



BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

CANADIAN URBAN TRANSIT ASSOCIATION (the “Association”)

(approved by Corporations Canada on 25 July 2013)

Table of Contents

<u>Title</u>	<u>Section</u>	<u>Page</u>
General	1	3
Definitions	1.1	3
Interpretation	1.2	4
Corporate Seal	1.3	4
Execution of Documents	1.4	4
Fiscal Year	1.5	5
Banking Arrangements	1.6	5
Borrowing Powers	1.7	5
Annual Financial Statements and Report of the Public Accountant	1.8	5
Members	2	5
Membership Conditions	2.1	5
Authorized Representative	2.2	6
Membership Transferability	2.3	6
Membership Dues, Termination and Discipline	3	7
Membership Dues	3.1	7
Termination of Membership	3.2	7
Effect of Termination of Membership	3.3	7
Discipline of Members	3.4	7
Meetings of Members	4	8
Place of Members’ Meeting	4.1	8
Notice of Members’ Meeting	4.2	8
Annual Members’ Meeting	4.3	8
Special Meetings	4.4	8
Members’ Calling a Members Meeting	4.5	8
Chair of Members’ Meeting	4.6	8
Quorum of Members’ Meeting	4.7	8
Motions at Members’ Meeting	4.8	9
Manner of Voting at Members’ Meeting	4.9	9
Absentee Voting at Members’ Meeting	4.10	9
Votes to Govern at Members’ Meeting	4.11	9
Participation by Electronic Means at Members Meeting	4.12	9
Members’ Meeting Held Entirely by Electronic Means	4.13	10

<u>Title</u>	<u>Section</u>	<u>Page</u>
Directors	5	10
Number of Directors	5.1	10
Election and Term of Directors	5.2	10
Rights at Directors' Meetings	5.3	11
Calling of Directors' Meetings	5.4	11
Notice of Directors' Meeting	5.5	11
Quorum at Directors' Meetings	5.6	11
Votes to Govern at Directors' Meetings	5.7	11
Participation by Electronic Means at Directors' Meetings	5.8	11
Directors' Meeting Held Entirely by Electronic Means	5.9	11
Committees of Board	5.10	12
Appointment of Public Accountant	5.11	12
Remuneration	5.12	12
Termination of Directorship	5.13	12
Vacancy	5.14	12
Officers	6	12
Appointment of Officers	6.1	12
Description of Offices	6.2	13
Election and Appointment of Officers	6.3	14
Vacancy of Office	6.4	14
Notices	7	14
Method of Giving Notice	7.1	14
Omissions and Errors	7.2	15
Waiver of Notice	7.3	15
Invalidity of Any Provision of By-Law	8	15
Dispute Resolution	9	15
Mediation and Arbitration	9.1	15
Dispute Resolution Mechanism	9.2	15
Effective Date	10	16
Make, Amend and Repeal	10.1	16
Not Applicable	10.2	16

SECTION 1 - GENERAL

1.1 Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires,

“Act” means the Canada Not-for-profit Corporations Act, S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“Affiliate Member” means a Member which is a corporation, agency, entity or individual interested in or affiliated with the public transit industry;

“Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

“Audit Committee” means the standing committee appointed by the Board responsible for the monitoring, managing and reporting of the financial viability, financial reporting process, financial and accounting compliance of the Association;

“Board” means the board of Directors of the Association;

“Business Member” means a Member which is an individual, body corporate, partnership, or unincorporated organization engaged in the manufacture or sale of public transit equipment, supplies or services;

“by-law” means this by-law and any other by-law of the Association as amended ad which are, from time to time, in force and effect;

“Chair” means the Chair of the Board;

“Committee Chair” means the Chair of a standing committee of the Association;

“Committee Vice-Chair” means the Vice-Chair of a standing committee of the Association;

“Director” means a member of the Board;

“First Vice-Chair” means the First Vice-Chair of the Board;

“Foreign Transit System Member” means a Member which is an individual, body corporate, partnership, or unincorporated organization which operates a public transit system in a jurisdiction outside of Canada

“Government Agency Member” means a Member which is any department or ministry of the federal government of Canada or a Canadian provincial government, any department of a Canadian regional government or municipal government, or any agency thereof having an interest in urban public transit;

“Honourary Counsel” means the Honourary Counsel to the Association;

