

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of CANADIAN TRANSIT HERITAGE FOUNDATION/FONDATION CANADIENNE DU PATRIMOINE DU TRANSPORT URBAIN.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of CANADIAN TRANSIT HERITAGE FOUNDATION/FONDATION CANADIENNE DU PATRIMOINE DU TRANSPORT URBAIN.

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1. INTERPRETATION

In this by-law and in all other by-laws of CANADIAN TRANSIT HERITAGE FOUNDATION/FONDATION CANADIENNE DU PATRIMOINE DU TRANSPORT URBAIN, unless the context otherwise specifies or requires:

- (a) “Act” means the Canada Not-for-profit Corporations Act, S.C. 2009 c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “articles” means the original or restated Articles of Incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (d) “Corporation” means the Corporation incorporated or continued under the Act under the name CANADIAN TRANSIT HERITAGE FOUNDATION/FONDATION CANADIENNE DU PATRIMOINE DU TRANSPORT URBAIN;
- (e) “By-law” means any by-law of the Corporation from time to time in force and effect;

- (f) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the regulations shall have the meanings given to such terms in the Act or the regulations;
- (g) “Board” means board of directors of the Corporation and “director” means a member of the board;
- (h) “meeting of members” includes an annual meeting of members or a special meeting of members;
- (i) “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (j) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (k) “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- (l) words importing the singular shall include the plural and the plural shall include the singular; and words importing the masculine gender shall include the feminine gender or the neuter as the case may be and vice versa, and references to persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (m) the insertion of headings is for convenience of reference only and shall not affect the construction or interpretation hereof.

2. CORPORATE SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation. Unless otherwise provided by the Board, the Secretary of the Corporation shall have physical custody of the seal of the Corporation.

3. MEMBERS

3.01 Conditions

Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Corporation. The applicants for incorporation shall automatically be made members.

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation’s purposes and who have applied for and been accepted into membership in the Corporation by ordinary resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

3.02 Categories

- (1) Membership in the Corporation shall be divided into five categories namely Honourary, Corporate, Associate, Common and Public Transit Systems and Agencies membership
- (2) Honourary

A person may be admitted to Honourary membership in the Corporation by resolution of the directors.

(3) Corporate

Any corporation incorporated under the laws of Canada or any of the provinces of Canada, interested in furthering the objects of the Corporation may be admitted to corporate membership.

(4) Associate

Any agency, educational institution, foundation, society or other association interested in furthering the objects of the Corporation may be admitted to associate membership.

(5) Common

Any individual interested in furthering the objects of the Corporation may be admitted to common membership in the Corporation.

(6) Public Transit Systems and Agencies

Any public transit system and/or agency interested in furthering the objects of the Corporation may be admitted to public transit systems and agencies membership.

3.03 Fees

Membership fees and/or dues, except where expressly prohibited in the by-laws, may be levied against any one or more or all of the categories of membership by the directors. The amount or amounts of fees and/or dues shall be left to the discretion of the directors.

3.04 Termination

(1) Membership in the Corporation is non-transferrable, non-negotiable and terminates upon the death of the named holder or, in the case of a company or other legal entity upon the earlier of insolvency, winding-up or dissolution.

(2) Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary or Treasurer of the Corporation.

(3) Any member may be required to, resign by a vote of three-quarters (3/4) of the members at an annual meeting provided that any such member shall be granted an opportunity to be heard at such meeting.

(4) Subject to Board ratification, membership shall terminate if membership dues remain unpaid for three (3) months after due.

3.05 Voting

(1) Each member, except where prohibited in the by-laws, shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

(2) Except where otherwise provided in the by-laws a resolution must be passed by a 3/4 majority of the votes cast by the Common and Honourary category, and a 2/3 majority

of the votes cast by the Corporate, Associate and Public Transit Systems and Agencies category where the resolution relates to the following:

- (i) changing the Articles of Continuance;
 - (ii) changing the by-laws;
 - (iii) a project or associated series of projects which would require the commitment of 75% or more of the assets of the Corporation in one fiscal year; and
 - (iv) the selling or transferring of title of 75% or more of the total assets of the Corporation.
- (3) Where a resolution affects the rights and obligations of a category of membership such a resolution must pass with a 3/4 majority of the votes cast by members in the affected category of membership.

