

REGIONAL COUNCILS

TERMS OF REFERENCE

1. DEFINITIONS

- **“ACTA”** means the Association of Canadian Travel Agencies;
- **“ACTA Management Team”** means the President and COO, Director of Operations, Director of Digital and Communications and the Director of Education;
- **“Allied Member”** means a Member that meets the criteria for Allied Membership set by the Board from time to time;
- **“Board”** means the board of directors of ACTA;
- **“By-Law”** means the by-laws of ACTA as amended and which are, from time to time, in force and effect;
- **“Certified Travel Counsellor (or CTC)”** means a Member that meets the criteria for Certified Membership set by the Board from time to time;
- **“Certified Travel Manager (or CTM)”** means a Member that meets the criteria for Certified Membership set by the Board from time to time;
- **“Director”** means a member of the Board;
- **“Management”** means a person in a senior or managerial position within a company.
- **“Member”** means a member of ACTA and includes a Retail Member, Allied Member and a Certified Member and where references are made to “Member” in these Terms of Reference, the reference shall be deemed to be only to that class or those classes of Members entitled to receive notice of, attend and vote at such meeting or vote on such matter;
- **“Non-Disclosure Agreement”** means a document prepared by ACTA and signed by Board members, Council members, Staff or any person determined to be required to sign the Non-Disclosure Agreement, herein called the NDA, binding the individual to the confidentiality terms as outlined in the NDA;
- **“Office”** means a position with specific duties to manage the affairs of the Corporation which include the Chair of the Board, the Vice-Chair of the Board, President, Secretary and Treasurer. Two or more offices may be held by the same person.
- **“Officer”** means an individual elected to fulfill the role of an office of the Corporation such as the Chair of the Board, Vice-Chair of the Board, President, Secretary and Treasurer.
- **“Regional Officer”** means an individual elected to fulfill the role of a regional office of a Regional Council such as Chair and/or Vice-Chair for a Region.
- **“Retail Member”** means a Member that meets the criteria for Retail Membership set by the Board from time to time;

2. PURPOSE

Wherein the Association of Canadian Travel Agencies (herein referred to as ACTA) no longer has bylaws that are specific to Regional Councils, Terms of Reference have been established by the Board of Directors for the purpose of functionality and consistency with Regional Councils and to define terms and requirement of the Regional Council Chair, Vice-Chair and Regional Members.

There shall be Regional Councils in the following regions of:

- a) British Columbia/Yukon;
- b) Alberta/Northwest Territories;
- c) Saskatchewan;
- d) Manitoba/Nunavut;
- e) Ontario;
- f) Quebec; and
- g) Atlantic.

The purpose of Regional Councils is to provide a consultative forum to advise on local and provincial issues and to advise and support on the direction, planning and strategies that support the goals and objectives of ACTA.

3. ROLES & RESPONSIBILITIES

3.1 MANDATE

- a) The Regional Council shall provide input to the Regional Manager/ACTA on:
 - i. Promoting the value of the travel professional
 - ii. Enhancing ACTA's visibility as an advocate for the travel industry
 - iii. Promoting the travel industry as a desirable career option
 - iv. Promoting the professionalism of the industry through certification
- b) A Regional Council shall convene periodically. Subject to the constraints of budgets and quorum requirements, each Regional Council must meet at least three (3) times in each calendar year, either in person or by conference call.

3.2 COMMUNICATION AND DISSEMINATION

- a) Any motion or vote put to a Regional Council shall be decided by a vote of the majority of the votes cast, unless a higher standard is prescribed by the Board of Directors of ACTA. Any motion that is passed by a Regional Council shall be

presented to ACTA Management. ACTA Management will discuss and determine necessity of presenting to the Board of ACTA.

- b) A meeting of a Regional Council shall be entitled to address any issue and vote on any motion that is put to it, but (except as set forth in paragraph 3.2 c) the result of such vote shall be advisory only, and not binding upon ACTA.
- c) Notwithstanding paragraph 3.2 b), a Regional Council shall be entitled to select the regional officers who are to serve it and ACTA, as set forth in paragraph 3.

