

ONTARIO GOOD ROADS ASSOCIATION

CONSTITUTION & BY-LAW NO. 1-2013

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ONTARIO GOOD ROADS ASSOCIATION

By-Law No. 1-2013

A by-law relating generally to the transaction of the affairs of the Ontario Good Roads Association, (the "Corporation") a corporation without share capital organized under the *Corporations Act* (Ontario) (the "Act") to represent the interests of municipalities through advocacy, consultation, training and the delivery of identified services.

1. Head Office

The Head Office of the Corporation shall be at Oakville, Ontario or at such place as the Board of Directors may from time to time determine.

2. Seal

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

3. Interpretation

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 or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

4. Membership

Every class of member as set out below shall be eligible for membership subject to payment of the applicable membership fee. The following shall be the classes of membership:

(a) Municipal

Municipal members shall be municipal corporations or First Nations in the Province of Ontario. Provided that the Municipal member is in good standing, including having paid all membership dues, every member of a member Municipal Council or a member First Nation Council and all permanent full-time employees of a Municipal member shall be eligible to receive notice of and attend all meetings of members and to vote on all matters put before the membership. Each member of a Municipal member council (whether First Nations council or Municipal council) and all permanent full-time employees of a Municipal member shall have one vote. Each Municipal member shall provide the Corporation, from time to time and as requested by the Corporation, with a list of council members and permanent full-time employees. For the purposes of this by-law, "permanent full-time employee" means an individual who is employed for an indeterminate period to regularly work the standard number of hours fixed by the employer for employees in the occupational group in which the individual

is employed and does not include temporary employees, permanent part-time employees, consultants, independent contractors or seasonal employees.

The rights of council members and permanent full-time employees to receive notice of, attend and vote at members' meetings shall cease and terminate when the individual in question is no longer a council member or a permanent full-time employee of a Municipal member.

(b) Corporate

Corporate membership shall be open to any private sector company, other corporation or institution or governmental or non-governmental organization which has applied for and been accepted as a Corporate member by the Board of Directors. Corporate members shall be entitled to notice of and to attend all meetings of members. Subject to the Act, Corporate members shall not be entitled to vote.

(c) Life

Past Presidents of the Corporation shall automatically become Life Members. Life Members shall be entitled to notice of and to attend all meetings of the members and to vote on all matters put before the membership. Each Life Member shall have one vote.

(d) Honorary Life

Honorary life members shall be those individuals who have performed distinguished service in the field of municipal transportation and public works. They shall be nominated by the Nominating Committee and approved by the Board of Directors. Honorary life members shall be entitled to receive notice of and attend all meetings of the members. Subject to the Act, Honorary life Members shall not be entitled to vote.

5. Annual General and Other Meetings of Members

Any meeting of members shall be held at a location in Ontario as determined by the Board of Directors and on such day as the said Directors shall appoint.

The annual general meeting shall be held within ninety (90) days of the fiscal year end.

At every annual general 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. 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 the First Vice-President shall have the power to call at any time a general meeting of the members of the Corporation.

A printed or electronic notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting in the manner specified in section 34. Notice to Municipal members of annual general or other meetings shall be deemed to have been sufficiently given if directed to the attention of the Clerk (or the equivalent) of the municipality at the last known municipal office address or of the First Nations council at their last known address.

6. Error or Omission in Notice

The accidental omission to give notice of any meeting to, or the non receipt of any notice by, any member or members or any irregularity in the notice of any meeting, shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

7. Adjournments

The Chair of any meeting of members or Directors may adjourn the same from time to time to a fixed time and place and no notice of such adjourned meeting need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance the notice calling the original meeting.

8. Quorum of Members – Annual General Meetings

A quorum for the transaction of business at any annual general meeting, or special meeting of members shall consist of representatives from not less than thirty (30) municipal members.

9. Voting

At meetings of the members of the Corporation, each voting member shall be entitled to one vote on each question. At all meetings of members, every question shall be decided by a majority of the votes of the members present 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 otherwise demanded by a two-third (2/3) majority vote of members present. Upon a show of hands, every member having voting rights shall have one vote and, unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry 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 favour of or against such resolution. The demand for a poll may be withdrawn, but if the poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.

10. Voting Proxies – Absentee Voting

In addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:

- (a) by appointing a proxyholder or one or more alternate proxyholders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:
 - (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (ii) a proxy must be deposited with the Corporation 48 hours (excluding Saturdays, Sundays and holidays) before any meeting or continuance of an adjourned meeting;
 - (iii) a Member may revoke a proxy by depositing an instrument in writing executed by the Member:
 - (A) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the last business day preceding the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (B) with the Chair on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
 - (iv) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot for Directors and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
 - (v) the Corporation shall send, or otherwise make available, a form of proxy to each member who is entitled to receive notice of a meeting concurrently with or before giving notice of the meeting; and
 - (vi) the Board may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of Members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent of the Corporation, and any period of time so fixed must be specified in the notice calling the meeting;

11. Dues and Fees

The fees or dues payable by members shall be fixed from time to time by a two-third (2/3) majority vote of the Directors.

