



Constitution
and
By-laws
of the
Tourism Industry
Association of Canada

(Approved by the Membership: **November 2010**)

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SECTION 1 – BACKGROUND

1.01 The Association was incorporated by letters patent from the Secretary of State of Canada, January 29, 1931, as the “Canadian Association of Tourist and Publicity Bureaus”. The name was changed to Canadian Tourist Association by supplementary letters patent, January 26, 1950 and the name was again changed, by supplementary letters patent, June 23, 1970 to the “Travel Industry Association of Canada” - “L’Association de l’industrie touristique du Canada”. The name was changed once more by supplementary letters patent, June 7, 1978 to the “Tourism Industry Association of Canada” - “L’Association de l’industrie touristique du Canada”.

SECTION 2 – BY-LAWS

2.01 The By-laws included in the original memorandum of agreement signed January 27, 1931, by the incorporators have been amended from time to time by the Directors of the Association, with such amendments confirmed by the members in General meeting and approved by the Secretary of State of Canada or the Minister of Industry.

SECTION 3 – INTERPRETATION

3.01 Wherever the words “the Association” occur in these By-laws, they shall be understood to mean “the Tourism Industry Association of Canada”.

3.02 Wherever the words “the Board” occur in these By-laws, they shall be understood to mean “the Board of Directors of the Tourism Industry Association of Canada”.

3.03 Wherever the words “the Director(s)” occur in these By-laws, they shall be understood to mean “the Board of Directors of the Tourism Industry Association of Canada”.

3.04 Wherever the words “the Officers” occur in these By-laws, they shall be understood to mean “the Officers of the Tourism Industry Association of Canada”.

3.05 Words importing the masculine gender shall include the feminine and neuter gender and words importing the singular shall include the plural and *vice versa*.

3.06 “Member” shall be any society, company, corporation or individual accepted into membership by the Board of Directors that pays the membership fee set by the Board.

3.07 Wherever the words “the President/CEO” occur in these By-laws, they shall be understood to mean “the President/CEO of the Tourism Industry Association of Canada”.

SECTION 4 – HEAD OFFICE

4.01 The head office of the Association shall be located in the City of Ottawa, and the Board of Directors may establish offices elsewhere in Canada.

SECTION 5 – MEMBERSHIP

5.01 Qualifications – voting member:

- (a) Any society, company, corporation, association, individual or organization:
 - (i) Which carries on, or is interested in the development and/or promotion of any form of travel, hospitality and/or other tourism-related activity to or in Canada;
 - (ii) Which pays the annual membership fee; and
 - (iii) Whose application is approved by the President/CEO of the Association in accordance with the bylaws and the policies of the Association as set out by the Board.

can become a voting member.

- (b) Voting members shall be entitled to receive all mailings of the Association, have the right to be represented and vote at Annual or Special General Meetings of the Association, have their representative stand for, nominate and elect the Board of Directors.
- (c) Each voting member of the Association shall elect, at the time of their application, to be classified as a member in one of the following categories of membership:
 - (i) DESTINATIONS: Consist of members in all tourism destinations, to which people travel, either for business or pleasure.
 - (ii) ACCOMMODATIONS: Consist of members whose prime enterprise is accommodations for travelers either as a chain or single property.
 - (iii) TRANSPORTATION: Consists of members whose primary purpose is to transport people to and from tourism sites by air, ground or water.
 - (iv) TRAVEL TRADE: Consists of enterprises which package or sell tourism products and services to business and/or pleasure travelers.
 - (v) INDUSTRY SUPPLIERS: Consist of enterprises that sell goods and services to tourism industry operators.
 - (vi) CONVENTION/INCENTIVE TRAVEL: Consists of enterprises whose primary purpose is to promote convention destinations,

products, services and facilities.

