

Association of Professional Driving Instructors of Ontario Inc.

By-Laws

Approved ..*Date*.....

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PART I - DEFINITIONS AND INTERPRETATION

Section 1.01- Definitions

In this by-law and all other by-laws of the Corporation unless the context otherwise 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) "APDIO" means Association of Professional Driving Instructors of Ontario
- c) “Articles” means APDIO’s original or restated Articles of Incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d) “Board” means the Board of Directors of the Corporation and “director” means a member of the Board;
- e) “by-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- f) "Association" means Association of Professional Driving Instructors of Ontario.;
- g) “meeting of members” includes an annual meeting of members or a special meeting of members; “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;
- h) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- i) “proposal” means a proposal submitted by a member of the Association that meets the requirements of Section 163 (Shareholder Proposals) of the Act;
- j) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
- k) “special resolution” means a resolution passed by a majority of not less than 2/3 of the votes cast on that resolution; and
- l) “Self Employed Practitioner” means a person who is a proprietor or a partner or is an employee or shareholder of a corporation controlled by himself or a non-arm’s length shareholder.

Section 1.02 - Interpretation

In the interpretation of this By-law and in all other APDIO By-laws hereafter enacted, words in the singular shall include the plural and vice versa and words in one gender include all genders.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Section 1.03 - Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Association shall be the custodian of the corporate seal.

Section 1.04 - Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

Section 1.05 - Financial Year End

The financial year end shall be determined by the Board of Directors.

Section 1.06 - Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

Section 1.07 - Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

The Association will also make copies of the Financial Statements available at the Annual General Meeting.

Objectives:

The purpose of the association is to provide to its members qualified opportunities designed to enhance their professional development, continuing education, peer to peer networking, and membership benefits in order to improve services to our respective clientele. Membership benefits will include bi-annual seminars for professional development, professional liability group insurance plan (packages- drug/dental/business-income loss, etc), holding annual **DIQuest/DIExpo** (to allow promotion of different stake holders- auto manufacturers, insurance provider, auto -service industry-accountants- community colleges/driving schools) and an effective lobbying group to represent Driving Instructors interest at different levels of governance add various stake holders in the driving industry.

PART II - MEMBERSHIP

Section 2.01 - Membership Categories

Subject to the articles, there shall be three classes of members in the Association, namely Class A members, known as Affirmed Voting Members, Class B members, known as Associate Members and Class C Members, known as Affiliated Members. The Board of Directors may, by resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the Board by ordinary resolution. The following conditions of membership shall apply:

Founding Members:

Responsible for creating the Association named as Association of Professional Driving Instructors of Ontario Inc (APDIO)" by way names search and legally registering it as Not for Profit in the Province of Ontario

The founding members will contribute \$..... (Dollars.....) to cover the initial costs and maintaining and managing the Association for a period of one year.

THESE FOUNDING MEMBERS " KNOWN AS INCORPORATING DIRECTORS" WILL HOLD PERMANENT POSITION AS DIRECTORS OF THE ASSOCIATION & WILL NOT BE SUBJECT TO REMOVAL IF FOUND ACTING AGAINST THE INTEREST OF THE ASSOCIATION.

The chairperson of the association will be one of the founding directors with a fixed term of two years. The position of Chairperson will rotate among these directors. Rotation means a director will become chairperson for the second term only after all the directors have completed their terms.

The Chairperson and the permanent directors will work in coordination with Executive elected from the Class A members and the Office Manager to achieve the goals of association.

The Chairperson in consultation with APDIO Attorney & Accountant will have the power to Veto any decision, which will be deemed to be not in the interest of the Association.

Class A Members (Affirmed Voting Members)

- a) Class A voting membership shall be available only to an individual who is a Self Employed Practitioner duly licensed by the Ministry of Transportation of Ontario providing or eligible to provide driving Instructions (In-Vehicle or In-Class or both) with at least 5 years of documentable and verifiable experience or related services as defined by the Board of Directors and who have been accepted for Class A voting membership in the Association.
- b) The term of membership of a Class A voting member shall be annual, subject to renewal in the Association.
- c) As set out in the articles, each Class A 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 at such meetings.
- d) An individual holding a position in MTO or DriveTest Ontario or Insurance Industry in Ontario or in any other province or territory is not eligible for membership.

