

**CONSTITUTION
OF THE
BRITISH COLUMBIA TRUCKING ASSOCIATION**

1 The name of the Association is the British Columbia Trucking Association (“Association”).

2 The purposes of the Association are:

(a) To promote the common interests of owners and operators of motor vehicles used for commercial road transportation purposes (“commercial vehicles”) in the Province of British Columbia.

(b) To acquire and develop information and knowledge that promotes the safety of its members and the industry and to provide that information to its members and non-members as and when appropriate.

(c) To protect the rights and interests of the owners and operators of commercial vehicles and to assist and advise members of the Association on all matters affecting the commercial road transportation industry.

(d) To promote a productive, safe highway system that is appropriately financed and designed, and which supports the commercial road transportation industry.

(e) To promote just and fair municipal, provincial and federal legislation and regulations thereunder on all matters pertaining to or affecting the owners or operators of commercial vehicles, and in particular, but without limiting the generality of the foregoing, as such legislation and regulations and/or by-laws thereunder relates to the safe and proper use of roads and highways and to the prevention of reckless and careless driving thereon.

(f) To assist in the enforcement of the legislation referred to in Section 2(e) herein and all regulations and/or by-laws enacted under such legislation.

(g) To promote the commercial road transportation industry as environmentally responsible, safety conscious and essential to the BC economy.

(h) To enter into affiliation or reciprocal arrangements with other organizations of motor vehicle owners and operators in British Columbia, Canada and elsewhere.

(i) To apply for, purchase, or otherwise acquire any patents, licenses, concessions, copyrights, trademarks, domain names, or designs capable for being used for any of the purposes of the Association, and to use and maintain same, grant licenses in respect to the use of the same, or otherwise turn same into account.

(j) To purchase, take on, lease or charge, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the carrying out of its objects and/or purposes.

(k) To construct, lease or otherwise acquire any buildings or works that the Association may think necessary or convenient for the purposes of carrying out any of its objects and/or purposes.

(l) To maintain, manage, alter, lease, sell, or otherwise deal with, encumber or dispose of any real or personal property of the Association, including choses in action, as the Association may think necessary or convenient for the carrying out of its objects and/or purposes, and without limiting the generality of the foregoing, to issue debentures, mortgages, hypothecs and/or other securities charging any or all of the property or assets of the Association and to purchase, redeem, or pay off any such debentures, mortgages, hypothecs, or other securities.

(m) To offer programs and services, collective purchase opportunities and group plans for the benefit of the members of the Association.

(n) To carry out the objects and/or purposes of the Association in a fiscally prudent manner and on a not-for-profit basis.

(o) To deal with in whatever manner the Association may think necessary or convenient with any and all matters which are incidental to the carrying out of the objects and/or purposes of the Association or which are conducive to the carrying out of the objects and/or purposes of the Association.

3. This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

**BYLAWS
OF THE
BRITISH COLUMBIA TRUCKING ASSOCIATION**

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**BYLAWS
OF THE
BRITISH COLUMBIA TRUCKING ASSOCIATION**

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) “**Act**” means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) “**Address of the Society**” means the registered office address of the Society on record from time to time with the Registrar;
- (c) “**Associate Members**” means those Persons and Organizations that have been admitted as Associate Members of the Society in accordance with these Bylaws and that have not ceased to be Associate Members;
- (d) “**Board**” means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (e) “**Board Resolution**” means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (f) “**Bylaws**” means the bylaws of the Society as filed with the Registrar;
- (g) “**Chair**” means the Person elected as chairperson and chief elected officer of the Society in accordance with these Bylaws;
- (h) “**Chief Executive Officer**” or “**CEO**” means the Person, by whatever title he or she is called, appointed pursuant to Bylaw 13.1 with the duties set out in Bylaw 13.2;
- (i) “**Constitution**” means the constitution of the Society as filed with the Registrar;
- (j) “**Directors**” means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;
- (k) “**Electronic Means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (l) “**General Meeting**” means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;

