

GENERAL BY-LAW NUMBER 2

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

KING'S UNIVERSITY COLLEGE AT THE UNIVERSITY OF WESTERN ONTARIO

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BE IT ENACTED as a by-law of King's University College as follows:

ARTICLE ONE INTERPRETATION

1.01 Definitions

In this by-law and all other by-laws and special resolutions of King's University College, unless the context otherwise requires:

"Academic Dean" means the individual appointed as such by the Board;

"Act" means the Corporations Act, R.S.O. 1990.c. C. 38, and any Act that may be substituted therefor, as from time to time amended;

"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 King's University College;

“Chair of the Board” means the Director appointed as such by the voting Members;

“Chief Financial Officer” means the individual appointed as such by the Board;

“College 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 a director of the Corporation, whether elected or *ex officio*;

“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;

“Letters Patent” means the Letters Patent issued to King’s University College, as amended by supplementary letters patent issued from time to time;

“Member” means a member of the Corporation;

“Principal” means the Principal of the College;

“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 appointed as such by the Directors;

“Treasurer” means the Treasurer of the Corporation appointed as such by the Directors;

“Vice-Chair of the Board” means the person appointed as such by the Directors.

ARTICLE TWO MISSION AND VISION

2.01 Mission

King’s University College is a Roman Catholic university college committed to the ongoing creation of a vital academic community animated by a Christian love of learning and the

pursuit of truth. The College strives to foster an environment based on open enquiry, Christian values and service to the larger community.

2.02 Vision

King's University College is to be one of the premier Canadian Roman Catholic colleges and universities, and one of the best undergraduate liberal arts institutions of higher learning in Canada.

2.03 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 the By-laws of King's University College.

**ARTICLE THREE
ADMINISTRATION OF KING'S UNIVERSITY COLLEGE**

3.01 Head Office

The head office of King's University College shall be in the City of London, in the Province of Ontario.

3.02 Corporate Seal

The corporate seal of King's University College shall be in the form impressed hereon.

3.03 Financial Year

Until otherwise changed by the Board, the financial year of King's University College shall end on the last day of April, in each and every year.

3.04 Execution of Instruments

The Board shall appoint certain Directors or officers of King's University College who may sign deeds, transfers, assignments, contracts, cheques, certificates and other instruments on behalf of King's University College. Any two of such signing officers may sign documents on behalf of King's University College. In addition, the Board may from time to time direct the manner in which any particular instrument or class of instruments may be signed.

3.05 Banking Arrangements

The banking business of King's University College shall be transacted with such banks, trust companies or other firms or corporations authorized to carry on business in the Province of Ontario as may from time to time be designated by the Board.

ARTICLE FOUR DIRECTORS

4.01 Number of Directors and Quorum

The affairs of King's University College shall be managed by the Board in accordance with Article Two of this By-law. Until changed in accordance with the Act, the number of voting Directors shall be thirteen (13) of which there shall be ten (10) Directors who shall be elected by the voting Members and three (3) *ex officio* voting Directors. The Board shall take particular care to ensure that there is a planned and ongoing process for the implementation of the Catholic mission of the College.

4.02 Ex Officio Voting Directors

The Directors of King's University College shall include the following persons who are Directors by virtue of his or her office and who shall have full voting rights:

- (1) the immediate past Chair of the Board; or if that individual is unable or unwilling to act as an *ex officio* voting Director, the next most immediate past Chair of the Board shall be appointed as an *ex officio* voting Director; and
- (2) two (2) individuals as selected by the Bishop, one of whom shall be a representative of St. Peter's Seminary.

4.03 Ex Officio Non-Voting Directors

The following persons shall be *ex officio* non-voting directors. They shall be 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.

