

Ontario Public Transit Association

2025 REVISED & RESTATED

GENERAL BY-LAWS

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GENERAL BY-LAWS

A By-law relating generally to the conduct of the affairs of the Ontario Public Transit Association (the “Association”).

BE IT ENACTED as a by-law of the Association as follows:

Part A -General

1. Interpretation

In this by-law, and in any other by-laws hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be.

A reference to majority shall mean simple majority unless otherwise provided.

2. Definitions

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

- 2.1 “Act” means the *Not-for-Profit Corporations Act*, S.O. 2010, C.15, and any statute amending or enacting in substitution therefore, from time to time.
- 2.2 “Affiliate Member” means a corporation, agency, entity or individual affiliated with the public and/or private transit/community transportation industry, not eligible as an Individual Member, a Business Member or a Transit System Member, and approved as an Affiliate Member by the Board.
- 2.3 “Annual Meeting” means the annual meeting of Members.
- 2.4 “Articles” means any instrument that incorporates a corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act.
- 2.5 “Association” means the Association incorporated under the Act by Letters Patent and renamed by Supplementary Letters Patent the Ontario Public Transit Association.

- 2.6 “Auditor” means the auditor of the Association.
- 2.7 “Board of Directors” or “Board” means the board of directors of the Association.
- 2.8 “Business Member” means a corporation, agency, entity or individual engaged in the manufacture, sale and/or provision of equipment, supplies or services for the public and/or private transit/community transportation industry and includes a for-profit private corporation or entity that operates a public transit service in Ontario under contract to a federal, provincial or municipal government department, ministry or agency, and approved as a Business Member by the Board.
- 2.9 “by-laws” means this by-law and all other by-laws of the Association from time to time.
- 2.10 “Chair” means the chairperson of the Association.
- 2.11 “Chief Executive Officer” means the chief executive officer of the Association.
- 2.12 “Director” means a member of the Board of Directors and includes the Past Chair Director.
- 2.13 “documents” include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures, or other securities and all paper writings.
- 2.14 “employee” and “employed” means an employee employed full-time, and includes an individual consultant engaged full-time directly, or indirectly through another entity, and an individual partner.
- 2.15 “employer” includes an entity engaging an individual consultant, directly or indirectly, and a partnership.
- 2.16 “Good standing” means the status of having all outstanding amounts owing to the Association by a Member in respect of annual dues and invoices for services provided by the Association to such Member owing within thirty (30) days of issue by the Association.
- 2.17 “Government Member” means a federal, provincial or municipal government department, ministry or agency having an interest in the public and/or private transit/community transportation industry, not eligible as a Transit System Member, and approved as a Government Member by the Board.

- 2.18 “Honourary Member” means a corporation, agency, entity or individual having an interest in the public and/or private transit/community transportation industry, and appointed as Honourary Member by the Board.
- 2.19 “Individual Member” means a corporation, agency, entity or individual interested in and not earning income from the public and/or private transit/community transportation industry, and not eligible as an Affiliate Member, a Business Member or a Transit System Member, and includes an individual enrolled in a post-secondary education program related to the public and/or private transit/community transportation industry, and approved as an Individual Member by the Board.
- 2.20 “Letters Patent” means the letters patent incorporating the Association dated January 14, 1975 as from time to time amended by supplementary letters patent.
- 2.21 “meeting of Members” includes an annual meeting of Members and a special meeting of Members.
- 2.22 “Member” means a Voting Member or a Non-Voting Member.
- 2.23 “Non-Voting Member” means an Individual Member and a Government Member.
- 2.24 “Officer” means any officer of the Association.
- 2.25 “ordinary resolution” means a resolution that,
- (a) is submitted to a meeting of the members of a corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or
 - (b) is consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member’s attorney.
- 2.26 “Past Chair” means, from time to time, an individual who served as Chair of the Association at any time prior to the tenure of the current Chair of the Association, and “Immediate Past Chair” means, from time to time, the individual who served as Chair of the Association immediately prior to the commencement of tenure of the current Chair of the Association.
- 2.27 “persons” include individuals, corporations, partnerships, trusts, unincorporated organizations and any number or aggregate of persons.
- 2.28 “special resolution” means a resolution that,

- (a) is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or
- (b) consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney.

2.29 "Secretary" means the secretary of the Association.

2.30 "telephonic or electronic means" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks.