“Internal Director” means a senior staff of the Association, responsible for overseeing and directing business activities in a specific area;

“Large Transit System” means a transit system operating ninety-five (95) or more active transit vehicles, including conventional and specialized transit vehicles, as set out in the Association’s Canadian Transit Fact Book;

“Member” means a member of the Association;

“National Committees” means the standing committees formed by the Association to address the concerns of the transit industry having Canadian national implication;

“Nominating Committee” means the standing committee formed by the Association responsible for the preparation of the list of candidates to hold the office of Director and Officer, and sit as a Chair on a National Committee;

“President” means the Chief Executive Officer;

“Small Transit System” means a transit system which operates with fewer than ninety-five (95) active transit vehicles, including conventional and specialized transit vehicles, as set out in the Association’s Canadian Transit Fact Book;

“Specialized Transit” means an individual, body corporate, partnership, or unincorporated organization which operates a public transit system in Canada for the citizens of a jurisdiction who have a disability which prevents them, on a regular basis, from being able to use the regular, fixed route public transit system in the jurisdiction;

"Term" means, for purposes of the positions of the Chair and the First Vice Chair in Section 5, service of a full term, and service of a partial term, including service of more than half a term in office, shall not be considered or deemed to be a term; and

“Transit System” means an individual, body corporate, partnership, or unincorporated organization which operates a public transit system in Canada, a Small Transit System, a Specialized Transit, or a Large Transit System.

1.2 Interpretation

1.2.1 In the interpretation of this by-law, words importing the singular include the plural and vice-versa, and words in one gender include all genders.

1.2.2 Other than as specified in section 1.1 above, words and expressions defined in the Act have the same meanings when used in this by-law.

1.2.3 In the event of a discrepancy between the English and French versions of this by-law, the English version shall take precedence.

1.2.4 The Chair, in deciding a matter, may consult with the President and/or the Honourary Counsel and/or use the most current edition of “Robert’s Rules of Order, Newly Revised”.

1.3 Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the President shall be the custodian of the corporate seal.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association shall be signed by the President. In addition, the Board may from time to time by resolution direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any person authorized to sign any document may have certified a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

1.5 Fiscal Year

The financial year end of the Association shall be the 31st of December in each year.

1.6 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on banking business in Canada or elsewhere as the Board may designate, appoint or authorized from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.7 Borrowing Powers

1.7.1 The Association may, from time to time, having a value or in an amount up to and equal to One Hundred Thousand Canadian Dollars (CDN\$100,000.00),

1.7.1.1 borrow money on the credit of the Association;

1.7.1.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Association;

1.7.1.3 give a guarantee on behalf of the Association to secure performance of an obligation of any person; and

1.7.1.4 mortgage, hypothecate, 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.

1.7.2 Should the value or amount of the indebtedness exceed One Hundred Thousand Canadian Dollars (CDN\$100,000.00), the approval of the Board is required.

1.8 Annual Financial Statements and Report of the Public Accountant

1.8.1 The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act and the report of the public accountant referred to in section 191 (Report on Financial Statements) of the Act to the Members, publish a notice to the Members stating that the financial statements and documents, and the report are available at the registered office of the Association.

1.8.2 Notwithstanding section 1.8.1, any Member may, on request, obtain a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act and the report of the public accountant referred to in section 191 (Report on Financial Statements) of the Act free of charge at the registered office, by prepaid mail, or by electronic transmission.

SECTION 2 – MEMBERS

2.1 Membership Conditions

2.1.1 Subject to the Articles, there shall be two (2) classes of members in the Association, namely Class A members and Class B members. The Board may, by resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the Board by ordinary resolution. The following conditions of membership shall apply:

2.1.1.1 Class A voting membership shall be available only to persons who have applied and been accepted in the category of Transit System Members and as set out in the Articles, each Member in this category is entitled to receive notice of, attend, speak and vote at all meetings of Members and each such Member shall be entitled to one (1) vote at such meetings.

2.1.1.2 Class B non-voting membership shall be available only to persons who have applied and been accepted in the following categories and, subject to the Articles, each Member of the following categories is entitled to receive notice of, attend and speak at all meetings of the Members but is not entitled to vote at such meetings:

2.1.1.2.1 Business Members.

2.1.1.2.2 Government Agency Members.

2.1.1.2.3 Affiliate Members.

2.1.1.2.4 Foreign Transit System Members.

2.1.2 The term of membership of a Member of any category shall be annual, subject to renewal in accordance with the policies of the Association.

