

## **BY-LAW NUMBER 1**

A by-law relating generally to the conduct of the affairs of TRANSPORT 2000 ONTARIO.

WHEREAS the Corporation was incorporated by Letters Patent issued by the Lieutenant Governor of Ontario on the 5<sup>th</sup> day of August, 1992, for the objects described therein,

WHEREAS in 2009, the Corporation elected to operate under the name TRANSPORT ACTION ONTARIO, while retaining the corporate name TRANSPORT 2000 ONTARIO

BE IT ENACTED as a by-law of the TRANSPORT 2000 ONTARIO (hereinafter called the “Corporation”) as follows:

### **1.00 INTERPRETATION**

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

- .01 the singular includes the plural;
- .02 “Board” means the Board of Directors of the Corporation;
- .03 “Corporation” means the TRANSPORT ACTION ONTARIO;
- .04 “Corporations Act” means the Corporations Act, R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefor, from time to time;
- .05 “Officers” means the persons who hold the offices enumerated in Section 6.00;

1.02 All terms defined in the Corporation Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

### **2.00 HEAD OFFICE**

The head office of the Corporation shall be in the City of Toronto in the Province of Ontario, and at such place therein as the Board may from time to time determine.

### **3.00 SEAL**

The seal which is impressed hereon shall be the corporate seal of the Corporation.

### **4.00 MEMBERSHIP**

4.01 Membership. Membership in the Corporation is open to all individuals, groups and organizations whether or not incorporated, provided that a Member subscribes to the objects of the Corporation. Upon recommendation of the Board, the Annual Meeting of Members shall set the designated categories of membership. All membership applications shall be approved by the Board. At the time of application for membership, a group or organization shall provide the Recording Secretary with the name or the office held by such person who determines who can vote on behalf of the group or organization. It shall be the responsibility of the group or organization Member to provide the Recording Secretary on a timely basis with any change of name or the office of such person.

In the event that a Family membership category is created, at the time of application for a Family membership, the applicant may indicate to the Corporation a second individual family person who shall be considered an additional voting individual member of the Corporation. This second individual family person member shall be re-designated at each renewal of a Family membership.

- 4.02 Voting Rights of Members. Members shall be entitled to vote on all matters that come before the membership of the Corporation. All members, whether individual, group or organization, are entitled to only one vote.
- 4.03 Proxy voting. Every Member, including a group or organization, entitled to vote at meetings of Members may by means of a proxy appoint a person who need not be a Member as his or her nominee, to attend and act at the Meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Member entitled to vote or his or her attorney authorized in writing, or, if the Member is a group or organization, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chair of the Meeting may accept as sufficient, and shall be deposited with the Recording Secretary of the Meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.
- 4.04 Voting by Members. Unless otherwise required by the provisions of the Corporations Act or of the by-laws of the Corporation, all questions proposed for consideration at a Meeting of Members shall be determined by a majority of the votes cast by Members present and entitled to vote. Questions not seconded by a member present shall not be considered by a Meeting of Members. The Chair presiding at the meeting shall not vote, except that the Chair shall cast a deciding vote in the case of an equality of votes.
- 4.05 Show of Hands. At all Meetings of Members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a ballot is required by the Chair or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- 4.06 Chair. In the absence of the President, or the Vice-President, the Members entitled to vote present at any Meeting of Members shall choose another director as Chair and if no director is present or if all the directors present decline to act as Chair, the Members present shall choose one of their number to be Chair.
- 4.07 Ballot. If at any meeting a ballot is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a ballot is requested on any other question, it shall be taken in the manner and after due debate as the Chair directs. A request for a ballot may be withdrawn at any time prior to the taking of the ballot. On other questions the members at a meeting may by resolution require the Recording Secretary to conduct a mailed ballot of all Members of the Corporation, the results of such a ballot being communicated to the membership by a timely mailing to all Members.
- 4.08 Adjournments. Any Meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned Meeting that might have been transacted at the original Meeting from which the adjournment took place. All adjournments shall be within a period of sixty (60) consecutive days from the date of the original Meeting of Members. No notice is required of any adjourned Meeting.
- 4.09 Quorum. A quorum shall be required at any General Meeting of the Members or Annual Meeting of Members. A quorum shall be 15 Members in good standing and no business shall be transacted at any General or Annual Meeting of Members unless the required quorum is present at the commencement of such business.
- 4.10 Revocation of Membership. Any Member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the Members present and eligible to vote at an Annual or other General Meeting of the Corporation.