2.31 "Transit System Member" means a corporation, agency, entity or individual which operates a public transit service or community transportation service in Ontario and includes any federal, provincial or municipal government department, ministry or agency operating a public transit service in Ontario (but does not include a for-profit private corporation or entity that operates a public transit service in Ontario under contract to a federal, provincial or municipal government department, ministry or agency), and a not-for-profit corporation or entity which operates a public transit service in Ontario under contract to a federal, provincial or municipal government department, ministry or agency or which operates a community transportation service in Ontario, and approved as a Transit System Member by the Board.

2.32 "Treasurer" means the treasurer of the Association.

2.33 "Vice-Chair" means the vice-chair of the Association.

2.34 "Voting Member" means an Affiliate Member, a Business Member, an Honourary Member and a Transit System Member.

2.35 "In writing" means by paper document or by electronic mail.

All terms defined in the Act have the same meaning in this by-law and all other by-laws and special by-laws of the Association from time to time in force.

Part B – Members

3. Being a Member

3.1 Classes of Membership - The Association shall have the following classes of membership:

- 3.1.1 Voting Members; and
- 3.1.2 Non-Voting Members.
- 3.2 Number of Members - There are no limits to the number of Members, providing that all Members must meet the eligibility requirements as set out herein.
- 3.3 Becoming a Member - A prospective Affiliate Member, Business Member, Government Member, Individual Member or Transit System Member shall submit an application in writing to the Chief Executive Officer, together with the requisite membership fee. The application shall be reviewed at the next meeting of the Board of Directors and the Board may approve the application for membership. If the Board fails to approve the application for membership, the membership fee shall be refunded. The Board may appoint Honourary Members, from time to time.
- 3.4 Termination of Members - Membership in the Association may be terminated in one of the following ways:
 - 3.4.1 A Member may terminate its membership by advising the Chief Executive Officer in writing. Upon receipt of such a notice, the Member's name will be struck from the records and its privileges terminated as of the effective date of termination as stated in the notice, or where the notice does not specify a date, on the date of receipt of the notice at the registered office of the Association. At each meeting of the Board of Directors, the Chief Executive Officer shall provide a report of the terminations received since the previous meeting of the Board of Directors.
 - 3.4.2 The Chief Executive Officer shall suspend the membership of a Member if the membership fees of that Member are not received by the Association within one hundred and twenty (120) days after the invoice date, and the suspension shall become a termination upon approval by the Board of Directors at its next meeting.
 - 3.4.3 The Chief Executive Officer shall terminate the membership of a Member if, in the opinion of the Board of Directors, such Member has been guilty of any act prejudicial to the reputation or objects of the Association.
 - 3.4.4 A Member shall be given at least fifteen (15) days notice of termination with reasons, and the Member shall be given an opportunity to be heard in writing not less than five days before the termination of membership becomes effective, by the Board of Directors.
 - 3.4.5 Any Member whose membership has been terminated in this manner shall have the right to appeal to an annual or special meeting of the Members, provided such application for appeal is supported by five Voting Members and is submitted in

writing to the Chief Executive Officer at least thirty (30) days prior to such annual or special meeting of the Members.

- 3.5 Transfer of Membership - a membership may be transferred only to the Association.
- 3.6 Directory of Members - The Association shall maintain a directory of all Members of the Association, together with their registered offices, and shall make copies of such directory available to all Members. The Association may levy a charge for copies of the directory, provided that such charge shall not exceed an amount reasonably related to the cost of preparing such directory.

4. Membership Fees

Members shall pay any membership fees, determined from time to time by the Board of Directors, within thirty (30) days of invoice. If a Member fails to pay its membership fees by the due date, the Member shall not be in good standing from such date until the date on which it pays the membership fee outstanding in full.

5. Rights, Privileges and Responsibilities of Members

- 5.1 Voting rights – Each Voting Member in good standing shall have one vote on each issue at each meeting of the Members. A Voting Member who is not in good standing does not have any right to vote on any matter until such time as the Member becomes a Member in good standing again.

6. Meetings of Members

- 6.1 Annual meetings - The Annual Meeting shall be held in each year within Ontario, at a time, place and date determined by the Board of Directors.

6.1.1 Order of business - At the Annual Meeting, the order of business shall include:

- 6.1.1.1 hearing and receiving the reports and statements required by the Act to be read at and laid before the Association at the Annual Meeting;
- 6.1.1.2 electing such directors as are to be elected at such Annual Meeting;
- 6.1.1.3 appointing the Auditor and fixing or authorizing the Board to fix his/her remuneration; and
- 6.1.1.4 the transaction of any other business properly brought before the meeting.

