

TRANSPORACTION PONTIAC

GENERAL BY-LAWS

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CHAPTER 1: GENERAL PROVISIONS

ARTICLE 1: NAME

The Corporation shall bear the name « TRANSPORACTION PONTIAC » In these by-laws the terms «ORGANIZATION» and «CORPORATION» refer to TransporAction Pontiac.

ARTICLE 2: HEAD OFFICE

The head office of the Corporation is located at 1409 Route 148, Campbell's Bay, Québec, J0X 1K0.

ARTICLE 3: SEAL

If deemed pertinent, the Board of Directors of the Corporation can obtain a corporate seal. In such a case, the imprint appearing in the left hand margin of these by-laws will be the official seal of the Corporation

ARTICLE 4: MANDATE

The mandate of the corporation is to set up and manage an integrated system of shared transport on the territory of the Pontiac MRC and the Municipality of Pontiac. To this end the Corporation may among other activities, but not exclusively:

- 4.1 Promote and facilitate the best use of existing transport services on the chosen territory;
- 4.2 Promote and support the development of new transport services in order to meet hitherto unmet needs;
- 4.3 Promote cooperation between suppliers of transport services on the chosen territory;
- 4.4 Develop and manage transport for the disabled to meet the needs of this clientele;

CHAPTER 2: THE MEMBERS

ARTICLE 5: MEMBERS

The Corporation will include 2 categories of members: Regular members and institutional members.

5.1 REGULAR MEMBERS

To become a regular member an individual must satisfy the following conditions:

- 5.1.1 Is interested in participating in the activities of the organization;
- 5.1.2 Adhere to the objectives and by-laws of the Corporation;
- 5.1.3 Be accepted by the Board of Directors;
- 5.1.4 Pay the annual membership fee for the current year, if applicable;

The regular members have a right to speak and vote at our members' general assembly.

5.2 INSTITUTIONAL MEMBERS

To become an institutional member an organization must satisfy the following conditions:

- 5.2.1 Is interested in participating in the activities of the organization;
- 5.2.2 Adhere to the objectives and by-laws of the Corporation;
- 5.2.3 Be accepted by the Board of Directors;
- 5.2.4 Pay the annual membership fee for the current year, if applicable;
- 5.2.5 Be incorporated under a provincial or federal law;
- 5.2.6 Have a place of business and provide activities in the Pontiac MRC or the Pontiac Municipality.

ARTICLE 6: MEMBERSHIP FEES

The Board of Directors can, if deemed pertinent, decide to establish an annual membership fee by determining the amount and the time when the membership must be paid. Membership fees are non- refundable.

ARTICLE 7: MEMBERSHIP CARD

The Board of Directors, if it deems pertinent, will issue membership cards. To be valid, these membership cards must bear the signature of the Secretary of the Corporation.

ARTICLE 8: RESIGNATION

A member can resign by addressing a written notice to this effect to the Secretary of the Corporation. The resignation comes into effect as of the time the Secretary of the Corporation receives the notice or at any other ulterior date indicated by the person resigning and/or accepted by the Board of Directors. The resigning member is liable for remitting to the Corporation all dues owed at the time of his/her resignation.

ARTICLE 9: SUSPENSION AND EXPULSION

The Board of Director can, by resolution, suspend for a determined period or expel a member for one or more of the following reasons:

- Neglecting to pay membership fees;
- Not respecting the Corporation's by-laws ;
- Acting contrary to the interests of the Corporation.

The decision of the Board of Directors is final unless the suspended or expelled member appeals the Board decision before the members at the Annual General Meeting or at a Special Meeting. The member must make known his/her intention to appeal within 30 days of having received the notice of suspension or expulsion.

CHAPTER 3: GENERAL MEMBERSHIP MEETINGS

ARTICLE 10: ANNUAL GENERAL MEETING

The Annual General Meeting of members is held in the 4 months following the end of the fiscal year. The Board of Directors sets the date, time and place.

The agenda of the Annual General Meeting must include the following points:

- Call to order and verification of quorum;
- Reading and adoption of agenda;
- Reading and adoption of the minutes of the last Annual General Meeting, and if applicable, the minutes of any Special General Meeting held since the last Annual General Meeting;
- Reading and adoption of financial statements;
- Reading and adoption of report of activities;
- Election of Board members;
- Nomination of auditor;
- Question period for the membership;
- Adjournment.