- 4.11 Termination of Membership. A Membership in the Corporation automatically terminates where:
- .01 the Member, in writing, resigns as a Member of the Corporation;
  - .02 an individual Member dies;
  - .03 a Member is expelled from the Corporation pursuant to Article 4.10; and/or
  - .04 a Member has failed to pay an annual fee when due.
- 4.12 Annual Meeting. The Annual Meeting of the Members shall be held each year within Ontario, at a time, place and date determined by the Board, provided that the date shall be within the first four months of the calendar year, for the purpose of:
- .01 hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an Annual Meeting;
  - .02 electing Directors as are to be elected in accordance with Articles 5.02 and 5.03;
  - .03 appointing the Auditor and fixing or authorizing the Board to fix his or her remuneration; and
  - .04 the transaction of any other business properly brought before the Meeting.
- 4.13 Annual Membership Fees. Upon recommendation of the Board, the Annual Meeting of Members shall set annual membership fees for designated categories of Members. Failing to pass a resolution regarding membership fees at the Annual Meeting of Members, the previous year's annual membership fees shall continue to be in force. Where an annual fee is assessed, Membership in the Corporation commences or continues only upon payment of the applicable fee. Meeting of Members may require that a portion of fees be paid to Transport 2000 Canada.
- 4.14 General Meetings. The Board may at any time call a General Meeting of Members for the transaction of any business, the general nature of which is specified in the Notice calling the Meeting. A General Meeting of Members may also be called by the Members as provided in the Corporations Act.
- 4.15 First General Meeting of Members. Within two months of the issuance of Letters Patent, the First Board of Directors shall call a General Meeting of Members to elect a Board of Directors of the Corporation, following the procedures as stated in Articles 5.02 and 5.03, to approve the by-laws of the Corporation and to conduct any other business. This Board of Directors shall hold office until the next Annual General Meeting.
- 4.16 Notice of Meetings. Notice of the time, place and date of Meetings of Members and the general nature of the business to be transacted shall be given at least twenty-one (21) days before the date of the Meeting to each Member (and in the case of an Annual Meeting, to the Auditor of the Corporation) by sending by prepaid mail to the last address of the addressee shown on the Corporation's records.
- 4.17 First Members. At the issuance of Letters Patent, the Members of the Corporation shall be the members in good standing of the unincorporated organization known as TRANSPORT 2000 ONTARIO.

## **5.00 THE BOARD OF DIRECTORS**

- 5.01 Board. The affairs of the Corporation shall be managed by a Board composed of nine (9) Directors. The Immediate Past President shall be an additional member of the Board for the following year only.

5.02 Election of Directors.

- .01 Directors of the Corporation shall be elected for one year terms.
- .02 The election for Directors shall be held at the Annual Meeting of Members. Any Member present at the Annual Meeting of Members may nominate a candidate for the office of Director provided that person is eligible to stand for office pursuant to Article 5.04 below. Every eligible candidate must give consent to standing for the office of Director either in person at the Annual Meeting of Members or in writing to the Recording Secretary of the Corporation.
- .03 Candidates eligible for the office of Director shall be persons who are individual Members of the Corporation or the individual representing a group or organization as designated in Article 4.01. Candidates for office of Director must be Members in good standing of the Corporation.
- .04 The position of Immediate Past President shall not be elected but shall be filled by any individual who ceases to be President at the time of any election of Directors, provided that where a person is re-elected as President, the Immediate Past President shall continue in his or her position until the next election of Directors.