3.06 Certificates

- (1) The Board may decide to issue Membership Certificates, which certificates shall, subject to the Act, be in such form as the Board may by resolution approve and such certificates shall be signed by the President or a Vice-President and the Secretary holding office at the time of signing.
- (2) The signature of the President or Vice-President and the Secretary may be printed, engraved, lithographed or otherwise mechanically reproduced upon membership certificates. Certificates so signed shall be deemed to have been manually signed by the President or the Vice-President and the Secretary whose signature is so printed, engraved, lithographed or otherwise mechanically reproduced thereon and shall be as valid for all intents and purposes as if they had been signed manually.

3.07 Information available to Members

- (1) Except as provided by the Act, no member shall be entitled to discovery of any information respecting any details or conduct of the Corporation's business which in the opinion of the directors it would be inexpedient in the interests of the Corporation to communicate to the public.
- (2) The directors may from time to time, subject to rights conferred by the Act, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and accounting records of the Corporation or any of them shall be open to the inspection of members and no members shall have any right to inspect document or book or register or accounting record of the Corporation except as conferred by statute or authorized by the Board or by a resolution of the members.

4. HEAD OFFICE

Until changed in accordance with the Act, the Head Office of the Corporation shall be in the Municipality of Metropolitan Toronto in the Province of Ontario, Canada.

5. DIRECTORS

5.01 Board of Directors

The property and business of the Corporation shall be managed by a board of not less than five (5) directors. A quorum at any meeting, unless a greater number of persons

are required to be present or a greater number are required to be represented by the Act or by the Articles of Continuance or any by-law, including article 8.02 of this by-law shall be one-half of the persons present and entitled to vote, not being less than two in number. Directors must be individuals, 18 years of age, with power under law to contract. Directors must be members. The Board may, on literature of the Corporation, be designated as a board of governors.

5.02 Appointment

- (1) The applicants for incorporation shall become the first directors of the Corporation whose term of office on the Board shall continue until their successors are elected.
- (2) At the second annual meeting of members, the Board then elected shall replace the provisional directors named in the Articles of Continuance of the Corporation.

5.03 Term

- (1) Directors shall be elected for a term of two years by the members at an annual meeting of members.
- (2) The office of director shall be automatically vacated:
 - (i) if a director shall resign his office by delivering a written resignation to the Secretary of the Corporation;
 - (ii) if he is found by a court to be of unsound mind;
 - (iii) if he becomes bankrupt or suspends payment of his debts generally or compounds with his creditors;
 - (iv) if at a special general meeting of members a resolution is passed by two-thirds (2/3) of the members present at the meeting that he be removed from office;
 - (v) on death;provided that if any vacancy shall occur for any reason in this paragraph contained, the Board by majority vote, may, by appointment fill the vacancy with a member of the Corporation.
- (3) A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted.

5.04 Meetings

- (1) After incorporation, a director may call an initial meeting of the directors of the Corporation at which the directors may make by-laws; adopt forms of membership certificates and corporate records; authorize the issue of memberships; appoint officers; make banking arrangements; and transact any other business.
- (2) Meetings of the Board may be held at any time and place to be determined by the directors provided that a minimum of twenty-one (21) days written notice of such meeting shall be given to each director in accordance with article 8.03 of this by-law. There shall be at least one (1) meeting per year of the Board. Each director is authorized to exercise one (1) vote at all meetings of the Board.
- (3) If all the directors of the Corporation consent thereto generally in respect of a particular meeting, a director may participate in a meeting of the Board or of a

committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

5.05 Written Resolutions

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

5.06 No Remuneration

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

5.07 Powers

- (1) The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- (2) The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.
- (3) The Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- (4) The Board may appoint committees whose members will hold their offices at the will of the Board. The Board shall determine their duties and may fix remuneration, if any.
- (5) The Board may appoint such agents and employees and committee members as shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members.
- (6) The Board in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any special meeting of the members called for the purpose of considering the same and, subject to the provisions of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting, unless any different or additional requirement is imposed by the Act or by the

Corporation's Articles of Continuance or other by-law, shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

- (7) The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect thereafter.

