

BY-LAW NO. 2

A by-law to repeal and replace By-law No.1 relating generally to the transaction of the business and affairs of

PTP – ADULT LEARNING AND EMPLOYMENT PROGRAMS

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of PTP – ADULT LEARNING AND EMPLOYMENT PROGRAMS that By-law No. 1 be and the same is hereby repealed and replaced with the following **BY-LAW NO. 2**:

INTERPRETATION

1. In the by-laws of the Corporation,
 - (a) **Act** means the Canada Corporations Act, R.S.C.. 1970, chapter C-32, and regulations made under the Act, as the same may be amended or substituted from time to time;
 - (b) **Board** means the board of Directors of the Corporation;
 - (c) **Corporation** means PTP– Adult Learning and Employment Programs;
 - (d) **Director** means a person who has been appointed or elected to the office of director of the Corporation in accordance with the provisions of the by-laws of the Corporation;
 - (e) **Executive Director** has the meaning set out in Section 51 of this By-law;
 - (f) **Member** means a member in good standing of the Corporation determined and enrolled as such in accordance with the by-laws of the Corporation;
 - (g) **Staff** means an employee under an indefinite term employment contract with the Corporation, whether part-time or full-time; and
 - (h) **Staff Representative** has the meaning set out in Section 22(a) of this By-law.

MEMBERS

2. MEMBERSHIP -- Each individual who is, at the time that this By-law comes into force or, after this By-law comes into force, becomes a Director shall automatically become a Member, and such individual shall, subject to the provisions related to the termination, resignation or expiration of membership as set out below in this By-law, remain a Member for so long as he or she continues to be a Director.
3. MEMBER, RIGHTS AND PRIVILEGES – Each Member is entitled to notice of all meetings of the membership and may vote on all matters before the membership

4. RESIGNATION, EXPIRATION OR TERMINATION OF MEMBERSHIP -- The ending, expiration or termination of membership in the Corporation is subject to the following:
 - (a) Resignation – Any Member:
 - i. shall cease to be a member of the Corporation as of the date she or he submits her or his resignation in writing to the Corporation or as of the effective date as set out in the written notice of resignation, whichever is later; and
 - ii. shall be deemed to have resigned from membership in the Corporation if he or she resigns from the Board, in which event membership in the Corporation shall cease as of the date that the resignation from the Board is effective.
 - (b) Expiration – The membership of a Member shall cease upon the happening of one of the following events:
 - i. the death of the individual; or
 - ii. when the individual ceases to be a Director in accordance with the by-laws of the Corporation.
 - (c) Termination – The membership of a Member may be terminated by resolution of the Board, in its discretion, provided that the Member is given reasonable notice of the proposed termination and the grounds for the proposed termination, and the opportunity to attend and make representations to the Board personally or by agent prior to such decision being made. There is no appeal from the decision of the Board, and the Member's membership in the Corporation shall cease as of the date determined by the Board.
5. MEMBERSHIP, TRANSITIONAL PROVISION -- A person who, as of the day before the date on which this By-law is approved by the then Members of the Corporation, is a Member of the Corporation but who does not satisfy the qualifications for membership in the Corporation as set out above, in Section 2 of this By-law, shall, as of the date that this By-law is approved by the Minister of Industry, cease to be a Member of the Corporation and the Corporation shall be released from any liability of any kind, whether in contract, tort or under any statute or regulation or rule of law, in respect of such person's membership in the Corporation.
6. MEMBERSHIP FEES -- There shall be no membership fees or dues unless otherwise directed by the Board.

MEETINGS OF MEMBERS

7. ANNUAL AND OTHER MEMBERS' MEETINGS -- The annual or any other general meeting of the Members shall be held at the head office of the corporation or at any place in Canada as the Board may determine and on such day as the Board shall appoint. The Members may resolve that a particular meeting of Members be held outside of Canada. There must be an annual meeting of Member at least every 15 months.
8. BUSINESS AT ANNUAL MEMBERS' MEETING -- At every annual meeting of the Members, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year.
9. AUTHORITY TO CALL MEMBERS' MEETINGS -- The Board of the Corporation shall have the power to call, at any time, a general meeting of the Members of the Corporation. The Board shall call a special general meeting of Members for a purpose not inconsistent with the *Canada Corporations Act*, on written requisition of at least 5% of the Members.
10. AGENDA OF MEMBERS' MEETINGS -- Members' meetings can deal only with business that has been specified in the notice. Any Member may add an item to the agenda of a general meeting, provided that the meeting has the power to deal with it, by notifying the Secretary in writing by the 15th day of the month immediately preceding the month in which the meeting is to be held.
11. QUORUM FOR MEMBERS' MEETINGS -- Fifty percent plus one of the Members present in person or by proxy, but not fewer than two Members, will constitute a quorum for Members' meetings.
12. NOTICE OF MEETINGS -- Not less than fourteen days written notice shall be sent by either regular mail, facsimile transmission, or electronic mail transmission to each Member of any annual or special general meeting of Members.
13. CONTENT OF NOTICE
 - (a) Notice of a meeting shall contain sufficient information to permit the Member to form a reasoned judgment on the decisions to be taken.
 - (b) Notice of each meeting of Members must remind the Member that he/she has the right to vote by proxy. Proxy forms may be submitted by facsimile or electronic mail, as well as by personal delivery or mail. A proxy may be in the following form:

