

Schedule 1

to By-law No. 2 of

ONTARIO ONE CALL

Bill of Rights for Members

Summary of Ontario One Call's Membership Structure

Ontario One Call is a not-for-profit corporation governed by the *Ontario Underground Infrastructure Notification System Act, 2012* (the "One Call Act") and by the *Corporations Act* (Ontario) and will be governed by the *Not-for-Profit Corporations Act* (Ontario) upon its proclamation. As used in this Schedule 1, the defined term "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.

The membership of Ontario One Call is divided into the following subcategories:

- i. Gas and Oil Pipeline Members;
- ii. Electricity Members;
- iii. Telecommunications and Cable Members;
- iv. Municipalities and Government Members; and
- v. Other Members

All Members are entitled to attend all Members' meetings as described in Section 2 below and to cast one vote on every question decided at a Members' meeting. In order to ensure equal and balanced representation, the votes of each subcategory of membership will be weighted and tabulated in accordance with Section 10.03 of By-Law No 2.

The Board of Directors of Ontario One Call shall consist of 15 directors (the "Directors"), 3 of whom will represent the Gas and Oil Pipeline Members, 3 of whom will represent the Electricity Members, 3 of whom will represent the Telecommunications and Cable Members and 3 of whom will represent the Municipalities and Government Members. In addition, one director will be elected from and represent the Other Members subcategory of Members and two directors representing excavators will be elected by all Members in order to provide two Board seats to the excavator community.

Our Commitment to our Members

Members are integral to the success of Ontario One Call. We are grateful for the support of Members and are committed to accountability, transparency and excellence in our interaction with our Members. As a Member of Ontario One Call, we believe that, in addition to the rights prescribed to you as a voting member of a not-for-profit corporation by the Act and the One Call Act, you have the following rights:

Rights of Members

1. You have the right to receive notice of the time, date and place of each annual meeting and each special meeting of the Members of Ontario One Call as well as the nature of the matters to be considered at each such meeting. Written notice of each annual and each special meeting of the Members of Ontario One Call will be sent to you at your last known address indicated on the membership rolls at the head office of Ontario One Call.
2. You have the right to attend each annual and each special meeting of the Members of Ontario One Call.
3. You have the right to vote at annual and special meetings of the Members of Ontario One Call on those matters that the Act, or successor legislation, requires to be submitted to all members of a not-for-profit corporation.
4. You have the right to put forward candidates for election to our Board of Directors, and have the commitment of our Directors to exercise prudent judgment in their stewardship responsibilities.
5. You have the right to provide your input to Ontario One Call's Governance and Nomination Committee regarding the selection of the Directors to represent your respective Sub-Category of Membership. The Governance and Nomination Committee will consult with Members from each of the Sub-Categories to obtain lists from them of people they wish to be considered for possible election to the Board of Directors and obtain sufficient information about each candidate to enable an informed report to be prepared and a recommendation made to the Board of Directors and to the Members for election to the Board of Directors of 15 Directors from among all of the candidates, and from the excavator community.
6. You will cast your votes for or against the slate of directors within your subcategory (or sector) and for the two excavator positions on the Board.
7. Ontario One Call will maintain a general email address to field questions, comments, suggestions and complaints from Members.
8. Within 120 days of the end of each fiscal year, Ontario One Call will make available an Annual Report to Members that provides details regarding Ontario One Call's operational and financial performance for such fiscal year.
9. Within 60 days of the end of each fiscal quarter, Ontario One Call will make available to Members quarterly financial statements in respect of the prior fiscal quarter on the Ontario One Call website.
10. The Board of Directors will determine from time to time any other matters in respect of which they will seek input from Members either formally through meetings, or informally through consultation or email.
11. Our interaction and relationships with our Members will be professional in nature.

12. Members are encouraged to provide feedback to Ontario One Call. Your questions about our work and financial matters will receive truthful and forthright answers.
13. Members have the right to have their complaints heard and investigated and responded to in a timely manner, in accordance with Schedule 2 of By-law No. 2.
14. We will strive for excellence in stewardship through continuous improvement of our services.
15. This Bill of Rights may be amended from time to time by resolution of the Board of Directors and confirmed by the Members.
16. Members are encouraged to provide feedback to Ontario One Call at any time.
17. Members also have statutory rights under the Act or successor legislation to the Act.