5.03 Method of Election.

- .01 At any Annual Meeting of Members, the Members present shall elect from among themselves a person to act as Chair of Elections until the completion of election of Directors, this person not himself or herself standing for any position of Director of the Board.
- .02 The election of Directors shall commence with the election of Officers of the Corporation in the following order: President, Vice-President, Recording Secretary, and Treasurer. Election to such office shall constitute election as a Director. Following the election of Officers, there shall be an election of the additional Directors.
- .03 If for any position of Officer there is only one candidate nominated after nominations have been closed for that Officer, then that candidate shall be declared elected and no ballot shall be held. Where there is more than one candidate nominated for a position of Officer, there shall be a balloting of Members present and entitled to vote.
- .04 If for the positions of the additional Directors there are no more candidates than positions after nominations have been closed, then these candidates shall be declared elected and no ballot shall be held. Where the number of candidates nominated exceeds the number of positions for Directors, there shall be a balloting of Members present and entitled to vote.
- .05 Any balloting shall be by secret ballot and the candidate with the majority in the case of two candidates, or the candidate or candidates with the plurality in the case of more than two candidates, shall be declared elected. Where there is a tie vote, the Chair of Elections, in addition to his or her original vote, shall cast a second vote to break a tie. Where a ballot has more than two candidates, a ballot shall be deemed spoiled if there are more candidates marked than there are Officers or Directors to elect on that ballot.

5.04 Qualifications. Each Director shall:

- .01 be at the date of, and thereafter remain throughout his or her term, a Member of the Corporation who is qualified by the terms of Section 4.00 to hold office;
- .02 be at least eighteen (18) years of age; and
- .03 not be an undischarged bankrupt nor a mentally incompetent person.
- .04 If a person ceases to be a Member of the Corporation who is qualified by the terms of Section 4.00 to hold office, or becomes bankrupt or a mentally incompetent person, he or she thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by Article 5.05.

5.05 Vacancies. So long as a quorum of the Directors remains in office, a vacancy on the Board of Directors, including Officers, may be filled by the Directors from among the qualified Members of the Corporation. If no quorum of Directors exists, the remaining Directors shall forthwith call a General Meeting of Members to fill the vacancies of Directors on the Board. The terms of office of Directors and Officers filling vacancies as elected by the Board of Directors shall be until the next Annual Meeting of Members. A vacancy for the position of Immediate Past President shall not be filled by the Board of Directors or any General Meeting of Members called to fill vacancies on the Board of Directors.

5.06 Removal of Directors.

- .01 Members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of his or her term of office, and may, by a majority of the votes cast at that Meeting, elect any person in his or her stead for the remainder of his or her term.
- .02 The position of a Director may be deemed vacant by a majority vote of Directors present at a meeting of Directors where the incumbent of the directorship at issue has not attended three consecutive meetings of Directors and where any Director has given seven (7) days notice to the incumbent of the directorship at issue of his or her intention to propose a motion to deem the position vacant. This sub-article shall not apply to the Immediate Past President.

5.07 Quorum. A quorum for the transaction of business at meetings of the Board shall be not less than five (5) Directors.

5.08 Meetings. Meetings of the Board may be held at any place within or outside Ontario, as designated in the Notice calling the meeting. Meetings of the Board may be called by the President, the Vice-President or the Recording Secretary or any four (4) Directors.

5.09 Notice. Subject to the provisions of Section 12, Notice of Board meetings shall be delivered, mailed, electronically mailed, faxed, or telephoned to each Director not less than seven (7) days before the meeting is to take place. The statutory declaration of the Recording Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice in their absence.

5.10 Regular Meetings. The Board may appoint one or more days in each year for Regular Meetings of the Board at a place and time named; no further notice of the Regular Meetings need be given. The Board shall hold at least six (6) regularly scheduled meetings a year from the last Annual Meeting of Members.

5.11 Voting. Except as otherwise provided in this By-law, questions arising at any meeting of the Board shall be decided by a majority vote. Each Director shall have one vote, including the Immediate Past President. In the case of an equality of votes, the Chair, in addition to his or her original vote, shall have a second vote to break a tie. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a

resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

- 5.12 Others Present. Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by his or her delegate to attend and to speak at, meetings of Board, but shall not be entitled to vote thereat. All meetings of the Board may be attended by any Member of the Corporation, unless by resolution at a meeting of the Board a portion of that meeting is decided to be closed to Members. Members attending a Board meeting are entitled to briefly address the Board if they so wish.
- 5.13 Remuneration of Directors. The Directors of the Corporation shall serve without remuneration. The Board shall at the time of its first meeting following the Annual General Meeting of Members establish rules with respect to the eligibility for reimbursement of expenditures incurred by Officers, Directors, Members of the Corporation, or agents and with respect to the procedures for such reimbursement.
- 5.14 Indemnities to Directors. Every Director and Officer of the Corporation and his or her heirs, executors and administrators, and estate, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office.
- 5.15 Protection of Directors and Officers. No Directors or Officers of the Corporation shall be liable for the acts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful and wilful neglect or default.
- 5.16 Responsibility for Acts. The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

