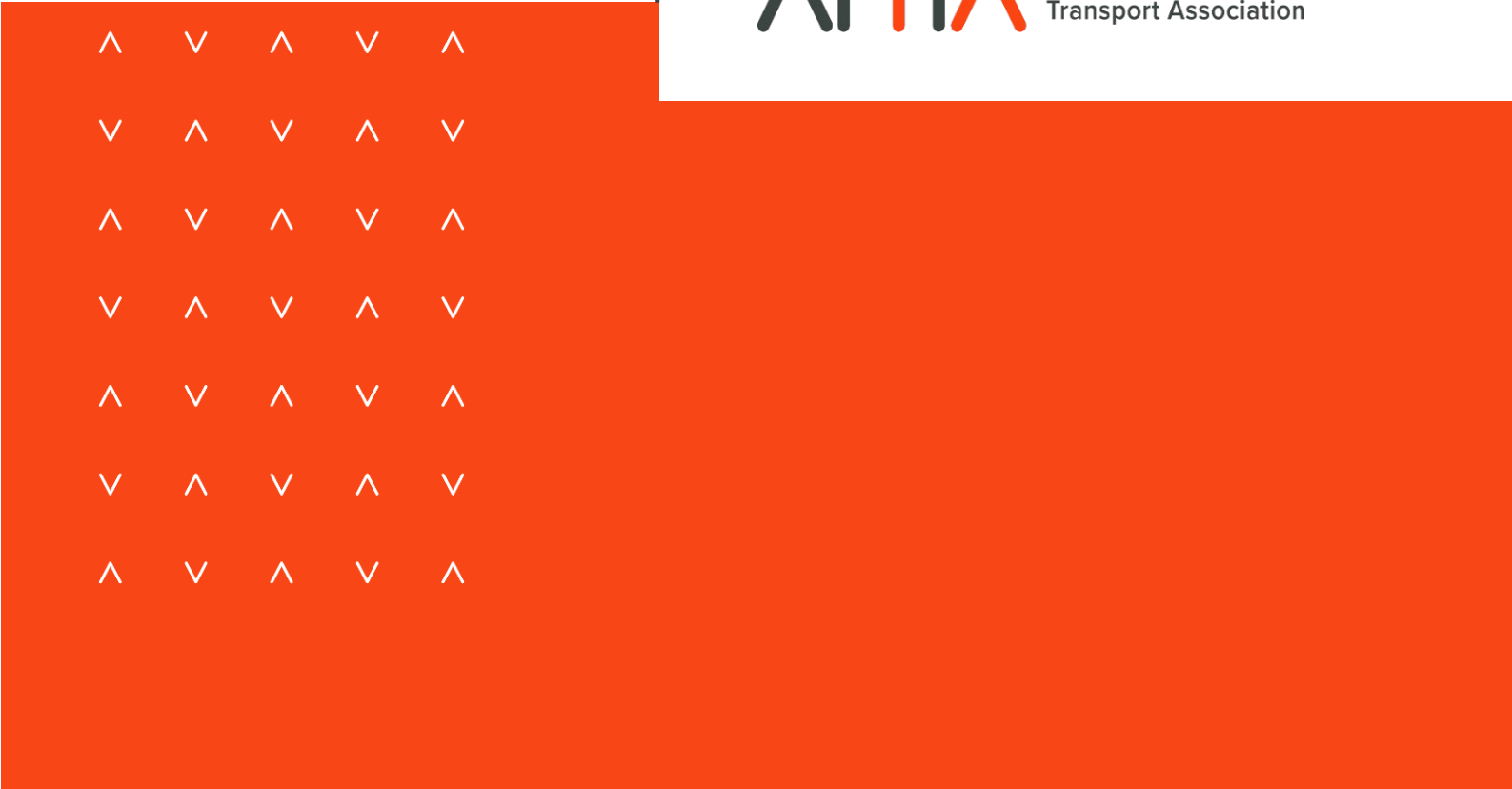


Alberta Motor
Transport Association



ALBERTA MOTOR TRANSPORT ASSOCIATION BYLAWS

Approved by the Members by Special Resolution at a duly constituted and called Meeting held on July 12, 2022.