The agenda items dealing with the financial statement and the report of activities must allow for questions and discussion from the membership. The time allocated to these items should not exceed 30 minutes per item unless a majority of the members decide otherwise.

ARTICLE 11: SPECIAL GENERAL MEETING

Special General Meetings are held at the head office of the Corporation or at any other location decided on by Board resolution.

11.1: Meeting held at the request of the Board of Directors: The Secretary of the Corporation is responsible for convening a Special General Meeting at the request of the President or of a majority of the members of the Board;

11.2: Meeting held at the request of the members: The Secretary of the Corporation must immediately convene a Special General Meeting upon receipt of a written request to this effect signed by 10% of the members of the Corporation for a minimum of 15 members. This request must indicate the objects for which this meeting is being convened.

If the meeting has not been convened and held within 21 days of the receipt of the request, the members representing 10% of the membership of the Corporation (a minimum of 15 people) can themselves convene this meeting, whether or not they signed the request.

ARTICLE 12: NOTICE OF MEETING

General membership meetings are convened by written notice published in the local newspapers and posted in various public places. This notice shall indicate the date, time, place and object of the meeting. If it is a Special Meeting of the membership, the notice must mention in detail the subjects that will be discussed.

Seven days advance notice must be given for all membership meetings, except in emergency cases where a 24 hour notice is required. In emergency situations, the notice can be given by telephone or in person.

ARTICLE 13: QUORUM

The ordinary members in good standing who are present represent quorum at all general membership meetings. .

ARTICLE 14: VOTE

At membership meetings, only regular members in good standing have the right to vote. Each regular member has one vote and vote by proxy is not allowed.

As a general rule vote is taken by a show of hands. The President or his replacement can ask for a vote by secret ballot and must ask for it in the following situations:

- 14.1 At the request of 10% of members in good standing or 15 members in good standing present at the meeting;
- 14.2: During the election of Board members;
- 14.3 In all cases of expulsion or suspension of a Board member or a general member.

Questions submitted are decided by a majority of the regular members in good standing present at the meeting except in cases where a special majority is required by virtue of the Loi sur les companies (LRQ Ch. C-38) and in cases where it is otherwise provided for by these by-laws..

With the exception of the election of Board members, when there is a tie vote the President has the right to a second vote. He can either use this right or call for a new vote. In the case of a tie vote during the election of Board members, the President is obligated to call a new vote. If a tie vote persists after 3 ballots, the winner will be determined by lottery between the candidates who are tied.

CHAPTER 4: BOARD OF DIRECTORS

ARTICLE 15: RESPONSIBILITIES AND POWERS

The Board of Directors is responsible for carrying out all actions necessary for achieving the objectives of the Corporation as stated in the letters patent and the by-laws. In this respect it enjoys all the powers conferred on it by the Law and the by-laws. Also the Board of Directors is responsible for the hiring and firing of the General Manager when required, to fix his/her salary and other advantages and to determine duties in addition to those outlined in the present by-laws.

ARTICLE 16: NUMBER OF BOARD MEMBERS

The affairs of the Corporation are managed by a Board of Directors composed of 9 directors

ARTICLE 17: COMPOSITION

The Board is composed of the following members:

- 2 representatives of the Pontiac MRC;
- 1 representative of the Pontiac Municipal Council;
- 1 Representative from Health and Social Services;
- 1 Representative from a member of the retirement community of the Pontiac;
- 1 Representative from a Community and/or social organization;
- 1 Representative from an organization for disabled persons;
- 1 Representative from an organization from West Pontiac territory;
-
- 1 Member co-opted by the members of the Board.

ARTICLE 18: LENGTH OF MANDATE:

The length of the mandate for each officer on the Board of Directors of TransporAction Pontiac is the decision of the corporation they represent.