2.1.3 The provisions of the Act, and in particular Sections 197 and 199, apply to any Fundamental Changes to the Association, and without limiting the generality of the foregoing, includes the requirement for a Special Resolution of Members to do any of the following:

2.1.3.1 Changes a condition required for being a Member.

2.1.3.2 Adds, changes or removes a provision respecting the transfer of membership.

2.1.3.3 Changes the manner of giving notice to Members entitled to vote at a meeting of Members.

2.1.3.4 Changes the method of voting by Members not in attendance at a meeting of Members.

2.2 Authorized Representative

2.2.1 Each Member who is not an individual shall designate one (1) authorized representative to represent the Member at any meeting of the Association. The authorized representative shall be the person so designated on the application of the Member, or any renewal thereof.

2.2.2 A Member may change its authorized representative at any time by providing to the President written notice of the change of authorized representative and the effective date and time of the change shall be the date and time specified in the notice.

2.2.3 A Member may designate a different authorized representative for any meeting by providing to the President written notice of the change of authorized representative for the purpose of the meeting no less than forty-eight (48) hours in advance of any meeting.

2.3 Membership Transferability

2.3.1 A membership may only be transferred to the Association.

2.3.2 Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the Members is required to make any amendment to add, change or delete this section of this By-law.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1 Membership Dues

Each Member shall be notified in writing of the membership dues at any time payable by the Member and, if the membership dues are not paid within sixty (60) days of the membership renewal date, the Member's membership shall be suspended. If the Member continues to fail to pay the membership dues within one hundred and twenty (120) days of the membership renewal date, the Member's membership shall be terminated upon ratification by the Board and the Member shall automatically cease to be a Member of the Association.

3.2 Termination of Membership

3.2.1 A membership in the Association is terminated when,

- (a) the Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;
- (b) the Member fails to maintain any qualification required for the membership;
- (c) the Member resigns by delivering a written resignation to the Chair in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is expelled in accordance with section 3.4 or is otherwise terminated in accordance with the Articles or by-laws;
- (e) the Member's term of membership expires; or
- (f) the Association is liquidated or dissolved under the Act.

3.3 Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in property of the Association, automatically cease to exist.

3.4 Discipline of Members

3.4.1 The Board shall have the authority to suspend or expel any Member from the Association for any one or more of the following grounds:

- (a) Violating any provision of the Articles, by-laws, or written policies of the Association.
- (b) Carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;
- (c) For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

3.4.2 In the event that the Board determines that a Member should be expelled or suspended from membership in the Association, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION 4 – MEETINGS OF MEMBERS

4.1 Place of Members' Meeting

Meetings of the Members shall be held at any place and time within Canada determined by the Board.

4.2 Notice of Members' Meeting

4.2.1 Notice of the time and place of a meeting of the Members shall be given to each Member by any of the following means:

- (a) By mail, courier or personal delivery to each Member during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.
- (b) By telephonic, electronic or other communication facility to each Member during a period twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

4.2.2 Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the Members is required to make any amendment to this By-law to change the manner of giving notice to Members entitled to vote at a meeting of Members.

4.3 Annual Members' Meeting

An annual meeting of the Members shall be held no later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Association's preceding financial year.

4.4 Special Meetings

The Board may call a special meeting of the Members at any time upon the provision of at least ten (10) days written notice to the Members.

4.5 Members Calling a Members' Meeting

The Board shall call a special meeting of the Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than five percent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.6 Chair of Members' Meeting

In the event that the Chair and the First Vice-Chair are absent, the Members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

4.7 Quorum at Members' Meetings

4.7.1 A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be at least ten (10) Members having voting rights.

4.7.2 If a quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting if a quorum is not present throughout the meeting.

4.8 Motions at Members' Meetings

Any Member may move or second a motion on a matter on the agenda of that meeting.

4.9 Manner of Voting at Members' Meeting

Subject to section 4.10, voting at a meeting of the Members shall be in accordance with Section 165 of the Act, by a show of hands unless a ballot is demanded by a Member entitled to vote at the meeting, and the Member may demand a ballot before or after any vote by show of hands.