ARTICLE 1 DEFINITIONS & INTERPRETATION

1.1 Definitions

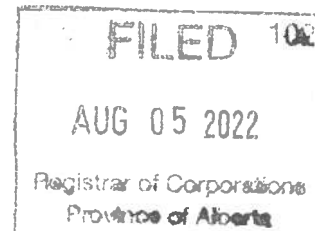
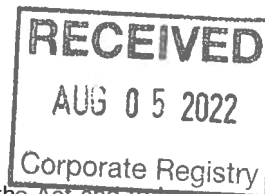
- (a) "Act" means the *Societies Act*, RSA 2000, c S-14, as amended;
- (b) "Annual General Meeting" means that meeting required under Section 25 of the Act and to be held in accordance with the requirements of the Act and these Bylaws;
- (c) "Association" mean the Alberta Motor Transport Association;
- (d) "Board" means the Board of Directors of the Association established from time to time in accordance with these Bylaws;
- (e) "Board Meeting" means any meeting of the Board of Directors in accordance with these Bylaws;
- (f) "Bylaws" means this bylaw and any other bylaws of the Association, as may be amended from time to time in accordance with these Bylaws;
- (g) "Directors" means the Directors of the Association elected or appointed in accordance with these Bylaws;
- (h) "Meeting of Members" means a Special Meeting or Annual General Meeting, as the case may be;
- (i) "Members" means all eligible persons who agree to become members of the Association and who are admitted as members of the Association in accordance with these Bylaws;
- (j) "Membership Fees" means the fees to be paid by Members in accordance with these Bylaws;
- (k) "Motor Vehicle" means a commercial vehicle;
- (l) "Officers" means the Officers of the Association appointed from time to time in accordance with these Bylaws;
- (m) "Special Meeting" means a special meeting of the Members to be held in accordance with these Bylaws;
- (n) "Special Resolution" means a special resolution as defined in the Act; and
- (o) "WCB" means the Workers Compensation Board of Alberta.

1.2 Definitions in Act Apply to Bylaws

The definitions in the Act apply to these Bylaws. To the extent of any conflict between the Act and these Bylaws, the Act will prevail.

1.3 Gender and Number

In these Bylaws, unless the context otherwise requires, words using the singular include the plural, and vice-versa, and words importing the masculine include feminine, and words importing persons include corporations.



1.4 Headings

The headings used throughout these Bylaws are inserted for convenience of reference only and are not to be considered in construing the meaning of the Bylaws.

ARTICLE 2 MEMBERSHIP

2.1 Membership Criteria

The following shall be eligible for membership:

- (a) Any corporation, partnership, or self-employed unincorporated business engaged in the commercial transportation of goods or people by Motor Vehicles; or
- (b) Any corporation, partnership, or self-employed unincorporated business providing goods and/or services to businesses in the commercial transportation of goods or people by Motor Vehicles.

Applications for membership shall be submitted to the Board for review and approval. Such approval will not be unreasonably denied provided the criteria above are met.

2.2 Types of Membership

Members of the Association include:

- (a) **Carrier Members:** Members that purchase a membership for advocacy and lobbyist services, as well as safety training and compliance. Carrier Members are voting members.
- (b) **Associate Carrier Members:** Members that support the safety training and services of the Association through the payment of WCB levies. Associate Carriers Members are non-voting members.
- (c) **Associate Supplier Members:** Members that provide goods and/or services to businesses in the transportation of goods or people by Motor Vehicles. Associate Supplier Members are non-voting members.
- (d) **Associate Research Members:** Members are engaged in research, innovation, and projects undertaken in support of, or in relation to, transportation by Motor Vehicles, or undertake research, innovation, and projects directly for businesses in the transportation of goods or people by Motor Vehicles. Associate Research Members are non-voting members.
- (e) **Associate Education and Training Members:** Members are engaged in education and training in support of, or in relation to, transportation by Motor Vehicles, or provide education and training directly to businesses in the transportation of goods or people by Motor Vehicles. Associate Education and Training Members are non-voting members.

2.3 Right to Vote

All Carrier Members in good standing shall have the right to vote at a Meeting of Members. Associate Carriers Members, Associate Supplier Members, Associate Research Members and Associate Education and Training Members, whether in good standing or not, have no voting rights.

2.4 Good Standing

Any Member required to pay Membership Fees shall cease to be in good standing the day after the date upon which Membership Fees are due and payable and will only be returned to good standing status once all Membership Fees have been paid in full.

