

**GENERAL BY-LAW NUMBER 3A**

A By-law relating generally to the transaction of the business and affairs of

**KING'S UNIVERSITY COLLEGE AT THE UNIVERSITY OF WESTERN ONTARIO**

**CONTENTS**

One	-	Interpretation
Two	-	Purpose Statement
Three-	-	Administration of the Corporation
Four	-	Directors
Five	-	Officers
Six	-	Protection of Directors and Officers
Seven	-	Members
Eight	-	Meetings of Voting Members
Nine	-	Notices
Ten	-	Auditors
Eleven	-	Committee Structure
Twelve	-	Academic Council
Thirteen	-	Amendment and Adoption

**BE IT ENACTED** as a By-law of King's University College at the University of Western Ontario as follows:

**ARTICLE ONE INTERPRETATION**

1.01 Definitions

In this By-law and all other By-laws and special resolutions of the Corporation, unless the context otherwise requires:

"Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

"articles" means the Letters Patent of the Corporation, filed on [x], as amended by Articles of Amendment on [x] and as may be further amended from time to time;

"Bishop" means the Roman Catholic Bishop of the Diocese of London, Ontario;

"By-law" means this By-law and any amendments thereto duly enacted from time to time;

"Board" means the Board of Directors of the Corporation;

"Board Policy" means any policy approved by the Board that provides directions to management on specific topics, themes and items;

"Chair" means the chair of the Board;

"Code of Conduct" means the Code of Conduct Governance Policy approved by the Board;

"Academic Council" means the body appointed as such by the Board pursuant to this By-law;

"College Holiday" means a day that the administration office of the College is closed for business;

"Corporation" means King's University College at the University of Western Ontario;

"Diocese" means The Roman Catholic Episcopal Corporation of the Diocese of London in Ontario;

"Director" means an individual occupying the position of director of the Corporation, by whatever name they may be called;

"Governance Policy" means any policy approved by the Board by which the Board will govern the organization and itself;

“King’s College Foundation” means the corporation incorporated as such pursuant to the laws of the Province of Ontario;

“King’s University College” and the “College” mean King’s University College at the University of Western Ontario;

“Member” means a member of the Corporation;

“Members” means the collective membership of the Corporation

“President” means the academic and corporate President.

“St. Peter’s Seminary” means the corporation incorporated under the laws of the Province of Ontario as St. Peter’s Seminary Corporation of London in Ontario, Limited;

“Secretary” means the Secretary of the Corporation;

“Treasurer” means the Treasurer of the Corporation;

“Vice-Chair” means the Vice-Chair of the Corporation;

#### 1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing gender include all genders.

#### 1.03 Severability and Precedence

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

#### 1.04 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document shall be executed. Any two Directors or Officers may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

### **ARTICLE TWO PURPOSE STATEMENT**

#### 2.01 Statement of Purpose

The purpose of the Corporation is (a) to operate a Roman Catholic, co-educational, liberal arts university college affiliated with the University of Western Ontario and St. Peter’s Seminary dedicated to academic research, teaching, and the education of the whole human person, intellectually, morally, physically, spiritually, and aesthetically; and (b) to carry on all activities normally ancillary to the operation of a university college.

#### 2.02 Ex Corde Ecclesiae

The Ordinances issued by the Canadian Conference of Catholic Bishops in view of the Correct Application of the Apostolic Constitution *Ex Corde Ecclesiae* are incorporated by reference and form a part of this By-law.

### **ARTICLE THREE ADMINISTRATION OF KING’S UNIVERSITY COLLEGE**

#### 3.01 Head Office

The head office of the Corporation shall be in the City of London, in the Province of Ontario.

3.02 Corporate Seal

The corporate seal of the Corporation shall be in the form impressed hereon.

3.03 Financial Year

The financial year of the Corporation shall end on the last day of April, in each and every year or on such other date as the Board may from time to time by resolution determine.

3.04 Execution of Instruments

The Board shall appoint certain Directors or Officers of the Corporation who may sign deeds, transfers, assignments, contracts, cheques, certificates and other instruments on behalf of -Corporation. Any two of such signing officers may sign documents on behalf of the Corporation. In addition, the Board may from time to time direct the manner in which any particular instrument or class of instruments may be signed. There shall be a Board policy identifying the individuals who will be appointed to have signing authority. Any two Directors or Officers may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

3.05 Banking Arrangements

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping or investment.