3.3 SCOPE

- a) The scope of the Regional Council will include but is not limited to the following:
 - i. Discuss ongoing industry issues;
 - ii. Promote value of ACTA membership;
 - iii. Advice and recommendations to the Regional Manager/ACTA Management Team on any Regional/Provincial Issues;
 - iv. Identify potential membership benefits and partnership opportunities.

4. MEMBERSHIP

4.1 Regional Members

- a) In order to sit on a Regional Council, one must be:
 - i. a Principal of a Retail Travel Agency in good standing in the region, or
 - ii. authorized in writing by a Principal of a Retail Travel Agency in good standing in the region, or
 - iii. someone who fills a management function (as that term is defined or determined by the Board of ACTA) with a Retail Travel Agency in good standing in the region, or
 - iv. someone who has their CTC or CTM designation in good standing and works in an ACTA member Retail Travel Agency, or
 - v. someone who fills a management function (as that term is defined or determined by the Board of ACTA) with either
 - a consortium of, or
 - a head office of a chain of, or
 - a franchisor, of

Retail Travel Agencies in good standing in the region, whether or not such consortium, chain or franchisor is also associated with Retail Travel Agencies located outside of the Region, and must be either

- vi. elected pursuant to the procedure outlines in subparagraph b), or
 - vii. appointed pursuant to the procedure outlined in subparagraph e), and must,
 - viii. confirm in writing that he/she agrees to serve in this capacity so as to further the objectives and mission of ACTA, as set forth in the Bylaws.
- b) Election for Regional Council members shall be conducted in a manner determined by the Board, as set out in Appendix A of the Terms of Reference.
- c) Each Retail Travel Agency with an address in one of the specific regions, as outlined in paragraph 2, shall be deemed to be a member of ACTA in and for that geographic region (the “Region”), and shall be entitled to one vote in the election of members of the Regional Council for that Region.
- d) Each Retail Travel Agency shall provide to its Regional Council office, or the ACTA office, as determined by ACTA, a written ballot in form and substance as stipulated by ACTA, pursuant to which such Retail Travel Agent exercises its vote.
- e) The elected members of a Regional Council shall be entitled (but not obliged) to appoint on its own initiative, but without derogating from these Terms of Reference or its Appendix(cies), one or more additional Regional Council members, provided that:
- i. each meet the criteria set forth in section 4.1 a) i. or ii. or iii. or iv., or v., and viii., or
 - ii. there is a majority vote of the Regional Council if the appointment is someone who fills a management function (as that term is defined or determined by the Board of ACTA) with an Allied Member in good standing in the region, and
 - iii. the number of appointed members shall at no time exceed one-third of the size of the Regional Council.
- f) The size, composition and term of each Regional Council shall be as determined from time to time by the Board. The Board has put forth some recommendations as set out in **Appendix A** of the Terms of Reference. Unless the Atlantic Canada Regional Council agrees in writing, the Board shall always provide for at least one member of that Regional Council to come from each of the provinces within that region.
- g) The elected members of a Regional Council can serve for the term (as set forth in paragraph 4.1 f) and 5.2 c)) for which he/she is properly elected or appointed, unless his/her term on the Regional Council is curtailed by reason of:
- i. the fact that the Retail Travel Agency of which he/she is a Principal ceases to be a member in good standing of ACTA, or

- ii. the members of the constituency that selected or appointed him/her decide, by a majority vote of those voting, that it is in the best interests of ACTA to terminate his/her term, or
 - iii. the members of the Board decide that he/she has violated a provincial or federal law or regulation, an ACTA by-law, or a policy or rule of ACTA, and that it is in the best interests of ACTA to terminate him/her, by a vote of a majority of those voting (excluding the council member in question, if relevant) and after the council member in question is afforded an opportunity (in person or otherwise as the Board shall determine) to hear and respond to the reasons cited in support of his/her termination, or
 - iv. he/she dies, or
 - v. he/she ceases to meet the requirements of paragraphs 4.1 a) and 4.1 g).

