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[THE INTERNATIONAL DATA ORGANIZATION FOR TRANSPORT]

(The "Corporation")

A Federal Non-profit Organization

NON-PROFIT BY-LAWS

ARTICLE I

GENERAL

Section 1. Definitions

In THESE by-laws and all other by-laws of the Corporation, unless the context otherwise requires:

a. "Board" means the board of directors of the Corporation;
b. "Director(s)" means members of the Board;
c. "Member(s)" means any individual, corporation, government or other legal entity who has established membership according to the terms and qualifications set by the Corporation;
d. "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;
e. "Officers" means the executives of the Board (the Chair, the Treasurer, the Secretary, and the Vice-Chair if appointed), the Executive Director and the Deputy Executive Director if appointed;
f. "resolution" means a resolution passed by the two thirds (2/3) of the votes cast on that resolution;
g. The "Conflict of Interest Policy" is the policy about conflict of interest adopted by the Board.
h. The "Delegation of Authority" is the delegation of authority to the Executive Director and Deputy Executive Director adopted by the Board.
i. The "Roles & Responsibilities Policy" describes the different rights, roles and responsibilities of the different entities interacting with the Corporation, and is adopted by the Board.

Section 2. Name

The name of this Corporation shall be "**The International Data Corporation for Transport**". The business of the Corporation may be conducted as "**MobilityData IO**", "**MobilityData International Organization**" and all other names that the Board may decide from time to time.

Section 3. Language

The Corporation will use English as a common working language and will strive to overcome language barriers through translations and use of interpreters when relevant.

Section 4. Head Office

The head office of the Corporation shall be in the City of Montreal, Province of Quebec, subject to a decision to the contrary by the Board. The Corporation may, in addition to the foregoing, establish other offices, agencies or places of business elsewhere in Canada or elsewhere as the Board may from time to time determine.

Section 5. Execution of Contracts, Documents, and Declaration

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing approved by the Board requiring execution by the Corporation 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 a particular document or type of document shall be executed. Any signing Officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

All documents and returns required to be submitted to or filed with governmental authorities, customs and excise declarations and returns, affidavits, statutory declarations, proofs of claim or loss and general or partial releases relating to same, waivers or claims of lien or privilege and discharges of same, and declarations in respect of garnishment proceedings involving the Corporation or interrogatories upon articulated facts may be signed and executed by any two (2) of its Officers for or in the name of and on behalf of the Corporation and, if signed and executed as aforesaid, shall be binding upon and enforceable against the Corporation.

Save for the documents referred to in the preceding paragraph of these by-laws and all other documents in connection with the ordinary course of the business of the Corporation which may also be signed and executed by any two (2) of its Officers for or in the name of and on behalf of the Corporation with the same effect, all documents not in the ordinary course of business of the Corporation to be signed and executed by the Corporation shall be signed and executed in the name of and on behalf of the Corporation by any two (2) Officers of the Corporation or attorneys as may be determined from time to time by ordinary resolution of the Board.

Section 6. Fiscal Year

The day of every year standing for the fiscal year end of the Corporation shall be determined by the Board.

The financial statements of the affairs of the Corporation for presentation to the Core Members (as defined in Article III, Section 1, b (3) and (4)) at the annual general meeting thereof shall be made up to that date.

The Board shall propose to the Members at the annual general meeting an auditing firm that will prepare the Corporation's financial statements. The final decision of the auditing firm shall be made, every year, by the Core Members at the annual general meeting.

Section 7. By-Laws

The Directors may from time to time make, repeal, amend, or re-enact by-laws of the Corporation and every such by-law and every such repeal, amendment, or re-enactment thereof, shall be sanctioned and confirmed at a special general meeting of the Members of the Corporation duly called for that purpose, provided that the repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Board.

A resolution from the Directors present at such meeting at which a quorum is present in accordance with Article IV, Section 3 d) shall be the action of the Board.

The repeal, amendment, or re-enactment made by the Directors shall also be sanctioned and confirmed at the annual general meeting if the notice of meeting sent to the Members indicated that the repeal, amendment, or re-enactment of such by-law will be discussed.

Section 8. Invalidity of Any Provision 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 9. Banking and Negotiable Instruments

The banking business of the Corporation 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 may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by any two (2) Officers of the Corporation and other persons as the Board may by resolution from time to time designate, direct, or authorize.