3.06 Hierarchy of Governing Documents

This By-law is subject to the Act, the *Charities Accounting Act* (Ontario), the *Trustee Act* (Ontario) and the articles. Any Board Policy or Governance Policy approved by the Board is subject to this By-law.

## ARTICLE FOUR DIRECTORS

4.01 Election and Term

The Directors shall be elected by the Voting Members by a resolution of the majority of the Voting Members at a properly constituted annual or special meeting of the Voting Members. The term for the Directors, other than *ex-officio* directors, shall be three (3) years. The Directors shall be elected and shall retire in rotation so as to try to ensure that approximately one-third ( $\frac{1}{3}$ ) of the Directors' terms expire on an annual basis. Accordingly, at each annual meeting of Members, 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 three (3) years or until the third annual meeting of Members (whichever first occurs).

A person will normally be elected as a Director for not less than three (3) terms (i.e. nine (9) years in the aggregate). Upon election, a Director is expected to make himself or herself available to be a Director for a period of not less than nine (9) years.

4.02 Number of Directors and Quorum

Until changed in accordance with the Act, the number of voting Directors shall be a minimum of thirteen (13) and a maximum of fifteen (15) who shall be elected by the-Voting Members. Two (2) voting Directors shall be nominated by the Bishop of the Diocese of London, one (1) of whom shall preferably be a pastor in the Diocese of London; and one (1) of whom shall be a representative of St. Peter's Seminary.

4.03 Non-Voting Directors

The Directors may include non-voting directors who are entitled to attend and participate in all meetings of the Board, but shall remove themselves from any meeting in which they have a conflict of interest, as declared by the chair of the meeting. The number of voting Directors must make up no less than 50% plus one of the board. The inclusion of non-voting directors will be defined in board policy.

4.04 Disqualification of Directors

The office of an elected or *ex officio* Director shall automatically be vacated:

- (a) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
- (b) if the Director is found to be a mental incompetent or becomes of unsound mind;
- (c) if the Director, by notice in writing to the Secretary, resigns office, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (d) if the Director dies;
- (e) if the Director is convicted of an indictable offence; or
- (f) if the Director is found by the board to have committed a major breach in the Code of Conduct.

#### 4.05 Removal of Voting Elected Directors

The Voting Members may, by resolution passed by at least a majority of the votes cast thereon at a meeting of Voting Members called specifically for the purpose, remove any elected Director before the expiration of their term of office and may, by majority vote (50% plus one of the Voting Members present at such meeting), elect any qualified person in their stead for the remainder of their term. Notice of the special meeting called for the said purpose shall state in unequivocal language that the purpose of the meeting is to remove one or more of the elected Directors.

#### 4.06 Code of Conduct

The Board will establish a Code of Conduct for the Board of Directors and may sanction at its discretion any of its members for any breach of the Code of Conduct. The Board may recommend that the Voting Members call a Special Meeting for the purpose of removing an elected Voting Director and elect a new Director to complete the term of the removed Director in accordance with the procedures specified in clause 4.06 of this By-law.

#### 4.07 Vacancies

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b) if the Director dies or becomes bankrupt;
- c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d) if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

#### 4.08 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a) if the vacancy occurs as a result of the Members removing a Director or for any other reason, the Members may fill the vacancy by an ordinary resolution;
- b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and

#### 4.09 Calling of Meetings

Meetings of the Directors may be called by the Chair, or any two Directors at any time and any place on notice as required by this By-law.

#### 4.10 Regular Meetings

The Board may fix the time and place of regular Board meetings-and send a copy of the resolution fixing the time and place of such meetings to each Director-and no other notice shall be required for any such meetings. All meetings of Directors will be open to the public except where the Board decides by resolution of a simple majority

of voting Directors present in person to move *in camera*. Procedures for *in camera* meetings shall be defined in the Board's Governance Policies.

#### 4.11 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 9 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

#### 4.12 Special Meetings

Special meetings of the Board may be held from time to time at the call of the Chair of the Board or of any four (4) Directors. Special meetings at the call of four (4) Directors shall be held within five (5) calendar days. Notice of the time and place of every meeting so called shall be given to each Director not less than forty-eight (48) hours (excluding Saturdays, Sundays and College Holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

#### 4.13 Quorum at Directors' Meetings

A quorum at a meeting of the Board of Directors exists when 50% plus one of the eligible voting Directors are in attendance. In attendance means that the Director is physically present at the meeting or connected by teleconference or video conference. There shall be no representation by proxy at a meeting of the Directors.