ARTICLE 19: ELECTIONS:

The election of the members of the Board of Directors takes place at the Annual General Meeting of the Corporation. The elections take place as follows:

- 19.1: Nomination by the Board of a President of Elections;
- 19.2: Mailing letters to organizations that delegate members to the Board attention of the President in the form of resolutions with the name and function of the persons delegated. These letters must reach the organizations at least 2 months before the date of the Annual General Meeting;
- 19.3: Report by the President of Elections on the results of the call for nominations to the Board before the Annual General Meeting;
- 19.4 Report of the President of Elections of the result of the call for nominations;
- 19.5 Installation of the new Board members during the Annual General Meeting;

ARTICLE 20: VACANCIES ON THE BOARD OF DIRECTORS

A seat becomes vacant on the Board of Directors following the resignation or the death of a member. If there is a vacancy in the course of the year, the Board will officially ask the organization in question to delegate a new member for the rest of the mandate of the Board member. If the vacancy is that of a co-opted member, the Directors will fill the vacancy by means of a resolution.

ARTICLE 21: RESIGNATIONS OR DISMISSAL:

- 21.1 A director can relinquish his/her duties at any time by sending a letter to this effect to the Secretary of the Board of Directors. This resignation becomes effective as of the date of receipt of the letter by the Secretary.
- 21.2 The Board of Directors can, by motion, dismiss a Director if:
 - 21.2.1 He or she acts contrary to the interests of the Corporation;
 - 21.2.2 Accumulate 3 or more non-motivated absences in a row.
 The dismissed Director quits all duties at the moment of his dismissal.

ARTICLE 22: REUNIONS

The members of the Board meet at least 4 times a year.

ARTICLE 23: NOTICE OF MEETING

The meetings of the Board of Directors can be convened in writing, by telephone, by fax, by e-mail or verbally by the Secretary of the Board at the request of the President or of a majority of the members of the Board. They are held during the day, at the time and place indicated by the Secretary in the notice of meeting.

ARTICLE 24 : QUORUM

Quorum of the meeting of the Board of Directors shall be half of the number of the administrators, plus 1 (one).

ARTICLE 25: MOTION

1. To be receivable, a motion must be presented by a member in good standing of the Board of Directors who is present. Motions do not need to be seconded unless the situation requires it.
2. The board of directors can approve a resolution by electronic transmission. This resolution must be proposed and seconded by two (2) members of council and confirmed during the next meeting of the council.

ARTICLE 26: VOTE

At Board meetings, each director has one vote. The President must call for a secret ballot if a Board member present at the meeting requests it.

ARTICLE 27: REMUNERATION AND LIABILITY

The Directors do not receive any remuneration for serving on the Board. They can however be reimbursed for expenses incurred in exercising their mandate.

CHAPTER 5: THE OFFICERS

ARTICLE 28: COMPOSITION

The officers of the Corporation are as follow: the President, the Vice-president, and the Treasurer.

ARTICLE 29: ELECTION OF OFFICERS

At the first meeting of the Board of Directors following the Annual General Meeting, the Board proceeds with the election of officers.

If there is more than one candidate for one or more of the positions, the Board of Directors will invite a non-member of the Board to act as President of the election. The election procedure will be the same as for the election of Directors. Voting takes place by secret ballot bearing the initials of the President of the election, in the following order:

- Election of the President
- Election of the Vice-president
- Election of the Secretary
- Election of the Treasurer

The candidate for each of the positions will be elected by a simple majority of the members present forming quorum.

ARTICLE 30: HOLDING OF OFFICE

With the exception of the positions of Secretary and Treasurer, a Board member cannot occupy more than one officer's position.

ARTICLE 31: ELIGIBILITY

Only a Director of the Corporation can become an officer. An officer can be re-elected at the end of his mandate if he/she still possesses the qualities required.

ARTICLE 32: TERM

The term of office is for 1 year and ends at the adjournment of the Annual General Meeting which follows their election.

ARTICLE 33: VACANCY

An officer's position becomes vacant under the following circumstances:

- 33.1 Death or resignation
- 33.2 Suspension or expulsion
- 33.3 Loss of eligibility

At any time, a vacancy can be filled for the duration of time remaining in the mandate by a majority vote at a Board of Director's meeting.