- (m) **“Honourary Life Member”** means a Person who has been appointed as an Honourary Life Member in accordance with these Bylaws and who has not ceased to be an Honourary Life Member;
- (n) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (o) **“Individual Members”** means those Persons that have been admitted as Individual Members of the Society in accordance with these Bylaws and that have not ceased to be Individual Members;
- (p) **“Members”** means those Persons and Organizations that are, or that subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (q) **“Motor Carrier Members”** means those Persons and Organizations that have been admitted as Motor Carrier Members of the Society in accordance with these Bylaws and that have not ceased to be Motor Carrier Members;
- (r) **“Municipal Fleet Members”** means those Municipalities that have been admitted as Municipal Fleet Members of the Society in accordance with these Bylaws and that have not ceased to be Municipal Fleet Members;
- (s) **“Municipality”** means a municipality incorporated or governed under the *Local Government Act*, R.S.B.C. 2015, c. 1;
- (t) **“Ordinary Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- (u) **“Organization”** means an association, corporation, partnership or society;
- (v) **“Past Chair”** means a Person in the office described in Bylaw 7.7;
- (w) **“Person”** means a natural person;
- (x) **“Proxy Holder”** means a Member designated in accordance with these Bylaws to attend a General Meeting and to exercise voting rights on behalf of another Member;
- (y) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (z) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (aa) **“Related Association Members”** means those Organizations that have been admitted as Related Association Members of the Society in accordance with these Bylaws and that have not ceased to be Related Association Members;
- (bb) **“Secretary”** means a Person elected to the office of secretary of the Society in accordance with these Bylaws;
- (cc) **“Shipper Members”** means those Persons and Organizations that have been admitted as Shipper Members of the Society in accordance with these Bylaws and that have not ceased to be Shipper Members;

- (dd) **“Society”** means the “British Columbia Trucking Association”;
- (ee) **“Special Resolution”** means:
 - (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least seventy-five percent (75%) of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- (ff) **“Treasurer”** means a Person elected to the office of treasurer of the Society in accordance with these Bylaws; and
- (gg) **“Vice-Chair”** means a Person elected to the office of first or second vice-chair of the Society in accordance with these Bylaws;

1.2 **Societies Act Definitions**

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. **MEMBERSHIP**

2.1 **Admission to Membership**

Membership in the Society is restricted to:

- (a) those Persons and Organizations that transition as Members in accordance with paragraph (a) of Bylaw 2.11; and
- (b) those Persons and Organizations that subsequently become Members in accordance with these Bylaws.

2.2 **Classes of Membership**

There are three (3) classes of voting membership, called:

- (a) Motor Carrier Members;
- (b) Associate Members; and
- (c) Related Association Members,

and four (4) classes of non-voting membership, called:

- (d) Municipal Fleet Members;
- (e) Shipper Members;
- (f) Individual Members; and
- (g) Honourary Life Members.

2.3 Transition of Membership

On the date these Bylaws come into force:

- (a) each Person, Organization or Municipality that is a member of the Society in good standing and that is eligible for membership under these Bylaws will continue as a Member in the appropriate class as determined by the Board until he or she or it otherwise ceases to be a Member in accordance with these Bylaws; and
- (b) each Person, Organization or Municipality that is a member of the Society not in good standing or that is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

2.4 Eligibility for Motor Carrier Membership

A Person may be eligible to be accepted as a Motor Carrier Member if he or she:

- (a) is nineteen (19) years of age or older;
- (b) is engaged in the operation of commercial vehicles in British Columbia; and
- (c) is interested in advancing the purposes and supporting the activities of the Society.

An Organization may be eligible to be accepted as a Motor Carrier Member if it:

- (d) is engaged in the operation of commercial vehicles in British Columbia; and
- (e) is interested in advancing the purposes and supporting the activities of the Society.

2.5 Eligibility for Associate Membership

A Person may be eligible to be accepted as an Associate Member if he or she:

- (a) is nineteen (19) years of age or older;
- (b) is engaged in the provision of any goods and/or services to the commercial road transportation industry; and
- (c) is interested in advancing the purposes and supporting the activities of the Society.