4.10 Absentee Voting at Members' Meeting

4.10.1 Pursuant to subsection 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) A proxy is valid if executed by the Member and the Member has deposited the notice of proxy with the Chair of the meeting prior to the commencement of the meeting.
- (b) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (c) A Member may revoke a proxy by written notice executed by the Member and deposited with the Chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.
- (d) A proxy holder or an alternate proxy holder has the same rights as the Member by whom they were appointed.

4.10.2 Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the Members is required to make any amendment to this by-law to change the method of voting by Members not in attendance at a meeting of the Members.

4.11 Votes to Govern at Members' Meetings

4.11.1 At any meeting of the Members every question shall, unless otherwise provided by the Articles or by-laws or the Act, be determined by a majority of the votes cast on the questions.

4.11.2 In the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting,

- (a) if the Chair is a Transit System Member, the Chair shall have a casting vote; or
- (b) if the Chair is not a Transit System Member, the vote does not pass.

4.12 Participation by Electronic Means at Members' Meetings

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in a manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

4.13 Members' Meeting Held Entirely by Electronic Means

Meetings of the Members may be held entirely by telephonic, an electronic or other communication facility as long as all participants can communicate adequately with each other.

SECTION 5 – DIRECTORS

5.1 Number of Directors

5.1.1 The Board shall consist of a minimum of three (3) and a maximum of forty-five (45) Directors as specified in the Articles.

5.1.2 The Board shall consist of the following:

- (a) The Chair.
- (b) The First Vice-Chair.
- (c) The Vice-Chairs.
- (d) The Committee Chairs of the Regional Committees.
- (e) The Committee Chairs of the National Committees.
- (f) No more than thirty (30) being Transit System Members, of which no more than twenty (20) being Large Transit System Members and no more than twenty (20) being Small Transit System Members, and of which one (1) Member representing Specialized Transit.
- (g) A minimum of eight (8) and a maximum of twelve (12), with preference of ten (10), being Business Members.
- (h) No more than seven (7) being Government Agency Members, Affiliate Members and Foreign Transit System Members.

5.2 Election and Term of Directors

5.2.1 Subject to the Act, and in particular Section 163 of the Act, the Members having voting rights shall elect the Directors at the first meeting of the Members and at each succeeding annual meeting at which an election of Directors is required, and the Directors shall be elected from the slate presented by the Nominating Committee and from any proposal, in accordance with the Act, submitted by any Member having voting rights, to hold office for a term of two (2) years.

5.2.2 Notwithstanding section 5.2.1, a Director may,

- (a) hold office beyond the two (2) year term until the Director's successor is elected; and
- (b) be elected for a one (1) year or three (3) year term to ensure that not less than forty percent (40%) and not more than sixty percent (60%) of Directors are elected in each year.

5.2.3 Notwithstanding section 5.2.1, in the event of a change of membership category by a Director, the Director shall be deemed, effective the date of notification of change of membership category to the Association, to have resigned as Director under the former membership category on which the Director was elected and to have been elected as a

Director under the new membership category until the next annual meeting of the Members on the date of which the Director shall be deemed to have resigned.

5.3 Rights at Directors' Meetings

- 5.3.1 Unless otherwise stated in this by-law, each Director shall have one (1) vote on any matter at any meeting of the Board.
- 5.3.2 Any former Chair who is not a Director shall be entitled to receive notice of, attend and speak at all meetings of the Board but is not entitled to vote at such meetings.

5.4 Calling of Directors' Meetings

- 5.4.1 The Board may meet at any place from time to time as the Board determines but shall meet at least two (2) times a year.
- 5.4.2 Meetings of the Board may be called by the Chair at any time upon the provision of at least forty-eight (48) hours written notice to the Directors.
- 5.4.3 The Chair shall call a special meeting of the Board on written requisition of at least five (5) Directors. If the Chair does not call a meeting within seven (7) days of receiving the requisition, any Director who signed the requisition may call the meeting.

5.5 Notice of Directors' Meeting

- 5.5.1 Unless otherwise provided in this by-law, notice of the time and place of a meeting of the Board shall be given to each Director by mail or telephonic or electronic delivery to each Director at least fifteen (15) days before the day on which the meeting is to be held.
- 5.5.2 Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

5.6 Quorum at Directors' Meetings

A quorum at any of the Board shall be at least twenty-three (23) Directors.