2.5 Termination of Membership by the Association

A Member's membership in the Association terminates on the occurrence of one of more of the following events:

- (a) Withdrawal - Any Member may withdraw their membership in the Association upon written notice which shall be effective on the thirtieth (30th) day after the receipt of the Association. Withdrawal by a Member shall not affect any agreement between the Member and the Association which will remain in full force and effect.
- (b) Upon notification of the dissolution, winding up, bankruptcy or receivership of a Member, the membership in the association will terminate.
- (c) Expulsion

The following applies to all Members except for Associate Carrier Members:

- (i) The Board may expel a Member from membership in the Association on sixty (60) days' written notice if:
 - (1) the Member is not in good standing in accordance with these Bylaws for more than one (1) year; or
 - (2) in the opinion of the Board, has willfully failed to comply with the requirements of the Association in accordance with these Bylaws or pursuant to the policies of the Association, or is otherwise guilty of conduct detrimental to the interests, reputation and objects of the Association.

Such notice may be waived in exceptional circumstances where, in the opinion of the Board, the continued membership of the Member during the notice period would imperil the viability of the Association.
- (ii) Prior to the Board making a decision regarding expulsion, the Member will be afforded the opportunity to make representations to the Board and/or take steps to remedy the issue to the satisfaction of the Board. If the Board is satisfied by the representations and/or steps taken by the Member to remedy the issue, the notice of expulsion will be null and void.
- (iii) Expulsion decisions shall be made in the unfettered discretion of the Board and are not subject to appeal.
- (iv) The decision of the Board is effective on the date of the decision notwithstanding that notice of the decision may occur at a later date.

On termination, all rights, claims and interest of the terminated Member, including but not limited, to a refund of Membership Fees, are forfeited by such Member.

2.6 Designation of Voting Representative

A Carrier Member must designate in writing to the Board one (1), and only one (1), employee, officer or director of such corporation, partnership, or self-employed unincorporated business who shall be entitled to exercise the right to one (1), and only one (1), vote for such entity.

2.7 Duties of Members

Each Member agrees to:

- (a) pay Membership Fees as prescribed, on or before the due date;
- (b) notify the Association of any change in address;

- (c) complete to the best of their ability, any assignment accepted by them at the request of the Association; and
- (d) refrain from engaging in conduct that is detrimental to the interests, reputation and objects of the Association.

2.8 Membership Fees

The Membership Fees for all Members, except for the levies set by WCB for Associate Carrier Members, shall be determined by the Association with the approval of the Board. Membership Fees are non-refundable.

ARTICLE 3 MEETING OF MEMBERS

3.1 Annual General Meeting

The following shall apply to Annual General Meetings:

- (a) the Annual General Meeting of the Association shall be held at a location and on a date to be selected by the Board each year;
- (b) the Board shall provide no less than sixty (60) days' notice of the Annual General Meeting to all Members;
- (c) notice for an Annual General Meeting will include the date, time, location of and the agenda for the Annual General Meeting;
- (d) members may propose amendments to the agenda no less than thirty (30) days' prior to the Annual General Meeting. The acceptance of such amendments is in the sole and unfettered discretion of the Board. If the Board accepts such amendments to the agenda, the Board shall provide notice to all Members of the amended agenda no less than ten (10) days' prior to the Annual General Meeting; and
- (e) the Board shall cause at least one Annual General Meeting to be called each calendar year.

3.2 Special Meetings

The following shall apply to Special Meetings:

- (a) the Board or the Chair may call a Special Meeting of the Association at any time;
- (b) upon receipt of a request for a Special Meeting of the Association from no less than thirty-three (33%) percent of the Members, the Chair shall call a Special Meeting of the Association;
- (c) notice of such Special Meeting to be provided to the Members no less than twenty-one (21) days before the time fixed for the holding of such meeting;
- (d) notice for a Special Meeting shall contain the date, agenda, time and location of the Special Meeting; and
- (e) the agenda for a Special Meeting shall be approved and provided for in the notice of the Special Meeting.

3.3 Quorum

A quorum for the transaction of business at any Meeting of Members shall consist of at least fifty (50) voting Members eligible to vote at a Meeting of Members. If quorum is not met, the Meeting of Members shall proceed notwithstanding resolutions may not be passed.

ARTICLE 4 PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 Proxy Voting

To the extent permitted by the Act, a Member entitled to vote at a Meeting of Members may vote by proxy by appointing, in writing (whether electronic or otherwise), a proxyholder, and/or one or more alternative proxyholders, who are to be Members or a designate in accordance with these Bylaws, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the Meeting of Members in respect of which it is given or at the continuation of that Meeting of Members after an adjournment;
- (b) a Member may revoke a proxy by providing notice in writing of the revocation to:
 - (i) the registered office of Association no later than the last Business Day preceding the day of the Meeting, or the day of the continuation of that Meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) the Chair of the Meeting of Members on the day of the Meeting of Members or the day of the continuation of that Meeting of Members after an adjournment of that Meeting of Members; and
- (c) 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 at the Meeting of Members, to demand a ballot at the Meeting of Members 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.