An Organization may be eligible to be accepted as an Associate Member if it:

- (d) is engaged in the provision of any goods and/or services to the commercial road transportation industry; and
- (e) is interested in advancing the purposes and supporting the activities of the Society.

2.6 Eligibility for Related Association Membership

An Organization may be eligible to be accepted as a Related Association Member if:

- (a) its members are either directly or indirectly engaged in the operation of commercial vehicles in British Columbia; and
- (b) it is interested in advancing the purposes and supporting the activities of the Society.

2.7 Eligibility for Municipal Fleet Membership

A Municipality may be eligible to be accepted as a Municipal Fleet Member if it:

- (a) operates vehicles to provide municipal services including, but not limited to:
 - (1) fire protection;
 - (2) road maintenance; or
 - (3) garbage/recycling collection; and

- (b) is interested in advancing the purposes and supporting the activities of the Society.

2.8 Eligibility for Shipper Membership

A Person may be eligible to be accepted as a Shipper Member if he or she:

- (a) is nineteen (19) years of age or older;
- (b) is engaged in a business requiring the services of the commercial road transportation industry; and
- (c) is interested in advancing the purposes and supporting the activities of the Society.

An Organization may be eligible to be accepted as a Shipper Member if it:

- (d) is engaged in a business requiring the services of the commercial road transportation industry; and
- (e) is interested in advancing the purposes and supporting the activities of the Society.

2.9 Eligibility for Individual Membership

A Person may be eligible to be accepted as an Individual Member if he or she:

- (a) is nineteen (19) years of age or older;
- (b) was previously employed in, and is now permanently retired from, the commercial road transportation industry; and
- (c) is interested in advancing the purposes and supporting the activities of the Society.

2.10 Honourary Life Membership

The Board may, by Board Resolution, appoint a Person as an Honourary Life Member of the Society if he or she, in the sole discretion of the Board, has made an outstanding contribution to:

- (a) the Society;
- (b) any segment of the Society's membership; or
- (c) the commercial motor transport industry generally.

2.11 Application for Membership

An eligible Person, Organization or Municipality may apply to the Society to become a Member by submitting:

- (a) a completed application, in such form and manner as may be established by the Society, at the Address of the Society;
- (b) payment for applicable fees or dues;
- (c) in the case of an Organization or Municipality, the contact information of its designated representative required pursuant to Bylaw 2.15; and
- (d) such other information or documentation as the membership coordinator may require to confirm eligibility for membership.

2.12 Reviewing and Determination of Application

The Board shall review all applications for membership in the Society and may, if necessary to determine eligibility for membership, request the Person, Organization or Municipality to provide further information or documentation in support of the application.

The Board may, by Board Resolution, accept, postpone or refuse an application for membership and determine the appropriate class of membership in accordance with these Bylaws.

2.13 **Re-designation of Membership Class**

The Board, may, on application by a Member or otherwise as may be determined to be necessary, redesignate a Person or Organization from one class of membership to another to correct any error or reflect changes in circumstances.

2.14 **Membership not Transferable**

Membership is not transferable.

2.15 **Designated Representative of Organization or Municipality**

An Organization or Municipality admitted as a Member must appoint, by notice in writing delivered to the Society, a Person to be its designated representative and exercise the rights of membership on behalf of the Organization or Municipality.

An Organization or Municipality may alter its designated representative at any time by providing notice in writing to the Society with the name and contact information for the new representative. The appointment of a new representative is deemed to revoke the appointment of the previous representative.

2.16 **Cessation of Membership**

A Person, Organization or Municipality immediately ceases to be a Member:

- (a) upon the date which is the later of:
 - (1) the date of delivering his or her or its resignation in writing to the Secretary or to the Address of the Society; and
 - (2) the effective date of the resignation stated thereon;
- (b) upon the date which is ninety (90) days from the date on which such Member ceases to be in good standing for non-payment of dues or fees;
- (c) upon his or her or its expulsion; or
- (d) upon his or her death or, in the case of an Organization or Municipality, dissolution.

