

ONTARIO ONE CALL

By-law No. 2

Revisions Proposed June 2020

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I - DEFINITIONS	1
Section 1.01 Definitions.....	1
ARTICLE II - INTERPRETATION AND LANGUAGE.....	2
Section 2.01 Interpretation.....	2
Section 2.02 Language.....	2
ARTICLE III – HEAD OFFICE.....	2
Section 3.01 Head Office.....	2
ARTICLE IV – FISCAL YEAR.....	3
Section 4.01 Fiscal Year.	3
ARTICLE V – AGENTS AND ATTORNEYS.....	3
Section 5.01 Agents and Attorneys.....	3
ARTICLE VI – FIDELITY BONDS	3
Section 6.01 Fidelity Bonds.....	3
ARTICLE VII – CONTRACTS	3
Section 7.01 Cheques, drafts, notes.	3
Section 7.02 Execution of Instruments.....	3
ARTICLE VIII - AUDITORS	4
Section 8.01 Designation.....	4
ARTICLE IX - CORPORATE SEAL	4
Section 9.01 Seal.....	4
ARTICLE X - MEMBERSHIP	4
Section 10.01 Admission and Designation.....	4
Section 10.02 Members.....	4
Section 10.03 Weighting of Votes.....	4
Section 10.04 Fees.....	5
Section 10.05 Termination.....	5
Section 10.06 Non-Transferable.....	5
ARTICLE XI - MEMBERS’ MEETINGS.....	5
Section 11.01 Annual Meetings.....	5
Section 11.02 Special Meetings.....	5
Section 11.03 Notice of Annual Meetings.....	5
Section 11.04 Notice of Special Members’ Meetings.....	6
Section 11.05 Meetings Without Notice.....	6
Section 11.06 Invalidation of Proceedings.....	6
Section 11.07 Quorum.....	6
Section 11.08 Voting.....	6

Section 11.09	Teleconference and Electronic Meetings of Members.	7
Section 11.10	Chair of Members' Meetings.	7
Section 11.11	Procedure at Meetings.	7
ARTICLE XII - BOARD OF DIRECTORS		7
Section 12.01	Composition of the Board.	7
Section 12.02	Number of Directors.	7
Section 12.03	Term.	8
Section 12.04	Vacation of Office.	8
Section 12.05	Validity of actions.	8
Section 12.06	Directors' reliance.	8
Section 12.07	Reimbursement of Expenses.	8
ARTICLE XIII - MEETINGS OF THE BOARD OF DIRECTORS		9
Section 13.01	Quorum.	9
Section 13.02	Frequency of Meetings.	9
Section 13.03	Place of meeting and notice.	9
Section 13.04	Notice of meeting.	9
Section 13.05	Chair of Board Meetings.	9
Section 13.06	Invalidation.	9
Section 13.07	Teleconference and Electronic Meetings.	9
Section 13.08	Voting.	10
Section 13.09	Casting Vote.	10
Section 13.10	Chair's Declaration Conclusive.	10
ARTICLE XIV – POWERS		10
Section 14.01	General.	10
Section 14.02	Borrowing.	10
ARTICLE XV - OFFICERS		10
Section 15.01	Offices.	10
Section 15.02	Manner of Appointment.	11
Section 15.03	Term.	11
Section 15.04	Chair.	11
Section 15.05	Vice-Chair.	11
Section 15.06	President.	11
Section 15.07	Secretary.	11
Section 15.08	Treasurer.	12
Section 15.09	Other.	12
Section 15.10	Remuneration.	12
Section 15.11	Vacation of Office.	12
ARTICLE XVI - COMMITTEES		13
Section 16.01	Board Standing Committees.	13
Section 16.02	Terms of Reference.	13
Section 16.03	Reimbursement of Expenses.	13
Section 16.04	Appointment.	13
Section 16.05	Executive Committee.	13

