

BY-LAW No. 1

A by-law relating generally to the transaction of the affairs of  
TRANSPORTATION MAINTENANCE & TECHNOLOGY ASSOCIATION  
WATERLOO REGION.

TABLE OF CONTENTS

Article 1	Head office
Article 2	Seal
Article 3	Board of Directors
Article 4	Vacancies, Board of Directors
Article 5	Quorum and Meetings, Board of Directors
Article 6	Errors in notice, Board of Directors
Article 7	Voting, Board of Directors
Article 8	Powers
Article 9	Remuneration of Directors
Article 10	Officers of Corporation
Article 11	Duties of President and Vice-President
Article 12	Duties of Secretary
Article 13	Duties of Treasurer
Article 14	Duties of Other Officers
Article 15	Execution of Documents
Article 16	Books and Records
Article 17	Membership
Article 18	Dues
Article 19	Annual and Other Meetings of Members
Article 20	Error or Omission in Notice
Article 21	Adjournments
Article 22	Quorum of Members
Article 23	Voting of Members
Article 24	Financial Year
Article 25	Cheques, etc.
Article 26	Deposit of Securities for Safekeeping
Article 27	Notice
Article 28	Borrowing
Article 29	Interpretation
Article 30	Assets

BE IT ENACTED as a by-law of Transportation Maintenance &  
Technology Association Waterloo Region.

HEAD OFFICE

1. The Head Office of the Corporation shall be in the City of Kitchener,  
in the Province as the directors may from time to time determine.

SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be  
The corporate seal of the Corporation

## BOARD OF DIRECTORS

### 3. ELECTION OF THE BOARD OF DIRECTORS

#### 3.1 Election in Rotation

Subject to the provisions of the Act, Directors shall be elected by the Members entitled to vote and shall retire in rotation.

#### 3.2 Rotation Following Passage of this By-law

At the first meeting of Members following the enactment of this by-law at which there is an election of Directors:

3.2.1 previously elected Directors who have two (2) years remaining in their terms of office shall continue to serve for the remaining two (2) years;

3.2.2 previously elected Directors who have one (1) year remaining in their term of office shall continue to serve for the remaining one (1) year: and

3.2.3 five (5) Directors shall be elected for a term of three (3) years.

#### 3.3 Election in Subsequent Annual Meetings

Subject to the provisions of subsections 3.2.1 and 3.2.2, any Director whose term of office has expired shall be elected for a term ending at the third Annual Meeting following the Director's election.

#### 3.4 Term of Office

The term of office of the Director shall be three (3) years.

#### 3.5 Re-Election

There shall be no limit on the number of terms that a director can be re-elected to office by the Members.

#### 3.6 Elections

At each Annual Meeting a number of Directors equal to the number of Directors retiring shall be elected for the term of office established in section 3.4.

#### 3.7 Nominations

Candidates for the office of Director shall include:

3.7.1 the slate of candidates for office, if any, proposed by the Executive Committee: and

3.7.2 the persons, each of whom must be a Member entitled to vote, who have placed their own names in nomination by written notice delivered to the Association at any time before the second Monday in the month of January.

#### 3.8 Election Method

Where the number of candidates nominated:

3.8.1 is equal to the number of offices to be filled, the secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and

3.8.2 is greater than the number of offices to be filled; the election shall be conducted by ballot

#### 3.9 Election by Ballot

Where the election is conducted by ballot

3.9.1 Members entitled to vote may vote for no more than the number of Directors to be elected:

3.9.2 the five candidates receiving highest number of votes shall be elected;

3.9.3 in the event that the fifth candidate has received the same number of votes as other candidates;

3.9.3.1 the candidates who have received the highest number of votes shall be declared elected; and

3.9.3.2 all candidates who have received the same number of votes as the fifth candidate shall draw lots, in the manner determined the chair of the meeting, to determine which one or more of them shall be elected.

### 3.10 Directors

To become a director of the Association you must be:

Eighteen years of age or older.

A person who has not been found incapable of managing property.

A person who has not been found incapable by any court in Canada or elsewhere

Not bankrupt.

Must have a full police check.

A member in good standing of the association for at least 2 years.

### VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

### QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President that the notice has been given pursuant to this by-law shall be sufficient and conclusive of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

### ERRORS IN NOTICE, BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and, any director may at any time waive notice of any such meeting and may ratify and approve of any proceedings taken or had thereat.

### VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible as prima facie of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. In the absence of the President his duties may be performed the Vice-President or such director as the board may from time to time appoint for the purpose.

#### POWERS

8. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

#### REMUNERATION OF DIRECTORS

9. The directors shall receive no remuneration for acting as such.

#### OFFICERS OF CORPORATION

10. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of the President and Vice-President. The President and Vice-President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provide that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

#### DUTIES OF PRESIDENT AND VICE-PRESIDENT

11. The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

11.1 The president shall be voted on by the Board of Directors (Yearly), at the first Board of Director's Meeting after the Annual Meeting. The term shall not exceed 3 years.

#### DUTIES OF SECRETARY

12. The Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors

#### DUTIES OF TREASURER

13. The Treasurer, or person performing the usual duties of Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof of whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors.

#### DUTIES OF OTHER OFFICERS

14. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

#### EXCUTION OF DOCUMENTS

15. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the board.

The President, Vice-President, the directors, Secretary or Treasurer or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and

the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

#### BOOK AND RECORDS

16. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute law are regularly and properly kept. We do not have the financial statements audited and that no public accountant is appointed. The directors receive a financial statement monthly which has to be voted on and correspond with the bank statement. The directors are fully responsible for the affairs of the corporation.

#### MEMBERSHIP

17. The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the board of directors.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

Each member shall promptly be informed by the Secretary of his admission as a member.

17.1 There shall be 3 classes of members:

- Regular Member: shall be engaged in the operation of a bus or truck maintenance operation connected with commercial transportation (service managers, superintendents, lead hand, mechanics)
- Associate Member: shall be a representative of original equipment manufacturers, or remanufacturers of vehicles and/or Associated equipment
- Affiliate Member: shall be in a trade-related position

All paid members in the 3 classes are eligible to vote.

No membership can be transferred to anyone or to another company without the Board of Directors approval.

Life Member: The Board of Directors may designate individuals who do not qualify under the foregoing categories, as life members, using such criteria as the board may develop.

#### DUES

18. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the members in default shall

thereupon automatically cease to be members of the Corporation, but any such member may on payment of all unpaid dues be reinstated by unanimous vote of the board of directors.

#### ANNUAL AND OTHER MEETINGS OF MEMBERS

19. The annual or any other meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of the members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

#### ERROR OR EMISSION IN NOTICE

20. No error or emission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

#### ADJOURNMENTS

21. Any meetings of the Corporation or of the directors may be adjourned to any time from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### QUORUM OF MEMBERS

22. A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

#### VOTING OF MEMBERS

23. Subject to the provisions, if any, contained in the LETTERS PATENT of the Corporation, each member of the Corporation shall at all meetings of the members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

#### FINANCIAL YEAR

24. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 1st day of January in each year.

#### CHEQUES, ETC.

25. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

#### DEPOSITS OF SECURITIES FOR SAFEKEEPING

26. The securities if the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit of the proceeds thereof.

#### NOTICE

27. Any notices (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to

whom it is given or if delivered to his recorded address if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of transmitted or recorded communication, A notice so delivered shall be deemed to have been given when it is personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have given when deposited in a post office or public letter box; and a notice by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

#### BORROWING

28. The directors may from time to time
- (a) borrow money on the credit of the Corporation; or
  - (b) issue, sell or pledge securities of the Corporation; or
  - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or obligation or liability of the Corporation.

From time to time the directors may authorize any director, officer or employee of the Corporation 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 any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

#### INTERPRETATION

29. In these by-laws and in all other by-laws of the Corporation 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, and vice versa, and references to persons shall include firms and corporations.

#### ASSETS

30. If the Association dissolves, its debts are repaid first and then any remaining assets must be distributed to the members in a way that reflects their rights and interests in the corporation. (Not directly to any members)

Passed by the board of directors and sealed with the corporate seal this  
26th day of July 2012

Herb Preikschas

\_\_\_\_\_  
President

John Ottema

\_\_\_\_\_  
Secretary