#### 4.14 Place of Directors' Meetings

Meetings of the Board shall be held at the Corporation, 266 Epworth Avenue, London, Ontario or elsewhere in Ontario, if the Board so determines.

#### 4.15 Votes to Govern

All motions at meetings of the Board are decided by vote. A simple majority of voting Directors voting for a motion results in the motion's adoption, and a simple majority voting against a motion results in the motion's defeat. A tied vote results in the motion's defeat. In case of an equality of votes, the Chair shall not have a second or casting vote.

#### 4.16 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, A Director may participate in a meeting of the Board or a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

#### 4.17 Conflicts of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction. The board will have a conflicts of interest policy.

#### 4.18 Remuneration

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

4.18 Standards of Care

Every Director and officer of the Corporation, in exercising their powers and discharging their duties, shall:

- (a) act honestly and in good faith to serve the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

Every Director and officer of the Corporation shall comply with:

- (a) the Act, the *Charities Accounting Act* (Ontario), the *Trustee Act* (Ontario) and their regulations; and
- (b) the articles and By-laws of the Corporation.

4.19 No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

**ARTICLE FIVE OFFICERS**

5.01 Appointment of Officers

From among the voting Directors, the board shall appoint a chair to act as Chair of the Board and 0 shall appoint a Vice-Chair of the Board to act as chair in the absence of the Chair of the Board. The appointment of the Chair of the Board and the Vice-Chair of the Board shall be a one (1) year appointment.

The Board shall also appoint other officers of the Corporation, who are not required to be Directors as a condition of holding office. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer.

5.02 Remuneration and Terms of Office

Officers shall serve as such without remuneration except in the case of employees who are not voting Directors. The Board may remove at its pleasure any officer of the Corporation appointed by the Board without prejudice to such Officer's rights under any employment contract. Each Officer appointed by the Board shall hold office until their successor is appointed, such Officer's resignation or such Officer's death.

5.03 Chair of the Board

The Chair of the Board shall fulfill the following acts and duties:

- (a) preside at all meetings of the Board;
- (b) report to each annual meeting of the Members concerning the management and operations of the Corporation; and
- (c) perform the duties assigned to the Chair in the Governance Policy and such other duties as may from time to time be determined by the Board.

The board may, by resolution passed by simple majority, remove the Chair of the Board from office and appoint another voting Director in their stead for the remainder of their term.

5.04 Vice-Chair of the Board

The Vice-Chair of the Board shall:

- (a) undertake the Chair's role in emergency situations and as designated by the Chair when the Chair is not available;
- (b) undertake the monitoring tasks as outlined in the Governance Policy; and
- (c) undertake the duties assigned to the Vice-Chair in the Governance Policy and such duties as may from time to time be determined by the Board.

5.05 President

The President, who shall be appointed by the voting Directors, shall have the general management and direction of the business and affairs of the Corporation. Subject to the contract of employment with the President, the Board shall establish the President's authority to act, and shall monitor the President's performance within the established limitations and requirements.

The President is an *ex officio* Officer of the Corporation and shall normally act as the official spokesperson for the Corporation.

5.06 Secretary

The Board shall appoint the Secretary who shall:

- (a) attend and be the secretary of all meetings of Directors and Members;
- (b) shall enter or cause to be entered in books kept for that purpose minutes of all proceedings;
- (c) give or cause to be given, as and when instructed, all notices to Directors and Members;
- (d) be the custodian of the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except when some other officer or agent has been specifically appointed by the Board for that purpose; and
- (e) undertake the duties assigned to the Secretary in the Board's Governance Policy and such other duties as from time to time may be determined by the Board.

5.07 Treasurer

The Board shall appoint the Treasurer who shall:

- (a) keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation;
- (b) under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation;
- (c) render to the Board whenever required an account of all their transactions as treasurer and of the financial position of the Corporation; and
- (d) undertake the duties assigned to the Treasurer in the Board's Governance Policy and such other duties as from time to time may be determined by the Board.

5.08 Other Officers

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board may prescribe.

5.09 Variation of Duties

From time to time the Board by resolution may add to the duties of any other officer and may vary or limit such additional duties.