5.7 Votes to Govern at Directors' Meetings

- 5.7.1 Unless otherwise provided by this by-law or the Act, at all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.
- 5.7.2 In case of an equality of votes, the Chair shall have a casting vote.

5.8 Participation by Electronic Means at Directors' Meetings

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in a manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

5.9 Directors' Meetings Held Entirely by Electronic Means

Meetings of the Board may be held entirely by a telephonic, electronic or other communication facility as long as all participants can communicate adequately with each other.

5.10 Committees of Board

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

5.11 Appointment of Public Accountant

Subject to the Act, and on the recommendation and approval of the Audit Committee following the Association's approved procurement process, the Members shall appoint the public accountant to hold office.

5.12 Remuneration

Subject to the Articles and any unanimous member agreement, and on the recommendation and approval of the President and the Executive Committee, the Directors may fix the reasonable remuneration of the Directors, Officers and employees of the Association.

5.13 Termination of Directorship

5.13.1 A Director ceases to hold office when the Director,

- (a) dies;
- (b) resigns;
- (c) is removed by ordinary resolution of a special meeting of the Members in accordance with section 130 of the Act; or
- (d) becomes disqualified under section 126 (Qualifications of Directors) of the Act.

5.13.2 In the event of a change of membership category by a Director, the Director shall be deemed, effective the date of notification of change of membership category to the Association, to have resigned as Director under the former membership category on which the Director was elected and to have been elected as a Director under the new membership category until the next annual meeting of the Members on the date of which the Director shall be deemed to have resigned.

5.14 Vacancy

If a Director ceases to hold office leaving a vacancy on the Board, the Board may appoint any individual Member to serve on the Board until the next annual meeting of the Members.

SECTION 6 – OFFICERS

6.1 Appointment of Officers

6.1.1 The Board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Association.

6.1.2 A Director may be appointed to any office of the Association, except to the office of the President and the office of the Honourary Counsel.

6.1.3 An officer, except the President and the Honourary Counsel, may be a Director.

6.1.4 Two (2) or more offices may be held by the same person.

6.2 Description of Offices

- 6.2.1 Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Association, if designated and if officers are appointed, shall hold office in accordance with the following, and have the following duties and powers associated with their positions:
- (a) Chair of the Board – The Chair shall serve for a one (1) year term. The Chair may be elected for a second consecutive term, and may serve for any number of terms, but shall not serve for more than two (2) consecutive terms. If the Chair wishes to serve for a second term of one (1) year, the Chair must provide a notice to the Nominating Committee in advance of the ninety (90) day deadline for the preparation of the list of potential Directors and Officers. In this event, the Nominating Committee shall consider, but not be obligated to endorse, the nomination of the incumbent chair. The Chair shall, if present, preside at all meetings of the Members, Directors and Executive Committee. The Chair shall direct the management of the business and the affairs of the Association on behalf of the Members and Directors and shall see that all orders and resolutions of the Members, Directors and Executive Committee are carried into effect. The Chair shall not be entitled to vote at any meetings at which the Chair attends, except where the Chair is required to cast a vote to decide a tie. The Chair shall be an ex-officio member of all committees formed by the Association. The Chair shall have such other duties and powers as the Board may specify.
 - (b) First Vice-Chair of the Board - The First Vice-Chair shall serve for a one (1) year term and may be elected for a second consecutive term, and may serve for any number of terms, but shall not serve for more than two (2) consecutive terms. The First Vice-Chair shall act in the absence of the Chair and upon the termination of the Chair, the First Vice-Chair shall immediately become Chair for the remainder of the term for which the Chair was elected.
 - (c) Vice-Chairs – There shall be nine (9) Vice-Chairs of the Association, consisting of the Vice-Chair, Finance, the Vice-Chair, Communications and Public Affairs, the Vice-Chair, Workforce Development, the Vice-Chair, Technical Services, the Vice-Chair, Small Transit Systems, the Vice-Chair, Integrated Mobility, the Vice-Chair, Municipal Councils; and two (2) Vice-Chairs, Business Members. The Vice-Chairs, Business Members shall be those Directors serving as Committee Chair and Committee Vice-Chair of the Business Members Committee. The Vice-Chairs shall serve for a one (1) year term. The Vice-Chairs shall aid the Chair in the discharge of his duties.
 - (d) Immediate Past Chair – The Immediate Past Chair is the most recent past Chair of the Association who is a member of the Association. The Immediate Past Chair manages and provides support to the Nominating Committee.
 - (e) President – If appointed, the President shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The President shall assist the Chair. The President shall be an Ex-Officio member of all committees of the Association but with no voting power. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Association. The President shall act as the secretary of the Association and attend and be the secretary of all meetings of the Association, the Directors and the Executive Committee. The President shall have charge of the documents and records of the Association and shall see that all notices are given as required. The President shall have such other duties and powers as the Board may specify.
 - (f) Treasurer – The Vice-Chair, Finance is the Treasurer of the Association and shall be responsible for the care, custody and investment of all of the funds and securities of the Association. The Treasurer shall supervise the preparation of the budget, review salary proposals and generally work with the staff in all matters relating to the financial administration of the Association. The Treasurer shall make a financial report to the Association at its annual meeting of the Members, and at any other time the Treasurer deems appropriate.
 - (g) Honourary Counsel – If appointed, the Honourary Counsel shall provide advice on legal issues relating to the Association. The Honourary Counsel shall be a member in good standing of a law society of any province in Canada. The Honourary Counsel has no vote in any meeting of the Executive Committee or the Board.