- h) All members of a Regional Council shall serve as such without remuneration, but may receive reimbursement for reasonable expenses incurred on behalf of ACTA in their respective capacity as a member of a Regional Council. Expense limits for ACTA have been established as included in **Appendix C of the Terms of Reference** and subject to review by the Board of ACTA at any time.

- i) All members of a Regional Council shall nominate one person from the Regional Council to which this person will submit an application to the ACTA Nominating Committee for consideration of the proposed slate of names for the ACTA Board of Directors. The nomination and application of an individual to the ACTA Nominating Committee will be conducted every year. Article 5.2 of By-laws No. 1 states that the Board must include at least one individual from each of the regions set out below:
 - (i) British Columbia/Yukon;
 - (ii) Alberta/Northwest Territories;
 - (iii) Saskatchewan;
 - (iv) Manitoba/Nunavut;
 - (v) Ontario;
 - (vi) Quebec; and
 - (vii) Atlantic

The Board shall include at least one individual with a CTC or a CTM certification in good standing which individual may also qualify as an individual from one of the regions.

5. Regional Officers of a Regional Council

5.1 Description of Offices

5.1.1 Chair

- a) Each Regional Council shall select from amongst its numbers, one person from the retail member category to serve as its Chair.
- b) The Chair of the meeting shall not be entitled to cast a ballot unless there is a tie, in which case he/she shall cast the deciding ballot.

5.1.2 Vice-Chair

- a) Each Regional Council shall be entitled (but not obliged) to select from amongst its numbers, a Vice-Chair, from the retail member category.
- b) If the Chair is absent or is unable or refuses to act, the Vice-Chair, if any, shall, when present, preside at all meetings of the Regional Council and shall have such other duties and powers as the Regional Council may specify.

5.2 Election of Regional Officers

- a) The selection of any and all regional officers of a Regional Council shall adhere to the following procedure:
 - i. each retail member of the Regional Council shall be deemed to be standing for election to any and all offices within that Regional Council, unless he/she declares himself/herself unable or unwilling to serve at the outset of the election process;
 - ii. if the current chair of the Regional Council is eligible for election, he/she shall (for the duration of the election process) cede the chair to a member who is not eligible or (if no such member is present) to such other person as he/she deems appropriate;
 - iii. by the (show-of-hands) vote of a majority of the votes cast, the Regional Council shall determine if there shall be an election for any or all of the positions noted in paragraph 5.1.1 and 5.1.2;
 - iv. each member who has not declared himself/herself unable or unwilling to serve shall be afforded an opportunity to address the meeting for no more than five minutes, with the order of presentation being selected at random;
 - v. voting for the election of Regional Officers shall be by secret ballot;

- vi. the first election shall be for the position of Chair (if the position is vacant) and once that position is filled, the second election shall be for Vice-Chair (if applicable);
 - vii. in the case of each election, a majority of the votes cast shall determine the winner and in the event that no majority is established on any ballot, the candidate(s) with the lowest number of votes shall be deleted from a subsequent ballot, and so on until a majority is declared;
 - viii. in the event of a procedural question, or an impasse, arising during the course of the election, the Board of ACTA shall be consulted and its determination of the procedure to be followed (provided it is not inconsistent with anything in the Terms of Reference and Appendix(cies)) shall govern; and in the event that it is not available to rule immediately the election shall be adjourned until it can be consulted.
- b) The selection of any and all regional officers of a Regional Council shall take place at the earliest meeting(s) held following the selection of the members of such Regional Council, and at such times as a vacancy in such position may occur.
- c) Each regional officer shall serve a term of two (2) years or until his successor is selected should the officer vacate the position within the two (2) year term, or as established by the Board of ACTA set out in Appendix A of the Terms of Reference.
- d) A Regional Council Officer shall be removed from office in the event that:
- i. the Retail Travel Agency of which he/she is a Principal ceases to be a member in good standing of ACTA, or
 - ii. the members of the Regional Council decide that it is in the best interests of ACTA to terminate him/her, by a vote of a majority of those voting (excluding the regional officer in question) after the regional officer in question is afforded an opportunity to hear and respond to the reasons cited in support of his/her termination, or
 - iii. the members of the Regional Council have confirmed that he/she has violated a provincial or federal law or regulation, an ACTA by-law, or a policy or rule of ACTA, and that it is in the best interests of ACTA to terminate him/her, by a vote of a majority of those voting (excluding the regional officer in question, if relevant) after the regional officer in question is afforded an opportunity (in person or otherwise as the Regional Council shall determine) to hear and respond to the reasons cited in support of his/her termination, or
 - iv. he/she dies, or
 - v. he/she ceases to serve on the Regional Council or otherwise ceases to meet the requirements of paragraphs 4.1 a) or 5.3 d).