The person in charge of the said transaction between the bank, trust company, or other firm or corporation carrying on a banking business and the Corporation, as well as any other Officer of the Corporation shall sign, make, draw, accept, endorse, or execute in the name of or on behalf of the Corporation all cheques, promissory notes, bills of exchange, or other negotiable instruments.

Any and all such documents so signed or executed shall be binding upon the Corporation.

ARTICLE II

CORPORATE PURPOSES

Section 1. Vision

The Corporation envisions a world where more people choose to travel without driving alone, including by walking, biking, public transit, on-demand transit, and shared cars. It is easy for travelers to find, understand, pay for, and use non-drive-alone transport modes.

Section 2. Mission

The Corporation enables interoperability in transportation systems by identifying interests shared by stakeholders, responding with data formats and shared data infrastructure, and supporting the adoption of standardized data practices worldwide.

ARTICLE III

MEMBERSHIP

Section 1. Conditions of Membership

a. Eligibility for Membership

Application for membership shall be open to any individual, corporation, government, or other legal entity that supports the purposes of the Corporation mentioned in Article II, and which demonstrates this support through their practices and public statements, without evidence to the contrary.

b. Membership Classes

Subject to the articles, there shall be four (4) classes of Members in the Corporation, namely, the Regular For-Profit Class ("Regular-FP") Members, the Regular Non-Profit Class ("Regular-NP") Members, the Core For-Profit Class (“Core-FP”) Members, and the Core Non-Profit Class (“Core-NP”) Members.

(1) Regular-FP Class Members

a. Regular-FP class membership shall be available only to any for-profit entity that has applied and has been accepted for Regular-FP class membership in the Corporation.
b. The term of membership of a Regular-FP class Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
c. Regular-FP class Members are allowed to attend the meetings of Members of the Corporation, but are not allowed to vote in it. They may be offered advisory vote opportunities by the Board.

(2) Regular-NP Class Members

a. Regular-NP class membership shall be available only to any non-profit entity, including public entities and non-governmental Corporations ("NGOs"), that has applied and has been accepted for Regular-NP class membership in the Corporation.

b. The term of membership of a Regular-NP class Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
c. Regular-NP class Members are allowed to attend the meetings of Members of the Corporation, but are not allowed to vote in it. They may be offered advisory votes opportunities by the Board.

(3) Core-FP Class Members

a. Core-FP class voting membership shall be available only to any for-profit entity that has applied and has been accepted by the Directors for Core-FP class voting membership in the Corporation.
b. The term of membership of a Core-FP class voting Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
c. As set out in the articles, each Core-FP class voting Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each such Core-FP class voting Member shall be entitled to one (1) vote at such meetings.

(4) Core-NP Class Members

a. Core-NP class voting membership shall be available only to any non-profit entity, including public entities and non-governmental Corporations ("NGOs"), that has applied and has been accepted by the Directors for Core-NP class voting membership in the Corporation.
b. The term of membership of a Core-NP class voting Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
c. As set out in the articles, each Core-NP class voting Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each such Core-NP class voting Member shall be entitled to one (1) vote at such meetings.

Application for individual membership will be reviewed by the Board, and will be approved after a case-by-case evaluation in one of the four (4) classes or rejected.

Grouping of classes of Members are defined as such:

- “Core Members” designates both the Core-NP Members and the Core-FP Members.
- “Regular Members” designates both the Regular-NP Members and the Regular-FP Members.
- “For-Profit Members” (or “FP Members”) designates both the Regular-FP Members and the Core-FP Members.
- “Non-Profit Members” (or “NP Members”) designates both the Regular-NP Members and the Core-NP Members.

c. Founding Members

Some Core Members will be granted the title of “Founding Member”, per decision of the Board. It does not change their roles or responsibilities in the organization.

d. Membership Dues

Membership dues shall be decided by resolution of the Board yearly. If the Board changes the cost of dues, Members shall be notified within seven (7) days of the Board decision. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall automatically cease to be Members of the Corporation.

The annual dues of the Members of the Corporation shall be paid in Canadian money, at such times and places as may be determined by ordinary resolution of the Board.