- (1) the Principal;
- (2) the Academic Dean;
- (3) the Chief Financial Officer;
- (4) a member of the Board of Governors of the University of Western Ontario, as appointed by such Board;
- (5) a Vice-President of King's Student Council as appointed by such student Council;
- (6) two (2) members of the faculty of the College as appointed by the College Council;
- (7) one (1) member of the staff of the College as appointed by the College Council;
- (8) one (1) professional officer of the College as appointed by the College Council; and
- (9) one (1) director of King's College Foundation as appointed by the board of such corporation.

4.04 Election and Term

The voting Members of King's University College shall elect the voting elected Directors to any vacant seat by a resolution of the majority of the voting Members at a properly constituted meeting of the voting Members. The term for the Directors of King's University College, other than *ex-officio* directors, shall be three (3) years. The Directors of the Corporation shall be elected and shall retire in rotation so as to try to ensure that one-third ($\frac{1}{3}$) of the elected 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 two (2) terms (i.e. six (6) years) and not more than three (3) terms (i.e. nine (9) years). Upon election, a Director will be expected to make himself or herself available to act as such for a period of not less than six (6) years. Normally, the number of years that a Director acts as Chair of the Board or Vice-Chair of the Board will not be considered part of such nine (9) consecutive years.

4.05 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; or
- (e) if the Director is convicted of an indictable offence.

4.06 Removal of Voting Elected Directors

The voting Members may, by resolution passed by at least two-thirds ($\frac{2}{3}$) of the votes cast thereon at a meeting of voting Members called specifically for the purpose, remove any elected Director before the expiration of his or her term of office and may, by majority vote (50% plus one of the voting Members present at such meeting), elect any qualified person in his or her stead for the remainder of his or her 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.

4.07 Vacancies

Vacancies on the Board may continue until such time as the voting Members appoint a new Director, provided that there is a quorum at each meeting of the Board.

4.08 Regular Meetings

At the first meeting of the Board following the annual general meeting of the Members or as soon as possible thereafter, the Chair of the Board shall advise the directors of the time and place of regular meetings. A copy of the schedule of meetings shall be sent to each Director forthwith, but no other notice shall be required for any such regular meeting. 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*. *In camera* meeting proceedings shall be confidential but shall include non-voting members of the Board unless they have a conflict of interest as declared by the Chair of the Board.

4.09 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) voting Directors. 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.

4.10 Quorum at Directors' Meetings

A quorum at a meeting of Directors shall constitute a majority of the voting Directors present in person. There shall be no representation by proxy at a meeting of Directors.

4.11 Place of Directors' Meetings

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

4.12 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the presiding chair of the meeting shall be entitled to a second or casting vote.

4.13 Interest of Directors in Contracts

Subject to the provisions of the Act, Directors shall avoid any interest in contracts with King's University College. No part of the income or assets of King's University College may be used for the personal benefit of any Director. Notwithstanding the foregoing, a Director who is an employee of the College shall be entitled to receive his or her appropriately approved remuneration (including reimbursement of expenses).

4.14 Declaration of Conflicts of Interest

It shall be the duty of every Director of King's University College, who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with King's University College, or who appears to be interested in such matters, to declare such interest. The declaration of interest shall then be recorded in the minutes of the meeting and the Director shall not be present for consideration of the issue and shall refrain from voting on such issue. If there is a disagreement about whether a conflict of interest exists, the matter shall be decided by the presiding chair of the meeting, subject to challenge by a majority vote of the remaining voting Directors. The person who is the subject of the challenge shall not vote on any appeal of the chair's decision.

4.15 Remuneration

The Directors shall serve as such without remuneration but shall be entitled to be paid their traveling and other expenses properly incurred by them in attending meetings of the Board or of the Members.

4.16 Meeting Procedure

The rules of procedure known as Bourinot's Rules of Order shall apply to all meetings of the Board.

4.17 Standards of Care

Every Director and officer of the Corporation, in exercising his or her powers and discharging his or her duties, shall:

- (a) act honestly and in good faith with a view to the best interests of King's University College; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE FIVE OFFICERS

5.01 Appointment of Officers

From among the voting Directors the Members shall appoint a chair to act as Chair of the Board and the Board 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 two (2) year appointment.