- (vii) SECTORAL OR INDUSTRY ASSOCIATIONS: Consist of members which are sectoral associations and which do not represent a specific destination.
- (viii) PROVINCIAL/TERRITORIAL INDUSTRY ASSOCIATION: Consists of governmental, provincial and territorial associations responsible for the promotion of the tourism and hospitality industries.
- (ix) ATTRACTIONS/EVENTS: Consist of members in all attractions or events to which people travel for pleasure.

5.02 Honourary members:

- (a) The Board may nominate any distinguished individual for honorary membership or honorary life-membership in the Association for election by the members at the Annual meeting.
- (b) Honourary members of the Association shall not have the right to vote.
- (c) No Annual fees shall be assessed honorary members or honorary life members, and they shall be entitled to receive the regular mailings and publications of the Association and to attend and speak at meetings of the Association.
- (d) Honourary membership may be revoked for any cause, which in the judgment of the Board of Directors, justifies such an action.

5.03 Withdrawal: Any member desiring to withdraw may do so by notifying the Association in writing, but no refund of fees paid shall be allowed.

5.04 Cancellations or suspensions:

- (a) The interest of a member in the Association is not transferable and lapses and ceases to exist:
 - (i) When the member ceases to be a member by withdrawal or otherwise in accordance with the By-laws; or
 - (ii) If at a special meeting of members, a resolution is passed to remove the member by at least 2/3 of the votes cast at the special meeting provided that the member shall be granted an opportunity to be heard at such meeting; or
 - (iii) If the member has failed to pay his or her membership fees.
 - (iv) If a member:
 - (a) fails to pay its accounts in a timely matter;

- (b) fails to comply with the provisions of the bylaws; or
- (c) fails to comply with the members' code of ethics approved from time to time by the membership. Its membership can be terminated in accordance with the procedures set out in section 5.05.

5.05 Notice of Termination of Membership

- (a) If any of the circumstances set out in paragraph 5.04 (a) (iv) arises and the President/CEO determines that a voting member's membership should be terminated, then the President/CEO will issue a Notice of Termination to the member advising him that his membership is not in good standing, providing the reason for the deficiency and providing the member a period of thirty (30) days from the date of the Notice to remedy the situation.
- (b) If the member fails to respond to the Notice or to bring his membership in good standing within the Notice period, then the President/CEO can proceed to terminate the membership and shall provide the member with a notice to that effect.
- (c) If the member disputes the termination of his membership, he can within twenty (20) days of the date of the original Notice of Termination send a notice for the Board of Directors asking for a reconsideration of the termination and provide the reason thereof. The member can also request that he be allowed to make representations before the Board of Directors.
- (d) After due review of the response of the member, the Board can either by a majority vote reinstate the member or confirm the termination of the membership. The decision of the Board on the membership status of the member is final.

SECTION 6 – MEETING OF MEMBERS

6.01 Annual meeting:

- (a) An Annual Meeting shall be held annually at a time and place in Canada designated by the Board.
- (b) The business to be transacted at the Annual Meeting shall be the reading of the auditor's report on the audited financial statement, the approval of such statement, the appointment of its auditors, the consideration of the reports of the Board, election of the Board and such other business as provided for in these By-laws.
- (c) No other business shall be considered at any Annual meetings except business:
 - (i) Specified in the notice calling the meeting,

- (ii) Specified by at least 5 per cent (5%) of the voting members in writing to the Secretary within thirty (30) days after the date on which the notice calling the meeting was mailed, and
- (iii) In cases of emergency any business that is approved by a two-thirds majority the Board unless otherwise required by these By-laws.

6.02 Special meeting: The Chair of the Board, or in his or her absence, the Vice-Chair of the Board, or in his absence, any two Directors, must call a Special meeting of the Association when so requested in writing by at least 10 per cent (10%) of the members. The business, for which the meeting was called, shall be the only item of business included in the notice sent to members and shall be the only business conducted at such Special General meeting.