5.08 By-Law Amendments

The by-laws of the Corporation not embodied in the Articles of Continuance may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained where required.

5.09 Executive Committee

There may be an executive committee composed of directors who shall be appointed by the Board. The executive committee shall exercise such powers as are authorized by the Board. Any executive committee member may be removed by a majority vote of the Board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty. A quorum at any meeting, unless a greater number of persons are required to be present or a greater number are required to be represented by the Act or by the Articles of Continuance or any by-law, including article 8.02 of this by-law, shall be one-half of the persons present and entitled to vote not being less than two in number.

5.10 Nomination Committee

There may be a nomination committee composed of directors who shall be appointed by the Board. The nomination committee shall be charged with such powers as the Board deems necessary to select individuals suitable for nomination for the next election of directors. A nomination committees' selection process should reflect the national scope of the Corporation and incorporate regional representation. Nothing herein shall be interpreted as to prevent independent or other applications for the position of director in accordance with the Act. Any nomination committee member may be removed by a majority vote of the Board. Nomination committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

5.11 Committee Meetings

Meetings of a committee shall be held at any time and place to be determined by the members of such committee provided that twenty-one (21) days written notice of such meeting shall be given to each member of such committee in accordance with article 8.03 of this by-law.

6. OFFICERS

6.01 Generally

The directors of the Corporation may from time to time designate the officers of the Corporation, appoint officers, specify their duties and, subject to the Act, delegate to them powers to manage the business and affairs of the Corporation. A director may be appointed to any office of the Corporation and two or more offices of the Corporation may be held by the same person. In the absence of a written agreement to the contrary, the Board may remove at its pleasure any officer of the Corporation. The terms of appointment of any officer so appointed by it shall be settled from time to time by the Board. Unless otherwise from time to time specified by the Board the offices of the corporation, if so designated, and the officers so appointed shall have the following duties and powers.

6.02 President

The President shall be appointed from amongst the directors. The President shall, when present, preside at all meetings of the members and of the Board and shall be charged with the general supervision of the affairs of the Corporation. Except when the Board has appointed a general manager or managing director, the President shall also have the powers and be charged with the duties of that office.

6.03 Vice-President

During the absence or inability of the President his duties may be performed and his powers may be exercised by the Vice-President, or if there are more than one, by the Vice-President in order of seniority, as determined by the Board, save that no Vice-President shall preside at a meeting of the Board or at a meeting of members who is not qualified to attend the meeting as a director or member, as the case may be. If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. A Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or the Board may prescribe.

6.04 General Manager

The General Manager, if one be appointed, shall have the general management and direction, subject to the authority of the Board and supervision of the President, of the Corporation's affairs and the power to appoint and remove any and all officers, employees and agents of the Corporation not appointed directly by the Board and to settle the terms of their employment and remuneration. If and so long as the General Manager is a director he may, but need not be known as the Managing Director.

6.05 Secretary

The Secretary shall give or cause to be given, all notices required to be given to members, directors, auditors and members of committees; he shall attend all meetings of the directors and of the members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other

instruments belonging to the Corporation; and he shall perform such other duties as may from time to time be prescribed by the Board.

6.06 Treasurer

The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and under the direction of the Board; shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the Board at the meetings thereof, or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation; and he shall perform such other duties as may from time to time be prescribed by the Board.

6.07 Variation of Duties

From time to time the Board may vary, add to or limit the powers and duties of any officer or officers.

6.08 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 requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

6.09 Agents and Attorneys

The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

6.10 Fidelity Bonds

The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

7. CONDUCT

7.01 Declaration of interest

Every director or officer of the Corporation who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, or is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of the meeting of directors the nature and extent of his interest. All such disclosures shall be made at the time required by law and directors shall refrain from voting in respect of any such contract or transaction unless otherwise permitted by law.

