

**Amended and restated by-law relating generally to the conduct of the
affairs of the Pan Canadian Consortium on Admissions & Transfer**

Goal

The Pan Canadian Consortium on Admissions & Transfer (the “**Corporation**” or “**PCCAT**”) is dedicated to enhancing student mobility by expanding the transferability of credit throughout Canada.

Objectives

PCCAT will work collaboratively to:

1. Support research to inform planning, monitor trends, and advance effective student mobility and transfer practices across Canada.
2. Share tools and effective practices that support institutional/jurisdictional capacity to enhance student mobility.
3. Provide transfer and student mobility related information to relevant stakeholders.

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.

Roles and Responsibilities

The Consortium oversees the implementation of strategic goals, objectives and tasks. Subject to applicable law, decisions of the Corporation are made by the council.

The Corporation 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 Corporation, council members will be elected by the voting members.

The council will be responsible for:

- running the business of the Corporation;
- coordinating the scheduling and developing the agenda for each Corporation meeting;
- ensuring Corporation members are informed of Corporation business in accordance with the terms of their membership;
- arranging for one face to face (or virtual, as applicable) meeting of the Corporation annually;
- arranging for meetings of the Corporation executive via conference calls;
- facilitating an annual strategic planning session of the Corporation that includes:
 - a review of the Corporation's constating documents (including its by-laws); and
 - the development of a 3 year rolling work plan that outlines priorities for action, outcomes, timeframes and assignment of responsibility; and
- establishing ad hoc committees as needed to carry out tasks.

Prospective members should demonstrate a commitment to:

- work collaboratively to realize the Corporation's goals and objectives;
- be available and willing to undertake or advise on activities related to achieving the desired outcomes of the Corporation; and/ or
- give time to help build the organization as well as support Corporation initiatives.

Prospective 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 Corporation and the legitimate institutional roles and responsibilities of all Corporation members.

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 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:

- i. borrow money on the credit of the Corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- iii. 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.

Subject to the foregoing paragraph, directors will provide members with the Corporation's financial statements, including the public accountant's report, before every annual meeting. These may 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. Subject to the foregoing paragraph, the Corporation 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 the Corporation will be posted on its website and members will be notified via email.

9. Membership

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 the council or in such manner as may be determined by the council. All members in good standing shall be entitled to receive notice of and attend all meetings of members of the Corporation. Subject to the Act, only members holding membership interests carrying the right to vote shall be entitled to vote at meetings of members of the Corporation. The following sets out the classes of membership:

Historical Member

Historical members ("**Historical Members**") are those persons and entities who have, prior to the date hereof, registered for and have attended at least one (1) conference of the Corporation within the last three (3) years and have been accepted into the membership by resolution of council or in such other manner as may have been determined by council. Each Historical Member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation until such Historical Member is no longer a Historical Member. A Historical Member shall remain a Historical Member for a term up to thirteen (13) months or until the last day of the upcoming conference, whichever is later.

Historical Members may terminate their membership early by contacting the secretary of the Corporation via email or formal written letter. Membership fees for Historical Members are non-refundable.

Following the date hereof, no new Historical Members will be admitted as members of the Corporation.

Institutional Member

In order for a member to be eligible to be an institutional member (“**Institutional Members**”), it must be a Canadian public postsecondary educational institution or Indigenous educational institution offering postsecondary programs. Private and out-of-country postsecondary institutions that have been authorized by Canadian provincial or territorial or federal governments to grant degrees in their jurisdiction, that are members of a provincial transfer or equivalent organization, and that are recognized by a Canadian or an international quality assurance body deemed appropriate by the Corporation may also be eligible for institutional membership. Institutional Members are eligible to participate actively in the work of PCCAT. While the number of designated representatives may vary depending upon the Institutional Membership category (as set out below), each Institutional Member shall be entitled to receive notice of, attend and vote at all meetings of members of the Corporation. Each Institutional Member shall have one vote on all matters considered at meetings of members of the Corporation. The following are the categories of Institutional Members, which are determined by total operating revenue:

Institutional Member Category	Total Operating Revenue (annual)	# of Designated Representatives	# votes
A	\$450M+	Unlimited	1
B	\$200M - \$449M	Up to 6 reps	1
C	\$100M - \$199M	Up to 4 reps	1
D	Less than \$100M	Up to 2 reps	1

Transfer Organization Member

In order for a member to be eligible to be a transfer organization member (“**Transfer Organization Members**”), it must be a not-for-profit organization, government unit or agency, or similar organization with jurisdictional responsibility for postsecondary education transfer (e.g. Provincial CATs, Government agencies and secretariats). Each Transfer Organization Member shall be entitled to receive notice of, attend and vote at all meetings of members of the Corporation. A Transfer Organization Member may include up to four designated representatives but is limited to only one vote on all matters considered at meetings of members of the Corporation.