12. Board of Directors

The affairs of the Corporation shall be managed by a Board of fifteen (15) Directors. The Board shall be comprised of:

- (a) Immediate Past President;
- (b) President, who shall be a council member or permanent full-time employee of a Municipal member when he/she assumes the office of President;
- (c) First Vice-President who shall be a council member or permanent full-time employee of a Municipal member throughout his/her term of office;
- (d) Second Vice-President who shall be a council member or permanent full-time employee of a Municipal member throughout his/her term of office.
- (e) Third Vice-President who shall be a council member or permanent full time employee of a Municipal member throughout his/her term of office.
- (f) Ten additional Directors, each of whom shall be a council member or permanent full-time employee of a Municipal member throughout his/her term of office, which shall not exceed eight (8) years.

Notwithstanding 12(f), a Director may remain on the Board in excess of eight (8) years, provided they are appointed as an officer prior to the expiration of their eighth (8th) year.

The Board shall be elected from the Corporation's Municipal membership with the following requirements for geographic representation and so far as possible maintaining an equal balance between council members and permanent full-time employees:

Four (4) Directors from northern Ontario (municipalities or First Nations in the Districts of Algoma, Cochrane, Kenora, Manitoulin Island, Nipissing, Parry Sound, Rainy River, Sudbury, Thunder Bay, and Timiskaming, the Greater City of Sudbury, and municipalities in and including the District of Muskoka).

Three (3) Directors from southwest Ontario (municipalities or First Nations in and including the Counties of Brant, Bruce, Elgin, Essex, Haldimand, Huron, Lambton, Middlesex, Norfolk, Oxford, and Perth, the municipality of Chatham-Kent, and municipalities in and including the Regional Municipality of Waterloo).

Three (3) Directors from south central Ontario (municipalities or First Nations in and including the Counties of Dufferin, Grey, Simcoe, and Wellington, and municipalities in

and including the Regional Municipalities of Durham, Halton, Niagara, Peel and York, and the City of Hamilton.)

Three (3) Directors from southeast Ontario (municipalities or First Nations in and including the Counties of Frontenac, Haliburton, Hastings, Lanark, Leeds and Grenville, Lennox and Addington, Northumberland, Peterborough, Prescott and Russell, Prince Edward, Renfrew, and Stormont, Dundas and Glengarry, and the Cities of Kawartha Lakes and Ottawa.)

Two (2) Directors from the City of Toronto.

Nominations and election to the **Board** shall be carried out in accordance with the Corporation's Policy Manual.

The term of office for a Director who is not serving as an officer shall be two (2) years.

13. Advisory Board of Past Presidents

There shall be an Advisory Board composed of all Past Presidents of the Corporation.

- (1) The Chair and the Vice-Chair of the Advisory Board shall be the immediate Past President not currently serving on the Board, and the next most immediate Past President of the Corporation. If the immediate Past President and/or the next most immediate Past President is/are not available or willing to serve, the next most immediate Past President(s) would fill this (these) office(s).
- (2) The Secretary of the Advisory Board shall be the Secretary of the Corporation, or such other person as the said Board may name.
- (3) At least one meeting of the members of the Advisory Board shall be held each year. Other meetings may be held at the call of the President of the Corporation or at the call of the Chair or Vice-Chair of the Advisory Board or of any three members.
- (4) Members of the Advisory Board shall be entitled to receive copies of the minutes of the meetings of the Board of Directors of the Corporation, and shall, from time to time make such recommendations to the Board of Directors as they deem expedient.

14. Vacancies, Board of Directors and Officers

14. Vacancies, Board of Directors and Officers

- (1) If the office of President should become vacant the office shall remain vacant until the next general meeting.
- (2) If the President ceases to be eligible, he/she shall be allowed to complete the term.