- 6.1.2 Appointment of Auditor - The accounts of the Association shall be audited annually by an Auditor appointed by the Voting Members at the Annual Meeting. The auditor's report shall be presented to the Annual Meeting by the Treasurer. The Auditor is entitled to attend the Annual Meeting and, if the Auditor or any Member so requests, shall be provided with an opportunity to speak to the Members.
- 6.2 Special meetings - A special meeting of the Members may be called at any time by the Board of Directors, the Chair or the Vice-Chair.
- 6.3 Requisitioning meetings - A special meeting of the Members shall be called by the Chair upon the written request of five (5) Voting Members stating the general nature of the business to be presented at the meeting.
- 6.4 Notice of meetings - Notice of the date, time and place of each meeting of the Members stating the general nature of the business to be transacted at the meeting shall be given by postal mail or electronic mail to each Member, each Director and the Auditors at least fifteen (15) days previous thereto, to the postal address or electronic mail address of the Members on file with the Association. Notice of a meeting of the Members must,
- (a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and
 - (b) state the text of any special resolution to be submitted to the meeting.
- Failure of a Member, a Director or the Auditors to receive notice of a meeting shall not invalidate any proceedings taken thereat.
- 6.5 Adjourned Meetings - Notice of an adjourned meeting of the Members is not required if the date, time and place of the adjourned meeting is approved by the Voting Members at the original meeting.
- 6.6 Participation in meeting by electronic, etc. means, - Any person entitled to attend a meeting of the Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.
- 6.7 Meeting held by electronic, etc., means - If the Directors or Members of the Association call a meeting of the Members, the Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

- 6.8 Resolution in lieu of meeting - A resolution signed by all the members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members. A resolution dealing with a matter required by the Act to be dealt with at a meeting of the members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of the members.
- 6.9 Quorum - The representation of at least ten (10) Voting Members shall constitute a quorum of any meeting of the Members.
- 6.10 Voting – Unless otherwise required by the provisions of the Act or the by-laws of the Association, all questions proposed for consideration at a meeting of Members shall be determined by a majority of votes cast by Voting Members in good standing. In case of an equality of votes, the chairperson presiding at the meeting shall be entitled to have a casting vote.
- 6.11 Representative of Member - The Association shall recognize any individual authorized by a Member corporation or other entity to represent the Member at meetings and the individual may exercise all the powers of that corporation or entity on its behalf.
- 6.12 Proxies - Any Voting Member may designate any individual to act and vote as its proxy at any meeting of the Members. In order for a proxy to be valid, it must be deposited with the Chair or Vice-Chair prior to the commencement of the meeting. A proxy must be in writing, clearly indicate who is authorized to act as proxy, and set out the term for which the proxy is valid. When the proxy is given by an individual Voting Member, the proxy must be signed by the Voting Member. When the proxy is given by a non-individual Voting Member, the proxy must be signed by the authorized representative of the Voting Member, and must include a statement that the person signing on behalf of the Voting Member has the authority to do so. A proxy is valid for the period of time as set out in the proxy or until a written revocation of the proxy, signed by the individual Voting Member or the authorized representative of the non-individual Voting Member, as the case may be, is deposited with the Chair or Vice-Chair prior to the commencement of the meeting.
- 6.13 Show of hands – at all meetings of Members every question shall be decided by a show of hands unless otherwise required by a by-law of the Association or unless a ballot is required by the chairperson presiding at the meeting or requested by any Voting Member. Upon a show of hands, every Voting Member, or proxyholder for a Voting Member, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested a declaration by the chairperson presiding at the meeting that a resolution has been carried or lost by a particular majority and an entry

to that effect in the minutes of the Association is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

- 6.14 Voting by telephonic or electronic means – the Board may authorize voting by telephonic or electronic means at any meeting of Members, in addition to or instead of voting by proxy, provided that the votes may be verified as having been made by Voting Members and the Association is not able to identify how each Member voted.
- 6.15 Chairperson – In the absence of the Chair or the Vice-Chair, the Voting Members shall choose another director as chairperson and if no director is present or if all the directors present decline to act as chairperson, the Voting Members present shall choose one of their number to be chairperson.
- 6.16 Ballots – If at any meeting a ballot is requested on the election of a chairperson or on the question of adjournment, it must be taken forthwith without adjournment. If a ballot is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the chairperson directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was requested. A request for a ballot may be withdrawn at any time prior to taking the ballot.
- 6.17 Adjournment – Any meeting of Members may be adjourned to any time and from time to time and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

Part C – Nominating Committee

7. Nominating Committee

- 7.1 The members of the Nominating Committee shall be selected by the Board of Directors. The Nominating Committee shall consist of no fewer than three (3) and no more than five (5) Directors, none of whom shall be eligible to stand for election for positions under consideration:
 - 7.1.1 At least one (1) Director employed by a Transit System Member,
 - 7.1.2 At least one (1) Director employed by a Business Member,
 - 7.1.3 If a Past Chair is a Director, the Past Chair Director shall be a member of the Nominating Committee.