Class B Members (Associate Members)

- a) Class B non-voting membership shall be available only to those who meet one of the following criteria:
 - Is Self Employed Practitioner duly licensed by Ministry of Transportation of Ontario providing or eligible to provide to provide driving Instructions (In-Vehicle or In-Class or both) with less than 5 Year of documentable and verifiable experience or duly an employee of a related services as defined by the Board of Directors and who have been accepted for Class B as defined by the Board of Directors;
- b) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Association.

- c) Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Association.

Class C Members (Affiliated Members)

- a) Class C non-voting membership shall be available only to an individual who is a Self Employed Practitioner/Employee/Students providing related services in MTO or DriveTest Ontario or Insurance Industry or are members of organizations connected with Road Safety as defined by the Board of Directors and who have not yet been accepted for Class A voting membership in the Association.
- b) The term of membership of a Class C non- voting member shall be annual, subject to renewal in the Association.

Pursuant to subsection 197(1) (Fundamental Changes) 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).

Section 2.02 - Notice of Meetings of Members

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.

Section 2.03 - Absentee Voting by Mail Ballot

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of the members may vote by mailed-in ballot if the Corporation has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

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 this method of voting by members not in attendance at a meeting of members.

PART III – MEMBERSHIP DUES, TERMINATION AND

DISCIPLINE Section 3.01 - Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within ninety (90) days of the membership renewal date, the members in default shall automatically cease to be members of the Association.

Membership may be reinstated subject to criteria developed by resolution of the Board of Directors.

The annual dues payable by APDIO Members shall be those fixed from time to time by resolution of the Board of Directors.

Section 3.02 - Termination of Membership

A membership in the Association is terminated when:

- a) the member dies;
- b) a member fails to maintain any qualifications for membership described in **Section 2.01** of these bylaws;
- c) the member resigns by delivering a written resignation to the chair of the board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires; or
- f) the Association is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

Upon termination, membership fees will not be refunded in whole or in part, nor carried forward.

Section 3.03 - Discipline of Members

The board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- a) violating of any provision of the Articles, by-laws, the Code of Professional Conduct or written policies of APDIO including Standards of Practice;
- b) carrying out any conduct which may be detrimental to APDIO as determined by the Board of Directors in its sole discretion; and
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

In the event that the board determines that a member should be expelled or suspended from membership in the Association, the Board Chair, or such other officer as may be designated by the board, shall provide thirty (30) 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 Chair, or such other officer as may be designated by the board, in response to the notice received within such thirty (30) day period. In the event that no written submissions are received, the Chair, or such other officer as may be designated by the board, may proceed to notify the member that he or she is suspended or expelled from membership in the Association.

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 sixty (60) 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.

The Board of Directors having established a policy regarding the Discipline Process may, from time to time, amend it as it sees fit.

Section 3.04 - Professional Conduct

All Members of APDIO shall comply with the Code of Professional Conduct / Currently Code of Ethics which shall set out the conduct expected of Affirmed and Associate Members. The Code shall be established and may be amended by the Board of Directors.

PART IV – MEETINGS OF MEMBERS

Section 4.01 - Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

Section 4.02 - Chair of the Meeting

In the event that the Chair of the board and the Vice Chair of the board are absent, the Directors who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Section 4.03 - Quorum

A number equal to twenty five (25) VOTING members or ten per cent (10%) of the total VOTING members of the Association, whichever *is less*, at any "ANNUAL" or "SPECIAL" GENERAL MEETING shall constitute a quorum.

Section 4.04 - Votes to Govern

At any meeting of members every vote on a motion shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall allow additional discussion on the motion and call for a new vote on the same motion. In the event the second vote also results in an equality of votes, the chair shall open discussion for a third time and, when ready, call for a third vote on the same motion. In the event of a third equality of votes, the chair in addition to an original vote may elect to cast a deciding vote.