- (3) If the office of First Vice-President should become vacant the Second Vice-President shall assume the office of First Vice-President.
- (4) If the First Vice-President ceases to be eligible, he/she shall resign from the Board immediately if the next annual general meeting is more than six months in the future, or may serve until the next general meeting (if less than six months), and then resign.
- (5) If the office of Second Vice-President should become vacant the Third Vice-President shall assume the office of Second Vice-President and the Board shall elect from its members an individual to fill the office of Third Vice-President.
- (6) If the Second Vice-President ceases to be eligible, he/she shall resign from the Board immediately if the next annual general meeting is more than six months in the future, or may serve until the next general meeting (if less than six months), and then resign.
- (7) If the office of Third Vice-President should become vacant the Board shall elect from its members an individual to fill the office of Third Vice-President.
- (8) If the Third Vice-President ceases to be eligible, he/she shall resign from the Board immediately if the next annual general meeting is more than six months in the future, or may serve until the next general meeting (if less than six months), and then resign.
- (9) If the office of Immediate Past President becomes vacant, the next most immediate Past President able to serve will be requested to serve out the remainder of the term.
- (10) If the office of a Director other than the President, First Vice-President, Second Vice-President, Third Vice-President or Immediate Past President becomes vacant the Board may do a call for nominations and upon receiving a recommendation from the Nominating Committee, appoint a Director to fill the vacancy for the remainder of the term.
- (11) If there is less than 6 months to go in the term, the Board has the discretion to declare that the position shall remain vacant until the next Annual General Meeting.

15. Quorum and Meetings, Board of Directors

Eight (8) Directors shall form a quorum for the transaction of business. In the absence of a quorum, the Board of Directors shall continue to meet, and its decisions ratified by confirming motion at the next meeting at which a quorum is present. 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 the First Vice-President or by the Executive Director on direction in writing of two Directors.

16. Powers, Board of Directors

The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner.

17. Remuneration of Directors

The Directors shall receive no remuneration for acting as such.

18. Travel and Other Expenses

The Treasurer is authorized to pay such reasonable travel and other expenses of Officers, Directors, Advisory Board members, members of committees, and of the spouses of any such persons as are approved for payment by the Board of Directors and in accordance with policies for payment of expenditures approved by the Board of Directors.

19. Officers of Corporation

- (1) There shall be a President who shall be a Municipal member. At the first meeting of the Board of Directors following the annual general meeting after which the President has completed his/her term of office as President, the President shall become the Immediate Past President.
- (2) There shall be a First Vice-President who shall be a Municipal member. At the first meeting of the Board of Directors following the annual general meeting after which the First Vice-President has completed his/her term of office as First Vice-President the First Vice-President shall become President.
- (3) There shall be a Second Vice-President who shall be a Municipal member. At the first meeting of the Board of Directors following the annual general meeting after which the Second Vice-President has completed his/her term of office as Second Vice-President the Second Vice-President shall become First Vice-President.
- (4) There shall be a Third Vice-President who shall be a Municipal member. The Third Vice-President shall be elected by the Board of Directors at the first meeting of the Board following the annual general meeting. At the first meeting of the Board of Directors following the annual general meeting after which the Third Vice-President has completed his/her term of office as Third Vice-President the Third Vice-President shall become Second Vice-President.

- (5) The President, First Vice-President, Second Vice-President and Third Vice-President shall each have served a minimum of three (3) years as a Director prior to becoming eligible to serve as an officer.
- (6) The individuals serving in the roles of President, First Vice-President, Second Vice-President and Third Vice-President shall not need to be re-elected as Directors while serving in their respective office; they shall be Directors by virtue of their office.
- (7) The term of office for the President, First Vice-President, Second Vice-President and Third Vice-President is one (1) year.
- (8) Such other officers as the Board of Directors may by resolution from time to time determine shall be appointed by the Board, and the employment of all appointed officers shall be settled from time to time by the Board.
- (9) Notwithstanding clause 19(5) the Board of Directors at a regularly scheduled meeting may by simple majority waive the three (3) year minimum requirement for any Director.

20. Executive Director

The Board of Directors may from time to time appoint an Executive Director and delegate to him/her the full powers to manage and direct the business of the Corporation except such business as must be transacted by other officers, by the Board of Directors, or by the members. The Executive Director shall conform to all lawful orders given by the Board of Directors and such matters and duties as are contained in the by-laws of the Corporation. The Executive Director shall at all reasonable times give to the Directors, or any of them, all information they may require regarding the affairs of the Corporation.

The Executive Director will serve as Secretary and Treasurer.

21. Duties of President and Vice-President

The President shall, when present, preside at all meetings of the Board of Directors.

The Second Vice-President shall, when present, preside at the Annual General Meeting of the Members of the Corporation.

The First Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.

22. Duties of Secretary

The Secretary shall be ex-officio clerk of the Board of Directors. He/she 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/she shall give all notices required to be given to

members and to Directors. He/she shall be the custodian of the seal of the Corporation and all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she 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. He/she shall perform such other duties as may from time to time be determined by the Board of Directors. All records required by the Act are exempt from this provision, and are open for inspection and extraction during normal working hours.