7.02 Avoidance Standards

If a material contract is made or a material transaction is entered into between the Corporation and a director or officer of the Corporation or between the Corporation and any other person of which a director or officer of the Corporation is a director or

officer or in which he has a material interest, the director or officer is not accountable to the Corporation or its members for any profit or gain realized from the contract or transaction; and the contract or transaction is neither void or voidable, by reason only of that relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the director or officer disclosed his interest as hereinbefore provided and the contract or transaction was reasonable and fair to the Corporation at the time it was so approved. A director or officer acting honestly and in good faith is not accountable to the Corporation or to its members for any profit or gain realized from any such contract or transaction, if it was reasonable and fair to the Corporation at the time it was approved, is not by reason only of the director's or officer's interests therein void or voidable where, the contract or transaction is confirmed or approved by special resolution at a meeting of the members duly called for that purpose; and the nature and extent of the director's or officer's interest in the contract or transaction is disclosed in reasonable detail in the notice calling the meeting.

7.03 Standard of Care

Every director and officer of the Corporation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the Regulations and by-laws.

7.04 Indemnity of Directors and Officers

- (1) The Corporation shall indemnify the directors and officers of the Corporation, former directors or officers of the Corporation and his heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation and with the approval of the court in respect of an action by or on behalf of the Corporation to procure a judgment in its favour to which he is made a party by reason of being or having been a director or officer of the Corporation against all costs, charges and expenses reasonably incurred by him in connection with such action, if he acted honestly and in good faith with view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
- (2) Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity 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 the insufficiency or deficiency of any security in or upon which any of the moneys 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 including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversation, misapplication or misappropriation of or any damage resulting from any

dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to exercise the powers and discharge the duties of his office honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the case, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. 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. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

7.05 Insurance for Directors and Officers

The Corporation may purchase and maintain insurance for the benefit of the directors or officials of the Corporation or former directors or officers of the Corporation and his heirs and legal representatives against any liability incurred by him, in his capacity as a director or officer of the Corporation, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Corporation; or in his capacity as a director or officer of another body corporate where he acts or acted in that capacity at the Corporation's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

8. MEETINGS

8.01 Annual

The annual or any other general meeting shall be held at the head office of the Corporation or at any place in Canada as the Board may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the Treasurer shall be presented and auditors may be appointed for the ensuing year.

8.02 Special

The Board or the President shall have power to call; at any time, a general meeting of the members of the Corporation. The Board shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights in the Corporation. At special general meetings, two-thirds (2/3) of members present in person at a meeting will constitute a quorum. The members may consider and transact any business either special or general at any meeting of the members.

8.03

Notification

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

No error or omission in giving notice of any such meeting or of any adjourned such meeting shall invalidate same or make void any proceedings taken thereat and any aforesaid party may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Notice of any meeting where special business will be transacted should contain sufficient information to permit the person entitled to notification to form a reasoned judgment on the decision to be taken.

8.04

Quorum

A quorum at any meeting, unless a greater number of persons are required to be present or a greater number are required to be represented by the Act or by the Articles of Continuance or any by-law, including article 8.02 of this by-law, shall be one-half of the persons present and entitled to vote not being less than two in number. No business shall be transacted at any meeting unless the requisite, quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for any meeting or within such reasonable time thereafter as the persons present and entitled to vote may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of adjournment in paragraph 8.08 with regard to notice shall apply to such adjournment. The above provisions shall apply mutatis mutandis to each category of membership.

8.05

Chair

At every meeting of members, in the absence of the President and every Vice-President, the members present 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 the members present to be Chair.

8.06

Voting

Except where otherwise provided in the by-laws or by law, every question submitted to any meeting of members shall be decided in the first instance by majority of votes given on a show of hands and in case of any equality of votes the Chair shall both on a show of hands and at a poll have a second or casting vote in addition to the vote which

he/she is entitled to as a member. At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost were not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

8.07 Proxies

(1) Votes at meetings of members may be given either personally or by proxy or, in the case of any member who is a body corporate or association, by an individual authorized by a resolution of the Board or governing body of the body corporate or association to represent it at meetings of members of the Corporation. A form of proxy as set out herein and reminder of proxy right shall be sent to each member who is entitled to receive notice of the meeting. At every meeting at which he is entitled to vote, every member and/or person appointed by proxy and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a ballot at which he is entitled to vote, every member present in person or represented by proxy, or by an individual so authorized shall (subject to the provisions, if any, of the Articles of Continuance of the Corporation) have one vote.

(2) Execution

A proxy shall be executed by the member or his attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized. If the member is an offering corporation a proxy appointing a proxy holder ceases to be valid one year from its date.

