

**CONSOLIDATED
BY-LAW NO. 1-13
OF THE
CANADIAN PARKING ASSOCIATION
ASSOCIATION CANADIENNE DU STATIONNEMENT**

GENERAL

1. Definitions

- (a) “Act” means the Canada Not-for-profit Corporations Act (S.C. 2009, c. 23) as from time to time amended and every statute that may be substituted therefor and, in case of such substitution, any references in the By-Laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) “Articles” means the original or restated articles of incorporation (or letters patent) or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “Association” and “CPA” and “Corporation” means the Canadian Parking Association;
- (d) “By-Law” means any By-Law of the Corporation from time to time in force and effect;
- (e) “In good standing” shall mean members whose dues are paid in full for the current calendar year according to the records of the Canadian Parking Association;
- (f) “Members” shall mean any individual person, either Full or Affiliate (as defined herein), who are in good standing;
- (g) “Regulations” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-Laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations.

2. Interpretation

This By-Law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) All terms which are contained in the By-Laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meaning given to such terms in the Act or such Regulations;
- (b) Words importing the singular number only shall include the plural and vice versa; and the word “person” shall include Corporations, partnerships, syndicates, trusts and any number or aggregate of persons;
- (c) The headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. Seal and Certification of Documents

The Seal, an impression whereof is stamped in the margin hereof, shall be the Seal of the Corporation. The President or another officer whom the Board of Directors may designate shall have the authority to certify specific documents.

MEMBERSHIP

4. Classes of Membership

Subject to the Articles, there shall be two classes of members in the Corporation, namely Class A and Class B members. The Board of Directors approve members in accordance with this By-Law, or as otherwise prescribed by the Board of Directors by ordinary resolution. The following conditions of memberships shall apply:

(a) Class A: Full Membership (Primary Contact and Voting Member)

- (i) Class A voting memberships shall be available to individuals and corporations who have applied and have been accepted for Class A voting membership in the Corporation, including honorary members, but such honorary members shall have their individual membership fees in the Association waived.
- (ii) The term of membership of a Class A voting member shall be annual, subject to renewal, suspension and termination in accordance with this By-Law and the policies of the Corporation.
- (iii) Each Class A Member voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote.
- (iv) In the case of organizations/corporations, an individual must be identified to be the representative and primary contact and who will vote on behalf of the organization/corporation Class A voting member.

- (v) In addition to voting privileges, this membership category entitles the member (and in the case of organizations/corporations to the one (1) representative of same) to all member benefits.

(b) Class B: Affiliate Membership (Non-Voting)

- (i) Class B non-voting membership shall be available only to employees and regional offices (not operating as a separate entity) of corporations/organizations, (who have applied and have been accepted for Class A voting membership in the Corporation), and who have applied and have been accepted for Class B non-voting membership in the Corporation.
- (ii) The term of membership of a Class B non-voting member shall be annual, subject to renewal, suspension and termination in accordance with this By-Law and the policies of the Corporation.
- (iii) A Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.
- (iv) Although there are no voting privileges, this membership category entitles the member to all member benefits.

5. Conditions of Membership

- (a) Membership in the Corporation shall be limited to persons interested in furthering the objectives of the Corporation and shall consist of anyone whose application for admission as a member has received approval of the Board of Directors of the Corporation.
- (b) Memberships shall be open to all individuals, as well as Corporations, including Municipalities, Government Agencies, Parking Authorities, Airports, Boards, Commissions, Colleges, Universities, Hospitals, Private Agencies, Companies or Corporations, Associations and Suppliers of Goods and Services.
- (c) All memberships expire on December 31st of each year.
- (d) Memberships and Membership dues are non-transferable and non-refundable.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the By-Laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

6. Membership Dues

There shall be Class A and Class B membership fees as determined by the Board of Directors, by ordinary resolution. Membership shall expire on December 31 at the end of the calendar year. Notices of Dues Renewal will be sent to members, providing them with thirty (30) days' notice to pay their annual dues prior to expiration of membership.

7. Any member may withdraw from the Corporation by delivering to the Corporation in writing a resignation, and lodging a copy with the Secretary of the Corporation.