The Board shall also appoint other officers of King's University College, who are not required to be Directors as a condition of holding office.

5.02 Terms of Office and Remuneration

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 King's University College 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 his or her successor is appointed.

5.03 Chair of the Board

The Chair of the Board shall be the president of the Corporation for the purposes of the Act and shall:

- (a) chair all meetings of the Board;
- (b) report to each annual meeting of voting Members of King's University College concerning the management and operations of King's University College; and
- (c) perform such other duties as may from time to time be determined by the Board.

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

5.04 Principal

The Principal, who shall be appointed by the voting Directors subject to approval of the voting Members, shall have the general management and direction of the business and affairs of King's University College subject to the authority of the Board and as more particularly set out in his or her contract of employment or approved role description. The Principal shall have the authority to appoint and remove any and all employees and agents of King's University College not elected or appointed by the Board and to settle the terms of their employment and remuneration, subject to any agreement with the employee associations. The Principal shall normally act as the official spokesperson for the College.

5.05 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 King's University College and of all books, papers, records, documents and other instruments belonging to King's University College except when some other officer or agent has been specifically appointed by the Board for that purpose.

5.06 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 King's University College;
- (b) under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of King's University College;
- (c) render to the Board whenever required an account of all his or her transactions as treasurer and of the financial position of King's University College.

5.07 Other Officers

The duties of all other officers of King's University College shall be such as the terms of their engagement call for or as the Board may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed by the Board may be exercised and performed by such assistant, unless the Board or the Principal otherwise directs.

5.08 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. Any variation to the duties of the Chair of the Board shall require the prior approval of the voting Members, except in cases of emergency. If the duties of the Chair of the Board are varied by the Board in a case of emergency, the Board shall cause the Secretary to notify the voting Members of the detail of such varied duties forthwith.

**ARTICLE SIX
PROTECTION OF DIRECTORS AND OFFICERS**

6.01 Limitation of Liability

- (a) No Member, Director, officer of King's University College or any member of a committee authorized or appointed by the Board shall be liable for the acts, receipts, neglects or defaults of any other Member, Director, officer, committee member or employee, or for joining in any receipt or other act for conformity, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the

duties of his or her office, unless the same is occasioned by his or her own willful neglect or default or by his or her own dishonest or fraudulent act.

- (b) Directors, Officers, Members and members of committees authorized or appointed by the Board shall not be liable to the Corporation for any costs, charges, expenses, loss or liability which the Corporation or such committee member shall suffer or incur for, by reason of, arising out of, or in any way relating to any act, deed, matter or thing made, done or permitted to be done or omitted to be done by him or her in the performance of his or her duties and functions (or in the performance of what he or she honestly believes was in the proper performance of his or her duties and functions as such officer, Director, Member or committee member), provided that he or she acted or made such omission honestly, in good faith and without fraud or fraudulent intent.

6.02 Indemnity

- (a) Every Member, Director, officer of King's University College 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 King's University College 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 his or her office if he or she acted honestly, reasonably and, in good faith with a view to the best interests of King's University College; 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 his or her 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 his or her 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 King's University College'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

King's University College 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 or attendance at such meetings.

7.02 Voting Members

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

- (1) at least one (1) of such voting Members shall be a former voting 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; and
- (3) The majority of the voting Members shall be lay persons.

7.03 Non-Voting Members

All Directors, except such Directors who have been appointed as voting Members of the Corporation, shall be non-voting Members of the Corporation. If a Director who has been appointed as a voting Member ceases to be a voting Member and is still a Director, such Director shall become a non-voting Member.

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 King's University College. At the annual meeting the agenda shall include: (a) receipt of the financial reports and statements required by the Act to be placed before the annual meeting; (b) appointment of Directors and auditors; (c) receipt of the report of the Principal; (d) receipt of the report of the Chair of the Board; (e) and the transaction of such other business as may properly be brought before the meeting.