4.2 Passing Resolutions

Unless otherwise required by the Bylaws, any resolution put before the Members entitled to vote must be supported by not less than a majority of the votes cast, failing which the resolution shall fail. Every question shall be decided in the first instance by a show of hands or by electronic means unless any Member demands a poll. Upon a show of hands, every Member entitled to vote shall have one (1) vote, and unless a poll be demanded a declaration by the Chair of the meeting that a resolution has been carried or not carried and any entry to that effect in the minutes of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the vote accorded in favour of or against such resolution. In the event of a tie, the Chair of the meeting shall not have a second and casting. In the event of a tie on a vote of the Members entitled to vote, the matter shall be considered defeated.

4.3 Resolutions from Floor

A resolution may not be submitted from the floor at a Meeting of Members, except if the resolution is submitted by the Chair.

4.4 Chair of Member Meetings

The Chair shall preside at every meeting of the Members but if the Chair is not present, or for any reason the Chair refuses to preside, the Vice-Chair shall preside. If the Chair and Vice-Chair are not present, or for any reason the Chair and Vice-Chair refuse to preside, the Past Chair shall preside. In the absence of the Chair, Vice-Chair and Past Chair, then those present at the Meeting shall appoint a chairperson to act at that meeting.

4.5 Electronic Meetings

To the extent permitted by the Act, any Meeting of the Association may be held in person, by means of telephone, electronically or through a combination of both. Members entitled to attend a Meeting may both vote and participate electronically in Meetings and will be deemed to be present at such Meetings for the purpose of quorum and voting. The Board may, from time-to-time, and in accordance with the Act, determine how voting electronically will take place.

4.6 Business at the Annual General Meeting

Business at the Annual General Meeting is limited to the following, unless otherwise agreed to by majority vote of the Board:

- (a) call to order;
- (b) adoption of agenda;
- (c) adoption of minutes of previous Annual General Meeting;
- (d) business arising from minutes;
- (e) presentation of financial reports and receipt of the auditor's report;
- (f) report of the Board;
- (g) report of committees (if any);
- (h) election of the Board;
- (i) appointment of the auditor;
- (j) new business; and
- (k) adjournment.

ARTICLE 5 DIRECTORS

5.1 The Board

Subject to anything contained to the contrary in the Bylaws or the Act, the property and affairs of the Association shall be managed by the Board.

5.2 Board of Directors

The Board shall be comprised of no more than seventeen (17) and no less than seven (7).

5.3 Board Candidates

The Board shall present a slate of qualified nominees for election as Directors at the Annual General Meeting. The qualifications criteria of such nominees shall be determined by the Board. All nominations must include the signed consent of the nominee.

5.4 Term of Directors

Directors shall be appointed to a two (2) year term and are eligible to serve no more than four (4) consecutive terms. Directors will be required to stand for re-election by the Members at the end of each two (2) year term if they wish to serve a consecutive term.

5.5 Election of Directors

Directors shall be elected at the Annual General Meeting by a majority vote of the Members in attendance.

5.6 Resignation

Any Director may resign as a Director by giving thirty (30) days written notice to the Board. Such notice may be waived by the Board.

5.7 Deemed Termination of Directors

A Director shall be deemed to have been vacated if the Director:

- (a) is absent from more than four (4) Board Meetings during any two (2) year term excluding absences excused by majority vote of the Board;
- (b) is convicted of an indictable offence;
- (c) fails to be re-elected by the Members at an Annual General Meeting in accordance with these Bylaws;
- (d) becomes bankrupt or makes an assignment with his creditors; or
- (e) has passed away.

5.8 Vacancy

Upon a Director ceasing to be a Director prior to the end of their term for whatever reason:

- (a) At the sole and unfettered discretion of the Board, the Board may appoint someone to fill a vacancy;
- (b) Any Director appointed to fill a vacancy shall hold office only until the close of the Annual General Meeting following their appointment unless the person is elected as a Director at the General Meeting; and
- (c) The Board shall not be required to fill vacancies unless it would result in the Board failing to meet the requirements set forth in these Bylaws.

5.9 Removal of Directors

Any Director may be removed from office without reason by majority vote of the Members present at an Annual General Meeting where notice specifying the intention to pass a resolution requiring the removal of the Director before the completion of the term of office has been given with the notice of the Annual General Meeting.