6. PROCEDURES/OPERATION

- 6.1 **Attendance:** Attendance at a meeting of a Regional Council shall be restricted to members of that Regional Council (who shall be the only persons entitled to move or second a motion, and to vote), the Regional Manager, the Chair of ACTA, the President and COO of ACTA, guests invited by the Regional Council and those whose presence is acceptable to the chair of the meeting.
- 6.2 **Quorum:** In order to satisfy the quorum requirements that are a pre-requisite to the legitimacy of such meeting, no fewer than fifty per cent (50%) of the members of the Regional Council must attend in person. No proxies shall be allowed.
- 6.3 **Chair of the Meeting:** In the event that the Chair and the Vice Chair are absent, the Retail Members who are present and entitled to vote at the meeting shall choose another Retail Member present at the meeting to chair the meeting.
- 6.4 **In-person Meetings:** Unless the meeting is by way of conference call, each meeting of a Regional Council shall take place in that Region, or in the location of a national conference or event that is organized, sponsored or endorsed by ACTA.
- 6.5 **Notice of Meetings:** Each member of a Regional Council shall be entitled to receive notice of the date, time, location and expected agenda for each such meeting at least five (5) business days prior to the date of such meeting, or unless otherwise determined by the Chair of the Regional Council. Notice may be provided by mail, by fax or electronically, and the inadvertent failure to effect such notification to one or more of the members entitled to it shall not negate the business transacted at such a meeting.
- 6.6 **Meeting Agendas:** Regional Manager will prepare meeting agendas with input from the ACTA Management Team of ACTA and/or regional councils. Meeting agenda items to be regularly included are outlined in Appendix A of the Terms of Reference.
- 6.7 **Minutes:** The Chair of the meeting shall ensure that minutes of it are kept, and the recording of the results of any vote, in those minutes, shall be conclusive proof of the outcome reported.
- 6.8 **Voting:** Voting shall be by show of hands unless a secret ballot is demanded by at least fifty (50) % of the members of the Regional Council present.
- 6.9 **Motions:** In lieu of holding a meeting, a Regional Council may pass a motion if a written record of it is signed by all members of the Regional Council. Any motion that is passed by a Regional Council shall be presented to the ACTA Management Team. The ACTA Management Team will discuss and determine necessity of presenting to the Board of ACTA.

- 6.10 **Adjournment:** A meeting may be adjourned, at its conclusion or to another date and/or location, upon the vote of the meeting or upon the decision of the Chair.
- 6.11 Regional Council meeting minutes will be prepared by the Regional Manager and forwarded to the Management Team and President and COO of ACTA. Regional Council minutes will be shared with the Board of ACTA. The Regional Manager shall document and make accessible to Regional Council members and provide to the ACTA Management Team any policies made by the Regional Council.
- 6.12 All matters addressed at, all material circulated in advance of or in connection with, and all decisions taken by a meeting of a Regional Council shall be confidential until and unless publicized with the approval of the President or the Board of ACTA. Regional Council members must sign a notice of non-disclosure before attending his/her first Regional Council meeting. The Regional Manager will retain all signed non-disclosure agreements during the term of the Regional Council members.

