

February 5, 2013

A by-law relating generally to the conduct of the affairs of

Pan-Canadian Consortium on Admissions and Transfer (the "Corporation")

Goal

The Pan Canadian Consortium on Admissions and Transfer (PCCAT) is dedicated to enhancing student mobility by expanding the transferability of credit throughout Canada.

Objectives

Explore and promote best practices in transfer of post secondary credit:

- Increase awareness of transfer credit systems and best practices among stakeholders, target audiences, and end-users across Canada.
- Support the development and dissemination of pan Canadian guiding principles on transfer credit such as The Council of Ministers of Education, Canada (CMEC) Ministerial Statement on Credit Transfer in Canada.
- Identify strategies to address and mitigate barriers related to the establishment of sustainable transfer credit systems.

Functions

1. Promote and facilitate interprovincial admissions, interprovincial transfer credit, articulation and other student mobility initiatives;
2. Promote and facilitate policy development on credit transfer and student mobility;
3. Establish partnerships with associations and bodies with a similar mandate focused on increasing student mobility;
4. Identify and catalogue findings from existing research on interprovincial transfer credit;
5. Identify research opportunities and seek funding to conduct research on transfer and outcomes for transfer students;
6. Be a clearing house for research on student mobility;
7. Maintain a website that provides information on the work of PCCAT;
8. Participate, collaborate and coordinate with stakeholders across Canada to expand transfer credit opportunities and systems and propose solutions to overcome those barriers;
9. Identify barriers and challenges to interprovincial transfer credit and propose solutions at both the national and provincial levels;
10. Liaise with other organizations involved in instituting interprovincial transfer credit initiatives. Organizations to include but not be restricted to the following:
 - Association of Canadian Community Colleges (ACCC);
 - Association of the Registrars of the Universities and Colleges of Canada (ARUCC);
 - Association of Universities and Colleges of Canada (AUCC);
 - Polytechnics Canada (PC);
 - National Association of International Educators (NAFSA);
 - Canadian Association of Prior Learning and Assessment (CAPLA); and
 - CMEC;
11. Consider the international implications of student mobility.

February 5, 2013

Page 1

February 5, 2013

Roles and Responsibilities

The consortium oversees the implementation of strategic goals, objectives and tasks. Decisions of the consortium are made by quorum.

The consortium will be managed by a council that will attempt to include representation from all regions of Canada and the different postsecondary sectors.

At the Annual General Meeting of the Consortium, council members will be elected by the membership.

The council will be responsible for:

- Running the business of the council;
- Coordinating the scheduling and developing the agenda for each consortium meeting;
- Ensuring consortium members are informed of consortium business;
- Arranging for one face to face meeting of the consortium annually;
- Arranging for meetings of the consortium executive via conference calls
- Facilitating an annual strategic planning session of the consortium that includes:
 - o A review of the Terms of Reference; and,
 - o The development of a work plan that outlines priorities for action, outcomes, timeframes and assignment of responsibility.
- Establishing ad hoc committees as needed to carry out tasks.

Prospective consortium members should demonstrate a commitment to:

- Work collaboratively to realize the consortium's goals and objectives;
- Be available and willing to undertake or advise on activities related to achieving the desired outcomes of the consortium; and/ or,
- Give time to help build the organization as well as support consortium initiatives.

Prospective consortium members should value:

- Direct, transparent communication;
- Collaboration, inclusiveness, coherence, objectivity;
- Efficiency, making maximum use of resources and structures;
- Proactive, thoughtful and considerate participation which encourages the expression of differences of opinion; and,
- The integrity of the consortium and the legitimate institutional roles and responsibilities of all consortium members.

Membership to the consortium will be granted to registered delegates of the Annual General Meeting for a term of up to 13 months, or until the last day of the upcoming conference.

February 5, 2013

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definition

In this by-law and all other by-laws of the corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the corporation;

"**council**" means the board of directors of the corporation and "director" means a member of council;

"**by-law**" means this by-law and any other by-law of the corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

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

3. Corporate Seal

The corporation may have a corporate seal in the form approved from time to time by council. If a corporate seal is approved by council, the secretary and one other appointed member of the council of the corporation shall be the custodian of the corporate seal.

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the corporation may be signed by any two (2) of its officers or directors. In addition, the council may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the

February 5, 2013

Page 3

corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the corporation to be a true copy thereof.

5. Financial Year

The financial year end of the corporation shall be determined by council.