PART V – DIRECTORS**Section 5.01 - Election and Term**

The property and business of the Association shall be managed by a Board of Directors which shall consist of a minimum of eight (8) and a maximum of Twenty (20), as follows:

The Officers consisting of four:

- a) Chair elected for a term of two (2) years ending in an "even numbered" year.
- b) Vice Chair elected for a term of two (2) years ending in an "odd numbered" year.
- c) Secretary appointed by the Board of Directors for a term of one (1) year.
- d) Treasurer appointed by the Board of Directors for a term of one (1) year.
- e) Past Chair if one is appointed by the Board of Director for a term of one (1) year.

The Directors: One third of Directors to be elected and hold office for a term of three (3) years expiring at the third succeeding annual general meeting following the election at which new elections are held.

The office of any officer or director shall be automatically vacated if the officer or director:

- a) resigns office by delivering a written resignation to the Secretary of the Association.
- b) becomes bankrupt or suspends payment or compounds their creditors.
- c) is removed from office by a three quarters (3/4) majority vote of all of the currently occupied seats on the Board of Directors at a meeting called specifically for the purpose of

removing an officer or director or by a three quarters (3/4) majority vote of the VOTING members at a meeting duly called.

d) by death.

Provided that if any vacancy shall occur for any reason as outlined above, the Board of Directors by a majority vote, may, by appointment, fill the vacancy with a VOTING member of the Corporation until the next General Meeting of the Association at which elections for Directors are held.

A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the retirement is accepted and the successor is elected.

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.

The remuneration of all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next GENERAL MEETING of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such GENERAL MEETING of members.

Section 5.02 - Compensation of Directors

Directors shall not receive any stated remuneration for their services unless prior approval has been granted at a General Meeting of the membership.

Directors may, by resolution of the Board of Directors, be compensated for expenses incurred in respect of their participation in the Board or Board Committees. Nothing herein contained shall be construed to preclude any director from otherwise serving the Association in any other capacity for which compensation has been permitted.

PART VI – MEETINGS OF DIRECTORS

Section 6.01 - Calling of Meetings

Meetings of the Board of Directors may be held at any time and place to be determined by the Chair, the Vice Chair, or any two (2) Directors.

Section 6.02 - Notice of Meetings

Fifteen (15) days' notice of such meetings shall be sent in writing to each director, by courier, registered mail, facsimile, or electronic mail provided there shall be at least one (1) meeting per year of the Board of Directors. 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 shall invalidate such meeting or make void any proceedings taken there at and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Section 6.03 - Votes to Govern

At all meetings of the board, every motion shall be decided by a majority of the votes cast on the question. All Directors are permitted one vote except for the Chair, who shall only cast a vote in the event of an equality of votes and then must break that equality of votes.

Section 6.04 - Committees

The board may, from time to time, appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

PART VII – OFFICERS

Section 7.01 - Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) **Chair of the Board** - The Chair of the board is elected as outlined in Section 5.01. The chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b) **Vice-Chair of the Board** - The Vice-Chair of the board is elected as outlined in Section 5.01. If the chair of the board is absent or is unable or refuses to act, the Vice-Chair of the Board shall preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c) **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The

Secretary may assign the role of recording secretary at all meetings to another director or staff person as deemed appropriate.

- d) **Treasurer** - If appointed, the treasurer shall have such powers and duties as the board may specify.

If appointed, **the Executive Director/Chief Executive Officer** shall also be an officer of the Corporation.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or chair requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

PART VIII – NOTICES

Section 8.01 - Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant

to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Section 8.02 - Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

Section 8.03 - Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

PART IX – DISPUTE RESOLUTION

Section 9.01 - Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

Section 9.02 - Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.

- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

PART X – EFFECTIVE DATE

Section 10.01 - 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*Date*..... and confirmed by the members of the Corporation by special resolution on the*Date*.....