**ARTICLE SIX PROTECTION OF DIRECTORS AND OFFICERS**

6.01 Limitation of Liability

- (a) No Director, Officer or committee member of the Corporation is liable for the acts, -neglects or defaults of any other Director, Officer or committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out of invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys securities or effects shall be lodged or deposited or for any other loss, damage or

misfortune whatever which may happen in the execution of the duties of their-respective office or trust provided they have

- a. Complied with the Act and the Corporation's articles and By-laws; and
- b. Exercised their powers and discharged their duties in accordance with the Act.

#### 6.02 Indemnity

- (a) Every Member, Director, or officer of-the Corporation and member of a committee authorized or appointed by the Board and his or her heirs, estate, successors, executors and administrators, respectively, shall at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever that such Member, Director, officer or committee member sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of their office if they acted honestly, reasonably and, in good faith with a view to the best interests of the Corporation; and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, if such person had reasonable grounds for believing that their conduct was lawful.
- (b) The Corporation agrees to indemnify and save harmless the employees of the Corporation of and from all claims, demands, suits, proceedings or actions that may be brought or instituted against them, or any of them (excepting actions or proceedings brought by the Corporation), arising out of, or by reason of, any act or omission done or omitted to be done by the employee, provided such act or omission is done or omitted to be done in the course of the performance of the employee's duties and the same is done or omitted to be done honestly and in good faith and the employee has exercised a degree of skill reasonably required of an employee occupying an appointment the same or similar to their appointment.

#### 6.03 Validity of Actions

No act or proceeding of any Director or of the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such Director or of the Board.

#### 6.04 Directors' Reliance

Directors may rely upon the accuracy of any statement or report prepared by-the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

#### 6.05 Directors' and Officers' Insurance

The Corporation shall be obligated to obtain directors' and officers' insurance with limits to be determined by the Board from time to time.

### **ARTICLE SEVEN MEMBERS**

#### 7.01 Members

There shall be two classes of Members; voting Members and non-voting Members. Voting Members shall be entitled to notice of all meetings of Members and shall be entitled to one (1) vote per Member. Non-voting members shall not be entitled to vote and shall not be entitled to notice of Members' meetings and shall not be entitled to attend at such meetings.

##### Voting Members

There shall be five (5) Voting Members, all of whom shall be individuals appointed by the Bishop, subject as follows:

- (1) at least one (1) of such Voting Members shall be a former Director;
- (2) at least one (1) of such Voting Members shall be a past Chair of the Board, normally the immediate past Chair of the Board or if one is unavailable a previous member of the Executive Committee; and
- (3) the majority of the Voting Members shall be lay persons.

The term of Membership of a Voting Member shall be three (3) years, subject to renewal in accordance with the policies of the Corporation. The Voting Members shall be appointed in rotation so as to try to ensure that approximately one-third (1/3) of the



Voting Members' terms expire on an annual basis. A Voting Member will normally be appointed for two (2) consecutive terms (i.e., six (6) years in the aggregate). In extraordinary circumstances and when maintaining continuity is necessary, at the discretion of the Bishop, a Voting Member may receive a one-year extension beyond the six (6) year limit.

As set out in the articles, each Voting Member is entitled to receive notice of, attend and vote at all meetings of Members, and each Voting Member shall be entitled to one (1) vote at such meetings.

#### Non-Voting Members

All Directors shall be Non-Voting Members of the Corporation. A Director cannot serve simultaneously as a Voting Member. The term of Membership of a Non-Voting Member shall cease when the Non-Voting Member ceases to be a Director.

As set out in the articles, a Non-Voting Member shall not be entitled to receive notice of, attend or vote at meetings of Members of the Corporation.

#### 7.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

### **ARTICLE EIGHT MEETINGS OF VOTING MEMBERS**

#### 8.01 Annual Meetings

The annual meeting of the Voting Members shall be held within six (6) months from the fiscal year end of the Corporation on a day and at a place within Ontario fixed by the Board. Any member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in the regulations before the annual meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the Bylaws or articles.

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor;
- (e) reappointment or new appointment of the auditor for the coming year;
- (f) election of Directors;
- (g) such other or special business as may be set out in the notice of meeting; and
  
- (h) Reports from each of the President and the Board Chair.

No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

#### 8.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 percent of the votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

#### 8.03 Place of Meetings

Meetings of Voting Members shall be held at 266 Epworth Avenue, London, Ontario or elsewhere in Ontario, if the Voting Members so determine.