ARTICLE 6 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

6.1 Powers and Capacity of the Board

The Board may exercise all powers and do all acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members, but subject nevertheless, to rules, not being inconsistent with the application of these Bylaws.

6.2 Delegation by Board

The Board may delegate the management of the activities of the Association to any person or persons or committee, provided that no such delegation shall be irrevocable and that the activities and affairs of the Association shall be managed and all powers of the Association shall be exercised under the ultimate direction and accountability of the Board.

6.3 Policies

The Board shall have the ability to, from time-to-time, create such policies and rules governing the affairs and conduct of the Association and the Board as the Board deems fit provided that such policies and rules do not conflict with the Bylaws.

6.4 Duties of Directors

Where exercising their powers, Directors have a fiduciary obligation to the Association to, at all times, act in the best interest of the Associate absent considerations of self-interest. Every Director shall exercise their powers and discharge their duties honestly, in good faith and with the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE 7 BOARD MEETINGS

7.1 Frequency and Location of Board Meetings

The Board shall meet as often as necessary but at least four (4) times per year. The Board Meeting shall be called by the Chair.

7.2 Notice of Board Meetings

Except as noted herein, written notice of the time and place of a Board Meeting shall be given to each Director at least five (5) days prior to the Board Meeting, unless all Directors agree to waive the notice requirement.

7.3 Quorum

A majority of the Directors shall constitute a quorum of the Board.

7.4 Passing Resolutions

At all Board Meetings, every question shall be decided by not less than a majority of the votes cast. Every Director shall have one (1) vote. In the event of a tie, the Chair of the meeting shall decide the question.

7.5 Remuneration of Directors and Officers

No Officer or Director shall receive any remuneration for the holding of such office, but shall be eligible to be reimbursed for such expenses as may be approved by the Chair.

7.6 Minutes

Minutes of all resolutions, including whether such resolutions were passed unanimously, by majority vote or rejected, and proceedings of the Board, shall be documented, distributed and approved by the Board. The Chair shall cause the preparation of the minutes, and other books and records of the Association which shall be in the custody of the records office of the Association. Any minutes of the Members and the Board, if signed by the Chair of that meeting or the Chair of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

7.7 Resolution in Writing Outside of Board Meetings

A resolution in writing signed by all the Directors shall be valid and effectual as if it had been passed at a Board Meeting duly called and constituted.

7.8 Electronic Means

Board meetings may take place electronically, in person or through a mixture of both. Board members shall be permitted to attend and vote at Board meetings electronically.

ARTICLE 8 OFFICERS

8.1 Appointment of Officer Positions

The Board shall appoint Officers of Association from within the Board, which may include any of the following positions:

- (a) Chair;
- (b) Senior Vice Chair;
- (c) Vice Chair; and
- (d) Past Chair.

8.2 Removal of Officers

Officers may be removed from office without reason by majority vote of the Board.

8.3 Restrictions on Officer Positions

No person shall serve both as the Chair, Senior Vice Chair, Vice Chair or Past Chair at the same time.

ARTICLE 9 DUTIES OF OFFICERS

9.1 Chair

The Chair of the Board shall represent the Association's position in all stakeholder forums, voicing and representing the needs of the industry, ensure the due observance of the Bylaw, and preside as Chair at all Board Meetings and Meeting of Members.

9.2 Senior Vice Chair

The Senior Vice Chair shall assist the Chair, and in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair.

9.3 Vice Chair

The Vice Chair shall assist the Chair, and in the absence or disability of the Chair or Senior Vice Chair, perform the duties and exercise the powers of the Chair.

9.4 Past Chair

The Past Chair shall perform the duties and have the power of the Chair or Senior Vice Chair in the absence or disability of the Vice Chair.

9.5 Officer Duties

Notwithstanding the foregoing duties of the Officers in this Article 9, Officers shall perform such other duties as may be assigned by the Board from time to time.

ARTICLE 10 COMMITTEES

10.1 Delegation of Board Powers and Committee Accountability

The Board may delegate some, but not all, of its powers to committees as it deems fit. Notwithstanding the foregoing, all such decisions of committees must be ratified by the Board in order to be effective. All such committees shall be accountable to the Association through the Board.

10.2 Board Committees

The Board may establish standing or ad hoc committees that it deems necessary. The composition and terms of reference of such committees will be determined by the Board provided the assigned duties and responsibilities to the committees are not inconsistent with the Act, the Bylaws and the policies of the Association.