8. Cancellation or Suspension of Membership – The Board shall have authority by a vote of two-thirds (2/3) of the Directors at a Board of Directors Meeting to suspend or expel any member from the Corporation for any one or more of the following grounds:

(a) violating any provision of the Articles, by-laws, or written policies of the Corporation;

(b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;

(c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

9. Termination of Membership – The interest of a member in the Corporation is not transferable, and lapses and ceases to exist:

(a) Upon death of the member;

(b) When the member ceases to be a member by written or oral resignation delivered to the Secretary of the Corporation or by termination by the Board of Directors; or

(c) As otherwise provided in these By-Laws.

CODE OF CONDUCT

10. Members of the Canadian Parking Association shall conduct themselves at all time in a manner that demonstrates fairness, integrity and professionalism, and so as not to be detrimental to the image of the CPA, their organization, or themselves. Members shall not violate any laws and consider the interest of the communities in which they serve in the performance of their duties. As members of the CPA, they agree to abide by this Code.

11. Canadian Parking Association members shall:
 - Foster an environment where the interaction among members, volunteers, suppliers and clients is conducted fairly, and discrimination, harassment or abuse of any sort is opposed;
 - Maintain their membership in good standing;
 - Maintain their competence in parking management and the industry through continued professional development ;
 - Support the CPA in its efforts to advance the professionalism of the parking industry.

12. The Code of Conduct serves to enhance public confidence in the integrity and service of parking professionals in Canada. Adherence to this Code of Conduct is required by all members of the CPA, and the Board of Directors will determine an appropriate course of action, should the actions of a member breach the Code of Conduct.

LOCATION OF HEAD OFFICE

13. The location of the head office of the Corporation is hereby the Regional Municipality of Ottawa-Carleton, Province of Ontario. The Corporation may establish other offices elsewhere within Canada outside of the Province of Ontario as the Board of Directors may deem necessary, by resolution approved by a majority vote of the Board of Directors.

BOARD OF DIRECTORS

14. The property and business affairs of the Corporation shall be governed by a Board of Directors, which shall supervise, control and direct all of its activities. The Board of Directors shall actively pursue the mission and strategic goals of the Association and may adopt such rules and regulations for the conduct of its business as may be deemed advisable, provided that the majority of the Board of Directors has approved such rules and regulations.

15. Composition

- (a) Subject to paragraph (b), the Board of Directors shall consist of a minimum of 7 Directors and a maximum of 15 Directors. The number of Directors shall be determined by the Class A members of the Corporation at any annual general meeting or any special meeting called for that purpose. Directors must be individuals, 18 years of age, with the power under law to contract. Directors shall be Class A members.
- (b) There shall be a first Board of Directors comprised of the five applicants for incorporation. At the annual meeting of the Corporation, the Board of Directors shall be replaced by a Board consisting of a minimum of seven (7) and a maximum of fifteen (15) Directors referred to in paragraph (a).
- (c) At each annual meeting, Directors will be elected by the Class A members as follows:

A minimum of seven (7) and maximum of fifteen (15) Directors and these Directors must represent one of the six (6) regions and the seven (7) functional areas as follows:

- (i) Six (6) Regional Directors

- 1) British Columbia
- 2) Alberta
- 3) Saskatchewan, Manitoba
- 4) Ontario
- 5) Quebec
- 6) New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland & Labrador

- (ii) Seven (7) Functional Directors

- 1) Municipal Parking Operators
- 2) Private Parking Operators and Developers
- 3) Institutional (Hospital)
- 4) Institutional (Airport)
- 5) Institutional (Educational)
- 6) Consultants and Services
- 7) Equipment Suppliers

- (iv) Executive Committee:

Any of the Regional or Functional directors may serve as an Executive Officer provided they have already served at least one two year term as a director, and are elected by Class A members at each Annual Meeting.