#### 8.04 Notice of Meetings

Subject to the Act, notice of the time and place of each annual and special meeting of Voting Members shall be given in the manner hereinafter provided not less than ten (10) days and not more than fifty (50) days before the day on which the meeting

is to be held to each Voting Member of record at the close of business on the day on which the notice is given, each Director and the auditor. Notice of a special meeting of Voting Members shall state the specific nature of the business to be transacted at such meeting and state the text of any special resolution to be submitted to the meeting.

#### 8.05 Meetings Without Notice

A special meeting of Voting Members may be held at any time and place without notice if all the Voting Members entitled to vote thereat are present in person, or if those not present waive right to notice.

#### 8.06 Chair of Meeting of Voting Members

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Voting Members shall choose one of their number to chair the meeting.

#### 8.07 Persons Entitled to be Present

Those persons entitled to attend a meeting of Voting Members shall be the Voting Members, the auditors of the Corporation, the Directors and other who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may only be admitted if invited by the Chair of the meeting or with the majority consent of the Voting Members present at the meeting.

#### 8.08 Quorum

A quorum for the transaction of business at any meeting of Voting Members shall be a majority of the Voting Members present in person. There shall be no representation by proxy at any meeting of Voting Members. If quorum is present at the opening of a meeting of the Voting Members, the Voting Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

#### 8.09 Votes to Govern

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Voting Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Voting Members present and the chair of the meeting, if a Voting Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### 8.11 Matters Requiring Special Resolution by the Voting Members

In addition and subject to any matters required under the Act, the following matters must be approved by special resolution of the Voting Members and may not be approved by the Board without the prior approval of the Voting Members:

- 1) the right to make recommendations to the Board in respect of, and to monitor the implementation of, the Catholic mission of the College by which the Corporation shall operate;

- 2) the right to approve the appointment of all voting elected Directors after receiving the recommendation of the Nominating Committee; and
- 3) the right to approve of any sale, lease or encumbrance of any of the assets owned by-the Corporation requiring approval under the canon law of the Roman Catholic Church, as it exists from time to time.

8.12 Appointment of a Voting Members' Representative to Board Committees

The Voting Members shall be entitled to appoint a representative who is not one of the Voting Members to the Board's Presidential Search, Presidential Reappointment, and Governance Committees.

**ARTICLE NINE NOTICES**

9.01 Method of Giving Notices

Any notice to be given pursuant to the Act, the-articles, the By-laws or otherwise to a Member, Director, officer or auditor shall be sufficiently given if delivered personally, mailed by prepaid ordinary post, sent by facsimile or electronically transmitted. The Secretary may change the address on the Corporation's books of any Member, Director, officer or auditor in accordance with any information believed to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally, sent by facsimile or electronically transmitted; a notice mailed shall be deemed to have been given four (4) days after deposit in a post office or public letter box, provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

9.02 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer or auditor or the non-receipt of any notice by any Member, Director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**ARTICLE TEN AUDITORS**

10.01 Appointment of Auditor

Voting Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next annual meeting, provided that the Board may appoint any auditor to fill any casual vacancy in the office of the auditor and shall cause the Secretary to advise the Voting Members of such appointment. The Board shall fix the remuneration of the auditor.

**ARTICLE ELEVEN COMMITTEE STRUCTURE**

11.01 Committee Structure

The Board shall have authority to establish any committee it determines necessary for the execution of the Board's responsibilities as follows:

- 1) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- 2) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

## ARTICLE TWELVE ACADEMIC COUNCIL

### 12.01 Academic Council

The Board shall establish an Academic Council which will take effect September 1, 2024 after which the current College Council, Faculty Council, and their committees will cease to exist. The Academic Council shall have no more than 45 and no less than 35 members. The board and members will approve an additional by-law before August 1, 2024 which will act as the by-law for the Academic Council. Additionally, the Board shall approve provisional policies for the Academic Council which shall be in place until September 2025.

## ARTICLE THIRTEEN AMENDMENT AND ADOPTION

### 13.01 Amendments to By-laws

All By-laws of the Corporation and any repeal, amendment or reenactment thereof shall be made or enacted only as authorized by a resolution of the Voting Members.

### 13.02

This By-law is effective upon approval by the Board and by Special Resolution of the Members.

Approved by the Directors and Members, this **25** day of **September, 2019**.

Amended by the Directors and Members, this **10** day of **June, 2021**.

Amended by the Directors and Members, effective this **23** day of **February 2022**.

Amended by the Directors and Members, effective this **31** day or **May 2023**.

Amended by the Directors and Members, effective this **29** day of **May 2024**.