2.17 **Reinstatement of Membership**

A Member whose membership has ceased other than by resignation, death or dissolution may, in the absolutely discretion of the Board, be re-instated upon the completion of such conditions as may be determined by the Board.

3. **MEMBERSHIP RIGHTS AND OBLIGATIONS**

3.1 **Rights of Membership**

In addition to any rights conferred by the Act, a Member in good standing has the following rights and privileges of membership, by class:

Motor Carrier Membership

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings;
- (d) may be nominated, if eligible, to stand for election as a Director, in accordance with these Bylaws;
- (e) may serve on committees of the Society, as invited; and

- (f) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

Associate Membership

- (g) to receive notice of, and to attend, all General Meetings;
- (h) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (i) to exercise a vote on matters for determination at General Meetings;
- (j) may be nominated, if eligible, to stand for election as a Director, in accordance with these Bylaws;
- (k) may serve on committees of the Society, as invited; and
- (l) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

Related Association Membership

- (m) to receive notice of, and to attend, all General Meetings;
- (n) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (o) to exercise a vote on matters for determination at General Meetings;
- (p) may be nominated, if eligible, to stand for election as a Director, in accordance with these Bylaws;
- (q) may serve on committees of the Society, as invited; and
- (r) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

Municipal Fleet Membership

- (s) to receive notice of, and to attend, all General Meetings;
- (t) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (u) may serve on committees of the Society, as invited; and
- (v) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

Shipper Membership

- (w) to receive notice of, and to attend, all General Meetings;
- (x) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (y) may serve on committees of the Society, as invited; and
- (z) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

Individual Membership

- (aa) to receive notice of, and to attend, all General Meetings;
- (bb) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (cc) may serve on committees of the Society, as invited; and

- (dd) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

Honourary Life Membership

- (ee) to receive notice of, and to attend, all General Meetings;
- (ff) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (gg) may serve on committees of the Society, as invited; and
- (hh) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

In the case of an Organization or Municipality, the above rights and privileges may only be exercised by the Person designated as the Organization's or Municipality's representative in accordance with Bylaw 2.15.

3.2 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and may, in the Board's discretion, participate in programs or initiatives of the Society (subject to eligibility) but is suspended from all of the other rights and privileges described in Bylaw 3.1 for so long as he or she remains not in good standing.

3.3 Dues

The Board shall, by Board Resolution, determine the dues or fees payable by Members from time to time and once determined, dues are deemed to continue each year until altered by Board Resolution.

The Board may determine that:

- (a) different dues or fees will apply to different classes of membership; and
- (b) dues may be pro-rated, reduced or waived in cases of hardship or other appropriate circumstances.

Notwithstanding the above, no dues or fees will be payable by Honourary Life Members.

3.4 Standing of Members

All Members are deemed to be in good standing except those Members who have been suspended by the Society, if any.

3.5 Compliance with Constitution, Bylaws and Policies

Every Member shall, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Society; and
- (c) further and not hinder the purposes, aims and objects of the Society.

3.6 Suspension or Expulsion of Member

Following an appropriate investigation or review of a Member's conduct or actions (which may include the conduct or actions of an employee of a Member), the Board may, by Board Resolution, expel, suspend or otherwise discipline a Member for conduct which, in the reasonable opinion of the Board:

- (a) is improper or unbecoming for a Member;
- (b) is contrary to Bylaw 3.5; or

- (c) fails to cooperate with the Society in its efforts to ensure the successful operation of any Society group or collective plan in which the Society has elected to participate; or
- (d) is likely to endanger the reputation or hinder the interests of the Society; or
- (e) is otherwise detrimental to the Society, in the sole determination of the Board.

The Board must provide notice of a proposed expulsion, suspension or discipline of a Member to the Member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A Member who is the subject of the proposed expulsion, suspension or discipline will be provided a reasonable opportunity to respond to the proposed discipline at or before the Board Resolution for expulsion, suspension or discipline is considered by the Board.