The positions of the Executive Officers shall be:

- 1) President
- 2) Vice-President
- 3) Secretary
- 4) Treasurer
- 5) Past President

- (d) Without the prior written consent of the Board of Directors, which consent must be approved by the majority of Directors, a Director may not sit on, and/or participate actively as a voting Board member on another industry-related organization that would represent a direct or indirect conflict of interest to the Canadian Parking Association membership and Board decisions. Before accepting a position on the Canadian Parking Association Board of Directors, each Director must declare potential conflicts to the Board of Directors for consideration. Further, during his or her term, each Director must declare potential conflicts to the Board of Directors for consideration prior to joining any other Board whose missions and goals may conflict with the interests of the Canadian Parking Association. If a Director becomes aware that another Board's missions and goals (on which he is a voting member) become conflicting with those of the Canadian Parking Association, he or she must declare such potential conflict to the Board of Directors for consideration. If by majority vote, the Board of Directors decides that a conflict exists, the said Director must either resign from the Board of Directors of the Canadian Parking Association or from the Board of Directors of the other organization.
- (e) Upon retirement from Office, a Director may be appointed by the Executive Committee as an Advisor to the Board of Directors.
- (f) Failure to attend two (2) consecutive Board of Directors' meetings without just cause, either in person or via the authorized attendance method as described in these By-Laws in Section 18 (b) will result in dismissal from the Board. (Board meetings scheduled during the conference dates will count as one missed meeting.)

16. Terms of Office

The Applicants for incorporation shall become the first Directors of the Corporation whose term of Office on the Board of Directors shall continue until their successors are elected.

Directors shall be elected by the Class A members at an annual general meeting, and each Director so elected shall remain in office, subject to the provisions of Article 15 for either a one-year term, a two-year term, or until his or her successor has been elected or appointed. A Director may be elected to two or more consecutive terms.

17. Vacancies & Removal

The office of Director shall be automatically vacated:

- (a) If a Director resigns office by delivering a written resignation to the Secretary of the Corporation;
- (b) If the Director is found by a court to be of unsound mind;
- (c) If the Director becomes bankrupt or suspends payments or compounds with his/her creditors;
- (d) On death;

Or, a Director will be removed from office:

- (e) If, at a special general meeting of the Class A members a resolution is passed by two-thirds of the Class A members present at the meeting that a Director be removed from office;
- (f) If a Director fails to attend two consecutive meetings of the Board without being excused by a quorum of the Executive;
- (g) A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Class A member of the Corporation. The appointee will hold office until the next Annual General Meeting, at which time the appointee must stand for election.

18. Meetings

- (a) Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least two (2) meetings per year of the Board of Directors.
- (b) Meetings may be held in person, and by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at that meeting.
- (c) The President will act as chair of the Board of Directors meetings. In the President's absence, the Vice-President will act as chair.

- (d) Only Directors in attendance at any meeting of the Board of Directors, either in person or via the authorized attendance method as described in these bylaws may vote. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second deciding vote. Proxies are not accepted at meetings of the Board of Directors.
 - (e) A quorum for the transaction of business at any meeting of the Board shall be a majority of the number of Directors or the number of Directors determined between the minimum and the maximum number from time to time, as the case may be.
 - (f) No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise any one (1) vote.
 - (g) If all the Directors of the Corporation consent thereto generally or 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, either in person or via the authorized attendance method as described in these bylaws.
 - (h) A Resolution in writing, signed by all the Directors entitled to vote on the 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.
 - (i) At all meetings of the Board of Directors, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.
19. 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 therefore.
20. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment, with a reasonable remuneration to be fixed by the Board of Directors by resolution, approved by a majority vote of the Board of Directors.

EXECUTIVE COMMITTEE

21. Composition

- (a) There shall be an Executive Committee composed of the 5 Executive Officers referred to in paragraph 15 (c) (iv). The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

Terms of Office

- (b) No member of the Corporation shall be elected to the Executive Committee unless and until such member shall have served for at least one two-year term on the Board of directors.
- (c) The Officers of the Corporation shall hold offices for a one-year term from the date of appointment or until successors are appointed in their stead. In no event shall an Executive member remain in the offices of the President or Vice President for more than two consecutive years.
- (d) Officers shall be subject to removal in the same manner as a Director pursuant to Article 17, provided that the Board of Directors, by majority vote may, by appointment, fill the Office with a Director of the Corporation.