If a Past Chair is a Director, the Past Chair Director shall be chair of the Nominating Committee and otherwise the Board of Directors shall choose the chair. The members of

the Nominating Committee shall serve for a period of one (1) year, but shall continue in office beyond the one year term until their successors are appointed. In the event of a vacancy on the Nominating Committee, the Board may appoint a replacement.

- 7.2 The Nominating Committee shall nominate sufficient qualified candidates willing to serve to ensure a full slate of Directors to be elected at the next Annual Meeting and shall submit the list to the Chair or Vice-Chair of the Association in sufficient time that the list can be distributed to the Members with the notice of the Annual Meeting. The Nominating Committee shall ensure that the Board of Directors includes one employee of at least two Business Members, in good standing, and one employee of at least eight Transit System Members, in good standing. The Nominating Committee shall give consideration to a balance of representation of Voting Members or their employees when nominating Directors. The Nominating Committee shall also give consideration to a balance geographical representation when nominating Directors.

The Nominating Committee shall call for nominations by notice to the Voting Members at least thirty (30) days prior to the Annual General Meeting. If any Voting Member wishes to nominate a qualified person as a Director, such Voting Member shall submit a nomination to the chair of the Nominating Committee, within thirty (30) days after the date of distribution of the Nominating Committee's call for nominations. The nomination shall include the name of the proposed Director, confirmation that the proposed Director is a Voting Member or employed by a Voting Member, the signature of the proposed Director consenting to serve if elected, and the signature by or by the authorized representative of the Voting Member nominating the proposed Director.

Part D - Board of Directors

8. Being a Director

- 8.1 Number of Directors - The Board of Directors shall consist of twelve (12) elected Directors and one Past Chair Director.
- 8.2 Qualification of Directors – Each elected Director shall be, at the commencement of and throughout his/her term of office, a Voting Member, in good standing, or an employee of a Voting Member, in good standing, and shall not be an undischarged bankrupt. One employee of at least two Business Members, in good standing, and one employee of at least eight Transit System Members, in good standing, shall at all times be Directors. No more than one employee of a Voting Member may be elected or appointed a Director at any one time.
- 8.3 Election of Directors - The Voting Members shall elect Directors to replace those Directors whose terms have expired at the Annual Meeting and to fill vacancies in the

Board of Directors that have not been filled by the Board of Directors or the Members. Each Voting Member may cast as many votes for the election of Directors as there are vacancies to be filled at the Annual Meeting. No Voting Member may submit more than one vote for each nominee for Director. If one employee of at least eight Transit System Members, in good standing, are not Directors or have received sufficient votes to be elected as Directors, one employee of such number of Transit System Members, in good standing, shall be elected as a Director, to ensure that immediately after the election one employee of at least eight Transit System Members, in good standing, are Directors. If more than one employee of a Voting Member receives sufficient votes to be elected, only the employee with the largest number of votes shall be elected as a Director. If more than one nominee receives the same number of votes for the last one or more vacancies to be filled at the Annual Meeting, another vote shall be conducted to elect one or more of such nominees, as the case may be, to fill such vacancies.

- 8.4 Term - Directors shall be elected to hold office from the date of his/her election until the date of the second Annual Meeting after his/her election or until his/her successor has been duly elected, except as otherwise provided in these by-laws. A retiring director shall retain office until the dissolution or adjournment of the meeting at which his/her successor is elected. The terms shall be organized to ensure that not less than 40 percent and not more than 60 percent of Directors are elected at each Annual Meeting. In exceptional circumstances, to allow for adherence to the 40/60 split, a limited number of Directors may be elected to hold office from the date of his/her election until the date of the first Annual Meeting or the date of the third Annual Meeting after his/her election.
- 8.5 Past Chair Director - The Past Chair Director shall be the Immediate Past Chair and shall hold office from the date he/she ceased to be Chair until the date the current Chair ceases to be Chair, unless he/she declines to serve or vacates his/her office during his/her term, whereupon the Board may appoint any Past Chair willing to serve. The Past Chair Director shall not be an undischarged bankrupt.