## **6.00 OFFICERS**

- 6.01 Executive Officers. The Officers of the Corporation shall be the President, Immediate Past President, Vice-President, Recording Secretary and Treasurer. No individual may hold two Officer positions, except that the position of Immediate Past President may be combined with any other position but not with the position of President.
- 6.02 President. The President shall, when present, preside at all meetings of the Board, the Executive Committee (if any), and Members. The President shall supervise the affairs and operations of the Corporation, sign all documents requiring his or her signature and have the other powers and duties from time to time prescribed by the Board or incident to his or her office.

- 6.03 Vice-President. During the absence or inability to act of the President, his or her duties and powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice-President shall also perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to his or her office.
- 6.04 Recording Secretary. The Recording Secretary shall be ex-officio clerk of the Board and the Executive Committee (if any) and shall attend all meetings of the Board and of the Executive Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose. The Recording Secretary shall give all notices required to be given to Members and to Directors. The Recording Secretary shall be the custodian of the Corporate Seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation and shall perform the other duties from time to time prescribed by the Board and by the Executive Committee (if any) or incident to his or her office.
- 6.05 Treasurer. The 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 the bank or banks, trust companies or credit unions, from time to time designated by the Board or Executive Committee (if any). The Treasurer shall disburse the funds of the Corporation under the direction of the Board or Executive Committee (if any), taking proper vouchers therefor and shall render to the Board or Executive Committee (if any), whenever required of him or her, an account of all his or her transactions as Treasurer and of the financial position of the Corporation. The treasurer shall co-operate with the Auditor of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to his or her office.

## **7.00 COMMITTEES**

- 7.01 Executive Committee. The Board of Directors may pass a by-law to establish an Executive Committee, and the Board may delegate to the Executive Committee such powers as the Board may lawfully exercise. Such committee shall be established in accordance with the Corporations Act as amended from time to time.
- 7.02 Standing and Ad Hoc Committees. The Board or the Executive Committee (if any) may from time to time by resolution create Standing and Ad Hoc Committees. The Chairs, purposes, member composition, terms, and reporting of these committees shall be determined by the Board and may be altered at any time by the Board. Committees may establish sub-committees.
- 7.03 Remuneration of Committee Members. Members of the Executive Committee or other Ad Hoc Committees shall serve without remuneration.

## **8.00 EXECUTION OF DOCUMENTS**

- 8.01 Cheques, Drafts, Notes, etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Officer or Officers or person or persons as and in the manner from time to time prescribed by the Board.
- 8.02 Execution of Documents. The Board shall from time to time appoint any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The Corporate Seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing. 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.

8:03 Books and Records. The Board shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

## **9.00 BANKING ARRANGEMENTS**

9.01 The Board shall designate, by resolution, subject to the restrictions as set out in Article 8.01, the Officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, credit union, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- .01 operate the Corporation's accounts with the banker;
- .02 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- .03 issue receipts for and orders relating to any property of the Corporation;
- .04 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- .05 authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

9.02 Deposit of Securities. The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. 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 and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **10.00 BORROWING BY THE CORPORATION**

10.01 Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may:

- .01 borrow money on the credit of the Corporation;
- .02 issue, sell or pledge securities of the Corporation; or
- .03 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 any other obligation or liability of the Corporation.

10.02 From time to time the Board may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and condition of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **11.00 FINANCIAL YEAR**

11.01 The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

## **12.00 NOTICE**

12.01 Computation of Time. In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days notice of any meeting or other event, the date of giving notice is, unless otherwise provided, included.

12.02 Omissions and Errors. The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the Auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or the Auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

## **13.00 BY-LAWS AND AMENDMENTS, ETC.**

13.01 Enactment. By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provision of the Corporation Act, subject to any restrictions contained in this by-law. Amendments to the by-laws shall be adopted by the Board of Directors by two-thirds (2/3) vote of the Directors present at a meeting of the Board and shall be deemed in effect when adopted by the Members of the Corporation present at any Annual or General Meeting of Members where notice of such a meeting states the proposed amendment. All amendments to the by-laws require a two-thirds (2/3) majority of votes cast in favour in order to be adopted by an Annual or General Meeting.