ARTICLE 11 NOTICE

11.1 Method of Providing Notice

Any notice which is required or permitted to be given under these Bylaws shall be in writing and shall be:

- (a) delivered or mailed by regular mail to the address of the recipient, to whom is it intended, last known to the Association as recorded on its books or records;
- (b) sent by fax to the fax number of the recipient last known to the Association as recorded on its books or records; or
- (c) sent by electronic mail to the electronic mail address of the recipient last known to the Association as recorded on its books or records.

11.2 Deemed Delivery of Notice

- (a) Any notice delivered before 4:30 p.m. (local time) on a Business Day shall be deemed to have been received on the date of delivery.
- (b) Any notice delivered, sent by facsimile or by electronic mail after 4:30 p.m. (local time) on a Business Day or delivered on a day other than a Business Day, as the case may be, shall be deemed to have been received on the next Business Day. Any notice mailed by regular mail shall be deemed to have been received four (4) days after the date it is postmarked.
- (c) Further, if normal mail service is interrupted by strike, slow-down, force majeure or other cause after a notice has been sent by regular mail, such notice will not be deemed to be received until actually received. In the event that normal mail service is impaired at the time of sending a notice, then the other means of sending such notice shall be the only effective means of giving notice.

11.3 Errors in Notice

No error or omission in giving notice for a Meeting of Meetings or Board Meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Members or Directors may at any time waive notice to any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

ARTICLE 12 MISCELLANEOUS

12.1 Adjournment

Any Meeting of Members or Board Meetings may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the originating 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.

12.2 Inspection of Records

The books and records of the Association may be inspected by a Member, after giving reasonable notice at such time and place and on such terms as the Board may direct.

12.3 Audit

The books, accounts and financial records of the Association shall be audited annually by a duly qualified accountant elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books of the Association for the previous year shall be submitted by such auditor at the Annual General Meeting of the Association.

12.4 Fiscal Year End

The fiscal year of the Association shall be the calendar year.

12.5 Borrowing Powers

For the purposes of carrying out its objective, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but in no case, shall debentures be issued without the sanction of a Special Resolution of the Association.

12.6 Amendments to the Bylaws

- (a) The Bylaws may be rescinded or changed by a Special Resolution of Members.
- (b) Any requested amendment shall be filed with the Chair at least thirty (30) days prior to the Meeting of the Members.
- (c) Notice of such meeting shall state any proposed amendment of the Bylaws.

12.7 Seal

The Seal of the Association shall be kept in the custody of such Officer or person as the Board may designate and shall not be affixed to any instrument except by authority of the Board and in the presence of such Officers as the Board may prescribe.

12.8 Execution of Documents

All deeds, transfers, licenses or other documents signed on behalf of the Association shall be:

- (a) authorized by formal resolution of the Board; and
- (b) signed in the registered name of the Association by such Directors and Officers of the Association who may be directed to be signing authorities for the Association by resolution of the Board.

For clarity, unless otherwise required by the Act or a third party, signing of documents on behalf of Association may be completed in an electronic manner.

12.9 Special Resolution to Dissolve

The Association may only be dissolved by Special Resolution and in accordance with the Act.

12.10 Funds on Dissolution

Any funds remaining in the Association upon dissolution after all liabilities and other requirements of the Act have been satisfied, subject to any restrictions herein, in the Act or in the Articles, shall be distributed in accordance with and as determined by the Board, except for all unused funds obtained or generated from WCB must be returned to WCB. For clarity, any Member who ceases to have Membership prior to any dissolution will have no claims to any assets of Association.

THESE BYLAWS DATED effective this 12th day of July, 2022 and approved by Special Resolution of the Members of the Association on this 12th day of July, 2022.

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v ^ v ^ v



SCHEDULE "A"

Form of Proxy

Proxy

I, _____, being a member of the ALBERTA TRANSPORT MOTOR ASSOCIATION hereby nominate, constitute and appoint _____, or in the absence of _____, _____ as my attorney, representative and/or proxy holder with full power and authority to attend, vote and otherwise act for me in my name and on my behalf at the annual (or special) meeting of members of the Alberta Transport Motor Association to be held at _____, on the ____ day of _____, 20__ and at any and all adjournments thereof, with full power of substitution.

I hereby revoke all other proxies given which might be used in respect of such meeting and any and all adjournments thereof.

Given this ____ day of _____, 20____.

[Name of Member]

Per: _____