23. Duties of the Treasurer

The Treasurer, or person performing the usual duties of a 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 affects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He/she 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 or whenever required of him/her, an account of all transactions, and of the financial position of the Corporation. He/she shall act in accordance with all policies concerning issuance of cheques and investments as approved by the Board of Directors, and shall perform such other duties as may from time to time be determined by the Board of Directors.

24. Duties of Other Officers

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.

25. Executive Committee

- (1) The Executive Committee shall be comprised of the President, the First, Second and Third Vice-Presidents and the Immediate Past President. Directors shall have served a minimum of three (3) years on the Board to be eligible to serve on the Executive Committee.
- (2) The Executive Committee shall review governance, financial and personnel issues and report on same to the Board of Directors.
- (3) Notwithstanding clause 25(1) the Board of Directors at a regularly scheduled meeting may by simple majority waive the three (3) year minimum requirement for any Director.

26. Nominating Committee

- (1) The Corporation shall have a nominating committee (the "Nominating Committee") which shall be established in accordance with the Corporation's policy manual.

27. Committees

- (1) The Board of Directors may from time to time by resolution appoint committees composed in whole, or in part, of Directors, members, or non-members.
- (2) The President may from time to time appoint special committees.
- (3) The President shall be a member of all Board appointed committees with the exception of the Nominating Committee.

28. Execution of Documents

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by either the President or First Vice-President and by the Executive Director. In addition, the Board of Directors may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. The Executive Director shall affix the seal of the Corporation to such instruments as require the same.

29. Books and Records

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 or law are regularly and properly kept.

30. Financial Year

The fiscal year of the Corporation shall be determined by the Board of Directors.

31. Cheques

All cheques and other orders for payment issued by the Corporation shall be signed by such Officer or Officers or other individuals provided signing authority determined by resolution of the Board of Directors from time to time. Any one of such Officer or Officers, agent or agents may deposit cheques, bank drafts, etc. on account of the Corporation with its bankers and receive bank statements and cancelled cheques on behalf of the Corporation.

32. Deposit of Securities

The securities of 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.

33. Borrowing

The Board of 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 any other obligation or liability of the Corporation.

The Board of Directors may also authorize any director, officer or employee of the Corporation to approve terms, conditions and security for such loans and generally to manage, transact and settle the borrowing of money by the Corporation.

34. Notice

Any notice (which term includes any communication or document) to be given (which includes sent, delivered or served) pursuant to this by-law to a member, Director, Officer, or member of the committee of the Board of Directors shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address, if mailed to him at his recorded address by prepaid ordinary mail or if sent to his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid. A notice so mailed 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 member of the committee of the Board of Directors in accordance with any information believed by him to be reliable. Not less than three (3) days notice shall be given for meetings of the Board of Directors and not less than fourteen (14) days notice shall be given for meetings of members.

35. Amendment

This by-law may be amended or altered only when same has been reported on by the Board of Directors and approved by the membership at an annual general meeting. Proposals for amendment or alteration must be received by the Executive Director at least ninety (90) days prior to the annual general meeting and notice of the proposal or proposals shall be sent to every member at least thirty (30) days prior to the annual general meeting.

Upon the enactment of this by-law, all previous by-laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any by-law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred

under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Corporation obtained pursuant to, any such by-law prior to its repeal. All directors, officers, and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the Members and of the Board of Directors with continuing effect passed under any repealed by-law shall continue as good and valid except to the extent inconsistent with this by-law and until amended or repealed.

PASSED by the Board of Directors this 15th day of November, 2012

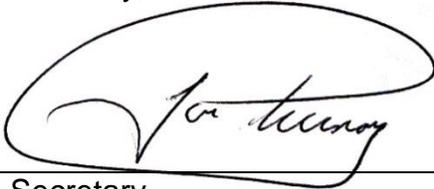


President



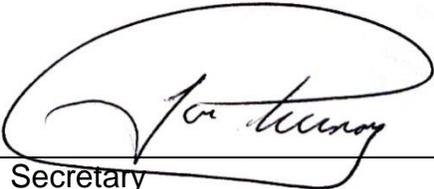
Secretary

Approved by the membership at the Annual General Meeting held on the 26th day of February, 2013.



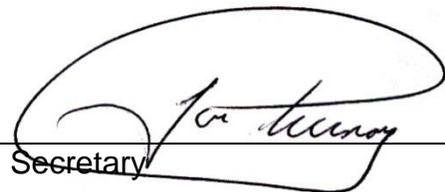
Secretary

Amended by the Membership (Section 19 (8) and Section 25 (3)) at the Annual General Meeting held on the 24th day of February, 2015



Secretary

Amended by the Membership (Section 12, 14, 19 and Section 25 at the Annual General Meeting held on the 28th day of February, 2017



Secretary