6.03 Notices:

- (a) Notice of the time and place of holding a meeting shall be sent to each member at least forty-five (45) days prior to the date of the meeting.
- (b) Notice of a Meeting shall be in writing to such member's address as it appears in the Association's records and delivered by any of the following means: mail, published in the Association's Newsletter, telegraph, telecopy, electronic mail or delivered by any other form of transmitted or recorded message by which the receiver may produce a printed copy upon receiving transmission and by which the sender is able to receive written confirmation that the transmission was successfully delivered. Notice of any meeting should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind voting members that he has the right to vote by proxy.

6.04 Quorum: At all meetings of the Association, 10 per cent (10%) of members who are represented at these meetings by person or by proxy shall constitute a quorum. If a quorum is not present, the presiding Officer may adjourn the meeting to a day and hour fixed by him with the same effect as if held as above provided.

6.05 Representation: Each member in good standing shall be entitled to be represented at each meeting by an individual who has been designated in writing to the Association as a representative.

6.06 Voting:

- (a) Each voting member shall be entitled to one vote at any meeting of the Association.
- (b) Each voting member shall designate an individual to represent the member at any meeting of the Association. Notice of such designation must be filed with the Association in writing prior to the meeting at which the vote is to be cast.

- 6.07** Proxies: Voting members not represented at a meeting of the Association may assign, in writing, their vote to the representative of another voting member recorded as a representative at that meeting of the Association and the voting member assigning the proxy shall file notification in writing of the assignment with the Association, prior to the meeting at which the vote is to be cast. No representative of a Voting Member can hold more than one proxy at any time.
- 6.08** Majority: At all meetings of members of the Association, every question shall be determined by a majority of votes by the members entitled to vote thereat unless otherwise specifically provided by statute or in these By-laws.

SECTION 7 – BOARD OF DIRECTORS

7.01 Composition:

- (a) The Board of Directors shall be comprised of a minimum of three and no more than sixteen Directors, as follows:
- (i) A maximum of eight (8) Representative Directors, elected by the membership, in the following categories of membership:
 - One (1) Director in Destinations
 - One (1) Director in Transportation
 - One (1) Director in Accommodations
 - One (1) Director in Travel Trade
 - One (1) Director in Industry Suppliers
 - One (1) Director in Convention/Incentive Travel
 - One (1) Director in Sectoral or Industry Associations
 - One (1) Director in Attractions/Events
 - (ii) A maximum of seven (7) Directors, appointed by the Board, from any of the categories of membership in 7.01(a)i.
 - (iii) One Representative Director, appointed by the Board, from the Provincial/Territorial Tourism Industry Association category.
- (b) At no time will there be more than three (3) directors from any category of membership.

7.02 Eligibility:

- (a) The members shall elect the Directors of the Association from the nominations as received and presented by the Nominating Committee. Any individual so nominated must be a representative of a voting member of the

Association.

- (b) Former employees of the Association cannot be elected as Directors of the Association until two (2) years after their last day of work at the Association.
- (c) Directors of the Association cannot be less than eighteen (18) years of age, must be individuals, and must have the capacity under law to contract.

7.03 Nominating procedure:

- (a) The Nominating Committee will submit in writing to all voting members in good standing a request for nominations to the Board at least forty-five (45) days prior to the Annual Meeting. A voting member prior to the closing of nominations shall second each nomination to the Board. The seconder must be a member in good standing but need not be a member in the same category as the nominee for Director. There shall be no limit to the number of nominations for each seat. The list of Board nominations will be sent to all voting members not fewer than fourteen (14) days prior to the meeting called for that purpose.
- (b) No member of the Nominating Committee shall him or herself be put forward as a nominee for the Board, for at least sixty (60) days from the date of his or her removal or resignation from the Nomination Committee.
- (c) There will be no nominations accepted less than fifteen (15) days before the Annual Meeting or Special meeting called for that purpose.
- (d) The Board of Directors will appoint a maximum of four (4) Directors each year prior to sixty (60) days of the Annual General Meeting.
- (d) The Members must ratify the Board of Directors appointments at the Annual General Meeting by a majority vote.