“I, _____, a Member of PTP- Adult Learning and
Employment Programs, appoint _____ (*insert name*), or

failing such person, _____ (*insert another name*) as my proxy, to attend and act at the meeting of the Members to be held on (date) at (place) and at any postponement or adjournment thereof, in the same manner and to the same extent and with the same powers as if I was present at the meeting. (signature and date).”

14. ERROR IN GIVING NOTICE -- No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of the Member, Director or officer shall be his/her last address recorded on the books of the Corporation.
15. VOTING -- Each Member who is present at a meeting shall have the right to exercise one vote. A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder must be a Member of the Corporation. Proxy forms may be submitted by facsimile or electronic mail, as well as by personal delivery or mail.
16. RESOLUTION IN WRITING -- Except with respect to matters which require by the *Act* that they be dealt with at a meeting of the Members, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose.
17. DECISION-MAKING AT MEMBERS' MEETINGS -- A majority of the votes cast by the Members shall determine the questions in meeting, except where the vote or consent of a greater number of Members is required by the *Act* or the by-laws of the Corporation.
18. SHOW OF HANDS AND BALLOTS -- Unless a ballot is requested by a Member, a declaration by the chair of the meeting that a decision has been made and/or a decision recorded in the minutes of the latter, it is admissible in evidence as proof on the face of the decision without requiring proof of the number or proportion of the votes recorded in favour of or against such a decision. Such ballot will be taken in the manner the chair of the meeting decides.
19. TELECONFERENCE MEETINGS -- If a majority of the Members consent thereto generally or in respect of a particular meeting, a Member may participate in a meeting of the membership by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Member participating in such a meeting by such means is deemed to be present at the

meeting; provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a pre-determined date, time and place. In such meetings, the secretary of the meeting shall record the results of all votes and communicate the results in a manner so that all persons participating in the meeting shall know the results.

20. ADJOURNMENT -- Any meeting of Members may be adjourned and reconvened at any time and such matters may be considered at such reconvened meeting as might have been considered at the original meeting which was adjourned.
21. MINUTES OF MEMBERS' MEETINGS -- Minutes of the meetings of the Members of the Corporation shall be kept and made available to Members.

STAFF PARTICIPATION

22. STAFF REPRESENTATIVE
 - (a) Appointment/Election -- Staff may, from time to time and in accordance with such procedures as they shall determine, appoint or elect from the Staff up to one Staff Representative from each working site of the Corporation, provided that such appointment or election shall not be effective until notice in writing of the appointment or election is provided to the Board.
 - (b) Term -- The appointment or election of a Staff Representative is for a term of one year from the date that written notice of the appointment or election is given to the Board. A Staff Representative whose term expires may be re-appointed or re-elected, provided that he or she is qualified to hold such a position.
23. STAFF REPRESENTATIVE ATTENDANCE AT MEMBERS MEETING -- A Staff Representative is entitled to receive notice of, and to attend, general meetings of the membership and participate in discussions at such meetings. A Staff Representative has no other rights, including any voting rights.
24. OTHER PARTICIPATION -- At the discretion of the Board, individual Staff may participate in the work of the committees appointed by the Board.