3.7 No Distribution of Income to Members

No part of the income of the Society shall be payable to, or otherwise available for the personal benefit of, any Member unless otherwise in accordance with the *Income Tax Act*.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

4.2 Annual General Meetings

The Society shall hold an annual general meeting at least once in every calendar year and in accordance with the Act.

4.3 Special General Meeting

Every General Meeting other than an annual general meeting is a special general meeting.

4.4 Calling of Special General Meeting

The Society shall convene a special general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

4.5 Notice of General Meeting

The Society shall provide notice of each General Meeting to each Member as follows:

- (a) by sending notice of the meeting to every member of the Society that has provided an e-mail address to the Association, by e-mail to that e-mail address, not less than twenty-one (21) days before the date of the General Meeting; and
- (b) by posting notice of the meeting on the Society's website for Members throughout the period commencing at least twenty-one (21) days before the date of the General Meeting and ending on the date the General Meeting is held.

In addition, the Society shall provide notice in writing of each General Meeting to the Society's auditor, if any. No other Person is entitled to be given notice of a General Meeting.

4.6 **Contents of Notice**

Notice of a General Meeting must specify the place, the day and the time of the meeting and must include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

4.7 **Omission of Notice**

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

5. **PROCEEDINGS AT GENERAL MEETINGS**

5.1 **Business Required at Annual General Meeting**

The following business is required to be conducted at each annual general meeting of the Society:

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the financial statements and the report of the auditor thereon, if any;
- (d) the appointment of the auditor, if one is to be appointed;
- (e) consideration of any Members' proposals submitted in accordance with the Act;
- (f) the election of Directors; and
- (g) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2 **Attendance at General Meetings**

In addition to Members, Directors and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

5.3 **Electronic Participation in General Meetings**

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

5.4 **Requirement of Quorum**

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

5.5 **Quorum**

A quorum at a General Meeting is twenty-five (25) voting Members in good standing on the date of the General Meeting.

5.6 **Lack of Quorum**

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.7 **Loss of Quorum**

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.8 **Chair**

The Chair (or, in the absence or inability of the Chair, a Vice-Chair, or, in the absence or inability of both the Chair and the Vice-Chairs, the Past Chair) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the Chair, a Vice-Chair, the Past Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chairperson at that meeting.

5.9 **Alternate Chair**

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chairperson.

5.10 **Chair to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

5.11 **Adjournment**

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.12 **Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

5.13 **Minutes of General Meetings**

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

6. **VOTING BY MEMBERS**

6.1 **Ordinary Resolution Sufficient**

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the voting Members will be decided by an Ordinary Resolution.

6.2 Entitlement to Vote

Each voting Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

6.3 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the voting Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Society provides each Member in good standing with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how a voting Member may cast a vote.

6.4 Voting Methods

Voting by voting Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of voting Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given voting Member voted.

6.5 Voting by Chair

If the Person presiding as chairperson of a General Meeting is a voting Member, then he or she may, in his or her sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all voting Members. A Person presiding as chairperson who is not a voting Member has no vote.

The Person presiding as chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

6.6 Voting by Proxy

Proxy voting is permitted at General Meetings, subject to these Bylaws and in accordance with the following rules:

- (a) a voting Member may, by form of proxy, appoint another voting Member to be his or her or its Proxy Holder and to attend and act at a specified General Meeting on his or her or its behalf;
- (b) a form of proxy appointing a Proxy Holder must:
 - (1) be in a form approved by the Board; and
 - (2) be signed and dated by the voting Member or its designated representative;
 or it is void and of no effect;
- (c) a form of proxy must state the specific meeting at which the Proxy Holder is authorized to act on behalf of the voting Member, provided that if a form of proxy does not state the General Meeting at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next General Meeting held on or after the date indicated on the form of proxy; and

- (d) a Person may not be Proxy Holder for more than three (3) voting Member at any given General Meeting. In the event that a situation arises where a Person is appointed as Proxy Holder for more than three (3) voting Member, all forms of proxy held by that Proxy Holder are deemed to be void and of no effect.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

7.2 Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- (a) is less than nineteen (19) years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she is not a voting Member in good standing or the designated representative of a voting Member in good standing.