7. TERMS OF REFERENCE

- 7.1 The terms of reference will be reviewed and updated by the ACTA Management Team and/or the Board of ACTA as required to ensure that the information is current and appropriate.

APPENDIX A

Election process for Regional Councils:

I. Size of the Regional Council

The number of positions on a Regional Council will be determined by the Regional Council with the Board of Directors recommendation that it is in the range of six (6) to twelve (12). The Regional Council has the discretion to set the number of positions on a Regional Council from time to time **but** must advise the ACTA Management Team the number set for any given year and must be received by the Officers of the Corporation.

II. Composition of the Regional Council

The Regional Council will determine if the positions on the Council are geographically based. Section 4.1.f in the Terms of Reference does stipulate however, unless the Atlantic Canada Regional Council agrees in writing, the Board shall always provide for at least one member of that Regional Council to come from each of the provinces within that region.

III. Term of the Regional Council Members

As noted in 5.2. c) of the Terms of Reference, each officer shall serve a term of two (2) years or until his successor is selected should the officer vacate the position within the two (2) year term, or as established by the Board of ACTA set out in Appendix A of the Terms of Reference.

While a maximum 10 year term to serve on a Regional Council is recommended, the Regional Council has the discretion to set their own maximum term from time to time.

IV. Election of the Regional Council

Elections should be held every year with a staggered number in order to ensure continuity within the Region Council.

As noted in 4.1 i) all members of a Regional Council shall nominate one person from the Regional Council to a slate of names to be elected by the eligible voting membership at large to vie for a position on the ACTA Board of Directors. The nomination of an individual to a slate of names will be conducted every year. Article 5.2 of By-laws No. 1 states that the Board must include at least one individual from each of the regions set out below:

- (i) British Columbia/Yukon;
- (ii) Alberta/Northwest Territories;
- (iii) Saskatchewan;
- (iv) Manitoba/Nunavut;
- (v) Ontario;
- (vi) Quebec; and
- (vii) Atlantic

To ensure that a Regional Council has had an opportunity to select a nominee and the nominee submits an application to the ACTA Nominating Committee for consideration to the proposed slate of names for election to the ACTA Board of Directors and fulfill this geographic requirement, it is recommended that the following process takes place:

Process	Time Deadlines
Notice of Election forms sent to membership	Within 18 to 25 weeks prior to the AGM
Nominations Due	Allow for two (2) or three (3) weeks to accept nominations
IF MORE NOMINEES THAN POSITIONS, THEN THERE IS AN ELECTION	
IF there is an election...	
Candidate list sent to membership	Send the candidate list to eligible voting membership via email with ballots and procedures the week following the nominations deadline
Votes due	Allow for two (2) or three (3) weeks to accept votes
Winners are declared	Announce the members of council the week following the deadline for votes.
First council meeting	Applications to the Board of Directors must be received by the Nominating Committee not less than seven (7) weeks prior to the Annual General Meeting. Based on the requirement for a Regional Council to nominate one person and that person submits an application to the ACTA Nominating Committee for consideration to the proposed slate of names to be elected by the eligible voting membership, the first council meeting, therefore, must take place at least seven (7) weeks prior to the AGM. As well, as noted in 5.2 b), the selection of any and all officers of a Regional Council shall take place at the earliest meeting(s) held following the selection of the members of such Regional Council, and at such times as a vacancy in such position may occur. Therefore, it is recommended that the selection of regional council officers be elected at least seven (7) weeks prior to the AGM.

V. Procedures/Operations of the Regional Council

V.I Meeting Agendas: As noted in 6.5 of the Terms of Reference, the Regional Manager will prepare meeting agendas with input from the ACTA Management Team of ACTA and/or regional councils. Meeting agenda items to be regularly included but not limited to include:

- i. Minutes of previous meeting
- ii. ACTA activities
- iii. Regional Issues
- iv. Provincial Issues
- v. Marketing Strategies/Plan

V.II Regional Council Appointments: The appointment of Regional Council Members, or Members in general, may be expected to fulfill provincial requirements such as the

appointment of individuals to the Travel Industry Council of Ontario (TICO) Board of Directors in Ontario. In this case, the appointees to the TICO Board of Directors will be chosen by the ACTA Management Team in consultation with the Ontario Regional Manager and the names will then be submitted to TICO. Again in this case, the TICO appointees do not have to be a member of the Ontario Regional Council but consideration will be given first to candidates from the Ontario Regional Council. Appointees must, however, be a member of ACTA or be a certified member in good standing. Where a region must meet some provincial requirements, it is at the discretion of the Regional Council to determine how these decisions will be reached but any decisions must be presented to the Officers of the Corporation for approval.