BOARD OF DIRECTORS

25. NUMBER AND COMPOSITION OF THE BOARD
 - (a) Number and Composition -- The property and business of the corporation shall be managed by a Board, comprised of not fewer than five and not greater than ten Directors.
 - (b) Changing Minimum Number -- The minimum number of Directors may be changed from time to time by a decision of the Directors, confirmed by at least two-thirds of the votes cast at a Members' meeting.
 - (c) Fixing the Number of Directors -- Subject to Section 26, the number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the votes cast at a meeting of the Members duly called for the purpose of determining the number of Directors to be elected to the Board.
26. NUMBER OF DIRECTORS, TRANSITIONAL PROVISION -- As of the date that this By-law is approved by the Minister of Industry, the number of Directors shall be fixed at ten until such time as changed in accordance with this By-law.
27. BOOKS AND RECORDS -- The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.
28. RULES AND REGULATIONS -- The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.
29. DIRECTORS' QUALIFICATIONS -- Directors must be individuals, at least 18 years of age, with power under law to contract. Directors must be Members.
30. ELECTION AND TERM -- The Directors shall be elected by the Members and shall retire in rotation. At each election of Directors, Directors shall be elected to fill the positions of those directors whose term of office has expired, and each Director so elected shall hold office for a term of two years or until the second annual meeting of Members thereafter. Subject to Section 31 of this By-law, if otherwise qualified, a Director whose term is expiring is eligible for re-election. The election of Directors need not be by ballot, unless a ballot is demanded by a Member.
31. LIMITATION OF TERM -- No person is eligible to be elected as a Director if he or she has served as a Director for six or more consecutive years immediately prior to the election, except that, however, the Board may, by resolution, waive this limitation with respect to a Director thereby permitting the Director to hold office for more than six consecutive years. Despite any other provision in this By-law, no Director is

permitted to serve as a Director of the Corporation for more than eight consecutive years, except that a Director who has been duly elected or appointed shall continue to hold his or her office of Director until his or her successor is elected or appointed or until he or she ceases to be a Director in accordance with the *Act* or the by-laws of the Corporation.

32. TERM, TRANSITIONAL PROVISION

- (a) Election of a New Board – Despite any other provision in this By-law, at the first election of Directors following the coming into force of this By-law, all Directors then in office shall be deemed to have resigned effective as of the end of the Members’ meeting at which such election shall take place, and all such Directors shall, subject to the immediately following paragraph, be eligible for re-election.
- (b) Staggering of Terms -- The following shall apply to the first election of Directors after the coming into force of this By-law: a majority of the number of Directors elected shall be elected for a term of two years or until the second annual meeting of the Members, and the remainder of the number of Directors elected shall be elected for a term of one or until the next annual meeting of Members thereafter. The term of each Director shall be by volunteer, unless the above-noted number of directors does not volunteer for each length of term, in which case the length of term shall be determined by lot. After the election of the directors as contemplated in this paragraph, this paragraph shall automatically be repealed and shall no longer be of any force and effect.

33. CEASING TO BE A DIRECTOR -- The office of Director shall be automatically vacated:

- (a) if a Director shall resign his/her office by delivering a written resignation to the secretary of the Corporation;
- (b) if he/she is found by a court to be of unsound mind;
- (c) if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
- (d) if at a special general meeting of Members a resolution is passed by three-quarters of the votes cast that he/she be removed from office;
- (e) if he or she ceases to be a Member of the Corporation for whatever reason or however caused; or
- (f) on death.

34. VACANCY ON BOARD -- If any vacancy shall occur on the Board, provided that a quorum of Directors remains in office, the Board by majority vote, may, by appointment, fill the vacancy for the balance of the former Director's term.
35. NO REMUNERATION -- The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. This shall not preclude a Director from serving the Corporation as an officer or in any other capacity.
36. COMPLETION OF DIRECTOR'S TERM -- A Director whose term expires or is retiring shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected. This paragraph shall not be construed to preclude a Director from serving the Corporation in any other capacity.

DIRECTORS' MEETINGS

37. MEETINGS -- Meetings of the Board may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting shall be given personally, or transmitted by facsimile or electronic mail, to each Director, or, if by mail, at least 14 days prior to the meeting. There shall be at least four meetings per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one vote.
38. QUORUM -- A majority of the number of Directors fixed from time to time as comprising the number of seats on the Board, but not less than two Directors, shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.
39. TELECONFERENCE MEETINGS -- If a majority of the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting; provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the

meeting to a pre-determined date, time and place. In such meetings, the secretary of the meeting shall record the results of all votes and communicate the results in a manner so that all persons participating in the meeting shall know the results.

40. MINUTES-- The minutes of the Board (or the minutes of the Executive Committee) shall be available to the Board, the Executive Director and the Staff Representatives, each of whom shall receive a copy of such minutes. For greater certainty, the Board and the Executive Committee may decide not to distribute or disclose the minutes of, respectively, any Board meeting and any Executive Committee meeting if, in the discretion of each, they decide that such distribution or disclosure is not in the best interests of the Corporation. The Board and the Executive Committee may decide to distribute or disclose the minutes of, respectively, any Board and Executive Committee meeting to additional persons not mentioned in the above list.