Reduced dues may be available by decision of the Board when Members are joining the Corporation mid-year.

e. Sponsors and Sponsorship Levels

Any financial contribution to the Corporation (as fee-for-service or as a donation) allows to be recognized as a Sponsor of Corporation, and to have this information communicated by the Corporation by the corresponding Sponsorship Level defined by the Board.

f. Partnerships

Partners are stakeholders with which the Corporation intends to have a symmetrical relationship.

If the partnership involves a bilateral membership, and if the membership dues for the Corporation to become a Member of the partner are higher than the membership dues that the partner shall pay to become a Member of the Corporation, the Corporation is allowed to request the partner to pay the difference as donation.

g. Termination and Resignation

(1) Membership Termination

A membership in the Corporation is terminated when:

a. the Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;
b. the Member fails to maintain any qualifications for membership described in Article III, section 1 of these by-laws;
c. the Member resigns by filing a written resignation with the Executive Director in which case such resignation shall be effective on the date specified in the resignation;
d. the Member is expelled or is otherwise terminated in accordance with the articles or by-laws;
e. the Member's term of membership expires and is not renewed; or

f. the Corporation is liquidated or dissolved.

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

(2) Membership Resignation

Resignation shall not relieve a Member of unpaid dues, or other charges previously accrued. A Member can have their membership terminated by a majority vote of the Core Members, or by a resolution of the Board.

Section 2. Meetings

a. Annual Meeting

The annual meeting of the Members of the Corporation shall be held on such date annually as may be determined by resolution of the Board.

b. Special Meeting

A special general meeting of Members may be called for any day upon the order of the Board or upon the written request of a majority of the Core Members of the Corporation.

c. Location and Time

Meetings of Members may be held at such time and place as the Board may determine.

d. Notice of Meetings

Notice of the time and place of a meeting of Members shall be given by electronic delivery to each Member's last known address written in the corporate Books between seven (7) and fourteen (14) calendar days before the day on which the meeting is to be held. If there is an emergency matter, the notice can be given to each Member with forty-eight (48) hours' notice.

e. Quorum

Fifty (50%) of the Core Members in good standing of the Corporation, either present in person, by video conference or represented by proxy, shall constitute a quorum at any meeting of the Corporation. If there be no such quorum present, a majority of the Core Members so present may adjourn the meeting from time to time, without notice, other than an announcement at the meeting, until a quorum shall be present. At such rescheduled meeting at which a quorum shall be so present, any business may be transacted which might have been transacted at the meeting as originally called.

f. President of the meeting

At every meeting of Members, after the quorum has been verified, a president of meeting shall be elected. The president of the meeting can be either a Member, an Officer or a Director. The president of the meeting will have the responsibility to lead the meeting.

g. Voting Rights of Members

Each Core Member in good standing shall be entitled to one (1) vote on each question arising at any special or general meeting of the Core Members. Corporations, individuals, governments, and other legal entities may vote through an authorized representative.

Unless otherwise required by law or these by-laws, all questions at meetings of Members shall be decided by a majority in number of the votes cast by the Core Members present in person, by video conference or by proxy. Voting shall be by show-of-hands or by secret ballot as each meeting shall determine. In case the number of votes is equal, the president of the meeting shall have an additional deciding or casting vote. All resolutions of Core Members shall be passed at duly convened meetings. A declaration by the president of the meeting of Core Members to the effect that a resolution has been carried or lost, as to the number of votes cast, and as to the majority for or against, shall be conclusive evidence thereof.

Any Member can delegate their vote in a meeting to an authorized representative, which shall be a Member of the same class as the Member they are representing. The Secretary must be advised of this delegation at least twenty-four (24) hours before the meeting by the Member delegating their vote. A Member can be the representative of a maximum of three (3) other Members.

h. Resolution in Lieu of Meeting

Except as otherwise provided in Article 166 of the *Canada Not-for-profit Corporations Act* (the "Act"):

(1) a resolution in writing e-signed by all Core Members entitled to vote on that resolution at a meeting of Core Members is as valid as if it had been passed at a meeting of the Core Members;

(2) a resolution in writing dealing with all matters required to be dealt with at a meeting of Core Members by the Act and signed by all Core Members entitled to vote at that meeting satisfies all the requirements of the Act relating to meetings of Core Members.