22. Meetings

- (a) Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such Committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of such Committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting.
- (b) Meetings may be held in person, and by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at that meeting.
- (c) The President will act as Chair of the Executive Meetings. In the absence of the President, the Vice-President will act as Chair.
- (d) Only Directors in attendance at any meeting of the Executive Committee may vote. In the case of an equality of votes, the Chair shall be entitled to cast a second and deciding vote. Proxies are not accepted at meetings of the Executive Committee.

- (e) Three members of such Committee shall constitute a quorum.
- (f) No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (g) At all meetings of the Executive Committee, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

23. Vacancies

- (a) Should the office of President become vacant, it shall be filled by the Vice-President until the end of the current term of the outgoing President. All other vacancies on the Executive Committee will be filled by appointment from the existing Board of Directors until the next election of Officers and Directors by the members.

POWERS OF DIRECTORS

- 24. The Directors of the Corporation 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 Charters or otherwise authorized to exercise and do.
- 25. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution any such power to an Officer or the Executive Director of the association. The Board shall appoint the Executive Director of the Association.
- 26. The Directors 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 of Directors may prescribe.
- 27. The Board of Directors shall take such steps as they 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 object of the Corporation.

28. The officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer and Past President as referred to in paragraph 15(c) (iv) and any such other officers as the Board of directors by resolution determines.

Any two offices may be held by the same person.

DUTIES OF OFFICERS

29. The President shall be the Chief Executive Officer of the Corporation. He/she shall preside at all meetings of the Corporation, of the Executive Committee and of the Board of Directors. He/she shall have the general and active management of the affairs of the Corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect.
30. The Vice President shall
- (a) in the absence or disability of the President, perform the duties and exercise the powers of the President.
 - (b) shall act as the CPA's representative on the Canadian Parking Association Foundation Board of Directors. The Vice President shall perform such other duties as shall from time to time be directed by the Board of directors.
31. The Treasurer shall ensure that policies of the Board in respect to financial administration are adhered to, ensure that the annual budget and all records of funds shall be presented to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Treasurer will present all records of funds included in the Audited Financial Statements to members at the Annual General Meeting. He/she shall also perform such other duties as may from time to time be directed by the Board of Directors.
32. The Secretary shall ensure that policies of the Board in respect to documentation are adhered to, and shall attend all meetings and act as Clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.
33. The Past President shall serve as Chair of the Nominations Committee, liaise with the Canadian Parking Foundation in the search for Awards recipients and provide support to the Board of Directors on action plan items from the Association's Strategic Plan.
34. The duties of all Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

NOMINATING COMMITTEE

35. (a) There shall be a Nominating Committee appointed annually by the Board of Directors. The mandate of the Nominating Committee is to review and recommend to the Board of Directors and to the Class A members qualified candidates for the Board of Directors and Executive Office positions.
- (b) The Nominating Committee shall be composed of the immediate Past President, the current President, one Director and two members at large. Any Nominating Committee member may be removed by a majority vote of the Board of Directors. Nominating Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- (c) The Past President shall act as chair of the Nominating Committee. At all meetings of said Committee, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or deciding vote.
- (d) Meetings of the Nominating Committee shall be held at any time and place to be determined by the members of such Committee provided that 48 hours written notice of such meeting shall be given, other than by regular mail, to each member of such committee. Notice by regular mail shall be sent at least 14 days prior to the meeting. Three members of such Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Nominating Committee or any adjourned meeting of such Committee shall invalidate such meeting or make void any proceedings taken thereat, and any member of such Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
36. Nominating Procedure

Prior to approval by a majority vote of the Class A members of the Corporation of the Resolution to change the nominations process for the Corporation, the nominations process will remain unchanged.

- (a) Prior to June 1 each year, the Nominating Committee will seek a declaration from current Board Members and Executive Members to determine which, if any, vacancies are to be filled. Vacant positions will be reviewed and potential candidates shall be identified by the Nominating Committee where possible to stand for election by the Class A members to fill the vacancies. Positions may be left vacant, should sufficient reasons exist, however, the number of Directors elected must be within a minimum of 7 and a maximum of 15, in accordance with Article 15 (a).