7.3 Composition of Board

The Board will be composed of a minimum of twenty-eight (28) and a maximum of thirty-eight (38) Directors, as follows:

- (a) no less than twenty-eight (28) and no more than thirty-four (34) Directors, which number may be set by Board Resolution, each of whom are elected by the voting Members in accordance with Part 8 and no more than four (4) of whom may be Associate Members; and
- (b) up to four (4) Directors appointed by the Board in accordance with Bylaw 7.5.

7.4 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

7.5 Appointment of Directors

The Board may, from time to time by Board Resolution, appoint as a Director up to four (4) qualified voting Members (or the designated representatives of voting Members) who have expertise, skills or knowledge that is beneficial to the Board or to the Society (as determined by the Board).

Each Person so appointed will continue as a Director until the earlier of the expiry of such appointed Director's term, or until the appointment is revoked or altered by the Board.

Such appointed Directors will take office immediately upon the passing of such Board Resolution confirming his or her appointment but for the purpose of calculating the duration of such appointed Director's term, the term will be deemed to have commenced at the close of the annual general meeting of the Society next following such appointment and such term will expire at the conclusion of the next annual general meeting.

7.6 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless he or she otherwise ceases to be a Director in accordance with these Bylaws.

7.7 Past Chair

The Person who served the Chair immediately prior to the current Chair shall, if he or she continues to serve as a Director, be the Past Chair.

7.8 Term of Elected Directors

The term of office of elected Directors will normally be one (1) year, provided that the Board may, by Board Resolution set the term of one or more positions at less than one (1) year.

Regardless of when a Director was elected or appointed, his or her term shall expire at the conclusion of the next annual general meeting, unless re-elected.

Directors may be elected or appointed for consecutive terms, without limit.

7.9 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below twenty-eight (28), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

7.10 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a voting Member (or the designated representative of a voting Member), qualified in accordance with Bylaw 7.2 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless he or she otherwise ceases to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

7.11 Removal of Director

A Director may be removed before the expiration of his or her term of office by either of the following methods:

- (a) by Special Resolution passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by the voting Members in good standing; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

7.12 Ceasing to be a Director

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:

- (1) the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and
- (2) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term, unless re-elected;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 7.2;
- (d) upon his or her removal; or
- (e) upon his or her death.

8. NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination of Directors

Nominations for election as a Director must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

8.2 Nominating Committee

Not fewer than 90 days before the annual general meeting, the Chair shall appoint a nominating committee of no fewer than three (3) and no more than five (5) Directors, which must include one of the two immediate past-chairs of the Society, who shall act as chairperson of the nominating committee.

8.3 Nominations Process

Not less than 120 days before the annual general meeting, the Secretary shall notify the membership of the process, qualifications and deadline for members to apply to be nominated for election as Directors.

Applications from Members wishing to be nominated for election as a Director must be received in writing at the head office of the Society by the specified deadline.

The applications of Members who qualified in accordance with Bylaw 7.2 shall be provided to the nominating committee not less than 60 days before the annual general meeting and the nominating committee shall nominate for election as Directors such qualified Members as it may see fit.

The nominating committee shall inform the Board of those Members nominated for election as Directors, prior to submitting its report to the membership at the annual general meeting.

All nominations must be submitted in advance of an election, in accordance with such deadlines as may be established. Nominations will not be permitted from the floor at a General Meeting.

8.4 Elections Generally

Directors, other than those appointed in accordance with Bylaw 7.5, will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time.