Section 16.06	Operations Committee.	13
Section 16.07	Risk, Finance and Audit Committee.....	13
Section 16.08	Human Resources, Governance and Nomination Committee.....	14
Section 16.09	Compliance Committee.	14
Section 16.10	Appeals Committee.....	15
Section 16.11	Other Committees.	15
ARTICLE XVII - LIABILITY OF DIRECTORS AND OFFICERS		15
Section 17.01	Indemnity.	15
Section 17.02	Limitation.....	15
Section 17.03	Derivative Actions.	15
Section 17.04	Right to Indemnity.	15
Section 17.05	Insurance.....	16
ARTICLE XVIII - CONFLICTS OF INTEREST.....		16
Section 18.01	Interest in Contracts.	16
Section 18.02	Declaration of Interest.....	16
ARTICLE XIX – SERVICES TO BE PROVIDED BY THE CORPORATION		16
Section 19.01	Services.	16
Section 19.02	Dispute Resolution.....	17
ARTICLE XX – TERMS AND CONDITIONS AND ENFORCEMENT		17
Section 20.01	Terms and Conditions.....	17
Section 20.02	Enforcement.....	18
Section 20.03	Enforcement - excavators.	18
ARTICLE XXI - BY-LAWS		18
Section 21.01	Creation of By-Laws.....	18
Section 21.02	Repeal and Amendment.....	18
Section 21.03	Repeal of By-Law No.1.	18
Section 21.04	By-Law No. 2.....	18

ONTARIO ONE CALL

BY-LAW NO. 2

Recitals

WHEREAS Ontario One Call (the “Corporation”) is a not-for-profit corporation presently governed by the *Ontario Underground Infrastructure Notification System Act* and by Part III of the *Corporations Act* (Ontario), and will be governed by the *Not-for-Profit Corporations Act (Ontario)* upon its proclamation;

AND WHEREAS it is intended that all organizations who are responsible to ensure delivery of “locates” based on requests conducted through Ontario One Call become Members of the Corporation;

AND WHEREAS five broad membership groups have been identified and include the Gas and Oil Pipeline Industry, the Electricity Industry, the Telecommunications and Cable Industry, the Municipalities and Government Industry and a category of other owners or operators of underground infrastructure (“Others”), and that those organizations are to become voting members in the Corporation with rights as prescribed by statute, in the accompanying Members Bill of Rights and this By-law and be subject to terms and conditions as set out in Schedule 2 to this By-law.;

AND WHEREAS it is intended to structure the Board and the voting members to ensure equal representation from each of the first four above voting member groups and to allocate one Board representative for the Others category and two Board representatives to be reserved for suppliers of services to underground infrastructure (eg. excavators) so as to provide for a representative and workable governance model;

NOW THEREFORE THIS BY-LAW IS HEREBY ENACTED AS BY-LAW NO. 2.

ARTICLE I - DEFINITIONS

Section 1.01 Definitions.

“**Act**” means the *Corporations Act (Ontario)* and when it is proclaimed in force, the *Not-for-Profit Corporations Act (Ontario)* and any successor legislation thereto.

“**Board**” means the board of directors of the Corporation elected in accordance with Article XII of this By-law.

“**Electricity Industry Members**” means the members of the Electricity Industry as determined by the Nominating Committee and the Executive Director.

“**Excavator**” means any individual, partnership, corporation, public agency or other person or entity that digs, bores, trenches, grades, excavates, moves or breaks earth, rock or other materials in the ground, and “excavation” has a corresponding meaning;

“**Executive Director**” means the person employed by the Corporation as its most senior employee but not on the Board of Directors.

“**Gas and Oil Pipeline Industry Members**” means the members of the Gas and Oil Pipeline Industry as determined by the Nominating Committee and the Executive Director.

“**Members**” means all of the voting members and consisting of the five sub-categories of voting members being (1) Electricity Industry Members; (2) the Gas and Pipeline Industry Members; (3) the Municipal and Government Industry Members; (4) the Telecommunications and Cable Industry Members; and (5) Others.

“**Municipalities and Government Industry Members**” means the members of the Municipality and Government Industry as determined by the Nominating Committee and the Executive Director.

“**One Call Act**” means the *Ontario Underground Infrastructure Notification System Act*.

“**Telecommunication and Cable Industry Members**” means the members of the Telecommunication and Cable Industry as determined by the Nominating Committee and the Executive Director.

“**Voluntary Members**” means persons who are not required under the One Call Act to become Members but choose to voluntarily do so and are admitted to Membership by the Board.

ARTICLE II- INTERPRETATION AND LANGUAGE

Section 2.01 Interpretation. In this By-law, words importing the singular number shall include the plural and vice versa. Words importing the masculine gender shall include the feminine and neuter genders. References to persons shall include firms and corporations.

Section 2.02 Language. This By-law has been drafted in English; any French language version will be a translation. In the case of conflicting interpretation, the English version shall prevail.

ARTICLE III – HEAD OFFICE

Section 3.01 Head Office. The head office of the Corporation shall be 104 Cooper Drive, Unit 1 in the City of Guelph in the Province of Ontario.

ARTICLE IV – FISCAL YEAR

Section 4.01 Fiscal Year. The fiscal year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

ARTICLE V– AGENTS AND ATTORNEYS

Section 5.01 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 which such powers of management or otherwise (including the power to sub delegate) as may be thought fit and permitted under the Act and the One Call Act.