7.04 Election:

- (a) A complete list of nominations for Directors shall be presented at the Annual Meeting or Special meeting when an election is to be held.
- (b) All voting members shall elect the Directors at the time of the Annual General Meeting.
- (c) Should the total number of nominations for each seat be greater than one (1), an election shall be held by secret ballot unless otherwise agreed to by a two-thirds majority vote of the voting representatives at such meeting. The Board in accordance with all legal requirements of the Association shall determine the voting procedures.

7.05 Removal of Director: A Director may be removed from the Board by a resolution passed by a two-thirds majority vote of all Voting Members provided that notice of such proposed resolution is given with the notice calling any such meeting.

7.06 Vacancy: A vacancy in the Board shall be filled as follows:

- (a) If the vacancy occurs as a result of the removal of any Director by the Members in accordance with Article 7.05, it may be filled upon the vote of a majority of the Members and any Director elected to fill the removed Director's place shall hold office for the remainder of the removed Director's term;
- (b) Any other vacancy on the Board may be filled by the remainder of the term by the Directors in office, provided there is a quorum. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy and, in default or there are no Directors then in office, the meeting may be called by any Member; or
- (c) Otherwise such vacancy shall be filled at the next Annual Meeting of the Members at which directors for the ensuing year are elected.

7.07 Powers:

- (a) The supervision of the President/CEO and the control of the affairs, funds and property of the Association shall be vested in the Board, which shall have the right to delegate, in whole or in part, to Committee(s), such of its powers as may be deemed advisable. The Board may rescind such delegated powers at any time.
- (b) The Board shall appoint any Committees and or task forces as may be deemed advisable and set their terms of reference.
- (c) The President/CEO shall appoint any committees or task forces as may be deemed advisable to assist him or her in gathering industry input and involvement in matters of industry concern. The President/CEO will set out the terms of reference for all his/her committees or task forces.

7.08 Nominating Committee:

- (a) There shall be a Nominating Committee composed of at least three (3) individuals, provided that at least one (1) of them is a Director. The balance of the individuals sitting on the Nominating Committee shall be comprised of directors and/or members.
- (b) The Board shall appoint the members of Nominating Committee.
- (c) The Nominating Committee shall exercise such powers as are authorized by the Board.
- (d) Any Nominating Committee member may be removed by a majority vote of the Board.
- (e) Nominating Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

7.09 Terms of office:

- (a) Commencing with the election in 2009, in odd-numbered years, nominations and elections will be held for a maximum of:

Four Representative Directors elected by the membership from:

- (i) One Director from Destinations;
- (ii) One Director from Travel Trade;
- (iii) One Director from Transportation;
- (iv) One Director from Accommodations; and

Four Directors appointed by the Board from any of the eight categories (7.01(a)i).

- (b) Commencing with the election in 2010, in even-numbered years, nominations and elections will be held for a maximum of:

Four Representative Directors elected by the membership from:

- (i) One Director from Industry Suppliers;
- (ii) One Director from Convention/Incentive Travel;
- (iii) One Director from Attraction/Events;
- (iv) One Director from Sectoral/Industry Associations; and

Three Directors appointed by the Board from any of the eight categories (7.01(a)i).

One Representative Director appointed by the Board from the name provided by the Provincial/Territorial Industry Association Category.

- (c) The term of any Director is for a two (2) year period. A Director cannot occupy the position for more than three (3) terms or six (6) years, effective following the October 26th, 2003 elections.

7.10 Meetings: The Board of Directors shall meet at least three times a year and at the request of the Chair or any three Directors. Notice of the time and place of any meeting of the Board of Directors shall be sent to each Director at least fourteen (14) days prior to the date of the meeting provided, however, a meeting of Directors may be held at any time and without formal notice being given if all Directors participate in the meeting and sign a waiver of Notice of Meeting, or if a quorum is present and those directors who are absent either before or after the meeting sign their consent in writing to holding of the meeting in their absence.