ARTICLE IV

<u>BOARD OF DIRECTORS</u>

Section 1. Powers of the Board of Directors

a. General Powers

The Board shall act as the supervisory body of the Corporation. The Board shall have control of and be responsible for the management of the affairs and property of the Corporation but will delegate most of its power to Officers for day to day operations.

b. Delegation of Powers

The Directors will entrust to and confer upon Officers of the Corporation for the time being such of the powers exercisable by the Directors as they think fit. For such purpose the Directors may appoint any person or corporation, either within or without Canada, to be the attorney or agent or trustee of the Corporation, and the Directors may confer such powers, for such terms and conditions and with such restrictions as they may think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors on their behalf and may from time to time revoke, withdraw, alter, or vary all or any of such powers.

Section 2. Conditions and Term

a. Eligibility to be Director

Application to be Director shall be open to any individual that:

- supports the purposes of the Corporation mentioned in Article II;
- is capable and no less than eighteen (18) years old;
- doesn’t have a Conflict of Interest, as defined in Article VII of the by-laws.

b. Number of Directors

The number of Directors shall be fixed from time to time by the Directors but shall consist of no less than three (3) Directors.

c. Elections

The Directors shall be elected by the Core Members of the Corporation at the annual general meeting.

The Directors shall be elected by a score voting. Each Core Member scores each candidate on a scale from 0 (no support) to 10 (maximum support). The score of each candidate is processed as the average of each score that they have received. The seats are assigned from descending order of score of candidate. In case of equal scores, the younger candidate will be elected.

The Directors are elected to serve a two (2) year term. Upon completion of a term, Directors may be elected to another two (2) terms, provided they do not exceed three (3) successive terms.

The terms will be staggered. Therefore, on the first election of the Board, and when seats are created, the Board will randomly define some seats as having a first term of only one (1) year.

d. Start of Mandate

Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or after their official resignation from their position on the Board.

The term of office of the first Directors begins on the day on which the certificate of incorporation is received.

e. Removal and disqualifications

Any Director may be removed from office upon the vote of a resolution of the Board at a meeting duly called for such purpose and may be replaced by the same meeting which so removes the Director, but the Director so replacing shall hold office only for the remainder of the term of office of the Director that is being replaced.

The office of Director shall ipso facto be vacated if:

(1) such Director dies or resigns; such resignation to be effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later;

(2) such Director shall become bankrupt;

(3) such Director is interdicted;

(4) such Director is found unsound of mind by a court of another province or country;

(5) such Director is not at least eighteen (18) years old.

Section 3. Meetings

a. Number

The Board will meet at least four (4) times per year.

b. Location and Time

Meetings of the Board shall be held at such time and place as the Board shall by resolution determine.

c. Notice of Meetings

Notice of the time and place of a meeting of the Board shall be given to every Director of the Corporation by electronic at the Director's recorded address for that purpose not less than seven (7) days before the time when the meeting is to be held.

In case of an emergency matter, the notice can be given to each Director with forty-eight (48) hours' notice.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

d. Quorum

The presence, in person or videoconference at any meeting of the Board, of more than fifty percent (50%) of the Directors shall be necessary to constitute a quorum to make any business or internal decision.

However, a Director may participate in a meeting of the Board by telephone or other communication facilities as permits all persons participating in the meeting to hear each other. A Director participating in such manner is deemed to be present at that meeting.

If a quorum is present at the opening of a meeting of Directors, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the whole meeting.

e. Voting

All questions at meetings of the Board shall be decided by a two-thirds majority vote of the Directors present at the meeting and each Director shall have one (1) vote.

Each vote shall be in writing and filed by the secretary with the minutes of the Corporation.

In case of a tied vote, the president of the meeting, in addition to an original vote, shall have an additional deciding or casting vote.

A declaration by the president of the meeting of the Board to the effect that a resolution has been carried or lost, as to the number of votes cast, and as to the majority for or against, shall be conclusive evidence thereof.

f. Vacancies

In case of the death or resignation of a Director or its inability to act as such, the vacancy thereby created may be filled for the unexpired portion of its term by the remaining Directors.

g. Resolution in Lieu of Meeting

A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors. The original of these resolutions shall be kept with the minutes of the meetings of the Board of Directors.

Section 4. Liability

Directors shall not be liable for any decision taken in the course of their duties, unless there is reason to believe that fraud or bad faith is involved.