ARTICLE VI– FIDELITY BONDS

Section 6.01 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.

ARTICLE VII – CONTRACTS

Section 7.01 Cheques, drafts, notes. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills or 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.

Section 7.02 Execution of Instruments. Contracts, agreements, deeds, leases, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, releases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation shall be executed by any two directors or officers of the Corporation, or such other person or persons that the Board may designate by resolution, and any such instruments in writing so signed shall be binding on the Corporation without any further authorization or formality. In addition, the Board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purposes of transferring 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.

ARTICLE VIII- AUDITORS

Section 8.01 Designation. At each annual meeting of the Corporation, the Members shall appoint an auditor to audit the accounts and financial statements of the Corporation for report to the Members at the next annual meeting and to hold office until the next annual meeting, provided that the Board may fill any vacancy in the office of the auditor. If an appointment is not so made, the auditor in office shall continue until a successor is appointed. The remuneration of the auditor shall be fixed by the Board. The auditor may not be a director, officer or employee of the Corporation.

ARTICLE IX - CORPORATE SEAL

Section 9.01 Seal. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

ARTICLE X - MEMBERSHIP

Section 10.01 Admission and Designation. The persons who have made application for Membership or are deemed to be Members under the One Call Act, shall be admitted to membership in the Corporation by resolution of the Board in one of the following subcategories:

- (a) Electricity Industry Members;
- (b) Gas and Oil Pipeline Industry Members;
- (c) Municipalities and Government Industry Members;
- (d) Telecommunications and Cable Industry Members; and
- (e) Other Members.

Each subcategory of Members ranks equally with the other subcategories of Members.

Section 10.02 Members. Each Member shall be entitled to attend all Members' meetings ("Members' meetings" shall refer throughout to both annual general meetings of the Members and special meetings of the Members of the Corporation). At all Members' meetings each Member shall be entitled to cast one (1) vote on every question. However, in order to ensure that no one subcategory prevails over the others by size of its membership, the votes will be tabulated on each matter in accordance with Section 10.03 of this By-law. Each Member shall be entitled to cast such vote(s) by proxy through a proxyholder, which proxyholder must be another Member of the Corporation. Each proxy shall be executed in the form provided for in the notice of Members' meeting and deposited with the Secretary of the Corporation prior to the meeting.

Section 10.03 Weighting of Votes. Each of the five subcategories of Members will have 20 votes to be allocated on a pro-rated basis based on each sector's voting. The result of the

tabulation from each of the five Member subcategories will decide the matter being voted upon (for example, if 51 or more out of 100 voted yes, then the matter is approved).

Section 10.04 Fees. There shall be no membership fees or dues unless otherwise determined by resolution of the Board.

Section 10.05 Termination. Membership in the Corporation shall be terminated if:

- (a) a corporate member is dissolved or wound-up;
- (b) an individual Member dies or, in the case of a non-individual member that is other than a corporation, ceases to exist; or
- (c) if the Member ceases to own or operate underground infrastructure, unless they notify the Corporation that they wish to become a Voluntary Member.

Section 10.06 Non-Transferable. Membership in the corporation is not transferable.

ARTICLE XI- MEMBERS' MEETINGS

Section 11.01 Annual Meetings. The annual meeting of Members shall be held annually at such time, at such place in Ontario and on such day as shall be determined by the Board. At the annual meeting, the most recent financial statements shall be reviewed, auditors shall be appointed, directors shall be elected in accordance with the provisions hereof, the directors' report shall be received and any other business transacted. All of the transactions as may properly be brought before the annual meeting in accordance with this by-law, the *Act* and the *One Call Act* shall be done so.

Section 11.02 Special Meetings. Unless otherwise provided in this By-law, special Members' meetings may be called by:

- (a) the Chair of the Corporation upon written request to the Secretary of the Corporation;
- (b) by a majority vote of the Board upon written request to the Secretary of the Corporation, or
- (c) by written request to the Secretary of the Corporation of not less than thirty percent (30%) of all Members eligible to vote.

Upon receipt of such request, the Secretary of the Corporation shall forthwith call the special Members' meeting in accordance with the provisions hereof.