9. **Rights of Directors**

- 9.1 Powers of Directors – Subject to the Act, the Directors shall manage or supervise the management of the activities and affairs of the Association.
- 9.2 Voting rights - Each Director shall have one (1) vote. The voting power of the Director is personal to the Director, and no Director may delegate his/her vote to any person. In the case of a tie vote among the Directors, the chairperson presiding at the meeting shall cast a casting vote.
- 9.3 Remuneration – No remuneration shall be paid to Directors for serving as such. The Directors may at the discretion of the Board of Directors be paid for their travelling and

other expenses properly and reasonably incurred in going to, attending and returning from Board, committee and Members' meetings and any other expenses properly incurred by them in connection with the affairs of the Association.

10. Removal of Directors

- 10.1 Resignation - A resignation of a Director is effective on receipt at the registered office of the Association or on the date specified in the resignation, whichever is later.
- 10.2 Removal by Members - The Voting Members may by ordinary resolution remove any Director, and such removal shall be effective as and from the date set out in the resolution, and may, by a majority of votes cast at that meeting, elect any qualified person in his/her stead for the remainder of his/her term.
- 10.3 Death or other vacating of office - A Director shall be deemed to have resigned if such Director:
 - 10.3.1 ceases to be a Voting Member or employed by a Voting Member, in good standing; or
 - 10.3.2 becomes bankrupt; or
 - 10.3.3 dies.

11. Filling Vacancies on the Board of Directors

In the event of a vacancy amongst the elected Directors and so long as a quorum of Directors remains in office, the Board of Directors may appoint a qualified person to serve the unexpired portion of the vacating Director's term. In the event of three or more vacancies amongst the elected Directors, the Board of Directors shall appoint qualified persons to serve the unexpired portion of the vacating Directors' terms. If there is not a quorum of Directors or if there has been a failure to elect the number of Directors provided for in the Articles of the Association, the Directors then in office shall without delay call a special meeting of the Members to fill the vacancies and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any Member. In the event that the Board of Directors fails to fill a vacancy on the Board of Directors prior to an Annual Meeting, the Members shall elect a Director to fill the vacancy at the Annual Meeting to hold office from the date of his/her election until the date of the second Annual Meeting after his/her election or until his/her successor has been duly elected, except as otherwise provided in these by-laws.

12. Meetings of Directors

- 12.1 Regular meetings - The Board of Directors shall meet from time to time as the Directors may determine, provided that the Directors shall hold at least four (4) meetings in any calendar year.
- 12.2 Special meetings - A special meeting of the Board of Directors may be called at any time by the Chair or the Vice-Chair or the Chief Executive Officer on direction of the Chair, the Vice-Chair.
- 12.3 Calling or requisitioning meetings - The Chair or the Vice-Chair or the Chief Executive Officer on direction of any two (2) Directors shall call a special meeting of the Board of Directors.
- 12.4 Notice of meetings - Unless otherwise provided in these by-laws, notice of the date, time and place of each meeting of the Board of Directors shall be given by postal mail or electronic mail to each Director at least seven (7) days previous thereto, to the postal address or electronic mail address of the Directors on file with the Association. Failure of a Member to receive notice of a meeting will not invalidate any proceedings taken thereat. No formal notice shall be necessary if all Directors are present, or if those absent have signified their consent to the meeting being held in their absences. No formal notice shall be necessary if the Board of Directors designates a day or days in any month or months for regular meetings at an hour to be named. No formal notice shall be necessary for a meeting held immediately after the Annual Meeting. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with the appointment of a managing director or a committee of Directors or the delegation to a managing director or a committee any of the powers of the Directors, in which case the notice must specify that matter.
- 12.5 Adjourned Meetings - Notice of an adjourned meeting of the Board of Directors is not required if the date, time and place of the adjourned meeting is announced at the original meeting.
- 12.6 Attendance at Meetings - The meetings of the Board of Directors shall be closed meetings, but a person may attend to make a brief deputation at a Board of Directors meeting provided a majority of the Directors present at a meeting approve the attendance of the person at the Board of Directors meeting.
- 12.7 Quorum – Seven (7) Directors present in person or as otherwise provided by these by-laws shall constitute a quorum of any meeting of the Board of Directors.
- 12.8 Voting – Questions arising at any meeting of the Board shall be decided by a majority vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the chairperson presiding at the meeting or

requested by any Director. A declaration by the chairperson presiding at the meeting that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the resolution.