8.5 Election at Annual General Meeting

The election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

8.6 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

8.7 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules apply:

- (a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;
- (b) ballots will be sent or otherwise made accessible to all voting Members in good standing;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no voting Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- (e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- (f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- (g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the Chair will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and
- (h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

8.8 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

9. POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in a General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

9.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) subject to Bylaws 9.2(a) to 9.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 9.2(a) to 9.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

9.3 **Policies and Procedures**

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

9.4 **Remuneration of Directors and Officers and Reimbursement of Expenses**

A Director shall not receive any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

9.5 **Appointment of Representatives**

The Board may, from time to time, appoint Persons to serve as representatives on the board of directors of the Canadian Trucking Alliance.

9.6 **Group Plans**

The Board, on behalf of the Society, shall have the power to enter into or sponsor any collective purchase program or group plan for the benefit of its members or, where the member is a corporation, for the employees of members provided that the Society does not incur any financial liability as a result of entering into such collective purchase program or group plans.

9.7 **Investment of Property and Standard of Care**

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

9.8 **Investment Advice**

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

9.9 **Delegation of Investment Authority to Agent**

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

10. **PROCEEDINGS OF THE BOARD**

10.1 **Board Meetings**

Meetings of the Board may be held at any time and place determined by the Board. The Board must meet not less than five (5) times per calendar year, including a meeting after the annual general meeting.

10.2 **Regular Meetings**

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

10.3 **Ad Hoc Meetings**

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the Chair; or
- (b) by request of any five (5) or more Directors.

10.4 **Notice of Board Meetings**

At least seven (7) days' notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

10.5 **Attendance at Board Meetings**

Every Director is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board by Board Resolution may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

10.6 **Participation by Electronic Means**

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

10.7 **Quorum**

Quorum for meetings of the Board will be a majority of the Directors currently in office.

10.8 **Director Conflict of Interest**

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent himself or herself from the meeting or portion thereof:
 - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

10.9 Chair of Meetings

The Chair (or, in the absence or inability of the Chair, a Vice-Chair, or, in the absence or inability of both the Chair and the Vice-Chairs, the Past Chair) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

If at any meeting of the Board the Chair, a Vice-Chair, the Past Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

10.10 Alternate Chair

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chairperson.

10.11 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

10.12 Minutes of Board Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board.

11. DECISION MAKING AT BOARD MEETINGS

11.1 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

11.2 Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

11.3 Entitlement to Vote

Subject to Bylaw 10.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

11.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or

(d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

12. OFFICERS

12.1 Officers

The officers of the Society are the Chair, first and second Vice-Chairs, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

The Board may, by Board Resolution, create and remove such other officers of the Society as it deems necessary and determine the duties and responsibilities of all officers.

12.2 Nomination and Election of Officers

The nominating committee must nominate Directors for election as officers and other members of the Executive Committee. Except in unforeseen circumstances, the Director who is First Vice-Chair must be nominated for Chair, and the Director who is Second Vice-Chair must be nominated for First Vice-Chair.

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers, save and except the Past Chair.

12.3 Term of Officer

The term of office for all officers will be one (1) year, unless sooner ceasing.

Terms for officers will commence on the date the Director is elected as an officer in accordance with Bylaw 12.2 and continuing until the first meeting of the Board held after the next annual general meeting.

A Director may be elected as an officer for consecutive terms.

12.4 Removal of Officers

A Person may be removed as an officer by Board Resolution.

12.5 Replacement

In the event of a vacancy in the office of Chair, the First Vice-Chair will immediately assume that office for the remainder of the vacated term. Likewise, in the event of a vacancy in the office of First Vice-Chair, the Second Vice-Chair will immediately assume that office for the remainder of the vacated term.

Any other vacancy among the officers must be filled by Board Resolution.

Should the Chair or any other officer be unable for any reason to complete his or her term, the Board may remove such officer from his or her office and will appoint a replacement without delay.

12.6 Duties of Chair

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

12.7 Duties of Vice-Chairs

The First Vice-Chair and Second Vice-Chair will assist the Chair in the performance of his or her duties and will, in the absence of the Chair, perform those duties, in order of seniority. A Vice-Chair will also perform such additional duties as may be assigned by the Board or the Chair.