ARTICLE 34: THE PRESIDENT

The President is the officer primarily responsible for the administration of the Corporation. In this regard his/her responsibility is to:

- 34.1 Preside over the meetings of the Board and the General Meetings.
- 34.2 Ensure the proper functioning of the Board meetings and the General Meetings;
- 34.3 Ensure proper functioning of the Board Committees;
- 34.4 Countersign the minutes of the Board meetings and the General Meetings, after their adoption;
- 34.5 Officially represent the Board and the Corporation in instances where it is not otherwise provided for;
- 34.6 Exercise all other powers and functions provided for in the by-laws of the Corporation or determined by the law, the directors or the membership

ARTICLE 35: THE VICE-PRESIDENT

- 35.1 He/she exercises the powers and functions prescribed to him/her by the Directors and/or the President;
- 35.2 In case of absence, incapacity, refusal or negligence on the part of the President to act, he/she exercises the powers and functions of the President.

ARTICLE 36: THE SECRETARY

- 36.1 Keeps the records and documents of the Corporation as well as the seal;
- 36.2 Must draft or have the general manager draft the minutes of the membership meetings and the Board of Directors meetings; keeps these minutes in a record book for this purpose.
- 36.3 Signs the minutes of the membership meetings as well as the meetings of the Board of Directors;
- 36.4 Gives notice of membership meetings as well as meetings of the Board of Directors;
- 36.5 Executes the mandates conferred on him/her by the President or the Directors.

ARTICLE 37: THE TREASURER

- 37.1 Is in charge of the finances of the Corporation;
- 37.2 Must deposit or have the general manager deposit money and other valuables of the Corporation to its credit in any bank or financial institution designated by the Directors;
- 37.3 Must report the Corporation's financial situation to the President and/or the Directors and any other transaction which he/she has carried out in his/her capacity as Treasurer, each time that it is required;
- 37.4 Must draw up, maintain and conserve or have the general manager draw up, maintain and conserve the books and ledgers;
- 37.5 Must allow the Corporation's books and ledgers to be examined by the persons authorized to do so;
- 37.6 Must sign all documents requiring his/her signature and exercise the powers and functions determined by the Directors or inherent in his/her job;
- 37.7 Executes the mandates which are conferred on him/her by the President or the Directors.

ARTICLE 38: THE GENERAL MANAGER

The Board of Directors can decide to hire a general manager. The general manager is the person responsible of the management of the corporation.

- 38.1: He/she is responsible for all the relations with the employees as needed;
- 38.2: He/she is responsible for the preparation of work schedules for the employees if needed;
- 38.3: He/she is responsible of designation of tasks to employees as needed;

38.4: He/she is responsible for all purchases (material and otherwise). He/she must refer to the Board for all expenditures over 2000.00 \$;

38.5: He/she is responsible to draw up, maintain and conserve the books and ledgers;

ARTICLE 39: REMUNERATION AND LIABILITY

The officers receive no remuneration for the position they hold. They can however be reimbursed for the expenses incurred in the exercise of their mandate or stemming from it.

ARTICLE 40: RESIGNATION OR REMOVAL FROM OFFICE

40.1 An officer can resign by sending written notice to this effect to the Secretary of the Corporation. His/her resignation becomes effective as of the date it is received by the Secretary. Moreover, if a member of the Board of Directors resigns his/her position, he/she ceases to be an officer of the Corporation as of the time his/her resignation becomes effective.

40.2 The Board of Directors can by resolution remove someone from office if his/her behavior is detrimental to the proper functioning of the Corporation.

He/she ceases to perform his/her functions as soon as he/she is removed from office.

The decision of the Board of Directors is final unless the officer removed from office appeals the decision of the Board before either the Annual General Meeting or a Special General Meeting of the membership of the Corporation. The officer in question must make known his/her intention to appeal within 30 days following the decision of the Board to suspend him/her.

CHAPTER 6: THE EXECUTIVE COMMITTEE

ARTICLE 41: CREATION

The members of the Corporation, assembled in a General Meeting, may decide to create an Executive Committee. To take effect, the resolution for the creation of the above Committee must receive the assent of at least two thirds of the members with the right to vote and being present at the Meeting.

When creating the Executive Committee, the Board is responsible for setting the number of Committee members for the quorum and for the procedure to follow at meetings as well as for the manner of calling meetings.

ARTICLE 42: COMPOSITION

The Executive Committee should be made up of five members. All members of the Executive Committee must be regular members of the Board of the Corporation, named by resolution of the Board.

