10.01 The Chairperson must meet the requirements in Article 9.04, and shall preside at all meetings of Members, the Board of Directors and the Executive Committee. The Chairperson shall be responsible for ensuring that the objects of the Corporation are fulfilled, and that policies, priorities and goals, as laid down by Members and by the Board of Directors, are attended to in accordance with the by-laws of the Corporation. The Chairperson shall be the officer to whom the Chief Executive Officer reports on matters arising between meetings of the Board of Directors, and who shall provide to the Chief Executive Officer such direction as may be required at such times, provided that such direction is consistent with the policies and practices as established by the Board of Directors. The Chairperson shall sign, under corporate seal or otherwise, all instruments that require the signature of the Chairperson on behalf of the Corporation, and shall attend to such duties and responsibilities as may be assigned to the Chairperson by the Board of Directors from time to time.

10.03 (a) The Secretary shall:

- (i) report to and be responsible to the Board of Directors;
- (ii) give or cause to be given all notices required to be given to Members, directors and members of committees; and shall attend all meetings of the Board of Directors, the Executive Committee and the Members;
- (iii) cause to be entered or enter in books kept for that purpose, minutes of all proceedings of such meetings;

- (iv) be the custodian of the standard mechanical device generally used for the affixing of the corporate seal to instruments belonging to the Corporation;
 - (v) perform such other duties as may from time to time be prescribed to the Secretary; and
 - (vi) attend to all filing obligations imposed on the Corporation by law.
- (b) The Treasurer shall:
- (i) have the care and custody of all the funds and securities of the Corporation, and shall deposit same in its name in such bank or banks or with such depository or depositories as the Board of Directors may direct;
 - (ii) at all times exhibit the books of accounts to any member of the Board of Directors, upon application, at the office of the Corporation during normal business hours;
 - (iii) sign or countersign such instruments as require the Treasurer's signature and shall perform all duties incidental to the Treasurer's office or that are properly required of the Treasurer by the Board of Directors;
 - (iv) assist the Board of Directors in nominating a company of auditors, subject to the approval of the Members, to ensure the annual audit of the Corporation's financial records;
 - (v) ensure that all accounting and financial matters are attended to with efficiency and dispatch and that all required government reports are completed and fully lodged; and
 - (vi) invoice all members for their fees in accordance with the tariff of dues agreed upon by the Board of Directors, and advise it of any defaulting Registrant Member, in accordance with these by-laws.

10.04 The Board of Directors shall appoint a Chief Executive Officer who shall act as, and have the powers of, President of the Corporation. The Chief Executive Officer shall be a salaried employee of the Corporation, and an advisor to the Board of Directors, but shall not be entitled to be an Elected or Appointed Director. As an advisor, the Chief Executive Officer shall be entitled to receive notice of, receive

materials, attend and participate at all meetings of Directors and meetings of Members of the Corporation. The President shall report and be responsible to the Board of Directors and, when it is not in session, to the Chairperson. The Chief Executive Officer shall have full power to manage and direct the day-to-day affairs of the Corporation, and to employ and discharge employees of the Corporation. Among other responsibilities, the Chief Executive Officer shall be responsible for the timely preparation and submission of the Annual Report.

- 10.05 Each Vice-President (if any) or Deputy C.E.O. (if any) shall perform such duties and exercise such powers as are from time to time assigned by the President or delegated by the Board of Directors to the Vice-President or Deputy C.E.O.
- 12.04 The Chief Executive Officer shall report to, and take direction from, the Board of Directors. When the Board of Directors is not in session, the Chief Executive Officer shall report to, and take direction from, the Chairperson, acting consistently with the policies and practices of the Board of Directors.
- 14.06 Notwithstanding Article 14.05, the President shall be paid according to the President's contract with the Corporation and any other officer may be paid an honorarium (which shall be deemed to accrue from day to day, pro rata) in an annual amount to be determined from time to time by the Board of Directors.
- 14.11 Every director or officer of the Corporation, and any other person who has undertaken or is about to undertake any liability on behalf of it, together with each's heirs, estates, executors and administrators, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:
- (a) all costs, charges and expenses whatsoever, which such person sustains or incurs in or about any action, suit or proceedings, which is brought, commenced or prosecuted against the director, officer or other person, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by a director, officer or other person, in or about the execution of the duties of the person's office or in respect of any such liability;
 - (b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the person's own willful neglect or default.

The Corporation shall purchase such insurance as it deems appropriate in order to cover such risks.

18.05 Where appropriate in the circumstances, this By-law may be read with changes of number presumed, unless such presumption patently changes the intended meaning of the By-law.

19.01 In these By-laws unless the context otherwise specifies or requires, the following terms shall have the following meanings:

- a) "Act" shall mean the *Travel Industry Act, 2002*, S.O. 2002, Chapter 30, Schedule D and the regulations passed pursuant to it, all as amended from time to time, and any statute substituted therefor.
- b) "Administrative Agreement" shall mean the written agreement dated January 23, 2013 between the Ministry and the Corporation and all amendments or successors thereto.
- c) "Annual Report" shall mean the report of the Corporation as provided for in section 6(1) and Schedule B of the Administrative Agreement.
- i) "Ministry" shall mean the Ministry of Government and Consumer Services, any successor thereto, or the Ministry responsible for the Act or the SCSAA.

EXPLANATORY NOTE

TICO's By-law provides that the Canadian Institute of Travel Counsellors ("CITC") can appoint one individual to the TICO Board of Directors. CITC surrendered its charter under the *Canada Corporations Act* and is no longer operating as a corporation. The dissolution of the corporation was completed in December 2013. As CITC no longer exists to make appointments to the Board, the By-law needs to be amended.

The TICO Board is proposing that the CITC seat be eliminated and that an additional elected at large position be added to the Board. The third elected position would be open to an individual associated with either a Retail or Wholesale Registrant in good standing or with a Marketing Group of Registrants. Overall, the TICO Board would remain comprised of fifteen (15) members: ten (10) industry positions and five (5) appointed by the Minister of Government and Consumer Services.

The TICO board composition was last changed in 2009. At that time, the Minister wanted to increase the number of ministerial appointees on the TICO Board by one member, which he legally had the ability to do. As the size of the Board was to remain at fifteen (15) individuals, this required the reduction of one industry member elected by TICO registrants. This proposed change would restore the third elected industry position, which was removed in 2009.

To implement the change, TICO would hold an election for two positions in 2015 and the results would be announced at the Annual General Meeting of Members. To ensure that the directors retire in rotation with one elected seat open each year, the election in 2015 would be for one two year position and one three year position. The term of the wholesale position on the TICO Board is until the AGM in 2016. Therefore, at the AGM in 2015, the elected wholesale director will have one year remaining on his or her term. Then, going forward, each Elected Director will serve a term of three (3) years calculated from the date of the annual meeting at which the director assumes office, or until his or her successor has been selected, and shall retire in rotation.

TICO is also amending the by-law to remove gender-specific pronouns and to make the document gender-neutral. Further, changes have been made to update the document to refer to the most recent version of the Act, the Administrative Agreement and to cite the Ministry currently responsible for the Act.