ARTICLE V

<u>OFFICERS</u>

Section 1. General

a. Positions

The Corporation shall have a Chair assuming presidency, an Executive Director, a Treasurer, a Secretary and, if decided so by the board, a Deputy Executive Director and a Vice-Chair. Any duly qualified person may be the holder of any one or more of such offices. In the absence of any agreement to the contrary, all Officers shall be held during the pleasure of the Board. All Officers shall be subject to dismissal with or without cause by a resolution of the Board.

b. Remuneration

The remuneration of the Officers shall be fixed by the Board from time to time by resolution and such remuneration shall be reasonable and in relation to the services performed by the Officers.

Section 2. Functions

a. Chair and Vice-Chair

The Board shall elect the Chair among the Directors.

The election of the Chair is conducted through multiple rounds of voting. On each round, if one candidate receives a majority of the votes, s/he is elected. Otherwise the candidate with the fewest votes is eliminated, and another round with the remaining candidates is done. In case of a tie, the younger candidate shall be elected.

The chair is elected for a one (1) year term, or until the end of term of the Director, depending on which is shortest.

If the Board decides to have a Vice-Chair, the Vice-Chair will be elected with the same rules than the Chair.

At each Board meeting, the Chair shall be the president of meeting if s/he is attending. If the Chair is not attending, the Vice-Chair — if elected and attending — shall be the president of the meeting. Otherwise the Board will elect a president of meeting at the beginning of the meeting.

b. Executive Director and Deputy Executive Director

The Executive Director and, if designated, the Deputy Executive Director, shall be the chief executive officers of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. They shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

The Executive Director and the Deputy Executive Director are nominated by a resolution of the Board.

The Executive Director and Deputy Executive Director shall only exercise rights and perform duties as prescribed by resolution of the Board, in the Delegation of Authority and any other relevant resolution.

Both the Executive Director and the Deputy Executive Director may attend the Board meetings, but they shall not vote in any decision affecting their employment benefits, such as their salary, their vacations, conflict of interests, or termination of employment.

c. Secretary

The Secretary shall be appointed by the Board.

The Secretary shall attend and be the Secretary of all meetings of the Board, Members and other committees. If the secretary cannot attend such meeting, another officer will have to attend to perform the duties of Secretary for the meeting. 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, the public accountant, and members of committees; the secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation.

d. Other officers

The Directors may create such other Officers and appoint such other persons same as in their discretion they deem necessary. The duties of such Officers of the Corporation such as the terms of their engagement will be decided by the Board.

Section 3. Removal

Any Officer elected or appointed by the Directors may be removed at any time, at the pleasure of the Board, by resolution passed at a meeting thereof called for the purpose of considering same.

ARTICLE VI

ADVISORY BOARD AND COMMITTEES

Section 1. Committees

The Board may, from time to time, appoint any committee or other advisory body, such as an advisory board, a governance committee, a human resources committee or an audit committee, 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.

ARTICLE VII

DISCLOSURE OF INTERESTS

Section 1. Obligation to Disclose

a. Duty

As described by the Conflict of Interest Policy, it is the duty of any Director or Officer of the Corporation who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Corporation to declare in writing their interest as soon as they are informed about their potential conflict of interest with the Corporation.

b. Obligation to Resign

The Board, by a resolution, shall force a Director or Officer to resign if a strong conflict of interest with the Corporation occurs. The person involved in the conflict of interest shall not vote.

ARTICLE VIII

DISSOLUTION

Section 1. Distribution

In the event of the dissolution or termination of the Corporation or surrender of its charter, all of its remaining assets, after payment of its liabilities, shall be distributed to one or more recognized non-profit organizations in Canada having similar objectives or to any similar organization as may be selected by the Board of Directors.

ARTICLE IX

EFFECTIVE DATE

Subject to matters requiring a resolution, this by-law shall be effective when adopted by the first meeting of the Board of Directors and sanctioned and confirmed by the Members at an annual general meeting or at a special annual meeting.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 27th day of Septembre, 2019 and confirmed by the Members of the Corporation by resolution on the __ day of ______________, 2019.

Dated as of the __ day of ______________, 2019.

______________________________ ______________________________

Leo Frachet

Executive Director

Aaron Antrim

Deputy Executive Director