- 12.9 Meetings by electronic means – A Director may, if all the Directors of the Association consent, participate in a meeting of the Directors or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.
- 12.10 Signed Resolutions - A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

13. Committees of the Board

The Board of Directors shall from time to time appoint an Audit Committee and may from time to time appoint such other committees of the Board as may be determined by resolution of the Board and may delegate to such committees such duties and responsibilities as the Board may by resolution determine. A majority of the Audit Committee shall not be officers of the Association. All members of a committee of the Board shall hold their offices at the will of the Board.

14. Advisors to the Board

- 14.1 Ex-Officio Advisors – The President & CEO of the Canadian Urban Transit Association and the Honourary Counsel shall be an ex-officio Advisors to the Board.
- 14.2 Honourary Counsel – The Board of Directors may designate, from time to time, an Honourary Counsel to the Association. The Honourary Counsel shall be a member in good standing of the Law Society of Ontario. The Honourary Counsel shall serve at the pleasure of the Board of Directors.
- 14.3 Discretionary Advisors – The Board of Directors may designate, from time to time, a representative of one or more Government Members, and/or a representative of one or more Affiliate Members as Advisors to the Board. Discretionary Advisors shall serve at the pleasure of the Board of Directors.
- 14.4 Meetings – Advisors shall be entitled to notice of, to attend and to participate in, but may not vote at, meetings of the Board of Directors.
- 14.5 Remuneration – No remuneration shall be paid to Advisors for serving as such. The Advisors may at the discretion of the Board of Directors be paid for their travelling and

other expenses properly and reasonably incurred in going to, attending and returning from Board, committee and members' meetings and any other expenses properly incurred by them in connection with the affairs of the Association.

Part E – Officers

15. Designation of Officers and Description of Duties

The officers of the Association shall be a Chair, a Vice-Chair, a President, a Treasurer, a Secretary and a Chief Executive Officer, appointed by the Board, and such other officers as the Board may from time to time by resolution determine.

- 15.1 Chair & President – The Chair shall serve for a one (1) year term. The Chair may be elected and serve for any number of terms.

The Chair shall, if present, preside at all meetings of the Members and Directors. 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 and Directors are carried into effect. The Chair shall be an ex-officio member of all committees formed by the Board.

- 15.2 Vice-Chair – The Vice-Chair shall serve for a one (1) year term. The Vice-Chair may be elected and serve for any number of terms.

The Vice-Chair shall aid the Chair in the discharge of his/her duties. The Vice-Chair shall act in the absence of the Chair. Upon the death or resignation of the Chair, the Vice-Chair shall immediately become Chair for the remainder of the term for which his/her predecessor was elected.

- 15.3 Treasurer – The Treasurer shall serve for a one (1) year term. The Treasurer may be elected and serve for any number of terms.

The Treasurer shall be responsible for the care, custody and investment of all of the funds and securities of the Association. He/she 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. He/she shall make a financial report to the Association at the Annual Meeting, and at any other time he/she deems appropriate.

- 15.4 Secretary – The Secretary shall serve for a one (1) year term. The Secretary may be elected and serve for any number of terms.

He/she or his/her designate shall record the proceedings of all meetings of the Board of Directors. He/she shall have charge of the documents and records of the Association and

shall see that all notices are given as required. He/she shall collect and file, for the benefit of Members, information and statistics regarding matters relating to the purposes of the Association and make such distribution of same as may, from time to time, be directed by the Board of Directors.

- 15.5 Chief Executive Officer – The Chief Executive Officer shall assist the Chair and perform such other duties as may, from time to time, be assigned to him/her by the Board of Directors. He/she shall devote his/her time and effort to organizing the activities and promoting the objects of the Association, extending its influence and liaising regularly with various governments, private corporations and the general membership. He/she shall be an ex-officio member of all committees of the Board.