- (b) Between 90 - 120 days prior to the Annual General Meeting the Nominating Committee shall convene and review the names of eligible members to recommend for available positions. The Nominations Committee will submit a recommended slate of Directors in accordance with Article 15 to the Board of Directors for their review. The Board of Directors will recommend the members of the Executive Committee and post the nominated slate of Officers and Directors on the CPA secured website no later than 90 days prior to the next Annual General Meeting.
- (c) 60 days prior to the Annual General Meeting, any nominations for positions on the Board of Directors from Class A members must be submitted to and received by the Nominating Committee. Nominations must be signed by the nominee and be accompanied by a resume stating skills, experience and past involvement with the Canadian Parking Association. A minimum of five (5) nominators who are Class A members in good standing must endorse the nominee. Resumes will be posted on the CPA website for review by the Class A members.
- (d) 30 days prior to the Annual General Meeting, should additional nominations be received from Class A members and posted on the website, ballots will be circulated to all eligible Class A members. Ballots will be collected, tabulated and announced at the next Annual General Meeting.
- (e) Should there be no nominations submitted by Class A members prior to the 60 day deadline outlined in 36(c), the Board-recommended slate of Officers and Directors will be presented to the Class A members for election purposes.

MEETINGS OF THE MEMBERS

- 37. Location: The annual or any other general meeting of the Class A members shall be held at the head office of the Corporation or at any place in Canada as the Board of Directors may determine and on such day as said Directors shall appoint. The Class A members may resolve that a particular meeting of Class A members be held outside Canada.
- 38. Annual General Meeting: 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 auditors shall be presented and auditors appointed for the ensuing year. The Class A members may consider and transact any business either special or general at any meeting of the Class A members.
- 39. Special General Meeting: The Board of Directors or the President or Vice-President shall have power to call, at any time, a special general meeting of the Class A members of the Corporation. The Board of Directors shall call a special general meeting of Class A members on written requisition of Class A members carrying not less than 5% of the voting rights. The business to be transacted at such special

general meetings shall be stated in the notice thereof, and no other business may be considered at those meetings.

40. Quorum: A quorum at any meeting of Class A members (unless a greater number of Class A members are required to be present by the act) shall be 9 of the Class A members entitled to vote at the meeting. If a quorum is present at the opening of the meeting of Class A members, the Class A members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

41. Notice of Meeting: Notice of the time and place of a meeting of Class A 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, including posting on the Corporation's website, , 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 Class A members is required to make any amendment to the By-Laws of the Corporation to change the manner of giving notice to Class A members entitled to vote at a meeting of Class A members.

Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Meeting agenda, past minutes, financials and other relative documentation will be posted on the Corporation's website and available at the registered head office of the Corporation prior to the meeting, with copies to be provided at the meeting.

42. At all meetings of the Class A members of the Corporation every question shall be determined by a majority of votes of paid up Class A members, either in person or by proxy, duly authorized in writing, unless otherwise specifically provided by statute or by these By-Laws. Each voting member present at a meeting shall have the right to exercise one vote.

43. Notice of each meeting of the Class A members must remind the member that he/she has the right to vote by proxy. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of the Class A members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Corporation.

(a) Proxy shall be in writing on the form provided by the President, or a facsimile thereof. The Class A Members eligible to vote shall be provided with the proxy form 30 days before annual or special general meetings.

- (b) A proxy must be signed by the voting Member and shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.
 - (c) Proxies or notice of proxies held must be filed with the Secretary at least ten (10) days before the meeting takes place.
44. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Class A members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the addresses of the Member, Director or Officer shall be his last address recorded on the books of the Corporation.

CERTIFICATION OF THE MEMBERS

45. The Corporation may certify members of the parking industry and shall authorize members so certified to use the designation “Canadian Certified Parking Facility Manager (CCPFM) / Opérateur Canadien Certifié d’Installation de Stationnement (OCCIS)” so long as the member achieves and maintains the requirements of the program.