6. Banking Arrangements

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 council may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the corporation and/or other persons as council may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

8. Annual Financial Statements

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

Directors will provide members with the corporation's financial statements, including the public accountant's report, before every annual meeting. These should include a statement of financial position or a balance sheet, a statement of comprehensive income or a statement of retained earnings, a statement of changes in equity or an income statement and a statement of cash flows or a statement of changes in financial position. PCCAT will send a copy or a summary of the financial statements or a copy of a publication of the corporation containing the financial information or a summary of such information to each member not less than 21 days but not more than 60 days before the annual meeting of members or before the day on which a resolution in writing is signed by the members. The financial statements for PCCAT will be posted on its website and members will be notified via email.

9. Prospective Members

In order to become a member, a person must register and have attended at least one PCCAT conference within the last 3 years. If the member is unable to attend the conference he/she must notify the secretary and pay the registration fee during the registration period to maintain voting privileges. Currently membership fees shall be set at \$25/year and is determined by the executive annually. The day-to-day operation of membership to PCCAT shall be assigned to the Secretary of PCCAT. In the event that the Secretary is unable to complete tasks, the board reserves the right to appoint an acting Secretary from the existing PCCAT executive or PCCAT membership until the next registration period closes. Persons interested in PCCAT communications will be included on appropriate PCCAT communications as

February 5, 2013

determined by the executive. There is no fee for this service but there are also no voting or member privileges/rights associated with this provision of information. Members must register within the prescribed registration period defined as follows:

Registration begins one month prior to the first day of the annual conference and ends one week after the final day of the conference.

10. Membership Conditions

Subject to the articles, there shall be one class of members in the corporation. Membership in the corporation shall be available to persons interested in furthering the corporation's purposes and who have applied for and been accepted into membership in the corporation by resolution of council or in such other manner as may be determined by council. Said person must register and have attended at least one PCCAT conference within the last 3 years. If the member is unable to attend the conference he/she must notify the Secretary and pay the registration fee during the registration period to maintain voting privileges. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the corporation. If a member misses the annual registration period, their membership will be terminated immediately. Members may terminate their membership early by contacting the secretary via email or formal written letter. Membership fees are non-refundable.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

11. Membership Transferability

A membership may only be transferred to the corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

12. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member in one of the following ways:

- a. Notice by mail, courier or personal delivery to each member and debt obligation holder entitled to vote at the meeting, no more than 60 days and no fewer than 21 days before the meeting date.
- b. Notice by telephonic, electronic or other communications facility to each member and debt obligation holder entitled to vote at the meeting, no more than 35 days and no fewer than 21 days before the meeting date.
- c. By affixing the notice to a notice board where information respecting the corporation's activities is regularly posted and that is located in a place frequented by the members no later than 30 days before the day on which the meeting is to be held; and
- d. If a corporation has more than 250 members, by publication:
 - i. at least once in each of the 3 weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members reside, or
 - ii. at least once in a publication of the corporation that is sent to all its members, no more than 60 days and no fewer than 21 days before the meeting date.

Members who do not have access to email must provide an alternate form of communication amenable to them to ensure that everyone who is entitled to vote can receive notice of the meeting.

13. Members Calling a Members' Meeting

Council shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 20% of the voting rights. If the directors do not call a

February 5, 2013

Page 5

February 5, 2013

meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

It should be noted that directors are not obliged to call a meeting if:

- a. the directors have already established a record date for determining members entitled to receive notice of a meeting of members (i.e. the directors have already started the process to call a members meeting);
- b. the directors have already called a meeting, or
- c. the business stated in the requisition is improper in that:
 - I. it is intended to enforce a personal claim or redress a personal grievance against the corporation, or its directors, officers, members or debt obligation holders;
 - II. it does not relate in a significant way to the activities or affairs of the corporation;
 - III. not more than 2 years before the receipt of the proposal, the member failed to raise the matter covered by the proposal at a meeting of members;
 - IV. it is substantially the same as a proposal previously submitted to members less than 5 years ago and it did not receive the minimum required support at that meeting or
 - V. the rights to submit proposals are being abused to secure publicity.

14. Special Meetings

Special meetings of members may also be called by the directors to make decisions concerning special business. Special business is considered to be any business other than the annual business to be transacted at an annual meeting of members. If an annual meeting includes special business, it is to be called an "annual and special meeting of members."

Whenever special business is included on the agenda of a meeting, the notice of the meeting must state the nature of that business in sufficient detail and also state the text of any special resolution to be submitted to the meeting. The meeting may be conducted by using a telephonic, electronic or other communication facility so long as all participants can communicate adequately with each other during the meeting.

15. Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote:

- 1) by mailed in ballots
- 2) by means of telephonic, electronic or other communication facility and
- 3) by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
 - a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - b. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatory
 - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
 - c. a proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

February 5, 2013

Page 6

February 5, 2013

- d. if a form of proxy is created by a person other than the member, the form of proxy shall
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxy holder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder,
 - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;
- f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

16. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

17. Termination of Membership

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. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or

February 5, 2013

Page 7

February 5, 2013

- f. the corporation is liquidated or dissolved under the Act.

18. Effect of Termination of Membership

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.

19. Discipline of Members

Council shall have authority to suspend or expel any member from the corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the corporation;
- b. carrying out any conduct which may be detrimental to the corporation as determined by council in its sole discretion;
- c. for any other reason that council in its sole and absolute discretion considers being reasonable, having regard to the purpose of the corporation.

In the event that council determines that a member should be expelled or suspended from membership in the corporation, the chair, or such other officer as may be designated by council, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the chair, or such other officer as may be designated by council, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the chair, the chair, or such other officer as may be designated by council, may proceed to notify the member that the member is suspended or expelled from membership in the corporation. If written submissions are received in accordance with this section, council will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. Council's decision shall be final and binding on the member, without any further right of appeal.

20. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

21. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

22. Place of Members' Meeting

The annual meeting of members must be held in Canada at a place specified in the by-laws or, if the by-laws do not contain such a provision, at a place that the directors determine. An annual meeting may be held outside of Canada only if permitted by the corporation's articles or if all of the members entitled to vote at the meeting agree. A person is deemed present in a meeting if participating by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

23. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

February 5, 2013

Page 8

24. Agenda for an Annual Meeting

The agenda for an annual meeting, which should be included with the notice of meeting sent to members, should include the following items: consideration of the financial statements, receipt of report from the public accountant, appointment of a public accountant (or, in the case of a designated corporation, a resolution of the members to dispense with the appointment of a public accountant) and election of directors.

The directors may also include other items of business on the agenda. Examples of other items of business include such matters as general by-law amendments that require confirmation by the members; articles of amendment; or other similar changes.

25. Chair of Members' Meetings

In the event that the chair and the vice-chair are absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

26. Quorum at Members' Meetings

A quorum of members must be present in order to make decisions at the annual or special meetings of members. Without a quorum, any business carried out at a meeting is not binding on the corporation. A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 20% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

27. Member Resolutions

Members make decisions by voting on resolutions, which can either be passed at members' meetings or adopted by signing written resolutions instead of holding meetings. Decisions can be made by ordinary, special or unanimous resolutions or by consensus decision-making as defined by the NFP Act. The articles may also require a greater number of members' votes to make a decision than are required by the NFP Act.

28. Member Agreements

Voting members of PCCAT may wish to enter into an agreement on how they will vote on certain issues. Voting members may also enter into a unanimous member agreement that permits decision-making power to be transferred from the directors to the members, as long as the corporation is not a soliciting corporation under the NFP Act.

29. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

30. Electronic Meetings and Electronic Voting

If the directors or members intend to call a meeting under the NFP Act, they may decide that the meeting should be held entirely by using a telephonic, electronic or other communication facility. The communications system used must permit all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting.

31. Meetings and Resolutions Given in Writing

PCCAT will hold a members meeting within 18 months of the date the corporation comes into existence. After that, annual meetings will be held no later than 15 months from the last preceding annual meeting and in any event not later than 6 months after its preceding financial year end.

February 5, 2013

Alternatively, the members may sign a resolution in writing instead of holding a meeting. A properly signed resolution in writing is just as valid as if it had been passed at a meeting of members. A resolution in writing must be signed by all members who would have been entitled to vote at the annual meeting and must be retained in the corporation's records.

It should be noted that the members may not sign a resolution in writing instead of holding a meeting if a meeting has been called to replace:

- a. a director and the director has provided a written statement explaining his/her resignation or opposition to being removed;
- b. or the public accountant and the public accountant has provided a written statement explaining his/her resignation or opposition to being removed.

32. Minutes

The corporation must keep a written record ("minutes") of each meeting of members. The minutes of meetings should be kept in the corporation's minute book or other device where the minutes and resolutions of the corporation are recorded. Minutes of meetings usually include the following information:

- a. where and when the meeting was held;
- b. who attended;
- c. the results of any voting in the form of resolutions; and
- d. resolutions of members and of any committee of members in the corporation's minute book.