Section 11.03 Notice of Annual Meetings. Notice of the time, date and place of each annual meeting shall be provided to all Members and directors and auditors of the Corporation as hereinafter described. Such notice shall state the general nature of the matters to be considered at the annual meeting. Notice shall be provided to the Members eligible to vote at their last

known addresses as indicated on the membership rolls at the head office of the Corporation by written notification. Notice shall be provided to the Members at their last known addresses by email or other special posting or electronic method at least forty-five (45) days prior to the annual meeting. Only such forms of written notice as are described herein shall be accepted. Subject to the provisions hereof, all notices of an annual meeting shall indicate that Members shall be entitled to vote by proxy as described herein.

Section 11.04 Notice of Special Members' Meetings. Notice of the time, date and place of each special Members' meeting of the Corporation shall be provided to all Members eligible to vote and directors and auditors of the Corporation as hereinafter described. Such notice shall state the nature of the matters to be considered at the special Members' meeting in sufficient detail to allow those Members eligible to vote to form a reasoned judgment in respect of such matters and the notice shall include a draft copy of any resolution or by-law to be considered at such meeting. Notice shall be provided to Members at their last known address indicated on the membership rolls at the head office of the Corporation by written notification. Notice shall be provided to the Members at their last known addresses by email or other special posting or electronic method at least forty five (45) days prior to the special meeting. Only such forms of written notice as are described herein shall be accepted. Subject to the provisions hereof, all notices of special Members' meetings shall indicate that Members eligible to vote shall be entitled to vote by proxy as described herein.

Section 11.05 Meetings Without Notice. Members' meetings may be held at any time and place without notice if all Members eligible to vote waive in writing the right to notice of such Members' meetings.

Section 11.06 Invalidation of Proceedings. No error or omission in giving notice of any Members' meeting or adjourned members' meeting shall invalidate such meeting or make void any proceeding 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 for any Members' meeting or otherwise, the address of the Member shall be his last address recorded on the membership rolls at the head office of the Corporation.

Section 11.07 Quorum. For a duly constituted meeting of Members to be held, a quorum of at least five (5) of the Members of each of the five subcategories of Members must be present at such meeting in person or represented by proxy.

Section 11.08 Voting. Subject to Sections 10.02 and 10.03 of this By-law, at every Members' meeting, every question, unless otherwise required by the *Act*, the *One Call Act* or bylaws of the Corporation, shall be determined by a majority of votes cast, unless a higher percentage is required by the *Act* or *One Call Act* on the question. In the case of a tie, the chair presiding over the Members' meeting shall have the deciding vote on any such matter. Voting shall be by show of hands, except in respect of elections or in situations where a ballot is specifically requested. Any Member eligible to vote may demand a poll and a demand for a poll may be withdrawn at any time prior to the taking thereof. Written resolutions and mail ballots shall be permitted except where they involve any matter required by the *Act* or *One Call Act* to be dealt with at a meeting of Members.

Section 11.09 Teleconference and Electronic Meetings of Members. The Members of the Corporation may meet by teleconference or other electronic means provided the votes of members are gathered and recorded in a manner that permits their subsequent verification.

Section 11.10 Chair of Members' Meetings. The chair of any meeting of Members shall be the first mentioned of the following Officers (if appointed) present at the meeting: Chair, Vice-Chair or Treasurer. If none of the foregoing Officers is present, the meeting shall not proceed but shall be rescheduled.

Section 11.11 Procedure at Meetings. The chair of any meeting of Members shall conduct the proceedings thereat in all respects in accordance with the Act and One Call Act.

ARTICLE XII- BOARD OF DIRECTORS

Section 12.01 Composition of the Board. The affairs of the Corporation shall be managed by a Board who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of Members or any subcategory of Members. Each director shall be not less than eighteen (18) years of age and have capacity under the Act.

Section 12.02 Number of Directors. Until changed in accordance with the Act, the number of directors shall consist of sixteen (16) directors or such other number of directors as may be determined from time to time by special resolution.

The directors shall be elected from time to time by the Members from among those persons put forward by the Nominating Committee of the Corporation as follows. Three directors will be elected from and represent each of the following four subcategories of Members:

- (a) the Electricity Industry Members;
- (b) the Gas and Oil Pipeline Industry Members;
- (c) the Municipalities and Government Members; and
- (d) the Telecommunications & Cable Industry Members.

In addition, one director will be elected from and represent the Others subcategory of Members and three directors will be elected by all Members from the non-Members sector of excavators. The directors representing each of the above Members subcategories and non-Member sector will be elected from a slate of candidates prepared by the Nominating Committee (see Section 17.08). Each Member shall vote to ensure that three directors from each of the four subcategories of Members, the one director from the Others subcategory and the three directors from non-Member excavators are elected.