## **14.00 DISSOLUTION**

14.01 In the event of the dissolution of the Corporation and after all debts and obligations have been satisfied, all property and other assets of the Corporation shall be given to another non-profit organization.

## 15.00 EFFECTIVE DATE

15.01 This by-law shall come into force without further formality upon its enactment.

Enacted as By-law Number 1 by the Directors of the Corporation at a meeting duly called on the 7th day of October, 1992 at St. Hilda's College, 44 Devonshire Place, in the City of Toronto.

---

Secretary

---

Chair

The foregoing By-law Number 1 as enacted by the Directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all Members entitled to vote at a meeting of Members duly called at the St. Paul's Centre at Trinity, 427 Bloor Street West, in the City of Toronto and at which a quorum was present on the 21st day of November, 1992.

---

Secretary

---

Chair

## Changes and Amendments passed April 28, 2018

***Motion 1;*** Be it resolved that By-Law 5.01 **Board** be amended by substituting "**nine (9)**" for "*twelve (12)*" and by the addition of "**for the following year only**" *immediately after* "*of the Board*". The by-law would now read as:

***5.01 Board.*** *The affairs of the Corporation shall be managed by a Board composed of nine (9) Directors. The Immediate Past President shall be an additional member of the Board for the following year only.*

***Motion 2;*** Be it resolved that By Law 5.03.03 be amended by the deletion of the words "**membership Secretary.**"

***Motion 3;*** Be it resolved that By Law 5.03.02 be removed entirely.

***Motion 4;*** Be it resolved that the remainder of By-law 5.03 be renumbered so that 5.03.03 becomes 5.03.02, 5.03.04 becomes 5.03.03, 5.03.05 becomes 5.03.04 and 5.05.06 becomes 5.03.05

***Motion 5;*** Be it resolved that By Law **6.01 Executive Officers** be amended such That the words "**and Membership Secretary**" be deleted right after the word "**Treasurer**", that the word "**and**" be inserted in front of the word "**Treasurer.**" and that the words "**the position of Treasurer may be combined with the position of Membership Secretary, or the position of Recording Secretary may be combined with the position of Membership Secretary.**" be removed.

***Motion 6;*** Be it resolved that By Law 6.04 be amended by the removal of the words "*If, as a result of a motion as permitted in sub-article 5.03.02, the offices of Recording Secretary and Membership Secretary have been combined, this office may be known as the Secretary of the Corporation.*"

***Motion 7;*** Be it resolved that By Law 6.06 be removed entirely "***Membership Secretary. The Membership Secretary shall assist the Recording Secretary in maintaining the list of Members of the Corporation, and shall perform the other duties from time to time prescribed by the Board or Executive Committee (if any).***"

**Changes and Amendment History (to December 29, 2009):**

- 2.0 Head Office. Note: The Municipality of Metropolitan Toronto became the City of Toronto as of January 1, 1998 by Provincial legislation amalgamating the cities within the former Metropolitan Toronto. Formerly By-Law Number 1 stated that our head office was in the Municipality of Metropolitan Toronto.
- 5.01 Board. Amended by the Annual General Meeting of March 24, 2001 to “twelve (12)” Directors from “ten (10).”
- 7.03 Remuneration of Committee Members. Amended by the Annual General Meeting of March 24, 2001 to be re-numbered as Sub-section 7.03, from 7.04, there being no Sub-section 7.03 in the original printing of By-Law Number 1.

**March 12, 2002 all misspellings and misnumbering corrected in By-Law 1 by the Recording Secretary Anton H. Turriffin in the up-dated printed version of By-Law 1.**

- 4.12 Annual Meeting. Amended by the Annual General Meeting of March 27, 2004 to “...the date shall be within the first four months...” from “...the date shall be within the first three months...”
- 4.01 Membership. Amended by the Annual General Meeting of April 29, 2006 to add two further sentences to Section 4.01: "In the event that a Family membership category is created, at the time of application for a Family membership, the applicant may indicate to the Corporation a second individual family person who shall be considered an additional voting individual member of the Corporation. This second individual family person member shall be re-designated at each renewal of a Family membership."

Corporate name change: from TRANSORT 2000 ONTARIO to TRANSPORT ACTION ONTARIO, as approved by the Ontario Ministry of Government Services on December 29, 2009. Our Ontario Corporation Number remains #983433. [End]