Membership Type	# of Designated Representatives	# votes
Transfer Organization Member	Up to 4 reps	1

Associate Member

In order for a member to be eligible to be an associate member (“**Associate Member**”), such member must be an individual, corporation, partnership, government department, or similar entity with interest in the work of PCCAT. Not-for-profit organizations or professional membership associations within the postsecondary education sector in Canada are eligible to be Associate Members. Individuals from postsecondary education institutions who do not hold an Institutional Membership but are interested in the work of PCCAT are eligible to be Associate Members. Subject to the Act, no Associate Member shall be entitled to receive notice of, attend or vote at any meeting of members of the Corporation.

Membership Type	# of Designated Representatives	# votes
Associate Member	1	Non-voting

Student Member

Full time students with interest in the work of PCCAT are eligible to be a student member (“**Student Member**”).

Subject to the Act, no Student Member shall be entitled to receive notice of, attend or vote at any meeting of members of the Corporation.

Membership Type	# of Designated Representatives	# votes
Student Member	1	Non-voting

10. Membership Fees

Council shall make recommendations concerning fees for Institutional Members and Transfer Organization Members for ratification by members. The general fee structure shall be reviewed at the end of each five-year period, or earlier at the determination of council.

11. Notice of Members Meeting

Subject to the Act, notice of the time and place of a meeting of members shall be given to each member eligible to vote at such meeting in one of the following ways:

- a. notice by e-mail to each such member entitled to vote at the meeting, no more than 60 days and no fewer than 21 days before the meeting date;
- b. notice by electronic or other communications facility to each such member entitled to vote at the meeting, no more than 35 days and no fewer than 21 days before the meeting date and;
- c. notice posted on the PCCAT website no fewer than 21 days before the meeting date.

12. 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 all voting rights. If the directors do not call a 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 creditors;
 - 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 five (5) years prior to the date of requisition 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.

13. 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.

14. 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 ballot;
- 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;
 - 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 the applicable 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.

15. Membership Dues

Members shall be notified in writing (electronic communication) of the membership dues at any time payable by them and, if any are not paid within three (3) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

16. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member organization 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
- f. the Corporation is liquidated or dissolved under the Act.

17. 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.

18. 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.

19. 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.

20. Persons Entitled to be Present at Members' Meetings

Members, directors, the public accountant of the Corporation and such persons or entities who the council admits 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.

21. 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.

22. 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.

23. 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.

24. 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 Act. The articles may also require a greater number of members' votes to make a decision than are required by the Act.

25. 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 Act.

26. 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. Each member entitled to vote shall have one vote. Where there may be more than one representative from a member institution/organization at the meeting, the member will designate one representative to vote.

27. Electronic Meetings and Electronic Voting

If the directors or members intend to call a meeting, 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.

28. 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.

Alternatively, the members eligible to vote 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.

29. 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.
- e.

30. Board of Directors (Council members)

Council shall consist of up to fourteen (14) council members representing member organizations including four (4) officers (chair, vice-chair, secretary, treasurer). Only individuals representing Institutional Members or Transfer Organization Members may hold an officer position. No more than two (2) council members may hold individual memberships. Where possible, the past chair shall remain a director for a period of at least one (1) year following their term as chair. PCCAT aims to achieve representation across Canada on its council.

31. Term of Office of Directors

At the first election of officers and directors following the approval of this by-law, officers and directors shall be elected for a two-year term and may be renewed.

32. 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.

33. 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 21 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.

34. Regular Meetings of Council

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.

35. 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.

36. 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.

37. Appointment of Officers

Council may 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. Two or more offices may be held by the same person.

38. Description of Offices and Terms

Council members (directors) will be elected by the membership at the Annual General Meeting of the Corporation. 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 – The 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;
- d. Treasurer – The treasurer 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.

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.

39. 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.

40. 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.

41. 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.

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

43. Member Remedies

Intentionally deleted.

44. 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.

45. 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.

46. 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.

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.

47. By-law Amendments

By-law amendments will generally be made by the directors, subject to later confirmation by ordinary resolution of the members eligible to vote. By-laws and their amendments are generally effective immediately upon board approval but cease to be effective if not confirmed by the members eligible to vote 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.

48. 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.