Nominations for directors representing each Member subgroup and the non-Member sector on the Board shall be deposited by the respective Member subgroups with the Secretary of the

Corporation prior to each annual meeting for the election of directors who shall work with the Nominating Committee to prepare a slate of directors for presentation to and election by the Members as aforesaid.

Section 12.03 Term. The term of each director shall be for a period of three (3) years. A director may serve for successive terms up to a total of nine (9) years in the aggregate, if so elected. In order that not all directors' terms will be the same, the Board will direct the Governance and Nominations Committee to develop a phased-in approach to staggered terms for directors across the various subcategories of Membership as part of their process of creating a slate of nominees, and their terms, to be put forward to the Members for election at the annual general meetings of Members.

Section 12.04 Vacation of Office. The office of director shall be vacated upon the occurrence of any of the following events:

- (i) the director resigns by delivering written notice of such resignation to the Secretary of the Corporation, which resignation shall take effect upon delivery;
- (ii) he or she is found by a court to be of unsound mind;
- (iii) he or she becomes bankrupt or suspends payment or compounds with his creditors;
- (iv) such director is removed from office in accordance with the Act; or
- (v) on death;

provided that if any vacancy shall occur for any reason, the Board shall, by appointment, fill the vacancy with a new director representing the same Member subgroup from which for such director leaving was elected to the Board.

Section 12.05 Validity of actions. No act or proceeding of any director or Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or Board.

Section 12.06 Directors' reliance. Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Section 12.07 Reimbursement of Expenses. Directors are entitled to be reimbursed for reasonable expenses incurred in attending Board meetings as determined by the Board policy from time to time. The Board may establish reasonable stipends to be paid to directors for attending Board meetings and committee meetings.

ARTICLE XIII- MEETINGS OF THE BOARD OF DIRECTORS

Section 13.01 Quorum. A majority of the Board present in person or by teleconference or other electronic means shall constitute a quorum.

Section 13.02 Frequency of Meetings. The Board shall meet no less than four (4) times in each financial year of the Corporation, which meetings shall be held at a time and place to be determined by the Chair of the Corporation.

Section 13.03 Place of meeting and notice. Meetings of the Board may be held either at the head office of the Corporation or at any place within or outside of Ontario. A meeting of the Board may be convened by the Chair or a Vice-Chair or any two directors at any time and the Secretary by direction of the Chair or a Vice-Chair or any two directors shall convene a meeting of directors.

Section 13.04 Notice of meeting. Meetings of the Board shall be held from time to time at the call of the Board or the Chair or any two directors. Notice of any meeting of the Board shall be delivered or e-mailed or otherwise communicated to each director not less than two (2) days (exclusive of the day on which the notice is delivered or e-mailed or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing or by fax, email or other communication addressed to the Secretary of the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.

Section 13.05 Chair of Board Meetings. The chair of any meeting of the Board shall be the first mentioned of the following Officers (if appointed) present at the meeting: Chair, Vice-Chair or Treasurer. If none of the foregoing Officers is present, the meeting shall not proceed but shall be rescheduled.

Section 13.06 Invalidation. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat 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. For the purpose of sending notice to any director, the address of the director shall be his last address recorded on the books of the Corporation.

Section 13.07 Teleconference and Electronic Meetings. The Board may meet by teleconference or other electronic means at the Chair's discretion, provided that means for determining quorum and recording votes are in place. The Board of the Corporation may meet by other electronic means that permit each director to communicate adequately with each other director, provided that:

- (a) The mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes are in place;

- (b) each director has equal access to the specific means of communication to be used;

Section 13.08 Voting. Each director present at a meeting of the Board shall be entitled to one (1) vote on each matter. A Director is not entitled to vote by proxy or send a substitute to vote or attend at meetings of the Board. Any question arising at any meeting of the Board, or at committee meeting of the Board, shall be decided by a majority of votes.

Section 13.09 Casting Vote. In the case of an equality of votes for and against at any meeting of the Board, or at a committee meeting of the Board, the Chair shall have a second or deciding vote.

Section 13.10 Chair's Declaration Conclusive. A declaration by the Chair of the Board or committee of the Board meeting that a resolution has been carried by a particular majority, or not carried, as the case may be, shall be conclusive.

ARTICLE XIV- POWERS

Section 14.01 General. 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, may exercise all such other powers and do all such other acts and things as the Corporation, under the Act or One Call Act or otherwise, is authorized to exercise and do.

Section 14.02 Borrowing. The Board of the Corporation may, from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The powers hereby conferred shall be effective as of the date of enactment of this By-Law and shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this By-Law.