(3) Holder

A person appointed by proxy must be a member of the Corporation.

(4) Form

A proxy may be in the following form:

The undersigned member of CANADIAN TRANSIT HERITAGE FOUNDATION, FONDATION CANADIENNE DU PATRIMOINE DU TRANSPORT URBAIN hereby appoints _____ of _____, or failing him, _____ of _____ as the nominee of the undersigned at the _____ meeting of the members of the said Corporation to be held on the ____ day of _____, and at any adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment thereof. This proxy is (not) solicited by or on behalf of management of the Corporation.

DATED this ____ day of _____, _____.

(5) Regulations

The Board may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars such proxies to be cabled or telegraphed or sent by telex or telecopier or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such

particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meetings and votes given in accordance with such regulations shall be valid and shall be counted. The chairman of any meeting of members may, subject to any regulations made as foresaid, in his discretion accept telegraphic, telecopier or cable, telex or other communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such telegraphic or cable or telex or written communication accepted by the Chairman of the meeting shall be valid and shall be counted.

8.08 **Adjournment**

The Chairman of any meeting may with the consent of a quorum of those present at the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of thirty days or more in which case, subject to the Act, notice of the adjourned meeting shall be given as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting for which no notice is required which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

8.09 **Polls**

If at any meeting a poll is taken on the election of a Chair or on the question of adjournment it should be taken forthwith without adjournment. If a poll is demanded on any other questions or as to the election of directors it shall be taken in such manner and either at once or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution at which the poll is demanded. A demand for a poll may be withdrawn.

9. FINANCIAL

9.01 **Financial Year**

Unless otherwise ordered by the Board the fiscal year-end of the Corporation shall be December 31st.

9.02 **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.

9.03 **Auditors**

The members may at the first general meeting and at each annual meeting thereafter, appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board. The auditor shall not be a director, officer or employee of the Corporation.

9.04 Cheques, Drafts and Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

9.05 Execution of Instruments

- (1) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any one of the General Manager, the President, a Vice-President, the Secretary or the Treasurer and all contracts, documents and instruments in writing so signed, shall be binding upon the Corporation without further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers, or any person or persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (2) The corporate seal of the Corporation, if any, may be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board but any such contract, document or instrument is not invalid merely because the corporate seal, if any, is not affixed thereto.
- (3) The term “Contracts, documents or instruments in writing” as used in this by-law shall include deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and paper writings.
- (4) Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time and from time to time by resolution direct the manner in which, and the person or persons by whom any particular deed, transfer, contract, obligation or other instrument in writing, any class of deeds, transfers, contracts, obligations or other instruments in writing requiring signature of the Corporation may or shall be signed.

9.06 Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Corporation’s behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including without restricting the generality of the foregoing, the operation of the Corporation’s accounts; the making, signing, drawing, accepting, endorsing, negotiating, allotting, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights

and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

10. NOTICES

10.01 Service

Any notice or other document required by the Act, the Regulations, the Articles of Continuance or the by-laws to be sent to any member or director or to the auditor shall delivered personally or sent by prepaid mail or by telegram or cable or telex or telecopier to any such member at his latest address shown in the records of the Corporation, its transfer agent and to any such director at his latest address as shown in the records of the Corporation and to the auditor at his business address; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. If a notice or document is sent to a member by prepaid mail in accordance with this paragraph and the notice or document is returned on three consecutive occasions because the member cannot be found, it shall not be necessary to send any further notices or documents to the member until he informs the Corporation in writing of his then current address.

10.02 Computation of Time

Where a given number of days notice or notice extending over a period is required to be given under any provisions of the articles or by-laws of the Corporation, the day of service or posting of the notice or document shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 10.01 of this by-law and put into a Post Office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate, as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or, auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.

10.04 Omissions and Errors

The accidental omission to give any notice to any member, director, officer or auditor or any error in notice not affecting the substance thereof shall not invalidate such meeting or make void any proceeding taken thereat or otherwise founded thereon.

11. EFFECTIVE DATE

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 20th day of June, 2015 and confirmed by the members of the Corporation by special resolution on the 20th day of June, 2015.

Dated as of the ____ day of _____, 2015.

David Onodera, Secretary