8.02 Special Meetings

A special meeting of the voting Members may be called by any two (2) voting Members at any time.

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

Notice of the time and place of each meeting of voting Members shall be given in the manner hereinafter provided not less than ten (10) 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 who is entered in the books of King's University College. Notice of a special meeting of voting Members shall state the specific nature of the business to be transacted at such meeting.

8.05 Meetings Without Notice

A 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 notice or otherwise consent to such meeting being held, and at such a meeting any business may be transacted which King's University College at a meeting of voting Members may transact.

8.06 Chair of Meeting of Voting Members

The voting Members shall elect from among themselves persons who shall act as chair and alternate chair of any meeting of voting Members.

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 King's University College, The Principal and the Chair of the Board for such portion of the meeting as authorized by the chair of the meeting, and others who,

although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-laws to be 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.

8.09 Votes to Govern

At any meeting, voting Members shall seek to make decisions by consensus whenever possible. When consensus is not possible, every question shall be determined by the majority of the votes duly cast on the question.

8.10 Casting Vote

In case of an equality of votes at any meeting of voting Members, either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to an additional or casting vote.

8.11 Matters Requiring Specific Member Approval

In addition to any matters required under the Act, the following matters are reserved for specific approval by the voting Members and may not be changed by the Board without prior specific approval:

- 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 the Chair of the Board and to approve the process for appointment of, and to approve the appointment of, the Principal;
- 3) The right to approve the appointment of all voting elected Directors after receiving the recommendation of the Nominating Committee; and
- 4) The right to approve of any sale, lease or encumbrance of any of the assets owned by King's University College requiring approval under the canon law of the Roman Catholic Church, as it exists from time to time.

ARTICLE NINE NOTICES

9.01 Method of Giving Notices

Any notice to be given pursuant to the Act, the Letters Patent, 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 King's University College 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.

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.

9.04 Waiver of Notice

Any Member, Director, officer or auditor may waive in writing any notice required to be given.

**ARTICLE TEN
AUDITORS**

10.01 Appointment of Auditor

Voting Members shall at each annual meeting appoint an auditor to audit the accounts of King's University College, 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 following committees shall be constituted as committees of the Board. The Board shall have authority to provide the terms of reference for each such committee and to appoint the chair of each committee, who shall be a voting Director:

Executive Committee
Finance and Investment Committee
Employee Relations Committee
Property Committee
Nominating Committee

11.02 Ad Hoc Committees

The Board may by resolution create one or more committees, which may but need not include members of the Board except for the chair, who shall be a voting Director. Until otherwise provided, the Principal shall be a member *ex officio* of all committees. Committees created by the Board shall be given written terms of reference by the Board. The Board shall have the authority to appoint the chair and the members of each committee.

ARTICLE TWELVE COLLEGE COUNCIL

12.01 College Council

The Board shall establish a College Council and shall entrust the College Council with the responsibility for academic and ancillary administrative matters concerning the operation of King's University College, subject to the approval of the Board. The Rector of St. Peter's Seminary shall be a member of College Council.

12.02 Powers and Responsibilities

The College Council, subject to the authority of the Board, and subject to Articles Two and 8.11(1) of the By-laws, is responsible for the academic affairs of King's University College. In particular, without restricting the generality of the foregoing, the College Council is empowered to:

- (a) recommend to the Board the establishment of courses of study and degree, diploma and certificate programs in any area in which King's University College has a right to provide such courses of study;
- (b) determine all courses of study that are to be offered by King's University College for credit towards the requirement of any degree, diploma or certificate;
- (c) provide for the granting of and conferring of degrees, including honorary degrees and/or honorary fellowships;
- (d) make decisions on the conduct and results of examinations;
- (e) provide for the preparation and publication of the College's calendar;
- (f) make rules and regulations for the management of the College's library;
- (g) determine academic standards for the admission of students;
- (h) make recommendations to the Board with respect to academic matters including academic planning, campus planning, academic budget, salaries, appointments, promotions, tenure, dismissals and discipline matters;
- (i) determine the meeting times and procedure for the College Council meetings; and
- (j) make recommendations on any other matters considered by the College Council to be of interest to King's University College.