- 7.11** Notice: Notice of a Director's Meeting shall be in writing, and delivered by mail, published in the Association's Newsletter, telegraph, telecopy, electronic mail or delivered by any other form of transmitted or recorded message by which the receiver may produce a printed copy upon receiving transmission and by which the sender is able to receive written confirmation that the transmission was successfully delivered.
- 7.12** Meeting by electronic means: A Director may participate in a meeting of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. All Directors must consent to telephone meetings.
- 7.13** Voting: Each Director shall have one vote.
- 7.14** Quorum: A majority of the Board shall constitute a quorum and a majority of votes at any meeting of the Board shall be required for passage of a motion of the Board, unless otherwise stipulated in these By-laws.
- 7.15** Designate: Any other individual may not represent a Director at a Directors' meeting.
- 7.16** Remuneration: Directors shall serve the Association without remuneration except for costs, charges and expenses reasonably incurred in carrying out the business of the Association, which may be reimbursed by the Association on the approval of the Board.

SECTION 8 – OFFICERS

- 8.01** Positions of officers: The Officers shall consist of the Chair of the Board, one or two Vice-Chairs of the Board (as determined by the Board) and other such Officers as considered necessary by the Board. The Board shall determine the duties of such other officers.
- 8.02** Nominations: The Board shall elect its Chair from amongst its members by simple majority. More than one nomination can be put forward. The Board shall also elect one or two Vice-Chairs to serve as Chair in the absence of the Chair. The Board shall appoint all other Officers of the Association as required.
- 8.03** Terms of office: The terms of the Chair and Vice-Chair(s) are for a one (1) year period and may be repeated for a second year if the Board re-elects the said individual for a second term. The Chair or Vice-Chair cannot occupy the said position for more than two (2) consecutive years.
- 8.04** Vacancy: If a vacancy occurs in any office, the Board at its next meeting shall fill such vacancy.
- 8.05** Removal: The Board may, by a two-thirds vote, suspend, terminate or re-instate any Officer at any time for any cause, which in the judgment of the Board justifies such action.

8.06 Duties:

- (a) The Chair of the Board shall be responsible to and act on behalf of the Board in all matters of Association business and shall preside at all meetings of the Board and members and, in his absence, one of the Vice-Chair shall be designated to do so.
- (b) The Vice-Chairs in the absence or disability or refusal to act of the Chair shall perform all the duties and have all the authority invested in the Chair and if a Vice-Chair shall exercise any such duties or authorities, the absence or disability or refusal to act as the Chair shall be presumed with reference thereto. A Vice-Chair shall also perform such duties and exercise such powers of the Chair as the Chair may delegate from time to time to the Vice-Chair or as the Board may determine.

SECTION 9 – INDEMNIFICATION AND CONFLICT OF INTEREST

9.01 Indemnification:

- (a) All Directors and Officers of the Association and their heirs, executors and administrators, and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against:
 - (i) All costs, charges and expenses whatsoever which Directors or Officers 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 howsoever made, done or permitted by them in or about the execution of the duties of their offices; and,
 - (ii) All other costs, charges and expenses that they sustain or incur in or about or in relation to the issue thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

9.02 Conflict of interest: The Board shall from time to time issue guidelines or procedures with respect to conflict of interest rules for the Directors.

SECTION 10 – FINANCE

10.01 Dues: The Board shall approve a schedule of fees for each category of membership, which may vary within a category of membership.

10.02 Auditing:

- (a) The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting.

- (b) The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor.
- (c) The board of directors shall fix the remuneration of the auditor, if any.

10.03 Fiscal year: The fiscal year of the Association shall terminate on the last day of August in each year.

10.04 Signing officers: All cheques, promissory notes, contracts, certificates of membership and official documents shall bear the signature of any two of the persons designated by the Board to sign and countersign such papers.

10.05 Books and records: The Directors shall see that all necessary books and records of the Association required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

SECTION 11 – BY-LAW AMENDMENTS

11.01 The By-laws of the Association may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members at a meeting duly called for the purpose of considering the said by-law provided that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.