INDEMNITIES TO DIRECTORS AND OTHERS

41. INDEMNIFICATION -- Every Director and officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- (a) all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and
 - (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

OFFICERS

42. OFFICERS -- The officers of the Corporation shall be a Chairperson, Vice-chairperson, Communications Officer and Treasurer and any such other officers as the Board may by resolution determine. Except for the offices of Chairperson and Vice-chairperson, any two offices may be held by the same person. Officers must be Directors.
43. NO REMUNERATION -- Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

44. APPOINTMENT -- Officers of the corporation shall be appointed by resolution of the Board at the first meeting of the Board following an annual meeting of Members.
45. TERM OF OFFICE -- The officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time.

DUTIES OF OFFICERS

46. CHAIRPERSON -- The Chairperson shall convene regularly scheduled Board meetings, shall preside at each meeting of the Board and each meeting of the Members. The Chairperson will see that all the policies, instructions, and resolutions of the Board are carried out. The Chairperson will serve as the Board spokesperson in collaboration with the Executive Director when dealing with the media.
47. VICE-CHAIRPERSON -- The Vice-chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties as shall from time to time be imposed upon him/her by the Board by resolution.
48. COMMUNICATIONS OFFICER -- The Communications Officer shall be responsible for keeping records of Board and Executive Committee actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, assuring that corporate records are maintained and shall perform such other duties as shall from time to time be imposed upon him/her by the Board by resolution.. The Communications Officer is also responsible for the corporate seal. The Communications Officer is responsible for contacting a board member who has missed two meetings to review what may happen if the director misses a third meeting over the course of a year.
49. TREASURER -- The Treasurer shall chair the finance committee, assist in the preparation of the budget of the Corporation, will ensure that full and accurate accounts of all receipts and payments of the Corporation are kept in proper account books and will ensure that all moneys are deposited in the Corporation's bank account. The Treasurer shall ensure that the financial position of the Corporation is reported to the Board regularly and shall perform such other duties as may from time to time be determined by the Board by resolution.
50. OTHER OFFICERS -- The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

EXECUTIVE DIRECTOR

51. DUTIES AND AUTHORITY – The Board may appoint a chief executive officer of the Corporation, who will have the title of Executive Director and, subject to the by-laws of the Corporation, will have signing authority in respect of all contracts entered into by or on behalf of the Corporation in the day to day course of business. Subject to the general and specific direction of the Board, the Executive Director shall have the power to manage the day to day affairs of the Corporation, save and except for the matters and duties as by law must be transacted or performed by the Board.

COMMITTEES

52. APPOINTMENT -- The Board may appoint committees whose members will hold office at the will of the Board, and may specify their remuneration, if any, and duties. The committees may hold their meetings at the head office or such place or places as the Chairperson may from time to time determine.

EXECUTIVE COMMITTEE

53. COMPOSITION AND DUTIES -- There shall be an executive committee composed of the Chairperson, the Vice-chairperson, the Communications Officer and the Treasurer, and the Board may appoint to the Executive Committee such other Directors as it determines. The Executive Committee shall exercise such powers as are authorized by the Board. Any executive committee member may be removed by a majority vote of the Board. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
54. MEETINGS –NOTICE AND QUORUM -- Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. A majority of the members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

AUDITORS

55. APPOINTMENT -- The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the

Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

56. QUALIFICATIONS -- No person who is a Director, officer, Staff or other employee of the Corporation may be appointed the auditor without the consent of all the Members of the Corporation.

GENERAL

57. FISCAL YEAR -- Unless otherwise ordered by the Board, the financial year-end of the Corporation shall be the last day of March in each year.
58. ENACTMENT AND REPEAL OF BY-LAWS -- The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the votes cast at a meeting of Members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
59. SEAL -- The seal, an impression of which is stamped in the margin, shall be the seal of the Corporation.
60. HEAD OFFICE -- The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario.
61. SIGNING OF DOCUMENTS AND CHEQUES -- Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers of the Corporation and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing or contracts, documents and instruments related to the ordinary business of the Corporation. The Directors shall have the power to establish from time to time policies with respect to the signing of cheques or other negotiable instruments on behalf of the Corporation. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

OPERATIONS WITHOUT PECUNIARY GAIN

62. The Corporation is to carry on its operations without pecuniary gain to its Members and any profits or other accretions to the Corporation are to be used in promoting its objects.