ARTICLE XV - OFFICERS

Section 15.01 Offices. The offices of the Corporation shall consist of the Chair, the Vice-Chair, the Treasurer, the Secretary, and any such other offices as the Board may by by-law determine. No person may hold more than one of these offices simultaneously.

Section 15.02 Manner of Appointment. The Board shall within thirty (30) days after the annual meeting of Members of the Corporation appoint the officers as herein described as they may consider advisable.

Section 15.03 Term. All officers of the Corporation shall hold office for a term of one (1) year from the date of appointment or until their successors are appointed in their stead. Any vacancy occurring in respect of any office may be filled at any time by the Board.

Section 15.04 Chair. The Chair will be appointed by the directors from among them for a one (1) year term.

The Chair of the Board shall preside over all Board meetings, setting their agenda and ensuring that they are run both effectively and efficiently (typically following Robert's Rules of Order). At meetings, the Chair will ensure that all directors have an opportunity to participate and provide perspective.

The Chair must also ensure that the governance protocols and framework outlined within the Corporation's by-laws are adhered to.

The Chair is accountable to the Board being elected by (and from among) the Board's directors.

The Chair may be re-appointed for a maximum of six (6) years and no more than up to three (3) consecutive one year terms at a time.

Section 15.05 Vice-Chair. The Vice-Chair will be appointed by the directors from their own number for a one (1) year term.

The Vice-Chair will take on the role of Chair for meetings, in the absence of the Chair, and will become the Chair, when the current Chair's term ends (and if all eligibility criteria have been met).

The Vice-Chair should always be a director.

Section 15.06 President. The Corporation may, if desired, appoint a President and assign to such office such duties and powers as the Board may deem appropriate.

Section 15.07 Secretary. The Secretary will be appointed annually and, need not be a director and may continue to hold office for as long as the Board wishes.

The Secretary is responsible for the Corporation's general correspondence and communication, as well as preparing (and disseminating) meeting agenda and minutes. The Secretary must ensure that adequate notes of Board meetings and decisions are made, and are available for review when required.

The Secretary is also required to maintain the Corporation's membership list and the eligibility of Members to vote at the Corporation's Annual General Meeting or for directors.

The Secretary is responsible for meeting the Corporation's document filing deadlines and requirements.

Section 15.08 Treasurer. The Treasurer will be appointed annually, must be a Director and may continue to hold office for as long as the Board wishes.

The Treasurer is responsible for overseeing all the Corporation's financial transactions, maintaining the Corporation's bank accounts, and monitoring how the Corporation is performing with respect to its budget.

While day-to-day financial transactions are the responsibility of the Corporation's management, the Treasurer may be required to be a co-signatory on Corporation's cheques (depending on the level of authority that is delegated to management).

The Treasurer is responsible for ensuring that all the Corporation's financial reports are prepared accurately, audited and filed as required. Additionally, the Treasurer will chair the Finance and Audit sub-committee.

The Treasurer shall have custody of the funds and securities of the Corporation and shall keep or cause to be kept full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit or cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, with such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at a regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Treasurer shall also perform or cause to be performed such other duties as may from time to time be directed by the Board.

Section 15.09 Other. The Board may appoint such other officers as from time to time are considered advisable and assign such duties to them by resolution of the Board.

Section 15.10 Remuneration. The directors may fix the remuneration (if any) to be paid to the officers of the Corporation.

Section 15.11 Vacation of Office. The office of an officer shall be vacated upon the occurrence of any of the following events:

- (i) the officer resigns by delivering a written notice of such resignation to the Secretary of the Corporation, which resignation shall take effect upon delivery;
- (ii) the officer is found by a court to be of unsound mind;
- (iii) the officer becomes bankrupt or suspends payment or compounds with their creditors;

- (iv) if at a duly called board meeting, a resolution is passed by at least 75% (seventy-five per cent) of votes cast, removing the officer; or
- (v) on death;

provided that if any vacancy shall occur for any reason, the Board by majority vote may fill the vacancy.

ARTICLE XVI - COMMITTEES

Section 16.01 **Board Standing Committees.** Ontario One Call will have the following standing committees of the Board:

- (a) Executive Committee
- (b) Operations Committee
- (c) Finance and Audit Committee
- (d) Governance and Nomination Committee
- (e) Compliance Committee
- (f) Appeals Committee

Section 16.02 **Terms of Reference.** The Board shall develop terms of reference for each standing committee and approve them by resolution. Such terms of reference shall include responsibilities, membership and voting, frequency of meetings, quorum, reporting and term of appointment, if any. Amendments to such terms of reference shall also require approval by Board resolution.