- 6.2.2 The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board or President requires of them.
- 6.2.3 The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

6.3 Election and Appointment of Officers

At the annual meeting of Members where the Directors are elected, the Members having voting rights shall elect the officers from the slate presented by the Nominating Committee and from any proposal, meeting the requirements of a proposal for nominations for election of directors in accordance with the Act, submitted by a Member having voting rights.

6.4 Vacancy of Office

- 6.4.1 In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:
- (a) the officer's successor being appointed;
 - (b) the officer's resignation;
 - (c) such officer ceasing to be a Director (if necessary qualification of appointment); or
 - (d) such officer's death.
- 6.4.2 If the office of any officer of the Association shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

SECTION 7 – NOTICES

7.1 Method of Giving Notice

- 7.1.1 Any notice (which term includes any communication or document) to be given (which term includes, sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the by-laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given,
- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or section 134 (Notice of change of director or director's address) of the Act;
 - (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.
- 7.1.2 A notice shall be deemed to have been given when,
- (a) if delivered in accordance with clause 7.1.1(a), it is delivered personally or to the recorded address;
 - (c) if delivered in accordance with clause 7.1.1(b), it is deposited in a post office or public letter box;

- (d) if delivered in accordance with clause 7.1.1(c), it is dispatched or delivered to the appropriate communications company or agency or its representative for dispatch.

7.1.3 The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a committee in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer to any notice or other document to be given by the Association, may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

7.2 Omissions and Errors

The accidental omission to give or send any notice to any Member, Director, Officer, member of a committee or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice pertained or otherwise founded on such notice.

7.3 Waiver of Notice

A Director may waive notice of a meeting of Directors, and attendance of a Director at a meeting of Directors is a waiver of notice of the meeting, except if the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

SECTION 8 – INVALIDITY OF ANY PROVISION OF BY-LAW

8.1 The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

SECTION 9 – DISPUTE RESOLUTION

9.1 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in section 9.2 of this by-law.

9.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Association arising out of or related to the Articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members, employees or volunteers of the Association as set out in the Articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoint one (1) mediator, the other party (or if applicable the Board) appoints one (1) mediator, and the two (2) mediators so appointed jointly appoint a third mediator. The three (3) mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one (1) or two (2) upon agreement of the parties.

- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to in above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 10 – EFFECTIVE DATE

10.1 Make, Amend and Repeal

Subject to the Articles and section 10.2, the Board may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting Members or if it is rejected by the Members at the meeting

10.2 Not Applicable

Section 10.1 does not apply to a by-law that requires a special resolution of the Members according to subsection 197(1) (Fundamental Change) of the Act because such by-law amendments or repeals are only effective when confirmed by the Members.

SECTION 11 – APPLICATION OF ACT

- 11.1 This by-law is subordinate to, and should be read in conjunction with the Act.