ARTICLE 43: MANDATE

The Executive Committee shall meet as required, between Board meetings, so as to:

- 43.1 Ensure the current operation of the Corporation not otherwise assigned to the General Manager;
- 43.2 Study requests and authorize in the framework of the budget and the general programs approved by the Board the initiatives and expenses exceeding the powers delegated to the General Manager or otherwise defined in the present by-laws.
- 43.3 Advise the General Manager on the application of policies and decisions of the Board;
- 43.4 Carry out all other functions delegated by the Board.

ARTICLE 44: LIMITS

The powers of the Executive Committee are limited to those that the Board of Directors delegates in its good pleasure. Among other matters, the Executive Committee may not engage the Corporation with a third party without the prior consent of the Board. The Board reserves the right to reverse or annul decisions taken by the Executive Committee on the condition that the rights of third parties are not affected.

ARTICLE 45: REPORTS

At each meeting of the Board the Board members who preside over a committee shall inform the Board of debates and work accomplished by this committee since the previous meeting of the Board. They must also do this between Board meetings on the request of the President.

CHAPTER 7 : COMMITTEES

ARTICLE 46: CREATION

The Board may, if it so pleases, create as many committees as it judges necessary.

ARTICLE 47: COMPOSITION

The Board decides on the composition of the committees it creates. Each committee must be presided over by a member of the Board. The other members of the committee may be members of the Board or external resource persons called to sit for their particular competence.

ARTICLE 48: MANDATE

At the creation of a committee, the Board shall determine its mandate and the deadlines. The Board may at all times bring an end to the work of a committee.

ARTICLE 49 : REPORT

At each meeting of the Board, the members of the Board that preside over a committee must inform the Board of the discussions and work of the committee since the previous meeting of the Board. They must also do so between Board meetings at the request of the president.

CHAPTER 8: FINANCIAL PROVISIONS

ARTICLE 50: FISCAL PERIOD

The fiscal period of the Corporation ends on December 31st of each year.

ARTICLE 51: AUDITOR

If the members deem it appropriate they can appoint an auditor at the Annual General Meeting. They can also decide to appoint an auditor and delegate the selection of the auditor to the Board of Directors. Remuneration is set by the Board of Directors.

CHAPTER 9: CONTRACTS, TRANSACTIONS AND BANKING

ARTICLE 52: CONTRACTS

Unless otherwise indicated, contracts and other documents requiring the signature of the Corporation must be signed by the President or the Treasurer, according to the nature of the document.

The Board of Directors can by resolution give general authorization to one or more people to sign all documents or contracts on behalf of the Corporation. They can also authorize one or more people to sign a specific document or contract on behalf of the Corporation.

ARTICLE 53: FINANCIAL TRANSACTIONS

Checks, banknotes and other banking documents are signed by 2 of the 3 following people: The President, the Treasurer and another person designated for this purpose by the Board of Directors.

ARTICLE 54: BANKING

The Corporation's funds can be deposited to the Corporation's credit in one or more banks or financial institutions in the Province of Quebec designated for this purpose by the Board of Directors.

CHAPTER 10 FINAL PROVISIONS

ARTICLE 55 : INTERPRETATION

In case of dispute between the French and English versions of the present by-laws regarding their interpretation the French one will predominate.

ARTICLE 56: AMENDMENTS TO THESE BY-LAWS

Any amendment to these by-laws must be approved by a majority of the regular members of the Board of Directors. For this or these amendments to remain valid, they must be ratified by at least 2/3 of the regular members present at the next Annual General Meeting.

ARTICLE 57: DISSOLUTION

The Corporation cannot be dissolved without a 2/3 vote of the regular members present at a special general meeting called for this purpose by notice given in writing to each member at least 30 days in advance.

In the event of dissolution or discontinuation of activities of the Corporation, all assets remaining after its debts and obligations have been paid will be turned over to a non-profit organization carrying out its activities in the MRC Pontiac and Pontiac Municipality.

If the dissolution of the Corporation is voted on by virtue of the present article, the Board of Directors will have to finalize the activities of the Corporation and respect the requirements of the public authorities as foreseen in the law.