The Board of Directors shall empower a Sub-Committee of the Board to:

- (a) establish, manage and administer the certification program and recommend to the Board of Directors such rules and regulations thereof as it may deem necessary, provided that such rules and regulations have received approval by a majority vote of the Board of Directors, including the granting of a certificate that bears the Corporations Programs Seal of Authenticity, as stamped in the margin hereof. Certificates will remain the property of the Canadian Parking Association.
- (b) require that each member of the Sub-Committee, staff, invigilators, examiners and all persons having access to the confidential information relating to the program shall commit to keep such information confidential.
- (c) take all necessary actions to ensure the successful administration of the certification program.

CHAPTERS

46. Formation: Upon written application to the Association by at least 2 voting Class A members, the Board of Directors may establish local chapters of the Canadian

Parking Association with a mandate to carry out local programs and meetings consistent with the mission and goals of the CPA. The Board of Directors may on majority vote, combine, subdivide or discontinue chapters as the need arises.

47. **Accountability to the Corporation:** The Chapter Leader(s) shall organize the events of the Chapter, subject to any limitations as contained in a document entitled "Canadian Parking Association Chapter Guidelines" as approved by majority vote of the Board of Directors. The Chapter shall not engage in any activities which may be considered to be activities of the Corporation without prior consent of the Board of Directors and shall at all times, be accountable to the Board of Directors.
48. **Responsibilities of the Chapter Leaders:** Local Chapters have a responsibility to ensure that the Chapter provides services to CPA members and the local community and furthers the mission and goals of the CPA in a manner that meets the standards set out by the Board of Directors of the Corporation.
49. **Dissolution:** The Board of Directors may by majority vote, dissolve a chapter should the chapter be deemed to be in conflict with the missions and goals of the Corporation. In the event that a chapter is dissolved, all rights, title and interest of such chapter in and to the property and assets of the Corporation shall revert to the Corporation.

INDEMNITIES TO DIRECTORS AND OTHERS

50. Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any Company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against.
 - (a) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his Office or in respect of any such liability;
 - (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

EXECUTION OF DOCUMENTS

51. **Signing Authorities:** The President, Treasurer and Executive Director are the authorized signing authorities for the Corporation.

52. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any one signing officer as directed by the Board of Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer of Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing.
53. The Directors may give the Corporation's Power of Attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

MINUTES OF BOARD OF DIRECTORS, EXECUTIVE & NOMINATIONS COMMITTEES

54. The minutes of the Board of Directors or the minutes of the Executive Committee shall not be available to the general membership of the Corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.
55. The minutes of the Nominating Committee shall not be available to the general membership of the Corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

56. Unless otherwise ordered by the Board of Directors the fiscal year-end of the Corporation shall be May 31st.
57. The Board of Directors may appoint Committees whose members will hold their Offices at the will of the Board of Directors.

AMENDMENT OF BYLAWS

58. The By-Laws of the Corporation not embodied in the letters patent may be repealed or amended by By-Law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Class A members at a meeting duly called for the purpose of considering the said By-Law.

AUDITORS

59. The Class A members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the Class A members at the next annual meeting. The auditor shall hold office until the next 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 of Directors.

BOOKS AND RECORDS

60. 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 of law are regularly and properly kept.

RULES AND REGULATIONS

61. The Board of Directors may, by majority vote, 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 Class A members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of the Class A members shall at and from time to time cease to have any force and effect.

INTERPRETATION

62. In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include Firms and Corporations.

First Adopted by the Membership of the Canadian Parking Association at its Annual General Meeting held the 30th day of October, 1989.

Amended by the Membership of the Canadian Parking Association at its Annual General Meeting held the 26th day of October, 1999.

Amended by the Membership of the Canadian Parking Association at its Annual General Meeting held the 8th day of October, 2002.

Amended by the Membership of the Canadian Parking Association at its Annual General Meeting held the 7th day of October, 2008.

Amended by the Membership of the Canadian Parking Association at its Annual General Meeting held the 23rd day of September, 2013.

A handwritten signature in black ink that reads "Ralph Bond". The signature is written in a cursive style with a long horizontal stroke at the end.

Ralph Bond
President, Canadian Parking Association