**ARTICLE THIRTEEN
AMENDMENT AND ADOPTION**

13.01

All By-laws of King's University College and any repeal, amendment or re-enactment thereof shall be made or enacted only as authorized by a Special Resolution of King's University College as defined in the Act.

13.02

This By-law enacted by the Board, as authorized by a Special Resolution of King's University College confirmed by the Members of King's University College, is designated By-law Number Two of King's University College.

Approved by the Directors and Members, as evidenced by their signatures hereto, this 26th day of February, 2014.

Clare Joseph James Coleman

Paul Ernest Baillargeon

Henry Gerald Thuss

Mary Frances McLaughlin

AMENDING BY-LAW 2B

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

Whereas the Corporation wishes to amend By-law 1A which was enacted November 1st, 2013 with respect to signing authorities;

BE IT RESOLVED THAT paragraph 3.04 of By-law Number 2 now read as follows:

3.04 Execution of Documents

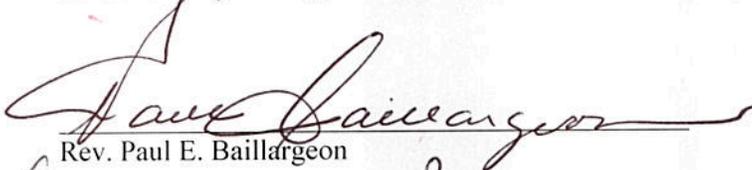
Any two (2) of the following four (4) persons shall have authority to sign agreements, legal documents and cheques on behalf of the Corporation, provided that approvals are in accordance with the governance processes of the Board in accordance with this By-law:

Dr. Kelly Regan – Chair of the Board of Directors
Mr. Glenn Hardman – Director and Treasurer
Dr. Sauro Camiletti – Interim Principal, VP Academic and Dean
Mr. Jeffrey Major – Vice Principal Finance and Support Services

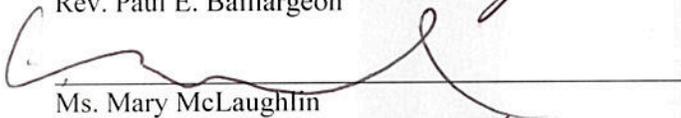
The following individuals in addition to one of the individuals noted above may sign banking documents (e.g. cheques, drafts) and partnership agreements (e.g. school boards, partner universities);

Phyllis Fidler, Manager of General Accounting
Ms. Marilyn Mason, VP Enrolment Services and Strategic Partnerships

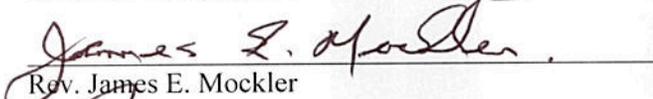
Approved by the Board of Directors on the 2nd day of May, 2018 and by the Members of the Corporation on the 23rd day of May, 2018, with effect as of the 2nd day of May, 2018.



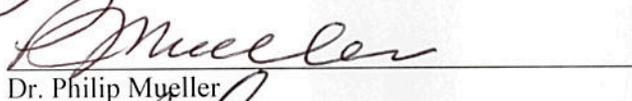
Rev. Paul E. Baillargeon



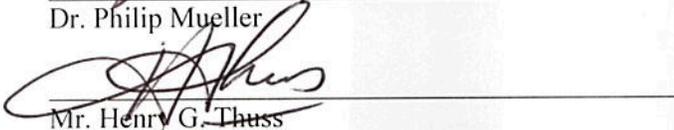
Ms. Mary McLaughlin



Rev. James E. Mockler



Dr. Philip Mueller



Mr. Henry G. Thuss