

DRAFT BY-LAWS

CANADIAN ELECTRIC VEHICLE ASSOCIATION

ARTICLE 1 - NAME

The name of the Association shall be Canadian Electric Vehicle Association.

ARTICLE II - MEMBERSHIP

Section 1 .

Full membership in the Association shall be by election and shall be open to persons, firms and corporations who are interested in the development, use and promotion of electric and hybrid vehicles for personal transportation.

Section 2.

Application for membership of the Association shall be made in writing on a form provided by the Directors and shall contain an acceptance of and an agreement to abide by the By-laws of the Association.

Section 3. Representation

Corporations or firms who are members of the Association shall be represented in the Association by an employee of the member who shall be designated by such member. Corporations and firms shall have the right to change their official representative at any time.

Section 4. Terms or Resignation

The membership of any member shall be terminated by his, her or its resignation or by the death of an individual member. The resignation shall be effective on the date of acceptance by the Board of Directors. Upon termination of membership, a member shall forfeit his, her or its interest in the assets of the Association.

ARTICLE III - DUES

The annual membership dues in the Association shall be such amount as may be determined from time to time by the Board of Directors and shall be payable at such time as shall be determined by the said Board. Any portion of the total annual dues of the Association not expended at the end of the fiscal year may be credited to the reserve or surplus fund of the Association and shall be used for the general purposes of the Association.

Following the first annual meeting, the Board of Directors shall present a budget for the approval of the membership which will include a schedule of membership dues for the ensuing year.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Board Organization

The Board of Directors shall be the governing body of the Association and shall be composed of seven directors, including the Chairman, the Secretary and the Treasurer.

Upon election at the first annual meeting of members, the Board of Directors then elected shall replace the provisional directors named in the Letters Patent of the Corporation.

Each Director shall serve for a term of three (3) years from his election, provided that if a Director is elected by the Board as its' Chairman, Secretary or Treasurer, his term of office shall be successively extended until he completes his term of office or offices. At each annual meeting an election shall be held to replace the members of the Board who have completed their term of office.

The Chairman of the Board, the Secretary and the Treasurer shall each serve a term of one year or until their successors are elected following the next annual meeting and are eligible to be re-elected.

The office of of a director shall be automatically vacated if, at a special general meeting of members, a resolution is passed by three-quarters of the members present at the meeting that he be removed.

Section 2 - Board Nominations

A slate of nominations comprising the names of members or representatives shall be presented to the membership for election vote at each annual general meeting of the Association. A standing nominating committee shall consist of the immediate Past Chairman who shall act as Chairman, together with two other persons appointed by the Board of Directors from among the representatives or members.

Section 3 - Board Vacancies

Where a vacancy occurs on the Board of Directors between election periods, such vacancy shall be filled by the Board of Directors at their next directors meeting and such an appointed director shall serve until the next annual meeting.

Section 4 - Meetings

The Board of Directors shall hold at least two (2) board meetings in each fiscal year at dates, times and places specified by the Chairman of the Board. Notice of all directors meetings shall be sent by prepaid

post or telegram at least two (2) weeks prior to such meeting. Two members of the Board may require a meeting to be called by forwarding a written request therefor to the Chairman.

Section 5 - Quorum

Four members of the Board of Directors attending a called meeting shall constitute a quorum.

ARTICLE V - OFFICERS

The officers of the Association shall comprise the Chairman of the Board, the Secretary and the Treasurer. The Board shall elect a Secretary and a Treasurer to serve for one year. The Board shall have the right to appoint such staff as may be necessary to carry out its objects.

ARTICLE VI - ANNUAL MEETINGS

Section 1 - Annual General Meetings

The Annual General Meeting shall be held each year at such time and at such place as the Board of Directors may determine.

Section 2 - Special General Meetings

Special general meetings may be called at any time by the Chairman of the Board and shall be called upon the written request of at least fifty (50%) percent of the members of the Board of Directors or upon the written request of ten members at large.

Section 3 - Notices

Notices of annual or special general meetings shall be sent by prepaid post or telegram to each member of the Association at least thirty (30) days prior to the date of such meeting.

Section 4 - Voting

Each member in good standing shall be entitled to one vote at proceedings of the Association.

In the event of a tie vote, the Chairman of the meeting shall have a second or casting vote.

Any vote may be taken by a show of hands or by ballot, at the discretion of the Chairman of the meeting; or if a member so requests, the vote shall be taken by ballot,

Section 5 - Quorum

Ten (10%) of the members present at any annual or special meeting shall constitute a quorum.

ARTICLE VII - COMMITTEES AND SECTIONS

The Board of Directors may, from time to time, appoint such committees and sections as may be required for the effective management of the Association's affairs and for the carrying out of its objects. No recommendation or commitment by any committee or section shall be acted upon without the approval of the Board of Directors and recommendations for courses of action by committees and sections shall be submitted in writing to the Board of Directors for approval of the said Board.

ARTICLE VIII - GENERAL

Section 1 - Fiscal Year

The fiscal year of the Association shall correspond with the calendar year.

Section 2 - Auditing of Accounts

The accounts of the Association shall be audited annually by chartered or public accountants and an audited financial statement shall be made available to the members of the Association at least once each year. The auditor for the Association shall be appointed by the members at the Annual General Meeting.

Section 3 - Corporate Seal

The corporate seal of the Association shall be held at the head office of the Association and any document issued by the Association which requires the corporate seal shall contain the signature of any two of the Chairman, Secretary or Treasurer.

ARTICLE IX - INTEREST AND DISSOLUTION

The total invested interest of each member in the funds, dues and assets of the Association shall cease and terminate in the event that the membership of such member shall terminate for any reason, except where such termination is caused by the dissolution of the Association.

Upon dissolution of the Association, and after the payment of all indebtedness of the Association, the funds, dues and assets shall be divided among the members at the time of such dissolution on a pro rata basis.

ARTICLE X - AMENDMENTS

Any repeal or amendment of these By-laws shall first be presented to and approved at a meeting of the Board of Directors by a two-thirds majority vote of the directors present at such meeting, provided

that notice of such proposed repeal or amendment shall be given to the directors by prepaid postage or telegram at least seven (7) days prior to the meeting. Following approval by the Board, such proposed repeal or amendment shall be submitted to the membership at an annual or special general meeting for adoption by a two-thirds majority of the members present, provided that notice of such proposed repeal or amendment shall have been given to all members by prepaid postage or telegram at least thirty (30) days prior to the meeting.

As required by the Canada Corporations Act, no such repeal or amendment shall be effective until the approval of the Minister of Consumer and Corporate Affairs has been obtained.