The Chief Executive Officer shall carry out the general supervision and management of the affairs of the Association under the direction of the Chair and the Board of Directors. He/she shall attend all meetings of the Members and of the Board of Directors. Under the direction of the Secretary he/she or his/her designate shall record the proceedings of all meetings of the Members and of the Board of Directors. Under the direction of the Secretary he/she shall have charge of the documents and records of the Association and shall see that all notices are given as required. He/she shall collect and file, for the benefit of Members, information and statistics regarding matters relating to the purposes of the Association and make such distribution of same as may, from time to time, be directed by the Board of Directors. Under the direction of the Treasurer, he/she shall deposit the funds of the Association in a chartered bank selected by the Board of Directors, pay therefrom the debts of the Association and keep correct accounts of the same. He/she shall also invest such sums as may be ordered by the Board of Directors in such manner as it may determine.

The Chief Executive Officer of the Association may be paid such salaries and expenses for, or in connection with, services rendered by him/her to the Association as the Board may, from time to time determine.

16. Election and Appointment of Officers

The offices of the Chair, the Vice-Chair, the President, the Treasurer and the Secretary of the Association shall be filled from the Directors. The offices of the Chair and the President shall be filled by the same person. The offices of the Chair and the Vice-Chair shall be filled from Directors who are employed by Transit System Members, in good standing. At the first meeting of the Board of Directors after the annual meeting of Members where the Directors are elected, the Board of Directors shall elect the Chair, the Vice-Chair, the President, the Treasurer and the Secretary of the Association from those Directors who have expressed their interest in being elected as Chair, the Vice-Chair, the President, the Treasurer or the Secretary. The office of Chief Executive Officer shall be filled from time to time at the discretion of the Board.

Part F – Administration

17. Conflict of Interest

17.1 Definition – A Director or Officer is in a conflict of interest in the following circumstances:

- 17.1.1 the Director or Officer, either personally or through their employer, is in any way directly or indirectly interested in a proposed contract or a contract with the Association; or
- 17.1.2 the Director or Officer, either personally or through their employer, has a direct or indirect pecuniary interest in a matter under consideration by the Association.

A conflict of interest involves an individual interest, either personally or through their employer, and not one that is common to a large segment of the population including the Director or Officer. In particular, a Director or Officer of the Association shall not be deemed to be in a conflict of interest merely because the proposed contract or contract, or the matter under consideration by the Association, involves or benefits the municipality or region where the Director or Officer is resident.

17.2 Declaration by Director – Where a Director is in a conflict of interest, such person shall declare such interest:

- 17.2.1 at the meeting of the Directors at which a proposed contract or matter is first taken into consideration;
- 17.2.2 if the Director or Officer is not, at the date of that meeting, interested in a proposed contract or matter, at the first meeting held after the Director or Officer becomes so interested;
- 17.2.3 if the Director or Officer becomes interested after a contract is made or matter considered, at the first meeting after such person becomes so interested; or
- 17.2.4 if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after he/she becomes a Director.

17.3 Declaration by Officer – The disclosure required by subsection 17.2 must be made, in the case of an Officer who is not a Director:

- 17.3.1 forthwith after the Officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of directors;

17.3.2 if the Officer becomes interested after a contract is made or a transaction is entered into, forthwith after he/she becomes so interested; or

17.3.2 if a person who is interested in a contract or transaction later becomes an Officer, forthwith after he/she becomes an Officer.

- 17.3 General Requirements of Declaration – The Director or Officer shall request that the Chair cause the nature and extent of the Director’s or Officer’s interest to be recorded in the minutes of the meeting of the Directors. The Chair shall cause the nature and extent of the Director’s or Officer’s interest to be recorded in the minutes of the meeting of Directors at which the declaration is made.
- 17.4 Disclosure by General Notice – For the purposes of this section, a general notice given to Directors or Officers by the Director or Officer, as the case may be, to the effect that such person is a shareholder or otherwise interested in any other company, or is a member of a specified firm, and is to be regarded as interested in any contract made with such other company or firm, shall be deemed to be sufficient declaration of interest in relation to a contract so made. No such notice is effective unless it is read at the meeting of Directors at which it is given, or if it is given to the Directors or Officers otherwise than at a meeting of the Directors such person takes responsible steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.
- 17.5 Uncertainty or Disagreement – Where there is uncertainty or disagreement as to whether a disclosure or situation is a conflict of interest as contemplated in this Section 17, the disclosure may be made to the Chair for review and determination whether a conflict exists. The decision of the Chair shall be made in consultation with the Honourary Counsel. The Chair shall be the final authority in resolving these issues or disputes.
- Any issue or disagreement involving the Chair’s own affairs shall be dealt with by the Vice-Chair, and again in consultation with the Honourary Counsel. The Vice-Chair shall be the final authority in resolving these issues or disputes.
- 17.6 Duties - A Director or Officer who is in a conflict of interest shall not participate in further discussions or vote on any resolution to approve the proposed contract, contract or matter, and shall absent himself from any discussion.
- 17.7 Quorum – Where a conflict of interest has been declared, the Chair must ensure that a quorum remains to consider the proposed contract, contract or matter. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of subsection 17.6, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.