V.III Committees: Regional Councils have the discretion to form committees to address a regional issue or assist in the overall advancement of the ACTA mandate.

APPENDIX B

Election process for the National Board of Directors:

I. Date of Annual General Meeting (AGM)

Article 4.2 of By-laws No. 1 states: The Board shall call an annual meeting not later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year. The fiscal year of the Corporation shall end on December 31 of each year or as otherwise set by the Board. This would mean that the AGM must be held prior to June 30 following the year end of December 31.

Unless otherwise decided by the Board of Directors, the AGM shall be held on the second Tuesday in May of every year.

II. Nominating Committee

Under the new Canada Not-for-Profit Corporations Act and ACTA's bylaws, the election of Board of Directors is to be conducted at the AGM. The ACTA Board of Directors will select a Nominating Committee that is responsible for presenting a Proposed Slate of Directors to ACTA members to ensure that the Association is governed with excellence and vision. The ACTA Nominating Committee will consist of three (3) members of the Board of Directors who shall be ineligible for nomination. The Nominating Committee will strive to reflect regional member representation. The Nominating Committee is accountable and reports to the ACTA Board of Directors and it has a separate Terms of Reference to adhere to. The Terms of Reference for the ACTA Nominating Committee is available online for members to review. The Application Process for interested members to seek a position on the ACTA Board of Directors is also contained in the document Nominating Procedure, Board of Directors Criteria and Application Form available online for members to review.

III. Notice of AGM

According to ACTA's bylaws, the annual meeting of Members is for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) electing directors;
- (c) appointing a public accountant, if required under Part 12 of the Act; and
- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any other matters of business shall constitute special business and a special meeting will need to be held.

The Notice of AGM must be sent to eligible members 21 days prior. Allowing for delays, it is recommended that the deadline for the Notice of AGM be sent to eligible members at least four (4) weeks prior to the AGM. No fewer than 9 weeks prior to ACTA's annual general meeting, the Nominating Committee shall seek in writing to Members, the names of eligible Members to consider for possible nomination as Directors for the available positions. This notice will consist of an application process for potential Directors. Applications to the Board of Directors must be signed by the applicant and be received at least seven (7) weeks prior to ACTA's AGM. The Nominating Committee shall consider all applications and the proposed slate of Directors will be circulated to all Members, at least six (6) weeks prior to ACTA's AGM. Should a Member wish to stand for election for an available position in the proposed slate they shall obtain a nomination form from ACTA. The nomination form, signed by at least five voting Members, may be submitted to the Nominating Committee no later than 4 weeks prior to ACTA's annual general meeting

IV. Term for Board Members

The term for Board Members is clearly stated in the ACTA bylaws. In order to ensure 3 appointments to the Board of Directors, 9 individuals must be elected each year.

APPENDIX C

I. Expense Form and Guidelines

As noted under 4.1 h) of the Terms of Reference, all members of a Regional Council shall serve as such without remuneration, but may receive reimbursement for reasonable expenses incurred on behalf of ACTA in their respective capacity as a member of a Regional Council. Expense limits for ACTA have been established as included in **Appendix C of the Terms of Reference** and subject to review by the Board of ACTA at any time. Expense form and guidelines have been attached.

II. Benefits for Council Members

In recognition of the time commitment and valued contribution into the advancement of the ACTA mandate and mission, the cost of the certification enrollment fees for the bundle package for Council Members are waived. For more information on certification, please contact certification@acta.ca.