33. Number of Directors

Council shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, council shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of council. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the corporation or its affiliates.

34. Term of Office of Directors

At the first election of directors following the approval of this by-law, directors shall be elected for a two-year term. Terms can be extended for an additional two years. Only members of the corporation can elect directors.

35. Calling of Meetings of Council

Meetings of council may be called by the chair, the vice-chair or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the corporation has only one director, that director may call and constitute a meeting.

36. Notice of Meeting of Council

Notice of the time and place for the holding of a meeting of council shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the corporation not less than 30 days before the time when the meeting is to be held. 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original 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.

37. Regular Meetings of Council

February 5, 2013

Page 10

February 5, 2013

Council may appoint a day or days in any month or months for regular meetings of council at a place and hour to be named. A copy of any resolution of council fixing the place and time of such regular meetings of council shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

38. Votes to Govern at Meetings of Council

At all meetings of council, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

39. Committees of Council

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

40. Appointment of Officers

Council may designate the offices of the corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the corporation. A director may be appointed to any office of the corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

41. Description of Offices and Terms

Council members will be elected by the membership at the Annual General Meeting of the Consortium. In addition, the council will have representation from a minimum of three regions.

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

- a. Chair – The chair shall be a director. The chair shall, when present, preside at all meetings of council and of the members. The chair shall have such other duties and powers as council may specify including the responsibility for implementing the strategic plan and policies of the corporation. Subject to the authority of the council, the chair shall have general supervision of the affairs of the corporation. The term for the chair will be 2 years with the option to be reappointed for one additional term.
- b. Vice-Chair – The vice-chair shall be a director. If the chair is absent or is unable or refuses to act, the vice-chair shall, when present, preside at all meetings of council and of the members. The vice-chair shall have such other duties and powers as council may specify. The term for the vice-chair will be 1 year with the option to be reappointed for one additional term.
- c. Secretary shall have such powers and duties as council may specify and shall attend and be the secretary of all meetings of council, members and committees of council. 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. The term for the secretary will be 2 years with the option to be reappointed for one additional term.

February 5, 2013

Page 11

February 5, 2013

The powers and duties of all officers of the corporation shall be such as the terms of their engagement call for or council or chair requires of them. Council may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. Members of PCCAT are not liable for any liability (e.g., debts) of the corporation caused by any act or default of the corporation. However, if a member is also involved in the corporation in a different capacity, for example as a director, officer or employee, the member would not be immune from a liability that might arise from those capacities.

42. Vacancy in Office

In the absence of a written agreement to the contrary, council may remove, whether for cause or without cause, any officer of the corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

43. Method of Giving Any Notice

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

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of council in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the corporation to any notice or other document to be given by the corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

44. Invalidity of any Provisions of this By-law

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

45. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of council or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance

February 5, 2013

Page 12

February 5, 2013

shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

46. Member Remedies

A remedy is a way for a member to ask a court to enforce a right or to address a problem with a corporation. Listed below are the remedies available to members under the NFP Act:

- a. Oppression Remedy
- b. Derivative Action
- c. Compliance or Restraining Order
- d. Court ordered liquidation and dissolution on application of a member

47. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

48. Dispute Resolution Mechanism

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

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the council of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

49. By-laws and Effective Date

Subject to the articles, the council may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

February 5, 2013

Page 13

February 5, 2013

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

50. **By-law Amendments**

By-law amendments will generally be made by the directors, subject to later confirmation by ordinary resolution of the members. By-laws and their amendments are generally effective immediately upon board approval but cease to be effective if not confirmed by the members at their next meeting. Certain "special by-laws" require a special resolution of members. These by-law amendments are effective immediately upon passage of the special resolution of members. If the subject matter of the by-law amendments addresses the matters referred to in section 197 (1) of the Act.

51. **Access to Corporate Records**

A member, a member's personal representative, and any creditor of a corporation may examine and take extracts from corporate records, with the exception of the register of members. Any such person who wishes to examine the debt obligation register of a corporation must first make a request to the corporation, its agent or other designated representative accompanied by a statutory declaration. If the member wishes to examine a corporation's register of members or obtain a list of members, additional requirements must be met. A reasonable fee may be charged by the corporation for extracts except that a member is entitled, on request and without charge, to one copy of the articles and by-laws, any amendments to them, and any unanimous member agreement. Any examination of corporate records must take place during the corporation's regular business hours.