12.8 Duties of Past Chair

The Past Chair shall assist the Chair in the performance of his or her duties and shall, in the absence of the Chair, and all Vice-Chairs, perform those duties. The Past Chair shall also perform such additional duties as may be assigned by the Board or the Chair.

12.9 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

12.10 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*;
- (b) delivering a report to the Members at the annual general meeting regarding the most recently published annual financial statements of the Society; and
- (c) the rendering of financial statements to the Directors, Members and others, when required.

12.11 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

13. CHIEF EXECUTIVE OFFICER

13.1 Appointment of CEO

The Board may, by Board Resolution:

- (a) appoint and remove Person as CEO as it determines necessary from time to time, or
- (b) delegate the authority to appoint and remove a CEO to the executive committee.

The Board (or executive committee, if delegated) is responsible to supervise the CEO in the performance of his or her duties.

13.2 Duties of CEO

The Chief Executive Officer shall, subject to the oversight of the Board, direct and manage the Society's activities and internal affairs and shall be responsible for the administration of the Society.

Without limiting the foregoing, the CEO shall have the following duties, and the Board may, by Board Resolution, add to, delete or vary the duties of the CEO:

- (a) report to the Chairperson of the Board;
- (b) provide industry leadership, representation and advocacy;
- (c) provide information and education;
- (d) promote interface and enforcement for all regulatory jurisdictions;

- (e) promote development and maintenance of reasonable, fair and equitable legislation, regulations, policies and enforcement practices applicable to all facets of motor carrier members;
- (f) foster cooperation with all facets of the industry;
- (g) foster alliance with shipper groups and other transport modes;
- (h) foster relations with provincial and national trucking groups; and
- (i) such other duties and responsibilities as may be determined by the Board from time to time.

The CEO shall regularly report to and advise the Directors on all matters relevant to the affairs of the Society.

14. INDEMNIFICATION

14.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

14.2 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

15. COMMITTEES

15.1 Creation and Delegation to Committees

The Board may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

15.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

15.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

15.4 **Executive Committee**

The Society must have an executive committee, composed of the Chair, the First Vice-Chair, the Second Vice-Chair, the Secretary, Treasurer, Past Chair, a representative of the Associate Members and one (1) other Director, who is an at-large member of the executive committee.

15.5 **Duties of Executive Committee**

The executive committee shall be responsible for overseeing the affairs of the Society between meetings of the Board and shall have such duties and powers as are set out in terms of reference to be adopted by Board Resolution.

16. **EXECUTION OF INSTRUMENTS**

16.1 **Seal**

The Society may have a corporate seal but will not use the seal for the execution of documents.

16.2 **Execution of Instruments**

Contracts, documents or instruments in writing requiring execution by the Society may be signed as follows:

- (a) by the Chair, together with one (1) other Director, or
- (b) in the event that the Chair is unavailable, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

16.3 **Signing Officers**

The Board shall, from time to time by Board Resolution, appoint signing officers who are authorized to sign cheques and all banking documents on behalf of the Society.

17. **FINANCIAL MATTERS AND REPORTING**

17.1 **Accounting Records**

The Society shall maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

17.2 **Borrowing Powers**

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

17.3 **Restrictions on Borrowing Powers**

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

17.4 **When Audit Required**

The Society shall conduct an audit or review of its annual financial statements if:

- (a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
- (b) the Members require the appointment of an auditor by Ordinary Resolution,

in which case the Society shall appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

17.5 Appointment of Auditor at Annual General Meeting

If the Society determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at the next annual general meeting or until a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

17.6 Vacancy in Auditor

Except as provided in Bylaw 17.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

17.7 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

17.8 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

17.9 Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

17.10 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

18. NOTICE GENERALLY

18.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

18.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

18.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

19. MISCELLANEOUS

19.1 Dissolution

Upon the winding-up or dissolution of the Society, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed, subject to the Act, as determined by Board Resolution.

19.2 Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

19.3 Right to become Member of other Society

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

20. BYLAWS

20.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

20.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

20.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.