Section 16.03 **Appointment.** The Board shall by resolution appoint individuals to the standing committees in accordance with the terms of reference for each such committee.

Section 16.05 **Executive Committee.** The Executive Committee shall exercise, during intervals between meetings of the Board, all of the powers of the Board in the administration of the affairs of the Corporation, subject to the limitations of applicable law.

Section 16.06 **Operations Committee.** The Operations Committee will review, advise and further the Board's strategic direction on the major operational activities of the Corporation and provide recommendations to the Board, in accordance with the terms of reference for such Committee as approved by the Board from time to time in accordance with Section 16.02.

Section 16.07 **Risk, Finance and Audit Committee.** The Risk, Finance and Audit Committee will oversee all elements of the Corporation's banking, financial reporting and risk management, in accordance with the terms of reference for such Committee as approved by the Board from time to time in accordance with Section 16.02.

Section 16.08 Human Resources, Governance and Nomination Committee. The Human Resources, Governance and Nomination Committee will oversee the nominations process for Board candidates and review and recommend changes to the Board relating to the governance of the Corporation, in accordance with the terms of reference for such Committee as approved by the Board from time to time in accordance with Section 16.02.

Section 16.09 Compliance Committee. The Compliance Committee shall use the powers contained within the One Call Act and its regulations to ensure broad compliance with the requirements of the Act by both Members of the Corporation and excavators.

Responsibilities of the Compliance Committee include the following:

- (a) The Compliance Committee will understand the requirements of the One Call Act and its powers to enforce compliance.
- (b) It will communicate to Members on an ongoing basis around expectations and areas of concern. The objective is a “no surprises” approach to enforcement.
- (c) It will have a clear, written and escalating means of informing Members or excavators about their non-compliance and the resulting enforcement actions with appropriate policies articulating same.
- (d) It will focus on using the powers under the Act to leverage consistent compliance, ahead of using the powers in a punitive manner.
- (e) It will follow the direction of the Board to examine areas of particular concern to the broader stakeholders of Ontario One Call.
- (f) It will determine with other enforcement agencies areas of overlapping and individual jurisdiction so that Members do not suffer undue investigations by multiple parties for the same offence.
- (g) It will ensure that Members are provided the opportunity to review evidence that the Committee will consider, and provide information regarding the matter under consideration before the Committee reviews the matter formally. Members and excavators may appear before the Committee, in person or in writing.
- (h) It will conduct hearings into non-compliance by Members.
- (i) It will avoid any possible conflicts of interests with compliance activities.

Section 16.10 Appeals Committee. The Appeals Committee shall hear appeals from the decisions of the Compliance Committee of the Corporation and to render decisions thereon. The Appeals Committee will conduct fair and independent review of a decision of the Compliance Committee as required, permit submissions in writing and orally by the person appealing the decision of the Compliance Committee and by the Compliance Committee and provide written reasons for its decisions after such review.

Section 16.11 Other Committees. The Board may create other Board or non-Board Committees. The Board will approved term of reference for any such committee when they are created in accordance with Section 16.02.

ARTICLE XVII- LIABILITY OF DIRECTORS AND OFFICERS

Section 17.01 Indemnity. Every director and officer (or former director or officer) of the Corporation and his or her heirs, executors, administrators and estates shall from time to time and at all times be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of this association with the Corporation.

Section 17.02 Limitation. A Corporation shall not indemnify an individual under Section 17.01 unless:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

Section 17.03 Derivative Actions. The Corporation may, with the approval of the court, indemnify an individual referred to in Section 17.01, in respect of an action by or on behalf of the Corporation to obtain a judgment in its favour to which the individual is made a party because of the individual's association with the Corporation as described in Section 17.01, against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 17.02.

Section 17.04 Right to Indemnity. Despite Section 17.01, an individual referred to in that section is entitled to indemnity from the Corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with the Corporation as described in Section 17.01, if the individual,

- (a) was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and
- (b) fulfils the conditions set out in Section 17.02.

Section 17.05 Insurance. The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 17.01 against any liability incurred by the individual,

- (a) in the individual's capacity as a director or officer of the Corporation; or
- (b) in the individual's capacity as a director or officer, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE XVIII- CONFLICTS OF INTEREST

Section 18.01 Interest in Contracts. Subject to compliance with the *Act* , the *One Call Act* and the applicable provisions of the by-laws of the Corporation, no director or officer shall be disqualified from such position by reason of contracting with the Corporation, nor shall any contract or arrangement entered into, by or on behalf of the Corporation, with any director or officer (or in which such contract or arrangement any such individual is in any way interested) be subject to being voided provided that the director or officer has complied with Section 18.02.