18. Registered Office

The registered office of the Association shall be in the City of Toronto, in the Province of Ontario, at such address as the Association shall determine.

19. Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other documents and instruments shall be signed on behalf of the Association by any two Officers of the Association. In addition, the Board of Directors may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument of category of instruments may or shall be signed.

20. Banking Arrangements

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Association's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the Association's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Association;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

authorize any officer of the banker to do any act or thing on the Association's behalf to facilitate the banking business.

21. Borrowing

The Board of Directors may from time to time:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge securities of the Association;

- (c) give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.

From time to time, the Board of Directors may authorize and Director, Officer or employee of the Association or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for the moneys borrowed or remaining due by the Association as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

22. Books and Records

The Board of Directors shall see that all necessary books and records of the Association required by these by-laws or by any applicable statute or law are regularly and properly kept.

23. Indemnity of Directors and Officers

Subject to the Act, every current and former Director and Officer of the Association shall be indemnified and saved harmless against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Association.

24. Insurance

The Association shall purchase and maintain insurance for the benefit referred to in Section 23 against any liability incurred by the individual in the individual's capacity as a director or officer of the Association.

25. Notices

- 25.1 Method of giving notice – Any written, transmitted or recorded notice, communication or other document (“notice”) to be given or sent pursuant to the Articles of the Association or these by-laws or otherwise to a Member, Director or Officer shall be sufficiently given or sent if given or sent by prepaid mail, prepaid transmitted or recorded communication, or delivered personally to such person's latest address as shown in the records of the Association. A notice shall be deemed to have been received on the date when it is delivered personally, or on the fifth day after mailing, or on the date of dispatch of a

transmitted or recorded communication. The Chief Executive Officer may change or cause to be changed the recorded address of any Member, Director or Officer in accordance with any information believed by the Chief Executive Officer to be reliable.

- 25.2 Registered address - The registered address of a Member, Director or Officer shall be the address as provided by such person to the Association. Any Member, Director or Officer may change its registered address by advising the Association in writing to the registered office of the Association, to the attention of the Chief Executive Officer.
- 25.3 Computation of time - In computing the date when notice must be sent under any provision requiring a specified period of days' notice of any meeting or other event, the period of days shall commence on the day following the sending of such notice and shall terminate on the day preceding the date of the meeting or other event provided that the last day of the notice period shall not be a non-business day.
- 25.4 Omissions and errors - The accidental omission to give or send any notice to any Member, Director or Officer or the non-receipt of any notice by any such person 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 or otherwise based thereon.
- 25.5 Waiver of notice - Any Member, Director or Officer may at any time waive the giving or sending of any notice, or waive or abridge the time for any notice, required to be given to that person under any provision of the Articles of the Association or these by-laws or otherwise, and such waiver or abridgement shall cure any default in the giving or sending or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing. Attendance of a Member, Director or Officer at a meeting of the Members or Directors, as the case may be, is a waiver of the notice of the meeting except where such Member, Director or Officer, as the case may be, attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

26. **Powers of Attorney**

The Chief Executive Officer is empowered to designate any person to act as the attorney of the Association by writing under seal, for the purpose of carrying out the objects of the Association. In such event, the Chief Executive Officer shall immediately notify the Chair.

27. **Fiscal Year**

The fiscal year and membership year of the Association shall terminate on December 31st in each year.

28. Seal

The Seal (if any) of the Association and shall be kept in the custody of the Chief Executive Officer.

29. Enactment, Amendment or Repeal of By-laws

Any repeal, amendment or re-enactment of this by-law passed by the Board of Directors shall be effective only until the next meeting of Members unless confirmed thereat, and, in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new by-law of the same or like substance shall have any effect until confirmed at a meeting of Members.

30. **Dissolution**

Upon dissolution of the Association and after payment of all debts and liabilities of the Association, the remaining assets shall be distributed to a public benefit corporation with similar purposes to its own, a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada, as the Board of Directors as constituted at dissolution shall by resolution direct.

PASSED by the Board of Directors on the 7th day of February, 2025.

CONFIRMED by the Members on the _ day of ___, 2025.

Chair & President

Secretary