



**Special Resolution**  
**of the Alberta Motor Transport Association**

**WHEREAS:** the Alberta Motor Transport Association (“The Association”/”AMTA”) currently operates under bylaws ratified by the Association’s Membership on June 28, 2022, and registered with the Alberta Registrar of Corporations on August 5, 2022;

**AND WHEREAS:** the AMTA Board of Directors has reviewed the current bylaws and determined that renewal is necessary to improve the governance of the Association;

**AND WHEREAS:** the AMTA Board of Directors has approved the proposed amendments to be considered by the Association Members;

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The existing June 28, 2022, Bylaws of the Association be amended:

**Amendment 1:** Article 2.5(c)(i) Termination of Membership

Amend by deleting 2.5 c) i) “on sixty (60) days’ written notice” and replace with “on thirty (30) days’ written notice”.

“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 thirty (30) 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.”

**Amendment 2:** Article 3.1 (b) Meeting of Members / Annual General Meeting

Amend by deleting “sixty (60) days’ notice” and replace with “thirty (30) days’ notice”.

“(b) the Board shall provide no less than thirty (30) days’ notice of the Annual General Meeting to all members;”

**Amendment 3:** Article 3.1 (d) Meeting of Members / Annual General Meeting



Amend by deleting “thirty (30) days prior” and replace with “twenty-five (25) days prior”

And:

by adding the words, “no less than 21 days’ service prior to an annual general meeting where the Members shall consider a special resolution” after the words “no less than ten (10) days prior to the Annual General Meeting”.

“(d) members may propose amendments to the agenda no less than twenty-five (25) 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, or, where the Member’s shall consider a Special Resolution at the Annual General Meeting, no less than twenty-one (21) days prior to the Annual General Meeting; and .....”

**Amendment 5:** Article 3.3 Quorum / Annual General Meeting

Amend by adding the subordinate clause to the opening paragraph:  
“Unless otherwise required by the Act”

And:

Amend by deleting the words “at least fifty (50) voting Members” and replace with “at least thirty (30) voting Members”.

“Unless otherwise required by the Act, quorum for the transaction of business at any Meeting of Members shall consist of at least thirty (30) 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.”

**Amendment 5:** Article 5.2 Board of Directors (Minimum & Maximum Appointments)

Amend by deleting “seventeen (17)” and replace with “fifteen (15)”

“The Board shall be comprised of no more than fifteen (15) and no less than seven (7)”.

**Amendment 6:** Article 5.4 Terms of Directors

Amend by adding as a subclause:

“a)” to existing:

- a) “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.”

And adding “b)”

- b) Any period during which a Director concurrently serves as an Officer pursuant to Section 8 herein shall not be counted in calculating such Director’s aggregate or maximum term of service as a Director set out in Section 5.4a).”



**Amendment 7:** Article 8.4 Appointment of Chief Executive Officer “CEO”

Amend by adding a new Article “8.4 Chief Executive Officer”:

“8.4 Chief Executive Officer

The Board may appoint the most senior employee of the Association as Chief Executive Officer. The Chief Executive Officer shall not be a voting member of the Board.”

2. Any one director or designated officer of the Association is authorized to take all necessary steps, including executing documents and filing with the Alberta Registrar of Corporations, to bring the new bylaws into effect.
3. That the Amended Bylaws, attached as Schedule “1”, together with the material revisions set out therein, be approved by a majority of Eligible Voting Members of the Association in attendance at the April 22, 2026, Annual General Meeting.
4. The proposed Bylaws, as amended, are attached hereto as Schedule "1".