Section 18.02 Declaration of Interest. Every director or officer who is in any way, either directly or indirectly interested in a contract, transaction or arrangement or a proposed contract, proposed transaction or a proposed arrangement with the Corporation, shall declare such interest to the extent and in the manner required by the *Act*, the *One Call Act* and any policies of the Corporation and shall refrain, to the extent required by the *Act*, the *One Call Act* or the policies of the Corporation, from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.

ARTICLE XIX – SERVICES TO BE PROVIDED BY THE CORPORATION

Section 19.01 Services. The Corporation will provide the following services:

- (a) provide and maintain a call system, located within the Province of Ontario and operated pursuant to the terms of the One Call Act utilizing the primary telephone number which is the telephone number designated by the Corporation from time to time to enable an excavator or Member make a locate request by telephone or other means of communication which requires the use of a telephone number;
- (b) provide a digital voice recorder (or equivalent) to record all excavator locate requests. The recording shall identify the date and time of each such recording and tapes of conversations containing excavator locate requests shall be provided upon request of the Member, the Member to pay the cost of producing the tape;

- (c) retain possession of all original tapes, facsimiles and all other records in its possession or control of excavator locate requests relating to the Member for the period specified in the Specifications. Said tapes, facsimiles and other records shall remain the property of the Corporation at all times but originals may be requested in writing by the Member for the defence of claims or any other reason;
- (d) in the event the testimony or evidence of any of Corporation's employees or agents is requested by the Member to appear before any tribunal, arbitrator, hearing or court of law, regarding work performed for the Member compensation for time and expenses of any such witness for their testimony shall be negotiated between the Corporation and the Member at that time but in any event, shall not be greater than the current rate of remuneration;
- (e) provide reasonable and adequate security in connection with all information provided to the Corporation by the Member and all communications from the Corporation to the Member and keep confidential information provided to it by Members that is confidential to the Member and made known to the Corporation as such or a reasonable person ought to know is confidential to the Member;
- (f) ensure that any computer system which it will use to interface or communicate with any of the Member's systems does not contain any pre-programmed devices which could affect the operation and performance of the Member's computer system without the Member's authorization. The foregoing includes, without limiting the generality of the foregoing, devices such as viruses, bugs, "time bombs", "drop dead devices", and "Trojan horses";
- (g) ensure that any computer system which will interface or communicate with any of the Member's systems will provide sufficient security to prevent any unauthorized access to the Member's system through Corporation's computer system; and
- (h) ensure the primary telephone number shall be a toll-free number.

Section 19.02 Dispute Resolution. If a dispute arises between a Member and the Corporation, the Member shall deliver to the Corporation all information available to the Member in writing regarding the dispute to the Executive Director of the Corporation. Should the dispute remain unresolved or unable to meet a further mutually agreed timeline, the issue will be brought forth to the requisite Committee. If a resolution cannot be found at this level or the Committee is unable to meet a further mutually agreed timeline, the dispute shall be put forth to the Chair of the Board of Directors for review.

ARTICLE XX – TERMS AND CONDITIONS AND ENFORCEMENT

Section 20.01 Terms and Conditions. Members are required to comply at all times with the terms and conditions annexed to this By-law as Schedule 2.

Section 20.02 Enforcement. Failure by Members to comply with the terms and conditions annexed as Schedule 2 to this By-Law will be dealt with in accordance with Part II of Schedule 2 annexed to this By-Law.

Section 20.03 Enforcement - excavators. The Corporation will follow the process set out in Schedule 3 to the By-law in respect of enforcing the One Call Act against excavators.

ARTICLE XXI - BY-LAWS

Section 21.01 Creation of By-Laws. The Board may from time to time make by-laws not contrary to the One Call Act or the Act or may formulate, amend, vary or repeal the same. Such repeals, amendments or variations must be confirmed or approved by a vote of two-thirds of the Members of the Corporation at a members' meeting duly called for that purpose as set out in Sections 10.02 and 10.03 of this By-law.

Section 21.02 Repeal and Amendment. No repeal, amendment or variation in respect of this by-law or any subsequent repeal, amendment or variation of this by-law shall be in force or acted upon until it has received the two-thirds approval described in Section 20.01 of this By-law.

Section 21.03 Repeal of By-Law No.1. By-law No. 1 is repealed on the coming into force of this By-law No. 2.

Section 21.04 By-Law No. 2. The By-law will come into effect on the date when the Lieutenant Governor in Council of Ontario first makes regulations under the One Call Act.

MADE as of

Chair

Secretary